

BLUMETRIC ENVIRONMENTAL INC.

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE THREE MONTHS ENDED DECEMBER 31, 2023

(expressed in Canadian Dollars)

February 28, 2024

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This Management Discussion and Analysis "MD&A" explains the material changes in BluMetric Environmental Inc's ("BluMetric" or the "Company") financial condition and results of operations for the quarter ended December 31, 2023. The MD&A should be read in conjunction with the Company's financial statements and related notes for the three months ended December 31, 2023, as well as the MD&A and audited financial statements and notes for the year ended September 30, 2023. The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company.

This discussion and analysis of the financial condition and the results of operations contain forward-looking statements about expected future events and the financial and operating performance of the Company. These statements, which include descriptions of the Company's business strategy, potential variances impacting the Company's internal and external performance drivers, and the Company's ability to meet its ongoing working capital needs through the ensuing 12 months, are included in the "Discussion of Results of Operations for the Three Months Ended December 31, 2023", "Liquidity", and "Business Outlook" sections which follow. These statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. This MD&A also refers to certain non-GAAP measures to assist users in assessing BluMetric's performance. Non-GAAP measures do not have any standard meaning prescribed by International Financial Reporting Standards ("IFRS") and are therefore unlikely to be comparable to similar measures presented by other issuers. These measures are identified and described under the section "Financial Terms and Definitions".

Business Overview and Strategy

BluMetric is a Canadian company that provides cost-effective and sustainable solutions to help its clients overcome even the most difficult environmental and business challenges. Through a track record that spans over 45 years, the Company has evolved into a full-service integrator of environmental solutions known for innovative work in the fields of water/wastewater treatment and professional environmental services.

With a focus on four key markets — Commercial and Industrial; Government; Military and Mining— BluMetric's main services and products include:

- Environmental Engineering, Monitoring and Compliance
- Site Assessment and Remediation
- Water Resources and Geomatics
- Cleantech – treatment of water and wastewater
- Industrial Hygiene and Occupational Health and Safety

BluMetric's comprehensive, affordable offerings are tailored to the specific needs of not only each industry, but also each client. With innovation, agility and client-responsive service as its hallmarks, the Company builds partnerships with its customers by delivering a long-term, holistic approach to managing their complete environmental needs and health and safety responsibilities. It is this high degree of service that differentiates BluMetric from competitors.

BluMetric's team of approximately 175 dedicated and passionate employees and its client-centric approach form the underpinning of its success, contributing to the following core elements of its value proposition:

- Solution-oriented consultation, design, products, and construction services
- Turn-key solutions – BluMetric provides a complete end-to-end solution from assessment and evaluation to implementation to ongoing service and management
- World class expertise in the analysis, management, and treatment of water in the environment
- Water treatment solutions that are compact, energy efficient, reliable, and simple to operate

The Company has 10 offices across Ontario, Quebec, Nova Scotia, Yukon, and Northwest Territories. BluMetric is proud to be a trusted provider of services to many of Canada's northern Indigenous communities.

Joint Venture

BluMetric is proud to be a trusted provider of services to many of Canada's northern Indigenous communities. The Company entered in a shareholder relationship with BLM-KEL-60 Corp. on September 27, 2022, an unrelated party, for purposes of executing projects in Nunavut supporting federal, territorial, and private clients. The joint venture relationship will enable BluMetric to access additional opportunities in Northern Canada.

BLM-KEL-60 Corp. is an Inuit majority owned entity that is incorporated in Nunavut, Canada. The intent of the shareholders of the corporation is to contribute to the personal, economic, social, and cultural wealth of the Kitikmeot region of Nunavut by training, developing, and employing local Inuit candidates to support projects in carrying out its business in environmental consulting services.

BluMetric Environmental Inc. is a registered and beneficial owner of 16.3% of the issued and outstanding shares in the capital of the corporation. No material transactions have taken place during the period ended December 31, 2023.

Technology and Innovation

Innovation is driven by client demands as they face more stringent environmental regulations. BluMetric's creative process for addressing problems consists of developing solutions that are both scientifically sound and economically viable.

The Company is expanding its standard products for water and wastewater treatment and is developing a mid-sized Portable Water Treatment System and a Mobile Wastewater Treatment Plant. These resilient water solutions are highly flexible and cost efficient and allow for rapid deployments for temporary needs, such as mineral exploration and humanitarian relief. These designs are based on BluMetric's mobile militarized systems for Mission Ready Water which can provide emergency potable water to almost any community in Canada for 90 days when there is a community facing potable water issues. The wastewater system includes state of the art filtration technology that is more rugged for deployments and has decreased operational and maintenance costs. BluMetric started marketing these units in 2023.

BluMetric is committed to pursuing new opportunities in technology and innovation throughout North America and with other allied nations.

Sales and Marketing

BluMetric's business development efforts are primarily focused on four key markets where the Company has identified the greatest demand for its products and services:

- Commercial and Industrial
- Government (with specific expertise in Northern Canada)
- Military
- Mining

BluMetric uses a client-centric approach to business development, which involves an emphasis on understanding each client's environmental issues and then identifying and preventing potential problems. This approach allows BluMetric to provide a complete and integrated solution.

Satisfied clients provide repeat business as well as incredibly valuable word-of-mouth referrals. BluMetric continues to actively leverage the successes of past projects to expand and diversify client relationships, strategic partnerships, and service offerings.

Board of Directors

The Board currently consists of five members, three of whom are independent. The independent directors reflect a wide range of senior experience in the management of publicly traded and privately held companies. The Board members have expertise in business development, finance, operations, management, and governance.

Executive Management

The Senior Management team comprises of: Scott MacFabe, Chief Executive Officer; Dan Hilton, Chief Financial Officer; Wayne Ingham, VP, Director-Strategic Business Development; Andy Benson, VP, Director-Operations; Corey Switzer, Director-Cleantech; and Lydia Renton, Director-Corporate Occupational Hygiene and Safety. This team has extensive business and environmental experience and is well supported by highly qualified and experienced managers.

Our People

The BluMetric team consists of approximately 175 experienced and motivated hydrogeologists, engineers, occupational and industrial hygienists, environmental auditors, environmental scientists, chemists, project managers, finance professionals, trades, and support personnel. They are experts in providing a comprehensive range of environmental services and engineered solutions, from contaminated site assessment and remediation to complete turn-key wastewater treatment systems.

Staffing levels fluctuate with the hiring of contract staff and students to meet project demands. The Company strives to recruit and retain highly skilled employees who can use their technical expertise to deliver creative solutions to complex environmental issues.

Diversity

BluMetric is committed to the principles of diversity. The Company strives to create and support an inclusive work environment that respects and values the contributions of all employees and their individual differences.

BluMetric's employees come from a wide range of cultural, ethnic, educational, and religious backgrounds. Additionally, women represent 50% of the workforce from welders and field technicians to the executive team and the Board of Directors. BluMetric's goal is to capitalize on the strength derived

from diversity while affording its team members the greatest opportunity to excel, grow, and contribute to business and society.

Restated Information

During the preparation of the financial statements for the period ended December 31, 2023, the Company determined that the indirect labour costs that do not contribute to revenue generating projects should be reclassified as overhead expenses under the Sales, general and administrative caption in the Statements of Net Earnings and Comprehensive Income. The Company had previously accounted for the amounts under the Cost of sales caption. The Quarterly Results on page 10 of the MD&A have been updated to reflect this change for the past eight quarters.

The adjustments in the unaudited interim financial statements for the period ended December 31, 2022, are detailed as follows. There is no effect on basic or diluted net earnings per share.

	As previously reported	Adjustments	As restated
	\$	\$	\$
Statement of Net Earnings and Comprehensive Income			
Cost of sales	8,149,017	(1,066,643)	7,082,374
Gross profit	2,329,008	1,066,643	3,395,651
Selling, general and administrative	1,552,902	1,066,643	2,619,545

Discussion Results of Operations for the Three Months Ended December 31, 2023

Financial Highlights

	Three months ended		Change \$	Change %
	December 31, 2023 \$	December 31, 2022 \$		
Revenue	8,524,790	10,478,025	(1,953,235)	-19%
Gross profit	3,583,990	3,395,651	188,339	6%
Gross margin %	42%	32%		
Operating expenses	3,148,461	2,619,545	528,916	20%
Finance costs	57,427	21,459	35,968	168%
EBITDA ¹	613,379	919,851	(306,472)	-33%
Earnings before income taxes	378,102	754,647	(376,545)	-50%
Income tax expense	136,927	298,836	(161,909)	-54%
Net earnings	241,175	455,811	(214,636)	-47%
Weighted average common shares outstanding				
Basic	29,435,695	29,435,695		
Diluted	29,435,695	29,435,695		
Earnings per share				
Basic	0.01	0.01		
Diluted	0.01	0.01		
Total assets	21,221,287	20,695,887		
Working capital	11,194,059	11,394,166		
Non-current liabilities	2,541,730	1,979,589		
Shareholders' equity	12,480,730	11,911,567		
Net cash (debt) ²	756,613	2,872,311		

Note 1: EBITDA is a non-IFRS measure and is calculated as net income before interest expense, income taxes, depreciation, and amortization (see 'Financial Terms and Definitions').

Note 2: Net cash (debt) is a non-IFRS measure and is calculated as cash less total debt excluding lease liabilities (see 'Financial Terms and Definitions').

Revenue Breakdown by Market

	December 31		Three months ended	
	2023	2022	Change	Change
	\$	\$	\$	%
Commercial and Industrial	2,506,760	4,759,639	(2,252,879)	-47%
Government	2,253,686	2,242,328	11,358	1%
Military	2,170,769	1,228,534	942,235	77%
Mining	1,593,575	2,247,524	(653,949)	-29%
	8,524,790	10,478,025		

Q1 2024 compared to Q1 2023

- Revenue for the three months ended December 31, 2023, was \$8.5 million compared to \$10.5 million for the three months ended December 31, 2022.
- Revenue from the Commercial market decreased by approximately \$2.2 million in Q1 2024 compared to the same period in the prior year. The revenue reported in Q1 2023 was unusually high due to the completion of a large remediation project in that quarter which included significant lower margin third party subcontractors.
- Revenue from the Government market for the quarter was relatively consistent with the prior year quarter.
- Revenue from the Military market increased due to ongoing efforts and improved services in the Company's Cleantech sector. In 2023, BluMetric signed a 3-year, \$12.2 million contract with Rheinmetall Canada to develop and deliver small, self-contained water purification systems as part of a contract awarded by the Canadian Armed Forces, with delivery expected throughout fiscal 2025.
- The Mining market revenue decreased by approximately \$0.6 million for the current quarter, compared to the prior period. The Company is shifting its focus toward higher value services and improving its new client portfolio, especially in Northern Quebec.
- Gross profit was \$3.6 million and gross margin was 42% for Q1 2024 compared to \$3.4 million and 32% for Q1 2023. The increase in gross margin is mainly attributable to lower subcontractor usage in projects in Q1 2024 compared to Q1 2023.
- Operating costs increased by 20% from \$2.6 million in Q1 2023 to \$3.1 million in Q1 2024. The increase is mainly due to increases in IT consulting services, compensation costs and travel expenses.
- Finance costs were \$57,427 for the quarter ended December 31, 2023, compared to \$21,459 reported in Q1 2023. The increase is mainly due to the interest on the new office and equipment leases acquired in Q1 2024.
- Net earnings for Q1 2024 were \$241,175 compared to \$455,811 for Q1 2023.

EBITDA (see "Financial Terms and Definitions")

	Three Months Ended	
	December 31, 2023 \$	December 31, 2022 \$
Net income	241,175	455,811
Finance costs	57,427	21,459
Income tax expense	136,927	298,836
Depreciation and amortization	177,850	143,745
EBITDA	<u>613,379</u>	<u>919,851</u>

The Company recorded EBITDA of \$613,379 for the quarter ended December 31, 2023, compared to \$919,851 for the quarter ended December 31, 2022. The decrease in EBTIDA for Q1 2024 is mainly due to increased operating expenses, compared to Q1 2023.

For more detail, see "Discussion of Results of Operations for the Three Months Ended December 31, 2023" and "Quarterly Results".

Management's Discussion and Analysis
Financial Quarters Ended December 31, 2023 and
December 31, 2022

Quarterly Results

Quarterly financial information for the eight quarters ended December 31, 2023.
(in 000's, except as otherwise indicated)

Note: The cost of sales and operating expense figures have been restated (see Restated Information section on p.6).

	Q1 2024 Dec 31 2023 \$	Q4 2023 Sep 30 2023 \$	Q3 2023 June 30 2023 \$	Q2 2023 Mar 31 2023 \$	Q1 2023 Dec 31 2022 \$	Q4 2022 Sep 30 2022 \$	Q3 2022 June 30 2022 \$	Q2 2022 Mar 31 2022 \$
Revenue	8,525	10,251	6,941	7,414	10,478	9,935	8,353	8,214
Cost of sales	4,941	6,551	4,483	4,661	7,082	6,873	4,976	5,187
Gross profit	3,584	3,700	2,458	2,753	3,396	3,062	3,377	3,027
Gross margin %	42%	36%	35%	37%	32%	31%	40%	37%
Operating expenses	3,148	2,759	3,319	2,597	2,620	2,907	2,933	2,679
Finance costs	57	13	14	21	21	13	29	24
Earnings before provision for income tax	379	928	(875)	135	755	142	415	324
Income tax expense (recovery)	137	228	(146)	55	299	(47)	98	60
Net earnings	242	700	(729)	80	456	189	317	264
Weighted average number of shares outstanding								
Basic	29,435,695	29,435,695	29,435,695	29,435,695	29,435,695	29,365,996	29,406,464	29,395,695
Diluted	29,435,695	29,443,971	29,442,989	29,439,435	29,435,695	29,413,780	29,425,907	29,443,538
Earnings (loss) per share								
Basic	0.01	0.02	(0.02)	0.00	0.02	0.01	0.01	0.01
Diluted	0.01	0.02	(0.02)	0.00	0.02	0.01	0.01	0.01

The Company experiences variability in its results of operations from quarter to quarter due to the nature of the markets and geographies in which it operates. Typically, in the second quarter, the Company experiences slowdowns related to winter weather conditions and holiday schedules. Activity in the fourth quarter generally increases because of projects in the North that run in the summer season. Additionally, the Company has several discrete contracts that occur throughout the year and can significantly impact the results of any one quarter.

Below are some key highlights for fluctuations quarter over quarter. For information on the operating results please see the Discussion of Results of Operations in each MD&A for each respective quarter.

Highlights on quarter over quarter variances include:

1. **Q1 2024 vs Q1 2023** – The revenue decline in Q1 2024 compared to Q1 2023 was mainly due to the completion of a large commercial project with \$1.4 million in revenue that relied heavily on subcontractors and yielding lower than average margins in the period. Lower material usage in the completion of government projects contributed to the gross profit increase in Q1 2024.
2. **Q4 2023 vs Q4 2022** – Revenue in Q4 2023 increased because of the recommencing of work after project delays in the Northern provinces in Q3 2023.
3. **Q3 2023 vs Q3 2022** – Revenue decline is mainly a result of delayed starts for several projects related to the Company's Northern work. Q3 2023 includes higher operating expenses of approximately \$380,000 because of the Company hosting a conference, focusing on marketing activities to drive sales, and increased share compensation costs.
4. **Q2 2023 vs Q2 2022** – Revenue in Q2 2022 included COVID-19 compliance-related revenue, as well as a large contract in the military market for repair and overhaul. Revenue in Q2 2023 did not include similar projects.

Summary of Cash Flows

	Three months ended	
	December 31, 2023 \$	December 31, 2022 \$
Cash provided by (used in)		
Operating activities, excluding changes to working capital	580,795	887,270
Changes related to working capital	(1,845,703)	(1,484,421)
Operating activities	(1,264,908)	(597,151)
Investing activities	(62,146)	-
Financing activities	(260,085)	(243,601)
Change in cash and cash equivalents	(1,587,139)	(840,752)
Cash and cash equivalents – Beginning of period	3,039,712	4,911,423
Cash and cash equivalents – End of period	1,452,573	4,070,671
Free cash flow ¹	385,711	766,719

Note 1: Free cash flow is a non-IFRS measure and is calculated as operating cash flows less net capital expenditures and net payment of lease obligations (see 'Financial Terms and Definitions').

Cash used from operating activities was approximately \$1.3 million during the quarter ended December 31, 2023, compared with cash used from operating activities of \$597,151 in Q1 2023. The increase in operating expenses and timing of customer billing based on milestone deliverables account for most of the decrease in cash in Q1 2024. The milestone billings are often tied to the fiscal periods of our clients which can fall primarily on December 31 and March 31 (Government).

Investing activities consumed \$62,146 of cash in Q1 2024, compared to no investing activities for the same period in fiscal 2023. The Company is making strategic investments in the Cleantech sector in field equipment to be used in future water treatment related projects.

In Q1 2024, cash used in financing activities was \$260,085 compared to cash used in financing activities of \$243,601 in the same period of fiscal 2023.

Liquidity

The Company's short-term credit facilities consist of an operating demand loan in the amount of \$2.5 million, which is a shared limit between its overdraft facility and letters of credit. The facility carries a floating interest at prime plus 1.25% (2023 – 1.25%), is collateralized by a first ranking general security agreement over all the Company's present and future assets and has no contractual maturity.

For the period ended December 31, 2023, the effective interest rate under this facility was 8.03% (2022 – 7.28%). As of December 31, 2023, the Company had drawn \$nil on its operating facility and \$nil in letters of credit (December 31, 2022 – \$nil and \$nil, respectively).

On April 20, 2021, the Company entered into a letter of agreement with its bank for a new \$2.0 million term loan. The new term loan has a closed four-year term and carries an interest rate of 3.28% per annum with monthly blended payments of \$44,517 commencing May 31, 2021. It matures April 30, 2025, is carried at amortized cost and is subject to the same covenants as the Company's short term credit facilities.

As of December 31, 2023, the Company had approximately \$4.1 million in availability between its operating line and cash balances and was in compliance with all its covenants.

Business Outlook

The following comments include forward-looking information and users are cautioned that actual results may vary.

BluMetric is focused on making key investments in its Cleantech water treatment products and in its personnel to support growth and market expansion. The Company is planning to invest in leadership in the Commercial and Industrial market and staff expansion of our fabrication facility, to take advantage of emerging opportunities. BluMetric will continue to build on a strong 2024 servicing clients in Canada's North, as well as its other government clients. In addition, the Company is considering acquisition opportunities to accelerate growth.

BluMetric believes that the following factors have and will continue to position BluMetric for growth:

- The Company's diversified service offerings and market sectors;
- A strong sales funnel and contracts in hand for 2024 and 2025;
- Realizing the robust interest in our newly developed agile water treatment systems for Cleantech;
- Continue to capitalize on our recently expanded Cleantech fabrication facility;
- Expanded presence in Quebec, with a market focus on Mining;
- Geographic expansion of our Cleantech products;
- Strong balance sheet, as seen from the Company's reduction in long term debt and improvement in working capital; and
- An investment in a dedicated business development team.

Business Risks

The Company is subject to risks and uncertainties in the normal course of business that could materially affect the financial condition of the Company. These risks and uncertainties include, but may not be limited to, the following:

- Ability to attract and retain key personnel;
- Macroeconomic risk of recession in key markets or the economy as a whole;
- Reliance on key clients;
- Environmental factors outside of the company's control such as fire and flooding that may impact the ability to realize revenues;
- Liquidity risk with respect to clients, and their ability to pay and pay on time;
- Competition from companies which are better-financed or have disruptive technologies;
- Potential claims and litigations; and
- Cybersecurity threats.

Capital Resources

The Company's future growth strategy contemplates investment in various technologies and processes requiring capital for prototyping purposes. The Company may also consider growth through the strategic acquisition of complimentary businesses. Accordingly, the Company may opportunistically approach capital markets for additional equity funding if conditions are favourable.

Critical Accounting Estimates and Judgements

The reader is referred to the detailed discussion on critical accounting estimates and judgements found in Note 2 of the Company's audited financial statements and related notes for the year ended September 30, 2023.

Off-Balance Sheet Arrangements

For contractual commitments not recognized on the Statement of Financial Position, the reader is referred to Note 18 of the Company's audited financial statements for the year ended September 30, 2023.

Transactions with Related Parties

All related-party transactions are conducted under terms and conditions reflecting prevailing market conditions at the transaction date and are recorded at the amounts agreed upon by the parties.

Key management personnel of the Company are members of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, and members of the executive team.

The remuneration of key management personnel during the period was as follows:

	Three Months Ended	
	December 31, 2023	December 31, 2022
	\$	\$
Salaries	356,127	343,217
Short-term benefits	22,962	24,892
Share-based compensation	30,160	46,233
	409,249	414,342

Proposed Transactions and Subsequent Events

There are no proposed transactions or subsequent events for year ended December 31, 2023.

Summary of Outstanding Shares and Dilutive Instruments

The Company currently has the following shares and dilutive instruments outstanding:

Shares:	29,435,695 common shares
Options:	2,743,582 options

Inter-Corporate Relationships

There are no inter-corporate relationships for the year ended December 31, 2023.

Financial Terms and Definitions

Definition of Non-GAAP Measures

This Management Discussion and Analysis includes reference to and uses terms that are not specifically defined in IFRS and do not have any standardized meaning prescribed by IFRS. These non-GAAP measures may not be comparable to similar measures presented by other companies. The Company believes that the measures defined here are useful for providing investors with additional information to assist them in understanding components of the financial results.

Adjusted EBITDA: Adjusted EBITDA additionally excludes items that are significant and irregular, such as the gain on disposal of assets held for sale and impairment charges.

Management believes that Adjusted EBITDA as defined above is an important indicator of the Company's ability to generate liquidity through operating cash flow to fund future working capital needs, service outstanding debt and fund future capital expenditures and uses the metric for this purpose. Adjusted EBITDA is also used by investors and analysts for valuation purposes. The intent of Adjusted EBITDA is to provide additional useful information to investors and analysts. The measure does not have any standardized meaning under IFRS. Adjusted EBITDA should therefore not be considered in isolation or used in substitute for measures of performance prepared in accordance with IFRS. Other issuers may calculate Adjusted EBITDA differently.

EBITDA: EBITDA represents net income before interest expense, income taxes, depreciation of property and equipment, and amortization of intangible assets. The Company uses this measure as part of assessing operating performance. There is no direct comparable IFRS measure for EBITDA.

Free cash flow: Free cash flow is a non-IFRS measure and is calculated as cash flow from operating activities excluding changes in the working capital balances less net capital expenditures and net payment of lease obligations. The Company uses the measure as part of assessing the availability of discretionary cash as part of its liquidity management. There is no direct comparable IFRS measure under IFRS.

Net cash (debt): Net cash (debt) is a non-IFRS measure and is calculated as cash less total funded debt excluding lease liabilities. The Company uses this measure as part of assessing liquidity. There is no directly comparable measure under IFRS.

Working capital: Working capital is a non-IFRS measure and is calculated by subtracting current liabilities from current assets. There is no directly comparable measure under IFRS.

Management's Responsibility for Financial Reporting

The audited financial statements of BluMetric Environmental Inc. and all the information in this Management Discussion and Analysis have been prepared by management, which is solely responsible for the integrity and fairness of the data presented, including the many amounts, which due to necessity, are based on estimates and judgments. The accounting policies followed in the preparation of these financial statements conform to IFRS Financial Reporting Standards. When alternative accounting methods exist, management has chosen those that it deems most appropriate in the circumstances. Financial information presented throughout this report is consistent with that in the financial statements.

BluMetric maintains systems of internal accounting and administrative controls to provide reasonable assurance that the financial information is relevant, reliable, and accurate and that transactions are authorized, assets are safeguarded, and proper records are maintained.

The Board of Directors is responsible, principally through its Audit Committee, for ensuring that management fulfills its financial reporting responsibility.

Additional Information

Additional information on the Company can be found at www.blumetric.ca and at www.sedarplus.ca.