

**Spectra Products Inc.**

**Management Discussion and Analysis**

**First Quarter Ended March 31, 2022**

**May 12, 2022**

# Spectra Products Inc.

## Management Discussion and Analysis

### First Quarter Ended March 31, 2022

The following Management Discussion and Analysis is supplementary to, and should be read in conjunction with the interim financial statements for the fiscal quarter ended March 31, 2022. The interim financial statements have been prepared on the basis of International Financial Reporting Standards (“IFRS”). In this Management Discussion and Analysis all amounts, unless otherwise indicated, are expressed in Canadian dollars. This MD&A is written as of May 12, 2022.

#### Description of Business

Spectra Products Inc., (the “Company”), supplies wheel end safety products to the transportation industry. The current product line includes a visual brake stroke indicator, Brake Safe<sup>®</sup>, that permits vehicle drivers and maintenance to visually check the brake adjustment condition of a truck, trailer or bus equipped with an air brake system. The Company’s Termin-8r<sup>®</sup> product is an Extreme pressure lubricant, penetrant and the number one product in the market for protecting Electrical Vehicle charging ports and charging stations which are prone to corrosion. Zafety Lug Lock<sup>®</sup> a product that prevents wheel-end lug nuts from loosening leading to wheel damage or wheel loss. The Company’s products also include Hub Alert<sup>®</sup> a heat sensitive label that is applied to each wheel hub of trucks, trailers, buses and off-road vehicles to provide an early warning of critical temperature threshold levels. The Company has secured the exclusive licensing rights to manufacture and sell the Anti-Seize Cotter Pin<sup>™</sup>. The Anti-Seize Cotter Pin<sup>™</sup> is a unique product that keeps clevis pins from seizing in slack adjusters. A seized clevis pin can cause brake binding and loss of brake force.

The company in 2021 signed a Reseller Agreement with Optimum Fleet Health, the leader in Predictive and Prescriptive maintenance solution, using Artificial Intelligence to reduce or eliminate unplanned repairs and downtime in the Transportation industry. The company is presenting the Optimum Fleet Health solution to its existing fleet customers and dealers in North America.

The Company’s products are sold to the Transportation industry directly to “house account” fleets; through traditional transportation distributors and truck/trailer dealerships; and to trailer manufacturers in Canada and the United States.

#### Financial Instruments and Financial Risk Management

The Company utilizes its risk management strategy to limit its exposure to financial risks resulting from its manufacturing and sales activities and its use of financial instruments including market risk, credit risk and liquidity risk. The Company’s risk management policy has not changed during 2022.

#### Market Risk

Market risk is the risk that changes in market prices due to foreign exchange rates and interest rates will affect the Company’s income or the value of its financial instruments. The objective of market risk management is to mitigate and control exposures within acceptable parameters.

#### Foreign currency risk

The Company realizes a portion of its revenue and expenses in foreign currencies. Consequently, some assets, revenue and expenses are exposed to foreign exchange fluctuations. The following assets, revenue and expenses originated in United States dollars and are subject to fluctuations:

Net assets	\$ 1,000,666
Revenue	\$ 157,707
Expenses	\$ 0

#### Foreign currency sensitivity analysis

The Company is marginally exposed to foreign currency fluctuations as certain revenues and expenses derived from sales activities in the United States and China are denominated in U.S. dollars. As at March

31, 2022, the Company had USD800,532 of net current assets denominated in U.S. dollars. The Company's sensitivity to foreign currency fluctuations is such that a 10% strengthening or weakening of the U.S. dollar would result in a \$69,549 decrease or increase to the Company's income before income taxes and to a \$10,504 decrease or increase other comprehensive income for the quarter ended March 31, 2022.

#### **Interest rate risk**

The Company is not exposed to any interest rate risk.

#### **Credit Risk**

Credit risk is the risk that one party to a financial instrument may be unable to discharge their obligation. The Company's main source of credit risk is outstanding accounts receivable and the Company's maximum exposure to credit risk is equal to the carrying value of the financial assets. In order to prevent losses, the Company manages credit risk by assessing the credit worthiness of potential customers and regularly monitoring outstanding accounts receivable. In determining impairment of financial assets, the Company reviews all receivable balances greater than 90 days and assesses customer payment history. At March 31, 2022, three customers accounted for 73% of the Company's total trade receivables (December 31, 2021 - three, 81%):

	<b>At Mar 31, 2022</b>	<b>At Dec 31, 2021</b>
1-30 days	127,009	120,069
31-60 days	27,750	101,134
60+ days	22,338	13,502
Total trade receivables	177,097	234,705
Allowance for bad debts	0	0
Net trade receivables	177,097	234,705
Other receivables	18,089	11,949
Total receivables	195,186	246,654

For the period ended March 31, 2022, three customers accounted for 55% of the Company's revenue (March 31, 2021, three customers, 46% of revenue).

#### **Liquidity Risk**

Liquidity risk encompasses the risk that a company cannot meet its financial obligations as they become due. The Company's approach in managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking harm to the Company's reputation. The Company manages its liquidity risk by continuously monitoring its actual cash flows and its forecasted cash flows. In the event the Company's current cash and cash equivalents become insufficient to meet the anticipated need for ongoing expenses, working capital and capital expenditures, the Company will seek additional funds in the form of equity or debt to provide working capital, inventory and capital equipment necessary to implement its business plan.

#### **Fair Value**

The Company's financial assets and liabilities are classified and measured as follows:

Cash is classified as financial asset measured at fair value through profit and loss. Accounts receivable are classified as financial assets measured at amortized cost. Investments in equity and convertible debentures are classified at fair value through other comprehensive income. Accounts payable and accrued charges are classified as financial liabilities measured at amortized cost. Financial liabilities at amortized cost are recognized initially at fair value plus any directly attributable transaction costs and are subsequently recorded at amortized cost.

The carrying amount of cash, term deposits, accounts receivable and accounts payable and accrued charges approximates fair value due to the short-term nature of these financial instruments.

**Capital Disclosures**

The Company's capital structure is comprised of shareholders' equity. There are no restrictions on the Company's capital. In order to maintain and adjust its capital structure, the Company may issue share capital, issue new debt and refinance existing debt.

The Company's objectives when managing capital are to ensure operation as a going concern in order to manufacture and sell its products to its customers while providing an adequate return to its shareholders and other stakeholders.

The Company meets its objectives for managing capital through preparation of detailed, annual budgets and the monitoring of financial performance. The Company reviews ongoing cash flow and monitors very closely its receivables and payables. Capital management objectives remain unchanged during 2022.

**Financial Results****Selected Financial Information**

The accompanying interim financial statements of the Company and all information in this report have been prepared by management and approved by the Board of Directors of the Company. The interim financial statements were prepared on the basis of "IFRS" and, where appropriate, reflect management's best estimates and judgments. Management is responsible for the accuracy, integrity and objectivity of the financial statements within reasonable limits of materiality. Financial and operating data elsewhere in this report are consistent with the information contained in the financial statements.

**Internal Controls**

To assist management in the discharge of these responsibilities, the Company maintains a system of internal controls designed to provide reasonable assurance that its assets are safeguarded, that only valid and authorized transactions are executed, and that accurate, timely and comprehensive financial information is prepared.

The Board of Directors carries out its responsibility for the financial statements in this annual and quarterly report principally through its Audit Committee. A majority of the members of the Audit Committee are independent, non-management directors and all members of the Audit Committee are appointed by the Board of Directors. The Audit Committee meets with management and, where necessary, the external auditors to discuss the results of the annual audit examinations with respect to the adequacy of internal accounting controls and to review and discuss the consolidated financial statements and financial reporting matters.

## SUMMARY OF QUARTERLY RESULTS

The table below sets forth certain information for each of the eight most recent quarters, the most recent quarter being March 31, 2022.

### QUARTERLY DATA

Canadian Dollars	Three-month period ending:							
	31.03.22	31.12.21	30.09.21	30.06.21	31.03.21	31.12.20	30.09.20	30.06.20
Revenue	356,561	390,083	421,848	391,237	489,704	408,867	343,882	305,351
Gross Profit	169,674	199,452	234,858	225,331	294,844	231,160	202,328	173,969
SG&A expenses	118,301	104,740	103,696	105,767	208,116	116,354	78,811	97,459
Debt value adjustment								
Income taxes	(11,525)	(42,153)	(32,657)	(29,561)	(20,853)	(32,132)	(32,306)	(19,838)
Net income (loss) for the period	31,996	32,093	90,558	82,010	57,836	81,111	89,604	55,024
Other comprehensive income	813	(29,175)	(36,896)	(99,002)	(83,187)	247,986		
Total comprehensive income	32,809	2,918	53,662	(16,992)	(25,351)	329,097	89,604	55,024
Income (loss) per share								
basic	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
diluted	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

### Results of Operations

#### Revenue:

##### Three months ended March 31, 2022

Revenue for the three months ended March 31, 2022 decreased by 27 percent to \$356,561 compared to revenue of \$489,704 for the three-month period ended March 31, 2021.

#### Gross Profit

##### Three months ended March 31, 2022

Gross profit decreased by 42% for the three months ended March 31, 2022 to \$169,674 or 48 percent of revenue from a comparable \$294,844 or 60 percent of revenue for the three months ended March 31, 2021.

#### Expenses:

##### Three months ended March 31, 2022

The Company has elected to present its statement of earnings utilizing a functional basis of classification in accordance with IAS 1. Under the functional classification of presentation, the expenses are classified based on their functions within the Company under specific headings.

#### Selling costs

Selling costs are comprised of the following categories:

- Commissions
- Travel and courier
- Trade shows
- Advertising and promotion

For the quarter ended March 31, 2022, selling costs were \$25,417, \$3,792 lower than the comparable costs of \$29,209 for the quarter ended March 31, 2021.

**Administrative costs**

Administrative costs are comprised of the following categories:

- Management fees and salaries
- Professional fees
- Insurance
- Premises cost
- Interest and bank charges
- Office and general
- Stock based compensation

For the quarter ended March 31, 2022, administrative costs were \$92,883, \$86,024 lower than the comparable costs of \$178,907 for the quarter ended March 31, 2021. The decrease was due to \$83,980 of stock-based compensation in 2021. There was no comparable stock-based compensation in 2022.

**Finance costs**

Finance costs are comprised of the following categories:

- Accretion of discount on debt
- Amortization of financing costs

For the quarter ended March 31, 2022, finance costs were \$1,333, \$186 lower than the comparable costs of \$1,519 for the quarter ended March 31, 2021.

**Net income****Three months ended March 31, 2022**

The net income before taxes for the three months ended March 31, 2022 was \$43,881 or \$0.00 per share basic and fully diluted compared to net income of \$79,689 or \$0.00 per share basic and fully diluted for the three months ended March 31, 2021.

**Other Comprehensive Income****Three months ended March 31, 2022**

Other comprehensive loss for the three months ended March 31, 2022 was \$813. This represented an unrealized loss on investments of \$22,050, a realized gain on investments of \$22,987 and deferred tax of \$124. Other comprehensive loss for the three months ended March 31, 2021 was \$83,187. This represented an unrealized loss on investments of \$95,893 and deferred tax recovery of \$12,706.

**Investments**

As at March 31, 2022, the company had the following investments:

Name	# of shares	Value (\$)
Immunoprecise Antibodies	17,647	112,941
The Miso Brother Inc - US\$60,000 Promissory Note **	60,000	75,000
Agex Therapeutics	10,000	10,625
Lineage Cell Thereapeutics	15,000	28,875
Unity Biotechnology	12,000	16,800
Cross Border Capital	10,000	1,450
Far Resources Ltd	100,000	30,000
<b>Total investments</b>		<b>275,691</b>

\*\* This promissory note matures on September 20, 2022 and bears interest at 15% payable at maturity.

During the three months ended March 31, 2022, the Company sold its \$32,557 investment in Resonant, for \$55,544, resulting in a realized gain of \$22,987. This is reflected in the Other Comprehensive Income segment of the Statements of Comprehensive Income in the Company's financial statements for the three months ended March 31, 2022

**Statement of Financial Position:****Total Assets**

Total assets as at March 31, 2022 were \$2,049,658, a decrease of 1 percent from \$2,063,742, as at December 31, 2021.

**Total Liabilities**

Total liabilities as at March 31, 2022 were \$265,631, a decrease of 12 percent from \$300,524 as at December 31, 2021.

**Liquidity and Cash Flow****Three months ended March 31, 2022**

During the quarter ended March 31, 2022, the operating activities of the Company provided \$15,946 in net cash compared to a net cash contribution from operating activities of \$91,726 during the same period in 2021. In 2022 non-cash items contributed \$6,915 for the period compared to \$187,912 for the quarter ended March 31, 2021.

These resulted in a net increase in cash resources of \$53,279 and a cash resources balance at the end of the quarter of \$930,826. During the equivalent period in 2022, the Company showed a net increase in cash resources of \$56,406 and a cash resources balance of \$626,232 at the end of the quarter.

As well as the cash resources the Company had investments at March 31, 2022 of \$275,691 resulting in short term cash and investments of \$1,206,517 at March 31, 2022, compared to an equivalent amount of \$1,207,845 at December 31, 2021.

**Related Party Transactions**

During the quarter ended March 31, 2022, management fees and salaries totaling \$27,226 were paid to executives who were directors and/or shareholders or to companies controlled by them.

**Off Balance Sheet Arrangements**

As at March 31, 2022, the Company does not have any material off balance sheet arrangements.

**Disclosure Controls and Procedures**

The Directors and the President of the Company have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the first quarter of 2021 and they have concluded that such disclosure controls and procedures are adequate and effective and are subject to regular review and update.

**Segmented information**

The Company operates in only one business segment and therefore does not report financial results on a segmented basis.

**Outstanding Share Data**

The Company's authorized share capital consists of an unlimited number of common shares; an unlimited amount of first, second, third and fourth preferred shares and 540,000 second preferred shares, Series 1.

As of March 4, 2022, the TSXV Venture Exchange accepted the Company's Notice of Intention to make a Normal Course Issuer Bid to purchase for cancellation, from time to time, as the Company considers advisable, up to a maximum of 3,855,500 common shares in the capital of the Company. The maximum number of Common Shares to be purchased pursuant to the Bid represents 5.0% of the Company's 77,109,971 Common Shares outstanding as at the date hereof. In the three months ended March 31, 2022 the Company purchased 300,000 common shares for a total cost of \$12,000. Correspondingly, the number of issued and outstanding shares has been reduced by 300,000 to 76,809,971.

As at March 31, 2022, there were 76,809,971 outstanding common shares. As at March 31, 2022, the following is a description of the outstanding equity securities and convertible securities previously issued by the Company.

Designation of security	Number outstanding.	If convertible, exercisable or exchangeable for common shares, maximum number of common shares issuable.
Common shares	76,809,971	76,809,971
Stock options issued as at December 31, 2021	3,300,000	3,300,000
Stock options issued or expired from January 1, 2022 to March 31, 2022	0	0
Total (maximum number of shares – fully diluted)	80,109,971	80,109,971

### Share Options

The Company has a stock option plan that permits the grant of options to directors, officers, employees and consultants. The plan provides for the grant of a maximum number of options equal to ten percent of the issued and outstanding common shares, with a maximum term of five years, fully vesting at the date of grant. The fair value of stock-based compensation is determined using the Black-Scholes option-pricing model. Compensation expense is recognized over the stock option vesting period with a corresponding charge to contributed surplus.

	Options Granted	Weighted Exercise Price	Grant Date Weighted Price
<b>Balance December 31, 2021</b>	3,300,000	0.05	0.000
Granted	0	0.05	0.000
Expired during the period	0	0.00	0.000
<b>Balance March 31, 2022</b>	3,300,000	0.05	0.000

As at March 31, 2022, there were 3,300,000 outstanding options to acquire common shares (3,300,000 at the end of fiscal 2021).

### DIVIDEND POLICY

The Company does not currently have a policy of declaring or paying dividends on its common shares and preference shares. The Company intends to retain future earnings for use in its business and does not anticipate paying dividends in the foreseeable future.

### OUTLOOK

The Company continues to focus its efforts on expanding the present market for its products while introducing those products into new markets as well as seeking out new products to complement our current wheel end safety offerings.

The Company's Signature Brake Safe<sup>®</sup> product is well established in the Canadian market and is gaining sales momentum in the lucrative American market. The Commercial Vehicle Safety Alliance [CVSA] is a nonprofit association comprised of local, state, provincial, territorial and federal commercial motor vehicle safety officials and industry representatives. The CVSA holds brake-focused enforcement events



throughout the year to identify and remove commercial vehicles with dangerous brake issues from the roadways. Brakes out of adjustment continue to be the number one out service violation in North America as evidenced last year during International Roadcheck and Operation Air Brake.

A program has been developed to educate companies of these enforcement changes and the resulting increased intervention by regulatory agencies in order to capitalize on sales opportunities for Brake Safe.

The Company's Termin-8R<sup>®</sup> product continues to receive strong industry acceptance with a corresponding growth in sales to the transportation segment. The private label arrangement made for a leading supplier to the commercial transport industry is proving to be an excellent performer.

The Company will continue to form strategic distribution alliances in the United States to accelerate its wheel end safety product sales outside the Canadian marketplace.

The Company may seek sufficient additional funds to provide working capital, inventory and capital equipment as needs arise, but at the moment, cash flow from operations is sufficient to support current needs.

## **FORWARD LOOKING STATEMENTS**

The preceding MD&A provides a summary of the audited financial information of the Company contained therein. This discussion contains forward-looking statements that involve certain risks and uncertainties, which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward looking statements involve known and unknown risks, uncertainties, assumptions and other factors that 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. Such factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of marketing and sales activities; fluctuations in the value of Canadian dollars relative to other currencies; changes in labor costs or other costs of production including raw materials; delays in financing activities. 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 may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.