

GREEN 2 BLUE ENERGY CORP.  
(FORMERLY BRIGADE RESOURCE CORP.)  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD ENDED DECEMBER 31, 2017

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*This discussion and analysis of financial position and results of operations is prepared as at March 1, 2018 and should be read in conjunction with the unaudited interim financial statements for the six months ended December 31, 2017, of Green 2 Blue Energy Corp. ("G2B" or the "Company"). The unaudited interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com).*

#### **CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION**

This Management's Discussion and Analysis may include forward-looking statements with respect to business plans, activities, prospects, opportunities and events anticipated or being pursued by the Company and the Company's future results. Although the Company believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be incorrect. The anticipated results or events upon which current expectations are based may differ materially from actual results or events. Therefore, undue reliance should not be placed on such forward-looking information.

Forward-looking information includes disclosure regarding possible or anticipated events, conditions or results of operations which are based on assumptions about future economic conditions and courses of action, and includes future oriented financial information with respect to prospective results of operations or financial position or cash flow that is presented either as a forecast or a projection. Forward-looking information is often, but not always, identified by the use of words such as seek, anticipate, believe, plan, estimate, expect and intend; statements that an event or result is due on or may, will, should, could, or might occur or be achieved; and other similar expressions.

Forward-looking statements speak only as of the date of this MD&A and actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based may not occur. The Company does not assume responsibility for the accuracy and completeness of the forward-looking statements set out in this MD&A and, subject to applicable securities laws, does not undertake any obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances. The forward-looking statements contained herein are expressly qualified by this cautionary statement

#### **DESCRIPTION OF BUSINESS**

The Company was incorporated as a wholly-owned subsidiary of Voltaire Services Corp. ("Voltaire") pursuant to the Business Corporations Act ("BCBCA") on October 9, 2014 under the name "Brigade Resource Corp.". Its head office is located at Suite 1518, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6 and its registered and records office is located at Lotz & Company, Suite 1170, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.

On November 20, 2014, the Company entered into the Arrangement Agreement with Voltaire and Brigadier Exploration Corp. ("Brigadier"). Brigadier was incorporated pursuant to the BCBCA on August 13, 2014. The Arrangement Agreement contemplated the Arrangement whereby the Company would become a reporting issuer in the provinces of Alberta and British Columbia and Brigadier would become a wholly-owned subsidiary of the Company. The Arrangement was approved by the Supreme Court of British Columbia on January 5, 2015 and was completed on July 6, 2015.

On March 3, 2017, the Company's subsidiaries, Brigadier Exploration Corp., Battalion Capital Corp. and Hussar Exploration Corp. merged with the Company through a vertical short form amalgamation, which was approved by the Company's Board of Directors on March 2, 2017.

On July 21, 2017, the Company changed its name to "Green 2 Blue Energy Corp.".

The Company was previously engaged in the business of mineral exploration and the acquisition of mineral property assets in Ontario through its subsidiary, Brigadier. The Company has since terminated all of its mineral property interests.

On January 16, 2017, the Company entered into a Share Exchange Agreement (the "Acquisition") with G2BE Canada Inc. ("G2BE"), a private British Columbia company incorporated on May 30, 2014 for a reverse-takeover transaction

whereby the Company would acquire all of the issued and outstanding common shares in the capital of G2BE.

On July 21, 2017, the Company completed the Acquisition with G2BE by issuing 47,000,002 common shares to the G2BE shareholders on the basis of one common share for every one G2BE common share. Upon completion of the Acquisition, the G2BE shareholders held approximately 87% of the issued and outstanding company shares of the Company. As the shareholders of the G2BE hold a majority of the common shares of the Company and will continue its existing business, G2BE is considered to have acquired the Company on an accounting basis, and the transaction was accounted for as a reverse takeover.

Consequently, the Company now has three subsidiaries: (i) G2BE, which was incorporated under the BCBCA on May 30, 2014; (ii) Green 2 Blue Energy Europe Sp. z o.o. ("G2BEE"), which is 99.5% owned by G2BE and was incorporated under the laws of Poland on October 13, 2014; and (iii) G2BE Poland Sp. z o.o., which is 99% owned by G2BEE and was incorporated under the laws of Poland on June 28, 2016.

The Company is now engaged in the production of wood pellets used for generating heat and power, at its facility in Rzeczenica, Poland.

On November 10, 2017, the Company completed an equity financing by way of private placement relying on the prospectus and registration exemptions pursuant to NI 45-106 and other applicable laws, rules and regulations to issue 10,436,700 units of the Company at a price of \$0.10 per unit to raise gross proceeds of \$1,043,670. In addition, 146,800 units were issued as finder's fees. Each unit consisted of one common share and one common share purchase warrant, each warrant entitling the holder thereof to purchase one common share for the price of \$0.10 per share for a twelve-month period and thereafter for the price of \$0.20 per share for an additional twelve-month period.

On November 24, 2017, the Company closed a non-brokered private placement offering (the "Financing") of 1,025,000 units (the "Units") at a price of \$0.10 per Unit for gross proceeds of \$102,500. Each Unit consists of one common share and one transferable common share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of \$0.10 per share for a period of 12 months from the closing of the Financing and thereafter at a price of \$0.20 per share until 24 months from the closing of the Financing.

## RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED DECEMBER 31, 2017 AND 2016

The following table summarizes the results of our operations for the three months ended December 31, 2017 and 2016 together with the changes to those items:

	<b>Three Months Ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
Revenue	\$ 228,755	\$ 24,351
Cost of sales	(194,945)	(20,091)
Operating expenses	714,697	220,492
Consulting and management fees	285,000	106,630
General and administrative	178,326	50,551
Share-based compensation expense	226,259	—
Total other income (expense)	672	(17,286)
Net loss for the period	(680,215)	(233,518)
Basic and diluted loss per share	(0.01)	(0.05)

Revenue for the three months ended December 31, 2017 was \$228,755, compared to \$24,351 for the three months ended December 31, 2016. Cost of sales for the three months ended December 31, 2017, were \$194,945, compared to \$20,091 for the three months ended December 31, 2016. The increase in revenue, and corresponding increase in cost of sales, was due to an increase in production of pellets. Operating expenses for the three months ended December 31, 2017, were \$714,697, compared to \$220,492 for the three months ended December 31, 2016. The significant differences in expenditures were as follows:

- Consulting and management fees were \$285,000 during the three months ended December 31, 2017, compared to \$106,630 during the three months ended December 31, 2016. The Company incurred management fees of \$75,000 to the President of the Company, \$30,000 to the CFO of the Company, and consulting fees of \$30,000 to a Director of the Company during the three months ended December 31, 2017, as compared to \$nil during the three months ended December 31, 2016.
- General and administrative expenses were \$178,326 during the three months ended December 31, 2017, compared to \$50,551 during the three months ended December 31, 2016. This was a result of increased production and operations in 2017.

- Share-based compensation expense was \$226,259 during the three months ended December 31, 2017, compared to \$nil during the three months ended December 31, 2016. This amount was a result of the grant of 2,550,000 stock options at \$0.10 per share on November 21, 2017.

As a result of the foregoing, the Company recorded a net loss for the three months ended December 31, 2017, of \$680,215, as compared to a net loss of \$233,518 for the three months ended December 31, 2016.

### Quarterly Information

	December 31, 2017 \$	September 30, 2017 \$	June 30, 2017 \$	March 31, 2017 \$
<b>Total Assets</b>	1,007,796	529,527	488,622	542,337
<b>Working Capital</b>	(757,773)	(1,038,255)	(929,577)	(572,206)
<b>Gross Profit</b>	33,810	21,142	23,698	6,217
<b>Net Loss</b>	(680,215)	(739,879)	(342,701)	(173,694)
<b>Loss per Share</b>	(0.01)	(0.04)	(0.02)	(0.01)

  

	December 31, 2016 \$	September 30, 2016 \$	June 30, 2016 \$	March 31, 2016 \$
<b>Total Assets</b>	479,163	448,050	442,250	527,175
<b>Working Capital</b>	(397,095)	(633,604)	(513,219)	(373,249)
<b>Gross Profit</b>	4,260	-	(209)	109
<b>Net Loss</b>	(238,518)	(87,835)	(238,938)	(922,495)
<b>Loss per Share</b>	(0.01)	(0.01)	(0.01)	(0.06)

Working capital has decreased for the consecutive quarters ended March 31, 2017, June 30, 2017, and September 30, 2017, as the amount of accounts payable and loans payable has steadily increased from quarter to quarter as the Company used debt to finance operations. During the quarter ended December 31, 2017, the Company completed a financing of \$855,050, resulting in an increase in working capital.

Net loss for the three months ended September 30, 2017 increased over prior quarters, primarily as a result of the recognition of a listing expense of \$534,198 from the completion of the Share Exchange Agreement between the Company and G2BE Canada Inc.

### Capital Resources

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital, and share-based payment reserve.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its board of directors, will balance its overall capital structure through new equity issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended June 30, 2017.

### Liquidity and Capital Resources

Since our inception, we have incurred significant operating losses. We anticipate increased pellet production and economies of scale over the next 12 to 18 months, as a result the Company expects to achieve near term cash flow. Until that time, we will need additional capital to fund our operations, which we may obtain from additional financings, debt and operations revenue or other sources. To date, we have financed our operations primarily through the issuance of our common shares, notes and loans payable, advances from related parties and revenues.

As at December 31, 2017, we had total assets of \$1,007,796 compared with \$488,622 as at June 30, 2017. The increase in assets is attributed to an increase in receivables of \$285,345 and inventory of \$191,815. The Company had a cash balance of \$78,682 and a working capital deficit of \$757,773 at December 31, 2017, compared with a cash balance of \$38,958 and a working capital deficit of \$929,577 at June 30, 2017.

*Operating Activities:* Net cash used in operating activities were \$728,911 during the six months ended December 31, 2017 as compared to \$215,332 during the six months ended December 31, 2016.

*Investing Activities:* Net cash used in investing activities were \$13,092 during the six months ended December 31, 2017 compared to \$nil for the six months ended December 31, 2016. During the six months ended December 31, 2017, the Company incurred \$18,551 on property and equipment purchases, offset by \$5,459 of cash provided from the completion of the Share Exchange Agreement between the Company and G2BE Canada Inc.

*Financing Activities:* Net cash provided by financing activities during the six months ended December 31, 2017, was \$798,815 as compared to net cash provided by financing activities of \$185,045 during the six months ended December 31, 2016. During the six months ended December 31, 2017, the Company received cash proceeds of \$855,050 from the issuance of units as compared to \$62,370 received from the issuance of common shares during the six months ended December 31, 2016. The Company also raised proceeds from loans payable of \$nil and repaid finance lease obligations of \$25,734 during the six months ended December 31, 2017 compared to \$152,737 and \$3,151, respectively, during the six months ended December 31, 2016.

The interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at December 31, 2017, the Company had a negative cash flow from operations, had a working capital deficit of \$757,773, and had an accumulated deficit of \$4,418,827. Furthermore, the Company incurred a net loss of \$1,416,814 during the six months ended December 31, 2017. To obtain future profitability, the Company will need to increase the volume of production and sales, and is reliant on the co-operation of creditors to pay outstanding amounts on a timely basis. These factors, among others, create substantial doubt as to the ability of the Company to continue as a going concern. The Company's strategy is to mitigate risks and uncertainties and to execute a business plan aimed at revenue growth and managing operating expenses and working capital requirements. Failure to implement this plan could have a material adverse effect on the Company's financial condition and results of operations.

#### **Related Party Transactions**

During the six month periods ended December 31, 2017 and 2016, the Company was engaged in the following related party transactions:

- a) As at December 31, 2017, the Company was owed \$16,118 (PLN\$44,625) (June 30, 2017 - \$19,585 (PLN\$55,872)) from the President of G2BE Europe. The amount owed is unsecured, non-interest bearing, and due on demand.
- b) As at December 31, 2017, the Company owed a loan payable of \$14,563 (PLN\$40,318) (June 30, 2017 - \$14,133 (PLN\$14,133)) to the President of G2BE Europe. Refer to Note 8(f).
- c) As at December 31, 2017, 2017, the Company owed a net amount of \$67,352 (June 30, 2017 - \$9,179) to the President of the Company and a company controlled by the President of the Company, of which \$80,896 (June 30, 2017 - \$6,795) was included in accounts payable and accrued liabilities. The amount owing is unsecured, non-interest bearing, and due on demand.
- d) As at December 31, 2017, the Company owed \$52,701 (June 30, 2017 - \$67) to the Chief Financial Officer of the Company and a company controlled by the Chief Financial Officer of the Company, of which \$52,701 (June 30, 2017 - \$67) was included in accounts payable and accrued liabilities. The amount owing is unsecured, non-interest bearing, and due on demand.
- e) As at December 31, 2017, the Company owed \$30,208 (June 30, 2017 - \$nil) to a Director of the Company, of which \$30,208 (June 30, 2017 - \$nil) was included in accounts payable and accrued liabilities. The amount owing is unsecured, non-interest bearing, and due on demand.
- f) During the six months ended December 31, 2017, the Company recorded management fees of \$75,000 (2016 - \$nil) and share-based compensation of \$44,364 (2016 - \$nil) to a company, which is controlled by the President of the Company.
- g) During the six months ended December 31, 2017, the Company recorded management fees of \$60,000 (2016 - \$nil) and share-based compensation of \$44,364 (2016 - \$nil) to a company, which is controlled by the Chief Financial Officer of the Company.
- h) During the six months ended December 31, 2017, the Company recorded consulting fees of \$30,000 (2016 - \$nil) and share-based compensation of \$44,364 (2016 - \$nil) to Director of the Company.

- i) During the six months ended December 31, 2017, the Company recorded professional fees of \$2,000 (2016 - \$nil) and share-based compensation of \$8,873 (2016 - \$nil) to Director of the Company.

### Contractual Obligations and Commitments

	<b>Payments Due By Period</b>				
	<b>Total</b>	<b>Less Than 1 Year</b>	<b>Between 1 and 3 Years</b>	<b>Between 3 and 5 Years</b>	<b>More Than 5 Years</b>
Operating lease obligations	\$ 11,989	\$ 2,320	\$ 9,669	\$ -	\$ -
Finance lease obligations	354,947	134,754	215,603	4,590	-
Total contractual obligations	\$ 366,936	\$ 137,074	\$ 225,272	\$ 4,590	\$ -

### Off Balance Sheet Arrangements

We do not have any, and during the periods presented we did not have any, off-balance sheet arrangements, other than the contractual obligations and commitments described above.

### Critical Accounting Policies and Significant Judgements and Estimates

The preparation of the Company's interim consolidated financial statements requires management to make certain estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the period. These estimates are, by their nature, uncertain. The impacts of such estimates are pervasive throughout the 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 future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors including expectations of future events that are believed to be reasonable under the circumstances

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in our consolidated financial statements within the next financial year are discussed below:

- i) The useful life and recoverability of long-lived assets:

Management estimates the useful lives of property and equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for depreciation of property and equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of technical or commercial obsolescence, and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's property and equipment in the future.

The assessment of any impairment of property and equipment, including intangible assets, is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions, timing of cash flows, the useful lives of assets, and their related salvage values.

- ii) Allowance for doubtful accounts:

The Company's method of establishing an allowance for doubtful accounts is estimated and recorded based upon management's assessment both of historical data as well as other pertinent information relative to the receivables in question. The information gathered will result in a specific bad debt expense for accounts which management considers being uncollectible and recorded in the period in which this determination is made.

- iii) Provisions:

Management's judgment is required to determine amounts to be recognized for liabilities of uncertain timing or amounts that have arisen as a result of past transactions. Provisions are the best estimate of the expenditure required to settle the obligation at the reporting date.

iv) Inventory valuation:

In order to determine whether the inventory is properly stated at the lower of cost or net realizable value, management reviews the amount of inventory on hand, the product life and estimates the time required to sell such inventory taking into account current and expected market conditions and competition. A reserve for inventory, if recorded, primarily consists of all or a portion of the inventory which is not expected to be sold, based on the specific facts and circumstances.

v) Recognition of deferred income tax assets:

Related deferred income tax assets and deferred income tax liabilities are recognized for the estimated tax consequences between amounts included in the financial statements and their respective tax basis based on the enacted or substantively enacted future income tax rates. Timing of future revenue streams and future capital spending changes can affect the timing of any temporary differences, and the expected usage of existing tax pools and credits, and accordingly can affect the amount of the deferred income tax assets and liabilities calculated at a point in time. These differences could materially impact earnings.

vi) The valuation of share-based payments:

The grant date fair value of share-based payment awards granted to employees is recognized as a stock-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

### **New Accounting Pronouncements**

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for annual periods beginning after July 1, 2016, or later periods.

The following new IFRSs that have not been early adopted in these interim consolidated financial statements will not have a material effect on the Company's future results and financial position:

IFRS 9, Financial Instruments (New; to replace IAS 39 and IFRIC 9);

IFRS 16, Leases (New).

In addition, IFRS 15, Revenue from Contracts with Customers is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Company intends to adopt IFRS 15 and the clarifications in its consolidated financial statements for the annual period beginning on July 1, 2018. The Company has commenced an assessment of the potential impact of IFRS 15 on its consolidated financial statements and expects to provide disclosure of the qualitative and quantitative analysis in the third quarter of fiscal 2018.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

### **Financial Instruments and Risk Management**

The Company is exposed in varying degrees to a variety of financial instrument and related risks. Those risks and management's approach to mitigating those risks are as follows:

(a) Fair Values

The Company categorizes its financial assets and liabilities measured at the fair value into one of three different levels depending on the observation of the inputs used in the measurement

	Fair Value Measurements Using			Balance, December 31, 2017
	Quoted prices in active markets for identical instruments (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Cash	\$ 78,682	\$ –	\$ –	\$ 78,682

The fair values of other financial instruments, which include accounts receivable, accounts payable and accrued liabilities, loans payable, amounts due from and to related parties, convertible debt to related parties, and obligations under finance lease, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) 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 in its cash and accounts receivables. Cash is held with major banks in Canada, which are high credit quality financial institutions as determined by rating agencies. The carrying amount of financial assets represents the maximum credit exposure.

Amounts receivable consist of trade receivables and input tax credits. The following table represents the customers that represented 10% or more of total trade receivables as of December 31:

	2017	2016
Customer A	91%	77%
Customer B	4%	14%

The following table represents the customers that represented 10% or more of total revenue for the six month periods ended December 31:

	2017	2016
Customer A	84%	0%

(c) Currency Risk

The Company's functional currencies are the Canadian dollar and Polish zloty. Currency risk is the risk that the fair value of the Company's financial instruments will fluctuate because of changes in foreign currency exchange rates. The Company's head office and some operating expenses are denominated in Canadian dollars. The Company's revenue and a large portion of operating expenses are denominated in Polish zloty. If the Polish zloty depreciates compared to the Canadian dollar, revenue would decrease in Canadian dollars. A 10% change in the foreign currency exchange rate would have an approximate impact of \$23,000 on net loss. The Company manages its exposure to foreign currency fluctuations by maintaining foreign currency bank accounts to offset foreign currency payables where possible. Management relies on the natural hedge created by this matching process and thus has chosen not to otherwise hedge its foreign exchange risk. Significant balances as expressed in Polish zloty are as follows:

		December 31, 2017		June 30, 2016
Cash	PLN	26,647	PLN	38,658
Accounts receivable		938,376		184,559
Due from related parties		88,721		55,872
Inventory		561,431		–
Prepaid expenses		97,810		44,372
Accounts payable and accrued liabilities		(2,473,559)		(1,244,442)
Loans payable		(511,341)		(628,207)
Obligations under finance lease		(982,688)		(1,039,053)
Net Polish zloty liabilities	PLN	(2,254,603)	PLN	(2,588,241)

(d) Interest Rate Risk

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates and its short-term term deposits at prescribed market rates. The fair value of the Company's cash is not significantly affected by changes in short-term interest rates. The income earned from the bank accounts and short-term term deposits is subject to movements in interest rates.

(e) Liquidity and Funding 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 liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements. Management maintains sufficient cash to satisfy short-term liabilities in highly liquid investments.

Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions.

As at December 31, 2017	Carrying amount \$	Contractual cash flows \$	1 year or less \$	1 -5 Years \$
Trade and other payables	1,178,759	1,178,759	1,178,759	–
Obligations under finance lease	354,947	354,947	134,754	220,193
	1,533,706	1,533,706	1,313,513	220,193

**Outstanding Share Data**

As at March 1, 2018, we had no preferred shares issued and outstanding.

As at March 1, 2018, we had 67,234,902 common shares issued and outstanding.

As at March 1, 2018, we had 3,315,000 stock options and 13,775,900 warrants exercisable and outstanding.