Management’s Discussion and Analysis – Interim period ended September 30, 2020

The following interim Management’s Discussion and Analysis (“MD&A”) presents the results, financial position and cash flows of Dominion Water Reserves Corp. (the “Company “or “DWR”) and should be read in conjunction with the consolidated interim financial statements (including notes) for the period of nine months ended September 30, 2020. This MD&A reports on items deemed significant that have taken place from November 30, which is the date on which this MD&A was approved by the Company’s Board of Directors.

The financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards (“IFRS”).

Unless otherwise indicated, the reporting currency for figures in this document is the Canadian dollar.

SCOPE OF THIS MANAGEMENT’S DISCUSSION AND ANALYSIS AND NOTICE TO INVESTORS

This management’s discussion and analysis of financial position and results of operations ("MD&A"), is prepared as of November 30, 2020, and complements the consolidated interim financial statements for the period of nine months ended September 30, 2020 and 2019.

All financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts are in Canadian dollars unless otherwise indicated. Additional information is provided in the Company's consolidated interim financial statements for the period of nine months ended September 30, 2020 and 2019.

The interim financial statements and the MD&A have been reviewed and approved by the Company’s Board of Directors on November 29, 2020.

Forward-Looking Statements and Use of Estimates
Any statement contained in this report that does not constitute a historical fact may be deemed a forward-looking statement. Verbs such as “believe,” “expect,” “estimate” and other similar expressions, in addition to the negative forms of these terms or any variations thereof, appearing in this report generally indicate forward-looking statements. These forward-looking statements do not provide guarantees as to the future performance of Dominion Water Reserves Corp. and are subject to risks, both known and unknown, as well as uncertainties that may cause the outlook, profitability and actual results of Dominion Water Reserves Corp. to differ significantly from the profitability or future results stated or implied by these statements. Detailed information on risks and uncertainties is provided in the “Uncertainties and Principal Risk Factors” section of this MD&A.

In preparing interim consolidated financial statements in accordance with IFRS, management must exercise judgment when applying accounting policies and use assumptions and estimates that have an impact on the amounts of assets, liabilities, revenues and expenses reported and on the contingent liabilities and contingent assets information provided.

The main accounting judgments and estimates used by management and are described in Note 4 of the interim financial statements are as follows:

- Going concern;
- Business combinations
- Recovery of deferred tax assets
- Classification of financial instruments

Because the use of assumptions and estimates is inherent to the financial reporting process, the actual results of items subject to assumptions and estimates may differ from these assumptions and estimates.

CORPORATE PROFILE

DWR STORY

DWR started in 2015, with water enthusiast lenders, optimistic well owners, and savvy permit developers. Today the company has evolved with the addition of people from different backgrounds–mainly finance–in search of change and sustainability. At the heart of its activities remains DWR's passion for this natural resource often referred to as “blue gold”. Water has gained tremendous importance in global discussions in recent years and has been at the center of the global agenda. With this aim in mind, of preserving and respecting this resource, DWR intends to take a leadership role in the water industry.

Over the past year, DWR has developed a unique business model that allows the group to develop and take a leading stand in consolidating the spring water market in Quebec and beyond. The DWR team is working to develop innovative solutions, products and partnerships to promote and create value for this resource today and mainly for the future.

DWR is listed on the Canadian Securities Exchange (the “CSE”) since August 10, 2020 under the symbol “DWR”.

CORE BUSINESS

The core business of DWR consists in carrying out financial innovative expertise, by re-inventing financial solutions, products, partnerships, associations, networking to create value for Quebec's pristine water. The adequacy of the potential wealth of water portfolio ownership and a long-term visionary approach will ensure the long-lasting success of the company.

VISION

DWR will acquire and manage freshwater assets at a critical mass in terms of capacity and geography securing a leadership role in North America's spring water market. By consolidating the spring water market in Quebec, the company will be able to provide solutions to problems arising from the considerable imbalance between supply and demand of fresh water.

The corporation DWR will prioritize sustainability and environmental consciousness. A strong governance framework has been established to ensure that the corporation diligently pursues its activities by applying the highest social and environmental standards.

PROPERTIES

DWR owns 2 permits representing above 3 B liters / year or 20% of the current allocated volume under-permit un Quebec. Further, DWR holds 3.5 B more permit-projects that have been under development and are in the final stages of the process plus, one without permit, in the United States of over 160M liters. DWR is also in negotiation to obtain four more wells, two of which already operate for bulk water supply.

These acquisitions along with the new development will put us at 60% share of the volume under management in the next two years.

OVERALL PERFORMANCE

- Acquisition of sources

All the sources are strategically located for efficiency and low transportation costs. Our portfolio shows acquisitions at a very low cost per liter, which includes the CapEx to put these assets into production.

DWR's portfolio of spring water permits has been strategically designed to cover the Quebec province and its inhabited regions but also to diversify its offer:

I. Centre Piscicole de Duhamel is the largest volume spring in Quebec with over 2B liters per year of overflow;
II. A rare esker, a glacial formation that provides a unique water quality (1 of only 2 eskers in Quebec);
III. St-Joseph de Coleraine is a sought-after alkaline water with a Ph level over 8 and 13.1 ppm of silicon (silicium) with proven health benefits and pharmaceutical use– the only well of its kind in Canada;
IV. Hinchinbrooke is a spring located in the USA, opening DWR to the American market. The US side would allow us to sell water in the US and capture the much bigger American market.
V. Baie-Comeau offer two high volume springs located on a deep seaport, ideal for exports and relief.

- Portfolio as of September 30, 2020

PORTFOLIO

Wells acquired	**Volumes** (in litres/ year)	**Land** (acres)	**% of volume** under permit in Qc	**% of volume** with new developments
Duhamel	2,007,500,000	45	18.9%	13.7%
Notre-Dame- du-Laus	993,384,000	204	9.4%	6.8%
Sub total	**3,000,884,000**	**249**	**28.3%**	**20.5%**

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Wells in development with permit				
Sainte-Cécile-de-Witton	76,285,000	7	0.7%	0.5%
Saint-Élie-de- Caxton	71,540,000	5	0.7%	0.5%
Sub-total	**505,425,000**	**12**	**1.4%**	**1.0%**
TOTAL	**3,506,309,000**	**261**	**29.7%**	**21.5%**

- Management of the Property Portfolio

The objective for the remainder of 2020 continues to be to advance and enhance the quality and quantity of the Company's portfolio properties. The Company will require significant capital in order to fund its operating commitments as the Company has no revenues and is reliant upon equity financing to fund all of its requirements.

- Corporate Developments

On August 5, 2020, the Company completed an amalgamation with Tucker Acquisitions Inc. ("Tucker"), pursuant to an agreement signed on March 27, 2020. The Company and Tucker carried out a business combination by way of an amalgamation where the companies, both existing under the laws of Canada, amalgamated and formed one corporation under the provisions of the Canada Business Corporations Act and, upon the amalgamation taking effect, Company's shareholders and the Tucker's shareholders have received shares of the corporation continuing from the amalgamation.

- Covid-19 outbreak

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

SELECTED FINANCIAL INFORMATION

- Financial Condition Review

		As at September 30, 2020	As at December 31, 2019
Cash	$	2,185	110,806
Property and equipment		186,891	187,120
Water rights		4,348,000	4,517,400
Total Assets		4,606,554	4,904,751
Short terms convertible loan		-	503,565
Total liabilities		96,349	651,269
Total Equity		4,606,554	4,904,751

- Assets

  - The Company ended the period of nine months ended September 30, 2020 with cash of $2,185 compared to $110,806 as at December 31, 2019, a decrease of $108,621 principally because of the following:

    - The company received proceeds from a non-brokered private placement during the period.
    - The company paid consulting and professional fees during the period, as well as accounts payables from 2019.

- Liabilities and Equity

Total liabilities as at September 30, 2020 were $96,349 compared to $651,269 as at December 31, 2019. The difference is mainly attributable to the conversion in April 2020 of the short-term convertible loan into 6,733,333 common shares at a fair value of $0.0068 per common share. The equity component of short-term convertible debt of $45,565 was reclassed to deficit.

- Discussion and Results of Operations

	As at September 30, 2020	As at September 30, 2019
Operating Loss	(1,67,984)	(257,401)
Listing expense	(3,126,605)	-
Interest charges on short-term convertible loan	(1,435)	-
Net loss	(4,808,024)	(257,401)
Loss per share		
Basic and diluted loss per share	(0.08)	(0.007)
Weighted average number of common shares outstanding	56,278,938	85,204,517

The net loss for the period of nine months ended September 30, 2020 was $4,808,024 compared to $257,401 for the same period in 2019.

Operating expenses for the period ended September 30, 2020 are higher compared to the same period in 2019 mainly due to the fact that in 2019, the Company was inactive during the first months of the year because they were going through a reorganization. Also, the Company issued options to officers, directors and consultant during the nine months ended September 30, 2020 which result in share-based payment expense compared to nothing issued for the same period in 2019.

Finally, the listing expense is the result of the reverse take-over acquisition accounted under IFRS 2. Under a reverse acquisition accounting, any difference in the fair value of the consideration and the fair value of Tucker's net asset acquired is recorded as a listing expense charge in the statement of loss and comprehensive loss. The result of listing expense was as follows:

Common share consideration	
# of common shares issued to Tucker shareholders	10,775,286
Fair value of common shares	0.35
	$ 3,771,350
Fair value of warrants	**$77,202**
Total consideration	**$ 3,848,552**
Tucker's net asset at fair value	
Cash	$ 835,819
Accounts and other receivable	1,980
Accounts payable and accrued liabilities	(115,852)
Tucker's net asset at fair value	**$ 721,947**
Excess (listing expense)	**$ 3,126,605**

- Liquidity, Capital Resources and Sources of Financing

As at September 30, 2020, Dominion Water Reserves Corp. has not yet achieved profitable operations, has significant losses from operations over the years and an accumulated deficit of $6,074,072 since inception and expects to incur further losses in the development of its business. Additionally, the Company incurred a net loss and comprehensive loss of $4,808,024 and used $865,735 of cash from operating activities.

The Company will need to raise additional funds to continue its operations. Although, the Company has been successful in attracting new investors and partners to fund the ongoing business, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be available on advantageous terms to the Company.

However, given the current cash position and foreseen cash inflows and outflows in the next 3 months, management believes that sufficient cash is not available to fund the Company's operating expenses at least for the next 3 months. As a result, the continuity of the Company depends to a significant extent on the willingness of (new or existing) shareholders and partners to invest in Dominion Water Reserves Corp. As such, there is a material uncertainty related to these events and conditions that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business.

- Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements as at September 30, 2020 or as at the date of this MD&A.

- Critical accounting estimates

The critical accounting estimates are disclosed in Note 5 of the interim financial statements

- Changes in accounting policies including initial adoption

There were no changes during the period.

The following table sets out the number of common shares as of the date hereof:

	As at September 30, 2020
Commons shares outstanding	67,706,563
Stock option exercisable	5,900,000
Warrants outstanding	307,857

(i) On January 15, 2020, Tucker issued 250,000 common shares to the President of the Company as a management bonus. The Company also issued 80,000 common shares at an amount of $0.05 per share to EMD Financial Inc. as a finder's fees.

(ii) In April 2020, DWR settled the balance of its short-term convertible debt for an amount of $505,000 into 6,733,333 DWR common shares at a deemed price of $0.075 per common share. The equity component of short-term convertible debt of $45,565 was reclassed to deficit.

(iii) In May 2020, Tucker completed a non-brokered private placement of 1,571,429 Tucker common shares for gross proceeds of $550,000. There was a cash finders fee of 8% on gross proceeds resulting in net gross proceeds of $506,000. As part of the non-brokered private placement, Tucker issued 62,857 common shares and 62,857 warrants exercisable at $0.35 as partial finder's fees.

(iv) Subject to the agreement of the applicable debt holder, in connection with and prior to the effective time of the reverse acquisition, a debt of DWR in the aggregate amount of $135,962 was be settled in consideration of a cash payment of $60,000 and an aggregate of 100,000 DWR common shares, resulting in a gain on settlement of debt of $40,962 as the fair value of the DWR Common Shares was determined to be $0.35 per share.

(v) In connection with the reverse acquisition, Tucker issued 1,500,000 Tucker common shares as finders fee to 514 Finance Inc and switched special warrants into 6,896,000 common shares.

(vi) Prior to the Transaction between DWR and Tucker, DWR completed a share consolidation of 1 common share for every 3 pre-consolidation shares.

(vii) On completion of the amalgamation between DWR and Tucker, for each one (1) common share of Tucker, DWR has issued one (1) of its common shares. The 10,775,286 shares of DWR have been issued to Tucker's shareholders.

(viii) On August 14, 2020, the Company issued 5,900,000 incentive stock options to directors, officers and consultants under the Company's stock option plan. The options are exercisable at a price of $0.19 per share for a period of up to five years expiring on August 14, 2025.

- Related Party Transactions

Transactions with key management

Key management personnel of the Company are comprised of the members of the Board of Directors, as well as the President.

For the period ended September 30, 2020, the Company incurred fees of $66,500 for the CEO (2019 – $28,000) and $90,000 for the Secretary-treasurer (2019 – $48,900) was recorded as consulting fees.

Transactions with related parties

For the period ended September 30, 2020, the Company incurred fees of $63,000 with a company controlled by a major shareholder (2019 - $Nil).

- Subsequent Events

  - On October 19, 2020, the Company raised a total of $650,000 by way of a non-brokered private placement of 6,500,000 Units, at an issue price of $0.10 per Unit. Each Unit consist of one common share in the capital of the Company and one Share purchase warrant. Each Warrant entitle the holder thereof to purchase one additional Share at a price of $0.15 per share for a period of 36 months following the closing of the financing.
  - On October 26, 2020, the Company signed an definitive share purchase agreement pursuant to which the Company will acquire all of the issued and outstanding securities of 11973002 Canada Inc., a wholly owned subsidiary of Aquanord Inc., owning a 100% interest in the St-Joseph de Coleraine water sources.

    In consideration for the acquisition for a total consideration of $650,000, the Company has pay $150,000 at the date of the signature of the definitive agreement, will issue an aggregate of 714,286 common shares at a deemed price of $0.35 per share at the date of the closing of the Acquisition, pay $150,000 at the date of the closing of the Acquisition, and pay the balance of $100,000 on March 1, 2021.

- Risks and Uncertainties

An investment in the common shares of the Company involves a high degree of risk and must be considered highly speculative due to the financial and operational risks inherent to the nature of the Company's business and the present stage of development of its properties. These risks may affect the Company's eventual profitability and level of operating cash flow. Prospective buyers of the common shares of the Company should consider the following risk factors:

CLIMATE CHANGE

The Company has its own properties and properties under option agreements in various regions and jurisdictions where environmental laws are evolving and are not consistent. A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impact of climate change, such as regulation relating to emission levels.

ADDITIONAL FINANCING

Future development activities will require additional equity and debt financing. Failure to obtain such additional financing could result in delay or indefinite postponement of acquisition and development of the property interests of the Company.

STRESS IN THE GLOBAL ECONOMY AND FINANCIAL CONDITION

The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Adverse effects of coronavirus developments (COVID-19) on consumer confidence, market stability and public health creates uncertainties on macroeconomic conditions and may also result in closures, cancellations of, or reductions in operations or production on properties where the Company holds investments.

DEPENDENCE ON KEY INDIVIDUALS

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company.

POLITICAL REGULATORY RISKS

Any changes in government policy may result in changes to laws affecting the Company's ability to undertake development activities in respect of present and future properties.

Conflicts of Interest

Some of the directors and officers of the Company are also directors and officers of other companies, some of which are in the same business as the Company. This situation may result in conflicting legal obligations which may expose the Company to liability to others and impair its ability to achieve its business objectives.

INSURANCE

The Company will remain at risk and will be potentially subject to liability for hazards associated with mineral exploitation which it cannot insure against or which it has elected not to insure against because of premium costs or other reasons.