



**BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.**

**FORM 51-102F1  
MANAGEMENT'S DISCUSSION & ANALYSIS**

**DATED AUGUST 31, 2020**

The following analysis concerns the financial situation, operating results and cash flows of Bee Vectoring Technologies International Inc. ("BVT" or the "Company") for the three and nine months ended June 30, 2020, and the comparable periods ended June 30, 2019. The discussion should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three and nine months ended June 30, 2020 and related notes thereto and the annual audited financial statements for the years ended September 30, 2019 and 2018. The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All monetary amounts are reported in Canadian dollars unless otherwise noted. These documents, as well as additional information on the Company, are filed electronically through the System for Electronic Document Analysis and Retrieval (SEDAR) and are available online at [www.sedar.com](http://www.sedar.com).

**Forward-Looking Statements**

This document may contain forward-looking statements relating to the Company's operations or to the environment in which it operates, which are based on the Company's operations, estimates, forecasts and projections. These statements are not guarantees of future performance and involve risks and uncertainties that are difficult to predict or are beyond the Company's control. A number of important factors including those set forth in other public filings could cause actual outcomes and results to differ materially from those expressed in these forward-looking statements. Consequently, readers should not place any undue reliance on such forward-looking statements. In addition, these forward-looking statements relate to the date on which they are made.

Forward-looking information reflects the Company's current beliefs and is based on information currently available to the Company and on assumptions it believes to be not unreasonable in light of all of the circumstances. In some instances, material factors or assumptions are discussed in this MD&A in connection with statements containing forward-looking information. Such material factors and assumptions include, but are not limited to: the forecasted demand for the Company's imaging services; the Company's success in obtaining patents for key technologies; the Company's success in expanding its product offerings; the Company's success in building differentiated applications and products; the ability of the Company to achieve rapid incremental customer growth; the Company's ability to retain key members of its management and development teams; and the Company's ability to access the capital markets. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is made as of the date of this MD&A and, other than as required by law, the Company's disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking information 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 information.

## **Business Overview**

The common shares of the Company commenced trading on the Toronto TSX Venture Exchange under the stock symbol "BEE.V" on July 7, 2015. The Company's shares stopped trading (voluntarily) on the TSX Venture on August 20<sup>th</sup>, 2020 and commenced trading on the Canadian Stock Exchange (CSE) on August 21<sup>st</sup>, 2020 under the symbol "BEE.C".

BVT is commercializing a patented and patent pending technology specifically designed to utilize bees as natural delivery mechanisms for a variety of powdered mixtures comprised of organic compounds or currently used products which inhibit or eliminate common crop diseases, while at the same time promoting the growth of the same crops. This application process is without the use of water which is beneficial to areas under strict water management practices. In addition, independent companies can deliver their biocontrol's through the BVT platform allowing a broad spectrum of applications.

The bees walk through the powder mixtures as they exit their hive and the mixture becomes temporarily attached to their legs en-route to the flowers of the crops of interest. The BVT System consists of a dispenser that is incorporated into the lid of commercially reared bumblebee hives or that attaches to the outside of a commercial honeybee hive. The dispensers have a removable tray or refillable cartridge that can contain non-toxic, organic, pesticides and fertilizers in powdered form, including BVT's proprietary carrier Vectorite™. Vectorite™ allows the bees to effectively pick up the inoculums on their way out of the hive. Multiple inoculums for a variety of different pathogens and pests can be mixed in the Vectorite™ in a process called "stacking". BVT has its own bio control organic inoculant fungi, BVT-CR7, used to inhibit and control certain pathogens in high value crops such as strawberries, blueberries, tomatoes, canola, sunflowers.

The trays or cartridges are changed or refilled approximately every three to nine days in order to replenish the depleted inoculum, ensure the freshness of the inoculant fungi, prevent infections to the bees which may result from bee waste, and avoid packing or clumping of the inoculum in the trays. No special skills are required to replace the trays or refill the cartridges and the process takes a minimal amount of time to complete. Exact and predetermined amounts of inoculum are placed in the tray or in pouches to fill cartridges. BVT has custom designed machinery to precisely fill these sealed trays called Vectorpak™ trays, or in pouches called Vectorpak pouches.

### *Summary*

BVT was established with a view to providing effective protection of crops against disease organisms and insect pests, which is critical for achieving high yield and quality in many pollinated crops. Inadequate protection of crops can lead to major losses in yield and quality of fruit and seed. BVT possesses a patented and patent pending organic crop control and delivery system that has numerous competitive advantages over commercial pesticides and their applications.

The current technology used for protecting the flowers of crops relies heavily on the use of chemical pesticides (fungicides and insecticides) applied as sprays while the crops are in bloom. Problems with current spray technology include:

- Limited effectiveness because many flowers may open and die during spray intervals and therefore remain untreated. Sprays generally protect flowers for only 3-4 days. As many as half of the flowers during the entire bloom period of a crop may remain untreated by spray programs.
- Most of the pesticide is deposited on non-targets, such as soil and leaves.
- Pesticide sprays often kill or inactivate many beneficial organisms present in crops.
- Pesticide use risks contamination of the environment, such as soil and water resources.
- Pesticides can contaminate foods and feeds, such as fruits and seeds.
- With many crops, such as greenhouse tomatoes, workers cannot re-enter the crop for hours or days after pesticides are applied, which is disruptive to crop production practices and labour use.
- Many pesticides lose their effectiveness with repeated use, as disease organisms, and as pests and plants become resistant and insensitive to the repeated use of certain chemicals.
- Many chemicals require substantial amounts of water to be used as part of the delivery system and result in issues of run-off to the water table.

- Current chemicals are suspected of killing insects and bees and other organisms long after application with possible long-term detrimental effects on the environment.

BVT's patented and patent pending technology uses bumblebees and honey bees as a system to deliver naturally occurring beneficial fungus and other beneficial microbes to flowering plants. BVT offers an organic means to control diseases and pests and provide plant enhancing properties while requiring zero water for delivery. The delivery method allows for delivery of BVT inoculums either individually or together with other bio controls. Multiple bio controls could be mixed together for delivery by bees to solve a range of problems. The platform can deliver many inoculums or pathogen controlling products effectively. The flower is an effective portal to deliver these controls to crops and bees are the ideal natural way to get to the majority of the blooms. Bees will touch almost all flowers that are in bloom thereby delivering inoculum consistently throughout a bloom period.

Prior to 1990 virtually no bees were used for pollination in greenhouses, however today greenhouses worldwide use bees to pollinate vegetable crops and fruits. Bees are also used in many outdoor crops and orchards for pollination, such as apples, blueberries and almonds. The process of using bees as a delivery system is called "bee vectoring". BVT will employ these same bees to deliver inoculants on outbound trips to assist in crop pest control and to deliver a fertilizer or plant enhancer products in greenhouse crops and outdoor crops.

BVT targets diseases and pests that can negatively affect a crop through and around the flower. Initial diseases targeted with its own bio control BVT-CR7, are Botrytis and Sclerotinia. Additional diseases and pests will be targeted as well, including through the use of third party bio control products.

#### *Botrytis*

Strawberries, blueberries or raspberries often grow grey fuzz, which appears over time as the berries are stored or refrigerated resulting in waste. This is Botrytis and it becomes more active as the produce ripens in shipment or storage. The fungal pathogen, *Botrytis cinerea*, causes blossom blight and berry rot. It overwinters as mycelium in dead leaves and mummified berries of affected crops and as minute black bodies (sclerotia) such as on raspberry canes. Under humid conditions throughout the growing season, spores (conidia) are produced on minute tree-like structures (conidiophores) that grow on the dead foliage, old berries and on sclerotia. In mass they appear greyish hence the name "grey mold". The spores are dispersed in their millions by wind, rain, and overhead irrigation, many to new leaves, flowers and berries. Under favorable conditions of moisture and temperature the spores can germinate and infect these aerial parts of the crop.

The fungus can infect leaves of almost any age, but it remains quiescent and latent inside the leaves until they senesce and turn yellow. Young canes (primocanes) of raspberries can be infected via the leaf petioles and may wilt, die and be covered with grey mold. Flowers of all berry crops are highly susceptible to Botrytis infection. Germinating spores of the fungus can readily infect and colonize all flower parts throughout the bloom period, often turning the blossoms brown. It is from this important entry point that the fungus is able to grow and establish latent infections within the young fruit. Fruit infections generally remain quiescent and without symptoms until the berries are nearly ripe or have been harvested. In strawberries and raspberries, spores produced on unpicked, leaky, or overripe fruit may lead to further flower and fruit infections in the crop.

#### *Sclerotinia*

The soil borne pathogen *Sclerotinia* causes white mold diseases which can seriously damage and in some cases quickly and completely destroy a crop. Numerous kinds of crops can be attacked, including canola, sunflowers, blueberries and strawberries.

*Sclerotinia* white mold is a significant risk in all fields of canola and sunflowers in Canada and in many other regions of the world. No viable solution exists for sunflowers as spraying is impractical due to height of the flowers and the frequency of applications needed for adequate control. In many areas, fungicides are no longer effective against *Sclerotinia* on account of pathogen resistance.

These two diseases, Botrytis and Sclerotinia, are closely related and part of the reason BVT's patent pending biological control agent (bio-control) works on both pathogens. BVT's bio-control controls diseases by spatial occupation of plant tissues and pre-empting tissue invasion by pathogens. As soon as bees deliver BVT's patent pending bio-control

to flowers, the fungus germinates and colonizes the flower tissues without causing any harm or symptoms. It colonizes earlier and faster than disease organisms and thereby occupies space the disease organisms would normally use while attacking the plant.

#### *Principal Products*

BVT has patents granted and/or pending for the following technologies:

1. bio-control called “BVT-CR7”: a particular strain of fungus acting as a beneficial endophyte controlling targeted crop diseases and increasing crop yield;
2. Vectorite™: a recipe of ingredients that allows bees to carry BVT-CR7 and other beneficial fungi or bacteria in their outbound flights to the crops; and
3. An integrated dispenser and removable and sealable tray system for bumble bee hives in which the Vectorite™ containing BVT-CR7 or other third party microbial products is placed through which the bees pass and pick up the Vectorite™.
4. A computer-controlled dispenser system for use with honeybee hives which can dispense in a controlled manner a determinate amount of the Vectorite™ containing BVT-CR7 or other third-party microbial products for delivery to crops using honeybees.

BVT-CR7 is an organic strain of a natural occurring endophytic fungus. It has not been genetically modified or altered in any way. Bees and plants are well accustomed to this kind of fungus and it is harmless to humans. After delivery by the bees to the crops it dies out naturally within 24-48 hours if it is unable to find suitable host plants. BVT-CR7 is a selected strain of a fungus that is commonly found in a large diversity of plants and soils all around the world. It grows harmlessly in the inside of plant tissue. BVT-CR7 is able to control numerous diseases but is especially effective for controlling those caused by the fungal pathogens, such as Botrytis and Sclerotinia discussed above. BVT-CR7 is endophytic in flowers, fruits, leaves, stems, and roots of plant hosts. It does not cause disease or substances toxic to plant tissue. Other microbial agents are not endophytic or have very limited endophytic ability.

As an endophyte, BVT-CR7 also enhances plant growth by organically increasing nutritional uptake, improving root size and structure, improving vegetative growth and size of plants, increasing the number of flowers and flower size, increasing resistance to diseases and environmental stresses, and preventing Botrytis and Sclerotinia development. BVT-CR7 has no re-entry issues (i.e. the time workers have to be excluded from the greenhouse to allow conventional pesticides to dissipate), it can be used up to the day of harvest, it's organic, and its beneficial effects last longer than traditional chemical fungicides.

Berries developing from BVT-CR7 treated flowers have natural built-in protection against diseases and consequently last longer and have a longer shelf life. This gives growers additional valuable time to get the fruit to market and consumers more time to enjoy the fruit. Blueberries, for example, sometimes require 14 days just to get to market.

Vectorite™ is a formulation of different ingredients including the BVT-CR7 bio-control, as well as other future biocontrols, specially formulated to allow the powder to attach to the legs and bodies of the bees and thus be carried by the bees towards the flowering crops as they leave the hives. One of the significant benefits to this system is the fact that several bio-controls can be used together to cover more diseases and pests than just those targeted by BVT-CR7, thereby reducing costs and making this system more effective. For example, Thrips are present in almost all greenhouses in the world and a significant issue to the grower. Several bio-controls are already registered and produced by third parties for use in spraying applications to control Thrips. BVT will evaluate these bio-controls for suitability in its system and compatibility with BVT-CR7. One such bio-control is *Beauveria*, a fungus already registered and produced by third parties. Beauveria is used to control Thrips which either spread a virus that kills crops or lays their eggs in fruit like strawberries rendering them useless. Most if not all greenhouses, including flowering or ornamental greenhouses, in the world, suffer from Thrips.

BVT has developed an inoculum dispenser system that is incorporated into the lid of the commercial bumble bee hive. In the dispenser is a removable tray that contains, in powder form, the inoculant fungi and a mixture of products (being, Vectorite™) that allows the bees to effectively pick up the product on their way out of the hive. Vectorite™

allows the inoculant to get attached to the bee's hairy legs and bodies as they walk through the tray on their way out of the hive.

Bumblebees are used because of their efficiency and effectiveness in distributing BVT-CR7. Bumble bee hives are produced commercially and are approximately 14 x14 x10 inches in dimension. Each hive holds up to 300 bumble bees and the bees live for live for approximately 5-6 weeks then die out naturally. At the end of this cycle, the hives are destroyed. Bumble bees are natural pollinators making thousands of trips a day each and visiting approximately 10 flowers per minute.

The Company has developed a similar system to work with honeybee hives. This system opens up additional opportunities in crops such as almonds and sunflowers where honeybees are used to pollinate crops more commonly.

### **Strategic Positioning**

The Company is focusing on two key strategic priorities:

1. **Commercialization:** continue to gain grower acceptance through trials and demos, and secure regulatory approvals which will drive revenue in the prioritized crops. The focus is initially in berry crops in the Southeastern US;
2. **Selective Market Expansion:** expand its accessible market by developing additional crops in the US (e.g. indoor tomatoes, sunflowers), and by submitting for regulatory approval in additional countries.

To drive these priorities and build a sustainable business, the company is working on initiatives covering 4 areas of activity:

1. **Commercialization/Marketing** – the Company has proven the fit of its technology as a value-creating tool for growers in multiple crops and is aggressively pursuing commercialization. Activities in this area include market development and expansion, refining the product offer, establishing value proposition and positioning in prioritized crops, generating demand with growers, marketing and generating revenue.
2. **Product Development & Innovation** – the Company is creating a new category in the crop protection area, and excellence in product development and innovation are critical for sustainable long-term success. Activities include field trials in prioritized crops from proof of concept through commercial demonstrations, portfolio expansion projects and building a competitive advantage through intellectual property.
3. **Regulatory & Approvals** – regulatory approvals will give the Company complete license to operate and allow it to capture full value for its technology. Secured approvals and licenses represent competitive barriers and enable discussions with third party partners to accelerate commercialization and market expansion. Activities include completing studies to prove the technology's efficacy and safety, submitting and pursuing regulatory approvals in select markets by using a network of regulatory subject experts who understand and are connected to the relevant authorities.
4. **Corporate Development including Partnerships** – the Company has unique technology that it believes will create a new category in crop protection and enhancement. The Company intends to build a strong internal foundational asset base and exploit partnerships to accelerate and expand its business. These partnerships will bring various strategic benefits, such as preferred supply arrangements (e.g. for bees), in-licensing of additional bio-control agents, go-to-market partnerships or strategic technology collaborations. Activities include building a high profile as an industry leader, a network of potential partners, and negotiating agreements that fill strategic needs and accelerate the business.

## Milestones achieved in during the quarter ended June 30, 2020 and to the date of this MD&A:

### *Commercialization / Marketing Activities:*

- Commercialization– 2019/20 season: The Company announced Sizemore Farms, a top-tier grower of Florida strawberries, as the first commercial grower for the Company’s newly registered Vectorite™ with CR-7 product. Sizemore Farms will be using the Company’s BVT System and Vectorite™ with CR-7 on 100% of their 62-acre organic strawberry crop and will test the naturally-derived fungicide on a portion of their 600+ conventional acres for possible implementation on their 2020 crop.

The Company sold out its planned Florida allocation of commercial bumblebee hives with the BVT System and Vectorite™ with CR-7. Multiple Florida strawberry growers, including a second top-tier producer to adopt the BVT Technology, are using the BVT System on a combined 150 acres of conventional and organic fields. Florida fields were planted in October, and the plants started to bloom in late November. The hives with the BVT System were carefully timed to coincide with that blooming period; they were placed on growers’ fields in late November. While the Florida production window is traditionally from December through March, an increase in strawberry imports from Mexico in recent years during March is further shortening this window and putting both pricing and profit pressure on the strawberry producers. The BVT System is allowing growers to maximize disease protection while increasing yields and quality during this tightening window, which increases their market competitiveness.

Following US Environmental Protection Agency approval, BVT secured revenue with blueberry growers for the 2019/2020 growing season (which started Feb/ Mar 2020) who collectively represent about 10% of blueberries grown in the Southeastern US. This includes growers in Florida, Georgia, South Carolina and North Carolina. The company exceeded its sales target for these markets. The Company’s original target for blueberry growers in the US Southeast was 10 growers and 500 acres; however, with these agreements in place BVT has surpassed this goal and will now cover 700 acres with 15 growers across the region.

The blueberry growers used the BVT system on conventional and organic fields for the 2020 blueberry season starting in February. Blooming marks the beginning of the blueberry season, when the BVT system is used, but crop season continued until harvest which occurs in the spring and summer. All but one grower were first-time users who piloted BVT on a small percentage of their total acreage with the expectation that they will progressively add BVT across their entire operations over two to three seasons if they saw favorable outcomes. The growers farm on a combined total of about 2,200 acres.

Georgia’s 2019/2020 blueberry season is now over, and growers in the region using the Company’s proprietary crop protection system have reported notably-high fruit set, low fruit drop, and high-yield harvests. One major grower indicated this was his highest production year ever.

- 2020/21 season: Sales activities and planning for the next blueberry and strawberry season is ongoing. This includes talking to growers to gain order commitments for next season, securing additional commercial demonstration trials with new growers and in new regions, and planning with suppliers of bees to schedule delivery of hives.
- Market expansions: The Company completed three official registration trials of the Company’s proprietary *Clonostachys rosea* CR-7 (CR-7) biological fungicide on commercial strawberry and tomato crops in Mexico. BVT worked with a Mexican government approved researcher to conduct the biological efficacy trials which are a requirement for the registration process in Mexico. Results confirmed the efficacy of CR-7 in controlling key diseases on the crops as expected. The Company has submitted the efficacy trials for review by the Mexican agriculture authority and is preparing the remaining registration dossier for full submission to the Mexican health authority.

The Company has been in touch with both these authorities who have advised that there have been delays due to the COVID-19 pandemic which have caused unforeseen delays in acceptance and subsequent review of regulatory dossiers. Full regulatory submission can be made only following review of the efficacy results. Based on the COVID-19 related delays at the Mexican authorities it is difficult to estimate when the initial review and full submission will be made, but the Company is hopeful for submission late in 2020, or early 2021. BVT received US Environmental Protection Agency (EPA) approval back in August 2019.

In anticipation of the commercial launch in Mexico, the Company has already started market development activities of its proprietary bee vectoring system with delivery of Vectorite™ with CR-7 by both bumble bees and honeybees. It has completed demonstration trials with two major Mexican berry growers on blueberries and blackberries. The growers, who farm in multiple states across Mexico, saw positive results and have agreed to continue trials on larger plot sizes in the next growing season. In addition, the company has built partnerships with two major bumble bee companies serving the Mexican market and some large commercial honeybee companies who provide pollination services to growers.

The trials also tested the Company's biological fungicide CR-7 as a weekly spray with very positive results: the growers saw a 66% or greater efficacy in incidence and severity reduction over untreated control or standard organic commercially treated crops. This paves the way for a future introduction of a foliar spray end use product containing CR-7. BVT received an exemption from tolerance on CR-7 from the EPA which means all crops that are grown using any end use formulation of CR-7, including a foliar spray product, would not have to be tested for residues of CR-7 by Mexican growers before they export their crops into the US. This is seen as a major benefit in an export-oriented market such as Mexico.

The Company announced the opening of its new European office and R&D center in Switzerland's Agri & Co Innovation Center, where the Company joins other innovative organizations in the country's flourishing ag-tech community. The new location is designed to help BVT continue its innovation in biological crop protection delivery systems. It includes a fully equipped laboratory, growth chambers, greenhouse space for trialing (which started in spring 2020), and 95 hectares of land leased to a local grower who will host trials in his fields, as well as office space. In addition, BVT will receive the full support of Agri & Co staff and the Swiss canton of Fribourg's state government, access to experts in various fields, as well as facilitated R&D collaborations with other ag-tech innovators.

The Company has submitted for regulatory approval in Switzerland in 2018 and its dossier is under review by the Swiss authorities. Increasing restrictions on use of chemicals in Europe positions BVT favourably in this significant market. Industry partners, as well as farmers, need crop disease management alternatives that appeal to the environment conscious consumer. BVT is in active discussions with potential partners and is working on multiple testing and go-to-market agreements.

The Company announced that it will start conducting trials in Morocco, a significant market opportunity for its proprietary bee-delivered crop productivity system. The Company is also in discussions with well-established commercial partners in the region who have expressed interest in collaborating with BVT to bring the Company's system to market for growers in Morocco. One potential partner that has been in the Moroccan market for decades will roll out a significant trial program covering four different crops, including strawberry, raspberry, blueberry and tomato crops.

### ***Product Development / Innovation Activities***

- **Field trials:** The Company continued its program of validating the fit and developing additional opportunities in targeted crops through its field trial program. BVT completed a second year of replicated research and development trials with Dr. Natalia Peres, Professor, Strawberry Pathology at the University of Florida Institute of Food and Agricultural Sciences, and a leading strawberry expert and key opinion leader for the Florida strawberry grower community. As with the previous year, the BVT system delivered a higher yield when added to a standard spray program as compared to the spray program alone. The average yield increase over the two

years of Dr. Peres' trial work is 20%. The Company also completed three years of replicated trials in sunflowers with North Dakota State University (NDSU).

It is common practice to have multiple seasons of trials before a solution is commercialized in the agricultural inputs industry to fully refine its value proposition given the inherent fluctuations in external conditions. Several factors, including weather, can affect the severity of fungal diseases that attack a crop in any given year and so repeating the crop studies allows to best characterize a product's effectiveness, in a variety of conditions, to ensure the grower optimizes their crop treatment plan.

The Company announced it will conduct trials of BVT's natural precision agriculture system on cranberries in Massachusetts (MA) and New Jersey (NJ), two major cranberry growing regions. This represents an expansion of BVT into a new crop. The trials will be conducted in collaboration with leading cranberry researchers at the University of Massachusetts and Rutgers University (in NJ) on fields from growers who are part a major US farmer-owned cranberry cooperative. The Company is also in discussions with US Department of Agriculture scientists based in Wisconsin who are interested in following the work in MA and NJ.

- **Product expansion:** The Company completed Phase One lab trials on six third-party products to assess their potential for application to crops using BVT's proprietary bee delivery systems. Phase Two field studies on three of those products will be completed in 2020. This in-licensing effort resulted from the Company building a network of potential partners who have products that are suited for control of pests on crops during the flowering period.

This will be an ongoing effort to expand the portfolio of products used in bee vectoring with a goal to open new market opportunities and fast-track additional revenue for BVT. Because these microbial candidate products control a different spectrum of crop pests than BVT's proprietary *Clonostachys rosea* strain CR-7 (CR-7), they can be in crops where pests controlled by CR-7 are not present, or along with CR-7 on crops that have multiple pests affecting the flower area. Adding third-party products to existing CR-7 applications is achieved by "stacking" two or more microbes together, a practice already common in seed treatment applications. Using the new products on new crops creates additional revenue streams and will increase revenue from crops that already use CR-7.

Some of the largest crops worldwide such as corn and soybean do not require bees for pollination. In addition, there are several diseases that affect crops during periods other than bloom which would be difficult to manage through bee vectoring application. BVT has started evaluating spray and seed treatment formulations of its proprietary beneficial microbe – *Clonostachys rosea* strain CR-7 – which could potentially benefit hundreds of millions of acres of additional crops.

- **Intellectual property:** The Company received patent allowance for its microbial strain BVT-CR7, granted in the United States. This patent allowance protects a critical component of the BVT Technology. This is the first patent granted to BVT for its BVT-CR7 microbial strain, representing the start of a fourth family of granted patents in BVT's expanding patent portfolio. This patent application is under review by 15 other patent authorities around the world, including the European Patent Office.

The Company has filed an international patent application for the latest version of its honeybee hive dispenser system that the Company has tested and is bringing to market. This application strengthens the patent protection for the honeybee system. This system is computer-controlled, enabling metered and uniform delivery of plant protection products to crops using commercial honeybees.

BVT continues to pursue an aggressive IP strategy which gives it a competitive advantage as it continues to pursue third party partnerships and market expansion opportunities. It now has over 65 patents granted worldwide and over 35 pending, including the new honeybee system. Consisting of six patent families, the patents cover North America, South America, Europe, Asia and Australia.



### ***Regulatory / Approvals Activities***

- US EPA approval - On August 28, 2019, the EPA approved BVT-CR7 for use as a fungicide on commercial crops. BVT-CR7 is the first registered active ingredient for the Company and the first active ingredient approved by the EPA for application via bees. Sold under the brand name Vectorite™ with CR-7, the product is labeled for numerous high-value crops, including strawberries, blueberries, sunflowers and almonds. With this approval, the BVT is positioned to officially launch and begin to generate revenue with Vectorite™ with CR-7, starting with the 2019 fall and winter blueberry and strawberry season in the U.S. The registration permits BVT to make positive crop protection claims when selling Vectorite™ with CR-7. The EPA's registration makes Vectorite™ with CR-7, EPA Registration. No. 90641-2, available immediately for sale as a registered fungicide for use on the labelled crops.
- The EPA additionally established an exemption from the requirement of a tolerance under the *Federal Food, Drug and Cosmetic Act* for BVT-CR7, the active ingredient in, Vectorite™ with CR-7. The tolerance exemption decision applies to all registered end-use products based on BVT-CR7. This includes Vectorite™ with CR-7 for delivery using bees, and future products currently in development by BVT for delivery via traditional foliar spray, soil drench or seed coating methods. The exemption applies to crops treated with BVT-CR7 that are grown and consumed in the U.S., as well as crops that are grown outside of the U.S. and subsequently imported into the country. This tolerance exemption complements the EPA approval and OMRI organic certification for Vectorite™ with CR-7.
- Organic certification obtained - BVT has official organic certification in the US, and its proprietary formulation of VECTORITE™ with CR-7 is listed by the Organic Materials Review Institute (OMRI). The listing means the product meets the US Department of Agriculture's (USDA) guidelines under the National Organic Program standard and is allowed for use in certified organic crops.
- Plant amendment licenses - The Company will not renew the previously obtained plant amendment licenses since it has full regulatory approval from the EPA now.
- California regulatory submission - BVT had submitted application for pesticidal use in California in 2017. California which is the largest market opportunity in the US, requires its own approval over and above that of the EPA. This is under review by the authorities in California, although there is a significant backlog in the California Department of Pesticide Regulation.
- Submission in Switzerland - BVT has submitted its Swiss pesticidal registration application which is now under review.
- Mexico – The Company completed official in Mexico by government approved researchers, in support of registration (see market expansion section).

### ***Corporate Development / Partnering Activities:***

- Partnerships and product range extensions: BVT has entered into several third-party testing agreements of its proprietary beneficial microbe *Clonostachys rosea* strain CR-7 for use as a foliar spray and/or as a seed treatment. These product range extensions would open significant new markets. As noted earlier, BVT has also entered into multiple agreements to evaluate third-party microbial products for delivery through its bumble bee and honey bee delivery systems.

BVT entered into a global technology sharing agreement with Biobest Group NV of Belgium, a leading player in pollination and biological control with presence in 60 countries on 5 continents. The agreement provides reciprocal access to certain patents of each company and represents BVT's first partnership with a significant industry player. The agreement enables both companies to accelerate efforts to bring best in class bee vectoring solutions to growers worldwide and ensuring leading positions in the market.

Industry exposure: The Company continues to generate high levels of interest within the Agricultural industry and with the media. BVT is pursuing discussion with 15 companies covering 4 different areas: Commercial (distribution arrangements in markets where a partner company has a strong sales presence); Product expansion (partnerships with companies that have biological control agents that could be vectored by bees to manage pests on crops that are not addressed by BVT's CR-7); Market extension (foliar and seed treatment uses for CR-7 in areas where bees are not used); R&D (partnerships to strengthen knowledge of bees and delivery by bees thus optimizing the system and capturing greater value).

Industry awards and recognition: The Company was one of the winners of the Agri & Co Challenge by the Swiss State of Fribourg and was recognized as the COREB Award winner. BVT and 15 other companies beat out more than 150 other ag-tech companies from 53 different countries for the award. In addition to being one of the ten relocation program winners, BVT was singled out as the COREB Award winner, with an additional cash prize of CHF 5,000. COREB is an association of communities within the Broye region of Switzerland that supports technology companies and encourages them to establish a presence in the region. The COREB Award is voted on by the public and is based on the perceived viability of technology, likelihood of success, and mission of the organization. The company opened its European R&D center and office in the Agri & Co Innovation Center as discussed in the market expansion section.

The Company was recognized in the 2019 Agrow Awards for Best Application Technology Innovation for the BVT System and Vectorite™ with CR-7. The Best Application Technology Innovation Award recognizes developments that improve the precision or safety of pesticide applications. The Agrow Awards are the premier global competition that honors top advancements in agriculture and best-in-class scientific, technological and leadership initiatives and showcase the future of the industry. It is organized by Agrow, the news and analysis service division of Informa Agribusiness Intelligence. The awards recognize industry successes and innovative, boundary-pushing ideas, with winners chosen from around the world by a distinguished judging panel from within the industry.

The Company has been named a 2020 Venture 50 company, an award that recognizes the 50 top-performing companies out of a total of 1,673 companies on TSX Venture Exchange (TSXV). BVT joins an exclusive group of high-performing industry leaders and is ranked third in the Clean Technology and Life Sciences sector.

#### ***Financing events that occurred during the three and nine months ended June 30, 2020***

On October 23, 2019, the Company closed a non-brokered private placement of 4,242,104 special warrants ("Special Warrants") at a price of \$0.25 per Special Warrant for gross aggregate proceeds of \$1,060,526 (the "Offering"). Each Special Warrant represents the right of the holder to receive, without payment of any additional consideration or need for further action, subject to customary anti-dilution provisions, one unit ("Unit") four months and one day after closing. Each Unit will consist of one common share (a "Share") and one transferable common Share purchase warrant (a "Warrant"). Each Warrant will entitle the holder, on exercise, to purchase one additional Share for a period of 18 months following the closing, at an exercise price of CAD\$0.40 per Share. The Company has the right to accelerate the expiry date of the Warrants if the closing market price of the Shares of the Company on the TSX Venture Exchange is equal to or exceeds C\$0.55 for a period of 15 consecutive trading days commencing with the date the Warrants are issued.

On October 30, 2019, BVT granted options to purchase 5,650,000 common shares of the Company with an exercise price of \$0.31 vesting on the date of grant, options to purchase 150,000 shares with an exercise price of \$0.31 vesting 50% on the date of grant and 50% on April 1, 2020, and options to purchase 100,000 shares with an exercise price of \$0.31, vesting 50% upon entering into a new formal relationship with an investment bank, and 50% upon raising of the first \$1 million through the relationship with the investment bank.

On November 28, 2019, the Company closed a non-brokered private placement of 3,047,647 special warrants ("Special Warrants #2") at a price of \$0.35 per Special Warrant #2 for gross aggregate proceeds of \$1,066,677 (the "Offering"). Each Special Warrant #2 represents the right of the holder to receive, without payment of any additional consideration or need for further action, subject to customary anti-dilution provisions, one unit four months and one day after closing. Each unit will consist of one common share and one transferable common share purchase warrant. Each warrant will entitle the holder, on exercise, to purchase one additional share for a period

of 18 months following the closing, at an exercise price of CAD\$0.45 per share. The Company has the right to accelerate the expiry date of the warrants if the closing market price of the shares of the Company on the TSX Venture Exchange is equal to or exceeds C\$0.60 for a period of 15 consecutive trading days commencing with the date the warrants are issued.

On April 28, 2020, the Company announced that it has entered into a definitive agreement (the "Agreement") with Alumina Partners (Ontario) Ltd. ("Alumina") that secures a commitment of up to \$6,000,000 in an at-will financing facility (the "Facility"). Pursuant to the terms of the Agreement, the Company has the right to draw down from the Facility for a period of thirty-six months in equity private placement tranches of up to \$500,000 (each a "Tranche"). Each Tranche will be at the sole discretion of the Company and can occur at any time upon the Company giving notice to Alumina. Each Tranche will be comprised of units, with each unit consisting of one common share and one common share purchase warrant. Each unit shall be priced at a discount of between 15-25% from the closing price of the shares on the day prior to BVT's draw down notice to Alumina. Each warrant will be exercisable for a period of twenty four (24) months from the closing date at an exercise price that is a 25% premium to the market price of the shares. The warrants will also contain an accelerated expiry provision, should BVT's shares trade for a period of 10 consecutive trading days at a premium of at least 100% above the warrant exercise price. Each draw down from the Facility will be subject to TSX-V approval. All securities issued will be subject to a statutory hold period that expires four (4) months and one (1) day from issuance.

On May 19, 2020, the Company closed a non-brokered private placement of 1,999,576 units at a price of \$0.33 per unit for gross aggregate proceeds of \$659,860. Each unit consists of one common share and one transferable common share purchase warrant. Each warrant will entitle the holder, on exercise, to purchase one additional share for a period of 24 months following the closing, at an exercise price of CAD\$0.5375 per share.

On June 30, 2020, the Company closed a non-brokered private placement of 1,111,111 units at a price of \$0.315 per unit for gross aggregate proceeds of \$350,000. Each unit consists of one common share and one transferable common share purchase warrant. Each warrant entitles the holder, on exercise, to purchase one additional share for a period of 24 months following the closing, at an exercise price of CAD\$0.525 per share.

### ***COVID-19***

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations. 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 Corporation and its operating subsidiaries in future periods.

The agriculture industry is considered essential (for food supply), and while the Company is still able to service its customers, to date, the Company has been impacted as follows:

- 1) New sales impacted as travel restrictions have made it difficult to conduct demonstrations to growers – the most effective way for the Company to discuss and demonstrate its solution with new customers is through in-person interactions. The Company has a small field organization, so it relies on its sales and marketing personnel being able to travel across the US from Canada and within the US for its commercial efforts. Due to the travel restrictions through much of the spring and early summer this was not possible, and so the Company had to use a less effective "virtual" sales process to reach new growers. Despite these constraints the company was still able to penetrate new markets in the midwestern US and the Pacific Northwest, although with fewer growers than it was targeting. As travel restrictions ease, and word-of-mouth from the growers who did use the system spreads, the Company expects being able to reach a wider group of growers for the next season.

- 2) Product registration process has slowed – most government agencies around the world have been running with reduced staff and limited office space during 2020. Regulatory review times have thus been affected in many countries across the industry. As an example, this has affected the timing on the regulatory approval project for the Company in Mexico: the agriculture and health authorities in Mexico have noted that there are delays in the dossier submission and review processes (they have not indicated how long the delays are). It may also have a lingering effect on other registration related activities for the company in the future.
- 3) R&D activities impacted by travel restriction and access to researchers and labs – many of the Company’s R&D activities involve doing studies with university researchers and third-party contract research organizations. These studies use lab space, and university researchers use student researchers to help conduct trials. Labs have had to curtail the amount of studies they can do while respecting social distancing requirements, and with the shortage of students, university researchers have less available labor for them to conduct studies. As a result, the Company has had to reduce the amount of trials it was planning on conducting and delay certain projects to a future date.

The Company will continue to assess the impact on its operations and make adjustments to navigate through the effects of the COVID-19 pandemic on the market and economy.

As the Company has no material revenue, its ability to fund its operations is dependent upon its securing financing through the sale of equity or assets. See “Risk Factors” below.

### **Results of Operations**

The following discussion of the Company’s financial performance is based on the financial statements for three and nine months ended June 30, 2020 and June 30, 2019.

As at June 30, 2020 the Company had a cash and cash equivalents balance of \$777,898 (September 30, 2019 - \$312,864) and total current assets of \$995,951 (September 30, 2019 - \$519,949) (consisting of cash, sales tax receivable, inventory and prepaid expenses and deposits). During the period, long term assets increased to \$2,115,881 from \$1,815,288 due to costs related to the regulatory approvals, technology development costs, the registration of patents and other regulatory costs (included in intangible assets). Liabilities at June 30, 2020 totalled \$373,185 (September 30, 2019 - \$735,230) and comprised of \$291,677 (September 30, 2019 - \$685,230) of trade payables and accruals, and loans payable of \$81,508. The balance at September 30, 2019 also included a short-term loan of \$50,000 which was repaid in October 2019.

Working capital, which is comprised of current assets less current liabilities, was \$704,274 at June 30, 2020 compared to working capital deficiency of \$215,281 at September 30, 2019.

For the three and six months ended June 30, 2020, the Company had a net loss of \$1,192,461 and \$4,647,114 compared to a net loss of \$657,561 and \$2,149,312 for the three and nine months ended June 30, 2019. The increase in loss is primarily related to the issuance of stock options and RSUs during the period and the related share based payment expense (\$1,871,673), and the commencement of some investor relations programs. During the period the Company had commercial sales following its EPA approval in August 2019, continued to conduct trials and research to prove the benefits of the Company’s technology, brought awareness of the Company and technology to growers and the public through various marketing initiatives, and continued general corporate activities.

Revenue and gross profit:

Following the receipt of the EPA approval in August 2019, the Company commenced commercial operations and its first recorded sales (with the exceptions of a pilot project launch in early 2019) of its proprietary bee-based crop enhancement technology used for increased plant health and marketable yield into the Florida strawberry market and the Georgia blueberry market.

	Three months ended June 30,		Nine months ended June 30,	
	2020	2019	2020	2019
Sales	\$ 18,664	\$ -	\$ 291,859	\$ 58,084
Cost of sales	11,593	-	176,584	45,149
Gross profit	\$ 7,071	\$ -	\$ 115,275	\$ 12,935

Expenses:

A summary of the expenses for the three and nine months ended June 30, 2020 and June 30, 2019 is as follows:

	Three months ended June 30,		Nine months ended June 30,	
	2020	2019	2020	2019
Office and general	\$ 409,079	\$ 158,278	\$ 1,238,677	\$ 1,034,369
Investor and public relations	271,191	26,060	1,059,130	77,325
Sales, advertising and marketing	100,118	143,440	308,990	437,015
Share based payments	281,263	302,916	1,871,673	357,028
Trials, research and development	124,293	26,822	283,711	263,305
	\$ 1,185,944	\$ 657,516	\$ 4,762,181	\$ 2,169,042

Office and general:

Below is a breakdown of what comprised office and general:

	Three months ended June 30,		Nine months ended June 30,	
	2020	2019	2020	2019
Accounting and audit	\$ 23,512	\$ 12,871	\$ 51,827	\$ 47,031
Amortization and depreciation	30,286	19,649	77,299	60,336
Consulting	37,720	24,350	181,410	108,222
Insurance	23	2,127	12,187	18,636
Legal and regulatory	8,826	(128,926)	32,586	48,591
Occupancy costs	31,825	41,207	94,316	98,163
Office and general	29,876	21,377	106,470	78,574
Salaries and benefits	206,517	118,423	528,111	462,706
Warehouse supplies	3,727	1,323	7,308	6,299
Transfer agent	21,810	22,757	51,987	38,281
Travel	14,958	23,120	95,176	67,530
	\$ 409,079	\$ 158,278	\$ 1,238,677	\$ 1,034,369

Investor and public relations: The Company undertakes various initiatives in order to market and communicate with investors and to educate the public on the Company and its products. The increase in the current periods is mainly the result of the launch of a European marketing campaign coinciding with the recent EPA approval in 2019.

Sales advertising and marketing: The Company targeted various business development opportunities through these marketing initiatives including demonstrations of the technology.

Share based payments:

During the first quarter of the year, the Company granted options to purchase 5,650,000 common shares of the Company to officers, directors and various consultants to the Company, issued RSUs, and amended the terms of 1,630,000 previously issued options. The expense relates to the these that vested during the period. This is a non-cash expense.

Trials, research and development:

This expense relates to lab research and trials of BVT's crop inoculation products and bee delivery platform.

### Summary of quarterly results

Three Months Ended	Net Revenues (\$)	Net Loss	
		Net loss (\$)	Basic and Diluted (Loss) Per Share (\$)
30-June-20	18,664	(1,192,461)	(0.02)
31-Mar-20	216,963	(738,210)	(0.01)
31-Dec-19	56,232	(2,716,443)	(0.03)
30-Sept-19	-	(748,515)	(0.01)
30-June-19	-	(657,516)	(0.01)
31-Mar-19	58,176	(846,958)	(0.01)
31-Dec-18	-	(644,836)	(0.01)
30-Sept-18	-	(703,669)	(0.01)

### Liquidity and Capital Resources

As at June 30, 2020, the Company had working capital of \$704,274 (September 30, 2019 – working capital deficiency of \$(215,281)); being defined as current assets less current liabilities. The improvement has occurred because of the recent private placement of special warrants along with the exercise warrants and options which provided additional capital to the Company.

The Company generated cash of \$465,034 during the nine months ended June 30, 2020, compared with cash used of \$2,294,647 during the nine months ended June 30, 2019.

In the nine months ended June 30, 2020, the Company used cash of \$3,094,166 in operating activities, compared with \$1,870,140 in the nine months ended June 30, 2019. The change in noncash working capital in the nine months ended June 30, 2020 used \$404,521, compared with \$134,851 in the nine months ended June 30, 2019.

In the nine months ended June 30, 2020, the Company used cash of \$385,031 in investing activities, compared to \$424,507 for the nine months ended June 30, 2019. Major components of this were costs related to EPA approval, patent registrations and development costs.

For the nine months ended June 30, 2020, financing activities generated \$1,806,741 in net proceeds as part of a private placement financing of special warrants, \$989,857 from the issuance of units, \$81,508 from loans and \$1,116,125 from the exercise of options and warrants. These proceeds were offset by a loan repayment of \$50,000.

The Company's monthly burn rate on average, which was calculated as cash spent per month in operating activities, was approximately \$340,000. At its current operating level, the Company will not have sufficient funds generated from ongoing operations to cover short-term and long-term operational needs. The Company expects to still operate

at a loss for at minimum the next 12 months. As such, the Company will need additional financing for costs related to operations, maintaining its patents, conducting trials and its growth strategy. The Company is currently addressing its liquidity concerns by proactively planning future financings through the sale of debt and (or) equity. The Company has been successful in the past at raising necessary funds but the timing and ability to do so will depend on the liquidity of the financial markets, economic conditions, as well as the acceptance of investors to small cap companies. There can be no guarantee that the Company will be able to continue securing any required financing. To address the liquidity concerns, the Company entered into the Agreement, for a financing facility of \$6,000,000 (as described earlier).

Since obtaining EPA approval in August 2019, the Company generated sales of approximately \$292,000 (as reported for the three and nine months ended June 30, 2020). The Company has continued to sign new sales agreements, and expects future sales to help with liquidity issues.

The primary need for liquidity is to fund working capital requirements of the business, including operating costs, and maintaining the Companies patents. The primary source of liquidity has primarily been private financings and, to a lesser extent, by cash generated from the exercise of warrants and options.

The Company has no financial commitments or obligations other than a lease for office space and production facility. The Company leases office space for their headquarters in Mississauga Ontario. The lease is for five years with annual minimum lease payments as follows:

<b>Year</b>	<b>Minimum lease payment</b>
2020	14,664
thereafter	<u>4,888</u>
Total	<u>\$ 19,552</u>

The Company has no capital expenditure commitments and has the ability to reduce or increase its research and development activities and other discretionary costs depending on the level of available funds.

The Company can maintain a sufficient level of inventory to meet expected sales demand.

Overall, given the working capital at June 30, 2020, the Company will be required to raise additional funds to fulfil its operating requirements for at minimum the next 12 months (to which the Alumina Agreement will provide the required capital).

#### **Off Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of BVT including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

### Related Party Transactions

Key management includes members of the board, the Chief Executive Officer and the Chief Financial Officer. The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows for the three and nine month period ended June 30, 2020 and June 30, 2019:

	Three months ended June 30,		Nine months ended June 30,	
	2020	2019	2020	2019
CEO fees (i)	\$111,622	\$ -	\$ 322,554	\$206,174
CFO fees (ii)	7,500	7,500	22,500	22,500
Consulting fees charged by Chelsian Sales & Service (iii)	15,000	-	45,000	30,000
Consulting fees charged Flueckiger Consulting (iv)	11,825	2,955	42,541	59,574
Share based payments (vii)	-	-	924,800	255,321
	<b>\$145,946</b>	<b>\$10,455</b>	<b>\$1,357,394</b>	<b>\$573,569</b>

- (i) Salary and/or consulting fees paid to the CEO for services rendered. As at June 30, 2020, \$31,355 (September 30, 2019 - \$121,389) is owed to the CEO for past fees.
- (ii) Consulting fees charged by CFO Advantage Inc, a corporation owned by the CFO of the Company, for services of the Chief Financial Officer. As at June 30, \$2,825 (September 30, 2019 – \$8,475) was owed to CFO Advantage Inc.
- (iii) Consulting fees charged by Chelsian Sales & Service Inc, a corporation owned by a director, for assisting with day-to-day operations. As at June 30, 2020 \$nil (September 30, 2019 - \$12,600) was owed to Chelsian Sales and Service Inc.
- (iv) Consulting fees charged by Flueckiger Consulting, a corporation owned by a director of the Company, for reviewing product development and marketing plans, reviewing data from trials, and other services as required. As at June 30, 2020, \$nil (As at September 30, 2019 - \$32,517) was owed to Flueckiger consulting.
- (v) \$3,000 was charged by a relative of a director of the Company for marketing services for the nine months ended June 30, 2020 (nine months ended June 30, 2019 - \$13,500).
- (vi) The Company employs a relative of a director of the Company as project manager. During the nine months ended June 30, 2020, the employee earned a salary and benefits of \$72,000 (nine months ended June 30, 2019 - \$72,000).
- (vii) For options issued to related parties, please see Note 12 (ii) to the unaudited condensed interim consolidated financial statements.

### Proposed Transactions

As at the date of this MD&A there are no proposed transactions.

### Accounting Estimates and judgements

The preparation of the unaudited condensed interim consolidated financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the unaudited condensed interim consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The unaudited condensed interim consolidated financial statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the unaudited condensed interim consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods.



Significant assumptions about the future and other sources of judgments and estimates that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

*Intangible assets valuation*

These estimates and assumptions could affect the Company's future results if the current estimates of future performance and fair values change. These determinations will affect the amount of amortization expense on definite life intangible assets recognized in future periods. The Company assesses impairment by comparing the recoverable amount of an intangible asset with its carrying value. There recoverable amount is defined as the higher of value in use, or fair value less cost to sell. The determination of the recoverable amount involves management estimates.

*Useful life of property plant and equipment*

Significant estimates are made as to the useful lives of property, plant and equipment.

*Valuation of Share-based payments*

The Company uses the Black-Scholes Option Pricing Model to calculate the fair value stock options and of common share purchase warrants issued. The model requires the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

Judgements

*Capitalization of development costs*

Initial capitalization of development costs is based on management's judgment that technological and economic feasibility is confirmed, usually when the product development project has reached a defined milestone according to an established project management model.

*Capitalization of regulatory costs*

Initial capitalization of regulatory costs is based on management's judgment that future economic benefits attributable to the Companies assets will flow to the Company.

*Functional currency*

In concluding on the functional currency of the parent and its subsidiary companies, management considered the currency that mainly influences sales and the cost of providing goods and services in each jurisdiction in which the Company operates. The Company also considered secondary indicators including the currency in which funds from financing activities are denominated, the currency in which funds are retained and whether the activities of the subsidiaries are carried out as an extension of the Company or if they are carried out with a degree of autonomy.

*Going concern*

The company applies judgement in assessing whether material uncertainties exist that would cause doubt as to whether the company could continue as a going concern.

New Accounting Standards Adopted

Effective October 1, 2019, the Company has adopted IFRS 16, Leases and International Financial Reporting Interpretations Committee ("IFRIC") 23, Uncertainty over Income Tax Treatments. These changes were made in accordance with the applicable transitional provisions for which there was no impact on the condensed consolidated interim financial statements for the six months ended March 31, 2020. Under IFRS 16, the presentation on the statements of loss and comprehensive loss required by the new standard will result in most lease expenses being presented as amortization of lease assets and financing costs arising from lease liabilities rather than as being a part of goods and services purchased.

IFRIC 23 – Uncertainty Over Income Tax Treatments ("IFRIC 23")

On October 1, 2019, the Company also adopted the new accounting standard IFRIC 23. The interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Company has concluded that there is no significant impact resulting from the application of this new standard on its unaudited interim condensed consolidated financial statements.

## Financial Instruments

### Fair Value

Financial instruments of the Company as at June 30, 2020 and September 30, 2019 consist of cash, accounts receivable, and accounts payable and accrued liabilities, and loans payable. There are no significant differences between the carrying amounts of the items reported on the consolidated statements of financial position and their estimated fair values because of the short-term maturities of these items. Loans payable are recognized initially and subsequently at fair value.

The Company's risk exposures and their impact on the Company's financial instruments are summarized below.

### Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise four types of risk: interest rate risk, foreign exchange risk, commodity price risk and other price risk, such as equity risk. Financial instruments affected by market risk include cash deposits.

### Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of a change in foreign exchange rates. The Company is exposed to foreign currency risk on cash, accounts receivable and accounts payable denominated in U.S. dollars. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

### Interest rate risk

The Company is exposed to insignificant interest rate risk. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Fluctuations in market interest rates do not have a significant impact on the Company's results of operations due to the short-term nature of interest bearing cash.

### Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the end of the reporting period is the carrying value of its financial assets (i.e. cash). Cash is held with both financial institutions in Canada and the United States, and management believes that exposure to credit risk is not significant.

### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. See note 1 for further disclosure on the going concern assumption.

The Company's accounts payable and accrued liabilities are subject to normal trade terms and have contractual maturities payable within 30 days for 2019 and 2018. At June 30, 2020, the Company has current assets of \$995,951 (September 30, 2019 - \$519,949) and current liabilities of \$291,677 (September 30, 2019 - \$735,230) resulting in working capital (deficiency) of \$704,274 (September 30, 2019 - \$(215,281)).

## Disclosure of Share Capital

As at the date of this report the Company had 93,604,603 common shares issued and outstanding.

As at the date of this report the Company had 21,384,438 share purchase warrants outstanding.

As at the date of this report the Company 12,346,682 stock options outstanding.

## Risks

*See risk section detailed in the Company's filing statement as filed on SEDAR on June 1st, 2015.*