

Current Water Technologies Inc.

Management's Discussion and Analysis

June 11, 2020

Management's Discussion and Analysis ("**MD&A**") of the financial condition, results of operation and cash flows for the year ended December 31, 2019 ("**the period**") should be read in conjunction with the financial statements and accompanying notes for the same period. This discussion covers the most recently completed year and the subsequent period to June 11, 2020.

The financial statements ("**financial statements**") of Current Water Technologies Inc. ("CWTI") were approved for issuance by the Board of Directors on June 11, 2020. The financial statements were prepared using accounting policies consistent with International Financial Reporting Standards ("**IFRS**") issued by the International Accounting Standards Board ("**IASB**"). All comparisons of results for the year ended December 31, 2019 are against results for the year ended December 31, 2018. All dollar amounts refer to Canadian dollars except where otherwise stated.

Management's Discussion and Analysis contains certain forward-looking statements and information related to CWTI, which are based on the beliefs of Management as well as assumptions made by and information currently available to Current Water. These statements, which can be identified by the use of forward-looking terminology such as "anticipates," "believes," "estimates," "expects," "may," "will," "should" or the negative thereof or other variations thereon and similar expressions, as they relate to CWTI or its management, are intended to identify forward-looking statements.

The forward-looking statements relate to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued research and development and marketing of the patented and proprietary technologies of CWTI. Such statements reflect the current views of the management of CWTI with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of CWTI to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

The Company disclaims any obligation to update or revise any forward-looking statements if circumstances or management's estimates or opinions should change, except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.

Additional information relating to CWTI is available on the SEDAR web site at www.sedar.com.

Description of the business

CWTI was incorporated on February 15, 1996 under the laws of the Province of Ontario. The company provides innovative patented and proprietary technologies for: 1) the treatment of waste water and drinking water that are contaminated by metals or nutrients (e.g. arsenic, nitrate/ammonia) associated with the mining, metal processing, chemical, agricultural, municipal and waste management sectors; and, 2) the environmentally friendly recovery of nickel and other valuable metals from waste mill sulphide tailings associated with the mining sector.

In January 2018 CWTI acquired Pumprtronics Incorporated which operates as a division of the Company and functions as an integrated pump station manufacturer specializing in custom design and automation.

Together, CWTI and Pumprtronics Incorporated (“Current Water” or “the Company” or “the Corporation”) can provide increased breadth and depth of technical services and manufacturing capabilities around the world.

Overall performance

CWTI continues to focus on marketing and business development efforts during the current year via establishment of strategic alliances and non-exclusive and exclusive distributorships. The Company is currently marketing its technologies in North America, Asia, Europe, the Middle East, South America and Africa.

Selected financial information

The following table provides selected financial information, which should be read in conjunction with the financial statements and the accompanying notes of the Company.

	For the Audited Year ended December 31, 2019	For Audited Year ended December 31, 2018	Audited Year ended December 31, 2017*
Total Revenues	2,403,577	\$2,435,027	\$532,439
Net income (loss)	19,967	(\$4,791,072)	(\$1,293,089)
Net loss per share – basic and diluted	\$0.00	(\$0.03)	≈ (\$0.01)
Total assets	\$1,146,715	\$905,587	\$874,323

* Restated: see Note 20 of 2018 financial statements.

The following summary of quarterly results was prepared by management for the previous eight quarters.

	4 th Quarter Dec 31, 2019	3 rd Quarter Sep 30, 2019	2 nd Quarter June 30, 2019	1 st Quarter Mar 31, 2019	4 th Quarter Dec 31, 2018	3 rd Quarter Sept 30, 2018	2 nd Quarter June 30, 2018	1 st Quarter Mar 31, 2018
Total Revenues	\$337,297	\$662,791	\$860,833	\$542,656	121,281	672,126	976,477	\$665,143
Net income (loss)	(\$170,547)	(\$43,804)	\$134,925	\$99,393	(\$3,881,473)	(342,913)	(197,489)	(\$369,197)
Net gain (loss) per share – basic and diluted	\$0.00	≈ (\$0.01)	≈ \$0.01	≈ \$0.01	≈ (\$0.01)	≈ (\$0.01)	≈ (\$0.01)	≈ (\$0.01)

CWTI’s revenue of \$2,403,577 for the year ended December 31, 2019 was slightly less than the revenue for the year ended 2018 of \$2,435,027 due to the timing in the number of projects for both CWTI and Pumprtronics.

Project revenue for test units are normally recorded when risks and benefits of ownership are transferred, which is generally upon delivery. Receivables are normally due and payable within 30 days of delivery;

however, management, in an effort to gain strategic relationships, may enter into a payment schedule with key customers who have an on-going relationship with CWTI and its technologies.

The net gain for the year was \$19,967 or approximately \$0.00 per share in 2019, compared to a net loss of \$4,791,072, or \$0.03 per share in 2018. Direct expenses include project materials, office salaries, labour, general overhead, professional consulting, travel, and a percentage of general and administrative costs. Direct expenses decreased from \$3,122,298 in 2018 to \$1,460,320 in 2019. General and administrative expenses include marketing, research and development, and accounting and auditor fees, as well as director fees and public company expenses; these decreased from \$1,137,474 in 2018 to \$639,385 in 2019.

It was determined in the 2018 year end that the fair value of the Pumptronics intangible assets was nil and as a result, the Company recorded the difference from consideration paid and fair value of net assets acquired on acquisition, \$2,377,800, to the *Consolidated Statements of Loss and Comprehensive Loss* (page 3 of the 2018 Audited Financial Statements).

Cash flow from operations for the year ended December 31, 2019 was \$117,070, compared to negative \$1,618,344 for the same period in 2018. The expense for share-based payments for period was \$113,857 in 2019, compared to \$531,774 in 2018.

There is no certainty that the money spent by CWTI on research and development of its electrochemical water treatment technologies will result in the acquisition of large scale commercial sales. The long-term profitability of CWTI will be related in part to the success of its marketing and business development initiatives, which may be affected by a number of factors that are beyond the control of the Company. The success of the Corporation will largely depend upon the performance of its officers, consultants and employees.

Events

January 29, 2019, the Company issued a Notice of Change of Auditor. Pursuant to the *Business Corporations Act* (Ontario) appointing MNP LLP, Chartered Professional Accountants, as the Company's auditor in place and instead of BDO LLP until the close of the next annual general meeting of the Company.

January 31, 2019, the Company announced that it received a \$360,000 payment from Chemsbro Inc. ("Chemsbro") of the Kingdom of Saudi Arabia (KSA). Chemsbro is CWTI's official representative in the Middle East.

CWTI is working closely with Chemsbro to successfully launch its innovative Electro-Static Deionization (ESD) technology in the Kingdom of Saudi Arabia with the installation and commissioning of the ESD 900K unit at a site near Jeddah later this year.

February 05, 2019, the Company reported that Pumptronics received purchase orders totaling \$330,000 during the month of January 2019.

April 3, 2019, the Company announced that it will receive funding of up to \$120,000 from the National Research Council of Canada Industrial Research Assistance Program (NRC IRAP).

April 4, 2019, the Company reported that Pumptronics received new purchase orders totaling \$178,242 during the month of March 2019.

June 10, 2019, The Company reported that Pumptronics received new purchase orders totaling \$353,110 between April 1 and June 9, 2019.

June 17, 2019, The Company reported that Pumptronics received new purchase order totaling \$527,635.

October 22, 2019, The Company reported that Pumptronics received new equipment purchase orders totaling \$253,245 and income for services of \$430,194 for the period June 15 – Oct 18.

Subsequent Events

May 15, 2020 The Company announced that it closed the final tranche of the Private Placement announced March 06, 2020 and updated March 11, 2020 and April 27, 2020. The Company raised a total of \$500,000 and issued 25,000,000 common shares with a total of \$10,800 and 540,000 Share Purchase Warrants granted in finders fees.

The Company raised the capital at a price of \$0.02 per unit. Each Unit is comprised of one Common Share in the capital stock of the Company and a full share purchase warrant ("Warrant"), which is exercisable for a period of five (5) years from the date of closing. One purchase warrant entitles the holder to purchase one additional Common Share at an exercise price of \$0.05 per common share. The Private Placement was made pursuant to the grant of a 'discretionary waiver' of the TSX Venture Exchange minimum \$0.05 pricing requirement and is subject to acceptance by the TSX Venture Exchange. All securities issued pursuant to the Private Placement will be subject to a four month and one day hold period, in accordance with applicable securities laws.

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

Senior Officers' compensation

There were no long-term incentive awards made to the Chief Executive Officer or any other officer of the Corporation during the year ended December 31, 2019. None of the Chief Executive Officers, senior officers or directors of the Corporation is indebted to the Corporation. The Chief Financial Officer is entitled to receive \$1,000 quarterly. The Corporate Secretary is entitled to receive \$1,000 quarterly. \$7,000 was paid to Senior Officers in 2019 (2018-NIL).

Employment contracts

The Directors entered into a written employment agreement with Dr. Gene S. Shelp, President and Chief Executive Officer of the Corporation effective September 29, 2003 and updated on March 24, 2019. The terms of the agreement are in compliance with the requirements of the TSX Venture Exchange. The Corporation has no compensatory plan or arrangement with respect to the Chief Executive Officer that results or will result from the resignation, retirement or any other termination of employment of such officer's employment with the Corporation from a change of control of the Corporation or a change in the Chief Executive Officer's responsibilities following a change of control.

Compensation of directors

Directors of the Corporation, with the exception of the Chairman of the Board, are entitled to receive \$1,250 quarterly, as well as \$500 for each meeting or committee meeting attended in person, \$200 for each meeting attended by electronic communication, and reimbursement of expenses incurred in attending such meetings. The Chairman of the Board is entitled to receive \$5,000 quarterly in cash, as well as the attendance fees and reimbursement of expenses as described for the other directors. The by-laws of the Corporation provide that the remuneration to be paid to directors shall be determined from time to time by the Board of Directors. No fees were paid to Directors in 2019.

Insurance

The Company currently maintains a comprehensive insurance package at a cost of \$62,972 for the year ended December 31, 2019, compared to \$51,415 for the same period in 2018. The package includes Commercial General Liability and Pollution Liability with an incident and aggregate limit of \$5,000,000, a Professional Liability with a claim limit of \$2,000,000, and a Directors' and Officers' Liability Policy with a per Claim limit and Aggregate limit of \$2,000,000. The company also carries key man insurance for three executives.

Risks and uncertainties

Current Water faces a number of risk factors and uncertainties due to the nature of the water treatment technologies business in which it is engaged, the limited extent of the Company's assets and the present stage of development. The factors given below, among others, should be considered.

KEY EMPLOYEES

CWTI's future growth and its ability to develop depend on its ability to attract and retain highly qualified personnel. The Company is highly dependent on the principal members of its senior management group and the loss of their services might impede Current Water's business strategy and growth.

CONFLICTS OF INTEREST

Certain members of the Company's directors and officers serve or may agree to serve as directors or officers of other reporting companies or may have significant shareholdings in other reporting companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms.

MARKET CONDITIONS

The principal business of the Company is development and sales of 1) electrochemical wastewater and drinking water treatment technologies, and 2) hydrometallurgical metal recovery technologies. The ability to attract capital to the Company is largely dependent on the efficacy of its technologies. Relaxed enforcement of government water quality standards and regulations, or lower prices for key metals may represent the primary barriers to deployment of the Company's products. If, as a result of the inability to attract investors, financing was not available to meet cash operating costs, the feasibility of continuing operations would be evaluated and if warranted, would be discontinued. Although

market conditions cannot be predicted with certainty, the Company monitors those conditions, among other factors and issues, all of which have the potential to affect sales.

GOVERNMENT REGULATIONS

Management anticipates that some of the future demand for the Company's technologies will be generated by the enactment or enforcement of human health and environmental regulations and standards directly affecting water treatment facilities or the management of waste mill sulphide tailings associated with the mining sector. Delays in the introduction of new regulations, or decreased government enforcement action relating to existing regulations, could slow the rate of growth in demand for some of the Company's products within Canada.

COMPETITION AND TECHNOLOGICAL CHANGE

The water treatment marketplace is highly competitive. The ability of the Company to market its current array of products and to introduce new products or enhancements of existing products could require significant additional research and development expenditures. The future success of the Company depends substantially on its ability to develop new or enhanced products that achieve marketplace acceptance. While CWTI has developed unique, proprietary technologies, there is significant competition from various companies that supply long-standing water treatment systems. With respect to CWTI's hydrometallurgical system, there is currently no competition for the recovery of nickel directly from waste mill sulphide tailings, but as the technology is expanded to other applications, competition may be expected.

While there can be no assurance of the ability of CWTI to penetrate target markets and sustain a share of those markets, the Company has no knowledge of existing or upcoming technologies that would render obsolete or significantly displace our products in the near future. However, such risk exists and, if it was to materialize, would have an adverse impact on the future growth of the Company.

Although markets remain highly competitive, CWTI remains committed to meeting client needs by setting leadership standards in the design and delivery of innovative, highly efficient, cost-effective technologies for water treatment or metal recovery.

LICENSES AND PERMITS

The operations of the Company require licenses and permits from various government authorities. The Company believes that it holds all necessary licenses and permits under applicable laws and regulations and believes it is presently complying in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in various circumstances. There can be no guarantee that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to design, construct and maintain continued operations of its technologies that economically justify the cost.

PATENTS

Although a patent has a statutory presumption of validity, its issuance is not conclusive as to its validity or as to the enforceability of its claims. Moreover, the laws of certain countries may not protect proprietary rights to the same extent, as do the laws of Canada, the United States and the United Kingdom. Accordingly, there can be no assurance that the Company's patents will afford legal protection against competitors, nor can there be any assurance that the patents will not be infringed by others or that others will not obtain patents that the Company would need to license. Furthermore, successful challenges to certain of the Company's patents could materially and adversely affect its competitive and financial condition.

FOREIGN EXCHANGE RATES

Management anticipates that the Company will engage in international operations within the near term and expects to incur costs and expenses in a number of foreign currencies other than the Canadian dollar. The exchange rates covering such currencies can vary substantially. Substantial portions of our expenses will be incurred in United States dollars while our financing is conducted in Canadian dollars. Fluctuations in exchange rates between the U.S. dollar and the Canadian dollar and between the U.S. dollar and certain other currencies give rise to foreign currency exposure, either favourable or unfavourable, which may materially affect and may continue to affect our results of operations and financial condition. The Company does not hedge foreign currencies against our functional currencies.

SHARE PRICE FLUCTUATIONS

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered in the development stages, have experienced fluctuations in price which would not necessarily be related to the Company's operations and asset values. There is no assurance that fluctuation in share price will not continue to occur.

Liquidity and Capital resources

CWTI has no history of profitable operations because its technologies are at the early stage of commercialization. Therefore, the Company is subject to many risks common to comparable companies, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources, as well as a lack of revenues.

The financial statements for the year ended December 31, 2019 have been prepared on the basis of accounting principles applicable to a going concern. This assumes that CWTI will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

CWTI's ability to continue as a going concern in the short term is dependent upon its ability to obtain financing. The Company obtains financing by the issuance of share capital. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing in the near future will result in the delay or the indefinite postponement of further research and development and marketing initiatives.

CWTI's financial statements reflect management's opinion that the going concern assumption is appropriate. If the going concern assumption was not appropriate for these financial statements, then adjustments would be necessary in the carrying values of assets, liabilities, reported income and expenses, and the balance sheet classifications used.

Off-balance sheet arrangements

The Company had no off-balance sheet arrangements.

Related party transactions

Included in general and administrative expenses are fees paid to the six directors of the Company in the amount of \$NIL (2018: \$NIL). These expenses were paid in the normal course of operations and were measured at the exchange amount, which are the amounts agreed to by the related parties.

Capital management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while attempting to maximize the return to shareholders through the optimization of a reasonable debt and equity balance commensurate with current operating requirements. The capital structure consists of debt, cash and cash equivalents and shareholders' equity, excluding accumulated other comprehensive income (loss). The Company raises capital, as necessary, to meet its needs and to take advantage of perceived opportunities, and therefore does not have a numeric target for its capital structure. There were no changes to the Company's approach to capital management during the current year compared to the year ended December 31, 2018. The Company does not have any covenants respecting its capital ratios.

Financial instruments

CWTI's financial instruments predominantly consist of cash, short-term deposits, HST receivable and accounts payable. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity of prompt liquidation. As at December 31, 2019, cash and cash equivalents were \$72,264 (2018: \$97,687).

Outstanding share data

CWTI's authorized capital stock consists of an unlimited number of common shares and an unlimited number of first preferred shares. The Company has 150,629,538 common shares outstanding as at December 31, 2019. As of the date of this MD&A the Company has 175,629,536 common shares outstanding. To date the Company has not issued any first preferred shares.

WARRANTS AND OPTIONS

During the year ended December 31, 2019, the Company issued 5,200,000 stock options to employees, directors and consultants. 4,400,000 options expired during the period. The Company's stock option plan has a total of 19,907,450 options representing the maximum number of options that can be outstanding and exercisable. The Company had outstanding at December 31, 2019 and as of the date of this MD&A, 12,575,000 options to purchase common shares at an average exercise price of \$0.08.

In determining the share based payments expense for the period, the fair value of the options were estimated using a Black-Scholes option pricing model with the following weighted average assumptions used for grants as follows: dividend yield of 0%, expected volatility of 82.51% (2018 – 108% to 108.81%), risk free interest rate of 1.28% (2018:1% to 2.27%) and expected life of 10 years (2018 – 2 to 10 years) and weighted average fair value of \$0.03 (2018 - \$0.03 to \$0.20) per option. The expected volatility rate was determined based on annual volatility for the equivalent number of option's life in years preceding the grant date using weekly calculation intervals.

During the period ending December 31, 2019, the Company did not grant any warrants to investors. 3,339,000 warrants expired during the period. As at December 31, 2019, the Company had a total of 11,625,447 warrants outstanding and exercisable with a weighted average exercise price of \$0.23. As of the date of this MD&A the Company has 26,602,643 warrants outstanding with an average exercise price of \$0.05.

Accounting standards, policy changes, and critical accounting estimates

Please refer to note 1 of this financial statement for the year ended December 31, 2019 for our significant accounting policies and critical accounting estimates.

Approval

The Board of Directors and the Audit Committee of the Corporation have approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.