INPUT CAPITAL
THE AGRICULTURE STREAMING COMPANY

FY2020 SECOND QUARTER ENDED MARCH 31, 2020

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion and Analysis of Financial Condition and Results of Operations for the Second Quarter 2020 Ended March 31, 2020

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") of Input Capital Corp. ("the Company", "we", "our", "Input") provides information to assist readers of, and should be read in conjunction with, the unaudited financial statements for the quarter ended March 31, 2020, including the notes thereto, as well as the audited financial statements for the year ended September 30, 2019, including the notes thereto, and the associated MD&A. In the opinion of management, such financial statements contain all adjustments necessary for a fair presentation of the results for such periods. All dollar references in our financial statements and in this report are in Canadian dollars unless otherwise stated.

Additional information related to Input Capital Corp. may be obtained from SEDAR at www.sedar.com or on our website at www.inputcapital.com.

Unless otherwise stated, the discussion and analysis contained in this MD&A are as of May 15, 2020.

Non-IFRS Measures

This MD&A includes a number of measures that are not prescribed by IFRS but that we use as a basis for tracking our progress and success. These are defined in the non-IFRS measures section of this MD&A starting at page 28.

Overview

We are the only publicly traded agriculture streaming company in the world. We primarily buy and sell canola, and we do it in such a way as to offer financial solutions to farmers which help solve working capital, mortgage finance, and crop marketing issues. Canola is the most important crop for Canada's grain and oilseed farmers, typically accounting for approximately 70% of global export supply. Farmers have acquired working capital and/or mortgage capital from us by entering into multi-year crop delivery contracts with us. Farmers also use some of our products as multi-year crop marketing solutions.

As an agriculture company, our business is highly seasonal and not well-suited to the traditional quarter-to-quarter reporting requirements of public companies, and we remind you to keep this in mind when reading the information in this discussion and analysis of Input's quarter ended March 31, 2020. In several places throughout the document, we annualize key items and present them on a trailing twelve-month ("TTM") basis. We believe an annual view provides a better way to look at our business.

Three months ended March 31, 2020

In the second quarter, we had a basic net income per share of $0.01 compared with a basic loss per share of ($0.01) in the same quarter last year. This is primarily the result of a significant reduction in corporate administration expenses compared to a year ago, as well as a small unrealized market value loss this year compared to a large such loss in the same reporting period last year.

For the second quarter of the 2020 fiscal year, adjusted net income per share was $0.01 for the three months ended March 31, 2020, compared to adjusted net income of $0.01 for the same three-month period last year. Adjusted EBITDA per share was $0.05 for the three months ended March 31, 2020, compared to $0.02 for the same three-month period last year.

Twelve months ended March 31, 2020

Our basic loss per share was ($0.02) for the twelve-month period ended March 31, 2020, compared to a loss of ($0.05) for the same twelve-month period last year. The difference in performance from year-to-year is primarily due to significant reductions in corporate administration expenses which began in May 2019.

We had an adjusted net loss per share of ($0.02) for the twelve months ended March 31, 2020, compared to adjusted net income of $0.05 for the same twelve-month period last year. Adjusted EBITDA per share was $0.09 for the period, compared to $0.12 for the same twelve-month period last year, primarily due to accounting differences between capital streams and mortgage streams, as well as lower canola revenue per tonne sold. Mortgage streams generate less Adjusted EBITDA per dollar deployed than do capital streams, and our overall number of capital streams is declining, reducing their contribution to Adjusted EBITDA.

Results of Operations

In our day-to-day management of the Company, we use several IFRS and non-IFRS measures to track performance and results:

	Quarter ended March 31		Twelve months ended March 31	
CAD millions, unless otherwise noted	**2020**	2019	**2020**	2019
Revenue				
Crop	**9.413**	12.986	**23.395**	42.165
Interest	**0.952**	1.119	**4.396**	4.125
Rental	**0.052**	0.013	**0.082**	0.132
Total revenue	**10.417**	14.118	**27.873**	46.421
Adjusted crop revenue	**11.172**	13.534	**27.972**	44.646
Adjusted total revenue	**12.175**	14.666	**32.450**	48.902
Corporate admin expense	**0.705**	1.757	**3.412**	6.455
Adjusted net income (loss)	**0.568**	0.595	**(0.977)**	3.991
Adjusted net income per share (basic)	**$0.01**	$0.01	**$(0.02)**	$0.05
Adjusted EBITDA	**3.267**	1.799	**6.012**	10.107
Adjusted EBITDA per share (basic)	**$0.05**	$0.02	**$0.09**	$0.12
Ending canola reserves (MT)	**49,000**	277,000	**49,000**	277,000
Total capital deployed in period	**-**	3.540	**4.459**	27.023
Active streaming clients	**107**	400	**107**	400

As an agriculture company, our business is highly seasonal and not well-suited to the traditional quarter-to-quarter reporting requirements of public companies, and we remind you to keep this in mind when reading the information in this discussion and analysis of Input's quarter ended March 31, 2020. In several places throughout the document, we annualize key items and present them on a trailing twelve-month ("TTM") basis. We believe an annual view provides a better way to look at our business.

Company Overview

Input Capital Corp. is a Canadian Grain Commission licensed and bonded grain dealer that acquires crop from western Canadian farmers through multi-year purchase contracts (streams). In return for providing capital for land financing and/or working capital purposes, we receive the right to receive and/or purchase a specified volume of crop from the farmer each year over the life of the agreement. We also help farmers market their canola crops to achieve better pricing. As of May 2019, Input has postponed capital deployment operations in light of canola trade uncertainties with China and the effect of this uncertainty on capital availability.

The predecessor corporation of Input was incorporated under *The Business Corporations Act (Saskatchewan)* (the "Act") on October 25, 2011. The existing Company was formed by an amalgamation under the Act on August 8, 2013. The Company's shares are publicly traded on the TSX Venture Exchange, under the symbol "INP". The head office of the Company is located at 300 – 1914 Hamilton Street, Regina, Saskatchewan, S4P 3N6. The Company's registered and records office is located at 800 – 1801 Hamilton Street, Regina, Saskatchewan, S4P 4B4.

Selected Financial Information

Selected financial information derived or calculated from the Company's financial statements is set out below:

Statements of Comprehensive Income	**Quarter ended March 31**		**Twelve months ended March 31**	
CAD millions, unless otherwise noted	**2020**	2019	**2020**	2019
Total Revenue	**10.417**	14.118	**27.873**	46.421
Corporate admin expense	**0.705**	1.757	**3.412**	6.455
Net income (loss)	**0.904**	(1.104)	**(1.227)**	(4.219)
Weighted average number of common shares outstanding				
Basic	**63.069**	82.312	**71.898**	83.512
Fully diluted	**67.470**	86.379	**76.568**	89.523
Net income (loss) per share (basic)	**$0.01**	($0.01)	**($0.02)**	($0.05)
Net income (loss) per share (fully diluted)	**$0.01**	($0.01)	**($0.02)**	($0.05)
Statements of Cash Flows				
Cash generated from (applied to) operating activities	**3.059**	3.287	**10.308**	23.711

Statements of Financial Position *CAD millions, unless otherwise noted*	**As at Mar 31, 2020**	**As at Mar 31, 2019**
Cash	**34.248**	24.534
Crop interests and other financial assets (liabilities)	**16.664**	30.393
Loans and mortgages receivable	**33.180**	62.607
Total assets	**97.688**	125.853
Total liabilities	**20.637**	28.592
Total shareholders' equity	**77.051**	97.262
Common shares outstanding	**61.536**	82.154
Book value per share	**$1.25**	$1.18
Working capital	**44.735**	26.949
Revolving credit facility	**-**	5.404
Long-term debt	**18.093**	19.311

Summary of Quarterly Results

The following is a summary of selected highlights of the eight most recent quarterly results of the Company:

Summary of Quarterly Results	**FY20-Q2**	FY20-Q1	FY19 – Q4	FY19 – Q3	FY19 – Q2	FY19 – Q1	FY18 – Q4	FY18 – Q3
CAD millions, unless otherwise noted	**Mar 31, 2020**	Dec 31, 2019	Sept 30, 2019	Jun 30, 2019	Mar 31, 2019	Dec 31, 2018	Sept 30, 2018	Jun 30, 2018
Comprehensive Income (Loss)								
Total Revenue	**10.417**	12.809	1.599	3.047	14.118	25.254	5.564	1.486
Corporate admin expense	**0.705**	0.932	0.422	1.354	1.757	1.827	1.341	1.530
Comprehensive net income (loss)	**0.904**	(1.709)	0.628	(1.050)	(1.104)	(0.710)	(2.497)	0.092
Weighted avg. number common shares outstanding								
Basic	**63.069**	63.069	67.580	82.111	82.312	83.210	84.123	84.298
Fully diluted	**67.470**	67.470	71.984	86.794	86.379	88.859	90.493	90.722
Net Income (loss) per share (basic)	**$0.01**	$(0.03)	$0.01	$(0.01)	$(0.01)	$(0.01)	$(0.03)	$0.00
Net Income (loss) per share (fully diluted)	**$0.01**	$(0.03)	$0.01	$(0.01)	$(0.01)	$(0.01)	$(0.03)	$0.00
Operating Cash Flow								
Cash generated from (applied to) operating activities	**3.059**	9.623	(1.140)	(1.234)	3.287	21.808	2.937	(4.321)
Financial Position								
Cash	**34.248**	12.532	11.439	25.833	24.534	20.025	14.877	9.007
Crop interests and other financial assets (liabilities)	**16.664**	24.289	27.974	29.741	30.393	34.426	40.355	45.169
Loans and mortgages receivable	**33.180**	48.548	59.243	58.861	62.607	59.061	55.290	42.969
Total assets	**97.688**	99.394	107.718	122.986	125.853	123.052	119.065	115.013
Total liabilities	**20.637**	22.397	27.117	27.614	28.592	23.615	17.694	9.563
Total shareholders' equity	**77.051**	76.996	80.600	95.373	97.262	99.436	101.371	105.450
Common shares outstanding	**61.536**	61.920	63.752	82.022	82.154	82.542	83.251	84.172
Book value per share	**$1.25**	$1.24	$1.26	$1.16	$1.18	$1.20	$1.22	$1.25
Working capital	**44.735**	24.983	18.343	29.880	26.949	28.988	25.226	16.145
Revolving credit facility	**-**	-	5.404	5.404	5.404	1.578	3.687	3.966
Long-term debt	**18.093**	19.234	19.217	18.910	19.311	16.166	9.967	-
Non-IFRS Measures & KPIs								
Adjusted crop revenue	**11.172**	11.845	1.077	3.879	13.534	24.389	4.825	1.897
Adjusted total revenue	**12.175**	13.030	2.291	4.954	14.666	25.584	5.875	2.776
Adjusted crop volume (canola equivalent MT)	**25,086**	27,092	2,551	8,540	27,775	49,621	9,901	3,837
Ending canola reserves (MT)	**49,000**	95,000	125,000	272,000	277,000	291,000	354,000	366,000
Total capital deployed in period	**-**	-	-	4.459	3.540	5.003	1.659	16.821
Active streaming clients	**107**	120	126	406	400	397	388	371
Adjusted net income (loss) per share	**$0.01**	$(0.05)	$0.01	$0.01	$0.01	$0.02	$0.02	$0.00
Adjusted EBITDA per share	**$0.05**	$(0.01)	$0.02	$0.02	$0.02	$0.07	$0.01	$0.01
Dividends Paid per Share	**$0.01**	$0.01	$0.01	$0.01	$0.01	$0.01	$0.01	$0.01

Summary of Annual Results

Due to the annual nature of agriculture and Input's business, management finds it useful to look at annual data on a trailing twelve-month basis. The following is a summary of selected highlights of the results of the Company over the last three years, presented on a trailing twelve-month basis to provide for better year-over-year comparisons during that period of time:

Summary of twelve months ended March 31 *CAD millions, unless otherwise noted*	Twelve months ended		
	Mar 31, 2020	Mar 31, 2019	Mar 31, 2018
Comprehensive Income (Loss)			
Total Revenue	**27.873**	46.421	46.344
Corporate admin expense	**3.412**	6.455	7.367
Comprehensive net income (loss)	**(1.227)**	(4.219)	(3.482)
Weighted avg. number common shares outstanding			
Basic	**71.898**	82.312	84.625
Fully diluted	**76.568**	86.379	91.151
Net Income (loss) per share (basic)	**$(0.02)**	$(0.05)	$(0.04)
Net Income (loss) per share (fully diluted)	**$(0.02)**	$(0.05)	$(0.04)
Operating cash flow			
Cash generated from operating activities	**10.308**	23.711	33.260

Financial Position			
Cash	**34.248**	24.534	25.308
Crop interests and other financial assets (liabilities)	**16.664**	30.393	55.324
Loans and mortgages receivable	**33.180**	62.607	23.470
Total assets	**97.688**	125.853	121.220
Total liabilities	**20.637**	28.592	14.941
Total shareholders' equity	**77.051**	97.262	106.279
Common shares outstanding	**61.536**	82.154	84.368
Book value per share	**$1.25**	$1.18	$1.26
Working capital	**44.735**	26.949	26.832
Revolving credit facility	**-**	5.404	5.185
Long-term debt	**18.093**	19.311	-

Non-IFRS Measures & KPIs			
Adjusted crop revenue	**27.972**	44.646	51.996
Adjusted total revenue	**32.450**	48.902	53.475
Adjusted crop volume (canola equivalent MT)	**63,268**	91,134	108,581
Ending canola reserves (MT)	**49,000**	277,000	382,000
Total capital deployed in period	**4.459**	27.023	20.901
Active streaming clients	**107**	400	353
Adjusted net income (loss) per share	**$(0.02)**	$0.05	$0.06
Adjusted EBITDA per share	**$0.09**	$0.12	$0.23
Dividends Paid per Share	**$0.04**	$0.04	$0.04

Financial Performance

GROSS MARGIN

In addition to regular crop delivery, crop obligations outstanding on streaming contracts may also be settled by the farm operator directly through payment in cash, through cash proceeds received from crop insurance, and on occasion, by converting to a conventional mortgage receivable with the Company, or through an asset transfer to the Company. These transactions do not result in the title and risk of the crop passing to a purchaser from Input and are considered to be the settlement of a financial asset with the farm operator. As a result, these transactions are not recorded as crop revenue. When cash proceeds are not received as the means of settlement, the transaction is valued at fair value. These transactions are recorded as a net settlement of crop interests on the statement of comprehensive income (loss). For a reconciliation of Adjusted Crop Revenue and Adjusted Crop Volume, see the Non-IFRS Measures section of this MD&A.

Summary of Gross Margin	Three months ended March 31		Twelve months ended March 31	
CAD millions, unless otherwise noted	**2020**	2019	**2020**	2019
Adjusted crop volume (canola equivalent MT)	**25,086**	27,775	**63,268**	91,134
Adjusted crop revenue	**11.172**	13.534	**27.972**	44.646
add (subtract): gain (loss) from sale of futures and options	**0.000**	(0.156)	**0.128**	0.399
less: Upfront payments	**(2.341)**	(1.542)	**(7.034)**	(7.437)
less: Crop payments	**(1.916)**	(2.655)	**(7.268)**	(20.657)
less: Other direct expenses	**(6.292)**	(8.631)	**(11.735)**	(13.432)
Crop Margin	**0.622**	0.551	**2.062**	3.520
Interest revenue	**0.952**	1.119	**4.396**	4.125
less: interest expense on long-term debt	**(0.216)**	(0.208)	**(0.885)**	(0.444)
Interest margin	**0.736**	0.912	**3.511**	3.682
Rental revenue	**0.052**	0.013	**0.082**	0.132
Total Gross Margin	**1.410**	1.476	**5.656**	7.335

Three months ended March 31, 2020

For the quarter ended March 31, 2020, we generated adjusted crop revenue of $11.172 million on adjusted crop volume of 25,086 MT.

Adjusted crop revenue for the quarter represents a 9.7% decrease in quarterly volume over the comparable quarter one year ago, when we sold 27,775 MT of canola equivalent for adjusted crop revenue of $13.534 million. However, crop margin for the quarter increased to $0.622 million from $0.551 million in the same quarter last year. The decline in crop revenue in the quarter compared to last year is a result of two factors: lower realized prices for canola and a reduction in the total number of tonnes sold this year.

During the period, the Company generated interest margin of $0.736 million compared to $0.912 million in the comparable quarter one year ago.

Twelve months ended March 31, 2020

For the twelve months ended March 31, 2020, we generated adjusted crop revenue of $27.972 million on adjusted crop volume of 63,268 MT.

Adjusted crop revenue for the twelve-month period ending March 31, 2020, represents a 30.6% decline in volume compared to the previous twelve-month period, when we sold 91,134 MT of canola equivalent for adjusted crop revenue of $44.646 million. This translates into a crop margin of $2.062 million for the most recent year compared to $3.520 million for the previous year. The decrease in volume is due to the change in the mix of our business in favour of mortgage streams, and a significant reduction in the number of marketing streams which remain in place as a result of an offer made by us to our clients to exit early from their marketing stream contracts. Mortgage streams require fewer canola tonnes to service them than do capital streams, and marketing streams represented a lot of tonnes and revenue, but very small margins for the amount of work required to manage them.

During the twelve-month period, we also generated interest margin of $3.511 million compared to $3.682 million in the previous year. The decline is due to natural attrition in our mortgage book as some clients refinanced with other lenders, as well as the fact that we halted new mortgage deployment in May 2019 due to a change in our strategic direction discussed elsewhere in this MD&A. Interest income on mortgages is accrued monthly.

NET INCOME (LOSS)

Three months ended March 31, 2020

For the quarter ended March 31, 2020, we generated net income before taxes of $1.250 million (net income of $0.903 million after tax) compared to a net loss before taxes of $1.464 million ($1.104 million after tax) during the comparable quarter ended March 31, 2019. This improvement in net income is primarily due to an unrealized market value loss that took place in the same quarter last year, which made those results worse than they would have otherwise been. This year, we had a very tiny unrealized market value loss in the period. This year's results were also aided by a significant reduction in corporate administration costs in this quarter compared to the same quarter last year.

Twelve months ended March 31, 2020

For the twelve months ended March 31, 2020, we generated a net loss before taxes of $0.702 million (a net loss of $0.352 million after tax) compared to net loss before taxes of $5.736 million (net loss of $4.219 million after tax) during the previous year. The loss in the previous period was increased by a significant unrealized market value loss in the period due to a decline in canola prices during the period. During the current year, unrealized market value gains and losses have been small as a result of stable canola prices.

NORMAL COURSE ISSUER BID

On December 17, 2019, we announced the renewal of the Normal Course Issuer Bid (NCIB), allowing the company to buy back up to 4,375,000 of its Class A common shares. During the three months ended March 31, 2020, we bought back a total of 384,100 shares at an average price of $0.69 per share. Over the twelve months ended March 31, 2020, under the NCIB, the Company bought back a total of 4,530,720 shares at an average price of $0.75 per share.

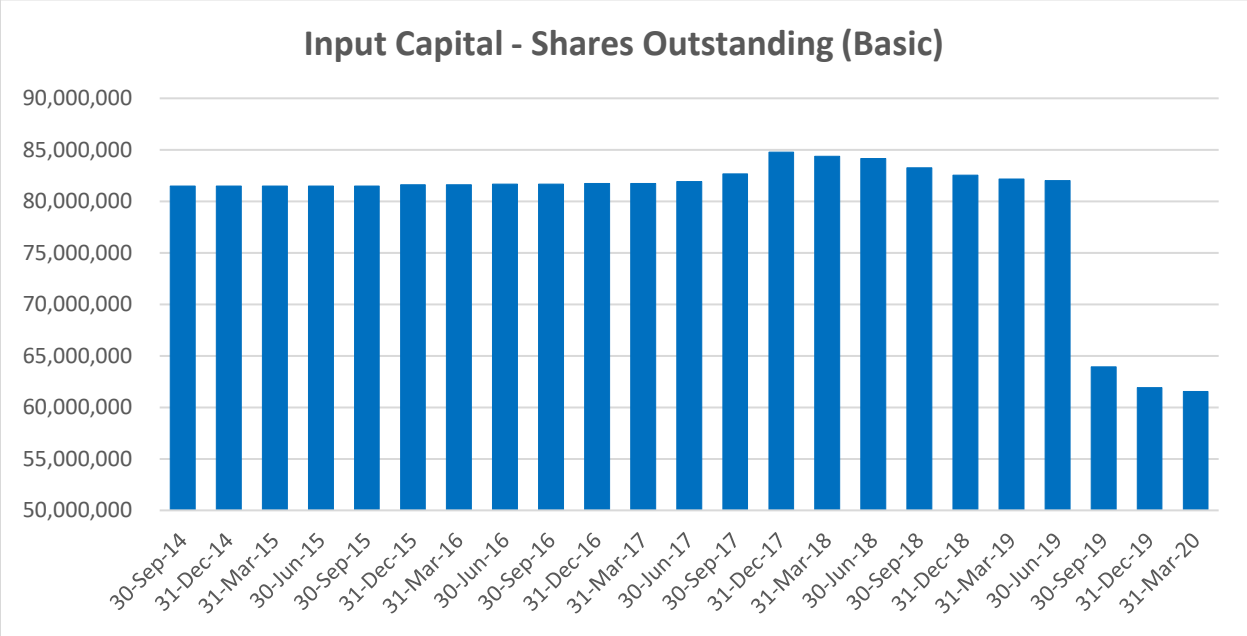
When combined with the July 2019 Substantial Issuer Bid, our total share buyback program has bought back 23,366,703 shares. This represent approximately 27.5% of the shares that were outstanding when we began to buy back shares in 2017. (Please see the Subsequent Events section at the end of this MD&A regarding another Substantial Issuer Bid completed subsequent to the end of the March 31, 2020 reporting period.)

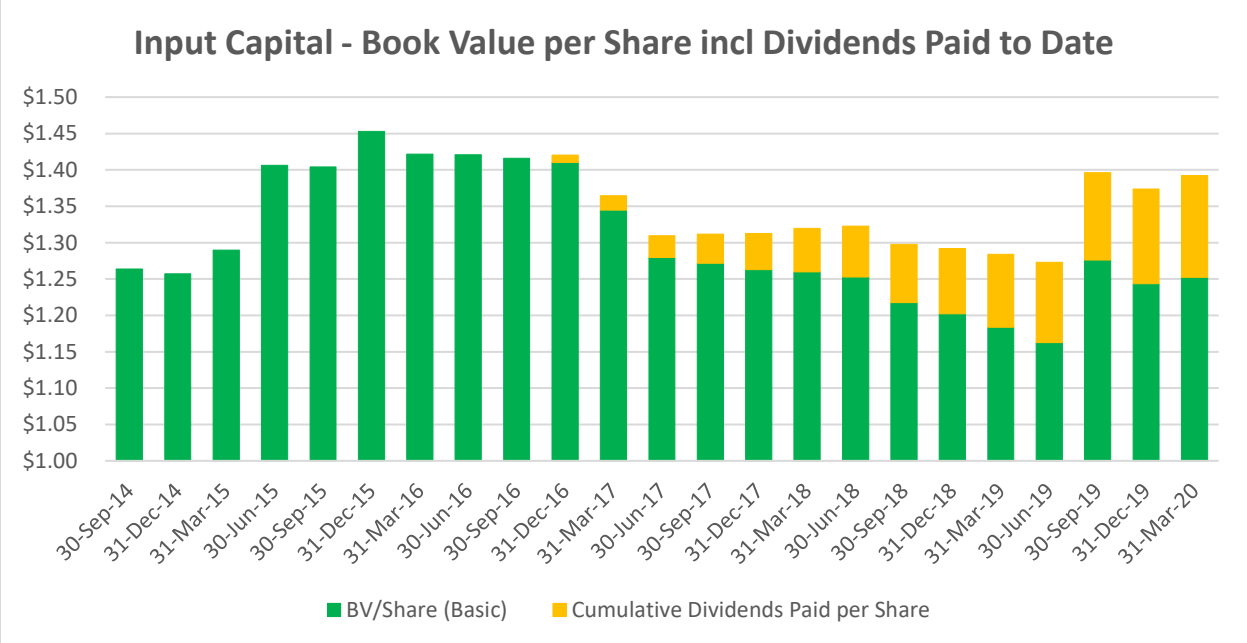
We continue to believe that our shares have been trading in a price range which does not adequately reflect their value and that the purchase of shares under the Bid will enhance shareholder value in general.

BOOK VALUE PER SHARE

One aspect of our strategic plan is to maximize our book value per share. Book value per share is enhanced when we generate positive earnings, when loan loss provisions are reversed, and when we are able to reduce the number of shares outstanding via share buybacks, provided those shares are bought back below book value.

In the graphs below, we present the number of basic shares outstanding at the end of each quarter over the last five years, as well as the book value per share.





DEFERRED SHARE UNIT PLAN

We have a Deferred Share Unit plan (the "DSU Plan") that provides for the payment of independent director compensation with deferred share units. Each director may elect to receive all or a portion of their board retainer in the form of DSUs rather than cash, and each has elected to receive all compensation in the form of DSUs since the formation of the Company. Each deferred share unit is a right granted by Input to an eligible independent director to receive a cash payment equivalent to the value of one common share when a participant ceases to be a director. The number of deferred share units to be granted under the DSU Plan is determined by dividing the elected amount of such eligible directors' annual board retainer by the volume weighted average price of our common shares traded on the TSX Venture Exchange immediately preceding the date on which the deferred share units are awarded to such eligible director. Director annual board retainers are awarded on the first day of the fiscal year and vest over the fiscal year. Vested deferred share units are paid out in cash when a participant ceases to be a director. The DSU plan is considered an unfunded plan, under which no securities can be issued. To the extent that any individual holds any rights under the DSU Plan such rights shall be no greater than the rights of an unsecured general creditor. Given that we do not have the right to issue any shares to settle this plan, the promise to issue the DSU units has been recorded as a current liability.

At March 31, 2020, the deferred share units were valued at $0.60 per unit. The total number of vested deferred share units outstanding at March 31, 2020 was 967,044.

Streaming Contract Portfolio

CAPITAL STREAMS

Description
Capital streams are an interest-free form of financing that enables us to contract for a stream of crop – a committed purchase/sale of crop over multiple years. Rather than charging interest, we provide an upfront deposit against future crop to be purchased at a discount from expected market prices. By entering into a capital stream, farmers are accessing capital today and shifting crop price and delivery timing risk onto us. Capital streams tend to be 5 or 6 years in length and in recent years have averaged about $150,000 in size when measured by the size of the upfront deposit.

Factors affecting results
Capital streams are designed to solve short-term working capital deficiencies that result from a bad farming year or from a recent farm expansion which has consumed working capital, such as a down payment on a land purchase. Crop yields, crop quality, crop prices, harvest weather, and grain movement are all significant factors that affect the appetite of farmers for capital streams. Farm expansion can also create a need for additional working capital.

The financial outcome of capital streams is affected most by crop prices and the timing of crop deliveries, which is often a function of weather.

At the end of Q2, we had capital streams with 62 farmers across western Canada. Some of these farmers also have a marketing stream and/or mortgage stream with us.

As a result of our May 2019 decision to temporarily halt new capital deployment, we do not expect to originate any new capital streams in the near future, which also means that the number of capital streams will gradually drop as farmers fulfill the terms of the contracts, and/or as farmers buy out of these contracts when they have the resources to do so.

MARKETING STREAMS

Description
Launched in January 2017, marketing streams are multi-year crop purchase contracts under which we commit to pick up, deliver, and market crop grown by a farmer in exchange for a percentage of the net price realized by us when we sell it. In most marketing streams, we receive between 5% and 10% of the net price realized by us when we sell the crop. Farmers have done marketing streams with us because 90% to 95% of the price we get through our marketing program is often better than 100% of the price they can achieve by themselves. By pooling their crop into our crop marketing program, they can access better pricing. We also take care of all the marketing and transportation logistics, saving the farmer time and effort.

Factors affecting results
Marketing streams generate a lot of crop revenue, but not a lot of margin for us – we typically keep 5% to 10% of the revenue. They also do not require much or any capital outlay on our part. On a stand-alone basis, marketing streams have been an excellent starter product to introduce a farmer to what we do, allowing us to form a relationship with them for the prospect of future business. Marketing stream volumes helped us scale and manage our logistics program better and were a complementary add-on to a capital or mortgage stream.

The financial outcome of marketing streams is affected most by crop prices and the timing of crop deliveries, which is often a function of the weather.

As a result of our May 2019 decision to temporarily halt new capital deployment and, combined with canola market uncertainties as a result of persistent canola trade issues with China, we are not attempting to originate any new

marketing streams at the present time. As outlined above, marketing streams primarily played a role in attracting new clients, and because we have halted new capital deployment, we are not looking to attract new clients at this time.

Due to these same canola price uncertainties that result from the trade issues with China, last year we offered existing clients who have a marketing stream with us the opportunity to cancel the balance of their marketing stream contract, subject to certain conditions. This offer gave these farmers the choice to hold onto their canola to market via their own marketing efforts, potentially realizing a higher price than our marketing stream program was forecasting at the time.

As a result of this offer, most of our outstanding marketing stream contracts were cancelled or bought back, significantly reducing our client count, as well as the number of tonnes in our canola reserves and our annual canola revenue. However, marketing streams always generated very small margins for us, and cancelling these contracts has not resulted in a material impact on our gross margin or our bottom-line earnings. We also gained some operational efficiencies as a result of reducing the number of loads of canola to organize for marketing and payment processing during a short period of time.

At the end Q2, we had marketing streams with 30 farmers. Most of these farmers also have a capital stream and/or mortgage stream with us.

MORTGAGE STREAMS

Description
Farmland ownership provides many strategic benefits to farmers and often forms the basis of their retirement planning. Mortgage streams are a suitable means of financing farmland and enable farmers to make their payments in crop instead of cash. Mortgage streams are a unique mortgage product for farmers, offering a guaranteed crop price for five years, a single annual payment payable in physical crop, and we always come to the farm to pick up the crop, saving the farmer significant time and hassle. These features remove a significant number of timing and cash flow issues faced regularly by farmers.

Factors affecting results
Mortgage streams have a number of advantages: all mortgage streams are conventional first lien mortgages, offering a very strong security position; due to their structure, mortgage streams have the lowest break-even crop price of all of the types of streams offered by us; and due to longer amortization periods, mortgage stream capital stays invested longer, decreasing costs associated with administration and reinvestment.

There are two significant factors in the performance of mortgage streams: the spread between the interest rate we charge on the mortgages and our cost of funds, and the spread between the price we realize on crop sales and the price we guarantee to our farm clients.

The weighted average guaranteed price of canola in our mortgage stream program is about $456 per tonne. As of the date of this MD&A, the spot price of canola is approximately $432 per tonne, assuming an average basis of minus $40/MT across the prairies, and this price can vary significantly between different delivery locations. If the price at which we sell canola after harvest is below the weighted average guaranteed price of the canola we are buying, we generate a negative margin on the canola portion of our mortgage stream transactions. However, we generate a healthy interest margin, which means that when canola margin and interest margin are combined, our mortgage streams remain profitable.

At the end of Q2, the Company had mortgage streams with 48 farmers. Many of these also have a marketing stream with us, and a small number also have a capital stream.

As a result of our May 2019 decision to temporarily halt new capital deployment, we do not expect to originate any new mortgage streams in the near future.

CROP TRADING

Description
While we currently only stream canola, we sometimes encounter opportunities to generate margin by arbitraging purchase and sale contracts on a variety of other crops grown by our clients.

Factors affecting results
These opportunities are unpredictable and may exist in small or large numbers at any one time. They tend to be a result of short-term changes in supply and demand in different markets. On their own, these opportunities do not make a material impact on our bottom line, but by completing these kinds of transactions, we help our clients make more money, we make better use of our market intelligence and trading infrastructure, and we earn a positive margin.

Due to the nature of crop trading transactions, all of the revenue associated with them is included in our crop revenue line on the income statement and our cost of the crop purchased is included in expenses under purchase of crop.

MORTGAGE FINANCING FACILITIES

During FY2018, we entered into credit facilities with two Canadian financial institutions to assist in the financing of our mortgage portfolio. These facilities provided up to $20 million in funding for mortgages, but as we have previously indicated, we are of the view that to truly scale the mortgage stream business, funding of $500 million or more is required.

Last year, we conducted a strategic alternatives process to focus on generating improved value for shareholders while continuing our search for scalable mortgage funding. The strategic alternatives review did not identify a scalable source of mortgage funding or a value creation opportunity. As a result, we halted new capital deployment into all types of streams, including mortgage streams, while we wait to see if the canola trade issue with China can be resolved, potentially re-opening the door to scalable sources of capital. There is potential that such a capital source will never be found, significantly limiting our growth opportunities.

CAPITAL DEPLOYMENT

We have not deployed new capital for several quarters and do not plan to do so unless we acquire a scalable source of mortgage financing.

PORTFOLIO OVERVIEW

As of March 31, 2020, our active streaming portfolio consisted of 107 geographically diversified streams, distributed as follows:

Active Streams	Mar 31, 2020	Dec 31, 2019	Quarterly Net Change	Mar 31, 2019	Year Over Year Net Change
Manitoba	4	4	-	10	(6)
Saskatchewan	87	97	(10)	288	(201)
Alberta	16	19	(3)	102	(86)
Total	**107**	**120**	**(13)**	**400**	**(293)**

The quarterly and year-over-year change figures are net of contracts in collection and any buybacks during those respective time periods. Contracts in collection and buybacks are considered to be “inactive” and are not included in this table. See our comments in the Marketing Stream discussion above for a discussion of why there has been a significant decline in the number of clients we now serve.

Commodity Prices

Canola futures declined by about $30/MT during the quarter ended March 31, with most of the decline coming during the period when COVID-19 concerns in China were gaining profile.

It is impossible to know when or to what degree canola prices will rise (or basis narrow), or if trade tensions with China will be resolved. However, shareholders should bear in mind that while lower canola prices do have an impact on the profitability of our business, the effect is moderate because we make most of our returns from interest (in the case of mortgage streams) and from a cost of acquisition which includes a significant margin of safety (in the case of capital streams). Every one of our contracts remains profitable, generating a positive gross margin at today's prevailing canola prices. In fact, the price of canola could fall below the marginal cost of production of our farm clients, and our gross margins would remain positive.

Liquidity and Capital Resources

We have financed the acquisition of streaming contracts to date with the equity proceeds of issuing common shares through a private placement completed on November 30, 2012, subsequent public offering and private placements completed on October 4, 2013 and July 9, 2014, our internally generated cash flow, and the use of credit facilities. Our internally generated cash flow is sufficient to cover our ongoing operational expenses.

At March 31, 2020, we had working capital of $44.735 million. We will draw on this working capital to meet our obligations under existing streaming contracts. Capital not invested into streaming contracts earns daily interest by being kept on deposit with a Canadian chartered bank. Our Normal Course Issuer Bid (NCIB) reduces our working capital every time we buy back shares of the Company, but also reduces the number of shares outstanding. For more details on NCIB program, please see the discussion in the relevant section elsewhere in this MD&A.

Our operating expenses consist primarily of personnel costs, the amounts of which are generally fixed. As a result of the Board decision to halt capital deployment last year, we have significantly reduced our corporate administration expenses by approximately half. Our run-rate corporate administration expenses are about $3 million per year, and any canola purchase obligations are only triggered at the time our clients deliver canola to us and we are paid by the end buyer. Accordingly, we do not have or expect to have a working capital deficiency. We are generating sufficient cash flow from operating and investing activities to meet our current and ongoing obligations, and we maintain high levels of liquidity in order to manage the kinds of timing variations that are inherent in agriculture.

Our business depends on the credit worthiness of the farm operators and their ability to fulfill their obligations to us. While we take security in the form of a general security agreement and in most cases, first mortgages on the farm operator's farmland, there is no assurance that such security will be enforceable, properly perfected or will have priority as against other creditors. The value of the collateral securing the Streaming Contracts may not protect us from suffering a partial or complete loss if the farm operator fails to meet its commitments.

In order to optimize returns associated with mortgage streams, we have borrowed term debt against these mortgages. See discussion in the Mortgage Financing Facilities section above for a discussion of existing credit arrangements. This financing structure allows us to reduce the amount of equity we require to fund each mortgage, significantly increasing our return on equity. Should a scalable source of financing become available, we could grow a larger book of mortgage business.

We pay a quarterly dividend of $0.01 per share. Shareholders of record as of the end of each quarter receive their quarterly dividend payments on approximately the 15th day of the following month.

As of March 31, 2020, we had $18.093 million in long-term debt associated with mortgage financing, and our $15 million revolving credit facility was undrawn. The term and payment dates of our borrowings are generally matched

with the timing at which we expect to receive crop deliveries or payments from our clients. However, should the timing of payments from our clients differ from what is contracted, this does not change the requirement on us to repay our loans from the bank(s), potentially affecting our liquidity. It is due to these timing uncertainties that we maintain a high level of cash liquidity on an ongoing basis. We also take advantage of early opportunities to reduce our debt outstanding.

We signed a five-year sub-lease that commenced September 1, 2016, ending February 28, 2021, with Emsley & Associates (2002) Inc. (a related party – see below). Our annual fiscal commitments under the lease are as follows:

Commitments and contingencies	Payments due by fiscal period		
CAD millions, unless otherwise noted	**Total**	**2020**	**2021**
Commitments and contingencies	**0.282**	0.155	0.128

Transactions between Related Parties

The Company is related to Emsley & Associates (2002) Inc., Nomad Holdings Ltd., and Dalhousie Capital Corp. as a result of common management. The companies share some common personnel and Input leases furnished office space from Emsley & Associates Inc. These transactions are in the normal course of operations and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Related party expenses are summarized in the following table:

Corporate administration expenses	Three months ended Mar 31, 2020	Three months ended Mar 31, 2019
CAD millions, unless otherwise noted		
Corporate administration expenses	0.307	0.193

Critical Accounting Estimates

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected.

Significant areas requiring the use of management estimates are further described below:

Financial Instruments

Refer to Note 4 of the Financial Statements regarding financial instrument risk. Financial assets are initially measured at fair value. On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss, depending on its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Financial assets are not reclassified subsequent to their initial recognition, unless Input changes its business model for managing financial assets.

Derivatives embedded in contracts where the host is a financial asset are not separated and the hybrid financial instrument as a whole are assessed for classification and measurement. Input has chosen not to use hedge accounting. Derivatives are recognized initially at fair value with attributable transaction costs recognized in net earnings as incurred. Subsequent to initial measurement, derivatives are measured at fair value and the changes in fair value are recognized immediately in net earnings.

Cash, trade and other receivables, mortgages and loans receivable are measured at amortized cost. For the assets measured at amortized cost an expected credit allowance is estimated based on the estimated loss, the exposure and timing of cash received at a future date, and the probability of default. The expected credit loss is a new estimate required under IFRS 9 and reduces the net value of the assets carried at amortized cost on the statement of financial position. Upon adopting the new standard, an adjustment has been made to opening retained earnings reflecting the opening impact of the new standard.

Crop interest and other financial assets are financial assets classified as fair value through profit or loss and recorded at fair value on the statement of net loss and comprehensive loss in unrealized market value adjustments loss. Realized gains and losses that result from the sale of crop is recognized in profit or loss in realization of crop interests.

Trade and other payables, revolving credit, and long-term debt are classified as other liabilities and these are measured at amortized cost using the effective interest method.

Crop Interests

Crop interests are agreements for which settlements are called for in tonnes of crop, the amount of which is determined based on terms in the crop purchase agreements which are capitalized on a contract by contract basis and are recorded at fair value. Under IFRS 9, crop interests do not meet the own-use scope exemption and cash flows are not solely payments of principal and interest. As such, crop interests are carried at FVTPL. At each reporting date the fair value of each contract is calculated using internal discounted cash flow models that rely on forward commodity pricing provided by independent sources. Other variables that impact the fair value of crop interests include the timing of the delivery of the crop, changes in expected costs of realizing on the contract, and changes in the risk-free interest rate. Subsequent changes in fair value are recognized in profit or loss in unrealized

market value gain or loss. Realized gains and losses that result from the sale are recognized in profit or loss in realization of crop interests.

As at March 31, 2020, there are streaming contracts that are in the process of restructuring and or security realization. The value of these contracts included in crop interests at March 31, 2020 is $12.364 million (March 31, 2019 - $14.075 million).

Other financial assets (liabilities)

Other financial assets (liabilities) include crop delivery and basis price contracts with grain companies, farmers and canola crushing facilities. These contracts are generally settled by delivery of crop tonnes or in cash. At each reporting date the fair value of each contract is calculated using current and future crop pricing provided by independent sources. Subsequent changes in fair value of these financial instruments are recognized in profit or loss in unrealized market value adjustments.

Part of the Company's crop marketing program involves the purchase of crop futures and options contracts to maintain an open pricing position. These contracts are settled in cash and at each reporting date the fair value of open contracts is calculated using current crop pricing provided by independent sources. Subsequent changes in fair value of these derivative financial instruments are recognized in profit or loss in unrealized market value adjustments. Realized gains and losses relating to these contracts are recognized in realized gain (loss) on futures and options.

Mortgages and loans receivable

Mortgages and loans receivable include mortgages and other loans that contain fixed and determinable payments. Input's business model is to hold the mortgages and loans receivable to collect principal and interest payments and these assets qualify for the solely payments of principal and interest model. Upon initial recognition, these are recognized at fair value. Subsequently these assets are carried at amortized cost less expected credit losses. Interest revenue is recorded on an accrual basis.

An impairment loss for mortgages and loans receivable are measured at amortized cost and is calculated as the difference between its carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. Losses are recognized in net earnings or loss. Interest on the impaired asset continues to be recognized through the unwinding of the discount. When a subsequent event causes the amount of a previous impairment loss to reverse or partially reverse, the decrease in impairment is reversed through net earnings or loss.

Deferred income taxes

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Risk Factors

The operations of the Company are speculative due to the nature of its business which is principally the investment in Streaming Contracts. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. The risks described herein are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also materially and adversely affect its business.

RISKS RELATING TO THE COMPANY'S BUSINESS

Business Model and Operating History

The Company has been operational and applying its streaming business model within the agricultural sector since 2012. The streaming business model employed by the Company is unique within the agricultural sector and different from traditional canola purchasing and/or financing options historically made available to famers. There is no assurance that the streaming business model will be successful or widely accepted by farmers. As a result, the Company may not achieve profitability in future periods.

Management endeavours to ensure a good understanding of streaming contracts with each of Input's clients. In some circumstances, where disagreements arise, some issues may need to be resolved in court. While management is confident regarding positive outcomes to any potential disagreements and/or legal proceedings which could result, these could prove to be lengthy and/or expensive disagreements to adjudicate.

Agriculture is Risky - Adverse Weather Conditions and other Factors Affect Yield

Adverse weather conditions represent a very significant operating risk affecting the agricultural industry. Weather conditions affect the types of crops grown, the quality and quantity of production and the levels of farm inputs which, in turn, affects sales mix, grain handling volumes and the level of canola sales. Adverse weather conditions, such as drought, excessive rains, hail, frost or snow can result in reduced, delayed or lost crop production and in turn, reduce the canola yields. A reduction in canola yields because of adverse weather conditions and other factors, such as crop diseases, pests and wildlife, can have a material adverse effect on the Company's financial condition and results of operations. The ability of farm operators to meet their obligations and the Company's financial results are dependent on the yield of canola produced each year. The Company requires the farm operators to carry crop insurance, and in most cases any crop insurance settlements are paid first to Input, but this crop insurance may not be sufficient to enable the farm operators to meet their obligations to the Company on a timely basis, or ever.

Credit and Financial Stability of the Farm Operators

The success of agriculture commodity streaming depends significantly on the credit and financial stability of the farm operators. The Company's financial performance will be adversely affected if its farm operators are unable to meet their obligations under the Streaming Contracts. The capital-intensive nature of farming causes farm operations to be heavily reliant on debt financing. Farm operators that have substantial debt may be affected by rising interest rates. In certain circumstances, an increase in interest rates may reduce the profitability and financial stability of the farm operator. The farm operator's returns and financial stability can also be positively or negatively affected by crop grade and quality issues, weather delays, dockage levels, crop storage problems, farm equipment breakdowns, availability and quality of on-farm labour, changes in basis levels offered by grain buyers, transportation costs and complications, the availability of crop delivery slots and railway or port labour unrest. Certain expenditures, including crop storage and insurance costs and related charges, must be made throughout the period of investment regardless of whether the crop is producing any income.

Grain Handling and Marketing System

The grain handling and marketing system in western Canada is affected by the capacities of the grain collection network (both country and export facilities), capacities of the transportation system (ship, rail and truck), prolonged inclement weather, throughput issues, shipping bottlenecks, and union strikes, amongst other events. Any of these events may impede the ability of the Company to convert its canola into cash in the timeframe the Company anticipates.

Agriculture Industry Cyclicality

The financial viability of farm operators will be largely dependent on the performance of the Canadian agricultural industry, including the agricultural industry in regions of Alberta, Saskatchewan and Manitoba. The agriculture sector has historically been a cyclical business. To the extent that the agricultural sector declines or experiences a downturn, the financial viability of farm operators could be materially adversely affected, including their ability to meet their obligations under the Streaming Contracts.

Commodity Prices, International Trade and Political Uncertainty

The business of the Company is directly dependent on the prices for grains, oilseeds and other agricultural commodities. The Company will be directly exposed to fluctuations in prices for these commodities. The prices for grains, oilseeds and other agricultural commodities are influenced by a variety of unpredictable factors that are beyond the control of the Company, including weather, government action (Canadian, United States and other), farm programs and policies and changes in global demand or other economic factors. The world grain market is subject to numerous risks and uncertainties, including risks and uncertainties related to international trade and global political conditions. Lower or fluctuating commodity prices may have a material adverse effect on the Company's financial results, business prospects and financial condition. Regulation and political factors can also have a significant impact.

Beginning in early 2019, China began restricting Canadian canola sales to China, a market which at the time was purchasing about 25% of the canola produced in Canada. This had an immediate impact on canola prices, particularly at the farm gate level, as the industry adjusted to this new reality. While there are signs that China may be acquiring Canadian canola indirectly via other countries, this reduced demand has reduced the price available to Canadian canola producers, including Input.

Volatility of Canola Prices and Impact on Streaming Contracts

The Company acquires from the farm operator the right to purchase a specified number of tonnes of canola in each year over the term of the Streaming Contract and sells the canola at previously contracted or prevailing market prices at the time of the sale. The Company's financial performance is highly sensitive to prices for grains, oilseeds and other agricultural commodities and such prices are influenced by a variety of unpredictable factors that are beyond the control of the Company, including weather, farm programs, government policies and changes in global demand and other economic factors. Given that the total consideration paid to a farmer under the Capital and Mortgage Stream Contracts is fixed for the term at the time of entering the Streaming Contract, lower or fluctuating canola prices during the term of such Streaming Contracts may have a material adverse effect on the Company's financial results, business prospects and financial condition. Such material adverse effects on the Company's financial results, business prospects and financial condition may have a greater impact if the Company cannot enter into new Streaming Contracts over successive years, which contracts consider the prevailing market prices at the time of entering into the Streaming Contracts.

No or Limited Control Over Farming Operations

The farm operators have control over the farming operations and the yield and quality of the canola will be dependent on the farming practices of the farm operator. The farm operator may decide to suspend or discontinue farming operations and the Company may not be entitled to any material compensation if the farm operator shuts down or discontinues its operations on a temporary or permanent basis. The farm operator owns or leases the farmland and the farm equipment and is responsible for the day to day management and operations. The farm operator is responsible for the control of risks of farming as well as the responsibility for the capital and operating expenses and the work of farming. The Company will be reliant on the farm operators for management and control of the farming operations to produce the canola.

Concentration of Streaming Contracts to a Single Agricultural Commodity May Carry Inherent Risks

While the Company is willing and able to accept or market other commodities in lieu of canola, the Streaming Contracts are primarily denominated in canola. This commodity concentration exposes the Company to greater risk of factors affecting the production of canola, including weather conditions, crop grade and quality issues, dockage levels, availability of farm programs and general growing conditions than if the Streaming Contracts were in respect of a diverse range of commodities. The demand for canola may be affected by several factors, including international economic conditions and the availability of substitute products for canola.

Regulatory Regime Relating to the Farm Operator

Agricultural operations are typically governed by a broad range of federal, state, provincial and local environmental, health and safety laws and regulations, permits, approvals, common law and other requirements that impose obligations relating to, among other things: worker health and safety; the release of substances into the natural environment; the production, processing, preparation, handling, storage, transportation, disposal, and management of substances (including liquid and solid, non-hazardous and hazardous wastes and hazardous materials); and the prevention and remediation of environmental impacts such as the contamination of soil and water (including groundwater). Failure by a farm operator to comply with applicable laws, rules, regulations and policies may subject the farm operator to civil or regulatory proceedings, including fines, injunctions, administrative orders or seizures and may have a material adverse effect on the farm operator's financial condition and operations and its ability to comply with its obligations under the Streaming Contracts.

Regulatory Regime Relating to the Company

While management believes that the Company has all licenses, permits, authorizations and approvals necessary to conduct its business, there can be no assurance that these beliefs are accurate or that laws or regulatory regimes will not be changed in a manner that would adversely impact the Company, including by requiring it to obtain certain licenses, permits, authorizations or approvals or requiring it to operate subject to a regulatory regime.

No New Streaming Contracts

There can be no assurance that the Company will enter into new Streaming Contracts or disburse its available capital within the time expectations of management. Cash held by the Company will not provide a return equivalent to cash disbursed pursuant to new Streaming Contracts. The terms of any new Streaming Contracts may be less favourable to the Company than the existing Streaming Contracts.

In May 2019, the Company announced that it was halting capital deployment and that it would not enter into new Streaming Contracts until it had found a financial partner or capital to fund the growth of the Mortgage Stream portfolio. The Company believes that no such partner or capital will be found for as long as canola trade issues between Canada and China remain unresolved.

Expiry of Streaming Contracts

Upon the expiry of a Streaming Contract, there can be no assurance that the contract will be renewed. The terms of any subsequent Streaming Contract may be less favourable to the Company than the existing Streaming Contract. The timing of the expiration of Streaming Contracts may be a factor if many expire the same year requiring a large amount of upfront payments to be made by the Company when it may not have the capital available to make such upfront payments for renewed contracts.

Concentration of Streaming Contracts

The Company does not have any specific limits with respect to geographic region or the number of farm operators entering Streaming Contracts. Although the Company will generally seek to diversify the Streaming Contracts across Alberta, Saskatchewan and Manitoba and among various farm operators, this may not be the case at all times or if the Company deems it advantageous to be less diversified. Accordingly, the Company's business may be more susceptible to fluctuations in value resulting from adverse economic conditions affecting a particular geographic region than would be the case if the Company were required to maintain a specified measure of geographic diversification of its Streaming Contracts.

The Collateral Securing a Streaming Contract May Not Be Sufficient

The Company's business depends on the creditworthiness of the farm operators and their ability to fulfill their obligations to the Company. While the Company takes security against collateral, there is no assurance that such security will be enforceable, properly perfected or will have priority as against other creditors. The value of the collateral securing the Streaming Contracts may not protect the Company from suffering a partial or complete loss if the farm operator fails to meet its commitments. Such losses would have a material adverse effect on the Company's revenue, net income, financial condition and results of operations. *The Saskatchewan Farm Security Act* has restrictions preventing an exchange listed entity from owning farm land in Saskatchewan and therefore, upon a realization of farm land, the Company would be required within two (2) years to divest its interest in such farm land, unless the Company obtains an exemption pursuant to *The Saskatchewan Farm Security Act*. The timing of the divesture of farmland could negatively affect the value of the farmland upon a realization.

Additionally, as part of the Company's enforcement of its security, it may temporarily hold real or personal property which will be reported on the Company's financial statements in accordance with International Financial Reporting Standards. The value of the property reported on the financial statements may not be the value realized on divesting of such property. Furthermore, the farm operator may seek to avail itself of potential legislative protections from the realization of security by its creditors, including in respect of the homestead, or certain legislative provisions may otherwise exempt a farm operator's property and assets from seizure and, if such protections or exemptions are applicable and available to a farm operator, the intended loss protection benefits of such security to the Company could be diminished. Also, applicable legislation in one or more of the provinces where the Company operates may impose various procedural requirements that need to be satisfied in order for the Company to realize on its security against farm operators, thereby resulting in delays in the enforcement process and increased costs of enforcement.

Farm Operator Defaults May Lead to Unexpected Losses

The Company's net investment in Streaming Contracts for its own account and to be held for future contracts exposes the Company to default risk. Default risk is the risk that the Company will incur an unexpected loss because its counterparties to Streaming Contracts fail to discharge their contractual obligations. The Company is exposed to default risk as it arises from events and circumstances beyond its control relating to adverse economic conditions, adverse farming conditions, business failure or fraud. Excessive default losses could adversely affect the Company's ability to generate and fund new Streaming Contracts. In the event of default by a farm operator, delays or limitations in enforcing rights may be experienced and costs incurred in protecting the Company's investment may

be incurred. Furthermore, at any time, a farm operator may seek the protection of bankruptcy, insolvency or similar laws that could adversely affect the financial performance of the Company.

Streaming Contract Strategy

As part of the Company's business strategy, it has sought Streaming Contract opportunities in the canola industry. There can be no assurance that the Company will enter into any more Streaming Contracts than it has today. Furthermore, the Company may fail to select appropriate farm operators with which to enter into Streaming Contracts or may fail to negotiate acceptable terms in such Streaming Contracts. The Company cannot ensure that it will enter into any Streaming Contract that it pursues, on favourable terms, or that any Streaming Contract will ultimately benefit the Company.

Litigation

In the ordinary course of business, the Company is involved in various legal and regulatory actions and claims, both as a defendant and as a plaintiff. These claims and actions relate to, among other matters, streaming contracts, grain deliveries, recovery actions, purported class actions, and cross-claims further to recovery actions. Management considers that adequate provisions have been set aside to cover any potential losses and any amounts that might not be recoverable from security realization, insurance companies, or others, as the case may be, in connection with these claims.

Litigation has been, and will likely continue to be, necessary to determine the scope, enforceability and validity of third-party rights or to establish the Company's proprietary rights. Regardless of whether claims against the Company have merit, those claims could be time-consuming to evaluate and defend, result in costly litigation, divert management's attention and resources, subject the Company to significant liabilities and could have the other effects that are described in greater detail in this "Risk Factors" section of this MD&A.

Management reviews all relevant facts for each claim and applies judgment in evaluating the likelihood and, if applicable, the amount of any potential loss. Where a potential loss is considered probable and the amount is reasonably estimable, provisions for loss are made based on management's assessment of the likely outcome. Where a range of loss can be reasonably estimated with no best estimate in the range, the Company records the minimum amount in the range. The Company does not make a provision for claims for which the outcome is not determinable or claims for which the amount of the loss cannot be reasonably estimated. Any settlements or awards under such claims are provisioned for when reasonably determinable.

As of March 31, 2020, there are no claims outstanding for which the Company has assessed the potential loss as both probable to result and reasonably estimable, therefore the Company has provisioned for no accrual.

Company's Use of Debt Financing

The Company has debt financing from HSBC Bank Canada and Concentra Bank. Additional debt obligations may be incurred by the Company in the future. The Company's present indebtedness and any additional debt it may incur in the future could have negative consequences on its business.

The credit agreements with HSBC Bank Canada and Concentra Bank contain negative covenants that limit the Company's ability, among other things, to:

- make any material change in the nature of the Company's business and operations;
- consolidate, amalgamate or merge with any other person;
- dispose of, or create or permit a lien upon the Company's assets; and
- change the capital structure or engage in any reorganization transaction.

A breach of any of the negative covenants or in the Company's ability to comply with positive covenants and financial covenants or the inability of the Company to repay the indebtedness could result in a default under the credit agreements. If a default occurs, the lenders under the credit agreements may elect to declare all borrowings outstanding under the facility, together with accrued interest and other fees, to be immediately due and payable.

Lack of Funding May Limit the Ability to Originate Streaming Contracts

The Company's growth is dependent on its ability to secure funding to fund new Capital and/or Mortgage Stream Contracts. While the Company will actively pursue new sources of funding and expects to have sufficient cash flow from operations, there can be no assurance that such funding will be available to finance additional Streaming Contracts. In May 2019, the Company announced that its strategic alternatives process had not produced suitable scalable funding, and that until such funding became available, it would halt deploying capital into new Streaming Contracts.

Competition

The Company experiences competition for agriculture commodity Streaming Contracts with farmers in the form of more traditional types of farm financing arrangements. Certain of the Company's competitors, including Farm Credit Canada, other institutional lenders and government programs for farmers, may have greater financial and capital resources than the Company. The Company could face increased competition from newly formed or emerging entities, as well as from established entities that choose to focus (or increase their existing focus) on farming ventures or on a commodity streaming business.

Farmers who have entered into a Streaming Contract at a time of financial stress may also choose to buy out of their Streaming Contract prior to the end of the term of the agreement in favour of a new financing package from one of these competitors. While this puts cash back on the balance sheet of the Company, it reduces future earning potential to a smaller book of contracts.

Another potential source of competition exists with potential copycat firms seeking to enter the agriculture streaming business. There can be no guarantee that sufficient numbers of farmers will be willing to enter into agriculture commodity streaming arrangements with the Company on commercially acceptable terms or at all.

Reliance on Ability and Judgment of Management

The success of the Company will, to a large extent, depend on the good faith, experience, ability and judgment of the board, management and any consultants and advisors to make appropriate decisions with respect to the operations of the Company. The Company does not maintain key person life insurance for any members of its management team. If the Company loses the services of one or more of these individuals, the business, financial condition and results of operations of the Company may be materially adversely affected.

Past Performance

The past performance of the founders and any affiliated companies, limited partnerships or projects is not indicative of future performances.

Conflicts of Interest of Management and Others

Investors should appreciate that they are relying on the good faith, experience, ability and judgment of the management team in respect of the identification of agriculture commodity streaming partners, and ongoing management of the business of the Company.

While management of the Company endeavours to enter into business arrangements that would be considered normal in the industry, occasional conflicts may arise. Such conflicts will be properly dealt with pursuant to the terms of the SBCA.

Quarterly Net Income and Results of Operations are Difficult to Forecast and May Fluctuate Substantially

The Company's quarterly net income and results of operations are difficult to forecast. There may be substantial fluctuations in net income and results of operations from quarter to quarter. There is a high degree of seasonality in the agricultural industry and in the Company's business, which may affect the timing of cash flows. You should not rely on results of operations from any prior reporting period to be indicative of performance in future reporting periods.

COVID-19 May Impact Companies Operations

The ongoing effects of the COVID-19 pandemic and uncertainty within international markets could impact the Company's financial performance for the year ended September 30, 2020 and, possibly, beyond. The financial impact will be dependent on the spread and duration of the pandemic and on related restrictions and government advisories. The nature and geography of agricultural operations on the Canadian Prairies leads to natural social distancing and isolation, and we do not believe that COVID-19 will have a material impact on the Company or its clients. Up to the date of this MD&A, there has been no material impact on the Company's operations or financial results, except that the Company's employees shifted seamlessly to working from home and the interest rate on some of the Company's credit facilities has fallen.

RISKS RELATING TO THE OWNERSHIP OF SHARES

Market Price of the Shares

An investment in the Shares is highly speculative. Securities of companies involved in the agriculture industry have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. The price of the Shares is also likely to be significantly affected by short-term changes in commodity prices or in the Company's financial condition or results of operations as reflected in its financial statements.

Global Financial Conditions

Global financial conditions have always been subject to volatility. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. Increased levels of volatility and market turmoil can adversely impact the Company's operations and the value and the price of the Shares could be adversely affected.

Volatile Market Price for the Shares

The market price for the Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control, including the following:

- actual or anticipated fluctuations in the Company's quarterly results of operations;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of companies in the industry in which the Company operates;
- addition or departure of the Company's executive officers and other key personnel;
- sales or perceived sales of additional Shares;

- operating and financial performance that vary from the expectations of management, securities analysts and investors;
- regulatory changes affecting the Company's industry generally and its business and operations;
- announcements of developments and other material events by the Company or its competitors;
- changes in global financial markets and global economies and general market conditions, such as interest rates and agricultural commodity price volatility;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors;
- operating and share price performance of other companies that investors deem comparable to the Company or from a lack of market comparable companies; and
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets.

Financial markets experience significant price and volume fluctuations that affect the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted, and the trading price of the Shares may be materially adversely affected.

Future Capital Requirements

The Company may need to raise additional funds through public or private debt or equity financings in order to:

- fund ongoing operations;
- take advantage of opportunities, including more rapid expansion of the Company's business or the acquisition of complementary businesses; or
- respond to competitive pressures.

Any additional capital raised through the sale of equity may dilute the Company's shareholders' percentage ownership of the Shares. Capital raised through debt financing would require the Company to make periodic interest payments and may impose restrictive covenants on the conduct of the Company's business. Furthermore, additional financings may not be available on terms favourable to the Company, or at all. A failure to obtain additional funding could prevent the Company from making expenditures that may be required to implement the Company's growth strategy and grow or maintain the Company's operations.

In May 2019, the Company announced that its strategic alternatives process had not produced suitable scalable funding, and that until such funding became available, it would halt deploying capital into new Streaming Contracts.

Future Sales of Shares by Shareholders

Sales of a substantial number of Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Shares intend to sell Shares, could reduce the market price of the Shares.

A Significant Number of Shares are Owned by a Limited Number of Existing Shareholders

The Company's management, directors and employees own a substantial number of the outstanding Shares (on a basic and fully diluted basis). As such, the Company's management, directors and employees, as a group, are in a position to exercise significant influence over matters requiring shareholder approval, including the election of

directors and the determination of significant corporate actions. As well, these shareholders could delay or prevent a change in control of the Company that could otherwise be beneficial to the Company's shareholders.

Publication of Inaccurate or Unfavourable Research by Securities Analysts or Other Third Parties

The trading market for the Shares relies in part on the research and reports that securities analysts and other third parties choose to publish about the Company. The Company does not control these analysts or other third parties. The price of the Shares could decline if one or more securities analysts downgrade the Shares or if one or more securities analysts or other third parties publish inaccurate or unfavourable research about the Company or cease publishing reports about the Company.

New Accounting Standard and Interpretations

Adoption of IFRS 16 Leases

IFRS 16, Leases, replaces IAS 17, and the policy introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

As a result of adoption of IFRS 16 on October 1, 2019, the Company's payments related to arrangements that meet the definition of a lease under IFRS 16 are no longer recognized as an expense in Corporate admin expenses - office expenses, but are now recognized with interest as a financing expense with depreciation expense recognized on the right-to-use-assets. IFRS 16 was applied using the modified retrospective approach, where the cumulative effect of initial application is recognized in deficit on October 1, 2019, with no restatement of comparative figures. Right-of-use assets are measured at amounts equal to the corresponding lease liabilities, which resulted in no adjustment to deficit on transition.

In applying IFRS 16, the Company elected to apply, under the modified retrospective approach, to recognize exemptions related to short-term and low value leases. The Company has also elected to apply the practical expedient whereby leases whose term ends within 12 months of the date of initial application would be accounted for in the same way as short-term leases. Judgment was applied in adopting IFRS 16 to identify contracts within the scope of IFRS 16, evaluating lease renewal terms and determining the discount rate used to present value the lease arrangements. On transition, lease liabilities were measured at present value of the remaining lease payments under the agreement term. Right-of-use assets are measured at an amount equal to the lease liability, adjusted for any prepaid or accrued lease payments.

On October 1, 2019, upon adoption of IFRS 16, the Company recognized an increase in right-of-use assets and lease liabilities of $411,658, with no adjustment to deficit, related to its office lease. The incremental borrowing rate for lease liabilities initially recognized on adoption of IFRS 16 was 5.34%.

Due to the transition methods chosen by Input in applying these standards, comparative information throughout these financial statements has not been restated to reflect the requirements of the new standards.

The effect of initially applying these standards is mainly attributed to increased disclosure within the financial statements. Each new standard is outlined in detail in note 3 of the financial statements.

Outstanding Share Data

At March 31, 2020, there were 61,535,657 common voting shares outstanding (March 31, 2019 – 82,154,460).

The following table sets forth the issued and outstanding common voting shares and the common voting shares issuable on the conversion, exercise or exchange of securities into common voting shares.

Common Shares	Number
Outstanding	61,535,657
Issuable upon exercise of options[1]	4,087,800
Fully diluted common shares	**65,623,457**

Notes:

(1) Stock option plan - Input has a stock option plan and, pursuant to the stock option plan, a total of 4,087,800 stock options are outstanding. All of the 4,087,800 stock options issued have been issued to directors, officers, employees and consultants of Input.

Non-IFRS Measures

We have established certain key performance metrics as indicators of the Company's strength. These include certain non-IFRS performance measures, including:

- Adjusted Crop Revenue, Adjusted Crop Volume and Adjusted Crop Margin;
- Adjusted Total Revenue;
- Adjusted Net Income (Loss), Adjusted Net Income (Loss) per share, Adjusted EBITDA, Adjusted EBITDA per share, and;
- Book Value per share.

We use these non-IFRS measures for its own internal measurement purposes. These non-IFRS measures do not have any standardized meaning prescribed by IFRS, and these measures may be calculated differently by other companies. The presentation of these non-IFRS measures enables investors and analysts to understand the underlying operating and financial performance of the Company in the same way as it is evaluated by us. We will periodically assess these non-IFRS measures and the components thereof to ensure their continued use is beneficial to the evaluation of the underlying operating and financial performance of the Company.

ADJUSTED CROP REVENUE, ADJUSTED CROP VOLUME AND ADJUSTED CROP MARGIN

In addition to regular crop delivery, we may accept cash or other assets as an acceptable settlement of crop volumes due to us under any kind of crop purchase agreement, including streaming contracts. This is done to square up partial loads, via offset of crop payments against volumes of committed tonnes, or as a result of crop insurance proceeds being paid directly to us to replace delivery shortfalls. Under the standards of IFRS, such net settlements do not meet the definition as sales revenue. The table below reconciles sales from physical crop volumes and net settlements of crop interests to arrive at an amount herein referred to as adjusted crop revenue, adjusted crop volume and adjusted crop margin.

Summary of Crop Sales	Three months ended Mar 31, 2020			Three months ended Mar 31, 2019		
CAD millions, unless otherwise noted	Crop Sales	Net Settlement	**Adjusted**	Crop Sales	Net Settlement	Adjusted
Crop volume (canola equivalent MT)	21,220	3,866	**25,086**	26,626	1,149	27,775
Crop revenue	9.413	1.758	**11.172**	12.986	0.549	13.534
add (subtract): gain (loss) from sale of futures and options	(0.000)	-	**(0.000)**	(0.156)	-	(0.156)
less: Upfront payments	(1.386)	(0.955)	**(2.341)**	(1.330)	(0.212)	(1.542)
less: Crop payments	(1.284)	(0.633)	**(1.916)**	(2.467)	(0.188)	(2.655)
less: Other direct expenses	(6.292)	(0.000)	**(6.292)**	(8.628)	(0.003)	(8.631)
Crop margin	0.452	0.170	**0.622**	0.405	0.146	0.551

Summary of Crop Sales	Twelve months ended Mar 31, 2020			Twelve months ended Mar 31, 2019		
CAD millions, unless otherwise noted	Crop Sales	Net Settlement	**Adjusted**	Crop Sales	Net Settlement	Adjusted
Crop volume (canola equivalent MT)	53,337	9,932	**63,268**	86,078	5,057	91,134
Crop revenue	23.395	4.578	**27.972**	42.165	2.481	44.646
add (subtract): gain (loss) from sale of futures and options	0.128	-	**0.128**	0.399	-	0.399
less: Upfront payments	(4.877)	(2.157)	**(7.034)**	(6.145)	(1.293)	(7.437)
less: Crop payments	(5.880)	(1.388)	**(7.268)**	(20.208)	(0.448)	(20.657)
less: Other direct expenses	(11.734)	(0.001)	**(11.735)**	(13.421)	(0.010)	(13.432)
Crop margin	1.031	1.030	**2.062**	2.789	0.730	3.520

ADJUSTED TOTAL REVENUE

Adjusted Total Revenue is a non-IFRS financial measure calculated by adding the following to Adjusted Crop Revenue:

- Interest Revenue; and
- Rental Revenue.

In addition to regular crop delivery, we may accept cash or other assets as an acceptable settlement of crop volumes due to us under any kind of crop purchase agreement, including streaming contracts. This is done to square up partial loads, via offset of crop payments against volumes of committed tonnes, or as a result of crop insurance proceeds being paid directly to us to replace delivery shortfalls. Under the standards of IFRS, such net settlements do not meet the definition as sales revenue. The tables in the section above reconcile sales from physical crop volumes and net settlements of crop interests to arrive at an amount referred to as adjusted crop revenue. Adjusted total revenue is the total of adjusted crop revenue, interest revenue, and rental revenue, and in the opinion of management is a better measure of Company revenue from period to period.

Summary of Adjusted Total Revenue	Three months ended Mar 31		Twelve months ended Mar 31	
CAD millions, unless otherwise noted	**2020**	2019	**2020**	2019
Adjusted crop revenue	**11.172**	13.534	**27.972**	44.646
plus: Interest revenue	**0.952**	1.119	**4.396**	4.125
plus: Rental revenue	**0.052**	0.013	**0.082**	0.132
Adjusted total revenue	**12.176**	14.666	**32.450**	48.903

ADJUSTED NET INCOME (LOSS), ADJUSTED NET INCOME (LOSS) PER SHARE, ADJUSTED EBITDA AND ADJUSTED EBITDA PER SHARE

Adjusted Net Income and Adjusted Net Income per share are non-IFRS financial measures calculated by excluding the following from net income (loss) and earnings per share ("EPS"):

- Unrealized market value loss (gain);
- Realized market value expense (gain);
- Realized market value loss (gain) on buyouts;
- Non-recurring and other expenses.

Management uses Adjusted Net Income and Adjusted Net Income per share to evaluate the underlying performance of the Company for the reporting periods presented. Management believes that Adjusted Net Income and Adjusted Net Income per share are useful metrics for investors and analysts to evaluate the underlying performance of the Company. While the loss/gain on market value adjustment of the Company's crop interests will be a recurring item, this loss/gain does not reflect the underlying operating performance of the Company, nor is it necessarily indicative of future operating results.

Adjusted EBITDA and Adjusted EBITDA per share are non-IFRS financial measures calculated by excluding the following from adjusted net income and adjusted net income per share:

- Income tax expense (recovery);
- Realization of crop interests - upfront payments;
- Amortization of capital and intangible assets; and
- Interest expense on revolver.

Management's view is that Adjusted EBITDA and Adjusted EBITDA per share are useful metrics for investors and analysts to evaluate the pre-tax earnings of the Company without the effects of non-cash charges (such as amortization of capital and intangible assets, realization of upfront crop interests and interest expenses).

The Company treats upfront payments as an investment in future deliveries of crop. Adjusted EBITDA is a non-IFRS measure that is useful in evaluating the Company's results after this upfront investment is made.

Reconciliation of Net Income, Adjusted Net Income, Adjusted Net Income per Share, Adjusted EBITDA and Adjusted EBITDA per Share	**Three months ended March 31**		**Twelve months ended March 31**	
CAD millions, unless otherwise noted	**2020**	2019	**2020**	2019
Net income (loss)	**0.904**	(1.104)	**(1.227)**	(4.219)
Expected credit and impairment losses	**(0.482)**	(0.494)	**0.484**	4.431
Unrealized market value loss (gain)	**0.074**	1.836	**(0.618)**	4.980
Realized market value expense (gain)	**0.064**	(0.057)	**0.250**	0.068
Realized market value loss (gain) on buyouts	**0.026**	0.062	**(0.397)**	0.727
Non-recurring & other expenses (gains)[1]	**(0.017)**	0.353	**0.531**	1.004
Adjusted net income (loss)	**0.568**	0.595	**(0.977)**	3.991
Adjusted net income (loss) per share	**$0.01**	$0.01	**$(0.02)**	$0.05
Income tax expense (recovery)	**0.347**	(0.360)	**(0.349)**	(1.518)
Realization of crop interests - upfront payment	**2.341**	1.542	**7.034**	7.437
Amortization of capital and intangible assets	**0.011**	0.012	**0.079**	0.046
Interest expense on revolver	**-**	0.010	**0.234**	0.151
Adjusted EBITDA	**3.267**	1.799	**6.012**	10.107
Adjusted EBITDA per share	**$0.05**	$0.02	**$0.09**	$0.12
Weighted average shares outstanding (basic)	**63.069**	82.312	**71.898**	83.511

Note:

(1) Non-recurring and other expenses are those deemed by management to be non-cash, non-recurring, relating to financing, security realization, severance costs, share-based payments, or other, predominantly reported within general and administrative expenses.

BOOK VALUE PER SHARE

Book Value per share is a non-IFRS financial measure calculated by dividing total shareholders' equity by the basic shares outstanding.

Management's view is that Book Value per share is a useful metric for investors and analysts to summarize the net realizable value of the Company's assets and liabilities on a per share basis, based on the Balance Sheet.

Summary of Book value per share	**As at March 31, 2020**	**As at March 31, 2019**
Total shareholders' equity	**77.051**	97.262
Common shares outstanding	**61.536**	82.154
Book value per share	**$1.25**	$1.18

Outlook

Canola prices have been soft over the last year due in large part to trade disruptions with China, Canada's traditionally largest canola customer, as well as general softness in the price of US soybeans, to which canola prices have a strong correlation. Net elevator prices are down about 10% from one year ago, but have been supported in-part by a decline in the Canadian dollar relative to the US dollar.

It is impossible to know when or to what degree canola prices will rise, or if these trade tensions will be resolved. However, shareholders should bear in mind that while lower canola prices do have an impact on the profitability of our business, the effect is moderate, and we have a significant margin of safety. Every one of our contracts remains profitable, generating positive gross margins, at today's prevailing canola prices. In fact, the price of canola could fall below the marginal cost of production of our farm clients, and our canola margins would remain positive.

The ongoing effects of the COVID-19 pandemic and uncertainty within international markets could impact the Company's financial performance for the year ended September 30, 2020 and, possibly, beyond. The financial impact will be dependent on the spread and duration of the pandemic and on related restrictions and government advisories. While we have not seen any material impact on our business to date, given the balance of uncertainties, the financial impact on the Company, if any, cannot be determined at this time.

Our operational focus is on profitably managing the contracts that we currently have with existing clients. We plan to continue to distribute capital to shareholders via the dividend and through NCIB activity at appropriate price levels, reduce our debt while maintaining solid liquidity, and focus on maximizing Book Value per Share.

Subsequent Events

On April 16, 2020, the Company announced the results of its Substantial Issuer Bid launched on March 6, 2020. The Company purchased 7,418,686 shares at a purchase price of $0.70 per Share, for an aggregate purchase price of approximately $5,193,080.20, excluding fees and expenses relating to the Offer. Subsequent to the purchase of these shares, the shares were cancelled, reducing the number of shares outstanding in the Company to 54,116,971 as of April 21, 2020.

Subsequent to the quarter ending March 31, 2020, the Company repaid its entire debt outstanding with HSBC Bank Canada and has closed the HSBC credit facility described in Notes 4, 8 and 9 of the financial statements accompanying this MD&A.

Cautionary Statement on Forward-looking Information

Certain information contained in this MD&A contains forward-looking statements concerning the future results, future performance, intentions, objectives, plans and expectations of the Company. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “estimates”, “intends”, “anticipates”, “believes” or variations of such words and phrases (including negative and grammatical variations) or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements include known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of its experience and perception relating to historical trends, current conditions and expected future developments and other factors the Company believes are appropriate, and are subject to risks and uncertainties. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect and the fact that the Company has a short operating history may result in the assumptions being less accurate. Whether actual results, performance or achievements will conform to the Company’s expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under the section entitled “Risk Factors” in Input’s Annual Information Form available on SEDAR at www.sedar.com.

Forward-looking statements are not guarantees of future performance. These forward-looking statements should not be relied upon as representing the views of the Company as of any date subsequent to the date of this MD&A. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

The forward-looking statements contained in this MD&A are expressly qualified in their entirety by this cautionary statement and by the risk factors described under the Heading “Risk Factors” in this MD&A and as otherwise disclosed in our filings with securities regulatory authorities which are available on SEDAR at www.sedar.com. The forward-looking statements included in this MD&A are made as of the date of this MD&A and the Company does not undertake any obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise, except as required by applicable securities laws.

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