



Management's Discussion and Analysis

For the Year Ended December 31, 2019

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DYNACERT INC.

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MANAGEMENT'S DISCUSSION AND ANALYSIS **YEAR ENDED DECEMBER 31, 2019**

The following Management Discussion and Analysis ("MD&A") of the financial condition and results of operations of dynaCERT Inc. ("dynaCERT" or the "Company") was prepared by management as at April 29, 2020 and was reviewed and approved by the Audit Committee. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited consolidated financial statements of dynaCERT Inc. and notes thereto for the year ended December 31, 2019. The information provided herein supplements but does not form part of the financial statements. All amounts are stated in Canadian dollars unless otherwise indicated. Additional information related to the Company is available for view on SEDAR at www.sedar.com.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained in this document constitute forward-looking statements. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", and "believe", used by any of the Company's management, are intended to identify forward-looking statements. Such statements reflect the Company's forecasts, estimates and expectations, as they relate to the Company's views with respect to future events and are subject to certain risks, uncertainties, and assumptions. Many factors could cause the Company's performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events, or developments.

NATURE OF BUSINESS

dynaCERT Inc. is domiciled in Canada with its registered head office at 501 Alliance Avenue, Suite 101, Toronto Ontario, M6N 2J1. The Company is listed on the TSX Venture Exchange (DYA), the Frankfurt DAX (DMJ) and the OTCQB (DYFSF).

dynaCERT is a growing energy sector Company that specializes in delivering Carbon Emission Reduction Technologies to the global diesel engine marketplace. Throughout our years in business, we have worked to provide a reliable and effective electrolysis unit that would generate hydrogen and oxygen on demand to: (a) address the growing requirements to reduce toxic emissions; and (b) provide lower operating costs including an increase in fuel economy.

The Company is engaged in the design, engineering, manufacturing, testing, and distribution of a transportable hydrogen generator aftermarket product, currently in use in the heavy Class 6-8 tractor trailer industry, the smaller Class 2-5 trucks, stationary power generation and off-road construction machinery, and targeted for use in refrigerated trailers and containers, mining and forestry industries, with potential for application in the ocean shipping and trans-continental rail industries. The system is a patented and patent pending retrofit product that provides performance enhancements by introducing hydrogen and oxygen into the air intake manifold resulting in greater fuel efficiency and reduced carbon emissions. In 2014 the Company acquired the intellectual property (including all patents and patents pending) of the HydraGEN™ Technology.

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Technology Validation, Certifications and Advancements

In 2016, the Company commissioned a program within Canada to test and validate the HydraGEN™ Technology at University of Ontario Institute of Technology (“UOIT”), which verified the testing, under simulated road and traffic conditions, that trucks using the HydraGEN□ Technology experienced up to 19.2% fuel consumption reductions. As well the HydraGEN™ Technology reduced greenhouse gas emissions by up to 40% for the tested Class 8 diesel truck engines. Particulate matter was reduced by up to 65%, significantly reducing black smoke being emitted into the environment by trucks using the HydraGEN™ units.

The independent testing with HG1 units now having the new DYA Smart ECU began in June 2017 at the North American-accredited PIT Group in Quebec.

As reported in the news release dated November 20, 2017, the PIT Group report finds that the HydraGEN™ Technology HG1 unit provided a 5.9% improvement in fuel consumption. Testing also proved that emissions were reduced significantly - CO by 48.1%, THC by 50.0%, and NOx by 46.1%, all of which exceeded our estimates.

The PIT Group wrote to dynaCERT in an email separate to the report: “...for any kind of automotive technology, 5.9 % fuel savings is a result to be envied”.

In May 2018 the Company began testing for the Homologation Certification process of the Transport Ministry of Germany, Kraftfahrt-Bundesamt (“KBA”), in cooperation with TUV NORD and TUV SUD in Germany to Euro standards for an Allgemeine Betriebserlaubnis (“ABE”) (the general operating permit) that is required for all equipment used on pan-Euro road vehicles. As reported in a Press Release dated September 24, 2018, while the dynamometer test showed an 8.9% fuel savings, separately, during the on-road break-in period after the baseline test, the on-board diagnostic (OBD) record of the 2018 MAN TGX 18-460 long haul truck with an HG1-45B showed a 20.1% average fuel savings for the 188 hours of tests, travelling through the mountainous terrain of southern Germany in a heavy load commercial operation.

On August 26, 2019 the Company announced that it had received the ABE Homologation from KBA.

The dynaCERT team has worked closely with Ontario-based NeuronicsWorks and other technical consultants to finalize the electronic interface, design and manufacturing of the “Smart ECU”. Certain corresponding provisional and PCT patent applications have now been filed for worldwide coverage of the Smart ECU technology. Please see the section below entitled “Patent Status” for more information.

The “Smart ECU” has shown significant advantages and improvements over the older version of the ECU in several key areas: reading, collecting, storing and transmitting of data pertaining to fuel efficacy and emissions reduction; communicating with the engine’s onboard computer; learning and altering the flow of gases produced; GPS capability; providing General Packet Radio Service (“GPRS”) capability for remote access and allowing for future tracking and monitoring of Carbon Credits. This capability is aimed at providing users and dynaCERT with accurate data for which to promote, collect and use the carbon credits to a competitive financial advantage.

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PRODUCTS

HG1

dynaCERT's product offering for the HG1 line includes the HG145 which targets the 10 to 15 litre diesel engines. These HG145 units are now in production and are outfitted with the latest SMART ECU2 controller. The Company has initiated a Continuous Product Improvement (CPI) program that is focused on making enhancements to the manufacturing operation to improve product quality. When operating at capacity, it is anticipated the Company will be able to produce 6,000 HG1 units per month in its Toronto assembly facilities. New assembly line equipment has been engineered and has been implemented in early 2020.

HG2

On August 21, 2019 the Company announced that it had officially launched the marketing of its new HG2 line of on-board on demand hydrogen injection system for diesel engines. After approximately two years of R&D, testing, verifications, modifications and re-designs, the first HG2 units of HydraGEN™ Technology products are now available to dealers and distributors of dynaCERT for their clients.

The HG2 unit is much smaller in size than the HG1 unit. The new HG2 unit is suited for smaller diesel engines than those that are specifically suited to the HG1 line of HydraGEN™ Technology. The HG2 unit is designed to be appropriate for those smaller displacement diesel engines used in Buses, Class 2 to Class 7 trucks, Refrigerator Trailers and Containers, Mobile Construction Equipment, Small Generators and Smaller Trucks commonly found outside of North America, such as in European countries and in India and Pakistan. This market size represents approximately 20 million applications in North America and similar sized market opportunities in each of the European and Asian markets.

dynaCERT's engineers were successful in combining the benefits of two prototype HG2 models into one single more advanced and powerful model. The new HG2 model includes a completely newly developed HydraGEN™ Technology reactor design, a built-in water tank, a climate control system and dynaCERT's Smart ECU2. Under normal operating conditions, the HG2 unit will produce hydrogen (H₂) gas flows suitable for diesel engines from 1 to 8 litres in displacement.

HG4C & HG6C

dynaCERT's product offering includes also the HG4C targeted for 40 to 60 litre engines, and the HG6C targeted to 60 to 90 litre engines. As a result of many discussions with producing mining companies that are operating mines globally and that have set corporate goals to reduce their environmental footprint, the Company has designed larger versions of its HydraGEN™ Technology, the HG4C and HG6C models. These new models have multiple HG1 and HG2 reactor units inside a single large case. They are outfitted with a large distilled water tank for longer use between refills. The cases are temperature controlled for +40C to -60C and have air filtration system to prevent possible dust ingress. These models are targeted for engines up to 100 Litres in displacement as used in the stationary generator market in mining applications and also for the large rock hauler trucks used in open pit mines for above ground mining. The models are custom configured to match the particular engine type and horsepower of the end user's needs.

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SALES

In the fourth quarter of 2019 the Company shipped One Hundred and Eighty-Nine HydraGEN™ units as compared to the third quarter of 2019 ended September 30 when the Company shipped Forty-Four HydraGEN™ Technology units and as compared to forty-three HydraGEN™ Technology units in the second quarter of 2019 ended June 30 to dealers and clients world-wide in accordance with dynaCERT's policy of maintaining the highest performing units for all its customers. The Company continues to work with all clients to exchange the older versions of HydraGEN™ Technology units. During the fourth quarter ending December 31, 2019 the company recognized sales of \$854,033 as compared to the third quarter ended September 30, 2019 of \$210,594

On July 2, 2019, dynaCERT announced that it had received a purchase order with a deposit for 100 HydraGEN™ HG145B units from KarbonKleen LLC ("KarbonKleen"). The 100-unit order is expected to be a precedent for a potential exponentially larger market in Mexico estimated to be 1,000,000 trucks and buses under the MOU. On August 20, 2019 the Company received purchase orders from KarbonKleen for an additional 300 HydraGEN™ Technology units, for total orders from KarbonKleen, to date, of 400 units, including the 100-unit order previously announced on July 2, 2019. KarbonKleen has paid the Company in full for the first 150 units in order to accelerate immediate delivery of the first of such 400 units to its clients and it has paid the required deposit on the next 250 units. Of the 400 HydraGEN™ units, 250 are destined for KarbonKleen's clients in the USA market. The remaining units are destined for KarbonKleen clients in Mexico.

The Company announced on October 16, 2019 that it has concluded three (3) agreements with Mosolf SE & CO. AG, of Germany ("MOSOLF"): first, an important strategic Memorandum of Understanding (the "MOMOU") defining the collaboration for penetration in numerous vertical markets in Europe of dynaCERT's hydrogen technology. Second, a Dealer Agreement for Germany, and third, a purchase order for delivery in 2020 of 1,000 of dynaCERT's HydraGEN™ Technology Units.

Under the MOMOU, dynaCERT has agreed to appoint MOSOLF and its subsidiaries as dealers for Germany and other countries in Europe (initially, Czech Republic, Poland, France and Benelux) with the rights to sell and install the Company's HydraGEN™ Technology products throughout the European Union. The first of such MOSOLF Dealer Agreements, the appointment of MOSOLF as dealer for Germany, was signed and formalized concurrent with the MOMOU.

Under the MOMOU, MOSOLF shall also be marketing dynaCERT's HydraGEN™ Technology to the federal and local Government entities in Germany including many towns, municipalities and cities.

Under the MOMOU, MOSOLF and dynaCERT have also commenced negotiations to establish a joint venture whereby MOSOLF, in conjunction with dynaCERT, will fund, develop, certify and offer a customized HydraGEN™ Technology to the Passenger Car After-Market in Europe capitalizing on MOSOLF's extensive commercial relationships in the transportation industry throughout Europe.

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Trade Shows:

In early 2019, the company attended several trade shows such as PDAC, the Prospectors & Developers Association of Canada Convention in Toronto held March 3-6; MATS, the Mid-America Trucking Show in Louisville, Kentucky held March 28-30; Hannover Messe in Hannover, Germany held April 1- 5; bauma in Munich, Germany held April 8-14 and ExpoCam in Montreal held April 11-13 and the NACV Truck show in Atlanta Georgia held October 28-30. This marketing effort on the part of dynaCERT has resulted in many new opportunities and leads with interests from major potential customers globally as well as contracting with new Dealers.

Newport Fleet Sales:

On September 11, 2019, the Company announced that it had received a purchase order for ten (10) HG145B units (rugged black case) of its HydraGEN™ Technology from a Toronto area business, Newport Environmental Technologies ("Newport"), a member of the Sparta Group (TSXV: SAY).

Above Ground Mining:

In the Press Release dated August 2, 2019 - *dynaCERT* announced significant progress in 2019 in conjunction with its dealer H2 Tek, and that many new important mining initiatives are advancing favourably.

The Company initiated discussions with producing mining companies operating mines globally to employ the customized larger versions of its HydraGEN™ Technology, the HG4C and HG6C models, on their equipment, machinery and mine-site generating stations. Subsequently, the Company has completed the design, engineering and procurement process to build HG6C units and HG4C units for two different mining companies. Two HG4C units are destined for two 1.2MW generators operating in Argentina at an open pit mine site and have been paid for. Two HG4C units are destined for a mine in Alaska. Although final assembly has been completed, both clients have deferred shipments pending on site modifications for one and current travel restrictions due to COVID-19 for the other.

Through another dealer, dynaCERT has deployed four HG1 units to a gypsum mine in the USA which is one of several mines in the host organization.

All installations are aimed not only at reducing mining operating costs but also simultaneously enabling major miners to enhance their sustainability commitments to local governments and their international pledges by host countries in South America under the Paris Accord on the reduction of Greenhouse Gas Emissions. *dynaCERT's* HydraGEN™ Technology is enabling H2 Tek to advance and make further inroads to outfit trucking fleets and power generators in the mining sector.

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Underground Mining:

On April 11, 2019 dynaCERT announced that it has entered into an agreement with Total Equipment Services Inc. ("TES Inc."), an underground mining equipment manufacturer, to adapt its HydraGEN™ Technology to build a safe, healthy and positive environment to the underground mining industry and its personnel. The agreement with TES Inc. provides for collaboration to penetrate markets with innovative products aimed at the reduction of NOx, THC, Particulate Matter, Carbon Dioxide and Carbon Monoxide on existing fleets of equipment (Caterpillar, Komatsu and others) in such underground mining environments, globally, and including the integration of HydraGEN™ Technology into new equipment manufactured by the TES.

The first underground mining equipment trials are now taking place in an Ontario mine. Please see Press Release of October 25, 2019 where the Company announced that its HydraGEN™ Technology has been approved for underground mining applications in Canada pursuant to a formal risk assessment commissioned by dynaCERT's Dealer, Total Equipment Services Inc. ("TES"), based in Sudbury, Ontario, and one of TES's major underground mining customers in Northern Ontario. (See Press Release dated April 11, 2019). TES, with support of dynaCERT engineers, recently participated in risk assessment exercises with one of its operating mining customers in Northern Ontario in Canada. The Workplace Risk Assessment and Control (WRAC) was undertaken to develop a better understanding of any occupational health and safety hazards that could possibly arise from the installation of a HydraGEN™ Unit. An HG145 is now on a SPARTA Utility Vehicle (boom truck) of TES that is currently being used by a mine in underground situations.

New Dealers:

The Company announced a new dealer in Germany, (please see Press Release of October 19, 2019), Mosolf AG, where an initial focus is expected for the dealer's own trucking requirements using the Company's HydraGEN™ Technology. The Germany-based Dealer is well positioned within the transport sector in five different European Countries and will assist in government relations. The Company has subsequently obtained an MOU with this Dealer for the advancement of a passenger car version of the Company's HydraGEN™ Technology.

LEGAL MATTERS

The Company has filed a Statement of Claim with the Ontario Superior Court of Justice to recover costs associated with the loss due to the defective components, the work related to the redesign, and the delays in income related to business interruption in the total amount of \$47.7 million. Included in the amount claimed is \$46.8 million relating to the opportunity loss on potential sales of \$70.8 million to June 30, 2017. The defendant has filed a Statement of Defense and the action is proceeding to discovery, however the Covid-19 outbreak may result in a delay of the scheduled examinations for discovery.

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BUSINESS DEVELOPMENTS

HydraLytica™ Telematics

During the quarter, the Company made significant advances of its telematics software in order to better demonstrate the effectiveness of its products to end-users.

On July 4, 2019, dynaCERT announced that it has formally launched its new vehicle telematics device and software (“HydraLytica™”) enabling easy access to fuel savings and carbon emission reduction reports from diesel-powered vehicles and machinery equipped with the Company’s HydraGEN™ Technology. Now the Company, its dealers, and clients such as construction companies, truckers and fleet owners equipped with the HydraGEN™ Technology, can easily monitor from their computers an automatically-calculated savings of diesel and carbon emissions with HydraLytica™ updated periodically while a truck is travelling.

HydraLytica™ reads data directly from a truck’s on-board-diagnostic port (the “OBD port”), and communicates this data to dynaCERT’s cloud server remotely through the Company’s patented Smart ECU which is integrated into the HydraGEN™ Technology unit on vehicles. At the time of activation of a HydraGEN™ Unit the new software records, from the OBD data, the total lifetime mileage and lifetime hours used and calculates fuel consumed. Once the HydraGEN™ Unit is operational, HydraLytica™ determines fuel consumption, average speed and distance traveled, and calculates fuel savings and reductions of polluting emissions in kilograms of CO2 equivalent (“CO2e”). CO2e is the basis of calculating Carbon Credits.

The HydraLytica™ software allows dynaCERT to provide documented proof to the market of the effectiveness of the HydraGEN™ Technology as stated. Since the data used and processed is taken directly from a vehicle’s OBD port, HydraLytica™ removes any doubts about the performance of the HydraGEN™ Technology as it does not rely on any human interpretation which could possibly be biased. With HydraLytica™, *dynaCERT* expects users will receive viewable and written confirmation direct from their own diesel engines that its HydraGEN™ Technology is working and have peace of mind regarding performance.

HydraLytica™ software also enables a user to access telematics information from any location equipped with an internet connection. The HydraLytica™ software also clearly displays historical daily and weekly travel data after the HydraGEN™ Technology has been installed on a vehicle. HydraLytica™ continuously maps the routes and locations of vehicles, both in real time and historically, and displays when the vehicle is moving or stationary or when its ignition is off. The intuitive user-friendly software of HydraLytica™ allows truckers and fleet owners to review historical and current performance of their on-road and off-road vehicles.

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Government Support Programs and Initiatives

In 2019, the Company was in discussions with governmental representatives of Ontario and Quebec to have dynaCERT's products recognized for greenhouse gas emission reductions. As well, senior management continue to attend multiple Canadian Federal Government meetings with the objective of gaining support of its technology for federal ministries aiming to reduce their fuel consumption and to lower their net carbon emissions. In addition, the Company continues to maintain senior consultants to assist with Provincial Government relations matters and Aboriginal relationships.

On May 16, 2019, the Company hosted notable Ministers and Members of the Provincial Parliament of Ontario's Government at a welcoming Head Office and Plant tour of its Toronto facilities. The then Ontario Transportation Minister, Honourable Jeff Yurek (currently Minister of the Environment) and Ontario's Environment, Conservation and Parks Minister, Honourable Rod Phillips (currently Minister of Finance) together with local Ontario Member of Provincial Parliament Kinga Surma, Parliamentary Assistant to the Minister of Transportation (currently Associate Minister of Transportation (GTA)) expressed their pleasure to participate and learn about dynaCERT's accomplishments at the media-covered event and learn about the Company's advanced technology.

Patents and Proprietary Technology

dynaCERT has several patent applications filed in the US, Canada and other parts of the world, and patents pending for different aspects of the HydraGEN™ Technology. These are progressing through the normal patent application process. The Company's R&D team has made improvements to its existing HydraGEN™ Technology, and the Company has filed additional claims capturing those improvements.

Below are some of the key patents and patent applications in dynaCERT's patent portfolio:

Patents

On April 9, 2019, the Company was granted a US Patent number 10,253,685, called "Method & System for Improving Fuel Economy & Reducing Emissions of Internal Combustion Engines". The Canadian version (patent application number 2882833) of this patent was granted on June 4, 2019 and issued to the Company on September 17, 2019. A continuation application with additional claims to US Patent number 10,253,685 was filed on February 20, 2019 and a US Patent number 10,494,993 was issued on December 3, 2019. Another continuation application, (application number 16,661,575), which was filed on October 23, 2019, is currently pending.

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On September 3, 2019, the Company was also granted another key US Patent number 10,400,687, called "Management System and Method for Regulating the On-Demand Electrolytic Production of Hydrogen and Oxygen Gas for Injection into a Combustion Engine", which is referred to by the Company as the "Smart ECU patent". The embodiments of this US Patent relate to a management system and method that can simultaneously reduce polluting emissions and improve the performance of an internal combustion engine by: determining dynaCERT's reactor performance level or calculating the amount of gas being generated by dynaCERT's on-demand electrolytic reactor; monitoring the engine performance level, determining whether the engine performance level would change (i.e. decrease or increase), or remain the same to forecast a future engine demand level; adjusting the reactor performance level to improve the engine performance ahead of the forecast future engine demand level materializing to minimize parasitic loss associated with reactors operating continuously (i.e. reactors that are not capable of adjusting their performance level or the level of produced gas according to the real time engine performance level) and, thereby, improving the engine performance and reducing emissions. Following a PCT application in 2017, patent applications have been filed in Canada and other countries and are awaiting review.

Patent Applications

Some of the significant patent applications are described below.

Two continuation applications (number 16,514,460 and number 16,514,543), claiming the benefits of the US Patent number 10,400,687 ("Management System and Method for Regulating the On-Demand Electrolytic Production of Hydrogen and Oxygen Gas for Injection into a Combustion Engine") were filed on July 17, 2019. These applications are currently awaiting review.

Following a PCT Application in 2018 entitled "Systems and Methods for Tracking Greenhouse Gas Emissions Associated with an Entity", patent applications have been filed in Canada, USA and several other countries around the world. This application (PCT/CA2018/051235) is a method to securely and accurately capture and transmit data on greenhouse gases associated with the following: Residential Entity (single-family residence, townhouse, condo, apartment building), Industrial Entity (factory), Commercial Entity (medical building, educational institution), Power Generation Entity, Railway Entity, Marine Entity, Aviation Entity, On-Road & Off-Road Entities (trucks, cars, buses, ATVs), Agricultural Entity (tractors, combines, barns). The Company also included fertilizers, pesticides and other chemicals and carcinogens in its patent scope. dynaCERT's data collector, the Smart ECU, when attached to the emission source by way of sensors or any other measuring devices, can directly measure emissions output. When the data is collected for the first time, it goes through a series of validation processes in order to determine an emission offset measurement based on an emission baseline. The output data is encrypted and then transmitted to a portal or platform where the data is analyzed to determine any changes in emissions output to validate compliance, determine amount of greenhouse gas credit or offset such as Carbon Credits required for trading.

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Carbon Credits

Management believes that there exists an opportunity to monetize carbon credits from the HydraGEN™ Technology operating on diesel engines. Toward this goal, the Company's patented "Smart ECU" can allow the receipt of allocated Carbon Credits through a European platform which is consistent with the requirements resulting from the Paris Accord. In addition to transportation industry that includes diesel-powered farm equipment, the Smart ECU technology can be used in many different applications including construction machinery, power generation, mining, marine and locomotive uses within Europe, Canada, India and the Middle East where the Company is already working and is discussing with its consultants and regulatory bodies the methodology to employ in order to capture, verify and trade those carbon credits.

In recognition of the importance of Carbon Credits, the Company has engaged the following outside experts:

- (1) dynaCERT has entered into a contractual agreement with International Environmental Partners Limited ("EP") of the UK and its President, Ms. Monika Wojcik, to manage two different but significant dynaCERT applications in the certification of the carbon reductions generated by its HydraGEN™ Technology: (a) VERRA a highly recognized international certification organization based in Washington, DC for trading in the European marketplace where the trading of carbon credits is very active and which has been established as a major initiative of the Kyoto Protocol in 1997; and, (b) the Clean Development Mechanism (CDM) for developing countries which has been administered globally since April 6, 2007 by the United Nations offices in Bonn, Germany, and which bases its criteria as a result of an EU Directive 92/57/EEC (OJ L245, 26.8.92) in the Kyoto Protocol (see Press Release dated June 7, 2018). EP is a Sustainability Advisor, Carbon & Biomass trader with relevant knowledge and data of over 15,000 carbon projects from all over the world. As a result, dynaCERT has commenced working with these consultants to place its products in the front line to help HydraGEN™ Technology end-users earn Carbon Credit Certificates from the emissions reductions in the transportation industry, a world-wide leading origination that has not been previously possible.
- (2) On March 1, 2019, as reported, dynaCERT has nominated to its advisory board successful FinTech entrepreneur Brian Semkiw, P. Eng. and has more recently engaged his organization to further develop software that will enable the tracking of carbon credits generated by dynaCERT's HydraGEN™ Technology. In addition, Mr. Semkiw will oversee that such carbon credits be validated, audited and digitally accepted in international markets. Mr. Semkiw's company, 3rdGP, is the world's first third- generation processing payments company with emphasis on Blockchain and IOT payments processing solutions.
- (3) In its Press Release dated March 26, 2019, the Company announced that it had engaged International Environmental Partners Limited and FinTech entrepreneur, Brian Semkiw of 3rdGP, to oversee that such carbon credits are properly and effectively validated, audited and digitally accepted in international markets.

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In its Press Release dated November 18, 2019, dynaCERT announced that it is advancing its application for a new Carbon Emission Reduction Methodology to develop Carbon Credit projects from its HydraGEN™ Technology abilities to reduce carbon emissions on a world-wide basis. With the support of EP, the Company has completed and submitted the application for a new Methodology to obtain Carbon Credits from the planned Carbon Credit projects to be made available to dynaCERT clients. The application, submitted to VERRA (www.verra.org) under its VCS programme, specifies an all new Carbon Emission Reduction Methodology. The Methodology uses the Company's patented HydraGEN™ Technology to lower carbon emissions and its HydraLytics™ Telematics technology to securely record carbon emissions and other non-personal data from diesel and gas engines. (see Press Release of June 7, 2018).

Global Product Support Manager:

On May 27, 2019 dynaCERT announced that it had appointed Steven Christou as Global Product Support Manager to provide effective product support to both the Company's clients and its dealers, internationally. Mr. Christou will be heading dynaCERT's Field Service Technician programme and will act as Technical Training Instructor. Mr. Christou is training both DYA staff and clients' technicians on the installation of HydraGEN™ units, scheduling first-order installations and handling queries from customers. Mr. Christou holds some of the highest credentials and licenses as a technical expert in numerous diesel applications including for Caterpillar and Mercedes Benz. He is a highly regarded professor at Conestoga College where he delivers a topmost curriculum at the level of Ontario ministry standards.

European Product and Sales Support Manager

On July 10, 2019, dynaCERT announced that it has appointed Mr. Michael Mayer, M.Sc., Dipl. Ing (FH) as Product and Sales Support Manager and the field service technician & technical training Instructor based in Germany working for dynaCERT GmbH, dynaCERT's subsidiary in Germany. As the Head Engineer from TÜV SÜD in Lahr, Germany (TÜV SÜD) Mr. Mayer oversaw the testing of dynaCERT's HydraGEN™ Technology for the purposes of ABE certification for Germany. After being originally skeptical about the technology and after overseeing the rigorous and successful testing, Mr. Mayer has concluded that the opportunity to work with *dynaCERT* and implementing the HydraGEN™ Technology is the future of diesel.

International Awards:

In conjunction with *dynaCERT*, H2 Tek has recently received the top award for our HydraGEN™ Technology at the 2019 Mining Cleantech Challenge in Colorado. HydraGEN™ Technology was chosen by mining executives and investors in the industry as the best among a competitive field of 12 total companies representing the U.S., Canada and Israel. An international team of judges involved in global mining reviewed and voted on the winners (see Press Release of March 22, 2019). Such judges were representatives from Newmont Mining, Fresnillo, as well as Jolimont Global, Ausenco, Resource Capital Funds and the Consulate General of Canada in Denver, to name a few.

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On May 29, 2019 dynaCERT announced that its HydraGEN™ Technology had received, from the German Design Council, the prize for Energy Solutions in 2019 in the Business-to-Business category at the German Innovation Awards ("GIA") competition.

PERFORMANCE MILESTONES AND VERIFICATION UPDATE

New trial programs were started in the quarter to further verify the HydraGEN™ technology to satisfy potential customers on their own transport, equipment and power generation systems in Canada, Europe, India, Pakistan, South America and parts of the USA. These programs are continuously ongoing.

India

India testing at ARAI and iCAT was conducted under several phases over the course of 2018. The Company has received certification for the HydraGEN™ technology and is in discussions with many different government authorities in order to pursue next steps towards widespread adoption of the technology.

dynaCERT has installed HG145B units as reported in the Press Release dated January 19, 2019 in two of India's provincial transportation authorities. The series of trials were expected to be ongoing until the end of July 2019 however as a result of Government requests, additional trials on older generation mechanical-engine powered diesel vehicles are now underway.

European Homologation

On August 26, 2019 dynaCERT announced that its wholly-owned European subsidiary, dynaCERT GmbH had obtained from Kraftfahrt-Bundesamt ("KBA"), the Transport Ministry of Germany, the Allgemeine Betriebserlaubnis ("ABE") National Type Approval ("Homologation"). ABE Homologation, which emanates from KBA, permits the marketing, sales, installation and use of dynaCERT's HydraGEN□ Technology in Germany and is utilized throughout the entire European Union under the Convention of Road Traffic (1968).

Applications for ABE Type Approval must meet stringent testing and validations required by rigorous and exacting regulation in Germany. *dynaCERT's* HydraGEN™ Technology is the only hydrogen gas supply system that has ever been approved by KBA and received Homologation for the ABE Type Approval. This unique advantage gives *dynaCERT* a lead in hydrogen-based technology and provides a strong market benefit as well as a barrier to entry for imitators and possible competitive technologies. The addressable market of *dynaCERT's* HydraGEN™ Technology has expanded significantly and globally with the addition of this first-in-kind ABE Homologation.

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As a result of its reputation for excellence, the acceptance of an ABE Homologation is monitored by other countries on every continent of the globe. In regulating their transportation industry, many countries and jurisdictions world-wide rely on the ABE Homologation as the unequivocal standard of due diligence and excellence for the regulated use of new expertise, such as *dynaCERT's* HydraGEN™ Technology.

dynaCERT's HydraGEN™ Technology underwent thorough testing to obtain ABE Homologation. Moreover, the ABE Homologation from KBA required approximately 26 months of proofs of concept, testing, validations, verifications, confirmations, authentications, rigorous trials with strict protocols, scientific analysis, exacting reviews using both on-road and in-laboratory methods and accompanying certified reports. Numerous engineers, combustion specialists and automotive experts, including world-renowned authorities in Europe such as Continental EMITEC, TÜV Nord, TÜV Süd, were consulted and relied upon by KBA which granted the ABE. (See Press Releases dated August 16, 2018 and September 17, 2018).

Austrian Adoption

In advance of receiving KBA Homologation ABE for Europe, *dynaCERT* secured permission to install units on government-owned vehicles in Austria. In 2019, the Province of Carinthia ordered and installed two of four HydraGEN™ HG1-45B units on diesel-powered heavy-duty road service vehicles owned by the Province of Carinthia. The office of the provincial government of Carinthia, in consultation with the Road and Maintenance Department and *dynaCERT*, extended the pilot project in Carinthia. In spring 2020, two MAN Euro VI dump trucks of the provinces public services are being equipped with the HydraGEN™ Technology. The installation is being executed by *dynaCERT* engineers once travel bans due to the COVID-19 pandemic between Germany and Austria are lifted.

Marine Applications

The Company continues the process to obtain Marine Classification for Type Approval. A Risk Assessment report has been completed and received from Lloyds Register. Risk Assessment defines the technical criteria that the new HG1 Marine unit is to meet for use under the Safety Of Life At Sea (SOLAS) protocol. The report has been submitted to Transport Canada for general review. The next step to build the HG145M prototype is in process for testing in Halifax. Obtaining Type Approval for the HydraGEN™ Technology is to facilitate the use of the HG145M units in all marine vessels in Canada and to be used for the basis for worldwide use. Type Approval for HydraGEN™, marine vessels opens the way to use the HydraGEN™ Technology on all marine diesel engines (propulsion and service engines) without additional local testing.

Mosolf has received an order for a Marine application on the Rhine River in Europe. Installation has been postponed due to COVID-19 restrictions.

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School Bus Trials

As reported on September 11, 2019, the Company provided an update on the performance trials for school buses. The data from the HydraLytics™ telematics device recorded that the buses achieved an average reduction in fuel consumption of 13.8% and 15.5%, respectively. Of significance, the NOx levels were reduced 48% and 52%, respectively. The NOx level was measured by a Portable Emissions Measuring System (PEMS). The PEMS measured the exhaust at the end of the tailpipe where it most affects the immediate air environment at the ground level near where school children might be exposed to NOx, a dangerous, deadly gas emitted by diesel engines.

SUMMARY OF QUARTERLY RESULTS

SUMMARY OF SELECT QUARTERLY INFORMATION				
	2019			
	December 31	September 30	June 30	March 31
Total Assets	20,564,705	4,511,302	3,922,404	5,778,004
Working Capital	17,656,133	539,416	860,310	2,712,531
Shareholders' Equity	18,929,684	4,511,302	3,922,404	3,655,586
Total Revenue	854,033	161,716	45,638	3,240
Operating Expenses	3,050,827	1,929,185	1,667,319	2,142,952
Share Based Compensation	3,313,716	365,397	44,441	879,291
Comprehensive Loss	5,347,353	2,011,636	2,285,405	3,021,729
Basic and Diluted Loss per Share	(0.018)	(0.007)	(0.008)	(0.011)
2018				
	December 31	September 30	June 30	March 31
Total Assets	4,154,980	5,868,105	5,822,694	5,366,914
Working Capital (deficiency)	(333,213)	1,734,782	2,992,451	2,437,031
Shareholders' Equity	531,773	2,832,863	3,600,279	3,052,198
Total Revenue	24,756	57,921	8,943	-
Operating Expenses	4,919,252	2,080,942	1,364,782	1,232,868
Share Based Compensation	149,201	146,000	90,476	1,521,500
Comprehensive Loss	5,043,697	2,169,021	1,446,315	2,754,368
Basic and Diluted Loss per Share	(0.020)	(0.009)	(0.006)	(0.012)

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Results of operations for the three months ended December 31, 2019 as compared to the three months ended December 31, 2018

The Company reported a comprehensive loss from operations for the three months ended December 31, 2019 of \$5,347,353 as compared to \$5,043,698 for the three months ended December 31, 2018.

Business development and marketing expenses increased by \$566,312 for the three-month period ended December 31, 2019 compared to the prior period. The increase is a result of the Company's increased focus on the development of the HydraGEN units.

In the prior year period December 31, 2018, the Company recorded a loss on inventory adjustment of \$1,750,109 as compared to the \$nil in the current period.

There was an increase of \$3,006,224 in stock-based compensation expense for the three months ended December 31, 2019 compared to the 2018 period. Stock-based compensation expense will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date.

During the three months ended December 31, 2019, the Company's total assets, working capital and shareholders' equity increased significantly, as indicated in the table above, due to the financings closed throughout in the period. An aggregate total of \$16,350,000 in liquidity was provided by these financings as well as an additional \$3,194,037 from the exercise of warrants and stock options.

Quarterly results vary in accordance with the Company's research and development, financing and noncash expenses such as share-based compensation. The Company's professional fees vary in each quarter depending on financing activities being undertaken.

Research and development expenditures vary depending on amount of work being done on product development and testing. To date the Company has expensed all research and development expenditures.

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SELECTED ANNUAL INFORMATION

Comparative information for annual periods from December 31, 2019, 2018 and 2017 has been presented in accordance with IFRS.

SUMMARY OF SELECT ANNUAL INFORMATION			
	2019	2018	2017
Revenue	1,064,627	91,620	246,080
Operating Expenses	8,790,283	7,690,755	4,768,535
Comprehensive Loss	12,666,123	11,413,401	6,623,234
Basic and Diluted Loss	(0.043)	(0.045)	(0.028)
Total Assets	20,564,705	4,154,980	5,425,111

Results of Operations

The following discussion addresses the operating results and financial condition of the Company for the year ended December 31, 2019 compared with the year ended December 31, 2018. The MD&A should be read in conjunction with the Company's audited consolidated financial statements and the accompanying notes for the year ended December 31, 2019.

Results of operations for the year ended December 31, 2019 as compared to the year ended December 31, 2018

The Company reported a comprehensive loss from operations for the year ended December 31, 2019 of \$12,666,123 compared to a loss for the year ended December 31, 2018 of \$11,413,401.

The most significant changes from the prior year ended are business development and marketing expenses, which increased \$1,545,193. This is a result of increased sales marketing activity, as evidenced by the increase of \$973,007 in revenue for the year.

In the prior year ended December 31, 2018, the Company recorded a loss on inventory adjustment of \$1,750,109 compared to \$nil in the current year.

There was an increase of \$2,695,668 in stock-based compensation expense for the year ended December 31, 2019 compared to the 2018 year ended as a result of a series of new stock option issuances. Stock-based compensation expense will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date.

These changes were primarily due to the Company's increased focus on the development of the HydraGEN units. As a result, the Company contracted additional consultants to assist with the ongoing development of the technology and the business development opportunities

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The Company's total assets at December 31, 2019 were \$20,564,704 (December 31, 2018 - \$4,154,980) compared to total liabilities of \$1,635,020 (December 31, 2018 - \$3,623,207). The increase in total assets of \$16,409,724 resulted from cash proceeds from various financing for an aggregate total of \$21,600,000, the cash proceeds from warrants for an aggregate total of \$3,884,786 and the exercise of options for an aggregate total of \$1,005,850, as well as increased revenue.

LIQUIDITY AND CAPITAL

As at December 31, 2019, cash on hand was \$16,319,235 as compared to \$109,327 at December 31, 2018 and increase of \$16,209,908 due primarily to successful private placements of equity and cash flow provided from excision of warrants and stock options.

The Company expects to be financed primarily through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. See "Caution Regarding Forward Looking Statements", and "Risks and Uncertainties".

As at December 31, 2019, the Company had a working capital of \$17,656,133 (December 31, 2018 – working capital deficiency of \$333,213). The Company's continuing operations are dependent on its ability to secure equity and/or debt financing and future revenues.

The Company may need to adjust the timeframe for meeting various business objectives and milestones depending on the availability of funds. Notwithstanding the proposed uses of available funds as discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult, at this time, to definitively project the total funds necessary to effect the planned activities of the Company. For these reasons, it is considered to be in the best interests of the Company and its shareholders to afford management a reasonable degree of flexibility as to how the funds are deployed among the uses identified above, or for other purposes, as the need arises. Further, the above uses of available funds should be considered estimates.

Based on the rate of expenditure above, the Company will have sufficient cash to fund its operations for the twelve months ended December 31, 2020.

At December 31, 2019 the Company had accounts payable and accrued liabilities of \$947,958 as compared to \$3,129,535 in the previous year-ended.

The Company raises capital, as necessary, \$17 million to meet its needs and to take advantage of perceived opportunities ramp up production and marketing and sales.

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Going concern uncertainty

At each reporting period, management assesses the basis of preparation of the financial statements. These financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards. The going concern basis of presentation assumes that the Company will continue its operations for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. These financial statements do not include any adjustments to amounts and classifications of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

For the year ended December 31, 2019, the Company incurred a net loss of \$12,666,123 (December 31, 2018 - \$11,413,401) and had negative operating cash flows of \$9,229,005 (December 31, 2018 - \$6,543,990). Although the Company has generated revenue from customer sales, the sales volumes achieved to date have not been significant and has not generated sufficient margins to cover the Company's operating costs and research and development costs. The Company has an accumulated deficit of \$62,866,178 since inception (December 31, 2018 - \$50,213,130). The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to generate cash flows from operations and to complete negotiations to obtain and successfully close additional funding from debt financing, equity financings or through other arrangements. While the Company has been successful in arranging financing in the past, there can be no assurance the debt financing or any equity offering will be successful in light of the impact of the COVID-19 on the global capital markets. These conditions indicate the existence of a material uncertainty that may cast significant doubt regarding the Company's ability to continue as a going concern. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

While the Company has been successful in obtaining financing to date, there can be no assurance that it will be able to do so in the future on terms favorable for the Company. The Company may need to raise additional capital to fund operations. This need may be adversely impacted by uncertain market conditions, approval by regulatory bodies, and adverse results from operations. The Company believes it will be able to acquire sufficient funds to cover planned operations through the next twelve months from anticipated revenue growth during fiscal 2019 and by securing additional financing through additional private placements if required. The outcome of these matters cannot be predicted at this time.

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TRANSACTIONS WITH RELATED PARTIES

The Company paid or accrued the following costs incurred on transactions with the directors and officers and companies controlled by them:

	Year ended December 31	
	2019	2018
Rent	\$ 240,702	\$ 212,987
Consulting fees paid to Directors	\$ 729,706	\$ 574,662

Key management includes directors and other key personnel, including the CEO, President and CFO, who have authority and responsibility for planning, directing, and controlling the activities of the, Company.

Included in accounts payable and accrued liabilities as at December 31, 2019 is \$47,670 (December 31, 2019 is \$395,685) owed to directors, companies controlled by former directors or companies having certain directors in common

The compensation paid to these key management personnel for the years ended December 31, 2019 and 2018 is summarized below:

Nature of Transaction	Year ended December 31	
	2019	2018
Short-term benefits	\$ 751,400	\$ 697,062
Share based compensation	\$ 3,044,092	\$ 994,500

The Chief Financial Officer ("CFO") of the Company is a senior employee of Marrelli Support Services Inc. ("MSSI"). During the year ended December 31, 2019, the Company paid or accrued professional fees of \$58,882 (year ended December 31, 2018 - \$nil) to MSSI. These services were incurred in the normal course of operations for general accounting and financial reporting matters. MSSI also provides bookkeeping services to the Company. As at December 31, 2019, MSSI was owed \$5,700 (December 31, 2018 - \$nil) with respect to services provided.

Subsequent to December 31, 2019, dynaCERT invested in a one million three hundred thousand dollar loan bearing interest at six percent per annum secured by a promissory note which has been repaid by a company owned by a Director.

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OFF BALANCE SHEET ARRANGEMENTS

The Company is not a party to any off-balance sheet arrangements or transactions.

SHARE CAPITAL TRANSACTIONS

The Company had a successful year of financing, raising significant capital for the operations of the Company, allowing expansive growth as a result of a favourable average share price for the 2019 fiscal year.

During the year ended December 31, 2019, the Company raised a total of \$21,600,000 with an average share issuance price of \$0.40, and the greater amounts and last financings being at \$0.50. In addition, the Company saw investors and other stakeholders exercise various warrants and stock options providing additional cash capital of \$4,890,636 to the Company during the year.

CAPITAL MANAGEMENT

The Company defines its capital under management as shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its HydraGEN products and to maintain a flexible capital structure that optimizes the costs of capital at an acceptable risk level.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company considers its capital structure to consist of capital stock, contributed surplus (reserves) and deficit, which at December 31, 2019 totaled \$18,929,684 (December 31, 2018 - \$531,773). When managing capital, the Company's objective is to ensure the Company continues as a going concern, to ensure continued development of products as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management reviews and adjusts its capital structure on an ongoing basis. There can be no assurance that the Company will be able to continue to meet its funding requirements.

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The Company is dependent on external financing to fund its activities. In order to maintain operations and pay for administrative costs, the Company will spend its existing working capital and issue new shares to facilitate the management of its capital requirements. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2019. The Company is not subject to any externally imposed capital requirements.

NEW STANDARDS ADOPTED DURING THE YEAR

In January 2016, the IASB issued IFRS 16 - Leases ("IFRS 16"), replacing IAS 17 - Leases. IFRS 16 provides a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases on its statement of financial position, providing the reader with greater transparency of an entity's lease obligations.

At January 1, 2019, the Company adopted the following and the impact on the Company's financial statements disclosed in note 9 and 10 of the consolidation financial statements. The Company adopted IFRS 16 using the modified retrospective approach and accordingly the information presented for 2018 has not been restated. It remains as previously reported under IAS 17 and related interpretations.

FINANCIAL INSTRUMENTS (MANAGEMENT OF FINANCIAL RISKS)

Fair value

The Company classifies its cash, receivables and deposits as loans and receivables; and accounts payable and accrued liabilities and promissory note payable as other financial liabilities.

The carrying values of cash, prepaid expenses and receivables approximate their fair values due to the short-term maturity of these financial instruments and are classified as level 1. The fair value of the accounts payable and accrued liabilities approximate their carrying value as they are due on demand.

The Company's risk exposure and the impact on the Company's consolidated financial instruments are summarized below.

Credit risk

Credit risk is the risk of potential loss to the Company if a counter party to a financial instrument fails to meet its payment obligations. The Company is exposed to credit risk with respect to its cash and accounts receivable.

The Company's credit risk is primarily attributable to cash and receivables. Management believes that the credit risk concentration with respect to cash and receivables is remote as it maintains accounts with highly rated financial institutions.

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Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At December 31, 2019, the Company had current liabilities of \$1,547,581 (December 31, 2018 - \$3,623,207) and cash and receivables of \$16,953,671 (December 31, 2018 – \$499,648).

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity prices. The Company is not exposed to any significant interest rate risk volatility or exchange rate volatility.

SUBSEQUENT EVENTS

Fully-Automated Assembly Line

The Company now has a fully operational semi-automated and computerized assembly line in place in Toronto, ready to re-engage once allowed due to restrictions with Covid-19. These production improvements were enabled as a result of its successful financings in 2019.

COVID-19

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operating subsidiaries in future periods.

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OUTSTANDING SHARE DATA AS OF April 28, 2020

The following table summarizes the equity position of the Company as of the filing date:

	Excercise Price	Amount	Potential Liquidity (i)
Shares Outstanding		344,857,426	
Stock Options Outstanding	\$0.10 - \$0.80	24,330,806	\$ 11,744,968
Warrants Outstanding	\$0.25 - \$1.00	34,787,602	\$ 17,091,288

(i) – This column provides the additional cash liquidity that can be obtained if all outstanding equity instruments are exercised before the expiry at their various exercise prices.

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The following tables provides the exercise and expiry dates of warrants and stock options:

Expiry Date	Exercise Price	Number of Options Outstanding
	(\$)	
1-Dec-20	0.10	2,630,000
13-Jul-21	0.10	350,000
30-Nov-21	0.40	500,000
16-Dec-21	0.80	3,275,000
13-Mar-22	0.71	350,000
13-Mar-22	0.94	300,000
19-Sep-22	0.58	1,000,000
23-Oct-22	0.58	1,166,000
31-Jan-23	0.50	3,970,000
5-Apr-23	0.50	238,096
17-Aug-23	0.25	100,000
4-Oct-23	0.25	336,000
1-Mar-24	0.38	4,244,210
15-May-24	0.35	350,000
30-Jul-24	0.50	600,000
11-Sep-24	0.50	500,000
11-Oct-24	0.50	50,000
12-Nov-24	0.50	892,000
9-Dec-24	0.52	2,804,500
17-Dec-24	0.55	400,000
12-Feb-25	0.70	275,000

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Expiry Date	Number of Warrants Outstanding	Exercise Price
		(\$)
December 1, 2020 ⁽¹⁾	18,421,252	0.35
December 1, 2020 ⁽²⁾	16,350	1.00
November 15, 2021 ⁽³⁾	1,350,000	0.65
November 28, 2021 ⁽³⁾	14,000,000	0.65
December 13 2021 ⁽³⁾	1,000,000	0.65

(1) If at any time after the date that is four months and one day after the date hereof, the closing trading price of the Common Shares on the TSX Venture Exchange is greater than \$0.50 per Common Share for a period of 10 consecutive Business Days, then the Company may, at its discretion give notice of the acceleration of some or all of the Warrants to the Holder and, in such case, the Expiry Time shall be 5:00 p.m. (Toronto time) on the 30th day after the date on which such notice is deemed to have been given by the Company to the Holder.

(2) Broker Warrants

(3) If at any time after the date that is four months and one day after the date hereof, the closing trading price of the Common Shares on the TSX Venture Exchange is greater than \$0.80 per Common Share for a period of 10 consecutive Business Days, then the Company may, at its discretion give notice of the acceleration of some or all of the Warrants to the Holder and, in such case, the Expiry Time shall be 5:00 p.m. (Toronto time) on the 30th day after the date on which such notice is deemed to have been given by the Company to the Holder.

RISKS AND UNCERTAINTIES

Prior to making an investment decision investors should consider the investment risks set out in the Annual Information Form ("AIF"), located on SEDAR at www.sedar.com, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out in the AIF to be the most significant to potential investors in the Company but are not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Directors are currently unaware, or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment relating to the Company.