

**BRAILLE ENERGY SYSTEMS INC.**

**(formerly Mincom Capital Inc.)**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three and nine month periods ended June 30, 2019

## **BRILLE ENERGY SYSTEMS INC.**

**(formerly Mincom Capital Inc.)**

### **MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTH PERIODS ENDED JUNE 30, 2019**

The following Management Discussion and Analysis (“MD&A”) reviews the operating results, financial condition and future prospects of Braille Energy Systems Inc. (formerly Mincom Capital Inc.), (“BESI” or the “Company”), current as of August 26, 2019. It should be read in conjunction with the Company’s interim unaudited condensed consolidated financial statements and notes thereto for the three and nine month periods ended June 30, 2019, and the audited financial statements and notes thereto for the year ended September 30, 2018, which were prepared in accordance with International Financial Reporting Standards (“IFRS”). The reporting currency is in Canadian dollars. All currency amounts herein are expressed in Canadian Dollars unless otherwise indicated.

This MD&A contains or may refer to certain statements that may be deemed “forward-looking statements”. Forward-looking statements include estimates and statements that describe the Company’s future development plans, objectives or goals, including words to the effect that the Company expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as “anticipates”, “believes”, “could”, “estimates”, “predict”, “seek”, “potential”, “continue”, “intend”, “plan”, “expects”, “may”, “shall”, “will”, or “would” and similar expressions. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Forward-looking statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices for lithium ion batteries, AGM batteries ; supply of inventory; new opportunities; continued availability of capital and financing; general economic, market or business conditions, foreign currency exchange rate; and litigation, legislative, environmental or other judicial, regulatory, political and competitive developments. These and other factors should be considered carefully and readers should not place undue reliance on the Company’s forward-looking statements. BESI does not undertake to update any forward-looking statement that may be made from time to time by Management or on its behalf, except in accordance with applicable public disclosure rules and regulations.

#### **Nature of Business**

BESI was incorporated on May 24, 2011 as Mincom Capital Inc., under the Canada Business Corporations Act. The Company was a Capital Pool Company (“CPC”), as defined in Policy 2.4 of the TSX-V Corporate Finance Manual (“Policy 2.4”) from incorporation to May 9, 2014, following the issuance of the TSX Venture Exchange’s Final Bulletin approving the Company’s acquisition of the Romer property, in Québec, as its Qualifying Transaction (“QT”). Subsequent to the completion of the QT in accordance with Policy 2.4, BESI commenced operations as a Tier 2 mining issuer.

On June 21, 2018, and pursuant to the Final Bulletin issued by the Exchange dated July 25, 2018, the Company closed the acquisition and change of business transaction (Note 4 to the annual audited consolidated financial statements for the year ended September 30, 2018), whereby it acquired an 89.95% ownership interest in Braille Holdings Inc. (“Braille Holdings”). Braille Holdings is a holding company that wholly owns a 100% equity interest in Braille Battery Inc. (“Braille Battery”). Braille Battery is a battery-manufacturing and energy storage company supplying batteries to the professional motor sports industry and has developed a line of lightweight high powered battery systems for the transportation market.

Braille Holdings was incorporated on May 6, 2010, under the laws of the State of Florida. Braille Battery was incorporated on January 1, 2009, under the laws of the State of Florida. The principal place of business for both entities is located at 6935 15<sup>th</sup> Street East, Building 115, Sarasota, FL 34243.

Following the close of BESI’s acquisition of its interest in Braille Holdings, the Company subsequently changed its name from Mincom Capital Inc. to Braille Energy Systems Inc. and is now a Tier 2 Technology Issuer and the majority shareholder of Braille Holdings. Braille Holdings is a holding

company and does not carry on business other than to hold all the issued and outstanding shares of Braille Battery.

The principal business of BESI is now Braille Battery's battery-manufacturing and energy storage operations. BESI's future development plans includes to expand its market penetration into a wider range of market segments that require light weight, high-performing energy solutions, using scientifically advanced materials.

The head office of the Company is located at 945 Princess St., Box 117, Kingston, Ontario, K7L 0E9.

## **Corporate Development Highlights**

### Equity Financing- Subscription of Seed Shares

In May and August 2011, the Company's directors and officers subscribed for an aggregate of 4,700,000 common shares (the "Seed Shares") at \$0.05 per share for gross proceeds of \$235,000. The shares were deposited in escrow pursuant to the terms of an escrow agreement and will be released from escrow in stages over a period of up to three years after the Final Exchange Bulletin issued by the TSX-V on May 9, 2014.

### Initial Public Offering

On February 6, 2012, the Company closed its initial public offering ("IPO") raising gross proceeds of \$793,300. The IPO was comprised of 7,933,000 common shares at a price of \$0.10 per share. In connection with the financing, the Company paid cash finders' fees totalling \$79,330 and issued, as additional consideration, 793,300 non-transferable warrants which entitled the holder to acquire the same number of common shares of the Company at a price of \$0.10, until February 6, 2014. A syndicate of agents led by Jones, Gable & Company Limited acted as agents for Mincom. The Company filed the final prospectus for the IPO on November 8, 2011.

The purpose of the offering was to provide the Company with funds with which to identify and evaluate businesses or assets with a view to completing a QT.

### Mincom Shares Begin Trading

On February 10, 2012, the common shares of Mincom began trading on the TSX-V under the ticker symbol "MOI.P".

### Private Placement Raising \$234,745 Closed

On June 11, 2012, the Company announced that it had completed a non-brokered private placement for gross proceeds of \$234,745. The private placement was comprised of 1,564,967 common shares issued at a price of \$0.15 per share.

Mincom paid a cash commission of \$13,180 in relation to the financing. All securities issued in the private placement were subject to a four month hold period which expired on October 9, 2012.

### Mincom Announces Agreement for Qualifying Transaction- Group NanoXplore Inc. ("NanoXplore")

On April 10, 2013, the Company announced that it signed a Letter of Intent ("LOI") with NanoXplore pursuant to which Mincom was to acquire all of the issued and outstanding shares of NanoXplore.

Mincom intended for the proposed acquisition of NanoXplore to constitute the Company's QT in accordance with Policy 2.4. Mincom and NanoXplore were dealing at arm's length and accordingly, the proposed QT was not a "Non-Arm's Length Qualifying Transaction" within the meaning of Policy 2.4. Upon completion of the Qualifying Transaction, it was expected that Mincom would be listed on the Exchange as a Tier 2 issuer.

NanoXplore is a Montreal-based nanomaterials research and development services company specializing in graphene, advanced graphene materials and carbon nanotube technologies, including

R&D for the production of graphene coatings for consumer electronics, security and graphene-based RF packaging applications. NanoXplore works on a contractual basis with manufacturers in cooperation with its academic partners. NanoXplore is incorporated under the Business Corporations Act (Québec).

#### Mincom Terminates LOI with Group NanoXplore Inc.

On August 13, 2013, the Company announced the termination of the LOI signed with NanoXplore. The termination of the LOI followed confirmation from the TSX-V on August 1, 2013, that the resulting issuer, pursuant to the proposed QT, did not have sufficient "history of operations and validity of business" required to satisfy the TSX-V's minimum initial listing requirements.

#### Mincom Announces Agreement for Qualifying Transaction- Romer Property

On September 27, 2013, Mincom announced that it had signed into a letter agreement (the "Agreement") with Focus Graphite, pursuant to which Mincom was to acquire from Focus Graphite all of its rights, title and interest in a series of 149 contiguous and 2 isolated map-designated mining claims located in the Labrador Trough sector of Nunavik, Northern Québec, and collectively referred to as the Romer base and precious metals (Cu-Zn-Ni-Au-PGE) Property (the "Property"). Following the announcement, trading of the common shares of Mincom was halted by the Exchange and remained halted in accordance with Exchange policies until all required documentation with respect to the QT had been received and the Exchange was satisfied that the halt should be lifted and trading resumed on May 9, 2014.

It was intended that the acquisition of the Property would constitute Mincom's QT in accordance with Policy 2.4. Mincom and Focus Graphite were not dealing at arm's length given that Gary Economo, Jeffrey York, Marc-André Bernier and Chester Burt (the "Non-Arm's Length Parties") are also directors of Focus Graphite. Accordingly, the QT was a "Non-Arm's Length Qualifying Transaction" within the meaning of Policy 2.4. The Non-Arm's Length Parties did not participate in the deliberations of the board of directors of the Company in connection with the proposed transaction. The Agreement was unanimously approved by the independent directors of the Company and the letter of intent was signed on September 27, 2013.

The completion of the QT required a majority of the minority shareholder approval which was obtained on April 24, 2014, at a special meeting of shareholders of Mincom called for this purpose. Upon completion of the QT, it was expected that Mincom would be listed on the Exchange as a Tier 2 mining issuer.

Mr. Réjean Girard, P. Geo (Québec), President of IOS Services Geoscientifiques ("IOS") of Saguenay, Québec, a qualified person within the meaning of National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"), was mandated to prepare a NI 43-101 compliant technical report on the Property. For details on the Romer property, please refer to 'Exploration Activities' section of the management's discussion and analysis.

#### Terms and Conditions of the Agreement with Focus Graphite

The transaction was subject to Exchange and shareholder approval, and to other standard closing conditions, including satisfactory due diligence review of the Property by Mincom, and the completion of a financing (the "Offering") on terms satisfactory to Mincom, in its sole discretion, as necessary in order to meet the minimum listing requirements of the Exchange. For details on the Offering, refer to the "Closing of the QT".

The purchase price agreed to by Mincom and Focus Graphite for the purchase of the Project was \$1,000,000 as determined following an independent valuation prepared at the request of the Company. The consideration was paid as follows: (i) CAN\$250,000 paid in cash and; (ii) 2,500,000 common shares of Mincom, representing a deemed value of \$0.30 per share.

### Mincom Announced the Closing of QT and Concurrent Private Placement

On May 8, 2014, the Company completed its QT with Focus Graphite and the private placement Offering raising gross proceeds of \$184,700. The Offering consisted of the sale and issuance of 615,665 common shares at a price of \$0.30 per common share. The Offering closed concurrently with and was conditional on the completion of the QT. The QT was also conditional on the closing of the Offering. The Offering was not conducted through an intermediary. Mincom paid a cash commission of \$11,970 in relation to the private placement and issued 39,900 non-transferable share purchase warrants exercisable at a price of \$0.30 per share until May 8, 2015.

Mr. Gary Economo, the President and CEO of Mincom, and family members of a Director participated in the Offering by purchasing 293,333 common shares, which constitutes a related party transaction pursuant to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company relied on Section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as the fair market value of the transaction with Mr. Economo did not exceed 25% of the Company's market capitalization.

All securities issued in connection with the closing of the QT and the Offering were subject to a regulatory four (4) month hold period which expired on September 9, 2014. Following Exchange requirements, a total of 2,793,333 common shares issued pursuant to the QT and the private placement were escrowed.

### Final Exchange Bulletin Issued

On May 9, 2014, following the Company announcing the closing of its QT with Focus Graphite and its Offering raising gross proceeds of \$184,699.50, the TSX-V issued its final bulletin announcing it accepted for filing the Company's QT described in its Management Information Circular dated February 25, 2014. Further to the TSX-V Bulletin, the securities of the Resulting Issuer resumed trading on the TSX-V on May 12, 2014, under the trade symbol "MOI".

### Mincom Announced the Closing of a Private Placement

On August 5, 2014, the Company announced the closing of a non-brokered private placement raising gross proceeds of \$100,000 following the issuance of 625,000 units priced at \$0.16 per Unit. Each Unit consisted of one common share and one-half of a common share purchase warrant. Each whole warrant entitles the holder to acquire one (1) additional common share of the Company at a price of \$0.50 until August 1, 2016. La *Société d'investissement dans la diversification de l'exploration* ("SIDEX") was the sole participant of the financing under its "Field Action 2014" program. The mission of SIDEX is to invest in companies engaged in mineral exploration in Québec in order to diversify Québec's mineral base and open new territories. Field Action 2014 is a new \$3-Million financing program recently launched by SIDEX to encourage junior mineral exploration companies to pursue field work in Québec, hire young professionals, employ service companies, and make new discoveries in 2014.

The securities issued under the Offering were subject to a four month hold period ending on December 2, 2014. The proceeds from the Offering were used to advance Mincom's Romer exploration project in Québec.

### Expiry of Stock Options

On May 8, 2015, 234,849 stock options with an exercise price of \$0.10 expired.

### Mincom Announces Intent to Acquire Braille Holdings Inc. as an Entry Point to the Lucrative Energy Storage Space With Next Generation Graphene Based Lithium Battery Technologies

On October 18, 2016, the Company announced it entered into a non-binding letter of intent with Grafoid Inc. ("Grafoid") to acquire Grafoid's 75% interest in Braille Holdings Inc. ("Braille"), of Sarasota, Florida, which owns Braille Battery.

Braille Battery, acquired by Grafoid in September 2014, is a global leader in the development, production and sales of ultra lightweight, high performance Lithium-Ion high performance batteries and the supplier of the world's first environmentally sustainable AGM carbon fiber batteries for IndyCar, NASCAR, Formula 1 racing cars, motorcycles and batteries for the marine industry.

The proposed purchase price is US \$2,000,000, of which US \$1,000,000 will be paid in cash and US \$1,000,000 will be paid in shares issued to Grafoid from the treasury of Mincom. The acquisition is subject to the normal transaction documents expected in an acquisition of this nature.

In conjunction with the acquisition, Mincom proposes to raise, subject to the TSX Venture Exchange ("TSXV") acceptance, up to US \$3,000,000 by way of private placement of units of Mincom at a price of US \$0.10 per unit (the "Offering"). Each unit will be comprised of 1 common share of Mincom and 1 warrant. Each warrant shall be exercisable into 1 common share at a price of CAD \$0.18 for a period of 4 years from the closing date of the Offering. Notwithstanding the foregoing, if at any time after four (4) months and one (1) day following the Closing, the trading price of the Common Shares on the TSX Venture Exchange is equal to or exceeds \$0.30 for 10 consecutive trading days, as evidenced by the price at the close of market, Mincom shall be entitled to notify the holders of Warrants of its intention to force the exercise of the Warrants. Upon receipt of such notice, the holders of Warrants shall have 30 days to exercise the Warrants, failing which the Warrants will automatically expire.

The proceeds will be used to cover the consideration of the transaction with Grafoid and working capital.

Braille Battery Inc. is a Sarasota, Florida-based battery manufacturing and energy storage solutions company and the pioneer of a complete line of lightweight high powered battery systems for the transportation market.

Braille developed the world's first commercially available automotive lithium starting battery and has grown to become the highest volume producer of automotive lithium starting batteries. The company retains international patent protection on over 20 unique battery improvements. Some have achieved market success while others have been applied in non-consumer applications.

Its technological achievements include battery containment using composite technologies; thermal management, high amperage solutions, high vibration designs, novel battery chemistries, battery controls and dual use chemistries.

Braille's ISO compliant manufacturing facility houses management offices, design and engineering, research and development, manufacturing, logistics and fulfillment. Braille is an FDA manufacturer and is GSA / CCR registered.

Braille's achievements include numerous firsts in the industry, among them: Development of the first carbon fiber battery; first Lithium-Ion automotive original equipment starting battery; first carbon Li-Ion battery; first European Community RoHS environmentally approved automotive battery; first lithium battery to win a Formula 1 Championship; first lithium battery to win Daytona 500, NASCAR and Le Mans Championships, and; the first Lithium Iron Phosphate energy storage solution for the U.S. defense industry.

#### Mincom - Update Regarding Reverse Takeover/Change of Business Transaction

On March 14, 2017, the Company announced it has entered into a non-arm's length agreement to purchase all of issued and outstanding shares of Braille Holdings Inc. held by Grafoid Inc (the "Proposed Transaction") as previously announced on October 18, 2016. The Proposed Transaction will constitute a change of business under the policies of the TSX Venture Exchange (the "Exchange").

Mincom, Braille Holdings Inc. ("BHI"), Braille Battery Inc. ("Braille Battery"), and Grafoid Inc. (the "Vendor") entered into a share purchase agreement dated the 8<sup>th</sup> day of March, 2017 (the "Share Purchase Agreement") whereby the Vendor agreed to sell, and Mincom agreed to purchase, such issued and outstanding shares of BHI held by the Vendor, being 75% of all the issued and outstanding shares of BHI (the "Purchased Shares"). The Purchase Price for the Purchased Shares is Two Million

Dollars (US\$2,000,000) of which One Million Dollars (US\$1,000,000) will be paid in cash and One Million Dollars (US\$1,000,000) will be paid by the issuance of 10,000,000 Common Shares to the Vendor from the treasury of Mincom at the Closing as disclosed above.

#### History of Target and Financial Information

BHI is a corporation organized under the laws of the State of Florida on May 5, 2010. Its principal place of business is located at 6935 15th Street East, Building 115, Sarasota, FL 34243. Braille Battery is a corporation organized under the laws of the State of Florida filed on March 18, 2010, effective January 1, 2009. Its principal place of business is located at 6935 15th Street East, Building 115, Sarasota, FL 34243.

Braille Battery is a wholly owned subsidiary of BHI. Braille Battery has no subsidiaries. BHI is a holding company and does not carry on business other than to hold all the issued and outstanding shares of Braille Battery. Braille Battery is an operating company and carries on the business of a battery assembler and retailer.

The resulting issuer will be called Braille Energy Systems Inc. and will be involved in the clean technology sector.

Based on audited consolidated financial statements for the year ending September 30, 2016, Braille Holdings and Braille Battery generated revenues of \$2,320,636 and a net loss before taxes of \$786,403. As at September 30, 2016, Braille had total assets of \$708,425 and total liabilities of \$4,248,075 and shareholders' deficit in the amount of \$3,539,650.

#### Non-Arm's Length Transaction

Mincom, BHI, Braille Battery, and the Vendor share common management. Focus Graphite Inc., a public company listed on the Exchange holds 13.88% of the Common Shares of Mincom and 18.17% of the Common Shares of the Vendor. The related parties and their position within each party to the Proposed Transaction are set out below:

Name	Position with				
	Mincom	Vendor	BHI	Braille Battery	Focus Graphite Inc.
Gary Economo	Director, President & CEO	Director, CEO	Director, President	Director, President	Director, President & CEO
Lindsay Weatherdon	Director	Director	N/A	N/A	
Jeffrey York	Director, Chairman of the Board	Director, Chairman of the Board	N/A	N/A	Director, Chairman of the Board
Chester Burt	Director	N/A			Director
Marc-Andre Bernier	Director	N/A			Director
Judith Mazvihwa-MacLean	CFO	CFO	CFO	CFO	CFO

The Proposed Transaction does not constitute an arm's length transaction and will be subject to shareholder approval. The date of the shareholders' meeting has not been set.

The Corporation will seek to rely on an exemption from the valuation requirements set out in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*. The securities of the Corporation are not inter-listed on other stock markets.

#### Directors and Management of the Resulting Issuer

##### ***Gary Economo - President and Chief Executive Officer, Director, Age 60***

Mr. Economo has a distinguished business leadership career, serving as CEO for a number of public and private high-technology companies during the last 20 years. A former President and CEO of Dynasty Components Inc., Mr. Economo enjoys a long history of graphite marketing and sales for high-tech applications. Over the span of his business career, Mr. Economo provided strategic consulting and representation services to technology companies in North America and Asia. In particular, he has a track record of success and expertise in building shareholder value when tasked with bringing discovery companies to market.

##### ***Lindsay Weatherdon - Director and Chairman of the Board, Age 56***

Mr. Weatherdon is the President and owner of Premcorp Sales & Marketing operating as "Concord National, Ontario Division" as well as Mitchell-Kennedy operating as "Concord National, Quebec Division". Concord National is a Canadian-based consumer and packaged goods sales and marketing agency. He has held this position since 2002. In addition, Mr. Weatherdon is a shareholder, through his personal holding company, Thombeth Holdings, of Luxell Technologies. In September 2011, Mr. Weatherdon became a director of Luxell Technologies.

##### ***Judith Mazvihwa -MacLean- Chief Financial Officer, Director, Age 45***

An Ottawa-based geologist and accountant, Ms. Mazvihwa-MacLean has more than 16 years of experience in mineral exploration, mining, management, and corporate finance. She is also the Chief Financial Officer at Focus Graphite. Prior to joining Focus Graphite, Ms. Mazvihwa-MacLean was the CFO for Golden Harp Resources Ltd., Logan Resources Ltd., and Acme Resources Ltd. (formerly, International KRL Resources Corp.) and also served as a member of the Board for both Logan Resources Ltd. and Acme Resources Ltd. Ms. Mazvihwa-MacLean holds a B.Sc. (Geology) from the University of Zimbabwe, a M.Sc. from Brunel University in England and earned her MBA at Simon Fraser University in British Columbia. Ms. Mazvihwa-MacLean was accredited a Certified Management Accountant by the Certified Management Accountants Society of British Columbia.

##### ***Jeffrey York - Director, Age 56***

Mr. York is currently Chief Executive Officer of Farm Boy Inc. He worked three years for Ward Mallette Chartered Accountants and twenty years for Giant Tiger Stores which grew from a regional discount retail chain into a national company and of which he was President for 10 years. Mr. York has been a member of Young Presidents Organization since 2002. Mr. York graduated with an economics degree from Princeton University in 1986 and obtained his Chartered Accountant designation in 1989.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of BESI should be considered highly speculative. The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

On August 1, 2017, the Company provided an update with respect to its transaction to purchase all of issued and outstanding shares of Braille Holdings held by Grafoid, as previously announced on October 18, 2016, and March 14, 2017.

On August 29, 2017, the Company announced it has received conditional acceptance of its reverse takeover transaction previously announced on October 18, 2016, from the Exchange.

#### Update Regarding Share Purchase Agreement

Terms of the Purchase Price has been updated since the March 8, 2017, news release. The Purchase Price for the Purchased Shares remains Two Million Dollars (US\$2,000,000) of which One Million Dollars (US\$1,000,000) will be paid in cash and One Million Dollars (US\$1,000,000) will be paid by the issuance of 10,000,000 Common Shares to the Vendor from the treasury of Mincom at the Closing. The cash portion of the Purchase Price will be paid as follows: (a) US\$500,000 will be paid in cash on the Completion of the Transaction; and (b) US\$500,000 will be paid by way of interest-free note, payable by January 1, 2019.

#### Update Regarding Proposed Directors of Resulting Issuer

Mincom announced that at the meeting of shareholders to be held to approve the Transaction, James J. Greenberger will be put forward as a candidate for election to the board of directors of the Resulting Issuer on Completion of the Transaction. His biography is set out below:

#### ***James J. Greenberger – Director, Age 60***

Mr. Greenberger has been the Executive Director of the National Alliance for Advanced Technology Batteries (NAATBatt) since August 2008. NAATBatt is a not-for-profit trade association of companies involved in the manufacture of large format advanced batteries for automotive and grid-connected energy storage applications. Mr. Greenberger cofounded the predecessor of NAATBatt in 2008. Prior to leading NAATBatt, Mr. Greenberger practised law for more than 25 years, most recently as a partner at Reed Smith LLP in Chicago, where he led its cleantech practice group. Mr. Greenberger's law practice focused on mergers and acquisitions, private equity and venture capital transactions. He has represented some of the leading private equity and venture capital firms in the country and published several articles on private equity transactions and structures. Mr. Greenberger is the principal of Private Equity Law Advisors, a private law practice in Chicago. He has held this position since October 2009.

Mr. Greenberger served on the Board of Directors of the Association for Corporate Growth-Chicago; he is a past chair of the Commercial Finance & Transactions Committee of the Chicago Bar Association; and he sat on the governing board of the Kentucky-Argonne Battery Manufacturing Center.

Mr. Greenberger is a member of the American Bar Association. He is a graduate of Haverford College and the University of Michigan Law School.

#### Mincom's Update on Expected Closing of Reverse Takeover Transaction

On December 6, 2017, the Company announced that it received consent from the TSX Venture Exchange to extend the deadline for the closing of the previously announced reverse takeover transaction (set out in Exchange's conditional acceptance letter of August 24, 2017).

On closing of the reverse takeover transaction, Mincom will acquire all the shares of Braille held by Grafoid representing 75% of the issued and outstanding shares of Braille.

Mincom received the required shareholder approval for the reverse takeover transaction at the Corporation's annual and special meeting held on October 5, 2017.

#### Mincom Update on Expected Closing of Reverse Takeover Transaction & FAA Settlement

On June 8, 2018, the Company announced it received consent of the Exchange to extend the deadline for the closing of the previously announced reverse takeover transaction with Braille Holdings and

Grafoid set out in Exchange's conditional acceptance letter of August 24, 2017. The Exchange has consented to extend the deadline to close until June 22, 2018.

Mincom and Braille Holdings also provided the following updates:

- Braille Battery entered a settlement with the Federal Aviation Administration (FAA) with regards to alleged violations of the FAA's Hazardous Materials Regulations. On November 20, 2017, the FAA issued a Notice of Proposed Civil Penalty that proposed a US\$1,105,000 civil penalty. On May 10, 2018, the FAA and Braille Battery entered a settlement agreement whereby Braille Battery agreed to pay a fine of US\$235,000 payable over a four (4) year period, as follows:
  - a. US\$25,000 due on October 1, 2018 (Paid);
  - b. US\$25,000 due on March 1, 2019 (Paid);
  - c. US\$50,000 due on December 31, 2019;
  - d. US\$85,000 due on December 31, 2020; and
  - e. US\$50,000 due on September 31, 2021.

Full details of the FAA Matter were included in an information circular prepared in accordance with the requirements of the Exchange in connection with the Transaction and is available at [www.sedar.com](http://www.sedar.com).

- At a meeting of Braille Holdings' shareholders held on May 16, 2018, the shareholders approved the conversion of a loan payable to Grafoid into common shares of Braille Holdings. The principal and interest payable under the loan totaled US\$2,972,790. Braille Holdings and Grafoid agreed to convert the loan amount into 29,727,900 common shares of Braille Holdings at a price of US\$0.10 per share. The other shareholder of Braille Holdings was extended a preemptive right to purchase a pro rata amount of common shares in order to maintain his 25% ownership interest. The preemptive right expired on May 22, 2018, and Braille Holdings received no notice of the shareholder's intention to exercise his preemptive right. As a consequence of the issuance of 29,727,900 common shares of Braille Holdings, Grafoid owned 89.95% of Braille Holdings which was subsequently sold to BESl.
- Mincom purchased Grafoid's whole 89.95% equity interest of Braille Holdings on closing of the RTO.
- Mincom and Grafoid agreed that the purchase price of US\$2,000,000 payable by Mincom to Grafoid pursuant to the terms of the RTO will not change. On the completion of the RTO, Mincom will own 89.95% of the issued and outstanding shares in the capital of Braille Holdings.

#### Braille Energy Systems Inc. Announces Closing of Reverse Takeover Transaction

On June 22, 2018, the Company announced that effective June 21, 2018, the closing of its previously announced reverse takeover and change of business transaction pursuant to which it acquired a 89.95% equity position in Braille Holdings, as previously described in its news releases dated October 18, 2016, March 15, 2017, August 2, 2017, August 29, 2017, December 6, 2017 and June 8, 2018, and more particularly set out in its information circular dated August 28, 2017 (the "Circular"), which is available under the profile of the Company at [www.sedar.com](http://www.sedar.com).

The Company's common shares resumed trading on the Exchange as a Tier 2 technology issuer under the symbol "BES" once the TSXV's conditions for listing were satisfied and the TSXV issued its final exchange bulletin confirming the completion of the RTO.

#### Reverse Takeover

Pursuant to the RTO, Mincom, Braille Holdings, Braille Battery, and Grafoid entered into a share purchase agreement dated March 8, 2017, as amended June 8, 2018 whereby Grafoid agreed to sell, and Mincom agreed to purchase, such issued and outstanding shares of Braille Holdings held by Grafoid ("Braille Holdings Securities"). The Braille Holdings Securities represent 89.95% of the issued and outstanding shares in the capital of Braille Holdings. The Purchase Price for the Braille Holdings Securities was \$1,866,272 (which is US\$2,000,000) of which \$665,000 (which is US\$500,000) was paid

in cash on closing, \$487,987 (which is US\$500,000) will be paid by way of interest free promissory note, and \$732,785 (which is US\$1,000,000) was paid by the issuance of 10,000,000 Common Shares to Grafoid from the treasury of Mincom at the Closing. The deemed issue price per Common Share is \$0.13 (which is US\$0.10). The Note is interest-free and payable by January 1, 2020 (the "Maturity Date"). Mincom has the right to repay the Note at any time on or prior to the Maturity Date without penalty.

## Financing

In conjunction with the RTO, Mincom closed a non-brokered financing (the "Financing") for aggregate total proceeds of US\$1,900,000. The Financing consisted of the issuance of 19,000,000 Units at a price of US\$0.10. Each Unit consists of one (1) Common Share and one (1) Warrant. Each Warrant may be exercised into one (1) Common Share at \$0.18 for a period of 48 months following the Closing of the Financing. Notwithstanding the foregoing, if at any time after four (4) months and one (1) day following the Closing, the trading price of the Common Shares on the Exchange is equal to or exceeds \$0.30 for 10 consecutive trading days, as evidenced by the price at the close of market, the Company shall be entitled to notify the holders of Warrants of its intention to force the exercise of the Warrants. Upon receipt of such notice, the holders of Warrants shall have 30 days to exercise the Warrants, failing which the Warrants will automatically expire. Common shares issued as part of the Financing are subject to a 4-month and 1 day hold period.

The \$0.075 fair value of the issued shares has been determined based on the \$0.10 fair value of the common shares issued as part of the private place and then discounted as a result of the required escrow period. The escrow common shares will be release in a series of instalments. As a result the shares fair value have been discounted using a 20.7% discount rate

In addition to the 10,000,000 common shares issued to Grafoid pursuant to the RTO, Grafoid purchased 4,700,000 Units as part of the Financing. At the close of the Financing and RTO, Grafoid controls 14,700,000 common shares representing 31.27% of the Company on an undiluted basis.

## Outstanding Share Capital and Escrow

The Company currently has a total of 47,012,257 common shares issued and outstanding. An aggregate of 18,756,250 and 1,028,451 options are subject to Escrow.

## IIROC Trading Resumption

On July 26, 2018, an IIROC Trading Resumption was announced and the Company's common shares resumed trading on the Exchange as a Tier 2 technology issuer under the symbol "BES" (formerly "MOI"), on July 27, 2018, at 9.30 am ET.

## Braille Energy Systems Announces the Successful Testing of Its New Group 31 Fleet Lite Lithium Battery and Fleet Lite Marine Battery

On August 2, 2018, the Company announced the successful completion of Braille Battery's testing for its NEW Group 31 Fleet Lite Lithium Battery and Fleet Lite Marine Battery with a number of key partners.

BESI expects to roll out its Braille Battery product offerings in a North American wide launch late summer 2018. The roll out will be supported by both consumer and industry marketing campaigns, to increase awareness in both the Fleet and Marine markets.

## Braille Energy Systems Announces the Completion of Test Trials of Customized Lithium Batteries for Commercial Drones

On September 5, 2018 the Company announced the completion of Braille Battery's test trials for its customized lithium batteries for commercial drone applications such as Aerial LiDAR surveys, Aerial Photogrammetry and other Aerial Inspections.

With the market for commercial drones, also known as unmanned aerial vehicles (UAVs) projected to surpass \$12 billion in 2021, up by a compound annual growth rate (CAGR) of 7.6% from \$8.5 billion in 2016, Braille Battery is extremely pleased with the results of its trials and the achievement of meeting another key milestone.

With the trials demonstrating that Braille Battery batteries provided longer discharge cycles – with significantly less weight – than the incumbent battery, Braille Battery has secured an initial request to retrofit existing UAV drones in operation valued at a minimum of US\$500,000.

#### Braille Energy Systems Completes the First Year of its Four-Year Deal as the Exclusive Supplier of Approved Batteries for the Verizon IndyCar Series

On September 12, 2018 the Company announced the successful completion of the first year as the exclusive supplier of approved batteries for the Verizon IndyCar Series. Braille Battery Inc. is owned 100% by Braille Holdings Inc. and BESI, formerly Mincom Capital Inc., purchased 89.95% equity interest in Braille Holdings Inc. For more details on the transaction, please refer to [www.sedar.com](http://www.sedar.com).

In June 2017, Braille Battery was selected to design and manufacture the bespoke lithium Batteries to power Verizon IndyCar Series vehicles. With a successful 2017/2018 season secured, Braille is poised to continue supplying innovative energy solutions as it heads into the 2018/2019 season for its second of four year deal with this high-performance series.

#### Braille Energy Systems Expands Its Manufacturing Capacity with the Opening of a Second Manufacturing Facility in Kingston, Ontario Canada

On November 8, 2018 the Company announced the opening of a second manufacturing facility located in Kingston, Ontario, Canada to expand its manufacturing capacity to energy storage solutions built to meet demands outside of the Performance Automotive Industry. Braille Battery Inc. is owned 100% by Braille Holdings Inc. and BESI, formerly Mincom Capital Inc., purchased 89.95% equity interest in Braille Holdings Inc. For more details on the transaction, please refer to [www.sedar.com](http://www.sedar.com).

With forecasts calling for the global demand for energy storage to double six times from 2017 to 2030, the investment in the energy storage space is estimated to be \$103 billion over the same time period. Driven by growing need for efficient and effective energy storage solutions across a number of industries from Motorsport to Marine, Avionics to Mining, Medical to Military and Rail to Back Up and Standby – Braille Battery is extremely excited to expand its manufacturing capabilities with its new facility in Kingston, Ontario Canada. With an established foundation in providing innovative energy storage solutions for the Performance Automotive Industry, Braille Battery is building on its expertise to help build out an array of innovative energy storage solutions for these key industries with growing energy demands.

With contracts already in place to provide lithium batteries for commercial drones and OEM batteries for a military vehicle manufacturer, Braille Battery is ready to start production immediately to serve the growing demand for innovative energy solution in Canada, the USA and around the globe.

#### Braille Energy Announces its Approval as an OEM Lithium Battery Supplier for a Major Military Vehicle Manufacturer

On November 12, 2018 the Company announced its selection as the OEM Lithium Battery Supplier for a Major Military Vehicle Manufacturer. Braille Battery Inc. is owned 100% by Braille Holdings Inc. and BESI, formerly Mincom Capital Inc., purchased 89.95% equity interest in Braille Holdings Inc. For more details on the transaction, please refer to [www.sedar.com](http://www.sedar.com).

As more military land vehicles become dependent on technology onboard, their electrical demands inherently increase. With this increased demand, the conventional energy solutions become less attractive over the vehicle's life cycle. Insufficient electrical energy storage can hinder operational performance when conducting engine-off operations and traditional batteries with low energy capabilities tend to last for short periods and will have to be regularly recharged.

While most cars and commercial vehicles also experience increased energy demands with new technologies onboard, military land vehicles carry a unique set of requirements. Batteries on these vehicles require high energy for off-engine (or 'silent watch') energy needs and must deliver high power for engine starting and load levelling. Additionally, they must also demonstrate an ability to withstand harsh environmental conditions along with the capacity to meet future energy demands.<sup>1</sup>

Given all of this, the current limitations of lead-acid batteries combined with their long charging times represent significant challenges to the energy demands of off-engine (or silent watch) operations in military land vehicles. Braille Battery's proven track record of supplying innovative battery solutions for high-performance vehicles was critical to its approval as an OEM Lithium Battery supplier for a military vehicle manufacturer.

#### Braille Battery Releases the Successful Use Cases of Its GU1R and G30HD Lithium Batteries as Replacements for the Standard Lead Acid Batteries Supplied in Market Leading EVs

On November 21, 2018 the Company announced the successful results of recent use cases of its GU1R and G30HD batteries being employed as replacements for the standard lead acid batteries supplied in consumer owned Tesla EV vehicles. Braille Battery Inc. is owned 100% by Braille Holdings Inc. and BESl, formerly Mincom Capital Inc., purchased 89.95% equity interest in Braille Holdings Inc. For more details on the transaction, please refer to [www.sedar.com](http://www.sedar.com).

Given the growing shift to all electric and plug-in hybrids, it is surprising that many of these vehicles actually employ lead-acid batteries for starting, lighting and ignition (SLI) functions. It is when they require high voltage "power assist" functions, that they rely on the nickel-metal hydride (NiMH) and Lithium-ion (Li-ion) systems they are better known for.

Best-selling hybrid electric vehicles – such as Ford Fusion – use lead-acid batteries for SLI functions and one of the more prominent, extended-range plug-in hybrids on the market – the Chevy Volt - depends on its lead-acid battery for SLI functions and the control of high voltage contactors. This also occurs at the higher end of the EV brand scale where premium positioned brands, such as Tesla, also employ lead-acid batteries for SLI functions.

Given this trend, the current limitations of lead-acid batteries combined with their long charging times, represent significant challenges to the overall efficiency of these EVs. Typically, these aspects are directly impacted by the presence of the lead-acid batteries. Through the course of normal use, the inherent nature of the lead-acid battery necessitates recharging from the vehicle's onboard lithium batteries. This drain of stored energy has the potential to impact the overall range of the lithium batteries. With the presence of a more efficient, lower cycling lithium battery such as Braille Battery's GU1R or G30HD models, the onboard batteries are not taxed as a charging source. This results in increased efficiencies and may potentially extend the vehicle range. In the recent use cases, Braille Battery customers reported more efficient charging (approx. 10% better) coupled with a longer battery life when compared to the average of 18 months for the supplied lead-acid battery.

#### Braille Energy Announces Grant of Options

Subsequent to the quarter ended March 31, 2019, on April 30, 2019, the Company announced the grant of 3,000,000 incentive stock options to its directors, officers, employees, and consultants. The options are to purchase up to 3,000,000 common shares of the Company at an exercise price of \$0.05 per share till April 30, 2024.

#### **Exploration Activities**

##### **Romer Polymetallic (PGE-Au-Cu-Ni) Property**

The Romer Polymetallic property (the "Property") consists of 149 contiguous and two isolated map-designated mining claims for a total of 151 claims (total surface area: 6,870.6 ha or 69 km<sup>2</sup>). The Property is located in the Labrador Trough sector of Nunavik, the northern division of the Nord-du-

Québec administrative region. The Property straddles the junction between NTS 1:50,000-scale topographic sheets 24K-03 (Lac Géri-dot) and 24K-04 (Lac Thévenet), and covers portions of unpatented townships 5051, 5052 and 5151. It is bound by latitudes 58°06'30" and 58°12'30" North and longitudes 69°29'00" and 69°38'00" West.

In 2018 the Company wrote down the Romer property to \$Nil (\$1,000,000 in acquisition costs and \$278,724 exploration and evaluation assets), following the change of BESl's business activity after purchasing Braille Battery Inc in June 2018. Management will continue to maintain the claims on the property. BESl is currently looking to sell or option the Romer property to another qualified mining company.

The Property is an early stage exploration project strategically located in the Labrador Trough which is currently considered one of the highest potential emerging regions of Québec for base (Cu-Zn-Ni) and precious (Au-PGE) metal mineralizations.

### **Romer Property Claims Status**

On May 1, 2018, the Company applied to the Québec MERN to renew all 151 CDC claims forming the Romer property (total renewal cost: \$19,968.24). On October 30, 2018, the Company received official confirmation from the MERN of successful renewal on e-GESTIM of all 151 CDC claims. The Romer property claims are now in good standing until July 2020.

### **Qualified Person**

The above scientific and technical information regarding exploration activities as defined in National Instrument (NI) 43-101 s. 1.1, was reviewed and approved by Marc-André Bernier, M.Sc., géo., (Québec) and P.Geo. (Ontario), a consultant for the Company and a Qualified Person under NI 43-101 guidelines.

## **Battery Manufacturing and Energy Storage Operations**

### **Principal Products, Services, and Operations**

BESl's core business is Braille Battery's battery manufacturing and energy storage solutions operations. This Florida-based company is the pioneer of a complete line of lightweight high-powered battery systems for the professional motor sports industry and transportation market. Braille Battery developed the world's first commercially available automotive lithium starting battery and has grown to become the highest volume producer of automotive lithium starting batteries.

Braille Battery's technological achievements include battery containment using composite technologies; thermal management, high amperage solutions, high vibration designs, novel battery chemistries, battery controls and dual use chemistries. Braille Battery's ISO compliant manufacturing facility houses management offices, design and engineering, research and development, manufacturing, logistics and fulfillment. Braille is an FDA manufacturer and is GSA / CCR registered.

Braille Battery's achievements include numerous firsts in the industry, among them: development of the first carbon fiber battery; first Lithium-Ion automotive original equipment starting battery; first carbon Li-Ion battery; first European Community RoHS environmentally approved automotive battery; first lithium battery to win a Formula 1 Championship; first lithium battery to win Daytona 500, NASCAR and Le Mans Championships, and; the first Lithium Iron Phosphate energy storage solution for the U.S. defense industry.

## Principal Products and Services

Braille Battery manufactures its own lithium-ion battery line and distributes a full multi-level line of batteries and accessories pre-assembled by a network of suppliers. Braille Battery's products are sold through distributors and on-line, to individuals and companies for the automotive racing industry. Prior to the Company's purchase of its interest in Braille Battery, Braille Battery's revenues were approximately US\$2 million in 2014 and decreased to US\$1.86 million in 2015 and remaining at the same level in 2016 and 2017 at approximately US\$1.86 million. Revenue for the 2018 fiscal year was approximately \$2.5M of which \$691,201 was recognized in the 101 days after BEI acquired its interest in Braille and the year ended September 30, 2018. The revenue is aligned with the forecasted revenue with \$1,930,553 recognized in the nine month period ended June 30, 2019.

## Operations

Braille Battery assembles its products at its facility in Sarasota, Florida by combining prefabricated components delivered by third-party suppliers and in-house fabricated components. Braille Battery offers custom designed battery application solutions. Customers can input their specific requirements for a custom battery and Braille Battery will assemble the product to the customers' specifications.

Braille Battery's manufacturing and assembly operations are located in Sarasota Florida. Machinery and equipment required to operate the business are owned and leased by Braille Battery. Raw materials and component parts are widely available. Battery cells and parts are purchased from a network of approximately twenty-two different suppliers.

Braille Battery is the exclusive battery provider for a number of professional auto racing series, including Indycar, DTM, SuperGT and Australian V8 Supercars, along with many of the prototypes and GT cars in the IMSA TUDOR sports car series. Braille Battery is also a supplier to teams in NASCAR, Formula 1, Open Wheel, Drag Racing, Rally, and SCCA. Braille Battery's brand names include Micro-lite, Green-lite, Super 16 Volt Lithium, Intensity, Intensity Carbon, and Fleet-lite. Its AGM brands include: Endurance Series, Carbon AGM and Lightweight AGM.

Braille Battery has eight employees in administrative, marketing, sales, and manufacturing departments all located in Sarasota.

## Market

Braille Battery manufactures, markets and sells Lithium and AGM battery and charging solutions to industries requiring light-weight, fast-charging, high-capacity, long runtime, safe, dependable energy systems. The main market segment to which Braille Battery sells its principal products is the automotive racing industry. This includes professional racing series, individual professional racing teams, and amateurs and hobbyists.

## **Braille Battery Marketing and Strategies**

Braille Battery products are marketed through direct sales, participation in industry events and trade shows, including the Daytona 500 and the SEMA Show. Braille Battery has adopted a tiered pricing policy. Market prices are offered to retail customers, and discounts are provided on volume orders by wholesalers, distributors, and dealers. Braille Battery batteries are designed, intended, promoted, sold and warranted in street and race vehicles, where many companies void warranty when used in racing applications.

## **Competitive Conditions**

Braille Battery's direct competitors are other light weight lithium ion battery producers: Smart Battery, Optima (Johnson Controls), Odyssey (Energysys), XS Power, Super B, Lithium Pros. Braille Battery also competes, indirectly lead acid battery companies such as East Penn and Crown.

Braille Battery products are priced as premium products. In the lightweight AGM line, Braille Battery offers more power (pound for pound) compared to competitors. In the lithium market, Braille Battery's lithium batteries are used in more original equipment manufacturer (OEM) factory race cars and professional race series and is the only lithium battery to have a less than 1% failure rate year after year compared to the typical "consumer grade" lithium batteries sold by other companies.

Political conditions which embrace non-traditional energy storage devices, such as lithium ion batteries will encourage new competitors into the marketplace specifically in Europe and China.

## **Braille Battery Future Developments**

BESI plans to expand Braille Battery's market penetration into a wider range of market segments that require light weight, high-performing energy solutions, using scientifically advanced materials. To this end, during the quarter, Braille Battery;

- completed the testing for its NEW Group 31 Fleet Lite Lithium Battery and Fleet Lite Marine Battery with a number of key partners and plans to roll out its product offerings in a North American wide launch in the coming months. The roll out will be supported by both consumer and industry marketing campaigns, to increase awareness in both the Fleet and Marine markets.

- completed test trials for its customized lithium batteries for commercial drone applications such as Aerial LiDAR surveys, Aerial Photogrammetry and other Aerial Inspections. The trials demonstrated that Braille Battery batteries provide longer discharge cycles and are significantly lighter in weight. As a result the Company secured an initial request to retrofit existing UAV drones in operation valued at a minimum of US\$500,000.

- the Company was selected as the OEM Lithium Battery Supplier for a major military vehicle manufacturer

- the Company's GU1R and G30HD batteries were successfully used as replacements for the standard lead acid batteries supplied in market leading electric vehicles, specifically in consumer owned Tesla EV vehicles

## Financial Information

The following selected financial data is derived from the unaudited interim condensed consolidated financial statements of the Company for the three and nine month periods ended June 30, 2019 and 2018, that were prepared in accordance with IFRS.

### Selected Financial Information

	Three months ended June 30, 2019	Three months ended June 30, 2018	Nine months ended June 30, 2019	Nine months ended June 30, 2018
	\$	\$	\$	\$
<b>Statement of Comprehensive Loss</b>				
Revenue	628,779	83,483	1,930,553	83,483
Cost of Goods Sold	(280,802)	(91,287)	(1,060,091)	(91,287)
Gross Profit	347,977	(7,804)	870,462	(7,804)
Operations Expenses	(398,602)	(108,744)	(1,276,955)	(221,168)
Net Loss Before Tax	(50,625)	(116,548)	(406,493)	(228,973)
Deferred Tax Recovery	32,231	-	(15,029)	-
Other Comprehensive Income	(68,051)	5,649	(48,950)	5,649
Total Comprehensive Loss	(86,445)	(110,899)	(470,472)	(223,324)
Basic and Diluted Loss per Common Share	(0.0004)	(0.005)	(0.009)	(0.012)
Basic and Diluted Weighted-Average Number of Common Shares Outstanding	41,012,257	21,199,070	47,012,257	19,074,528
<b>Statement of Cash Flows</b>				
Cash Flows From (Used in) Operating Activities	(41,800)	77,068	(820,843)	48,463
Cash Flows Used in Investing Activities	-	(17,772)	8,727	(20,467)
Cash Flows From Financing Activities	60,096	2,400,186	250,144	2,459,770
Increase (Decrease) in Cash	18,296	2,459,482	(561,972)	2,487,766
As at	June 30, 2019	September 30, 2018	September 30, 2017	
	\$	\$	\$	
<b>Statement of Financial Position</b>				
Cash	59,873	621,845	2,457	
Trade and Other Receivables	209,261	150,759	5,933	
Inventory	261,393	242,900	-	
Prepaid Expenses	195,907	69,132	63,429	
Property Plant and Equipment	103,232	109,730	-	
Intangible Assets	1,390,546	1,541,925	-	
Goodwill	882,275	839,015	-	
Mineral Exploration Properties	-	-	1,000,000	
Exploration and Evaluation Assets	-	-	206,454	
Total Assets	3,168,924	3,669,831	1,423,652	
Current Liabilities	702,328	805,887	327,894	
Total Liabilities	1,922,782	1,928,058	409,297	
Shareholders' Equity	1,246,142	1,741,773	1,014,355	

### Dividend Payment

Since its incorporation, the Company has not paid any dividends on its outstanding common shares. Any future dividend payment will depend on the Company's financial needs to fund its battery manufacturing and energy storage operations and exploration and development programs, future growth, and any other factors the board may deem necessary to consider. It is highly unlikely that any dividends will be paid in the near future.

## Results of Operations for the Three and Nine Month Periods Ended June 30, 2019

### Cost of Goods Sold and Operating Expenses

During the three and nine month period ended June 30, 2019, the Company realized a net loss of \$18,394 and \$421,522 respectively (representing \$0.0004 loss per share and \$0.009 loss per share for the three and nine month period respectively). This is compared to a realized net loss of \$116,548 and \$228,973 for the three and nine month period ended June 30, 2018 (representing \$0.005 loss per share and \$0.012 loss per share for the three and nine month period respectively for 2018). The total comprehensive loss for the three and nine month period ended June 30, 2019 was \$86,445 and \$470,472 respectively (compared to the total comprehensive loss of \$110,899 and \$223,324 respectively for the three and nine month period ended June 30, 2018).

During the three and nine month period ended June 30, 2019, the Company's cost of goods sold were \$280,802 and \$1,060,091 respectively (compared to \$91,287 and \$91,287 in the three and nine month period ended June 30, 2018). The change is attributed to the Company closing its transaction with Grafoid and acquiring 89.95% equity interest in Braille Holdings on June 21, 2018 and subsequently changing its name as disclosed above in the 'Nature of Business' and 'Corporate Developments Highlights' sections and in Note 4 to the interim and unaudited condensed consolidated financial statements for the three and nine month period ended June 30, 2018 and the subsequent consolidation of the financial statements for Braille Holdings and BESI were consolidated.

### Revenue and Other Income

During the three and nine month period ended June 30, 2019, the Company earned other comprehensive income as result of exchange differences on translation totalling -\$68,051 and -\$48,950 respectively (compared to \$5,649 and \$5,649 earned in the three and nine month period ended June 30, 2018). The difference is attributed to the consolidation of BESI's and Braille Holdings' financial statements following the close of the transaction.

During the three and nine month period ended June 30, 2019, the Company recognized revenues totalling \$628,779 and \$1,930,553 respectively (compared to \$83,483 and \$83,483 for the three and nine month period ended June 30, 2018) prior to the close of the above-referenced transaction and the subsequent consolidation of the financial statements of the revenue generating energy systems technology company and the mineral exploration company. Prior to the close of the above-referenced transaction, the Company was a mineral resource exploration entity and as such it generated no revenues. After the close of the transaction on June 21, 2018, the Company subsequently consolidated its financial statements with those of the acquired revenue generating energy systems technology company with revenue recognized in only the last 10 days of the quarter ended June 30, 2018.

### Quarterly Information

The following selected financial data is derived from the unaudited interim financial statements of the Company, which were prepared in accordance with IFRS.

Period Ended	Other Income	Net Loss	Loss per share
	\$	\$	\$
30/06/19	(68,051)	(18,394)	(0.0004)
31/03/19	(38,776)	(163,914)	(0.004)
31/12/18	55,487	(239,212)	(0.009)
30/09/18	-	(2,528,904)	(0.10)
30/06/18	5,649	(116,548)	(0.005)
31/03/18	-	(59,017)	(0.003)
31/12/17	-	(53,408)	(0.003)
30/09/17	-	(132)	(0.010)
30/06/17	-	(183,062)	(0.010)

- During the quarter ended June 30, 2017, net loss recorded was \$183,062, which is high compared to those recognized in previous quarters after the Company commenced operations as a Tier 2 mineral exploration entity. The increased expenses for the quarter were a result of the Company's ongoing transaction to acquire all Braille Holdings Inc. shares owned by Grafoid Inc. representing 75% equity interest in Braille Holdings.
- During the quarter ended June 30, 2018, on June 21, 2018, the Company acquired an 89.95% ownership interest in Braille Holdings which wholly-owns Braille Battery, an established battery-manufacturing and energy storage company supplying batteries to the professional motor sports industry, based out of Sarasota, Florida. The acquisition signifies a change of business for the Company, with Braille Battery's operations now being the core business of BESI. In consideration for the 89.95% ownership interest in Braille, the Purchase Price for the Braille Securities is US\$2,000,000 of which US\$500,000 was paid in cash on closing, US\$500,000 will be paid by way of interest free promissory note (the "Note"), and US\$1,000,000 will be paid by the issuance of 10,000,000 Common Shares to Grafoid from the treasury of Mincom at the Closing. The deemed issue price per Common Share is US\$0.10. The Note will be interest-free and payable by January 1, 2020 (the "Maturity Date"). Mincom will have the right to repay the Note at any time on or prior to the Maturity Date without penalty (Refer to Note 4 of the unaudited and interim condensed consolidated financial statements for the three and nine months ended June 30, 2018 for additional disclosure.)
- During the quarter ended September 30, 2018, the Company wrote down the Romer property to \$Nil (\$1,000,000 in acquisition cost and \$278,724 in exploration and evaluation assets).
- During the quarter ended December 31, 2018, the Company recognized other comprehensive income of exchange differences on translation of \$55,487, following its acquisition of Grafoid's 89.95% ownership interest in Braille Holdings on June 21, 2018 as disclosed above.

### **Liquidity and Capital Resources**

The Company has a working capital surplus at June 30, 2019, of \$90,543 including \$59,873 in cash and current liabilities totalling \$702,328 due within the next 12 months, as compared to a working capital surplus of \$373,274 at September 30, 2018. The change in the financial position is attributed to the consolidation following the transaction with Grafoid (Refer to the Corporate Development section for details).

BESI's budget, on a consolidated basis with Braille Holdings (following the close of the transaction whereby the Company purchased 89.95% interest in Braille Holdings from Grafoid as announced during the quarter ended June 30, 2018) for the next fiscal year will be \$3.3M. The budget covers the operation expenditures of Braille Battery, Braille Holdings' wholly owned subsidiary, and administration and mineral exploration expenditures at the Romer project. The Company's ability to continue as a going concern is dependent on Braille Battery's revenues generated from the battery sales, as well as additional financing, through various means including but not limited to equity financing, to operate its battery company, discharge its current liabilities, meet its corporate administrative expenses and to continue its exploration and research activities. As a result of past losses and the need for positive operations and financing, there are material uncertainty and no assurance can be given that any such additional financing will be available or that, it can be obtained on terms favourable to the Company. Failure to achieve additional financing could have a material adverse effect on the Company's financial condition and / or results of operations. The Company raised \$2,528,900 (which is US\$1,900,000) from its equity financing concurrent with its acquisition of 89.95% equity interest in Braille Holdings. Braille Holdings expects to generate approximately \$2,700,000 in battery sales in the next fiscal year.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. This assessment is based upon planned actions that may or may not occur for a number of reasons including the Company's own resources and external market conditions.

## Contractual Obligations and Off-Balance Sheet Arrangements

As of June 30, 2019, the Company has no off balance sheet arrangements and no contractual obligations.

## Commitment and Proposed Transactions

As of June 30, 2019, and as of the date of this report the Company did not have any commitments outstanding except for the following;

- US\$235,000 penalty payable to the Federal Aviation Administration (FAA) following the assessment of a civil penalty. The penalty is interest free and payable in installments as disclosed in Note 18 of the annual audited financial statements for the year ended September 30, 2018
- US\$500,000 to Grafoid as partial cash consideration owed for the purchase of 89.95% equity interest in Braille Holdings

There are no undisclosed pending proposed transactions that would materially affect the performance or operation of the Company.

## Related Party Transactions

Amounts due from related parties	As at June 30, 2019	As at September 30, 2018
	\$	\$
Grafoid Inc.	33,740	60,298
Mistura Beauty Inc.	-	1,227
JAG Sky Inc.	33,000	33,000
	<b>66,740</b>	<b>94,525</b>

Amounts due to related parties	As at June 30, 2019	As at September 30, 2018
	\$	\$
Current		
9174893 Canada Inc.	-	15,600
Grafoid Inc.	32,998	374,167
Focus Graphite Inc.	152	40,339
GGTC Inc.		22,035
JAG Consulting Inc.	35,591	-
JAG Leasing Inc.	45,804	45,308
Stria Lithium Inc.	152	-
Thombeth Holdings Inc.	14,788	43,456
	<b>129,485</b>	<b>540,905</b>

Long term	<b>As at June 30, 2019</b>	As at September 30, 2018
9174893 Canada Inc. - Loan 1	97,089	
9174893 Canada Inc. - Loan 2	40,000	
9174893 Canada Inc. - Loan 3	<u>44,463</u>	
	<b>181,552</b>	178,077
Braille Holding	<b>11,386</b>	
Grafoid Inc.	<b>607,315</b>	532,917
	<b>800,253</b>	710,994

#### Grafoid Inc.

During the year ended September 30, 2018, the Company charged Grafoid Inc. ("Grafoid"), which shares common management, \$82,417 for Grafoid's portion of shared professional and legal fees incurred in connection with the Company's pending acquisition of Braille Battery Inc. (Note 4). As at June 30, 2019, \$Nil (including HST), is included in amounts due from related parties (\$60,298 as at September 30, 2018).

#### Mistura Beauty Products Ltd.

During the year ended September 30, 2018, the Company charged Mistura Beauty Solutions Inc., a private beauty solutions company partially-owned by an Officer and Director of the Company, \$1,086 for shipping expenses incurred. As at September 30, 2018 an amount of \$1,227 (including HST), is included in due from related parties (\$Nil as at September 30, 2017). Subsequent to September 30, 2018, the shipping expenses were reimbursed in full.

#### JAG Sky Inc.

As at June 30, 2019, the Company has prepaid \$33,000 to JAG Sky Inc for advance flight hours, a private air charter services company wholly-owned by an Officer and Director of the Company, for air travel to be used in the potential sale of the Romer mineral property (\$33,000 as at September 30, 2018). Since there is no scheduled flight to be taken at year end, the entire amount has been classified to be included in amounts due from related parties.

#### Stria Lithium Inc.

As at June 30, 2019, included in amounts due to related parties is an amount of \$152 due from Stria Lithium Inc., which shares common management with the Company (\$Nil as at September 30, 2018). The advance was provided in US dollars to the Company to provide working capital and is repayable within the year ended September 30, 2019. The advance is non-interest bearing.

#### Focus Graphite Inc.

As at June 30, 2019, included in amounts due to related parties is an amount of \$16,791 due from Focus Graphite Inc., which shares common management with the Company (\$Nil as at September 30, 2018). The advance was provided in US dollars to the Company to provide working capital and is repayable within the year ended September 30, 2019. The advance is non-interest bearing.

#### 9174893 Canada Inc.

During the six months ended June 30, 2019, the Company was charged \$18,000 (2017 – \$18,000) by 9174893 Canada Inc. ("9174893 Canada"), a privately-held company owned by a Director of the Company, for consulting fees. With the acquisition of Braille Battery, the company assumed an amount of 164,987 due to 9174893 Canada for outstanding consulting fees. The entire amount assumed, has been repaid as at September 30, 2018. As at June 30, 2019, an amount of \$ 27,196 (including HST) is included in amounts due to related parties (\$15,600, as at September 30, 2018).

#### Grafoid Inc.

During the six months ended June 30, 2019, the Company was charged \$54,877 by Grafoid Inc. ("Grafoid"), which shares common management, for other general shared costs. Also, during the year ended September 30, 2018, the Company was charged \$397,650 by Grafoid Inc. ("Grafoid"), which shares common management, for its portion of shared professional and consulting services incurred in connection with the Company's acquisition of Braille. As at March 31, 2019, \$28,889 is included in amounts due to related parties (\$374,167 as at September 30, 2018).

#### Focus Graphite Inc.

During the year ended September 30, 2018, the Company was charged \$10,000 (2017 – \$15,000) by Focus Graphite Inc. ("Focus"), which shares common management, for accounting and administrative services and other administrative expenses. During the year ended September 30, 2018, the Company was charged \$29,500 (2017- \$Nil) by Focus for a portion of a salary expenses in relation to time spent by Focus employee on the Braille Battery purchase by the Company. As at December 31, 2018, an amount of \$16,639 (including HST) is included in amounts due to related parties (\$40,339 as at September 30, 2018).

#### GGTC Inc. (formerly 9229205 Ontario Inc.)

The Company currently leases space on a monthly basis from GGTC Inc. (formerly 9229205 Ontario Inc.) ("GGTC"), a privately-held company owned by two Directors of the Company. This lease arrangement started in July 2018 for approximately two years, the Company is charged \$6,500 per month (net of taxes). During the three months ended December 31, 2018, GGTC charged the Company \$19,500 in lease expenses. As at June 30, 2019, included in amounts due to related parties was an amount of \$0 (including HST) (\$22,035 as at September 30, 2018).

#### JAG Equipment Leasing Inc. (formerly 2395141 Ontario Inc.)

The Company used to lease equipment on a monthly basis from JAG Equipment Leasing Inc. (formerly 2395141 Ontario Inc.) ("JAG Equipment"), a privately-held company owned by two Directors of BESl. This lease ended in July 2017. As at December 31, 2018, included in amounts due to related parties was an amount of \$47,747 (\$45,308 as at September 30, 2018) due to JAG Equipment Leasing.

#### Thombeth Holdings Inc.

During the three months ended December 31, 2018, the Company was charged \$37,381 (2017 - \$Nil) by Thombeth Holdings Inc. ("Thombeth"), a privately-held company owned by a Director of the Company, for consulting fees. As at June 30, 2019, an amount of \$14,788 (including HST) is included in amounts due to related parties (\$43,456 as at September 30, 2018).

#### Loan from Officer

As at June 30, 2019, included in amounts due to related parties is an amount of \$98,138 due to an Officer of the Company (\$92,569 as at September 30, 2018). The amount relates to a loan of \$85,327, accrued interest of \$13,051 and loss on foreign exchange of \$240. The loan provided in US dollars, was given to the Company to provide working capital and is repayable on May 31, 2019. The loan bears interest at a rate of 10% per annum. During the three months ended December 31, 2018, the officer charged the Company interest \$2,142 (2017- \$1,970). During the three months ended June 30, 2019, the Company made no loan repayments (2017 - \$Nil).

As at June 30, 2019, included in amounts due to related parties is an amount of \$40,000 due to an Officer of the Company (\$40,000 as at September 30, 2018). The amount relates to a loan of \$40,000. The loan agreement entered by the Company and the Officer on April 10, 2018. The loan is repayable on Feb 1, 2023. The Company was charged a one time 10% setup fee due on the inception of the loan agreement. During the three months ended June 30, 2019, the officer charged the Company interest \$Nil (2017- \$Nil).

As at December 31, 2018, included in amounts due to related parties is an amount of \$42,415 due to an Officer of the Company (\$45,508 as at September 30, 2018). The amount relates to a loan of \$50,992. The loan agreement entered by the Company and the Officer on February 1, 2018 from converting an outstanding balance of consulting fees of \$50,992 as at Jan 31, 2018 in consulting fees due to the Officer. The loan is repayable on Feb 1, 2023. The loan bears interest at a rate of 10% per annum and one time 2% setup fee due on the inception of the loan agreement. During the three months ended June 30 2019, the officer charged the Company interest \$1,024 (2017- \$Nil). During the three months Jun e30, 2019, the Company made loan repayments was\$ Nil (2017 - \$Nil).

Grafoid Inc.

On June 21, 2018, the Company acquired Braille Battery from Grafoid. As a part of consideration, \$499,157 (US\$500,000) is due in the form of a promissory note on January 1, 2020. As at September 30, 2018, an amount of \$589,486 is included in amounts due to related parties – long term (\$532,917 as at September 30, 2018). During the three months ended June 30, 2018, an accretion interest expense of \$27,311 (2017 - \$NIL) was recorded. The promissory note is carried at a discount. A discount rate of 20.7% was used.

#### Key management compensation

The following table reflects compensation of key management personnel (Directors and Officers of the Company):

	<b>Six months ended 31-Mar-19</b>	<b>Year ended Sept 30,2018</b>
	\$	\$
Consulting fees (1)	<b>82,752</b>	57,095
	<b>82,752</b>	57,095

(1) As at June 30, 2019, \$82,752 is included in amounts due to related parties (As at September 30, 2018 – \$57,095).

#### Financial Instruments

The Company's financial instruments at June 30, 2019 consist of cash, trade and other receivables, amounts due from related parties, line of credit, accounts payable and accrued liabilities, amounts due to related parties and penalty payable. The fair value of these financial instruments approximates their carrying value due to their short-term nature, except penalty payable. Penalty payable is carried at the amortized cost. Given that the risk profile of the Company has not changed the penalty payable carrying value is equal to its fair value.

*Carrying amounts of financial assets and liabilities*

	<u>June 30, 2019</u>	<u>September 30, 2018</u>
	\$	\$
<b>Financial assets</b>		
Loans and receivables		
Cash	<b>59,873</b>	621,845
Trade and other receivables	<b>209,261</b>	150,759
Amounts due from related parties	<b>66,437</b>	94,525
<b>Financial liabilities</b>		
Measured at amortized cost		
Line of credit	<b>67,165</b>	-
Accounts payable and accrued liabilities	<b>505,981</b>	183,773
Amounts due to related parties	<b>929,435</b>	1,251,899
Penalty payable	<b>222,568</b>	249,841

**Outstanding Share Data**

Common shares and convertible securities outstanding at August 26, 2019 consist of the following:

Securities	Expiry Date	Exercise Price	Number of Securities Outstanding
Common shares	-	-	47,012,257
Warrants	June 25, 2022	\$0.18	19,000,000
Options	April 30, 2024	\$0.05 to \$0.10	4,028,451

**Risk Exposure and Management**

The Company thoroughly examines the various financial risks to which it is exposed and assesses the impact and likelihood of those risks. These main types of risk are market risk, credit risk and liquidity risk. Where material, these risks are reviewed and monitored by the Board of Directors.

**Market Risk**

The Company is exposed to market risk through its use of financial instruments and specifically to currency risk and other price risk, which result from its operating activities. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the remeasurement of monetary items denominated in foreign currency at period-end exchange rates are recognised in profit or loss.

**Credit, Liquidity, Interest Rate Risk and Currency Risk**

The Company thoroughly examines the various financial risks to which it is exposed and assesses the impact and likelihood of those risks. These risks include credit risk, liquidity risk and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

## **Credit Risk Analysis**

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments.

The Company has certain trade receivables that have not been settled by the contractual due date but are not considered to be impaired.

The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties.

It is management's opinion that the Company is not exposed to significant credit risk. Credit risk for cash is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. In respect of trade receivables, the Company is not exposed to significant credit risk to any single counterparty. Trade receivables consist of a large number of customers in various industries and geographical areas. Based on historical information about customer default rates Management considers the credit quality of trade receivables that are not past due or impaired to be good. Credit risk is mitigated by requiring new customers to either prepay their sales orders in advance or apply for short term credit by going through the Company's credit evaluation and monitoring system. In respect to amounts due from related parties, the company is not exposed to significant significant risk because the Officers and Directors who own the companies have committed to repay the amounts due. None of the Company's financial assets are secured by collateral or other credit enhancements.

Management considers that all the above financial assets that are not impaired or past due for each of the reporting dates are of good credit quality.

## **Liquidity Risk Analysis**

Liquidity risk is that the Company might be unable to meet its obligations. The Company manages its liquidity needs by monitoring cash inflows and outflows due in day-to-day business. The Company considers expected cash flows from financial assets in assessing and managing liquidity risk. The Company had a working capital surplus of \$90,543 at June 30, 2019 (\$373,274 as at September 30, 2018), including cash of \$59,873 and current liabilities totalling \$702,328, due within the next 12 months (\$621,845 and \$805,887 respectively at September 30, 2018). There has been no change to Management's assessment of liquidity risk compared with the prior year.

The Company will require additional financing, through various means including but not limited to equity financing, to support its operations. There is no assurance that the Company will be successful in raising the additional required funds.

The Company has current liabilities of \$702,328 (\$805,887 as at September 30, 2018) due within twelve months.

## **Interest Rate Risk**

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's financial assets exposed to interest rate risk include any cash held in investment savings accounts bearing variable interest rates. The Company has not entered into any derivative contracts to manage this risk. The Company's policy as it relates to its cash balances is to invest excess cash in savings bank account.

The Company has limited exposure to financial risk arising from fluctuations in variable interest rates earned on cash given the low interest rates currently in effect and the low volatility of these rates.

## **Currency Risk**

Prior to the acquisition with Grafoid, the Company's mineral interest is located in Quebec, Canada as such the Company's exposure to foreign exchange fluctuation is minimal and the associated risk is also minimal as most of the Company's activities are transacted in Canada.

Following the acquisition of Braille Battery, the Company's foreign currency transactions are translated into the presentation currency of the respective entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in profit or loss.

## **Capital Management**

The Company manages its capital to ensure its ability to continue as a going concern and to provide an adequate return to its shareholders. The Company monitors capital on the basis of the carrying amount of equity, less cash as presented on the face of the statement of financial position. Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares or sell assets.

## **Risk Factors for Braille Battery Business**

Risk factors for Braille Battery include, but are not limited to; the reliance on intellectual property, costs of production, production capacity and supply chain risks, regulatory burdens and compliance with law regulating the manufacture or transportation of batteries, dependence on a single assembly facility for the near-term, risks related to international sales, warranty claims and product liability, adverse business or financial conditions affecting the automobile and energy storage industries, unprofitable operating history, regulatory investigations and reliance on key personnel.

## **Reliance on Patent License**

The products made by Braille Battery rely on intellectual property. The terms of the license may change or be subject to expiry or termination challenged by a third party at any time. The ownership of intellectual property licensed under a license agreement may be challenged or disputed by a third party at any time. Grafoid holds the patents on which Braille Battery relies.

## **Commodities Markets and Production Cost**

The Company may face rising prices of raw materials necessary to produce the products it sells. The result could include higher cost of production, inability to produce its products in sufficient quantity and quality, inability to sell its technology and products, inability to produce in large enough quantities, and the possibility of technology obsolescence such that licensing interests disappear. BEI depends on certain raw materials for the manufacture of anodes, cathode and separators. Such raw materials, especially lithium salts may be in short supply. As Lithium-ion battery demands escalates there could be significant raw material shortage and BEI may be unable to produce or deliver products to its customers or meet its cost targets due to escalation of prices of its raw materials.

## **Production Capacity**

The Company may not be able to meet its targets which includes the inability to convert pipeline to purchase orders or if such purchase orders are received, the inability to deliver on those purchase orders or the inability to collect on those purchase orders, even if the product is delivered. BEI may not be able to establish anticipated levels of high-volume production on a timely, cost-effective basis or at all. It has never assembled batteries in substantially large quantities and it may not be able to maintain future commercial production at planned levels.

## **Laws Regulating the Manufacture or Transportation of Batteries**

Laws regulating the manufacture or transportation of batteries may be enacted which could result in a delay in the production of batteries or the imposition of additional costs that could harm BESl's ability to be profitable. Laws and regulations exist today, and additional laws and regulations may be enacted in the future, which impose environmental, health and safety controls on the storage, use and disposal of certain chemicals and metals used in the manufacturing and assembly of lithium-ion batteries. Complying with any laws or regulations could require significant time and resources from its technical staff and possible redesign of one or more of Braille Battery's products, which may result in substantial expenditures and delays in the production of one or more of its products, all of which could harm the Resulting Issuer's business and reduce its future profitability. The transportation of lithium and lithium-ion batteries is regulated both domestically and internationally. Compliance with these regulations, when applicable, increases the cost of producing and delivering products.

## **Supply Chain Risks**

The Company may be exposed to supply chain risks. If the supply chain cannot deliver the amount of products required or fails to deliver the products with sufficient quality, BESl will not be able to assemble and deliver its products.

## **Risks of Industry That Produces Devices Or Products Containing Energy**

BESl may be exposed to certain risks as a result of being in an industry that produces devices or products containing energy. Lithium-ion polymer batteries can become hazardous under some circumstances. In the event of a short circuit or other physical, electrical or thermal damage to these batteries, chemical reactions may occur that release excess heat or gases, which could create dangerous situations, including fire, explosions and releases of toxic fumes. The Company's batteries may emit smoke, catch fire or emit gas, any of which may expose the Company to product liability litigation. In addition, these batteries incorporate potentially hazardous materials, which may require special handling, and safety problems may develop in the future. Product failure or improper use of lithium-ion polymer battery products, such as the improper management of the charging/discharging system, may also result in dangerous situations. The raising of any health or safety concerns could affect BESl's reputation and sales. Moreover, changes in environmental or other regulations affecting the assembly, transportation or sale of the Company's products could adversely affect its ability to assemble or sell its products or result in increased costs or liability.

## **Resources to Process and Remedy Warranty Claims**

BESl may be required to devote significant financial and management resources to processing and remedying warranty claims. If product liability issues arise, the Company could incur significant expenses and suffer damage to its reputation and the market acceptance of its products.

## **International Operations and Sales Subject To Certain Risks**

The Company's international operations and sales subject the entity to a number of risks, including unfavorable political, regulatory, labor and tax conditions. Risks inherent to international operations and sales, include, but are not limited to, the following:

- difficulty in enforcing agreements, judgments and arbitration awards in foreign legal systems;
- fluctuations in exchange rates may affect product demand and may adversely affect our profitability in U.S. dollars to the extent the cost of raw materials and labor is denominated in a foreign currency;
- impediments to the flow of foreign exchange capital payments and receipts due to exchange controls instituted by certain foreign governments and the fact that the local currencies of these countries are not freely convertible;
- inability to obtain, maintain or enforce intellectual property rights;
- changes in general economic and political conditions;

### **Additional Information and Continuous Disclosure**

This Management's Discussion and Analysis has been prepared as of August 26, 2019. Additional information on the Company is available through regular filings on SEDAR ([www.sedar.com](http://www.sedar.com)).

*(s) Gary Economo*

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Chief Executive Officer

*(s) Judith T. Mazvihwa-MacLean*

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Chief Financial Officer