Jade Power Trust

(formerly "Blockchain Power Trust")

Management's Discussion & Analysis
For the year ended December 31, 2019

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MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2019
(With comparatives as at and for the year ended December 31, 2018)
(Expressed in Canadian Dollars unless otherwise noted)

BASIS OF PRESENTATION

This Management's Discussion and Analysis ("**MD&A**") of Jade Power Trust (formerly "Blockchain Power Trust", the "**Trust**" or "**Jade Power**") is dated as of April 23, 2020 and should be read in conjunction with the Trust's audited Consolidated Financial Statements and related notes for the year ended December 31, 2019 with comparatives as at and for year ended December 31, 2018. The above referenced filings have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS**") and interpretations issued by the IFRS Interpretations Committee.

Reference should also be made to the Trust's filings with Canadian securities regulatory authorities, which are available at www.sedar.com. This MD&A is the responsibility of management. The board of directors (the "**Board**") of Jade Power Administrator Inc. (the "**Administrator**"), the administrator of the Trust, carries out its responsibility for the review and disclosure both directly and through its audit committee.

All amounts are expressed in Canadian Dollars ($) unless otherwise stated. References to Jade Power or the Trust in this MD&A refer to the Trust and its controlled subsidiaries taken as a whole.

The Trust has included certain non-IFRS financial measures which the Trust believes, together with measures determined in accordance with IFRS, provide investors with an improved ability to evaluate the underlying performance of the Trust. Non-IFRS financial measures do not have any standardized meaning prescribed under IFRS and therefore they may not be comparable to similar measures employed by other entities. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The non-IFRS financial measures included in this MD&A include:

- Operating margin - representing revenues less cost of sales excluding depreciation; and

- Adjusted EBITDA - representing earnings before interest, taxes, depreciation and amortization ("**EBITDA**") adjusted to exclude share-based compensation, fair value loss or gain on re-measurement of digital assets, fair value adjustments on debentures and conversion features, gains or losses on the settlement of debt, warrant revaluation costs associated with one-time transactions and impairment charges; and

- Working capital – representing current assets less current liabilities; and

- Operating cash flow before changes in working capital.

Definitions and reconciliations associated with the above metrics can be found under "Non-IFRS Measures".

Cautionary statements regarding forward-looking information are included at the end of this MD&A.

TRUST OVERVIEW

The Trust is an unincorporated open-ended limited purpose trust established under the laws of the Province of Ontario on February 3, 2014 pursuant a declaration of trust, later replaced by the Trust Indenture (defined below). On February 4, 2014, an amended and restated trust indenture (the "**Trust Indenture**") between Equity Financial Trust Company ("**Equity**"), as trustee, and the Administrator replaced the Trust's original declaration of trust. Equity was succeeded by TSX Trust Company (the "**Trustee**") as trustee pursuant to a first supplement to the Trust Indenture dated September 26, 2016. The Trust changed its name from "Transeastern Power Trust" to "Blockchain Power Trust" pursuant to a second supplement to the Trust Indenture dated January 4, 2018 (the "**Second Supplemental Trust Indenture**") and subsequently changed its name from "Blockchain Power Trust" to "Jade Power Trust" pursuant to a third supplement to the Trust Indenture dated October 3, 2019. In connection with the most recent name change of the Trust, the units in the capital of the Trust ("**Unit**s") commenced trading on the TSX Venture Exchange ("**TSXV**") under a new symbol, "JPWR.UN" and the Unit purchase warrants issued on January 8, 2018 by the Trust commenced trading on the TSXV under the new symbol "JPWR.WT", which Unit purchase warrants were subsequently delisted from the TSXV following their expiry on January 8, 2020.

The Trustee has delegated most of its powers and duties relating to the operations and governance of the Trust to the Administrator pursuant to an Administrative Services Agreement dated February 4, 2014. The Administrator carries out its responsibility for the review and disclosure both directly and through its audit committee. All of the shares of the Administrator are owned by Jade Management Inc. (the "**Administrator Shareholder**"), all of the shares of which are owned by Mr. J. Colter Eadie, the Chief Executive Officer and Mr. Ravi Sood, the Chairman of the Administrator, and are subject to the terms of a unanimous shareholders agreement dated May 28, 2014.

The Trust, through its subsidiaries, generates and sells electricity to licensed electricity buyers in Romania through its portfolio of two operational wind projects with a total capacity of 62 megawatts ("**MW**") (the "**Wind Projects**"), two photovoltaic solar power production plants the ("**Solar Projects**") with total capacity of 16.6 MW hours peak ("**MWh**") and three hydro-electric generation facilities which are comprised of run-of-river hydroelectric power plants with total capacity of over 4.4 MW (the "**Hydro Projects**"). The projects combined have an aggregate capacity of 83 MW. The Wind Projects consist of Holrom Renewable Energy S.R.L. ("**Baia**") and East Wind Farm S.R.L. (formerly "OMV Petrom Wind Power S.R.L") ("**East Wind**"), the Solar Projects consist of SC Power L.I.V.E. One S.A. ("**Power LIVE**") and SC Corabia Solar S.R.L. ("**Corabia**"), and the Hydro Projects consist of each of Rott Energy S.A. ("**Rott**"), Zagra Hidro S.A. ("**Zagra**") and Transeastern Vistea Hidroelectrica SPV IV S.R.L. ("**Suha**"). As at December 31, 2019 with comparatives as at December 31, 2018, Suha was accounted for as assets held for sale and as discontinued operations for the year ended December 31, 2019 with comparatives for the year ended December 31, 2018. All of the Projects are located in Romania.

The Trust directly and indirectly owns all of the membership rights of Transeastern Power Coöperatief U.A. ("**Netherlands Parent**"), which owns all of the issued and outstanding shares of Transeastern Power B.V. ("**Netherlands Holdco**" and, together with the Netherlands Parent, the "**Netherlands Subsidiaries**"). The Netherlands Subsidiaries jointly own, directly or indirectly, 100% of the Trust's Romanian subsidiaries which hold the Projects.

The Trust qualifies as a "mutual fund trust" and not a "SIFT trust" each as defined in the *Income Tax Act* (Canada) (the "**Tax Act**") in accordance with the restrictions set forth in the Trust Indenture. The

Administrator is responsible for monitoring the Trust's investments and holdings of property to ensure the Trust is not at any time a "SIFT trust" and does not hold any "non-portfolio property" as defined in the Tax Act.

The principal head and registered office of the Trust, the Administrator, the Administrator Shareholder and the Trust's Canadian subsidiaries are located at Suite 1800, 181 Bay Street, Toronto, Ontario. The Trust is currently a reporting issuer in each of the provinces of Canada, excluding Québec.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking information or future-oriented financial information and, as such, is based on an assumed set of economic conditions and courses of action. Please refer to the cautionary note at the end of this MD&A regarding the risks associated with the forward-looking information.

2019 AND FOURTH QUARTER HIGHLIGHTS

- Record energy generation from continuing operations of 155,263 MWh for 2019, representing an increase of 7,720 MWh or 5% on a year-over-year basis. Energy generation was higher at all Projects, with the exception of the discontinued operations at Suha, compared to 2018.

- Energy generation from continuing operations of 39,994 MWh for the fourth quarter of 2019, representing an increase of 485 MWh or 1% on a year-over-year basis.

- Revenue of $17.7 million for 2019, representing an increase of 2% from $17.3 million in 2018. Aggregate revenue of $4.6 million for the fourth quarter, compared to $4.1 million for the fourth quarter of 2018, representing an increase of 12% period-over-period.

- Earned operating margin (revenue less cost of sales excluding depreciation) from continuing operations of $10.8 million for 2019, representing a 27% increase from $8.5 million in 2018. Earned operating margin from continuing operations of $3.1 million for the fourth quarter, compared to the $0.06 million loss for the fourth quarter of 2018. (see reconciliation of operating margin under "Non-IFRS Measures")

- Net income from continuing operations of $4.2 million, or $0.02 per Unit, for 2019, compared to net income of $5.6 million or $0.03 per Unit from such continuing operations for the year ended December 31, 2018.

- Adjusted EBITDA from continuing operations of $8.8 million, or $0.04 per Unit for 2019 compared to $5.9 million, or $0.03 per Unit for 2018, representing an increase of 49%. Adjusted EBITDA from continuing operations of $2.7 million[1], or $0.01 per Unit, for the fourth quarter of 2019, compared to $0.4 million, or $0.00 per Unit, for the comparable quarter in 2018. (see reconciliation of adjusted EBITDA under "Non-IFRS Measures")

- A decrease of 31% in general and administrative expenses and professional fees year-over-year.

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[1] Includes foreign exchange gains (losses).

- Operating cash flows from continuing operations of $6.3 million or $0.03 per Unit for the year, compared to $4.2 million or $0.02 per Unit from the same period in 2018, representing an increase of 50% year-over-year.

- In October 2019, the Trust changed its name from "Blockchain Power Trust" to "Jade Power Trust" to better align its name with the Trust's continued focus on renewable energy production.

- In December 2019, the TSXV approved the purchase, for cancellation, by the Trust of up to 11,525,131 Units, representing 5% of the issued and outstanding Units, over a 12 month period by way of the implementation of a normal course issuer bid (the "**NCIB**") of the Trust.

OUTLOOK AND STRATEGY

The Trust's strategic plan for building value for holders of Units ("**Unitholders**") is to invest in high-quality renewable power production facilities that generate sustainable cash flows and provide attractive risk-adjusted returns on invested capital. The amount of electricity generated by the Trust's operating facilities is dependent on the availability of water flows, wind regimes and solar irradiation. Lower-than-expected resources in any given year could have an impact on the Trust's revenues and hence on its profitability and working capital position.

The Trust's goals for 2020 are as follows:

- optimize and improve the performance of its current renewable energy portfolio; and
- pursue growth opportunities through acquisitions that are accretive to the Trust and add income generating assets.

In October 2019, the Trust changed its name from "Blockchain Power Trust" to "Jade Power Trust" to better align its name with the Trust's long-term strategy of continued focus on renewable energy production. Management believes that the fundamentals of the renewable energy sector in Romania and the EU generally continue to trend very favorably to the benefit of the Trust and its unitholders.

SELECTED FINANCIAL INFORMATION

The selected financial information in the table below has been derived from the audited Consolidated Financial Statements as at and for the year ended December 31, 2019 with comparatives as at and for the year ended December 31, 2018.

	Three months ended December 31, 2019	Three months ended December 31, 2018	Year ended December 31, 2019	Year ended December 31, 2018
Revenue	**$ 4,632,096**	$ 4,120,086	**$ 17,678,458**	$ 17,336,628
Operating margin[1]	**3,133,519**	(56,523)	**10,842,308**	8,493,976
Cost of sales excluding depreciation	**(1,498,577)**	(4,176,609)	**(6,836,150)**	(8,842,652)
Depreciation	**(526,500)**	(1,265,104)	**(3,232,914)**	(5,598,508)
Total operating expenses	**(2,421,827)**	(5,832,515)	**(12,109,818)**	(17,330,124)
Other income (expenses)	**383,509**	8,595,742	**(1,375,803)**	202,516
Deferred income tax recovery (expense)	**77,520**	4,959,742	**(33,441)**	5,395,480
Net earnings (loss) for the period fron continuing operations	**2,671,298**	11,843,055	**4,159,396**	5,604,500
Net earnings (loss) for the period	**2,721,409**	10,682,258	**3,981,785**	3,234,214
Comprehensive earnings (loss) for the period	**2,693,026**	11,980,914	**(1,280,535)**	7,934,840
Basic earnings (loss) per Unit from continuing opertions	**0.01**	0.05	**0.02**	0.03
Basic earnings (loss) per Unit	**0.01**	0.05	**0.02**	0.01
Adjusted EBITDA from continuing operations	**2,724,747**	382,619	**8,785,814**	5,860,654
Adjusted EBITDA per Unit from continuing operations	**0.01**	0.00	**0.04**	0.03
Operating cash flow from continuing operations	**(1,256,585)**	4,057,430	**6,289,432**	4,150,731
Operating cash flow per Unit from continuing operations	**(0.01)**	0.02	**0.03**	0.02
Operating cash flow before changes in working capital	**2,105,082**	171,633	**8,843,793**	7,628,139
Operating cash flow before changes in working capital per Unit from continuing operations	**0.01**	0.00	**0.04**	0.03

	December 31, 2019	December 31, 2018
Total assets	**78,515,648**	86,304,493
Total liabilities	**35,203,597**	41,890,968
Unitholders' equity	**43,312,051**	44,413,525

Note:

(1) Operating margin is a non-IFRS measure calculated by deducting direct operating expenses from revenues. See "Non-IFRS Measures" section for a reconciliation to IFRS figures.

(2) Adjusted EBITDA is a non-IFRS measure calculated as Earnings before Interest, depreciation, amortization and other finance related expenses or gains. See "Non-IFRS Measures" section for a reconciliation to IFRS figures.

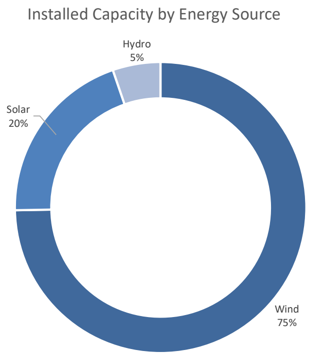
(3) Operating cash flow before changes in working capital is a non-IFRS measure. See "Non-IFRS Measures" section for a reconciliation to IFRS figures.

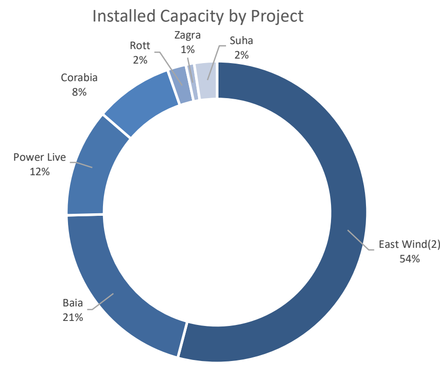
REVIEW OF OPERATING AND FINANCIAL RESULTS

Renewable Energy

Operating Performance

The Trust owns two wind parks consisting of twenty-two turbines, two ground-mounted photovoltaic solar parks and three hydro plant facilities consisting of ten hydroelectric run-of-river plants all located in Romania with an aggregate installed power capacity of 83 MWh or 81 MWh from continuing operations.





Through its portfolio of wind, solar and hydroelectric power generation assets the Trust aims to partially offset seasonal variation in production impacting each type of facility. A seasonally and diversified portfolio of generation assets provides a natural hedge to better ensure minimal variation in energy generation on an annual basis.

The following table summarizes energy generation and green certificates ("**GCs**") earned by the Trust during 2019 with comparatives for 2018.

		Installed Capacity (MW)	Power Generation (MWh)				GCs received			
			For the three months ended		For the twelve months ended		For the three months ended		For the twelve months ended	
Project	**Location**		**December 31, 2019**	December 31, 2018	**December 31, 2019**	December 31, 2018	**December 31, 2019**	December 31, 2018	**December 31, 2019**	December 31, 2018
Wind Projects										
East Wind[(2)]	Dobrogea Region, Romania	45.00	**25,259**	23,954	**86,750**	82,448	**25,259**	23,954	**86,751**	72,624
Baia[(3)]	Baia village, Tulcea County, Romania	17.00	**10,408**	11,011	**39,172**	36,790	**9,413**	10,068	**35,350**	31,362
Total Wind Projects		62.00	**35,667**	34,965	**125,922**	119,238	**34,672**	34,022	**122,101**	103,986
Solar Projects										
Power Live[(4)]	Izvoru, Giurgiu County, Romania	9.60	**2,217**	2,142	**13,639**	13,019	**13,186**	12,732	**81,434**	73,906
Corabia[(5)]	Corabia Municipality, Olt County, Romania	7.00	**1,477**	1,548	**9,918**	9,520	**8,861**	9,288	**59,507**	54,644
Total Solar Projects		16.60	**3,694**	3,690	**23,557**	22,539	**22,047**	22,020	**140,941**	128,550
Hydro Projects										
Rott[(6)]	Little Cugir River, the Şureanu Mountains, Romania	1.66	**445**	671	**4,105**	4,024	**872**	1,287	**8,046**	7,860
Zagra[(7)]	Zagra River, Rodna Mountains, Romania	0.73	**188**	183	**1,679**	1,742	**432**	420	**3,862**	4,007
Suha[(8)]	Suha Mare River, Dorna Mountains, Romania	2.02	**1**	1	**4**	304	**2**	2	**7**	607
Total Hydro Projects		4	**634**	855	**5,788**	6,070	**1,306**	1,709	**11,915**	12,474
TOTAL		83.01	**39,995**	39,510	**155,267**	147,847	**58,025**	57,751	**274,957**	245,010
Less: discontinued operations		(2.02)	(1)	(1)	(4)	(304)	(2)	(2)	(7)	(607)
TOTAL from continuing operations		80.99	39,994	39,509	155,263	147,543	58,023	57,749	274,950	244,403

Notes:

(1) Certain energy generation figures may have been reclassified to correct for previous misclassifications reported for the comparative period three and twelve months ended December 31, 2018.

(2) GC accreditation as follows:

Park	Installed capacity (MWh)	Restricted GCs (GC/MWh)	Tradable GCs (GC/MWh)	Total No. of GCs available/ MWh
East Wind	45	1	1	2

(3) GC accreditation as follows:

Park	Installed capacity (MW)	Restricted GCs (GC/MWh)	Tradable GCs (GC/MWh)	Total No. of GCs available/ MWh
Baia 1	2	1	1	2
Baia 2	5	0.35	1	1.35
Baia 4	10	1	1	2
TOTAL Baia Wind	17			

(4) GCs available of 6 MWh. By law, two GCs will be restricted from trading until January 1, 2025, resulting in four GCs being received and immediately tradable.

(5) GCs available of 6 MWh. By law, two GCs will be restricted from trading until January 1, 2025, resulting in four GCs being received and immediately tradable.

(6) GCs available of 3 MWh. As a recipient of European Union ("**EU**") funding, 1.04 of every three GCs are not directly received by Rott until EU funding amount of €1.8 million is repaid. The value attributed to each GC is based on the formula: 1.04 x yearly production x (the median of the floor and ceiling GC prices taking into account inflation). After repayment of the EU funding, the 1.04 GCs shall be available to Rott. Additionally, by law, 0.96 GC are restricted from trading until March 31, 2017, resulting in one GC being received and immediately tradable of every three GCs awarded.

(7) GCs available of 2.3 MWh.

(8) GCs available of 2.0 MWh.

The power produced by the Projects is currently subject to long-term fixed-price contracts. All contracts are cancellable in accordance with the terms of the respective contract. The following table summarizes the Trust's existing contracts as of the date of this MD&A:

Project	Euro Price / MW	Expiry
Rott	45	2027
Zagra	85	2027
Suha[1]	95	2027
Power LIVE	60	2027
Corabia	60	2027
Baia	net price of 76.5	Indefinite
East Wind	Market less 15%	2024

[1] Discontinued operations

The Trust is also subject to long-term sales agreements for its GCs. These agreements are designed to match the Trust's GC accreditation earning period. GCs are sold at the minimum price set by the Romanian regulators of €29.40 per GC in 2019 (2018 - €29.40 per GC).

For the year ended December 31, 2019

Energy generation from continuing operations was a record 155,263 MWh for the year ended December 31, 2019, compared to 147,543 MWh for the year ended December 31, 2018, representing an increase of 7,720 MWh or 5% year-over-year. Energy generation was higher at all facilities year-over-year.

Energy generated from the Wind Projects was 125,922 MWh for the year ended December 31, 2019, compared to 119,238 MWh for the year ended December 31, 2018, representing an increase of 6,684 MWh or 5.6% year-over-year. Wind energy production for 2018 includes a full year of generation from East Wind which was acquired at the end of December 2017.

Energy generated from the Solar Projects for the year ended December 31, 2019 was 23,557 MWh, compared to 22,539 MWh for the year ended December 31, 2018, representing an increase of 1,018 MWh or 4.5 % year-over-year.

Energy generated from the Hydro Projects was 5,784 MWh from continuing operations for the year ended December 31, 2019, compared to 5,766 MWh from such continuing operations for the year ended December 31, 2018, representing an increase of 18 MWh.

For the three months ended December 31, 2019

Energy generation from continuing operations for the fourth quarter of 2019 was 39,994 MWh, compared to energy generation from continuing operations for the three months ended December 31, 2018 of 39,509 MWh, representing an increase of 485 MWH or 1% for such period. The aggregate increase in energy generation for the quarter was driven by higher output from the Wind Projects offset by lower output from the Hydro Projects. The fourth quarter is generally low peak season for solar generation.

Energy generated from the Wind Projects was 35,667 MWh for the three months ended December 31, 2019, compared to 34,965 MWh for the three months ended December 31, 2018, representing an increase of 702 MWh or 2% for such period.

Energy generated from the Solar Projects for the three months ended December 31, 2019 was 3,694 MWh, consistent with 3,690 MWh of solar energy generated for the three months ended December 31, 2018, representing an increase of 4 MWh.

Energy generated from the Hydro Projects was 633 MWh from continuing operations for the three months ended December 31, 2019, compared to 854 MWh from such continuing operations in the comparative three months ended December 31, 2018, representing a decrease of 221 MWh or 26% for such period. Suha ceased operations following damage incurred due to heavy rains in the second quarter of 2018. As of December 31, 2018, Suha was classified as assets held for sale and discontinued operations for the three months ended December 31, 2019 and for the comparative three months ended December 31, 2018.

All facilities are under full-service, long-term operational and maintenance contracts primarily with Renovatio Asset Management, part of Renovatio Group Limited (“**RGL**”), one of the largest private renewable energy asset managers in Europe. Renovatio Asset Management specializes in the management, operation and maintenance services for wind farms and photovoltaic power plants. In Romania, RGL is the joint venture partner of EDP Renewables, one of the largest renewable energy companies in the world.

Financial Performance

For the year ended December 31, 2019

Net income from continuing operations for the year ended December 31, 2019 was $4.2 million, or $0.02 per Unit, compared with net income from such continuing operations of $5.6 million, or $0.03 per Unit for the year ended December 31, 2018. Net income for 2018 included a non-cash deferred income tax recovery of $5.4 million.

Adjusted EBITDA from continuing operations for the year ended December 31, 2019 was $8.8 million or $0.04 per Unit, compared with an Adjusted EBITDA from such continuing operations of $5.9 million or $0.03 per Unit for the year ended December 31, 2018. This represents an increase of 49% in Adjusted EBITDA year-over-year.

Revenue from continuing operations for the year ended December 31, 2019 was $17.7 million, compared with $17.3 million of revenue recognized from such continuing operations for the year ended December 31, 2018.

Revenue for the year ended December 31, 2019 from continuing operations was comprised of $6.3 million from the sale electricity and $11.3 million from income from tradeable and restricted GCs. This compares to revenue from continuing operations for the year ended December 31, 2018 of $6.1 million from the sale of electricity and $11.3 million from income from tradeable and restricted GCs.

Cost of sales from continuing operations excluding depreciation for the Projects was $6.8 million for the year ended December 31, 2019, compared to $8.8 million of cost of sales from continuing operations excluding depreciation for the year ended December 31, 2018, representing a decrease of 23% year-over-year. The decrease in cost of sales is primarily a result of lower net balancing costs on the sale of electricity under the Trust's long-term off-take agreements.

Operating margin (defined as revenues less cost of sales excluding depreciation) from continuing operations for the year ended December 31, 2019 was $10.8 million, compared with a $8.5 million operating margin from such continuing operations for the year ended December 31, 2018, representing an increase of 27% year-over-year. Operating margin from continuing operations after taking into account a deduction for depreciation was $7.6 million for the year ended December 31, 2019, compared to an operating margin of $2.9 million for the year ended December 31, 2018, representing an increase of 162% year-over-year. The increase in margin is a result of balancing costs associated with the sale of energy through the Trust's long-term off-take agreements.

For the three months ended December 31, 2019

Net income from continuing operations for the three months ended December 31, 2019 was $2.7 million or $0.01 per Unit, compared with net income from such continuing operations of $11.8 million or $0.05 per Unit for three months ended December 31, 2018, which included a non-cash recovery on the settlement of debt.

Adjusted EBITDA from continuing operations for the for the three months ended December 31, 2019 was $2.7 million or $0.01 per Unit, compared with an Adjusted EBITDA from such continuing operations of $0.4 million or $0.00 per Unit for the three months ended December 31, 2018.

Revenue from continuing operations for the three months ended December 31, 2019 was $4.6 million, compared with $4.1 million of revenue recognized from such continuing operations for the comparable three months ended December 31, 2018, representing an increase of 12% for such period.

Revenue for the fourth quarter from continuing operations was comprised of $1.6 million from the sale electricity and $2.3 million from income from tradeable and restricted GCs. This compares to revenue from continuing operations from the comparative quarter of 2018 of $1.1 million from the sale of electricity and $3.0 million from income from tradeable and restricted GCs.

Cost of sales from continuing operations excluding depreciation for the Projects was $1.5 million for the three months ended December 31, 2019, compared with $4.2 million of cost of sales from continuing operations excluding depreciation for the Projects for the comparative three months ended December 31, 2018. The decrease in cost of sales is primarily a result of lower net balancing costs on the sale of electricity under the Trust's long-term off-take agreements.

Operating margin (defined as revenues less cost of sales excluding depreciation) from continuing operations for the three months ended December 31, 2019 was $3.1 million, compared with an operating loss of $0.06 million from such continuing operations for the three months ended December 31, 2018. Operating margin from continuing operations of the Trust, after taking into account a deduction for depreciation, was $2.6 million for the three months ended December 31, 2019, compared with an operating loss of $1.3 million for the three months ended December 31, 2018.

Other Operating Expenses and Other Expenses

For the year ended December 31, 2019

Other operating expenses from continuing operations for the year ended December 31, 2019 include general and administrative expenses and professional fees of $2.0 million, compared with $2.9 million for the year ended December 31, 2018, representing a decrease in such expenses of 31.0% year-over-year.

Other income (expenses) from continuing operations was an expense of $1.4 million for the year ended December 31, 2019, compared with other income of $0.2 million for the year ended December 31, 2018. Significant components of other operating income include the following:

- Mark-to-market fair value gain of $0.2 million recorded in relation to Unit purchase warrants of the Trust issued and outstanding as at the end of the year, compared with a gain of $14.1 million for the year ended December 31, 2018. Subsequent to the year ended December 31, 2019, all the outstanding Unit purchase warrants of the Trust expired in January 2020.

- Financing expenses of $1.7 million, compared with $5.3 million for the year ended December 2018. The reduction in interest expense is due to the improved financial position of the Trust. Financing expenses comprises primarily of interest on the Trust's secured debt facility and its lease liabilities.

- Gains on settlement of debt net of transaction costs of $0.1, compared with a net loss of $3.0 million for the year ended December 31, 2018.

- Impairment charges of $Nil, compared with $7.0 million for the year ended December 31, 2018 relating to the write-down of the Trust's cryptocurrency mining assets, hydro assets and VAT receivables.

For the three months ended December 31, 2019

Other operating expenses from continuing operations for the three months ended December 31, 2019 include general and administrative expenses and professional fees of $0.4 million, consistent with $0.4 million for the three months ended December 31, 2018. General and administrative expenses excluding professional fees for the fourth quarter of 2019 were flat compared to the fourth quarter of 2018.

Other income (expenses) from continuing operations was income of $0.4 million for the three months ended December 31, 2019, compared with $8.6 million for the three months ended December 31, 2018. Significant components of other income for the three months ended December 31, 2019 and for the comparative three months ended December 31, 2018 included the following:

- Mark-to-market fair value gain of $Nil recorded in relation to Unit purchase warrants issued and outstanding as at the end of the fourth quarter of 2019, compared with a gain of $1.3 million for the three months ended December 31, 2018. Subsequent to the year ended December 31, 2019, all the outstanding Unit purchase warrants of the Trust expired in January 2020.

- Finance recovery of $0.4 million for the fourth quarter of 2019, compared with an expense of $1.1 million for the comparative quarter of 2018.

- Gains on settlement of debt net of transaction costs of $Nil, compared with $9.9 million for the comparative quarter of 2018.

- Impairment charges of $Nil for the fourth quarter of 2019, compared with $2.3 million for the comparable quarter of 2018 related to the write-down of the Hydro assets and VAT receivables.

SELECTED QUARTERLY FINANCIAL INFORMATION

The following tables provide the available summary financial data for the Trust's last eight completed quarters:

For the Three Months Ended	Dec 31, 2019 ($)	Sep 30, 2019 ($)	Jun 30, 2019 ($)	Mar 31, 2019 ($)	Dec 31, 2018 ($)	Sep 30, 2018 ($)	Jun 30, 2018 ($)	Mar 31, 2018 ($)
Revenue								
Sale of Electricity	1,661,788	1,225,639	1,453,806	1,990,913	1,070,890	1,034,140	1,579,258	2,391,352
Income from Green Certificates	2,970,308	2,782,599	2,706,842	2,886,563	3,049,196	2,531,255	3,017,770	2,652,111
Total Revenue	4,632,096	4,008,238	4,160,648	4,877,476	4,120,086	3,565,395	4,597,028	5,043,463
Operating expenses	(2,421,827)	(3,380,706)	(3,119,424)	(3,187,861)	(5,832,515)	(4,365,709)	(4,102,870)	(4,856,610)
Other income (expenes)	383,509	763,665	194,159	(2,717,136)	8,595,742	(4,742,200)	1,997,711	(5,503,019)
Tax recovery (expense)	77,520	53,199	53,879	(218,039)	4,959,742	70,118	328,962	36,721
Net earnings (loss) from continuing operations	2,671,298	1,444,396	1,289,262	(1,245,560)	11,843,055	(5,472,396)	2,820,831	(5,279,445)
Earnings (loss) from discontinued operations	50,111	(47,007)	(48,175)	(132,540)	(1,160,797)	(171,263)	(175,290)	(161,864)
Net earnigs (loss) for the period	2,721,409	1,397,389	1,241,087	(1,378,100)	10,682,258	(5,643,659)	2,645,541	(5,441,309)
Total comprehensive earnings (loss)	2,693,026	(2,033,473)	1,290,446	(3,230,534)	13,141,711	(7,567,620)	1,903,340	(1,104,752)
Basic & diluted earnings (loss) from continuing operations per Unit	0.01	0.01	0.01	(0.01)	0.05	(0.02)	0.01	(0.03)
Basic and diluted net loss from discontinued operations, per Unit	0.00	-	-	-	-	-	-	-
Basic & diluted earnings (loss) per Unit	0.01	0.01	0.01	(0.01)	0.05	(0.02)	0.01	(0.03)

As at	Dec 31, 2019 ($)	Sep 30, 2019 ($)	Jun 30, 2019 ($)	Mar 31, 2019 ($)	Dec 31, 2018 ($)	Sep 30, 2018 ($)	Jun 30, 2018 ($)	Mar 31, 2018 ($)
Total Current Assets	12,802,114	11,703,563	12,263,792	12,192,742	11,316,194	12,977,516	13,591,526	16,473,016
Total Current Liabilities	11,851,384	11,907,336	11,911,877	13,387,577	13,190,628	15,531,560	15,792,504	25,003,607
Working Captial (Deficit)	950,730	(203,773)	351,915	(1,194,835)	(1,874,434)	(2,554,044)	(2,200,978)	(8,530,591)
Total Assets	78,515,648	76,541,274	79,985,495	80,744,765	86,304,493	88,392,508	99,101,945	104,458,869
Total Liabilities	35,203,597	36,074,313	37,512,058	39,561,774	41,890,968	49,273,417	52,444,496	61,178,536
Trust Capital	103,508,740	103,356,676	103,329,679	103,329,679	103,329,679	113,573,114	113,573,114	112,099,339
Deficit	(68,373,294)	(71,094,703)	(72,492,092)	(73,733,179)	(72,355,079)	(83,082,344)	78,192,674	81,030,602
Unitholders Equity (Deficit)	43,312,051	40,466,961	42,473,437	41,182,991	44,413,525	39,119,091	46,657,449	(43,280,333)
Total Liabilities and Equity	78,515,648	76,541,274	79,985,495	80,744,765	86,304,493	88,392,508	99,101,945	104,458,869

LIQUIDITY AND CAPITAL RESOURCES

The Trust's objectives when managing capital are primarily to support the creation of Trust unitholder value while ensuring that the Trust is able to meet its financial obligations as they become due.

Summary of Financial Condition

The following table summarizes the cash inflows and outflows by activity for the periods indicated:

	Three months ended December 31 2019	Three months ended December 31 2018	Year ended December 31 2019	Year ended December 31 2018
Cash generated by (used in)				
Operating activities	**$ (1,256,585)**	$ 4,057,430	**$ 6,289,432**	$ 4,150,731
Investing activities	**-**	(285,946)	**(6,415)**	(4,239,624)
Financing activities	**(1,146,006)**	(900,340)	**(5,175,026)**	8,182,398

As at	**December 31 2019**	**December 31 2018**
Cash and cash equivalents at end of period	**$ 1,801,085**	$ 1,277,111
Current assets	**12,802,114**	11,316,194
Current liabilities	**(11,851,384)**	(13,190,628)
Working capital (deficit)	**$ 950,730**	$ (1,874,434)

Factors that could impact on the Trust's liquidity and cash flows from operations are monitored regularly and include production levels, the timing of GC cash inflows, the price of digital currencies and operating costs. Energy production levels are impacted by variability in the timing and velocity of wind, hydrology levels, hours of sunlight as well as the operational capability of the Projects. Mining of digital currencies is impacted by the price volatility of the digital currency being mined and the difficulty rate of mining.

Available cash (excluding restricted cash) as at December 31, 2019 was $1.8 million compared to $1.3 million as at December 31, 2018.

As at December 31, 2019, the Trust had a working capital surplus of $1.0 million compared to a working capital deficiency of $1.9 million as at December 31, 2018. The Trust continues to improve its working capital position through the generation of positive operating cash flows from energy generation in line with plan.

Summary of Cash Inflows (Outflows)

For the year ended December 31, 2019

For the year ended December 31, 2019, net operating cash flows generated by continuing operations were $6.3 million, or $0.03 per Unit, after net changes in working capital. This compares to operating cash flows from continuing operations of $4.2 million, or $0.02 per Unit, for the year ended December 31, 2018. Cash flows generated from continuing operations prior to net changes in working capital were $8.8 million, or $.04 per Unit, for the year ended December 31, 2019 compared to $7.6 million, or $0.03 per Unit, for the year ended December 31, 2018.

Net investing cash outflows from continuing operations for the year ended December 31, 2019 were $Nil, compared with $4.2 million for the year ended December 31, 2018. Investing cash outflows for the year ended December 31, 2018 was comprised almost entirely of the final payment on the acquisition of East Wind.

Net financing cash outflows from continuing operations for the year ended December 31, 2019 were $5.2 million, compared with a generation of $8.2 million for the year ended December 31, 2018, which outflows consisted primarily of proceeds received from the Trust's private placement offering in the first quarter of 2018, net of the repayment of the Trust's secured debt facility.

For the three months ended December 31, 2019

For the three months ended December 31, 2019, cash outflows from continuing operations were an outflow of $1.3 million after net changes in working capital. This compares to operating cash flows from continuing operations of $4.1 million for the three months ended December 31, 2018. Cash flows from continuing operations prior to net changes in working capital were $2.1 million for the three months ended December 31, 2019, compared with $0.2 million for the three months ended December 31, 2018.

Net cash flows used in investing activities of continuing operations were $Nil for the three months ended December 31, 2019 and $1.7 for the three months ended December 31, 2018.

Net cash flows used in financing activities of continuing operations were $1.1 million for the three months ended December 31, 2019 and $0.9 million used for the three months ended December 31, 2018.

COMMITMENTS AND CONTINGENCIES

Commitments

In the normal course of business, the Trust enters into contracts that give rise to commitments for future minimum payments. The following table summarizes the remaining contractual maturities of the Trust's financial liabilities and operating commitments as at December 31, 2019:

		Total		Within 1 year		1 – 3 years		3 – 5 years		Greater than 5 years
Debt										
Principal	$	3,800,000	$	3,800,000	$	-	$	-	$	-
Fixed interest		266,000		266,000		-		-		-
Variable interest royalty		2,148,717		162,573		340,377		362,425		1,283,342
Lease liabilities		-								
Principal		23,145,497		3,502,871		7,404,086		11,603,938		634,601
Interest		3,490,177		1,087,638		1,629,717		479,400		293,422
Operational commitments		25,391,904		3,594,398		7,106,863		6,938,769		7,751,874
	$	**58,242,295**	**$**	**12,413,480**	**$**	**16,481,043**	**$**	**19,384,532**	**$**	**9,963,239**

Operational commitments include asset management, maintenance, security services and insurance.

Contingencies

Due to the nature and complexity of the Trust's operations, various legal and tax matters are outstanding from time to time. In the event that the Trust's estimates of the future resolution of these matters changes, the effects of the changes will be recognized in the audited Consolidated Financial Statements.

Off-balance Sheet Arrangements

As of the date of this filing, the Trust does not have any material off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Apart from the transactions disclosed in the audited Consolidated Financial Statements, all transactions are in the normal course of business and are recorded at the exchange value agreed to by the related parties. Intercompany transactions and balances are eliminated upon consolidation.

Key management of the Trust consists of members of the board of directors and officers of the Trust and the Administrator. The following table represents related party balances and transactions with directors and officers of the Trust. Accounts payable consist of director fees payable, deferred salaries, advances to the Trust as well as reimbursement of payments of expenses incurred on behalf of the Trust.

as at December 31,		**2019**		2018
Accounts payable and accrued liabilities	**$**	**210,886**	$	196,251

for the year ended December 31,		**2019**		2018
Salaries and benefits to officers of the Trust	**$**	**977,238**	$	935,320
Director fees		**231,309**		128,430

RGL holds significant influence over the Trust and is a related party. The Trust sells power and GCs to RGL and has operations and maintenance contracts with subsidiaries of RGL. The following tables represents related party balances and transactions:

as at December 31,		2019		2018
Trade and other receivables (Note 5)	$	418,031	$	272,877
Accounts payable and accrued liabilities		1,732,765		1,349,563

for the year ended December 31,		2019		2018
Sales of electricity	$	2,456,689	$	2,563,498
Income from Green Certificates		6,331,709		7,786,795
Operations maintenance and balancing fees		2,900,670		3,283,725

SUMMARY OF OUTSTANDING SECURITIES

The authorized capital of the Trust consists of an unlimited number of Units, of which 231,487,195 Units are issued and outstanding as of the date of this MD&A

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As at the date of this MD&A, the Trust has 30,000 restricted trust units ("**RTUs**") outstanding under the Trust's RTU plan.

As at the December 31, 2019, the Trust has 45,023,915 Unit purchase warrants issued and outstanding as follows:

Issue Date	Warrants	Type	Exercise Price ($)	Expiry
08-Jan-18	45,023,915	Normal/Broker	0.80	08-Jan-20

Subsequent to December 31, 2019, all the outstanding Unit purchase warrants of the Trust expired on January 8, 2020.

As at December 31, 2019, the Trust had 6,303,348 compensation options ("**Compensation Options**") outstanding. Each Compensation Option was exercisable into one Unit and one-half warrant, with such warrants having the same terms as the Unit purchase warrants issued January 8, 2018, at an exercise price of $0.48 per Compensation Option until January 8. 2020. Subsequent to December 31, 2019, all the outstanding Compensation Options expired on January 8, 2020.

Assuming the exercise or conversion of all the Trust's outstanding convertible securities an aggregate of 231,517,195 Units would be issued and outstanding on a fully diluted basis.

In December 2019, the TSXV approved the purchase, for cancellation, by the Trust of up to 11,525,131 Units, representing 5% of the issued and outstanding Units, over a 12 month period by way of the implementation of a NCIB of the Trust. All purchases made pursuant to the NCIB will be made through the facilities of the TSXV in open market transactions or by such other means as may be permitted under applicable securities laws and the policies of the TSXV. Management of the Trust and the Board believe that the NCIB is in the best interests of the Trust, a desirable use of its available cash, and will enhance Unitholder value in general.

RECENT ACCOUNTING PRONOUNCEMENTS

Adoption of IFRS 16 *Leases*

On January 1, 2019, the Trust adopted IFRS 16 Leases (**"IFRS 16"**). IFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments. IFRS 16 distinguishes leases and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases (off balance sheet) and finance leases (on balance sheet) are removed for lessee accounting, and are replaced by a model where a right-of-use asset and a corresponding liability are required to be recognized for leases identified, with limited exceptions for short-term leases and leases of low value assets. (Details of these new lease requirements are described in the Trust's new accounting policy set out in Note 2 of the 2019 Consolidated Financial Statements). The impact of the adoption of IFRS 16 on the Trust's consolidated financial statements is described in Note 4 of the Trust's 2019 Consolidated Financial Statements.

Adoption of IFRIC 23 *Uncertainty over Income Tax Treatments*

In June 2017, the IFRS Interpretation Committee issued IFRIC 23 *Uncertainty over Income Tax Treatments* ("**IFRIC 23**"), which clarifies how the recognition and measurement requirements of IAS 12 *Income Taxes* are applied where there is uncertainty over income tax treatments. IFRIC 23 became effective for annual periods beginning on or after January 1, 2019 and was to be applied retrospectively with early adoption permitted. IFRIC 23 did not have a material impact on the Trust's Consolidated Financial Statements upon adoption of this new standard.

CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Consolidated Financial Statements in conformity with IFRS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and the disclosure of any contingent assets and liabilities as at the date of the financial statements, as well as the reported expenses incurred during the reporting period. Actual results may differ from these 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 periods affected. Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the Consolidated Financial Statements is included in the following: going concern assessment, fair value calculation of the assets acquired and liabilities assumed in business acquisitions, impairment of assets, useful lives and recoverability of property, plant and equipment and intangible assets, valuation of GCs, deferred income taxes, asset retirement obligations and fair value assumptions in assessing adjustments to the reported values of financial liabilities, estimates on variable interest with the secured debt, and the recoverability of tax losses incurred in Romania. These estimates and assumptions are based on current market conditions, management's planned course of action and assumptions about future business and economic conditions. Changes in the underlying assumptions and estimates could have a material impact on the reported amounts. These estimates are reviewed periodically. If adjustments prove necessary, they are recognized in earnings in the period in which they are made.

The most significant judgements and key sources of estimation uncertainty that management believes could have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities are the following:

Fair Value of Financial Instruments

Determining the value of derivative instruments requires judgment and is based on market prices or management's best estimates if there is no market and/or if the market is illiquid. Where the fair value of the financial instruments recorded cannot be derived from active markets, they are determined using valuation techniques including making internally generated adjustments to quoted prices in observable markets and discounted cash flows. The inputs to those models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The estimate includes considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Useful Lives of Property, Plant and Equipment

Property, plant and equipment represent a significant proportion of the Trust's total assets. The Trust reviews estimates of the useful lives of property, plant and equipment on an annual basis and adjust depreciation on a prospective basis, if necessary.
Impairment of Non-Financial Assets

In assessing the value of non-financial assets for indicators of impairment or potential impairment, assumptions are made regarding future cash flows. The Trust makes a number of estimates when calculating the recoverable amount of an asset or a cash-generating unit using value-in-use calculations based on discounted future cash flows. Future cash flows may be influenced by a number of estimates such as electricity production, duration of the projects, selling prices, costs to operate, capital expenditures, growth rate and the discount rate. The likelihood of being able to develop future projects is also assessed in regards of the competitive business environment and the willingness expressed by the governmental authorities of procuring additional sources of energy. If these estimates change in the future, the Trust may be required to record impairment charges relating non-financial assets.

Provisions

A provision is a liability of uncertain timing or amount. Provisions are recognized when the Trust has a present constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.
Asset Retirement Obligations

The Trust makes a number of estimates when calculating fair value of the asset retirement obligations which represent the present value of future remediation costs for various projects. Estimates for these costs are dependent on costs, the effectiveness of remedial and restoration measures, inflation rates, discount rates that reflect a current market assessment of the time value of money and the risk specific to the obligation, and the timing of the outlays.

Income Taxes

The calculation of income taxes requires judgment in interpreting tax rules and regulations. The Trust's tax filings are also subject to audits, the outcome of which could change the amount of current and deferred tax assets and liabilities. The Trust believes that it has sufficient amounts accrued for outstanding tax matters based on the information that currently is available. Deferred tax assets and liabilities require management's judgment in determining the amounts to be recognized. In particular, judgment is required when assessing the timing of reversal of temporary differences to which future income tax rates are applied. Further, the amount of deferred tax assets, which is limited to the amount that is probable to be realized, is estimated with consideration given to the timing, sources and amounts of future taxable profit.
Determination of Assets Held for Sale and Discontinued Operations

Judgement is required in determining whether an asset or disposal group should be classified as held for sale. An asset or disposal group should be classified as held for sale when it is available for immediate sale in its present condition and its sale is highly probable. Conditions that support a highly probable sale include the following: an appropriate level of management is committed to a plan to sell the asset or disposal group, an active program to locate a buyer and complete the plan has been initiated, the asset or disposal group has been actively marketed for sale at a price that is reasonable in relation to its current fair value, and the sale of the asset or disposal group is expected to qualify for recognition as a completed sale within one year from the date of classification as held for sale.

As at December 31, 2018, the Trust concluded that the assets and liabilities of Suha met the criteria for classification as held for sale. Immediately prior to the classification to assets and liabilities held for sale, the carrying amounts of Suha assets were re-measured to their recoverable amount, being fair market value less costs to sell. As a result, the Trust fully impaired the assets of Suha recognizing an impairment charge of $807,221 in the Consolidated Statement of Loss and Other Comprehensive Income (Loss) for the year ended December 31, 2018. The remaining liabilities of Suha are immaterial to the Consolidated Balance Sheet and as such have not been presented separately in the Trust's Consolidated Statement of Financial Position. Refer to Note 20 for further discussion.

Lease Liability

The lease liabilities are measured at the present value of expected lease payments and discounted using the incremental borrowing rate on the date of transition. The Trust determines its incremental borrowing rate as the rate of interest it would have to pay to borrow over a similar term, and with similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Management is required to make assumptions regarding extension and termination options available within its lease arrangements to determine the lease term.

BUSINESS RISKS AND UNCERTAINTIES

There are a number of risk factors that could impact the Trust's ability to successfully execute its key strategies and may materially affect future events, performance or results. The risks and uncertainties described herein are not the only ones the Trust faces. Additional risks and uncertainties, including those that the Trust does not know about now or that it currently deems immaterial, could have a material adverse effect on the Trust. If any of the following or other risks occur, the Trust's business, prospects, financial condition, results of operations and cash flows could be materially adversely impacted. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below or other unforeseen risks.

Subsequent to year end, on January 30, 2020, the World Health Organization (**"WHO"**) announced a global health emergency because of a new strain of coronavirus, COVID-19. In March 2020, the WHO classified the COVID-19 outbreak as a global pandemic. The impact of the COVID-19 pandemic continues to evolve as of the date of this MD&A. Given the dynamic nature of these circumstances, the Trust is not able to estimate the future effects of the COVID-19 pandemic on its results of operations, financial condition, or liquidity at this time. To date, the outbreak has not resulted in any disruptions to the Trust's assets, operations or financial. However, management is actively monitoring the global situation of the pandemic and the potential effects it may have on the Trust's financial condition, liquidity, operations, suppliers, customers and the industry in which it operates including applicable energy and GC prices.

Other risk factors relating to the Trust include, but are not limited to, the factors set out below.

Risks Relating to Power Production

The Trust may be adversely affected due to a decline in natural resources and associated energy production.

The strength and consistency of the natural resources at the Projects may vary from what the Trust anticipates. Energy production estimates of the Trust are based on assumptions and factors that are inherently uncertain, which may result in actual energy production being different from the estimates of the Trust, including (i) the extent to which historical data accurately reflects the strength and consistency of the sun in the future; (ii) the strength of the correlation between the site-specific data and the longer-term regional data; (iii) the potential impact of climatic and weather factors; (iv) the accuracy of assumptions on a variety of factors, including but not limited to weather, climate, and site access; (v) the potential impact of topographical variations and local conditions; (vi) the inherent uncertainty associated with the specific methodologies and related models, in particular future-orientated models, used to project natural resources; and (vii) the potential for electricity losses to occur before delivery.

Risks related to climate change

The Trust acknowledges climate change may adversely affect its operations, and related legislation is becoming more stringent. The effects of climate change or extreme weather events may cause prolonged disruption to and may negatively affect the performance of its operations. The Trust makes efforts to mitigate climate risks by diversifying its assets across geography and asset classes. However, there is no assurance that the response will be effective or that the physical risks of climate change will not have an adverse effect on the Trust's operations and profitability.

The Trust may be adversely affected if the supply of natural resources are materially reduced.

The Projects require continuous access to natural resources to continue operation. Shifts in weather or climate patterns, seasonal fluctuations, the timing and rate of hydrology, wind and sunlight, and other factors beyond the control of the Trust, may reduce the energy production of the Projects. Any material reduction in natural resources to the Trust's facilities beyond ordinary seasonal variance would limit the Trust's ability to produce and market electricity from these facilities and also the number of GCs the Projects will receive and could have a material adverse effect on the Trust. Any such change in regulations regarding access to natural resources could have a material adverse effect on the Trust.

The Projects are required to be licensed in each region in which they operate. The denial of a renewal license or revocation of an existing license may impact the Trust's financial results and could have a material adverse effect on the Trust.

For the operation of renewable power plants in Romania, an energy production license must be obtained from ANRE for the commercial exploitation of energy plants. In order to benefit from the legal regime created for producers of renewable electricity, after the issuance of the production license, the Projects have to obtain from ANRE the accreditation of the plant for the application of the GC system.

If a Project is denied a license, has a license revoked or is not granted renewal of a license, such Project may not be permitted to produce electricity, in which case such Project will have no revenue and receive no GCs, in which case the financial results of the Trust may be negatively impacted and could have a material adverse effect on the Trust.

The Hydro Projects are subject to lease agreements with the Romanian Waters Agency for the right to use the riverbed and subscription agreements for the right to use the water resources. Under Romanian law, both such lease agreements and subscription agreements must be entered into pursuant to public tendering process administrated by the Romanian Waters Agency. However, the procedures followed by the Romanian Waters Agency when entering into the agreements governing the Hydro Projects did not comply with the required tendering procedure. Third parties could request the annulment of such agreements provided that they prove that they have been adversely affected by the grant of the agreements. As a result, there is a risk that such agreements could be annulled as a consequence of failure to comply with the aforementioned tendering process, which could have a material adverse effect on the Trust. Management and its Romanian counsel believe that the practice of the Romanian Waters Agency not to follow the legal public awarding procedure in the past was not uncommon and therefore consider such risk as low.

Certain of the lease and subscription agreements contain clauses which allow the regulating body the option to require the decommissioning of a plant upon the expiry or termination of the agreements. Other plants have no specific obligations other than to maintain the plant in good working order. The Hydro Projects have an option to renew or extend their existing lease agreements and anticipate being in a position to extend their subscription agreements and continue to operate their facilities. Based on historical general practice within the Hydro Projects' regions, management of the Trust has assessed the probability of being required to decommission a plant upon the expiry of such agreements to be remote.

The operation and maintenance of the Trust's facilities involve risks that could have a material adverse effect on the Trust.

The revenue generated by the Projects' power generation facilities is dependent on the amount of electricity generated by them. The ability of the Projects' power generation facilities to generate power is a primary determinant in the quantum of revenue that will be received by the Trust. A number of different factors, including: changes in water flows, changes in solar and wind resources due to weather patterns, equipment failure due to wear and tear, latent defect, design error, operator error, slow response to outages due to underperforming monitoring systems, and vandalism or theft could adversely affect the amount of power produced, and thus the revenues and, ultimately, the cash available for distribution to Unitholders. Unplanned outages or prolonged downtime for maintenance and repair typically increase operation and maintenance expenses and reduce revenues as a result of selling less electricity and receiving fewer GCs. Although the Projects' generation facilities generally operate without unplanned outages or prolonged downtime for maintenance and repairs, there can be no assurance that they will continue to do so. To the extent that a plant's equipment requires longer than forecasted down times for maintenance and repair, or suffers disruptions of power generation for other reasons, the Trust's business, operating results, financial condition or prospects could be adversely affected. In addition, many of the Trust's generation facilities are located in remote areas which may make access for repair of damage difficult and result in a material delay to the resumption of operations.

There can be no assurance that the Trust's maintenance program will be able to detect potential failures in its facilities prior to occurrence or eliminate all adverse consequences in the event of failure. In addition, weather related interference, work stoppages and other unforeseen problems may disrupt the operation and maintenance of the Trust's facilities and could have a material adverse effect on the Trust.

While the Trust may maintain an inventory of, or otherwise make arrangements to obtain, spare parts to replace critical equipment and maintain insurance for property damage to protect against certain operating risks, these protections may not be adequate to cover lost revenues or increased expenses and contractual penalties which could result if the Trust is unable to operate its generation facilities at anticipated levels of production.

A significant increase in water rental costs or requirements could have a material adverse effect on the Trust.

The Trust is required to make rental payments for water rights and comply with other specific requirements imposed by the Romanian Waters Agency, which are subject to changes from time to time. Significant increases in water rental costs in the future or changes in the way that governmental authorities in the jurisdictions in which the Trust's hydroelectric assets are located regulate water supply could have a material adverse effect on the Trust.

A significant change in the policy for dispatching generation units could have a material adverse effect on the Trust.

The revenue generated by the Projects' power generation facilities is dependent on the amount of electricity generated by them. The Solar Projects are registered as dispatchable generation units. This translates in the capacity of the Transmission System Operator to control and/or limit the maximum hourly output of a dispatched project depending on the national Electrical Grid status, hourly energy production, hourly energy consumption, grid stability and any other related factors. Significant reduction of the hourly output of the Solar Projects could have a material adverse effect on the Trust.

Volatility and unforeseen events affecting the Romanian energy market could have a material adverse effect on the Trust.

If the economic or political climate in Romania, the European Union regions near to Romania or the world generally deteriorate, demand for energy products could diminish further, the value of the Romanian Leu ("RON") and/or Euro could diminish leading to decreased prices for electricity and GCs and actual prices for electricity and GCs could decrease, which could have a material adverse effect on the Trust.

Risks Relating to the Electricity, Foreign Currency, GCs and Other Markets

The Trust's revenues will be adversely affected by a decrease in the market price of electricity.

The power produced by the Projects is currently subject to long-term fixed-price contracts. However, once the term of such contracts has expired, there is no guarantee that the Trust will be able to extend or replace such contracts on terms equally as favourable to the Trust and it is possible that the prices received by the Projects for power could be reduced significantly in future. The price for the power produced by the Projects could be affected by a number of different factors including but not limited to, levels of economic activity, legislative or other regulatory changes (by Romania or the EU), changes in prices of oil, natural gas or other energy sources within the EU or globally, changing local weather patterns and global economic changes and political unrest in regions proximate to Romania. Decreases in market prices for electricity could negatively impact the Trust's revenues and results of operations, which could reduce or prevent the Trust from making distributions on its Units and/or negatively affect the Trust's ability to make interest or principal payments on its debt obligations. It is possible that future bilateral contracts or power prices may not be available at a price that provides for the level of profitability currently forecast by the Trust.

The Trust's revenues will be adversely affected by a reduction in the market price of GCs.

The revenue from the sale of GCs by the Projects currently represents a substantial portion of the Trust's revenues. The sale of GCs is currently subject to long-term off-take contracts. However, once the term of such contracts has expired, there is no guarantee that the Trust will be able to extend or replace such contracts on terms equally as favourable to the Trust and it is possible that the revenues received by the Projects for GCs could be reduced significantly in future. The Romanian government has made changes to the GC legislation over the past number of years and there is no guarantee it will not make future changes that could negatively impact the price of GCs. If the price of GCs continue to decline, the Trust's revenues and results of operations will be negatively impacted. Legislative changes by the EU, Romania or other European countries, changes in residential or industrial electricity demand, innovation of new electricity generation technologies, changes in EU, Romanian or other European countries' renewable incentive programs or other factors, could impact the demand for GCs, the market for GCs and also impact the pricing of GCs. Changes to the price of GCs could result in the Trust being unable to achieve the level of profitability and cash flow currently forecast, and adversely affect or reduce the Trust's ability to pay distributions on the Units and make interest or principal payments on its debt obligations.

The value of the Canadian dollar against the Euro and the Romanian Lei will affect the Trust's results and distributions.

All of the operating assets of the Trust are located in Romania with revenues received in RON or Euros. Intercompany interest and principal payments will be in Euros. The Trust, on the other hand, raises capital and may pay any distributions to Unitholders in Canadian dollars. The Trust also raises funds primarily from the sale of Units in Canadian dollars and invests indirectly through its subsidiaries in Romanian assets, using Euros and RON. Thus, when the Canadian dollar increases in value against the Euro and/or the RON, the

Trust’s indirect investments in Romanian assets will be less expensive; however, the value of distributions received by the Trust directly or indirectly from the subsidiaries will also be reduced. When the Canadian dollar decreases in value against the Euro and/or RON, the cost of the Trust’s indirect investments in Romanian assets will be more expensive. However, the value of distributions received by the Trust directly or indirectly from the subsidiaries will increase.

The Trust’s subsidiaries may in the future utilize derivative instruments in order to manage exposures to changes in foreign currency rates and to mitigate the currency risk impact on the long-term sustainability of distributions to Unitholders. Derivative instruments are generally transacted over-the counter. The inability or failure of the Trust or its subsidiaries to manage and monitor foreign currency exchange risks could have a material adverse effect on the results of operations and cash flow of the Trust and on distributions on and the value of the Units.

The Trust may suffer economic losses where market risk management policies and programs do not work as planned.

The Trust’s risk management programs may not work as planned. For example, actual prices for GCs and for electricity may be significantly different or more volatile than the historical trends and assumptions upon which the Trust based its risk management calculations. In addition, unforeseen market disruptions could decrease market depth and liquidity, negatively impacting the Projects’ ability to enter into new acquisition transactions or renew existing arrangements on favourable pricing terms.

Risks Relating to the Power Generation Industry

Revenues and results from operations are expected to fluctuate on a seasonal and quarterly basis as a result of demand for electricity and the Projects’ ability to produce energy.

The Trust’s revenues and the results of operations of the Trust may fluctuate significantly on a seasonal basis as a result of changes in weather patterns and hydrology.

The impact of seasonality may be exaggerated as a result of extreme weather conditions, resulting in variances in electricity demand and pricing. Depending on prevailing market prices for electricity, these and other unexpected circumstances may reduce revenues and results of operations. Fluctuations in revenues and results from operations will directly affect the amount of cash available to the Trust, which could have a material adverse effect on the Trust.

The Trust’s facilities and operations are exposed to effects of natural disasters and other catastrophic events outside of the Trust’s control and such events could result in a material adverse effect.

The Trust’s facilities and operations are exposed to potential interruption and damage, partial or full loss, resulting from environmental disasters (e.g., floods, high winds, fires and earthquakes), major accident or incident and the like. There can be no assurance that in the event of an earthquake, hurricane, tornado, terrorist attack, act of war or other natural, manmade or technical catastrophe, all or some parts of the Trust’s generation facilities and infrastructure systems (including but not limited to connection points and transmission lines) will not be disrupted. The occurrence of a significant event which disrupts the ability of the Trust’s power generation facilities to produce or sell power for an extended period could have a material adverse effect on the Trust. In addition, many of the Trust’s generation facilities are located in remote areas which may make access for repair of damage difficult and result in a material delay to the resumption of operations.

The power generation industry has certain inherent risks related to worker health and safety and the environment that could cause the Trust to suffer unanticipated expenditures or to incur fines, penalties or other adverse consequences material to its business and operations.

The ownership and operation of the Trust's power generation facilities carry an inherent risk of liability related to worker health and safety and the environment, including the risk of government imposed orders to remedy unsafe conditions and/or to remediate or otherwise address environmental contamination, potential penalties for contravention of health, safety and environmental laws, licenses, permits and other approvals, and potential civil liability. Compliance with health, safety and environmental laws (and any future changes thereto) and the requirements of licenses, permits and other approvals required to carry on Trust's business will remain material to the Trust's business. The occurrence of any of these events or any changes, additions to or more rigorous enforcement of, health, safety and environmental laws, licenses, permits or other approvals could have a material adverse effect on operations and/or result in additional material expenditures. As a consequence, no assurances can be given that additional environmental and workers' health and safety issues relating to presently known or unknown matters will not require unanticipated expenditures, or result in fines, penalties or other consequences (including changes to operations) material to its business and operations.

Unexpected changes in the cost of maintenance or in the durability and replacement cost of components for the Trust's facilities may adversely affect its results of operations.

Unexpected increases in the Trust's cost structure that are beyond the control of the Trust could materially adversely impact its financial performance. Examples of such costs include but are not limited to unexpected increases in the cost of procuring materials and services required for maintenance activities, and unexpected replacement or repair costs associated with equipment underperformance or lower-than-anticipated durability.

The Trust's communications and monitoring technology and operating systems may experience interruptions or breaches in security which could lead to increased operating costs and other liabilities.

The Trust relies on technology, mainly on computer, telephone, satellite, cellular and related networks and infrastructure, to conduct its business and monitor the production of its plants. These systems and infrastructure could be vulnerable to unforeseen problems, including, but not limited to vandalism and theft. The Trust's operations are dependent upon its ability to protect its operating technology against damage from fire, power loss, telecommunications failure or a similar catastrophic event. Any damage or failure that causes an interruption in operations could have an adverse effect on its customers. Additionally, the Trust must be able to protect its plants against physical damage, security breaches and service disruption from any of a variety of causes. Theft, vandalism, and other disruptions could jeopardize the security of information stored in and transmitted through the Trust's systems and network infrastructure, and could result in significant setbacks, potential liabilities, and deter future customers. While the Trust has backup systems, policies, hardware, practices, and procedures designed to prevent or limit the effect of the failure, interruptions or security breaches of its plants and their infrastructure, there can be no assurance that these measures will be sufficient and that such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately addressed in a timely manner.

The Trust is not able to insure against all potential risks and may become subject to higher insurance premiums.

The Trust's business is exposed to the risks inherent in the operation of electricity generation facilities, such as breakdowns, manufacturing defects, natural disasters, theft, terrorist attacks and sabotage. The Trust maintains insurance policies, covering usual and customary risks associated with its business, with credit-worthy insurance carriers. The Trust's insurance policies, however, do not cover losses as a result of force majeure, natural disasters, terrorist attacks or sabotage, among other things. The Trust's insurance policies are subject to annual review by the respective insurers and may not be renewed at all or on similar or favorable terms. A significant uninsured loss or a loss significantly exceeding the limits of the Trust's insurance policies or the failure to renew such insurance policies on similar or favorable terms could have a material adverse effect on the Trust.

The Trust's facilities rely on national and regional transmission systems and related facilities that are owned and operated by third parties and have both regulatory and physical constraints that could impede access to electricity markets.

The Trust's power generation facilities depend on electric transmission systems and related facilities owned and operated by third parties to deliver the electricity the Trust generates to delivery points where ownership changes and the Trust is paid. These grids operate with both regulatory and physical constraints which in certain circumstances may impede access to electricity markets. There may be instances in system emergencies in which the Trust's power generation facilities are physically disconnected from the power grid, or their production curtailed, for short periods of time.

The Trust's power generation facilities may also be subject to changes in regulations governing the cost and characteristics of use of the transmission and distribution systems to which its power generation facilities are connected. Any such changes could negatively affect the Trust's revenues and financial condition.

Risks Relating to the Strategy of the Trust

There are potential undisclosed liabilities associated with any acquisitions completed by the Trust.

There may be liabilities and contingencies that the Trust fails or is unable to discover in its due diligence prior to consummation of any acquisitions undertaken by the Trust. The Trust may not be indemnified for some or all of these liabilities and contingencies. The discovery of any material liabilities or contingencies of any assets acquired post-acquisition could have a material adverse effect on the Trust.

The Trust's growth strategy is focused on the acquisition of high-quality renewable power projects and there is no certainty the Trust will be successful in the execution of this strategy.

The Trust's growth strategy includes the acquisition of high quality renewable power generation facilities that generate stable cash flows, with the objective of achieving returns on invested capital. However, there is no certainty that the Trust will be able to acquire high quality renewable power generation facilities, or at all.

Expansion of the Trust's business through growth projects and acquisitions may place increased demands on management, operating systems, internal controls and financial and physical resources. In addition, the process of integrating acquired businesses or growth projects may involve unforeseen difficulties. Failure to successfully manage or integrate any acquired businesses or growth projects could have a material adverse effect on the Trust, its financial condition, results of operations and cash flows. Further, the Trust cannot make assurances that it will be successful in integrating any acquisition or that the commercial opportunities or operational synergies of any acquisition will be realized as expected.

The Trust cannot make assurances that the Trust will identify suitable transactions or that it will have access to sufficient financial resources, through the capital markets or otherwise, to pursue and complete any identified acquisition or development opportunities on a timely basis and at a reasonable cost. Any acquisition or development that the Trust proposes or completes would be subject to normal commercial risks that the transaction may not be completed on the terms negotiated, on time, or at all. Any such acquisition or development may expose the Trust to potential undisclosed or unknown liabilities. The existence of such undisclosed liabilities could have a material adverse effect on the Trust. Additionally, any adverse changes in legislation may impact the GC market, or any declines in this market caused by other factors, could negatively impact the Trust's ability to find asset acquisitions or development opportunities that would be profitable in a market facing reduced values. In such circumstances the Trust would shift its focus to other renewable power generation acquisitions, or other geographical locations, but there is no guarantee of success in this regard.

The successful execution of a growth strategy that depends primarily on acquiring and developing operating assets requires careful timing and business judgment, as well as the resources to complete the due diligence and evaluation of such assets. The Trust may underestimate the costs of acquiring or developing renewable power generating facilities or may be unable to quickly and efficiently integrate new acquisitions or developments into its existing operations.

The Trust's management may not successfully manage the Trust's growth.

The Trust's success will depend in part on its ability to expand and manage its proposed growth. The Trust's proposed growth may result in new and increased responsibilities for management and additional demands on management, operating and financial systems and resources. The Trust's ability to expand is dependent upon factors such as its ability to: hire and train new staff, managerial personnel and independent contractors; expand the Trust's infrastructure; and adapt or amend the Trust's structure to comply with present or future state legal requirements. Any failure or inability to successfully implement these and other factors could have a material adverse effect on the Trust. If management is unable to successfully implement its growth strategy or manage growth effectively, the Trust's business, financial condition and results of operations could be materially adversely affected.

The Trust may face significant competition for the acquisition of high-quality assets and may not successfully complete and integrate acquisitions.

In the future, it may no longer be feasible for the Trust to continue to grow through strategic acquisition opportunities. The Trust's business plan includes growth through identifying suitable acquisition opportunities, pursuing such opportunities, consummating acquisitions and effectively integrating acquisitions with the Trust's existing business. There can be no assurance that the Trust will be able to identify attractive acquisition candidates in the future, in the jurisdictions in which the Trust wishes to operate, or at all, or that the Trust will be able to make acquisitions that increase the amount of cash available for distribution, or that acquisitions will be successfully integrated into the Trust's existing portfolio of projects.

The Trust faces competition for acquisitions from other energy producers, many of which are substantially larger and may have considerably greater financial, technical and marketing resources than are available to the Trust. Some of these competitors may also have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of acquisitions. Increased competition could have a material adverse effect on the Trust.

The Trust competes with other renewable power companies as well as traditional energy companies, which may have greater financial and other resources for new business.

The Trust competes with other renewable power companies primarily for acquisition opportunities, and with other power companies for access to transmission or distribution networks. The Trust also competes with other power companies for the limited pool of personnel with requisite industry knowledge and experience. Any failures to successfully prevail in such competition will negatively affect the Trust's long-term growth prospects.

The Trust's success depends upon the continued involvement of its present management.

The Trust's success may depend upon the continued involvement of the present management, who are in charge of the Trust's strategic planning and operations. The loss to the Trust of any of these individuals could have a material adverse effect on the Trust. The Trust may need to attract and retain additional talented individuals in the future in order to carry out its business objectives. The competition for such persons could be intense and the Trust may be unable to recruit the people it needs.

Risks Relating to the Operations of the Trust

Financial leverage and restrictive covenants may restrict our current and future indebtedness and limited future business dealings.

The Trust and its subsidiaries are subject to contractual restrictions governing their current and future indebtedness. The degree to which the Trust and its subsidiaries are leveraged could have important consequences to Unitholders, including: (i) the Trust and its subsidiaries' ability to obtain additional financing for working capital, capital expenditures, acquisitions or other project developments in the future may be limited; (ii) a significant portion of the Trust and its subsidiaries' cash flows from operations may be dedicated to the payment of the principal of and interest on their indebtedness, thereby reducing funds available for future operations; and (iii) the Trust and its subsidiaries may be more vulnerable to economic downturns and be limited in their ability to withstand competitive pressures. The Trust and its subsidiaries are subject to operating and financial restrictions through covenants in certain loan and security agreements. These restrictions prohibit or limit the Trust and its subsidiaries' ability to, among other things, incur additional debt, provide guarantee for indebtedness, create liens, dispose of assets, liquidate, dissolve, amalgamate, consolidate or effect any corporate or capital reorganization, make distributions or pay dividends, issue any equity interests and create subsidiaries. These restrictions may limit the Trust and its subsidiaries' ability to obtain additional financing, withstand downturns in the Trust and its subsidiaries' business and take advantage of business opportunities. If the Trust defaults in respect of its obligations under any of its loan agreements, including without limitation servicing existing indebtedness, breaching working capital maintenance convents, or refinancing any such indebtedness, lenders may be entitled to demand repayment and enforce their security against certain projects or other assets.

The Projects are party to significant third-party contracts and the failure of such third parties to fulfill their contractual obligations could have a material adverse effect on the Projects.

The Projects sell their electricity under long-term fixed-price off-take and balancing agreements. If, for any reason, any of the purchasers of power under such off-take or balancing market counterparties are unable or unwilling to fulfill their contractual obligations under the relevant agreement, or if they refuse to accept delivery of power pursuant to the relevant agreement, the Projects' assets, liabilities, business, financial condition, results of operations and cash flow could be materially and adversely affected as the Projects may not be able to enter into an alternative agreement on terms and conditions no less favorable to the Trust. External events, such as a severe economic downturn, could impair the ability of some counterparties or some end use customers to pay for delivered electricity received.

In addition, the Projects will enter into contracts with third parties for operations and maintenance. Should one or more of these third parties be unable to meet their obligations under the contracts, such an occurrence could result in a loss of revenue, a delay in return to service and an increase in operating costs.
The Projects' revenues may be reduced upon the failure to conclude or negotiate attractive GC purchase agreements, off-take or balancing agreements.

The Trust has negotiated and entered into long-term off-take agreements for the purchase of the power and GCs produced by the Projects. There is no guarantee that such prices will be extended with the current or other counterparties or that the Trust will be able to negotiate contracts with comparable future revenues beyond the dates currently in place. Changes in local laws may invalidate these contracts in the future (e.g. preventing off-market contracts from being concluded). Additionally, the counterparty purchaser of energy and GCs from the Projects has a commercial obligation to make such purchases by contracts, but no corporate guarantee and they are not an accredited off-taker subject to the applicable legislation governing accredited off-takes. Thus, there is a limited risk for the Trust to enforce damages should such counterparty not fulfill its obligations under the commercial agreements in place. Should these agreements be terminated, and the Trust be unable to negotiate other long-term off-take purchase contracts, its energy and GCs would need to be sold in the marketplace and there is no guarantee of the price that would be received. If it were unable to sell GCs within one year of their issuances such GCs would expire without garnering any revenue for the Trust.

The Trust could suffer lost revenues or increased expenses and penalties if it was unable to operate its generation facilities at a level necessary to comply with its off-take and balancing agreements.

The ability of the Projects to generate the maximum amount of power which can be sold under the off-take and balancing agreements is an important determinant of the revenues of the Trust. Under certain off-take and balancing agreements, if the plant delivers less than the required quantity of electricity in a given contract period, penalty payments may be payable to the relevant purchaser by the applicable Project. The payment of any such penalties by the Projects could have a material adverse effect on the Trust.

Disease outbreaks may negatively impact the operations of the Trust.

A local, regional, national or international outbreak of a contagious disease, including the COVID-19 coronavirus, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu or any other similar illness could result in a general or acute decline in economic activity, volatility and disruption to global supply chains, staff shortages, mobility restrictions and other quarantine measures, supply shortages, increased government regulation, a negative impact on energy and GC pricing or the operations of the customers of the Trust. All of these occurrences may have a material adverse effect on our results of operation, business and financial condition.

Risks Relating to the Legal and Regulatory Environment

The reduction, elimination or expiration of government subsidies and economic incentives, particularly the GC program, could have a material adverse effect on the Trust.

The Trust seeks to take full advantage of government policies that promote renewable power generation and enhance the economic feasibility of renewable power projects. Renewable power generation sources currently benefit from various incentives in the form of GCs and other incentives throughout the markets in which the Trust intends to participate. The removal, phasing-out or amendment to legislation governing any such incentives could have a material adverse effect on the Trust and the Trust's ability to make distributions to Unitholders. The GC legislation in Romania, in particular, has been amended a number of times and therefore, it is possible that future amendments could have a material adverse effect on the Trust. The last legislative change was approved on March 31, 2017 by the 2017 GC Law Amendments which included significant changes in the GC market.

Legislative changes impacting the GC program may affect profitability of the Trust.

Government action in Romania may be taken to change the use of market-based pricing for GCs, re-regulate areas of electricity markets that have previously been competitive, or permit electricity suppliers to construct or acquire generating facilities. Although the Trust generally expects the renewable power markets to continue to be competitive, other proposals to re-regulate this industry may be made, and legislative or other actions affecting the electricity restructuring process may cause legal processes to be delayed, discontinued or reversed in jurisdictions in which the Trust currently operates or may in the future operate. This may also cause a reduction in the price of GCs, which may have a material adverse effect on the Trust's ability to achieve the level of profitability and cash flow currently forecast. The last legislative change was approved on March 31, 2017 by the 2017 GC Law Amendments which included significant changes in the GC market.

The Projects operate in a regulated industry and are exposed to legislative and regulatory risks that could have a material adverse effect on the Trust.

The Projects currently operate in a regulated electricity generation sector. The Projects must comply with applicable legislation and regulations in order to maintain the licenses that are required to continue their operations and to expand to new markets and/or products. There can be no assurance that future decisions of Romanian or EU regulatory bodies having jurisdiction over the Trust's business activities, or rules enacted by them, or new legislation or regulations or changes to existing legislation or regulations, will not adversely affect the operations or cash flow of the Trust.

In particular, it is expected that future proposed acquisitions may become subject to review by the Romanian Competition Council. Such review could operate to increase the time and cost that it will take the Trust to complete future proposed acquisitions, or, in the worst case, prohibit certain acquisitions from being completed.

The Trust is subject to extensive government regulation and incentive mechanisms, including stringent environmental laws and regulations which may impact the Trust's financial performance, limit its flexibility and, in the event of non-compliance could result in adverse actions by regulatory authorities against it.

The market for electricity generation is heavily influenced by local government regulations and policies. These regulations and policies often relate to the encouragement of renewable energy development, electricity pricing and interconnection. The Trust's inability to predict, influence or respond appropriately to changes in law or regulatory frameworks, could adversely impact its results of operations.

Furthermore, changes in laws, regulations or changes in the application or interpretation of regulatory provisions in jurisdictions where the Trust operates, including changes related to licensing and permitting which affect the Trust's ability to conduct its business in an orderly fashion. Such changes may result in lower revenues, higher costs and/or lower margins for the affected projects, which could have a material adverse effect on the Trust.

The Projects hold permits and licenses from various regulatory authorities for the construction and operation of their facilities. These licenses and permits are critical to the operation of the Projects' business. The majority of these permits and licenses are long-term in nature, reflecting the anticipated useful life of the facilities. In some cases, these permits may need to be renewed prior to the end of the anticipated useful life of such facilities and there is no guarantee that such renewals will be granted. These permits and licenses require the Projects' compliance with the terms thereof.

The Projects' operations are subject to stringent environmental laws and regulations promulgated and administered by governments in Romania. These laws and regulations generally concern use of water, protection of wildlife, wetlands preservation, remediation of contamination, waste disposal requirements, preservation of archaeological artifacts, endangered species preservation and noise limitations, among others. Failure to comply with applicable environmental laws and regulations or to obtain or comply with any necessary environmental permits pursuant to such laws and regulations could result in fines or other sanctions being levied against the Trust. Environmental laws and regulations affecting power generation and distribution are complex and have tended to become more stringent over time. These laws and regulations have imposed, and proposed laws and regulations could impose in the future, additional costs on the operation of the Projects' facilities.

Land claim laws in Romania are presently unclear and legal provisions regulating the granting of a use right over the public property are sometimes incorrectly applied by the public authorities resulting in some uncertainty as to title.

All cases in front of the European Court of Human Rights pertaining to restitution claims concerning Romania have been suspended following a preliminary decision issued in 2010, until the Romanian government enacts new legislation in the field of the property restitution (namely until enactment of the Romanian Law no. 165/2013). The case law currently available is not sufficient to establish whether restitution claims against the state or against third party acquirers who acquired property that may otherwise be subject to restitution by relying on the Romanian Civil Code and/or of the New Civil Code, will be accepted in courts and if so, whether it will be successful.

The Trust has taken what management believes to be appropriate steps to rectify any inconsistencies with respect to title of the Projects, such as registering applicable agreements on title, ensuring all documents are executed and all constructions are registered in the land book. However, there is no assurance that a land claims issue or another claim challenging the validating of the permits will not arise in the future. Such claims could affect the Projects in a variety of ways, including loss of properties or involvement in legal proceedings.

Building permits for erection of the physical facilities of the Projects could be subject to annulment.

Most of the building permits issued by government authorities that provided for the erection of the plants of the Projects could be considered non-compliant with zoning regulations applicable for such areas and thus could be subject to annulment by a court decision if a claim was made by a third party. If such building permits were annulled, the affected plant could be demolished, and the relevant Project would be subject to fines. In order to mitigate such risk, the Trust required the sellers of the Projects to obtain confirmations from the applicable local authorities that building permits were issued in accordance with the applicable zoning regulations. This confirmation does not replace the legal requirement of having a zoning plan approved by the applicable governmental authorities. The limitation period for challenging any contraventions and imposing fines by the competent authorities expires two years after the date the contravention was committed.

By virtue of their industry, the Projects are subject to labour authority review.

The ownership and operation of renewable power generation assets carries an inherent risk of liability related to employees (workers) safety and health. In this respect, the labour authorities may request the remediation of unsafe and/or unhealthy work conditions, as well as impose fines for safety and health related contraventions against the company operating the renewable power generation assets and/or the company employing the affected employees. Also, in the event one or several employees suffer work related accidents or occupational diseases, such employee or employees may obtain compensation.

Although Romania has enacted anti-corruption legislation and has taken steps to reduce corrupt practices, the risk of corruption affecting the business of the Trust remains higher than in many more developed markets.

There is a wide legal framework enacted in Romania for the prevention and punishment of corrupt practices and corruption offences committed in Romania or producing effects in Romania, such as bribery, receipt of undue benefits, trading influence, active bribery towards a clerk of a foreign state or an international organization and crimes akin to corruption. The National Anticorruption Directorate is the Romanian agency tasked with preventing, investigating and prosecuting corruption-related offenses. Additionally, there is oversight on these matters at the EU level by the Counsel of European Anti-Corruption Group. The Trust will observe a strict zero tolerance policy to corrupt practices. This policy may make it more challenging for the Trust to carry out business. Despite these laws and the policy, the possibility that corrupt business practices in Romania could interfere in the development and activity of the Trust continues to exist and such interference could have a material adverse effect on the Trust.

Financial Risk Factors

The Trust's financial instruments consist of cash, trade and other receivables, accounts payable and accrued liabilities and potential distributions payable. The fair value of the Trust's trade and other receivables, and accounts payable and accrued liabilities, distributions payable and note payable approximate their carrying value, which is the amount disclosed on the balance sheet dates due to their short-term maturities or ability of prompt liquidation.

Strategic and operational risks are risks that arise if the Trust fails to identify opportunities and/or threats arising from changes in the Romanian market where the Trust operates. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory developments and competitor actions.

Credit risk is the risk of financial loss to the Trust if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Trust's credit risk is primarily attributable to fluctuations in the realizable values of its cash and trade and other receivables and concentration of customers. Customer concentration provides us with certain benefits including long-term predictable cash inflow through long-term energy off-take agreements and long-term GC sales agreements. Cash accounts are maintained with major international financial institutions of reputable credit and therefore bear minimal credit risk. In the normal course of business, the Trust is exposed to credit risk from its customers and the related trade receivable are subject to normal industry credit risk.

Net revenues including the sale of energy and income from GCs from the two largest customers of the Trust accounted for 95% of total consolidated revenues, including 53% of total consolidated revenues of the Trust attributable to RGL and 42% attributable to the second largest customer of the Trust. Outstanding customer receivables are monitored at each reporting date and any significant outstanding receivables from major customers are analyzed. The Trust evaluates the concentration of risk with respect to trade receivables as moderately high; however, the license of the client to purchase energy does not allow the build-up of uncollected receivables.

Liquidity risk is the risk an entity will encounter difficulty in meeting obligations associated with financial liabilities and the risk of loss from not having access to sufficient funds to meet both expected and unexpected cash demands. The Trust manages its exposure to liquidity risk through prudent management of its statement of financial position. Management continuously monitors and reviews both actual and forecasted cash flows, including acquisition activities. As at December 31, 2019, the Company held $1.8 million in cash, a working capital surplus of $1.0 million and long-term liabilities of $23.5 million. The Company's near-term cash requirements include corporate administration costs and commitments as described in Section "Commitments" of this MD&A.

Interest risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in market risk. The Trust's sensitivity to interest rates is currently small in that the rates on our outstanding debt instruments are fixed.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Trust's operations are in Romania and its reporting currency is Canadian dollars. The nature of the Trust's operations results in foreign exchange risk as day to day operating transactions are denominated in foreign currencies, Euros, RON and sources of financing have, to date, been in Canadian dollars. The fluctuations of the operating currencies in relation to the Canadian dollar will, consequently, have an impact upon the reported results of the Trust and may also affect the value of the Trust's assets and liabilities. The Trust monitors the volatility of foreign exchange rates and may hedge its currency risk if it determines that the need arises.

Market risk is the risk that the fair values or future cash flows of the Trust will fluctuate due to changes in market conditions. The Trust's future cash flows and valuation of its hydro assets are exposed to market risk in regard to power pricing in Romania and availability and saleability of GCs obtained.

Borrowing Risk and Loan Default Risk.

Certain lenders to the Trust impose covenants and obligations on the part of the Trust. In particular, the RE Royalties Facility contains certain covenants and representations and warranties, the breach of which could result in a default and the acceleration of maturity of the RE Royalties Facility, the lender realizing on its security, or diminished availability of refinancing alternatives or increase the associated costs thereof. RE Royalties has waived certain breaches of the RE Royalties Facility covenants. There is no assurance that the Trust will be in compliance with covenants in the future due to unforeseen events of circumstances, some of which are outlined in this "Risks Factors" section, or that the lender will waive any such breaches.

Risks Relating to the Trust

The majority of the Trust's assets and the majority of the Trust's subsidiaries are outside of Canada, with the result that it may be difficult for investors to enforce within Canada any judgments obtained against the Trust or some of the Administrator's directors or officers.

The majority of the Trust's assets and its subsidiaries are located outside of Canada. In addition, three of the Trust's directors/officers, J. Colter Eadie, David Barclay and Savneet Singh, are nationals and/or resident of countries other than Canada, and all or a substantial portion of such person's assets may be located outside of Canada.

The board of directors of the Administrator has effective control over the Trust subsidiaries in two principal ways; namely, at least one director or officer of the Administrator is a director of each of the subsidiaries, and the Trust as a shareholder of the subsidiaries has legal rights (e.g. the fiduciary obligations of officers and directors owed to the subsidiary, derivative actions and oppression remedies) that the Trust is willing to enforce. With the Trust being a 100% shareholder, the Trust can resolve in a limited period of time to remove directors or officers without the requirement of a shareholder meeting.

It may not be possible for investors to effect service of process against the Trust's directors and officers who are not resident in Canada. In the event a judgment is obtained in a Canadian court against one or more of the Administrator's directors or officers, it may not be possible to enforce such judgment against those directors and officers not resident in Canada. Additionally, it may be difficult for an investor, or any other person or entity, to assert Canadian claims in original actions instituted in the Netherlands or Romania. Courts in these jurisdictions may refuse to hear a claim on the grounds that such jurisdiction is not the most appropriate forum to bring such a claim. Even if a foreign court agrees to hear a claim, it may determine that the local law, and not Canadian law, is applicable to the claim. If Canadian law is found to be applicable, the content of applicable Canadian law must be proven as a fact, which can be a time-consuming and costly process. Certain matters of procedure will also be governed by foreign law.

As a result, it may be difficult for investors to enforce within Canada any judgments obtained against the Trust or some of the Trust's directors or officers, including judgments predicated upon the civil liability provisions of the securities laws of Canada or any province thereof. Consequently, investors may be effectively prevented from pursuing remedies against the Trust under Canadian securities laws or otherwise.

Operations in Romanian.

As a result of the Trust conducting its operations in Romania, the books and records of certain subsidiaries of the Trust, including key documents such as material contracts and financial documentation are principally negotiated, entered into and retained in the Romanian language and English translations may not exist or be readily available.

Emerging Market Risks

Emerging market investment generally poses a greater degree of risk than investment in more mature market economies because the economies in the developing world are more susceptible to destabilization resulting from domestic and international developments.

All of the Trust's operations are in Romania. Romania has a history of economic instability, crises and corruption (such as inflation or recession). Despite that there is no current political instability, social, economic or political events, such as corruption scandals, could change this in the future and could adversely affect the Trust's business, financial condition and results of operations.

In particular, fluctuations in the Romanian economy and actions adopted by the Government of Romania have had and may continue to have a significant impact on companies operating in Romania, including the Trust. Specifically, the Trust may be affected by changes regulatory policies, green and renewable energy legislation, business and tax regulations and in general, by the political, social and economic scenarios in Romania and in other countries that may affect Romania.

Global economic crises could negatively affect investor confidence in emerging markets or the economies of the principal countries in European Union, including Romania. Such events could materially and adversely affect the Trust's business, financial condition and results of operations.

Global Economy

Financial and securities markets in Romania are influenced by the economic and market conditions in other countries, including other counties in the European Union and other emerging market countries and other global markets. Although economic conditions in these countries may differ significantly from economic conditions in Romania, investors' reactions to developments in these other countries, such as the recent developments in the global financial markets, may substantially affect the capital flows into, and the market value of securities of issuers with operations in Romania. An economic downturn or volatility could have a material adverse effect on the Trust's business, financial condition and results of operations. The economy of the Romania, where the Trust's operations are located, has experienced significant economic uncertainty and volatility during recent years. As a result of volatile or uncertain economic conditions, the Trust may experience the negative effects of increased financial pressures on its clients. For instance, the Trust's business, financial condition and results of operations could be negatively impacted by increased competitive pricing pressure, which could result in the Trust incurring increased bad debt expense. If the

Trust is not able to timely and appropriately adapt to changes resulting from a weak economic environment, its business, results of operations and financial condition may be materially and adversely affected.

The Trust has agreed to indemnify directors and officers against liabilities incurred by them in such capacities.

The Trust has agreed to indemnify the directors and officers of the various entities of the Trust from and against all costs, charges and expenses reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party or with which they are threatened by reason of being or having been a director of the Trust, provided that (a) they have acted honestly and in good faith with a view to the best interests of the Trust; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful. This indemnity may reduce the likelihood of derivative litigation against its directors or officers and may discourage or deter Unitholders from suing any of the Trust's directors or officers.

Distributions through return of capital.

Prior to the date of this MD&A, the Trust has made its distributions through a return of Unitholder capital. The last distribution made by the Trust to Unitholders was completed in August 2016. There can be no assurances that the Trust will have adequate capital on hand to fund future cash distributions.

The Trust is dependent upon distributions from its subsidiaries.

The Trust does not carry on any business operations directly and is entirely dependent on receiving distributions from its direct and indirect investments in the Projects to enable the Trust to make cash payments or distributions to Unitholders. The boards of directors of the subsidiaries of the Trust and the directors of the Administrator each have considerable discretion in deciding whether to make cash distributions, if any, and the amount of any such distributions. The ability of the Trust's subsidiaries to make cash distributions will be subject to, among other things, applicable laws and regulations as well as contractual restrictions contained in instruments governing any indebtedness of those entities, including pursuant to the intercompany debt instruments set up by the Trust. In particular, in certain cases the Trust is not permitted to declare or pay dividends on its projects in Romania for a period of one year following its completion of the acquisition due to Romanian dividend laws and prior losses in the operating companies will be carried forward to reduce the declaration and payment of dividends in the future. There can be no guarantee or assurance that the subsidiaries will make sufficient distributions in order to permit the Trust to pay distributions to Unitholder.

NON-IFRS MEASURES

The following is a reconciliation of adjusted operating margin:

		Three months ended December 31			Year ended December 31		
		2019		**2018**		**2019**		**2018**
Total revenue	**$**	**4,632,096**	$	4,120,086	**$**	**17,678,458**	$	17,336,628
Less:								
Cost of sales excluding depreciation		**1,498,577**		4,176,609		**6,836,150**		8,842,652
Operating margin	**$**	**3,133,519**	$	(56,523)	**$**	**10,842,308**	$	8,493,976

The following is a reconciliation of adjusted EBITDA and adjusted EBITDA per Unit:

				Three months ended December 31				**Year ended December 31**
		2019		**2018**		**2019**		**2018**
Earnings (loss) for the period from continuing operations	**$**	**2,671,298**	$	11,843,055	**$**	**4,159,396**	$	5,604,500
Add-back:								
Interest and finance charges		**(388,620)**		1,112,176		**1,717,521**		5,290,020
Income tax expense (recovery)		**(77,520)**		(4,959,742)		**33,441**		(5,395,480)
Depreciation		**526,500**		1,265,104		**3,232,914**		5,598,508
Fair value gain on debentures and conversion features		**-**		-		**-**		(1,184,249)
(Gain) loss on settlement of debt		**-**		(9,915,000)		**(107,986)**		3,035,322
Warrant revaluation (gain) loss		**(6,911)**		(1,277,941)		**(249,472)**		(14,072,004)
Impairment charge		**-**		2,314,967		**-**		6,984,037
Adjusted EBITDA from continuing operations	**$**	**2,724,747**	$	382,619	**$**	**8,785,814**	$	5,860,654
Adjusted EBITDA per Unit from continuing operations	**$**	**0.01**	$	0.00	**$**	**0.04**	$	0.03

The following is a reconciliation of working capital:

As at December 31,		**2019**		2018
Current assets	**$**	**12,802,114**	$	11,316,194
Current liabilities		**(11,851,384)**		(13,190,628)
Working capital	**$**	**950,730**	$	(1,874,434)

The following is a reconciliation of operating cash flow after changes in net working capital per Unit:

				Three months ended December 31,				**Year ended December 31,**
		2019		2018		**2019**		2018
Net used in operating activities from continuing operations	**$**	**(1,256,585)**	$	4,057,430	**$**	**6,289,432**	$	4,150,731
Weighted average number of Units		**230,557,502**		230,158,418		**230,335,969**		222,711,103
Operating cash flow from continuing operations per Unit	**$**	**(0.01)**	$	0.02	**$**	**0.03**	$	0.02

FORWARD LOOKING INFORMATION

Certain statements contained in this MD&A constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Trust's future financial position and results of operations, strategy, plans, objectives, goals and targets, future developments in the markets where the Trust participates or is seeking to participate and any statements preceded by, followed by or that include the words such as “anticipates”, “plans”, “proposes”, “estimates”, “intends”, “expects”, “believes”, “may” and “will” or similar expressions or the negative thereof, are forward-looking statements. The forward-looking statements are founded on the basis of expectations and assumptions made by the Trust. Details of the risk factors relating to the Trust and its business are discussed under the heading “Business Risks and Uncertainties”. These statements are not historical facts but instead represent only the Trust’s expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements, to differ materially include, but are not limited to, the risk factors discussed herein under the section heading “Business Risks and Uncertainties”. Management provides forward-looking statements because it believes they provide useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Trust. These forward-looking statements are made as of the date of this MD&A and the Trust assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Trust’s present and future business strategies and the environment in which the Trust will operate in the future, including assumptions regarding expected energy prices, business and operating strategies, future acquisitions and the Trust’s ability to operate its facilities on a profitable basis.

Some of the risks which could affect future results and would cause results to differ materially from those expressed in the forward-looking statements contained herein include: risks related to foreign operations (including various political, economic and other risks and uncertainties), the interpretation and implementation of the energy law, expropriation of property rights, political instability and bureaucracy, limited operating history, lack of profitability, high inflation rates, failure to obtain bank financing, fluctuations in currency exchange rates, competition from other businesses, reliance on various factors (including local labour, importation of machinery and other key items and business relationships), risks related to seasonality (including adverse weather conditions, shifting weather patterns, and global warming), a shift in energy trends and demands, a shift in energy generation in the EU, vulnerability to fluctuations in the world market, the lack of availability of qualified management personnel and stock market volatility.

Risks may materially and adversely affect the Trust’s business, financial condition, results of operations and/or the market price of the Trust’s securities.

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