EnerSpar Corp.
(Formerly Walmer Capital Corp.)
Management's Discussion and Analysis
For the Year ended December 31, 2019
Expressed in Canadian Dollars

Dated June 15, 2020

The following **Management's Discussion and Analysis ("MD&A")** of the financial condition and results of operations of **EnerSpar Corp.** (formerly Walmer Capital Corp.) ("ENER ", "EnerSpar" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2019.

This MD&A has been prepared in accordance with International Financial Reporting Standards (IFRS) and should be read in conjunction with the audited annual financial statements and MD&A for the year ended December 31. 2019 together with the notes thereto dated June 15, 2020. All financial figures are in Canadian dollars.

Information contained herein is presented as at June 15, 2020, unless otherwise indicated.

This MD&A, except for historical information, may contain "forward looking statements" that reflect EnerSpar's current expectations and projections about future results. When used in this MD&A, forward looking statements can be identified by the use of words such as “estimate”, “consider”, “anticipate”, “expect”, “objective”, “potential”, “forecast”, “believe”, “project”, “plan” and similar expressions or variations of such words. Forward-looking statements are, by their very nature, not guarantees of EnerSpar’s future operational or financial performance and these statements may involve known and unknown risks, uncertainties and other factors that may cause the actual level of activity, results, prospects and performance to differ materially from any future levels of activity, results, prospects and performance expressed in, or implied by, these forward-looking statements. Although EnerSpar believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guaranteeing of future performance and actual results or developments may differ materially from those in the forward looking statements and there are no guarantees that any of EnerSpar’s projects will otherwise prove to be economic.

Readers are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties referred to elsewhere in this MD&A, actual events may differ materially from current expectations. EnerSpar disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

Description of Business

EnerSpar (formerly Walmer Capital Corp., originally a Capital Pool Corporation), acquired a 100% interest in the Johan Beetz Feldspar Property from Globex Mining Enterprises Inc. (the “Vendor”) as its qualifying transaction (the “Transaction”) in consideration of an initial payment of $100,000, the issuance of 2,000,000 common shares at a deemed price of $0.05 and a gross metal royalty of 2.5% payable to the Vendor.

The Johan Beetz Feldspar Property is made up of Mining Claims 2432487, 2432488, 2461222, 2461223, 2499379, 251607, 251608 and 251609, Johan Beetz/Iles de Mingan 03 township, Quebec, NTS 12L/07 Canada within the northeastern part of the Gulf of the St. Lawrence also known as the Cote Nord region of Quebec.

EnerSpar Corp. changed its name from Walmer Capital Corp. as of March 30, 2017 and became a Tier 2 mining issuer on the TSX Venture Exchange upon completion of the Transaction and satisfaction of the requirements of the Exchange as of that date. The shares are also listed on the Frankfurt Stock Exchange with the symbol 5E0.

EnerSpar paid a finder's fee in the amount of 400,000 common shares of ENER to the Property Finder, an arm's length party to EnerSpar, with respect to the Transaction.

EnerSpar is carrying on the business of exploring and developing the Johan Beetz Feldspar Property in accordance with the recommendations of the NI 43-101 compliant Technical Report prepared by Mr. Bill McGuinty P. Geo. Dated February 21, 2017 and filed March 22, 2017 on SEDAR which the reader is encouraged to review.

On April 8, 2019 EnerSpar entered into a Business Combination Agreement (the "Agreement") with Mindfull Capital Inc. ("Mindfull") an organic and functional food & beverage company to undertake a plan of arrangement whereby EnerSpar will spin out its existing assets into a wholly owned subsidiary and acquire all of the outstanding shares of Mindfull subject to all regulatory and shareholder approvals. As part of the plan of arrangement the shares of the wholly owned subsidiary will be distributed, by way of a dividend in kind, to the existing shareholders of EnerSpar.

On August 6, 2019 an Amending Agreement to the Agreement was signed, which extended the closing of the transaction to no later than

November 15, 2019 with the expectation that the closing would occur by September 30, 2019 (an event which did not occur).

On November 29, 2019 EnerSpar entered into a Second Amending Agreement with MindFull in connection with the Agreement previously entered into on April 16, 2019, and as amended on August 6, 2019. Under the terms of the Second amending Agreement the deadline for closing of the business combination transaction was extended to February 28, 2020. As consideration for extending the closing date, Mindfull agreed to pay EnerSpar $15,000 per month commencing November 2010 and ending February 2020 when the business combination was to close.

On February 20, 2020 EnerSpar entered into a Third Amending Agremeent with Mindfull, which extended the deadline for closing of the business combination to June 30, 2020 (see Press Release dated February 26, 2020). Under the terms of this agreement Mindfull agreed to continue paying EnerSpar $15,000 per month until closing of the business combination.

As of June 15, 2020 Mindfull has not made any attempt to schedule the closing of the proposed business combination by June 30,2020 as required by the Third Amending Agreement. Due to Mindfull's perceived inaction to close the business combination by June 30, 2020, EnerSpar believes that it is more likely then not that the proposed transaction will not be completed.

News releases dated February 7, 2019, April 16, 2019 and December 9, 2019 and posted to the Company's website and SEDAR describe in more detail the terms of the Business Combination Agreement.

RESULTS OF OPERATIONS General

This Management's Discussion and Analysis of Financial Condition and Results of Operations for EnerSpar Corp. is intended to supplement and complement the accompanying audited financial statements and notes thereto for the year ending December 31, 2019, which have been prepared by EnerSpar's management in accordance with International Financial Reporting Standards ("IFRS"). This MD&A is dated June 15, 2020, the date on which the Company's Board of Directors approved it and the audited financial statements for filing on SEDAR. EnerSpar's public filings, 2019 Annual Report, and Information Circular can be viewed on the SEDAR website at www.sedar.com and the Company's website www.enerspar.com

Major accomplishments;

- On April 16, 2019 EnerSpar signed a definitive Business Combination Agreement with Mindfull Capital Inc. ("Mindfull"), an organic and functional food & beverage company, to undertake a plan of arrangement whereby EnerSpar will spin out its existing assets and liabilities into a wholly owned subsidiary and acquire all of the outstanding shares of Mindfull subject to all regulatory and shareholder approvals.

- The Company created a wholly owned subsidiary which will own all of EnerSpar's exploration assets and liabilities, the shares of which will be distributed to EnerSpar's shareholders by way of a dividend in kind on completion of the Mindfull transaction.

- The Company entered into an Amending Agreement on August 6, 2019 with Mindfull. Under the terms of this agreement, EnerSpar agreed to extend the closing of the business combination with Mindfull to November 30, 2019. On November 29, 2019 EnerSpar entered into a Second Amending Agreement with Mindfull. Under the terms of this November 29, 2019 agreement, EnerSpar agreed to extend the closing of the business combination to February 28, 2020. As consideration for extending the deadline a second time, EnerSpar agreed to accept cash payments of $15,000.00 per month from Mindfull.

On February 20, 2020 EnerSpar entered into a Third Amending Agreement with Mindfull. The terms of this agreement extended the closing of the business combination with Mindull to June 30,

2020. As consideration for this third closing extension Mindfull agreed to continue paying EnerSpar $15,000.00 month to the third extended closing date.

As of June 15, 2020 Mindfull Capital Inc. has not made any attempt to schedule the closing of the proposed business combination for June 30,2020 as required by the Third Amending Agreement. Due to Mindfull Capital Inc.'s perceived inaction to close the business combination by June 30, 2020, EnerSpar believes that it is more likely than not that the proposed transaction will not be completed.

- During the year ended December 31, 2019, 1,400,000 options were exercised by Directors for total cash considerations of $90,750.

- Subsequent to the annually meeting, two former directors resigned.

- Mr. John-Peter Bradford was appointed to the board fill one of the two board vacancies.

Results of Operations

EnerSpar retained IOS Services Géoscientifiques Inc. (“I.O.S.”) a well qualified and highly regarded firm of geological consultants and mineral exploration contractors based in Chicoutimi Quebec beginning in 2017. IOS completed the initial mapping and sampling program as recommended in the NI 43-101 compliant Technical Report prepared by Mr. Bill McGuinty P. Geo. which can be found on the Company’s website.

IOS completed a drill program at the end of December, 2017 which allowed EnerSpar to fulfill its obligation to incur $355,000 in qualifying resource expenditures pursuant to the provisions of its December, 2016 flow through private placements. More importantly, it enabled the Company to begin to confirm the historic non-43-101 results from the period when the property had been in production and intervening periods. It is gratifying to see that the initial drilling report, covering only one small area of the larger project, does tend to confirm the earlier non-compliant resource reports for this small area.

IOS issued its report, dated May 8, 2018, on the results of the 2017 mapping, sampling and assaying of 209 samples from the drill program completed December 31, 2017. The report, which has **not** been written in accordance with National Instrument 43-101 standards, does confirm historically reported grades of potassic and sodium feldspar and recommends that additional systematic drilling be undertaken to expand the drill pattern and complete a resource estimation.

IOS has recommended that EnerSpar employ a Rotary Air Blast (RAB) drill in future drilling which, IOS suggests, should reduce drilling costs by up to 60%. Planning continues to go ahead for a much larger drill program to be conducted in 2020 after completion of the Business Combination Agreement with Mindful Capital Inc. and the spin out of EnerSpar's exploration assets into a new corporate entity.

The Company plans to assemble sufficient drill information for a preliminary resource estimate to be undertaken. IOS recommended that the company mount its drill program once the ground has frozen to minimize disturbance of low-lying areas.

On February 9, 2019, the Company entered into an arms-length Letter of Intent with Mindfull Capital Inc. an organic and functional food & beverage company whereby EnerSpar and Mindfull proposed to complete a business combination by way of three-cornered amalgamation and the spinout of the Company's mineral assets.

On April 16, 2019 the Company signed a definitive Business Combination Agreement with Mindfull Capital Inc. to complete the above transaction subject to regulatory and shareholder approval and an agreement to extend the date of completion was signed August 9, 2019.

During the year ended December 31, 2019 three directors exercised 1.4 million Options for total cash consideration of $90,750 for the issuance of 1,400,000 shares.

It is the company's intention to continue exploration of the Johan Beetz feldspar property on completion of the Mindfull business combination at which point the exploration assets and liabilities will reside in a new company to be dividended to the existing EnerSpar shareholders subject to receipt of all regulatory approvals. The company will initially be a non-reporting issuer company and will seek listing on the Canadian Stock Exchange (“CSE”).

Subsequent to the Annual and Special Meeting, two of the directors, Mr. Peter Bloch and Mr. Donal Carroll, tendered their resignations (as disclosed by the press release dated August 9, 2019) which have been accepted with regret.

Operating expenses for the year of $116,577 consisted of management fees of $70,000, professional fees of $19,917; public company costs of $11,467; net office expenses of $5,981 and public relations costs of $9,211, miscellaneous expense recoveries of $814 Mindfull extension fees earned of $30,000 resulting in a net loss of $85,763or a basic and fully diluted loss of $0.003 per share.

The Company expenses all costs relating to acquisition, exploration and development of the property in the period incurred. The Company is maintaining a detailed schedule by category of expense incurred on a cumulative basis and reports such expenditures to the shareholders by way of a schedule included within the annual MD&A and included in the annual report of the Company.

Schedule of Exploration Expenditures

Incurred in 2017:

Geology, technician and project management	$154,208
Equipment rental, camp costs and fuel	$ 61,621
Sampling	$ 17,018
Drilling	$ 93,546
Metallurgy	$ 12,918
Reporting	$ 16,169
Total	$355,500
Incurred in 2018	Nil
Incurred in 2019	Nil

Total exploration expenses to December 31, 2019 $355,500

Selected Financial Information

The following selected financial data is derived from the financial statements of the Company prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards ("IFRS").

Statement of Financial Position data as at:

	December 31, 2019.	December 31, 2018
Cash	$2,244	$38,894
Receivable	$15,000	
Recoverable sales tax	$18,599	$12,990
Current Liabilities	$88,799	$113,112
Shareholders' Equity (Deficit)	$(1,278,461)	$(1,254,853)

Summary of Quarterly results

Historical quarterly information of the past most recent eight quarters. ($Cdn)

	Dec 31 2019	Sept 30 2019	June 30 2019	Mar 31 2019	Dec 31 2018	Sept 30 2018	June 30 2018	Mar 31 2018
Revenue	$30,000	Nil	814	Nil	Nil	Nil	Nil	28
Net Profit / (loss)	2,661	(30,729)	(39,952)	(17,753)	(63,719)	(22,343)	(13,983)	(35,403)
Profit / (loss) per share	0.0001	(0.001)	(0.002)	(0.001)	(0.003)	(0.001)	(0.001)	(0.001)

Liquidity and Capital Resources

An initial public offering ("Offering") was completed by Walmer Capital Corp., the predecessor name of the Company, on May 3, 2012 whereby 3,000,000 Common shares were issued for net proceeds of $255,000 (gross before expenses, $300,000) The Company granted 500,000 incentive options to its directors and officers which are exercisable to May 9, 2022 at an exercise price of $0.10 per share.

2,000,000 Founders shares had previously been issued at a value and for proceeds of $0.05 per share. 1,000,000 of these shares were subsequently cancelled due to failure to complete a Qualifying Transaction within the prescribed 2-year period which resulted in there being 4,000,000 Common shares in issue at a deemed price of $0.10 per Common share.

Directors' and Officers' incentive options totaling 500,000 Common shares were granted May 9, 2012 at an exercise price of $0.10 per share, expiring May 9, 2022 and a further:

- 125,000 incentive options exercisable at $0.10 per share granted on December 7, 2016 expiring December 7, 2021
- 1,250,000 incentive options at an exercise price of $0.05 per share were granted on April 2, 2017 expiring April 2, 2020

- 500,000 incentive options at an exercise price of $0.055 per share were granted on November 14, 2017 expiring November 14, 2020
- 100,000 incentive options at an exercise price of $0.055 per share were granted on August 15, 2018 expiring August 15, 2021.

In connection with its Qualifying Transaction and the simultaneous Issues of Common and Flow Through Shares achieved in December 2016 and March 2017, the Company issued 19,360,000 Common shares and 6,861,000 warrants for a net amount of $817,519 and the acquisition of the Johan Beetz property. All of the warrants expired unexercised.

During the second quarter, 1,025,000 share options were exercised for net proceeds of $53,250, 200,000 having been exercised the previous year for proceeds of $10,000.

As at December 31, 2019 the Company had $2,244 in cash and cash equivalents, receivables of $15,000, $18,599 in recoverable sales tax, $Nil in prepaid costs and $88,364 of current liabilities, (primarily amounts due to geological consultants, lawyers and accountants) and a $435 advance from a related party.

Outlook

The business objective of the Company is the acquisition, exploration, development and production of industrial mineral resources from properties primarily in Canada as well as examining other opportunities to enhance shareholder value.

The Company will require additional capital to pursue its business objective. There can be no assurance that the Company would be able to raise such additional capital if and when required on terms it considers acceptable. The Company is not subject to any capital requirements imposed by regulatory body, other than of the TSX Venture Exchange (“TSXV”) which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required to maintain operations and cover general and administrative expenses for a period of 6 months. As of December 31, 2019, the Company was not in compliance with these requirements.

Internal Control over Financial Reporting

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation. During the current fiscal quarter, there were no changes in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. In view of the small size of the Company’s management team and the absence of staff beyond that small team, the Company relies fundamentally on the personal involvement of two senior Officers in all transactions and their scrutiny of same.

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's President and Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As at the end of the quarter covered by this Management's Discussion and Analysis, management of the Company, with the participation of the President and Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the President and Chief Executive Officer and the Chief Financial Officer have concluded that the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual Certification of Disclosure in Issuers' Annual and Interim Filings and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Company, including the President and Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Timely Disclosure, Confidentiality and Insider Trading Policy

Management has adopted the policy to ensure that EnerSpar Corp. and all persons to whom this Policy applies meet their obligations under the provisions of security laws and stock exchange rules by establishing a process for the timely disclosure of all Material Information.

(i) This policy covers disclosures in documents filed with the securities regulators and written statements made in the Company’s annual and quarterly reports, news releases, letters to shareholders, presentations by Directors, Officers, Employees or Contractors and information contained on the Company’s website and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls and any other public disclosures on behalf of the Company, the content of which would reasonably be expected to affect the market value or price of any security of the Company.

(ii)all persons to whom this Policy applies understand their obligations to preserve the confidentiality of Undisclosed Material Information (as defined therein):

(iii) all appropriate parties who have Undisclosed Material Information are prohibited from Insider Trading (as defined herein) and Tipping (as defined therein) under applicable law, stock exchange rules and this policy; and

(iv) communications to the investing public about the Company are timely, factual, accurate, complete and not misleading, and broadly disseminated in accordance with all applicable legal and regulatory requirements.

Proposed Transactions: Management is continuously examining potential acquisitions or options of additional properties as they are presented to the Company. No such transactions other than the Mindfull Capital Inc. Business Combination Agreement are presently pending. If the Company makes any commitments as a result of such transactions, it would be announced by way of a prompt press release.

Additional Disclosure for Venture Companies without Significant Revenue

This Management's Discussion and Analysis document covers the period from January 1, 2019 to June 15, 2020. The comparative information normally set out under this heading is fully disclosed in the audited annual statements for the year ended December 31, 2019.

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements as at June 15, 2020 other than the business arrangement with Mindfull Capital Inc. as described above.

Other:

Possible effects of climate change on the Company's operations. The Company continues to examine the potential impact of climate change on the development of the Johan Beetz property which has direct access to the Gulf of St Lawrence. In that predicting precisely how the climate may change in this area is an inexact science at this time, the Company has determined that several scenarios could develop. If the climate becomes warmer and drier, access to the site may be easier and less expensive to explore and develop as low-lying areas, which can be wet may become drier, thus more easily traversed. Conversely, if the climate were to become warmer and wetter with low lying areas becoming wetter, access and development costs could increase due to additional construction costs of access roads. If the winter season were to become shorter, the time for easy and inexpensive access to drilling sites across frozen ground could be reduced thus reducing the window of opportunity to easily and relatively inexpensively access drill sites.

If sea levels rise, as is being predicted, the Company could need to raise its load out dock to accommodate vessels as a result of the rising water level. Additionally, for every 1 centimetre of sea level rise, the minable depth of the proposed quarry would be reduced by a corresponding amount. The resource drilling was done to sea level (approx. 3100 centimetres of vertical depth) and flooding could result if the quarry floor were below sea level thus possibly reducing the volume of accessible mineral. There has been no change in our estimation of the possible effects of climate change on the company's operations in the past year.

As we have stated in the past, EnerSpar's exploration plans and plans for further engagement with First Nation contractors and personnel located in the area wherever possible, continue to develop. It is the Company's intent to continue the recommended exploration program in a new wholly owned subsidiary which has been created specifically to hold the exploration assets and liabilities of EnerSpar, all of the share of which will be dividended to the current shareholders of EnerSpar concurrent with the completion of EnerSpar and Mindfull Capital Inc. transaction and is subject to receipt of satisfactory tax, corporate and securities law advice and all regulatory approvals.

Critical Accounting Policies and Estimates Use of estimates and judgments

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

Judgments made by management that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the current and following fiscal years are discussed below. The most significant judgments and estimates relate to, but are not limited to, the following:

- the assessment of the going concern presumption to the financial statements and:
- the calculation of the fair value of share-based payments and equity settled transactions requiring the use of estimates of inputs in the Black-Scholes option pricing valuation model.

Valuation of equity instruments

The Company has adopted the residual method with respect to the measurement of common shares and warrants issued as private placement units. Warrants attached to units are valued based on the fair value of the warrants using the Black-Scholes option pricing model and the share price at the time of financing, and the difference between the proceeds raised and the value assigned to the warrants is the residual fair value of the shares.

The proceeds from the issue of units are allocated between share capital and reserve for warrants. If and when the warrants are exercised, the applicable amounts of reserve for warrants are transferred to capital stock. Consideration paid on the exercise of the warrants is credited to capital stock.

Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-tomaturity, available-for-sale, loans-and-receivables or at fair value through profit or loss (“FVTPL”).

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through the statement of comprehensive loss. The Company's cash, restricted cash and cash equivalents are classified as FVTPL.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as either FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. The Company's trade and other payables, flow through premium liability and financing proceeds when held in escrow are classified as other financial liabilities.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, and accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

Risks and Uncertainties

The Company has a limited history of existence. There can be no assurance that the Company will be able to obtain adequate financing to continue its exploration beyond the first-year program. The securities of the Company should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Company's securities:

The acquisition of a resource property exposes the Company to all of the inherent risks of activity in the resource world including fluctuating commodity and other resource prices, exploration risk, environmental risk, management risk, and potentially construction, financing, production, safety and other execution risks if the Company were to go beyond the exploration stage and seek to put a resource project into production.

Disclosure of Outstanding Share Data

As at the date of this MD&A, the following is a description of the outstanding equity securities and convertible securities previously issued by the Company:

Voting or equity securities:

Authorized: Unlimited Common Shares

Unlimited non–voting Preferred shares

Outstanding:

Common Shares. 25,360,000

Warrants:

The Company had 6,861,000 broker and share purchase warrants expiring June 7 and June 12, 2018 all of which expired unexercised.

Options:

There are 175,000 options outstanding.

Disclosure Controls and Procedures

Management has designed disclosure controls and procedures to provide reasonable assurance that material information relating to the Company is made known to the Chief Executive Officer and the Chief

Financial Officer by others within the Company in an accurate and timely manner in order for the Company to comply with its continuous disclosure and financial reporting obligations and in order to safeguard assets.

Subsequent Events

On February 26, 2020 EnerSpar and Mindfull signed an additional amendment to the Business Combination Agreement extending the date of closing to no later June 30 2020. The companies have agreed to certain cash payments including monthly payments of $15,000 and a sliding scale of remuneration to EnerSpar dependent on the price of shares issued by Mindfull simultaneously to the closing of the Transaction with EnerSpar.

Other Information

Additional information about the Company is available on SEDAR at www.sedar.com as well as on the Company's website at www.enerspar.com.

The Board welcomes questions and comments from shareholders and others.

Dated
June 15, 2020