

Spectra Inc.

Management Discussion and Analysis

Annual and Fourth Quarter Ended December 31, 2019

(re-issued and dated April 23, 2020.)

April 23, 2020

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The following Management Discussion and Analysis is supplementary to, and should be read in conjunction with the audited financial statements for the fiscal year ended December 31, 2019. The consolidated financial statements have been prepared on the basis of International Financial Reporting Standards (“IFRS”). In this Management Discussion and Analysis all amounts, unless otherwise indicated, are expressed in Canadian dollars. This MD&A is written as of April 23, 2020

Description of Business

Spectra Inc., (the “Company”), through its wholly owned subsidiary, Spectra Products Inc., supplies products to the transportation industry. The current product line includes a visual brake stroke indicator, Brake Safe[®], that permits vehicle drivers and maintenance personnel to visually determine the brake adjustment condition of a truck, trailer or bus equipped with an air activated brake system. The Company’s electronic version of Brake Safe[®] is an air brake diagnostic system called Brake Inspector[®]. This product provides an in-cab display of air brake status and permits diagnosis of various existing and potential brake problems with the foundation brakes of trucks, trailers and buses. The Company also supplies an anti-corrosion lubricant called Termin-8r[®] to the transportation industry and Zafety Lug Lock[®] a product that prevents wheel-end lug nuts from loosening leading to wheel damage or wheel loss. The Company’s products also include Hub Alert[®] a heat sensitive label that is applied to each wheel hub of trucks, trailers, buses and off-road vehicles to provide an early warning of critical temperature threshold levels where safety and maintenance issues may be pending. The Company has secured the exclusive licensing rights to manufacture and sell the Anti-Seize Cotter Pin[™]. The Anti-Seize Cotter Pin[™] is a unique product that keeps clevis pins from seizing in slack adjusters. A seized clevis pin can cause brake binding and loss of brake force.

The Company manufactures its Brake Safe[®] and Brake Inspector[®] products utilizing sub-contract suppliers and receives the product components for select sub-assembly and packaging. The Termin-8r[®] product line is blended, packaged and shipped to the Company’s warehouse ready for shipping to customers or in the case of private label shipped direct to the customer from the packaging facility. The Company distributes Zafety Lug Lock[®] under a non-exclusive distribution arrangement and Hub Alert[®] is distributed on an exclusive basis for Canada and a non-exclusive basis for the U.S. The Company also signed an exclusive manufacturing and distribution contract on our newest wheel end safety product the Anti-Seize Cotter Pin[™].

The Company’s products are sold to the transportation industry directly to “house account” fleets; through traditional transportation distributors and truck/trailer dealerships; and to several trailer manufacturers.

Financial Instruments and Financial Risk Management

The Company utilizes its risk management strategy to limit its exposure to financial risks resulting from its manufacturing and sales activities and its use of financial instruments including market risk, credit risk and liquidity risk. The Company’s risk management policy has not changed during 2019.

Market Risk

Market risk is the risk that changes in market prices due to foreign exchange rates and interest rates will affect the Company’s income or the value of its financial instruments. The objective of market risk management is to mitigate and control exposures within acceptable parameters.

Foreign currency risk

The Company realizes a portion of its revenue and expenses in foreign currencies. Consequently, some assets, revenue and expenses are exposed to foreign exchange fluctuations. The following assets, revenue and expenses originated in United States dollars and are subject to fluctuations:

As at December 31, 2019

Net assets	\$ 107,415
Revenue	\$ 1,049,847
Expenses	\$ 0

Foreign currency sensitivity analysis

The Company is marginally exposed to foreign currency fluctuations as certain revenues and expenses derived from sales activities in the United States and China are denominated in U.S. dollars. As at December 31, 2019, the Company had USD82,627 of net current assets denominated in U.S. dollars. The Company's sensitivity to foreign currency fluctuations is such that a 10% strengthening or weakening of the U.S. dollar would result in a \$8,263 decrease or increase, respectively, to the Company's income before income taxes for the year ended December 31, 2019.

Interest rate risk

The Company is not exposed to any interest rate risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument may be unable to discharge their obligation. The Company's main source of credit risk is outstanding accounts receivable and the Company's maximum exposure to credit risk is equal to the carrying value of the financial assets. In order to prevent losses, the Company manages credit risk by assessing the credit worthiness of potential customers and regularly monitoring outstanding accounts receivable. In determining impairment of financial assets, the Company reviews all receivable balances greater than 90 days and assesses customer payment history. At December 31, 2019, three customers accounted for 68% of the Company's total trade receivables (December 31, 2018 - two, 49%):

	At Dec 31, 2019	At Dec 31, 2018
1-30 days	113,083	145,078
31-60 days	81,825	113,490
60+ days	4,310	19,824
Total trade receivables	199,218	278,392
Allowance for bad debts	0	0
Net trade receivables	199,218	278,392
Other receivables	9,385	2,360
Total receivables	208,603	280,752

For the period ended December 31, 2019, three customers accounted for 53% of the Company's revenue (December 31, 2018, three customers, 49% of revenue).

Liquidity Risk

Liquidity risk encompasses the risk that a company cannot meet its financial obligations as they become due. The Company's approach in managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking harm to the Company's reputation. The Company manages its liquidity risk by continuously monitoring its actual cash flows and its forecasted cash flows. In the event the Company's current cash and cash equivalents become insufficient to meet the anticipated need for ongoing expenses, working capital and capital expenditures, the Company will seek additional funds in the form of equity or debt to provide working capital, inventory and capital equipment necessary to implement its business plan.

Fair Value

The Company's financial assets and liabilities are classified and measured as follows:

Cash is classified as financial asset measured at fair value through profit and loss. Term deposits and accounts receivable are classified as financial assets measured at amortized cost. Accounts payable and accrued charges, loan payable, royalty debenture and preferred shares are classified as financial liabilities measured at amortized cost. Financial liabilities at amortized cost are recognized initially at fair value plus any directly attributable transaction costs and are subsequently recorded at amortized cost.

The carrying amount of cash, term deposits, accounts receivable and accounts payable and accrued charges approximates fair value due to the short-term nature of these financial instruments. The carrying value of the royalty debenture approximates fair value as the loans bear interest at a rate, which approximates market rate. The preferred shares are adjusted to fair value using the effective interest method.

Capital Disclosures

The Company's capital structure is comprised of shareholders' equity. There are no restrictions on the Company's capital. In order to maintain and adjust its capital structure, the Company may issue share capital, issue new debt and refinance existing debt.

The Company's objectives when managing capital are to ensure operation as a going concern in order to manufacture and sell its products to its customers while providing an adequate return to its shareholders and other stakeholders.

The Company meets its objectives for managing capital through preparation of detailed, annual budgets and the monitoring of financial performance. The Company reviews ongoing cash flow and monitors very closely its receivables and payables. Capital management objectives remain unchanged during 2019.

Financial Results

Selected Financial Information

The accompanying audited consolidated financial statements of the Company and all information in this report have been prepared by management and approved by the Board of Directors of the Company. The consolidated financial statements were prepared on the basis of "IFRS" and, where appropriate, reflect management's best estimates and judgments. Management is responsible for the accuracy, integrity and objectivity of the consolidated financial statements within reasonable limits of materiality. Financial and operating data elsewhere in this report are consistent with the information contained in the consolidated financial statements.

Internal Controls

To assist management in the discharge of these responsibilities, the Company maintains a system of internal controls designed to provide reasonable assurance that its assets are safeguarded, that only valid and authorized transactions are executed, and that accurate, timely and comprehensive financial information is prepared.

The Board of Directors carries out its responsibility for the financial statements in this annual and quarterly report principally through its Audit Committee. A majority of the members of the Audit Committee are independent, non-management directors and all members of the Audit Committee are appointed by the Board of Directors. The Audit Committee meets with management and, where necessary, the external auditors to discuss the results of the annual audit examinations with respect to the adequacy of internal accounting controls and to review and discuss the consolidated financial statements and financial reporting matters.

SUMMARY OF QUARTERLY RESULTS

The table below sets forth certain information for each of the eight most recent quarters, the most recent quarter being December 31, 2019.

QUARTERLY DATA

Canadian Dollars	Three month period ending:							
	31.12.19	30.09.19	30.06.19	31.03.19	31.12.18	30.09.18	30.06.18	31.03.18
Revenue	380,944	491,286	668,310	495,507	444,429	559,181	470,187	572,009
Gross Profit	217,539	277,429	368,274	282,347	259,603	323,988	270,507	334,385
Gain (loss) on extinguishment of debt			(9,759)					
SG&A expenses	255,603	140,601	153,486	161,782	134,058	168,939	168,429	174,625
Debt value adjustment			(7,886)	(9,028)	(9,983)	(9,984)	(9,983)	(9,984)
Income taxes	508,407							
Income (loss) for the period	437,098	136,828	192,662	106,287	108,436	145,065	92,095	149,776
Income (loss) per share								
basic	0.01	0.00	0.00	0.00	0.00	0.00	0.00	0.00
diluted	0.01	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Results of Operations

Revenue:

Three months ended December 31, 2019

Revenue for the three months ended December 31, 2019 decreased by 14 percent to \$380,944 compared to revenue of \$444,429 for the three-month period ended December 31, 2018.

Year ended December 31, 2019

Revenue for the year ended December 31, 2019 decreased by 0.5% to \$2,036,047 compared to revenue of \$2,045,806 for the year ended December 31, 2018.

Gross Profit

Three months ended December 31, 2019

Gross profit decreased by 16% for the three months ended December 31, 2019 to \$217,539 or 57 percent of revenue from a comparable \$259,603 or 58 percent of revenue for the three months ended December 31, 2018.

Year ended December 31, 2019

Gross profit for the year ended December 31, 2019 decreased by \$42,894 to \$1,145,589 or 56 percent of revenue from a comparable \$1,188,483 or 58 percent of revenue for the year ended December 31, 2018.

Expenses:

Three months ended December 31, 2019

The Company has elected to present its statement of earnings utilizing a functional basis of classification in accordance with IAS 1. Under the functional classification of presentation, the expenses are classified based on their functions within the Company under specific headings.

Selling costs

Selling costs are comprised of the following categories:

- Commissions
- Travel and courier
- Trade shows
- Advertising and promotion

For the quarter ended December 31, 2019, selling costs were \$48,165, \$12,836 higher than the comparable costs of \$35,329 for the quarter ended December 31, 2018.

Administrative costs

Administrative costs are comprised of the following categories:

- Management fees and salaries
- Professional fees
- Insurance
- Premises cost
- Interest and bank charges
- Office and general
- Stock based compensation

For the quarter ended December 31, 2019, administrative costs were \$207,438, \$108,710 higher than the comparable costs of \$98,728 for the quarter ended December 31, 2018. The increase was due to legal fees and other costs re the amalgamation of the Company with its wholly-owned subsidiary and to stock-based compensation of \$88,160.

Finance costs

Finance costs are comprised of the following categories:

- Debenture royalty
- Interest on long-term debt
- Accretion of discount on debt
- Amortization of financing costs

For the quarter ended December 31, 2019, finance costs were \$7,163, \$9,946 lower than the comparable costs of \$17,109 for the quarter ended December 31, 2018.

Year ended December 31, 2019

The Company has elected to present its statement of earnings utilizing a functional basis of classification in accordance with IAS 1. Under the functional classification of presentation, the expenses are classified based on their functions within the Company under specific headings.

Selling costs

Selling costs are comprised of the following categories:

- Commissions
- Travel and courier
- Trade shows
- Advertising and promotion

For the year ended December 31, 2019, selling costs were \$173,152, \$13,055 higher than the comparable costs of \$160,097 for the year ended December 31, 2018.

Administrative costs

Administrative costs are comprised of the following categories:

- Management fees and salaries
- Professional fees
- Insurance
- Premises cost
- Interest and bank charges
- Office and general
- Stock based compensation

For the year ended December 31, 2019, administrative costs were \$538,320, \$76,240 higher than the comparable costs of \$462,080 for the year ended December 31, 2018. The increase was due to legal fees and other costs re the amalgamation of the Company with its wholly-owned subsidiary and to stock-based compensation of \$88,160, offset by reductions in management fees and premises costs.

Finance costs

Finance costs are comprised of the following categories:

- Debenture royalty
- Interest on long-term debt
- Accretion of discount on debt
- Amortization of financing costs

For the year ended December 31, 2019, finance costs were \$33,078, \$37,856 lower than the comparable costs of \$70,934 for the year ended December 31, 2018.

Net income**Three months ended December 31, 2019**

The net income before taxes for the three months ended December 31, 2019 was \$437,098 or \$0.01 per share basic and fully diluted compared to net income of \$108,436 or \$0.00 per share basic and fully diluted for the three months ended December 31, 2018.

Net income for the three months ended December 31, 2019 included a recovery of income taxes (deferred) in the amount of \$508,407. There was no comparable amount in the three months ended December 31, 2018.

Year ended December 31, 2019

The net income for the year ended December 31, 2019 was \$872,875 or \$0.01 per share basic and fully diluted compared to net income of \$495,372 or \$0.00 per share basic and fully diluted for the year ended December 31, 2018.

Net income for the year ended December 31, 2019 included a recovery of income taxes (deferred) in the amount of \$508,407. There was no comparable amount in the year ended December 31, 2018.

Statement of Financial Position:**Total Assets**

Total assets as at December 31, 2019 were \$1,432,222, an increase of 92 percent from \$747,183, as at December 31, 2018. The main reason for the increase was the recognition of the Deferred Tax Asset in the amount of \$508,407.

Total Liabilities

Total liabilities as at December 31, 2019 were \$370,683, a decrease of 66 percent from \$1,097,845 as at December 31, 2018 due to the repayment of the Royalty Debenture and the Preferred Shares.

Liquidity and Cash Flow**Year ended December 31, 2019**

During the year ended December 31, 2019, the operating activities of the Company provided \$584,310 in net cash compared to a net cash contribution from operating activities of \$493,143 during the same period in 2018. In 2019 non-cash items contributed \$157,809 for the period compared to \$70,934 for the year ended December 31, 2018.

In the year ended December 31, 2019, an issuance of common shares and warrants from treasury realized \$760,131, \$350,000 of preferred shares were repurchased for cancellation, a \$652,065 royalty debenture was repaid, and a non-controlling interest was acquired for \$300,000.

Also in the year ended December 31, 2019, \$14,000 of equipment was acquired.

These resulted in a net increase in cash resources of \$7,875 and a cash resources balance at the end of the year of \$130,829. During the equivalent period in 2018, the Company showed a net increase in cash resources of \$68,143 and a cash resources balance of \$122,954 at the end of the year.

As well as the cash resources the Company had invested at both December 31, 2019 and 2018, \$175,000 in term deposits, resulting in short term cash and term deposits of \$305,829 at December 31, 2019, compared to an equivalent amount of \$297,954 at December 31, 2018.

Related Party Transactions

During the year ended December 31, 2019, management fees and salaries totaling \$255,343 were paid to executives who were directors and/or shareholders or to companies controlled by them. This included \$66,120 of stock-based compensation.

During the year ended December 31, 2019, the Company repaid the Royalty Debenture of \$652,065 owing to a company controlled by a director and redeemed \$350,000 of Preferred Shares also owned by that company. The Company also acquired from a company controlled by a director, 1,315 shares in the Company's subsidiary, Spectra Products Inc.

Off Balance Sheet Arrangements

As at December 31, 2019, the Company does not have any material off balance sheet arrangements.

Disclosure Controls and Procedures

The Directors and the President of the Company have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the fourth quarter of 2019 and they have concluded that such disclosure controls and procedures are adequate and effective and are subject to regular review and update.

Segmented information

The Company operates in only one business segment and therefore does not report financial results on a segmented basis.

Outstanding Share Data

The Company's authorized share capital consists of an unlimited number of common shares; an unlimited amount of first, second, third and fourth preferred shares and 540,000 second preferred shares, Series 1.

On June 28, 2019, the Company completed a private placement of 16,600,000 common shares at \$0.05 per share for gross proceeds of \$830,000. Share issuance cost totaled \$69,869, with net proceeds of \$760,131. Attached to each share is a half of a warrant with a whole warrant allowing the purchase of a common shares from treasury at a price of \$0.075 per share. The warrants were valued at \$136,120 and expire on December 28, 2020.

As at December 31, 2019, there were 77,109,971 outstanding common shares. As at December 31, 2019, the following is a description of the outstanding equity securities and convertible securities previously issued by the Company.

Designation of security	Number outstanding.	If convertible, exercisable or exchangeable for common shares, maximum number of common shares issuable.
Common shares	77,109,971	77,109,971
Stock options issued as at December 31, 2018	0	0
Stock options issued from January 1, 2019 to December 31, 2019	1,600,000	1,600,000
Stock warrants issued as at December 31, 2018	0	0
Stock warrants from January 1, 2019 to December 31, 2019	8,300,000	8,300,000
Total (maximum number of shares – fully diluted)	87,009,971	87,009,971

Share Options

The Company has a stock option plan that permits the grant of options to directors, officers, employees and consultants. The plan provides for the grant of a maximum number of options equal to ten percent of the issued and outstanding common shares, with a maximum term of five years, fully vesting at the date of grant. The fair value of stock-based compensation is determined using the Black-Scholes option-pricing model. Compensation expense is recognized over the stock option vesting period with a corresponding charge to contributed surplus.

	Options Granted	Weighted Exercise Price	Grant Date Weighted Price
Balance December 31, 2018	0	0.00	0.000
Granted	1,600,000	0.05	0.000
Expired during the period	0	0.00	0.000
Balance December 31, 2019	1,600,000	0.00	0.000

As at December 31, 2019, there were 1,600,000 outstanding options to acquire common shares (nil at the end of fiscal 2018).

Warrants

On June 28, 2019, the Company completed a private placement of 16,600,000 common shares. Attached to each share is a half-warrant with a whole warrant allowing the purchase of a common shares from treasury at a price of \$0.075 per share. The warrants were valued at \$136,120 and expire on December 28, 2020.

	Warrants Granted
Balance December 31, 2018	0
Granted	8,300,000
Expired during the period	0
Balance December 31, 2019	8,300,000

As at December 31, 2019, there were 8,300,000 outstanding warrants to acquire 8,300,000 common shares (nil at the end of fiscal 2018).

DIVIDEND POLICY

The Company does not currently have a policy of declaring or paying dividends on its common shares and preference shares. The Company intends to retain future earnings for use in its business and does not anticipate paying dividends in the foreseeable future.

OUTLOOK

The Company continues to focus its efforts on expanding the present market for its products while introducing those products into new markets as well as seeking out new products to complement our current wheel end safety offerings.

The Company's Signature Brake Safe[®] product is well established in the Canadian market and is gaining sales momentum in the lucrative American market. The Commercial Vehicle Safety Alliance [CVSA] is a nonprofit association comprised of local, state, provincial, territorial and federal commercial motor vehicle safety officials and industry representatives. The CVSA holds brake-focused enforcement events throughout the year to identify and remove commercial vehicles with dangerous brake issues from the roadways. Brakes out of adjustment continue to be the number one out service violation in North America as evidenced last year during International Roadcheck and Operation Air Brake.

A program has been developed to educate companies of these enforcement changes and the resulting increased intervention by regulatory agencies in order to capitalize on sales opportunities for Brake Safe.

The Company's Termin-8R[®] product continues to receive strong industry acceptance with a corresponding growth in sales to the transportation segment. The private label arrangement made for a leading supplier to the commercial transport industry is proving to be an excellent performer.

The Company will continue to form strategic distribution alliances in the United States to accelerate its wheel end safety product sales outside the Canadian marketplace.

The Company may seek sufficient additional funds to provide working capital, inventory and capital equipment as needs arise, but at the moment, cash flow from operations is sufficient to support current needs.

FORWARD LOOKING STATEMENTS

The preceding MD&A provides a summary of the audited financial information of the Company contained therein. This discussion contains forward-looking statements that involve certain risks and uncertainties, which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of marketing and sales activities; fluctuations in the value of Canadian dollars relative to other currencies; changes in labor costs or other costs of production including raw materials; delays in financing activities. 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 statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.