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ELECTROVAYA INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE QUARTER ENDED DECEMBER 31, 2019

FEBRUARY 12, 2020

ELECTROVAYA INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Introduction

Management's discussion and analysis ("MD&A") provides our viewpoint on our Company, performance and strategy. "We," "us," "our," "Company" and "Electrovaya" include Electrovaya Inc. and its wholly-owned or controlled subsidiaries, as the context requires.

Our Board of Directors, on the recommendation of its Audit Committee, approved the content of this MD&A on February 12, 2020 and it is, therefore, dated as at that date. This MD&A includes the operating and financial results for the quarters ending December 31, 2019 and 2018, and should be read in conjunction with our consolidated financial statements. It includes comments that we believe are relevant to an assessment of and understanding of the Company's consolidated results of operations and financial condition. The financial information herein is presented in thousands of US dollars unless otherwise noted (except per share amounts, which are presented in US dollars unless otherwise noted), in accordance with International Financial Reporting Standards ("IFRS"). Additional information about the Company, including Electrovaya's current annual information form, can be found on the SEDAR website for Canadian regulatory filings at www.sedar.com.

Forward-looking statements

This MD&A may contain forward-looking statements, including with respect to revenue forecasts and in particular the forecast for the first half of fiscal 2020, anticipated positive EBITDA and factors impacting revenue by the second quarter 2020, anticipated further sequential revenue growth in fiscal 2020, the competitive position of the Company's products, global trends in technology supply chains, our strategic objectives and financial plans, the Company's products, the effect of coronavirus outbreaks in China on the Company's delivery schedule, continually increasing the Company's intellectual property portfolio, additional capital raising activities**,** the effect of Litarion's insolvency filing on the Company's financial position and performance, the Company's intentions with respect to outstanding debt instruments, including convertible debentures, , expected productivity and efficiency gains from relocation of the Company's head office, and also with respect to the Company's markets, objectives, goals, strategies, intentions, beliefs, expectations and estimates generally. Forward-looking statements can generally be identified by the use of words such as "may", "will", "could", "should", "would", "likely", "possible", "expect", "intend", "estimate", "anticipate", "believe", "plan", "objective" and "continue" (or the negatives thereof) and words and expressions of similar import. Readers and investors should note that any announced estimated and forecasted orders and volumes provided by customers and potential customers to Electrovaya also constitute forward-looking information and Electrovaya does not have (a) knowledge of the material factors or assumptions used by the customers or potential customers to develop the estimates or forecasts or as to their reliability and (b) the ability to monitor the performance of the business its customers and potential customers in order to confirm that the forecasts and estimates initially represented by them to Electrovaya remain valid. If such forecasts and estimates do not remain valid, or if firm irrevocable orders are not obtained, the potential estimated revenues of Electrovaya could be materially and adversely impacted. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the outcome of such statements involve and are dependent on risks and uncertainties, and undue reliance should not be placed on such statements. Certain material factors or assumptions are applied in making forward-looking statements, and actual results may differ materially from those expressed or implied in such statements. Material assumptions used to develop forward-looking information in this MD&A include, among other things, that current customers will continue to make and increase orders for the Company's products; that the Company's alternate supply chain will be adequate to replace material supply and manufacturing; that the Company's products will remain competitive with currently-available alternatives in the market; that the alternative energy market will continue to grow and the impact of that market on the Company; the purchase orders actually placed by customers of Electrovaya; customers not terminating or renewing agreements; general business and economic conditions (including but not limited to currency rates and creditworthiness of customers); Company liquidity and capital resources, including the availability of additional capital resources to fund its activities; level of competition; changes in laws and regulations; legal and regulatory proceedings; the ability to adapt products and services to changes in markets; the ability to retain existing customers and attract new ones; the ability to attract and retain key executives and key employees; the granting of additional intellectual property protection; and the ability to execute strategic plans. Information about risks that could cause actual results to differ materially from expectations and about material factors or assumptions applied in making forward-looking statements may be found herein under the heading "Qualitative and Quantitative Disclosures About Risks and Uncertainties", in the Company's Annual Information Form ("AIF") for the year ended September 30, 2019 under the heading "Risk Factors", and in other public disclosure documents filed with Canadian securities regulatory authorities. The Company does not undertake any obligation to update publicly or to revise any of the forward-looking statements contained or incorporated by reference in this document, whether as a result of new information, future events or otherwise, except as required by law.

Revenue and EBITDA forecasts herein constitute future-oriented financial information and financial outlooks (collectively, "FOFI"), and generally, are, without limitation, based on the assumptions and subject to the risks set out above under "Forward-Looking Statements". Although management believes such assumption to be reasonable, a number of such assumptions are beyond the Company's control and there can be no assurance that the assumptions made in preparing the FOFI will prove accurate. FOFI is provided for the purpose of providing information about management's current expectations and plans relating to the Company's future performance, and may not be appropriate for other purposes. The FOFI does not purport to present the Company's financial condition in accordance with IFRS, and it is expected that there may be differences between actual and forecasted results, and the differences may be material. The inclusion of the FOFI in this news release disclosure should not be regarded as an indication that the Company considers the FOFI to be a reliable prediction of future events, and the FOFI should not be relied upon as such.

ELECTROVAYA INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

1. OUR BUSINESS

Electrovaya Inc. designs, develops and manufactures directly or through out-sourced manufacturing lithium ion batteries for Material Handling Electric Vehicles ("MHEV") and other electric transportation applications, as well for electric stationary storage and other battery markets. Our main businesses include:

(a) lithium ion battery systems to power MHEV including fork-lifts as well as accessories such as battery chargers to charge the batteries;

(b) lithium ion batteries for other transportation applications; and,

(c) industrial and residential products for energy storage.

The Company has a battery and battery systems research and manufacturing facility in Mississauga, Ontario. In December 2019, Electrovaya moved its corporate head office to 6688 Kitimat Road in Mississauga, Ontario. The new location, which comprises approximately 62,000 square feet, is designed to enhance the Company's productivity and efficiency. For further information, see "Liquidity and Capital Resources".

The Company researches in many areas of lithium ion batteries and has developed and patented a number of items in the lithium ion battery area. Electrovaya carries out engineering development at this facility, including assembly of complete battery systems. The Company has operating personnel at our headquarters in Canada and sales personnel in the USA.

Electrovaya has a team of mechanical, electrical, electronic, battery, electrochemical, materials and system engineers able to give clients a "complete solution" for their energy and power requirements. Electrovaya also has substantial intellectual property in the lithium ion battery sector.

Management believes that our battery and battery systems contain a unique combination of characteristics that enable us to offer battery solutions that are competitive with currently available advanced lithium ion and non-lithium ion battery technologies. These characteristics include:

- *Scalability and pouch cell geometry*: We believe that large-format pouched prismatic (flat) cells represent the best long-term battery technology for use in large electro-motive and energy storage systems.

- *Safety*: We believe our batteries provide a high level of safety in a lithium ion battery. Safety in lithium ion batteries is becoming an important performance factor and Original Equipment Manufacturers ("OEMs") and users of lithium ion batteries prefer to have the highest level of safety possible in lithium ion batteries.

- *Cycle-life*: Our cells are in the forefront of battery manufacturers with respect to cycle-life, with excellent rate capabilities. Cycle-life is generally controlled by the parasitic reactions inside the cell and these reactions have to be reduced in order to deliver industry leading cycle-life. Higher cycle-life is of importance in many intensive applications of lithium ion batteries.

- *Energy and Power*: Our batteries give industry leading combination of energy and power and can be application specific.

- *Battery Management System ("BMS"):* Our BMS has developed over the years, and provides excellent control and monitoring of the battery with advanced features as well as communication to many chargers, electric vehicles and other devices.

2. OUR STRATEGY

We have developed a series of products which focus on maximising the cycle-life of the battery such that mission critical and intensive use applications would be interested in such long life batteries while giving appropriate energy and power. We developed cells, modules, battery management systems, software and firmware necessary to deliver systems for discerning users. We also developed supply chains which can produce needed components including separators, electrolytes with appropriate additives, cells and cell assembly, modules, electronic boards, electrical and mechanical components as needed for our battery systems. Supply chains allow flexibility in production as well as ability to manage scalable and fluctuating demands, especially for emerging new product introductions. The global trend in technology products is to use high quality supply chains to achieve scalable production and reduce or eliminate ownership of component suppliers. The battery systems we have developed are focused on mission critical applications, where the battery has to be used for long durations and could be charged and discharged several times a day. Electrovaya is pivoting away from owning component suppliers and making use of higher levels of contract manufacturing to produce its customised requirements.

Our goal is to utilize our battery and systems technology to develop and commercialize mass-production levels of battery systems for our targeted end markets.

To achieve these strategic objectives, we intend to:

- Establish global strategic relationships in order to broaden the market potential of our products and services;

- Develop and commercialize leading-edge technology for the stationary grid, zero-emission vehicle, as well as partnering with key large organizations to bring them to market;

- Invest in research and development initiatives related to new technologies that reduce the costs of our products, but enhance the operating performance, of our current and future products; and,

- Focus on intensive use and mission critical applications such as the logistics and e-commerce industry, automated guided vehicles, electric buses, energy storage and similar other applications.

3. OVERALL PERFORMANCE AND SELECTED FINANCIAL INFORMATION

Years ended September 30, 2019, 2018 and 2017

i) Financial Condition

	2019	2018	2017
Cash and Cash Equivalents			
From continued operations	$333	$126	$3,402
From discontinued operations	-	-	39
Cash and Cash Equivalents	333	126	3,441
Total Assets			
From continued operations	2,088	15,830	22,067
From discontinued operations	-	-	13,476
Total Assets	2,088	15,830	35,543
Total Long Term Liabilities			
From continued operations	142	10,662	10,082
From discontinued operations	-	-	748
Total Long Term Liabilities	142	10,662	10,830
Shareholders' Equity (Deficiency) from continued operations	$(14,265)	$(13,758)	$(1,221)

Our Cash and Cash Equivalents balance increased from 2018 to 2019 by $207. Cash and Cash Equivalents were approximately $333 as at September 30, 2019, and $126 as at September 30, 2018.

ii) Results of Operations and Cash Flow

	2019	2018	2017
Revenue			
From continued operations	$4,891	$5,633	$2,275
From discontinued operations	-	865	6,492
Revenue	4,891	$6,498	$8,767
Revenue, Less Direct Manufacturing Costs			
From continued operations	1,942	1,764	905
From discontinued operations	-	(2,781)	(5,972)
Revenue, Less Direct Manufacturing Costs	1,942	(1,017)	(5,067)
Loss Before other items			
From continued operations	6,947	9,884	4,394
From discontinued operations	-	6,589	16,613
Loss Before other items	6,947	16,473	21,007
Net Loss for the year			
From continued operations	2,837	10,172	4,654
From discontinued operations	-	12,485	16,520
Net Loss for the year	2,837	22,657	21,174
Basic and Diluted Loss(gain) per Share			

From continued operations	0.03	0.10	0.05
From discontinued operations	-	0.13	0.19
Basic and Diluted Loss per Share	0.03	0.23	0.24
Cash flow (used in) Operating Activities			
From continued operations	(2,875)	(5,173)	(1,201)
From discontinued operations	-	(1,827)	(17,984)
Cash flow (used in) Operating Activities	(2,875)	$(7,000)	$(19,185)

The Company has reviewed its operations and determined that it operates in one business segment and has only one reporting unit. The Company develops, manufactures and markets power technology products.

Revenue derived from US and European customers, as a percentage of the Company's revenue, was approximately 74% in 2019. Revenue derived from US and European customers as a percentage of the Company's revenue was approximately 32% in 2018. Revenue decreased for the year ended September 30, 2018 compared to 2017 due to a decrease in revenues from our discontinued German operations.

For the years ended September 30, 2019, 2018 and 2017, revenues from major business activities were as follows:

	2019	**2018**	**2017**
Large Format Batteries			
From continued operations	$4,850	$5,330	$2,129
From discontinued operations	-	-	5,333
Large Format Batteries	4,850	5,330	7,462
Other			
From continued operations	41	303	146
From discontinued operations	-	865	1,159
Other	41	1,168	1,305
Total Revenue			
From continued operations	4,891	5,633	2,275
From discontinued operations	-	865	6,492
Total Revenue	$4,891	$6,498	$8,767

The decrease in large format batteries revenue of $480 from 2018 to 2019 is primarily due to lower revenues from a Canadian customer.

Other revenue decreased by $262 in 2019 as compared to 2018.

For the years ended September 30, 2019, 2018 and 2017, revenues attributed to regions based on location of customer were as follows:

	2019	2018	2017
Canada			
From continued operations	$888	$3,820	$1,237
From discontinued operations	-	-	-
Canada	888	3,820	1,237
United States			
From continued operations	3,600	1,785	991
From discontinued operations	-	-	(47)
United States	3,600	1,785	944
Germany			
From continued operations	-	28	-
From discontinued operations	-	865	3,625
Germany	-	893	3,625
Others			
From continued operations	403	-	47
From discontinued operations	-	-	2,914
Others	403	-	2,961
Total revenue			
From continued operations	4,891	5,633	2,275
From discontinued operations	-	865	6,492
Total revenue	$4,891	$6,498	$8,767

Operating losses for continued operations, represented by Loss Before Foreign Exchange and Interest, Taxes and Amortization, decreased by $2,937 from 2018 to 2019 primarily because of a decrease in research and development costs of $962, a decrease in general and administration costs of $1,114, a decrease of financing costs of $1,331 offset by an increase in stock based compensation costs of $830.

The Company has not paid a dividend from the date of its inception.

iii) Quarterly Financial Results from Continued Operations

Quarterly revenue from continued operations are as follows:

	Q1	Q2	Q3	Q4
2020	$861	-	-	-
2019	$1,972	$1,253	$1,162	$504
2018	$748	$3,269	$397	$1,219

For the quarters ended December 31, 2019 and 2018, revenue was $861 and $1,972 respectively. The $1,111 or 56.3% decrease in revenue was due in part to the Company relocating its manufacturing and other operations during this quarter.

For the quarter ended December 31, 2019 three customers represented more than 10% of total revenue (quarter ended December 31, 2018 - four customers). Our largest customer accounted for 63% and 25% of total revenue for the quarters ended December 31, 2019 and of 2018 respectively.

Continued advances in technology and a highly competitive market are more significant factors than general economic conditions and specific price changes when considering major impacts on revenue. In particular, the alternative energy market continues to be robust and the Company believes that new and important opportunities will potentially be available to it.

A number of large companies are testing Electrovaya's ELivate line of batteries in their MHEVs for intensive use applications.

Management is not aware of any fluctuations in revenue due to seasonality.

Expenses

Direct Manufacturing Costs. Direct manufacturing costs are comprised of the material, labour and manufacturing overhead, excluding amortization, associated with the production of batteries and battery packs for Electric Vehicles, stationary grid applications and research and engineering service revenues.

For the quarter ended December 31, 2019, direct manufacturing costs decreased by $710 to $541 from $1,251 for the quarter ended December 31, 2018 primarily due to lower costs associated with decreased revenue during the current quarter as compared to the same quarter prior year.

Revenue less Direct Manufacturing Costs was a profit of $320 or 37.2% of revenue for the three months ended December 31, 2019 compared to a profit of $721 or 36.6% of revenue for the three months ended December 31, 2018.

Research and Development. Research and development expenses consist primarily of compensation and premises costs for research and development personnel and activities, including independent contractors and consultants, direct materials and allocated overhead.

Research and development expenses, net of investment tax credits (ITC), decreased by $523 during the quarter ended December 31, 2019 to $404 from $927 in the same quarter in the prior year. Due to staff resources being allocated to support production, particularly in engineering.

Sales and Marketing. Sales and marketing expenses are comprised of the salaries and benefits of sales and marketing personnel, marketing activities, advertising and other costs associated with the sales of Electrovaya’s product lines.

For the quarters ended December 31, 2019 and 2018, sales and marketing expenses were $230 and $358 respectively. The $128 or 35.8% decrease was primarily due to a decrease in the development of demo products and trade shows during the quarter ended December 31, 2019.

General and Administrative. General and administrative expenses include salaries and benefits for corporate personnel, insurance, professional fees, reserves for bad debts and facilities expenses. The Company’s corporate administrative staff includes its executive officers and employees engaged in business development, financial planning and control, legal affairs, human resources and information technology.

For the quarters ended December 31, 2019 and 2018, general and administrative expenses were $502 and $539 respectively. The $37 or 6.9% decrease was primarily due to numerous cost saving initiatives in Q1 2020.

Stock based compensation. Non-cash stock-based compensation expense decreased by $6 to $43 for the quarter ended December 31, 2019 compared to the same quarter in 2018 primarily due to lower expensing of the fair value of stock options that vested issued during the current quarter.

Financing costs. For the quarters ended December 31, 2019 and 2018, financing costs were $896 and $582 respectively. This is due to increased loan balances.

Patent and trademark costs. Patent and trademark expense decreased from $14 in the same quarter in the prior year to $8 for the quarter ended December 31, 2019.

Net Profit/(Loss)

Quarterly net profits/(losses) from continued operations are as follows:

($ thousands)	**Q1**	**Q2**	**Q3**	**Q4**
2020	$(1,909)	-	-	-
2019	$2,756	$(1,884)	$(1,226)	$(2,483)
2018	$(2,683)	$(2,667)	$(2,499)	$(2,323)

The increase in the net loss from the first quarter of fiscal 2020 to the first quarter of fiscal 2019 was due to a decrease in revenue, an increase in financing costs, a decrease in foreign exchange gain and interest income, a decrease in gain on sale of capital assets offset by a decrease in cost of goods sold, a decrease in stock based compensation expense, a decrease in research and development costs, a decrease in sales and marketing expenses, a decrease in patent and trademark expenses, a decrease in general and administration cost and a decrease in amortization costs.

Quarterly net gains (losses) per common share from continued operations are as follows:

	Q1	**Q2**	**Q3**	**Q4**
2020	$(0.02)	-	-	-
2019	$0.03	$(0.02)	$(0.01)	$(0.03)
2018	$(0.03)	$(0.03)	$(0.03)	$(0.01)

iv) **Business Highlights and Outlook:**

The Company’s order backlog exceeds $12 million (C$16 million) due to strong customer demand. The planned ramp-up of battery deliveries in the fiscal second quarter ending March 31, 2020 will be somewhat delayed due to the ongoing disruption of the global supply chain because of the coronavirus. Deliveries will extend into the fiscal third quarter ending June 30, 2020, barring unforeseen circumstances.

In Q1 FY2020, Electrovaya moved its corporate head office and manufacturing operations to 6688 Kitimat Road in Mississauga, Ontario. The new location comprises approximately 62,000 square feet of space.

On December 30, 2019, the Company announced that it has secured new purchase orders worth approximately $4 million (C$5.3 million) for forklift battery systems, to be delivered by the end of the Company's fiscal third quarter ending June 30, 2020.

On November 11, 2019, Electrovaya announced that it closed an agreement with a Canadian financial institution for a secured $4.1 million (C$5.5 million) credit facility to support fulfillment of purchase orders. The facility is in addition to a $1.1 million (C$1.5 million) bridge facility previously secured from the same lender. Accordingly, the credit facility limit is $5.2 million (C$7 million).

Electrovaya's batteries are powering e-forklift systems in 28 locations, including 24 in the United States, two in Canada, one in Mexico and one in Costa Rica, primarily operated by large organizations.

Electrovaya's intellectual property continues to increase with fresh patents and know-how. Subsequent to Q1 FY2020, on February 4, 2020, the Company announced that it acquired 30 key ceramic separator and battery issued patents for a nominal value. The patents concern the design, manufacture and application of ceramic composite separators in lithium ion batteries, as well as a novel battery design. The Company currently has more than 130 registered patents.

4. LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2019, the Company had $560 in cash and cash equivalents compared to $333 and $446 as at September 30, 2019 and December 31, 2018 respectively.

Cash used in operating activities for continued operations was $1,778 for the quarter ended December 31, 2019 compared to $471 used during the quarter ended December 31, 2018. Net cash used in operating activities during the quarter ended December 31, 2019 primarily reflects the operating loss of $1,909, a decrease in non-cash operating working capital of $582 offset by an increase in non-cash financing costs of $409, stock-based compensation expense of $43 and amortization of $2.

In November 2017, the amount drawn under the $6,000 revolving working capital facility exceeded the amount available under the loan agreement. The bank and the Company entered into an accommodation agreement whereby the Company could draw up to $5,000 as an overdraft facility not subject to the 90% of EDC insured accounts receivable and 60% of inventory test. In exchange, the Company provided a third mortgage of Cdn $4 million charge to the bank on the Mississauga land and buildings. The accommodation agreement was for an indefinite time period but could be withdrawn at any time by the bank.

On February 25, 2018, the Company and the bank amended the accommodation agreement to increase the third mortgage charge by Cdn $4 million to bring the total charge to Cdn $8 million.

As at September 30, 2018, the Company had drawn the available facility bringing the total amount drawn to $9,000 (i.e. $5,000 on revolving facility and $4,000 on letter of credit facility).

Following the sale of the Company's Mississauga headquarters, the Company applied its restricted cash of $1,012, proceeds from the sale of $5,862 and made further payments in the quarter to reduce the outstanding balance as of December 31, 2018 to approximately $269. During the quarter ended March 31, 2019, this balance was fully repaid and all security released.

In March, 2019 a Canadian Chartered Bank provided a demand loan to finance specific purchase orders, bearing interest rate at prime plus 3.75%. The loan was cash collateralized with a $187 (Cdn $250K) cash deposit. During the quarter ended September 30, 2019, the bank loan was fully repaid and the cash collateral was released by the bank.

In August 2019 a Canadian Financial Institution provided a $1.13 million (Cdn $1.5 million) of which $1.06 million (Cdn $1.4 million) was advanced on closing. The facility is secured non-revolving bridge facility for the fulfilment of specific purchase orders and general working capital purposes.

In November 2019 the Original Credit Agreement was amended to include a $4.2 million (Cdn $5.5 million) revolving Purchase Order Facility in addition to the $1.5 million Bridge Facility which was amended to be non-revolving. An initial draw of $1.9 million (Cdn$2.5 million) was made under the Purchase Order Facility. Both facilities are secured.

The interest on the Bridge Facility was unchanged at the greater of a) 8.05% above the Prime Rate or b) 12%. Interest is payable monthly.

The interest on the Purchase Order Facility is the greater of a) 10.05% above the Prime Rate or b) 14%. Interest is payable monthly. In addition the Company issued 1.5 million common shares to the Lender.

The Bridge Facility is for a term of 6 months from the original closing date of August 20, 2019 or February 20, 2020 with a renewal for a further 6 months to August 20, 2020 by mutual consent. The Purchase Order Facility matures on April 30, 2020. The Purchase Order Facility will be repaid from the Accounts Receivable collections associated with the specific purchase orders the facility financed.

As of the date of approval of these condensed interim consolidated financial statements, $1.13 million (Cdn $1.5 million) has been fully drawn on the Bridge Facility. In January 2020 a further draw of $1.0 million (Cdn $1.3 million) was made on the Purchase Order Facility bring the total to $2.9 million (Cdn $3.8 million) drawn on the Purchase Order Facility.

On March 27, 2017, the Company closed an offering for 9% unsecured convertible debentures (the "Debentures") for an aggregate gross proceeds of $11,300 (Cdn $15,000,000). The issue costs were $751 (Cdn $1,000,543) resulting in net proceeds of $10,600 (Cdn $13,999,457). The Company also issued 279,069 compensation options (the "Compensation Options"), with each Compensation Option exercisable to purchase one common share at a price of Cdn $2.26 until 5:00 p.m. on March 26, 2019. The Compensation Options are now expired.

The Debentures bear interest from the date of issue at 9% per annum, payable semi-annually in arrears on June 30 and December 31 in each year commencing June 30, 2017. The Debentures have a maturity date of March 27, 2020 (the "Maturity Date"). The Debentures are convertible at the holder's option at any time prior to the close of business on the earlier of the Maturity Date and the business day immediately preceding the date specified by the Company for redemption of the Debentures into Electrovaya's common shares at a conversion price of $1.61 (Cdn $2.15) per common share, being a conversion rate of 465.116 Common Shares for each $1,000 principal amount of the Debentures. The Debentures are subject to accelerated conversion in certain circumstances, and the Conversion Price may be adjusted in certain circumstances, all as more particularly described in the Company's news release dated March 15, 2017 and material change report dated March 22, 2017.

The lead subscriber was also issued 1,740,000 warrants (the "Warrants"). Each Warrant is exercisable to purchase one common share in the capital of the Company at a price of Cdn $2.80 per common share until 5:00 p.m. on March 26, 2020.

For accounting purposes, the Debentures are separated into their liability and equity components using the effective interest rate method. The fair value of the liability component at the time of issue was determined based on an estimated rate of 13.5% for the Debentures without the conversion feature. The fair value of the equity component was determined as the difference between the face value of the Debentures and the fair value of the liability component.

The Debentures are direct, unsecured obligations of the Company, subordinated to other indebtedness of the Company for borrowed money and ranking equally with all other unsecured subordinated indebtedness. As the Debentures mature on March 27, 2020 they have been classified as current liabilities this quarter.

On December 20, 2019 at a Special Meeting of the Shareholders, the Company received approval to permit the issuance of more than 21,965,668 common shares in the aggregate under the private placement of Debentures, which number represents more than 25% of the number of outstanding Common Shares as at March 27, 2017, and which shareholder approval is required for such issuance pursuant to the rules of the Toronto Stock Exchange.

On September 29, 2017, Electrovaya raised $3,677 (Cdn $4.6 million) through a private placement of 4,000,000 units, with each unit consisting of one common share at Cdn $1.15 and one share purchase warrant. Each share warrant is exercisable into one common share of the Company within a period of 60 months at a price of Cdn $1.45 per share.

On October 4, 2017, Electrovaya raised $556 (Cdn $695k) through a private placement of 604,347 units, with each unit consisting of one common share at Cdn $1.15 and one share purchase warrant.

Each share warrant is exercisable into one common share of the Company within a period of 60 months at a price of Cdn $1.45 per share.

On December 22, 2017, Electrovaya raised $1,599 (Cdn $2 million) through a private placement of 3,333,333 units with each unit consisting of one common share at Cdn $0.60 and one share purchase warrant. Each share warrant is exercisable into one common share of the Company within a period of 60 months at a price of Cdn $0.73 per share.

On December 4, 2017, the primary shareholder guaranteed a loan to the Company $386 (Cdn $500K) for 6 month terms at 2% interest per month fully repayable on June 01, 2018. This arrangement also carries a commitment fee of 4% deducted from the principal amount of Cdn $500K. The note also carries a penalty clause for payment of Cdn $20K in the event of a default in paying the principal amount on the due date (June 01, 2018). The note was renewed for a further period of one month on May 24, 2018 after payment of Cdn $20K as penalty as per the original promissory note. The renewed note was repayable on July 01, 2018, but has been renewed to December 1, 2018 for a commitment fee of Cdn $5,000 with a penalty clause for payment of Cdn $20K in the event of a default in paying the principal amount on the due date (December 01, 2018). The Promissory Note was subsequently renewed in November, 2018 and again thrice in March, 2019, July, 2019 and January, 2020. The latest renewed note is repayable on February 1st 2021, with a penalty clause for payment of Cdn $20K in the event of a default in paying the principal amount on the due date (February 01, 2020) or if the note is not rolled over. The promissory note has the option of paying out the principal amount anytime before the maturity date without any penalty.

On May 30, 2018, the Company completed a private placement to certain directors, officers and employees consisting of 4,450,001 units for gross proceeds of $520 (Cdn $667.5K). Each unit comprised one common share and one-half of one common share purchase warrant, for a total of 2,224,999 warrants. Each whole warrant is exercisable to purchase one common share at a price of $0.15 (Cdn $0.20) for a period of 36 months.

On September 27, 2018, the primary shareholder loaned to the Company $93 (Cdn $120K) on an interest free promissory note repayable on demand. This arrangement also carries a commitment and legal fee of Cdn $10,000. Again in March, 2019, the primary shareholder loaned to the Company $77 (Cdn $100K) on an interest free promissory note repayable on demand. As of September 30, 2019, $17 (Cdn $22K) has been repaid to the primary shareholder on demand.

On October 23, 2018 the company completed the sale of its headquarters in Mississauga for gross proceeds of Cdn $22.5 million and leased in the same premises of 54,000 square feet for three years. After purchase price adjustments and brokerage, the proceeds to the Company were Cdn $20.2 million and were used to pay down debt and for working capital purposes. The Company gave early termination notification for the lease at Royal Windsor and has relocated to new premises and entered into a lease agreement for 61,327 sq.ft at its new Headquarters in Mississauga, Ontario at 6688 Kitimat Road. The lease is for 10 years starting January 1, 2020 with expiry December 31, 2029.

On June 25, 2019, two private companies each loaned to the Company $116 (Cdn $150K) for a total of $231 (Cdn $300k) on promissory notes for 3 month terms at 2% interest per month both fully repayable on September 24, 2019. This arrangement also carries a commitment fee of 5% deducted from the principal amount of Cdn $300K. The loans are guaranteed by the primary shareholder. The notes were renewed to an on demand basis with no specific maturity.

Management acknowledges that uncertainty remains over the Company's ability to meet its funding requirements. However management expects that the Company has, or has access to, adequate resources, to continue in operational existence for the foreseeable future. If for any reason the Company is unable to continue as a going concern, then this could have an impact on the Company's ability to realize assets at their recognized values, in particular goodwill and other intangible assets, and to extinguish liabilities in the normal course of business at the amounts stated in the consolidated financial statements.

At September 30, 2019, we had the following contractual obligations:

Year of Payment Obligation	**Lease Obligations**	**Debt Repayment**
2020	$ 342	$15,070
2021	631	386
2022	699	-
2023	713	-
2024	729	-
2025 & beyond	4,098	-
Total	$ 7,212	$15,456

5. OUTSTANDING SHARE DATA

The authorized and issued capital stock of the Company consists of an unlimited authorized number of common shares as follows:

	Common Shares	
	Number	Amount
Balance, October 01, 2017	92,116,935	$79,700
Issuance of shares	4,781,060	1,248
Balance, December 31, 2017 & March 31, 2018	96,897,995	$80,948
Issuance of shares	4,450,001	387
Balance, June 30, 2018	101,347,996	$81,335
Issuance of shares	2,257,275	523
Balance, September 30 & December 31, 2018	103,605,271	$81,858
Issuance of shares	3,634,188	514
Balance, March 31 and June 30, 2019	107,239,459	$82,372
Issuance of shares	2,672,441	513
Balance, September 30, 2019	109,911,900	$82,885
Issuance of shares	1,500,000	239
Balance, December 31, 2019	111,411,900	$83,124

The following table reflects the quarterly stock option activities for the period from October 01, 2017 to December 31, 2019:

	Number outstanding	Weighted average exercise price
Outstanding, October 01, 2017	4,241,003	$0.92
Cancelled or expired	(100,000)	$0.54
Outstanding, December 31, 2017	4,141,003	$0.97
Granted	775,000	$0.22
Outstanding, March 31, 2018	4,916,003	$0.92
Cancelled or expired	(40,000)	$1.62
Outstanding, June 30, 2018 & September 30, 2018	4,876,003	$0.91
Cancelled or expired	(25,400)	$1.04
Outstanding, December 31, 2018	4,850,603	$0.89
Cancelled or expired	(16,000)	$0.18
Outstanding, March 31, 2019 and June, 2019	4,834,603	$0.87
Granted	5,452,000	$0.23
Cancelled or expired	(260,000)	$0.72
Outstanding, September 30, 2019 and December, 2019	10,026,603	$0.50

On July 31, 2019 the Board approved the grant of 1,202,000 stock options under the Stock Option Plan with a further grant of 4,250,000 conditional on obtaining the approval of shareholders at the next meeting of shareholders of the Company to increase the pool of options available to be granted such that there are sufficient options in the pool to permit the additional grant.

On December 20, 2019 at a Special Meeting of the Shareholders, a resolution was passed to (i) authorize amendments to the company’s Stock Option Plan to increase the maximum number of common shares issuable upon the exercise of stock options thereunder from 10,100,000 to 15,100,000 and to remove the restriction that the maximum number of shares that may be issuable to any one participant under all of the company’s security based compensation arrangements shall not exceed 5% of the issued and outstanding common shares; and (ii) to ratify the grant of 4,250,000 as mentioned above.

The following table reflects the outstanding warrant activities for the period from December 31, 2016 to December 31, 2019:

	Number Outstanding	Exercise Price
Outstanding, Dec 31, 2016	844,868	
Exercised during the quarter ended Mar 31, 2017	(12,200)	$0.79
Issued during the quarter ended Mar 31, 2017	1,000,000	$2.06
Issued during the quarter ended Mar 31, 2017	1,740,000	$2.10
Outstanding, Mar 31, 2017 & Jun 30, 2017	3,572,668	
Issued during the quarter ended Sep 30, 2017	4,000,000	$1.16
Outstanding, Sep 30, 2017	7,572,668	
Issued during the quarter ended Dec 31, 2017	604,347	$1.16
Issued during the quarter ended Dec 31, 2017	3,333,333	$0.58
Expired during the quarter ended Dec 31, 2017	(446,000)	$0.91
Outstanding, Dec 31, 2017	11,064,348	
Expired during the quarter ended Mar 31, 2018	(386,668)	$0.60
Outstanding, Mar 31, 2018	10,677,680	
Issued during the quarter ended Jun 30, 2018	2,224,999	$0.15
Issued during the quarter ended Jun 30, 2018	1,000,000	$0.14
Outstanding, June 30, Sep 30 and Dec 31, 2018	13,902,679	
Expired during the quarter ended Mar 31, 2019	(1,000,000)	$2.05
Outstanding, Mar 31, June 30, Sep 30 & Dec 31, 2019.	12,902,679	

Details of Compensation Options to Brokers

	Number Outstanding	Exercise Price
Outstanding as on Oct 1, 2016	-	
Issued during the quarter ended Mar 31, 2017	279,069	$1.70
Outstanding, Mar 31 & Jun 30, 2017	279,069	
Issued during the quarter ended Sep 30, 2017	280,000	$1.16
Outstanding, Sep 30, 2017	559,069	
Issued during the quarter ended Dec 31, 2017	42,304	$1.16

Outstanding, Dec 31, 2017, Mar 31, Jun 30, Sep 30 & Dec 31, 2018	601,373	
Expired during the quarter ended Mar 31, 2019	(279,069)	$1.70
Outstanding, Mar 31, Jun 30, Sep 30 & Dec 31, 2019.	322,304	

As of December 31, 2019, the Company had 111,411,900 common shares outstanding, 10,026,603 options to purchase common shares outstanding, 322,304 compensation options outstanding and 12,902,679 warrants to purchase common shares outstanding.

6. FINANCIAL CONDITION

Current Assets. Cash and cash equivalents includes cash and investments with maturities of less than 90 days. Short-term investments include banker acceptances, commercial paper and term deposits with maturities of up to 90 days. Inventories include raw materials, semi-finished and finished goods.

Cash and cash equivalents were $560 as at December 31, 2019, $333 as at September 30, 2019 and $446 as at December 31, 2018.

Property, plant and equipment. Approximately $30 of property, plant and equipment were acquired during the quarter ended December 31, 2019.

On September 1, 2018, 1408871 Ontario Inc. and Electrovaya Corporation were amalgamated under the Business Corporations Act (Ontario) and the amalgamated company continued as Electrovaya Corporation. The land and building were sold on October 23, 2018 for a gain of $4,212 (See Liquidity and Capital Resources).

Current Liabilities. Current liabilities were $19,025 as at December 31, 2019 as compared to $16,211 as at September 30, 2019. During the fiscal year ended September 30, 2019, the 9% convertible Debentures were re-classified as current liabilities due to maturity on March 27, 2020. This increased current liabilities by $11,419.

Share Capital. Of an authorized unlimited number of common shares, 111,411,900 in the amount of $83,124 are issued and outstanding as at December 31, 2019.

Present Status

During the quarter ended December 31, 2019, the loss before amortization, foreign exchange, interest income and provision for tax of continued operations increased by $15 or 0.9% compared to the quarter ended December 31, 2018.

The Company manages its financial condition by carefully monitoring the cash requirements and balancing them against the cash received from operations and government grants. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. The Company may seek additional financing but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. The Company intends to fulfill its obligations and maintain a positive financial condition.

Financing

The Company may raise debt in the future to finance operations growth (See Liquidity and Capital Resources).

7. OFF-BALANCE SHEET ARRANGEMENTS

We did not have any off balance sheet arrangements for the quarter ended December 31, 2019.

8. RELATED PARTY TRANSACTIONS

There is an outstanding payable balance of $18 relating to raising of capital on behalf of the Company, as at December 31, 2019 (2018-$18).

On December 4, 2017, the primary shareholder guaranteed a loan to the Company $386 (Cdn $500K) for 6 month terms at 2% interest per month fully repayable on June 01, 2018. This arrangement also carries a commitment fee of 4% deducted from the principal amount of Cdn $500K. The note also carries a penalty clause for payment of Cdn $20K in the event of a default in paying the principal amount on the due date (June 01, 2018). The note was renewed for a further period of one month on May 24, 2018 after payment of Cdn $20K as penalty as per the original promissory note. The renewed note was repayable on July 01, 2018, but has been renewed to December 1, 2018 for a commitment fee of Cdn $5,000 with a penalty clause for payment of Cdn $20K in the event of a default in paying the principal amount on the due date (December 01, 2018). The Promissory Note was subsequently renewed in November, 2018 and again thrice in March, 2019, July, 2019 and January, 2020. The latest renewed note is repayable on February 1st 2021, with a penalty clause for payment of Cdn $20K in the event of a default in paying the principal amount on the due date (February 01, 2021) or if the note is not rolled over. The promissory note has the option of paying out the principal amount anytime before the maturity date without any penalty.

On September 27, 2018, the primary shareholder loaned to the Company $93 (Cdn $120K) in the form of an interest free promissory note repayable on demand. The arrangement also carries a commitment and legal fee of Cdn $10K. Again in March, 2019, the primary shareholder loaned to the Company $77 (Cdn $100K) on an interest free promissory note repayable on demand. As of September 30, 2019 $17 (Cdn $22K) has been repaid to the primary shareholder on demand.

On June 25, 2019, two private companies each loaned to the Company $116 (Cdn $150K) for a total of $231 (Cdn $300k) on promissory notes for 3 month terms at 2% interest per month both fully repayable on September 24, 2019. This arrangement also carries a commitment fee of 5% deducted from the principal amount of Cdn $300K. The loans are guaranteed by the primary shareholder. The notes were renewed to an on demand basis with no specific maturity.

In January 2020 the Canadian Financial Institution providing the Bridge loan Facility provided $519 (Cdn $680) by way of a Promissory Note. The loan is guaranteed by the primary shareholder. The proceeds from the Promissory Note were used to cash pay the January interest payment due under the 9% convertible debentures. The note is due on April 13, 2020 or earlier on demand. The note bears interest at the higher of 11% or 7% plus the prime rate.

9. CRITICAL ACCOUNTING ESTIMATES

The Company's management make judgments in the process of applying the Company's accounting policies in the preparation of its consolidated financial statements. In addition, the preparation of financial information requires that the Company's management make assumptions and estimates of effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

The critical judgments, estimates and assumptions applied in the preparation of Company's financial information are reflected in Note 3 of the Company's December 31, 2019 condensed interim consolidated financial statements.

10. CHANGES IN ACCOUNTING POLICIES AND RECENT ACCOUNTING PRONOUNCEMENTS

Our accounting policies and information on the adoption and impact of new and revised accounting standards the Company was required to adopt effective January 1, 2015 are disclosed in Note 3 of the Company's December 31, 2019 condensed interim consolidated financial statements.

11. FINANCIAL AND OTHER INSTRUMENTS

We do not have any material obligations under forward foreign exchange contracts, guarantee contracts, retained or contingent interests in transferred assets, outstanding derivative instruments or non-consolidated variable interests.

12. DISCLOSURE CONTROLS

We have established disclosure controls and procedures that are designed to ensure that the information required to be disclosed by the Company in the reports that it files or submits under securities legislation is recorded, processed, summarized, and reported within the time periods specified in such rules and forms and that such information is accumulated and communicated to management, including our principal executive officer and principal financial officer (who are our Chief Executive Officer and Chief Financial Officer, respectively) as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met.

Our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures. Based on this evaluation and as described below under "Internal Control over Financial Reporting", our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2019.

13. INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, the CEO and the CFO and effected by the Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS.

Our management, including our CEO and CFO, believes that any disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud might occur and not be detected.

Management assessed the effectiveness of the Company's internal control over financial reporting at December 31, 2019, based on the criteria set forth in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission as published in 2013. Based on this evaluation, management believes, at December 31, 2019, the Company's internal control over financial reporting is effective. Also, management determined there were no material weaknesses in the Company's internal control over financial reporting at December 31, 2019.

The effectiveness of the Company's internal control over financial reporting as of September 30, 2019, has been audited by Goodman & Associates LLP, an independent registered public accounting firm, as stated in their report, which is included in the Company's audited consolidated financial statements.

14. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT RISKS AND UNCERTAINTIES

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that the risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

Capital risk

The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain and develop its products. The capital structure of the Company consists of shareholders' equity and depends on the underlying profitability of the Company's operations.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development, manufacture and marketing of its products. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern.
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Company monitors capital on the basis of the carrying amount of equity plus its short-term debt comprised of the Promissory note, less cash and cash equivalents as presented on the face of the statement of financial position.

The Company sets the amount of capital in proportion to its overall financing structure, comprised of equity and long-term debt. 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 issues new shares or increases its long-term debt.

Capital for the reporting periods under review is summarized as follows:

		30-Dec-19		30-Sep-19
Total (Deficiency)	$	(16,097)	$	(14,265)
Cash and cash equivalents		(560)		(333)
(Deficiency)		(16,657)		(14,598)
Total (Deficiency)		(16,097)		(14,265)
Promissory Notes		770		753
Bridge financing		3,113		1,060
Other payables		160		142
9% Convertible Debentures		11,419		11,009
Overall Financing	$	(635)	$	(1,301)
Capital to Overall financing Ratio		(26.23)		(11.22)

Credit risk

Credit risk is the risk that the counter-party fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example, by granting loans and receivables to customers, placing deposits, etc. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognized at the reporting date, as summarized below:

	December 31, 2019	September 30, 2019
Cash and cash equivalents	$ 560	$ 333
Trade and other receivables	687	346
Carrying amount	$ 1,247	$ 679

Cash equivalents are comprised of the following:

	December 31, 2019	September 30, 2019
Cash	$ 560	$ 333
Cash equivalents	-	-
	$ 560	$ 333

The Company's current portfolio consists of certain banker's acceptance and high interest yielding saving accounts deposits. The majority of cash and cash equivalents are held with financial institutions, each of which had at December 31, 2019 a rating of R-1 mid or above.

The Company manages its credit risk by establishing procedures to establish credit limits and approval policies. The balance in trade and other receivables is primarily attributable to trade accounts receivables. In the opinion of management, the credit risk is moderate as some receivables are falling into arrears. Management is taking appropriate action to mitigate this risk by adjusting credit terms.

Liquidity risk

The Company is exposed to liquidity risk from trade and other payables in the amount of $2,393 (2018- $2,364), Promissory Note and loan financing of $770 (2018-$454), bridge financing $3,113 (2018-$Nil) and other payables of $160 (2018-$115). Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. The Company manages its liquidity risk by carefully monitoring the cash requirements and balancing them against the cash received from operations and government grants. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

Market risk

Market risk incorporates a range of risks. Movement in risk factors, such as market price risk and currency risk, affect the fair value of financial assets and liabilities. The Company is exposed to these risks as the ability of the Company to develop or market its products and the future profitability of the Company is related to the market price of its primary competitors for similar products.

Interest rate risk

The Company has floating and fixed interest-bearing debt ranging from prime plus 3.75% to 24%. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions.

Foreign currency risk

The Company is exposed to foreign currency risk. The Company's functional currency is the Canadian dollar and a majority of its revenue is derived in US dollars. Purchases are transacted in Canadian dollars, United States dollars and Euro. Management believes the foreign exchange risk derived from any currency conversions may have a material effect on the results of its operations. The financial instruments impacted by a change in exchange rates include our exposures to the above financial assets or liabilities denominated in non-functional currencies. The cash and cash equivalent in US dollars were $44 (December 31, 2019) and $105 (September 30, 2019).

If the US dollar to Canadian foreign exchange rate changed by 2% this would change the recorded net gain by $18.

Price risk

The Company is exposed to price risk. Price risk is the risk that the commodity prices that the Company charges are significantly influenced by its competitors and the commodity prices that the Company must charge to meet its competitors may not be sufficient to meet its expenses. The Company reduces the price risk by ensuring that it obtains information regarding the prices set by its competitors to ensure that its prices are appropriate to the unique attributes of our product. In the opinion of management, the price risk is low and is not material.

Disclosure control risks

The Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer of the Company, have designed disclosure controls and procedures ("DC&P"), or caused them to be designed under their supervision, to provide reasonable assurance that material information relating to the issuer, including its consolidated subsidiaries, is made known, particularly during the period in which interim or annual filings are being prepared, and information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation. Although certain weaknesses have been identified, these items do not constitute a material weakness or a weakness in DC&P that are significant. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. DC&P are reviewed on an ongoing basis.

Internal control risks

The Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer of the Company, have designed such internal control over financial reporting ("ICFR"), or caused it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Such design also uses the framework and criteria established in Internal Control over Financial Reporting - Guidance for Smaller Public Companies, issued by The Committee of Sponsoring Organizations of the Treadway Commission. The Company relies on entity-wide controls and programs including written codes of conduct and controls over initiating, recording, processing and reporting significant account balances and classes of transactions. Other controls include centralized processing controls, including a shared services environment and monitoring of operating results.

Based on the evaluation of the design and operating effectiveness of the Company's ICFR, the CEO and CFO concluded that the company's ICFR was effective as at December 31, 2019.

The Company does not believe that it has any material weakness or a weakness in ICFR that are significant. Control deficiencies have been identified within the Company's accounting and finance departments and its financial information systems over segregation of duties and user access respectively. Specifically, certain duties within the accounting and finance departments were not properly segregated due to the small number of individuals employed in these areas. To our knowledge, none of the control deficiencies has resulted in a misstatement to the financial statements. However, these deficiencies may be considered a material weakness resulting in a more-than remote likelihood that a material misstatement of the Company's annual or interim financial statements would not be prevented or detected.

As the Company incurs future growth, we plan to expand the number of individuals involved in the accounting function. At the present time, the CEO and CFO oversee all material transactions and related accounting records. In addition, the Audit Committee reviews on a quarterly basis the financial statements and key risks of the Company and queries management about significant transactions, there is a quarterly review of the company's condensed interim unaudited financial statements by the Company's auditors and daily oversight by the senior management of the Company.

Other Risk Factors

The risks described above are not the only risks and uncertainties that we face. Additional risks the Company faces are described under the heading "Risk Factors" in the Company's AIF for the year ended September 30, 2019.

Other additional risks and uncertainties not presently known to us or that we currently consider immaterial may also impair our business operations. These risk factors could materially affect our future operating results and could cause actual events to differ materially from those described in our forward-looking statements.

Additional information relating to the Company, including our AIF for the year ended September 30, 2019, is available on SEDAR.