



**Aurora**  
Solar Technologies

**AURORA SOLAR TECHNOLOGIES INC.**

**REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS  
OF THE FINANCIAL POSITION AND RESULTS OF OPERATIONS**

**FOR THE NINE AND THREE MONTHS ENDED 31 DECEMBER 2018**

Stated in Canadian Dollars

**DATE: 25 FEBRUARY 2019**

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## **To Our Shareholders**

The following information should be read in conjunction with the condensed interim consolidated financial statements of Aurora Solar Technologies Inc. (“the Company”, or “Aurora”) for the nine months ended 31 December 2018 and the related notes attached thereto, which were prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts are expressed in Canadian dollars, unless otherwise indicated.

Additional information about the Company, including the audited consolidated financial statements, and the notes thereto, for the year ended 31 March 2018, prepared in accordance with IFRS, can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Discussion of the Company, its operations and associated risks are further described in the Company’s filings, available for viewing at [www.sedar.com](http://www.sedar.com). A copy of this Management Discussion and Analysis (“MD&A”) will be provided to any applicant upon request.

## **FORWARD-LOOKING STATEMENTS**

Certain statements contained in this MD&A may be deemed to be “forward-looking statements”. All statements in this discussion other than statements of historical facts, that address future events or developments that the Company expects, are forward-looking statements. Forward-looking statements reflect current expectations of management regarding future events and operating performance as of the date of the MD&A. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, investors are cautioned that such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Such information involves significant risks and uncertainties and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors that could cause actual results to differ materially from those in forward-looking statements, including but not limited to market prices, regulatory approvals, continued availability of capital and financing, and the risks related to general economic, market or business conditions.

<b>Forward-Looking Information</b>	<b>Key Assumptions</b>	<b>Most Relevant Risk Factors</b>
Future funding for ongoing operations	The Company will be able to raise these funds	The Company will be unable to raise these funds, which will materially impact the Company’s ability to continue as a going concern.
Favourable economic conditions	The economy, including geopolitical tensions with tariffs and national government policies in Canada, the United States, Europe, and Asia will move in a direction that will support the worldwide PV solar market	The economic conditions move in a negative direction causing changes to supply and demand, affecting customer sales and future production decisions



## **GENERAL**

Aurora Solar Technologies Inc. (“Aurora” or the Company), was incorporated under the laws of the Province of British Columbia, Canada on 26 October 2006 as Pulse Capital Corp, a capital pool company. On 7 November 2011, it acquired Aurora Control Technologies Inc. through a reverse takeover and initiated its current business operations. The Company, together with its subsidiary, delivers exceptional results to the photovoltaic industry through measurement, visualization and control of critical processes during solar cell manufacturing. The address of the Company’s corporate and administrative office and principal place of business is #223 – 930 West 1<sup>st</sup> Street, North Vancouver, BC, V7P 3N4.

Solar cells are the electricity-generating elements within solar panels, which are seen on rooftops, streetlights and large-scale “solar farms” throughout the world. The Company provides solar cell manufacturers with products to characterize, control and optimize the quality-critical steps in their manufacturing processes. Aurora directly markets these products to its customers.

Solar cells are made from silicon wafers. Certain chemicals, applied to create layers in or on a silicon wafer during manufacturing, transform the wafer from an inert substrate to an energy-generating cell. The concentration, uniformity and other properties of these layers are critical to the finished cell’s performance. To achieve their high electrical efficiencies, advanced solar cells require strict control of variations in these and other critical-to-quality treatments during manufacturing. Aurora’s products provide the means to measure these variations, understand their impact on production yield and throughput, and control or optimize production processes to reduce negative effects.

Within the overall solar cell manufacturing industry, Aurora’s customers are those who fabricate *advanced* solar cells. These advanced cells lead the industry in the efficient conversion of light into electrical energy. They include those using Passivated Emitter and Rear Contact (PERC) technology, which have a specialized chemical layer on the back to increase light absorption, bifacial technology, using light collected from both sides of the cell, and heterojunction technology (HJT) that involves multiple nano-scale chemical layer depositions on the top and bottom of the cell. These higher-power solar cells command a premium in the market compared to commodity-grade solar cells, providing their manufacturers with better profitability in this highly competitive industry.

Control and optimization of solar cell production starts with measurement. Aurora’s DM<sup>TM</sup> products use proprietary patented technology, based on the principles of infrared spectroscopy, to measure the properties of the aforementioned solar cell chemical layers as they are deposited and annealed.

Our Visualize<sup>TM</sup> software then uses the real-time data provided by our DM measurement products to show the relationship between the per-wafer measurements and the changing spatial variations in chemical layer properties induced by variations in the behaviour of manufacturing equipment used to create these layers. This “MRI”-like view of process tool performance provides the means to quickly and effectively perform diagnostics, control and equipment optimization.

Our newest product, Insight<sup>TM</sup>, is a “data science” package that extends our product portfolio, from measurement and characterization of equipment variation, to provide a deep understanding of the effects of these variations on finished cell efficiency. This proprietary product analyses the large volume of data available from the sequence of finished solar cells in a production line and reveals the links between unwanted variations in their efficiency and the causes in production. These analyses allow advanced cell manufacturers to know precisely when and how to control their production for optimal yield and throughput, allowing them to increase their profits.



## **MARKET POSITION AND DEVELOPMENT**

Aurora continued to develop its product and market position during the third quarter of fiscal 2019. The Company focuses on top-tier cell manufacturers that value the benefits of its in-line measurement and control systems and have known capacity expansion plans. In the fiscal year ended 31 March 2018 Aurora validated its DM technology with volume orders from major industry leaders from Korea generating record revenues for the Company. In the early fiscal 2019, new US tariffs on Solar cell manufacturers from Korea and industry policy changes in China delayed expected orders, negatively impacting this nine-month period.

## **HIGHLIGHTS, SIGNIFICANT EVENTS AND TRANSACTIONS DURING THE PERIOD**

Despite the market position, Aurora has been very active in expanding its customer base and product offerings. In the first quarter of fiscal 2019, the Company opened a representative office in China and exhibited at the SNEC trade show in Shanghai. This was a very successful event that led to a number of new opportunities. Building on this, in the second quarter the Company shipped its first Insight units, achieved acceptance at two bifacial technology customers, agreed upon a new Insight trial in China with a major SMSL player, and initiated field trial activity at a major PERC cell manufacturer in China. Field trials are an important and necessary step to enable volume business that is expected to evolve during the current and next fiscal years. In the third quarter, the Company reached agreement for a field trial at a second major Chinese PERC cell manufacturer. With our strong position in the PERC market in South Korea, these developments in China - the largest market for PERC technology – are a vital and positive step in the Company's commercial development.

On 31 May 2018, the Chinese government announced significant domestic subsidy reductions for photovoltaic power generation, widely known as the "531 Policy". China's National Energy Administration has said that this will encourage firms to shift their reliance from government policy to the market. This is expected to help eliminate excess capacity, encourage technological improvements and concentrate resources in stronger firms. In practice, this unanticipated policy change has delayed capital investment plans by Chinese solar cell manufacturers, and in turn has impacted the development and timing of sales of Aurora's products. However, it has also increased the industry focus on more profitable advanced cells and plant automation. This focus aligns with the capabilities of Aurora's products. As a result, despite some delays, the Company has successfully continued to build new opportunities in sales pipeline. In particular, besides the afore-mentioned field trials, during the third quarter, the Company quoted on opportunities at three PERC cell manufacturers and one major industrial automation supplier to the industry.

In summary, compared to the same period last year, Aurora has expanded its bifacial measurement deployments and opened up broader PERC sales opportunities in China. The Company has also introduced the Insight analysis system and the DM-121 for HJT cell measurement, with a strong positive reception for both of these products.

On 15 November 2018, the Company closed a non-brokered private placement for aggregate gross proceeds of \$1,788,269 consisting of 35,765,384 common shares (a "Share") at a price of \$0.05 per Share. Net proceeds are intended to be used for working capital purposes. On 15 November 2018, the Company also announced the appointment of Gordon Deans as President and Chief Executive Officer, who was subsequently appointed to the Board of Directors on 21 December 2018.

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### **MANAGEMENT DISCUSSION AND ANALYSIS**



#### **SIGNIFICANT EVENTS AND TRANSACTIONS SUBSEQUENT TO THE PERIOD END**

On 3 January 2019 the Company announced the appointment of Viktoriya Griffin as Chief Financial Officer. The Company has also granted stock options to key employees to acquire 100,000 shares exercisable at \$0.065 for a period of five years.

The Company also installed equipment for, and commissioned, two new potential major accounts in China and announced its first volume order to equip a China-based PERC manufacturing facility with our DM-100e products. This order is expected to ship late in the current quarter, or early in the first quarter of fiscal 2020.

#### **REVENUE RECOGNITION AND FORECAST**

Effective 1 April 2018, the Company adopted IFRS 15 using the full retrospective method and this adoption did not have a material impact on the Company's condensed interim consolidated financial statements or the timing of revenue recognition. Consequently, the Company's revenue continues to be recognized at a point in time when performance obligations under the customers' contracts are fulfilled, generally upon shipment.



**RESULTS OF OPERATIONS**

The comprehensive loss attributable to the shareholders for the nine months ended 31 December 2018 was \$1,877,920 compared to \$674,983 during the nine months ended 31 December 2017. The reasons for the fluctuations are as follows:

<b>Product sales</b> Rounded (000's)	<b>9 months</b> <b>2019</b>	9 months 2018	<b>3 months</b> <b>2019</b>	3 months 2018
	\$ <b>196,000</b>	\$ 1,903,000	\$ -	\$ 337,000
Variance increase (decrease)	<b>(1,707,000)</b>		<b>(337,000)</b>	

During the period, geopolitical tensions, US tariffs, and Chinese industry policy changes delayed expected orders. Sales efforts continue to expand, with an increased focus on the Chinese market. Management efforts on deepening existing sales channels has led to an increased sales pipeline that has yet to translate into orders.

<b>Cost of sales</b> Rounded (000's)	<b>9 months</b> <b>2019</b>	9 months 2018	<b>3 months</b> <b>2019</b>	3 months 2018
	\$ <b>124,000</b>	\$ 866,000	\$ <b>22,000</b>	\$ 101,000
Variance increase (decrease)	<b>(742,000)</b>		<b>(79,000)</b>	

Management continues to monitor gross margin as a key performance indicator. The decrease is related to fewer sales orders.

<b>General and administrative</b> Rounded (000's)	<b>9 months</b> <b>2019</b>	9 months 2018	<b>3 months</b> <b>2019</b>	3 months 2018
	\$ <b>757,000</b>	\$ 614,000	\$ <b>247,000</b>	\$ 191,000
Variance increase (decrease)	<b>143,000</b>		<b>56,000</b>	

The increase in general and administrative expense is attributed to the Company's new office in Shanghai.

<b>Sales and marketing</b> Rounded (000's)	<b>9 months</b> <b>2019</b>	9 months 2018	<b>3 months</b> <b>2019</b>	3 months 2018
	\$ <b>510,000</b>	\$ 638,000	\$ <b>117,000</b>	\$ 239,000
Variance increase (decrease)	<b>(128,000)</b>		<b>(122,000)</b>	

Sales and marketing expenses have decreased due to less sales for the nine-month period ended 31 December 2018.

<b>Research and development</b> Rounded (000's)	<b>9 months</b> <b>2019</b>	9 months 2018	<b>3 months</b> <b>2019</b>	3 months 2018
	\$ <b>394,000</b>	\$ 393,000	\$ <b>160,000</b>	\$ 143,000
Variance increase (decrease)	<b>1,000</b>		<b>17,000</b>	

Research and development are a key components of the Company's ongoing success. The increase in research and development expense is in-line with management's expectations and market opportunities.

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### MANAGEMENT DISCUSSION AND ANALYSIS



### FINANCIAL DATA FOR LAST EIGHT QUARTERS

The following table sets out selected unaudited quarterly financial information of the Company and is derived from the unaudited condensed interim consolidated financial statements prepared by management. The Company's interim financial statements are prepared in accordance with International Financial Reporting Standards and are expressed in Canadian dollars.

Three Months Ended	Dec-18	Sep-18	Jun-18	Mar-18	Dec-17	Sep-17	Jun-17	Mar-17
Total Revenues	-	196,351	1,549	604,720	337,325	1,418,176	147,519	852,228
Gain (Loss) from continuing operations	(613,109)	(455,133)	(809,678)	(62,839)	(398,959)	178,167	(454,191)	(292,335)
Gain (Loss) for the period	(613,109)	(455,133)	(809,678)	(62,839)	(398,959)	178,167	(454,191)	(292,335)
Gain (Loss) per share (Basic and diluted)	(0.01)	(0.01)	(0.00)	(0.00)	(0.01)	(0.00)	(0.01)	(0.01)
Total assets	1,751,837	726,973	1,424,019	2,232,946	2,239,268	2,618,716	2,780,603	2,291,202
Working capital	1,610,666	464,284	919,356	1,686,207	1,797,862	2,146,810	1,960,042	1,893,539

Prudent management has allowed working capital to remain greater than expected outflows in each quarter, despite variations in timing of sales orders.

### OUTSTANDING SHARES

As at 31 December 2018 the Company had 88,176,925 common shares issued and outstanding (31 March 2018 – 52,411,541). The fully diluted amount of 105,609,041 represents warrants of 8,962,116 and options of 8,470,000.

As at the date of this MD&A, the Company has 88,176,925 shares issued and outstanding and the fully diluted amount is 105,709,041. The increase is due to the Company granting stock options to key employees to acquire 100,000 shares exercisable at \$0.065.

### LIQUIDITY AND FINANCIAL CONDITION OF THE COMPANY

The Company's working capital surplus as at 31 December 2018 was \$1,610,666 compared to \$1,797,862 as at 31 December 2017.

Cash used in operating activities during the nine months ended 31 December 2018 totalled \$440,495 (31 December 2017- \$367,192).

Cash provided by (used in) investing activities during the nine months ended 31 December 2018 totalled \$52,818 (31 December 2017- (\$155,027)).

Cash raised in financing activities during the nine months ended 31 December 2018 was \$1,651,028 (31 December 2017- \$618,259).

Actual future funding requirements may vary from those planned due to a number of factors, including timing of sales and changes in the pace of research and development with respect to current and future products.

Management believes it will be able to raise equity capital as required in the long-term, but recognizes the risks attached thereto. Historically the capital requirements of the Company have been met by equity subscriptions. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing may be favourable.

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### **MANAGEMENT DISCUSSION AND ANALYSIS**



#### **CAPITAL RESOURCES AND COMMITMENTS**

On 15 November 2018, the Company closed a non-brokered private placement consisting of 35,765,384 common shares (a "Share") at a price of \$0.05 per Share for aggregate gross proceeds of \$1,788,269.

On 2 March 2017, the Company signed a lease for its head office for a 36-month period, for a total contractual obligation of \$146,000. As at 31 December 2018, the remaining contractual obligation is \$76,000.

On 22 March 2018, the Company signed a one-year lease for its office in Shanghai, commencing on 1 May 2018. As at 31 December 2018, the remaining contractual obligation is \$11,000.

#### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of condensed interim financial statements requires management to make judgments, estimates and assumptions about the carrying amount and classification of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. In preparing these condensed interim consolidated financial statements. The significant judgements made by management in applying accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 March 2018.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company had no off-balance sheet arrangements as at 31 December 2018, and as at the date hereof.

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## RELATED PARTY TRANSACTIONS

Key management personnel include the members of the Board of Directors and executive officers of the Company.

Related party transactions are recorded as part of the general and administrative expenses on the condensed interim consolidated statement of comprehensive loss. These related party transactions and balances are as follows:

## RELATED PARTY DISCLOSURE

Principal Position	Period <sup>(i)</sup>	Remuneration or fees <sup>(ii)</sup>	Share-based Payments	Included in Accounts Payable
Former CEO	2019	\$ 92,000	\$ -	-
	2018	\$ 151,000	\$ 23,000	2,000
CEO	2019	\$ 20,000	\$ 28,000	4,000
	2018	\$ -	\$ -	-
Former COO	2019	\$ 146,000	\$ -	-
	2018	\$ 132,000	\$ -	3,000
Former CFO	2019	\$ 45,000	\$ -	-
	2018	\$ 45,000	\$ -	15,000
Former CFO's company that provided bookkeeping services	2019	\$ 63,000	\$ -	23,000
	2018	\$ 29,000	\$ -	7,000
A company of which the director is a legal counsel	2019	\$ 28,000	\$ -	-
	2018	\$ 28,000	\$ -	3,000
Director	2019	\$ 42,000	\$ 37,000	2,000
	2018	\$ 10,000	\$ -	-
Director	2019	\$ 10,000	\$ 4,000	1,000
	2018	\$ 10,000	\$ -	-
Director <sup>(iii)</sup>	2019	\$ 28,000	\$ 20,000	2,000
	2018	\$ 10,000	\$ -	-

(i) For the nine-month period ended 31 December 2018 and for the nine-month period ended 31 December 2017; rounded (000s).

(ii) Amounts disclosed were paid or accrued to the related party.

(iii) \$15,000 related to share issuance costs for the nine-month period ended 31 December 2018.

The transactions with related parties were in the normal course of operations, which is the amount of consideration established and agreed to by the related parties. There are no set terms of repayment for the balances owed to the related parties.

## FINANCIAL INSTRUMENTS AND RISK FACTORS

### a) Financial instrument classification and measurement

Financial instruments of the Company carried on the Condensed Interim Consolidated Statement of Financial Position are carried at amortized cost with the exception of cash and cash equivalents and restricted cash which are carried at fair value. There are no significant differences between the carrying value of financial instruments



and their estimated fair values as at 31 December 2018, due to the immediate or short-term maturities of the financial instruments.

The fair value of the Company's cash is quoted in active markets. The Company classifies the fair value of these transactions according to the following hierarchy:

Level 1 – quoted prices in active markets for identical financial instruments.

Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant and significant value drivers are observable in active markets.

Level 3 – valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company's cash and cash equivalents have been assessed on the fair value hierarchy described above and classified as Level 1.

**b) Fair values of financial assets and liabilities**

The Company's financial instruments include cash and cash equivalents, restricted investments, amounts receivable, and accounts payable and accrued liabilities. As at 31 December 2018, the carrying value of cash and restricted cash is fair value. The remaining financial instruments approximate their fair value due to their short-term nature.

**c) Other risk**

Market risk is the risk that changes in market prices will affect the Company's earnings or the value of its financial instruments. Market risk is comprised of commodity price risk and interest rate risk. The objective of market risk management is to manage and control exposures within acceptable limits, while maximizing returns. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis and adjusting operations and budgets accordingly.

**d) Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's exposure to credit risk is on its bank accounts. The Company is exposed to credit risk by holding cash, which are all held in financial institutions in Canada, and management believes the exposure to credit risk with respect to such institutions is not significant. The credit risk with respect to receivables is remote as they are due from the Government of Canada, which is considered a remote credit risk, and other commercial customers with whom the Company has a successful history of collections. Of the Company's total trade receivable, 99% relates to two customers.

**e) Interest rate risk**

Interest rate risk is the risk of losses that arise as a result of changes in contracted interest rates. The Company is not exposed to interest rate risk.

**f) Currency risk**

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. To manage this risk the Company maintains only the minimum amount of foreign cash required to fund its on-going expenditures. The Company is exposed to foreign currency risk, as it deals with customers and vendors in currencies other than its functional currency. A 5% shift in exchange would

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impact the financial statements by \$8,000. As at 31 December 2018, the Company held currency totalling the following:

<b>Rounded (000's)</b>		<b>Impact</b>		<b>31 December 2018</b>		<b>31 March 2018</b>	
United States dollars	5%	\$	-	USD	6,000	USD	412,000
Chinese RMB	5%	\$	1,000	RMB	101,000	RMB	-
Amounts receivable in United States dollars	5%	\$	9,000	USD	137,000	USD	364,000
Amounts payable in United States dollars	5%	\$	(2,000)	USD	23,000	USD	(34,000)
Amounts payable in Chinese RMB	5%	\$	-	RMB	44,000	RMB	-

#### g) Liquidity risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing this is to maintain readily available reserves in order to meet its liquidity requirements at any point in time.

It is management's opinion that the Company is not exposed to significant credit, interest rate, liquidity or market risks in respect of these financial instruments. The Company's policies and processes of managing all risks associated with its financial instruments have not changed during the year.

#### INVESTOR RELATIONS ACTIVITIES

With respect to public relations, the Company's policy is to provide information from its corporate offices to investors and brokers directly.

#### MANAGEMENT

The Company is dependent upon the personal efforts and commitments of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

#### APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this Management Discussion and Analysis.



## **A CAUTIONARY TALE**

This document contains “forward-looking information” which may include, but is not limited to, statements with respect to the future financial or operating performance of the Corporation, its subsidiaries and its projects, the future supply, demand, inventory, production and price of products, the timing and amount of estimated future production, costs of production, requirements for additional capital, government regulation operations, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters.

Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; political instability, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Respectfully submitted,

On behalf of the Board of Directors,

“Gordon Deans”

Gordon Deans, CEO