
Consolidated financial statements of Plaintree Systems Inc.

Q2-2019 for the six months ending September 30, 2018

“Notice to Reader”

The accompanying unaudited interim consolidated financial statements of Plaintiff Systems Inc. for the six months ended September 30, 2018 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These statements have not been reviewed by the Company’s external auditors.

Date: November 21, 2018

“David Watson”

David Watson
CEO

Plaintree Systems Inc.

Consolidated statements of financial position
as of September 30, 2018 and March 31, 2018
(unaudited)
(in Canadian dollars)

	September 30, 2018	March 31, 2018
	\$	\$
Assets		
Current assets		
Cash	-	-
Trade receivables and other receivables	4,840,215	3,458,343
Unbilled revenue	889,719	1,733,249
Inventories (Note 5)	2,007,833	1,745,189
Prepaid expenses and other receivables	306,270	252,903
Assets classified as held for sale (Note 4)	140,710	-
	8,184,747	7,189,684
Property, plant and equipment (Note 9)	4,601,713	4,467,526
Intangible assets (Note 10)	463,685	527,312
	13,250,145	12,184,522
Liabilities		
Current liabilities		
Cash deficit	960,980	314,710
Trade and other payables	1,946,159	2,438,218
Deferred revenue	563,401	1,472,109
Current portion of long-term debt - bank (Note 6)	255,098	255,098
Current portion of due to related parties (Note 11)	260,152	356,000
Current portion of deferred government assistance (Note 8)	19,000	19,000
Current portion of obligations under lease capital (Note 7)	260,508	178,375
Current portion of government assistance (Note 8)	39,000	39,000
	4,304,298	5,072,510
Long-term debt - bank (Note 6)	791,542	867,305
Deferred government assistance (Note 8)	78,735	86,710
Obligations under lease capital (Note 7)	594,995	386,560
Repayable government assistance - other (Note 8)	561,717	580,951
Due to related parties (Note 11)	5,674,120	5,757,466
	12,005,407	12,751,502
Shareholders' equity		
Issued capital	2	2
Contributed surplus	2,090,750	2,090,750
Deficit	(846,014)	(2,657,732)
	1,244,738	(566,980)
	13,250,145	12,184,522

Approved by the Board

"David Watson"

"Girvan Patterson"

Plaintree Systems Inc.

Consolidated statements of comprehensive earnings
three and six months ended September 30, 2018 and September 30, 2017
(unaudited)
(in Canadian dollars)

	Three Months Ended		Six Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
	\$	\$	\$	\$
Revenue	7,456,053	4,212,319	12,236,366	7,712,248
Cost of sales	5,112,965	2,777,661	8,791,732	5,281,988
Gross margin	2,343,088	1,434,658	3,444,634	2,430,260
Operating expenses				
Research and development	403,033	339,951	786,536	615,937
Finance and administration	319,255	260,423	648,199	604,547
Sales and marketing	106,978	134,824	225,551	264,508
Interest expense	124,686	85,701	216,504	146,818
Loss on foreign exchange	17,760	9,504	24,603	24,979
	971,712	830,403	1,901,393	1,656,789
Net earnings before other gains	1,371,376	604,255	1,543,241	773,471
Other				
(Loss) gain from discontinued operations (Note 4)	(136,590)	(27,940)	(187,834)	155,608
Net earnings and comprehensive earnings	1,234,786	576,315	1,355,407	929,079
Basic and diluted earnings per common share (Note 13)				
From continuing and discontinuing operations	0.07	0.02	0.05	0.02
From continuing operations	0.08	0.02	0.06	0.00
Weighted average common shares outstanding	12,925,253	12,925,253	12,925,253	12,925,253

Plaintree Systems Inc.

Consolidated statements of cash flows (unaudited)

for the six months ended September 30, 2018 and September 30, 2017

(unaudited)

(in Canadian dollars)

	September 30, 2018	September 30, 2017
	\$	\$
Operating activities		
Net earnings	1,543,241	677,887
Add (deduct) items not affecting cash		
Other (loss) income from discontinued operations	(187,834)	251,192
Depreciation of intangible assets	68,554	69,014
Depreciation of property, plant and equipment	454,987	452,269
Loss on sale of property, plant and equipment	-	5,300
Changes in non-cash operating working capital items		
Trade and other receivables	(1,381,872)	(793,915)
Unbilled revenue	1,299,841	(347,064)
Inventories	(262,645)	48,140
Prepaid expenses and other receivables	(53,367)	17,662
Trade and other payables	(492,060)	(1,389,397)
Deferred revenue	(908,708)	1,270,949
Cash provided by operations	80,137	262,037
Investing activities		
Payments to acquire intangible assets	(4,926)	(8,621)
Payments to acquire property, plant and equipment	(729,883)	(257,689)
Proceeds from disposal of property, plant and equipment	-	17,800
Cash used in investing activities	(734,809)	(248,510)
Financing activities		
Repayment of government assistance	(27,209)	(78,423)
Repayment of long-term debt	(75,762)	(465,098)
Increase in capital lease obligations	409,524	(91,674)
Repayment of capital lease obligations	(118,956)	156,000
Increase in related party borrowings (Note 11)	(179,194)	403,407
Cash provided (used) in financing activities	8,403	(75,788)
Net cash inflow	(646,269)	(62,261)
(Bank indebtedness) (beginning of the year)	(314,710)	(324,566)
(Bank indebtedness), end of the period	(960,980)	(386,827)

PLAINTREE SYSTEMS INC.

Consolidated Statement of changes in equity

for the six months ended September 30, 2018 and September 30, 2017

(unaudited)

	Common Shares Number	Issued Capital \$	Preferred Shares (1) Number	Issued Capital \$	Contributed Surplus \$	Equity (Deficit) \$	Shareholders' Equity \$
Balances at March 31, 2017	12,925,253	1	18,325	1	2,090,750	(5,205,246)	(3,114,494)
Net earnings and comprehensive earnings						929,079	929,079
Balances at September 30, 2017	12,925,253	1	18,325	1	2,090,750	(4,276,167)	(2,185,415)
	Common Shares Number	Issued Capital \$	Preferred Shares (1) Number	Issued Capital \$	Contributed Surplus \$	Equity (Deficit) \$	Shareholders' Equity \$
Balances at March 31, 2018	12,925,253	1	18,325	1	2,090,750	(2,657,732)	(566,980)
Adjustment on initial application of IFRS 15 (note 3)						456,311	456,311
Adjusted balance, April 1, 2018	12,925,253	1	18,325	1	2,090,750	(2,201,421)	-110,669
Net earnings and comprehensive loss						1,355,407	1,355,407
Balances at September 30, 2018	12,925,253	1	18,325	1	2,090,750	(846,014)	1,244,738

(1) Class A Shares have a 8% cumulative dividend, calculated on redemption amount, redeemable at the option of the Company at any time at \$1000 per share plus accrued dividends; non-voting.

* The Company adopted IFRS 15 as described in Note 3. Under this adoption, the comparative information is not restated.

Plaintree Systems Inc.

Notes to the condensed consolidated interim financial statements

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

1. Description of the business

Plaintree Systems Inc. ("Plaintree" or the "Company") was incorporated in Canada under the Canada Business Corporation Act and is publicly traded on the Canadian Securities Exchange ("CSE") under "NPT". The Company operates an Electronics division (the Hypernetics business), Summit Aerospace USA Inc. ("Summit Aerospace") and a Specialty Structures division (the Triodetic business) and Spotton Corporation. Plaintree is a diversified company with proprietary technologies and manufacturing capabilities in structural design and aerospace. The Hypernetics business manufactures avionic components for various applications including aircraft antiskid braking, aircraft instrument indicators, solenoids, and permanent magnet alternators. The Triodetic business is a design/build manufacturer of steel, aluminum, and stainless steel specialty structures such as commercial domes, free form structures, barrel vaults, space frames, and industrial dome coverings. Summit Aerospace specializes in the high-end machining of super-alloys for the aircraft and helicopter markets. Spotton's business involves the design and manufacture of high-end custom hydraulic and pneumatic valves and cylinders for the industrial, oil and gas markets. 9366920 Canada Inc. (operating as Madawaska Doors) business involves the manufacturing and selling of high quality, 100% natural solid wood custom doors and related parts and materials. Until June 2017 the Specialty Structures division included Arnprior Fire Trucks Corp. ("AFTC") and on June 6, 2017, the Company completed the sale of assets and business of AFTC. Until October 31, 2018, the Specialty Structures division included Madawaska Doors business. This business and its assets are currently held for sale. The business is expected to be closed in the Company's third fiscal quarter.

The address of the Company's registered office and principal place of business is 10 Didak Drive, Arnprior, Ontario.

The Company's common shares are quoted on the CSE under symbol "NPT" in Canada.

2. Basis of presentation

(a) Statement of compliance

The condensed consolidated unaudited interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and were approved for issue by the Board of Directors on November 21, 2018. The unaudited consolidated interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* using the accounting policies disclosed below. These statements should be read in conjunction with the audited financial statements and notes included in the Annual Report for the year ended March 31, 2018.

(b) Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis except for share-based compensation and for purchase price allocation for business combination, which are measured at fair value. Historical cost is generally based upon the fair value of the consideration given in exchange for assets.

(c) Basis of consolidation

The consolidated financial statements include the accounts of Plaintree Systems Inc. and its wholly-owned subsidiaries: Summit Aerospace USA Inc. and Triodetic Inc. (U.S. companies) and Spotton Corp. (Canadian company) and Madawaska Doors Inc., through its wholly-owned subsidiary, 9366920 Canada Inc. Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting

Plaintree Systems Inc.

Notes to the condensed consolidated interim financial statements

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

policies of subsidiaries align with the policies adopted by the Company. All inter-company transactions have been eliminated.

These consolidated financial statements do not reflect any adjustments that would be necessary if the going concern basis was not appropriate. Such adjustments, if required, may be material.

3. Significant accounting policies

Except as described below, the accounting policies applied in these unaudited condensed consolidated interim financial statements are the same as those applied in the Company's consolidated financial statements for the year ending March 31, 2018.

The changes in accounting policies will also be reflected in the Company's consolidated financial statements as at and for the year ended March 31, 2019.

New Standards effective April 2018

(a) IFRS 9 – Financial instruments

IFRS 9 Financial Instruments ("IFRS 9") The IASB issued the final version of IFRS 9 on July 24, 2014, which replaces IAS 39 Financial Instruments: Recognition and Measurement. This final version of IFRS 9 represents the completion of this project and it includes requirements for recognition and measurement, impairment, derecognition and general hedge accounting. IFRS 9 does not address the specific accounting for open portfolios or macro hedging as these items are part of a separate IASB project that is currently ongoing. This final Standard introduces a single, principles-based approach that amends both the categories and associated criteria for the classification and measurement of financial assets, which is driven by the entity's business model for the portfolio in which the assets are held and the contractual cash flows of these financial assets. Certain amendments have been made to the financial asset classification and measurement principles in prior versions of IFRS 9.

This new Standard supersedes all prior versions of IFRS 9. The effective date for this standard began for annual periods beginning on or after April 1, 2018. The Company will begin to report under this standard for its reporting periods in fiscal 2019. IFRS 9 requires the Company to record expected credit losses on all trade receivables, either on a 12-month or lifetime basis.

The adoption of IFRS 9 has not had an effect on the Company's accounting policies related to financial liabilities.

There was no material impact of the transition to IFRS 9 on the Company's statement of financial position at March 31, 2018.

Plaintree Systems Inc.

Notes to the condensed consolidated interim financial statements

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

3. Significant accounting policies (continued)

New Standards effective April 2018 (continued)

(b) IFRS 15 – Revenue from contracts with customers

IFRS 15 Revenue from Contracts with Customers (“IFRS 15”) IFRS 15 was issued by the IASB on May 28, 2014, and replaced IAS 18, Revenue, IAS 11, Construction Contracts, and related interpretations on revenue. IFRS 15 sets out the requirements for recognizing revenue that apply to all contracts with customers, except for contracts that are within the scope of the Standards on leases, insurance contracts and financial instruments. IFRS 15 uses a control based approach to recognize revenue which is a change from the risk and reward approach under the current standard.

The Company has transitioned to this standard effective April 1, 2018 and is using the modified retrospective approach. The impact of the transition is shown below.

	Impact of adopting IFRS 15 at April 1, 2018
	\$
Accelerated recognition of contract performance for manufactured products	465,895
Related commission expenses	(9,584)
Impact at April 1, 2018	456,311

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for the products or services. The Company’s contracts can contain both products and services, which are generally capable of being distinct and accounted for as a separate performance obligation.

The timing of revenue recognition often differs from contract payment schedules, resulting in revenue that has been earned but not billed. These amounts are included in unbilled receivables. Amounts billed in accordance with customer contracts, but not yet earned, are recorded and presented as part of the deferred revenue.

Effective April 1, 2018, the Company adopted IFRS 15 using the cumulative effect method, with the effect of adopting this standard recognized on April 1, 2018, the date of initial application. Accordingly, the information presented for 2018 has not been restated. It remains as previously reported under IAS 18, IAS 11 and related interpretations.

Prior to adopting IFRS 15, contract costs including commissions paid to employees were expensed upon completion of the related contract revenue.

In its adoption of IFRS 15, the Company has elected to apply the requirements of the new standard only to contracts that are incomplete at the date of initial application. The Company has also elected to apply contract modification practical expedient and reflect the aggregate effect of all contract modifications prior to the transition date.

Impact of adopting IFRS 15:

The following tables summarize the impact of adopting IFRS 15 on the Company’s condensed consolidated interim statements of financial position as at September 30, 2018 and its interim statements of comprehensive income for the six months ended September 30, 2018. There was no material impact on the Company’s interim statements of cash flows for the three months ended September 30, 2018.

Plaintree Systems Inc.**Notes to the condensed consolidated interim financial statements**

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

Impact on the condensed consolidated interim statements of financial position as at September 30, 2018:

	As reported	IFRS15 Adjustment	Amount without IFRS 15
	\$	\$	\$
Assets			
Current assets			
Cash	-	-	-
Trade receivables and other receivables	4,840,215	-	4,840,215
Unbilled revenue	889,719	225,886	1,115,605
Inventories	2,007,833	(105,355)	1,902,478
Prepaid expenses and other receivables	306,270	-	306,270
Assets classified as held for sale (Note 4)	140,710	-	140,710
	8,184,747	120,531	8,305,278
Property, plant and equipment	4,601,713	-	4,601,713
Intangible assets	463,685	-	463,685
	13,250,145	120,531	13,370,676
Liabilities			
Current liabilities			
Cash deficit	960,980	-	960,980
Trade and other payables	1,946,159	8,119	1,954,278
Deferred revenue	563,401	-	563,401
Current portion of long-term debt - bank	255,098	-	255,098
Current portion of due to related parties	260,152	-	260,152
Current portion of deferred government assistance	19,000	-	19,000
Current portion of obligations under lease capital	260,508	-	260,508
Current portion of government assistance	39,000	-	39,000
	4,304,298	8,119	4,312,417
Long-term debt - bank	791,542	-	791,542
Deferred government assistance	78,735	-	78,735
Obligations under lease capital	594,995	-	594,995
Repayable government assistance - other	561,717	-	561,717
Due to related parties	5,674,120	-	5,674,120
	12,005,407	8,119	12,013,526
Shareholders' equity			
Issued capital	2	-	2
Contributed surplus	2,090,750	-	2,090,750
Deficit	(846,014)	112,412	(733,603)
	1,244,738	112,412	1,357,149
	13,250,145	120,531	13,370,676

* The Company adopted IFRS 15 as described in Note 3. Under this adoption, the comparative information is not restated.

Plaintree Systems Inc.

Notes to the condensed consolidated interim financial statements

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

Impact on the condensed consolidated interim statements of comprehensive income for the six months ended September 30, 2018:

	As reported	IFRS 15 Adjustment	Amount without IFRS 15
	\$		
Revenue	12,236,366	176,078	12,412,444
Cost of sales	8,791,732	75,215	8,866,947
Gross margin	3,444,634	100,863	3,545,497
Operating expenses			
Research and development	786,536	-	786,536
Finance and administration	648,199	-	648,199
Sales and marketing	225,551	8,119	233,670
Interest expense	216,504	-	216,504
Loss on foreign exchange	24,603	-	24,603
	1,901,393	8,119	1,909,512
Net earnings before other gains	1,543,241	92,744	1,635,985
Other			
Loss from discontinued operations	(187,834)	19,668	(168,166)
Net earnings and comprehensive earnings	1,355,407	112,412	1,467,819
Basic and diluted earnings per common share			
From continuing and discontinuing operations	0.05		0.06
From continuing operations	0.06		0.07

New and revised IFRS in issue but not yet effective:

(c) IFRS 16 – Leases

IFRS 16 Leases (“IFRS 16”) The IASB issued a new standard, IFRS 16 on January 13, 2016, which supersedes IAS 17 Leases. The new standard brings most leases on the balance sheet for lessees under a single model and eliminates the distinction between operating and finance leases. Lessor accounting remains largely unchanged. The new standard will come into effect for periods beginning on or after April 1, 2019. The Company is currently evaluating the impact of IFRS 16 on its consolidated financial statements.

4 Discontinued Operations

Arnprior Fire Trucks Corp.

In May 2017, the company completed the sale of assets and business of Arnprior Fire Trucks Corp. (AFTC), which constituted the Company’s business of the manufacturing of high end fire and emergency vehicles (the “Fire Truck Business”), to 9584358 Canada Ltd. o/a Eastway Fire and Rescue Vehicles (“Eastway”). The Company and Eastway entered into an asset purchase agreement (the “Purchase Agreement”), dated May 25, 2017 pursuant to which Eastway agreed to acquire the Fire Truck Business from the Company as a going concern. The purchase price paid by Eastway consisted of nominal cash consideration and the obligation for Eastway to complete the outstanding existing fire truck contracts. Eastway leased the Company’s premises to carry on the business until February 2018 when it ceased operations.

Plaintree Systems Inc.

Notes to the condensed consolidated interim financial statements

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

Madawaska Doors

As of October 2018 the Company has deemed the assets of 9366920 Canada Inc (operating as Madawaska Doors) as held for sale. The business is expected to be closed in the Company's third fiscal quarter.

5. Inventories

	September 30, 2018	March 31, 2018 *
	\$	\$
Raw materials	1,393,122	915,389
Work in process	599,017	698,496
Finished goods	15,694	131,304
	2,007,833	1,745,189

* The Company adopted IFRS 15 as described in Notes 3. Under this adoption, the comparative information is not restated.

The cost of inventories recognized as an expense during the six month period was \$8,745,090 (September 30, 2017 - \$5,234,985). The total carrying value of inventory as at September 30, 2018, was pledged as security through general security agreements under bank lines of credit and related party liabilities.

Plaintree Systems Inc.**Notes to the condensed consolidated interim financial statements**

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

6. Long-term debt

	September 30, 2018	March 31, 2018
	\$	\$
Bank loan bearing interest at a rate equal to the bank's LIBOR Rate plus 3.93%, due in monthly principal installments of \$4,028 secured by a general security agreement, matures May 2020	604,819	633,596
Bank loan bearing interest at a rate of prime plus 1.25% per annum, payable in monthly principal plus interest installments of \$4,221, secured by a general security agreement, maturing March 2035	162,594	183,718
Demand non-revolving loan payable in monthly blended installments of principal and interest, at a rate of prime plus 1.5%, secured by general security agreement, maturing five years from the date of each draw-down or February 2022	38,074	43,093
Demand non-revolving loan payable in monthly blended installments of principal and interest, at a rate of prime plus 1.5%, secured by general security agreement, maturing five years from the date of each draw-down or October 2021	141,153	161,996
Demand non-revolving loan, interest only monthly payments at a rate of prime plus 2.0%, secured by general security agreement, payable on demand maturing five years from date of advance	100,000	100,000
	1,046,640	1,122,403
Current portion	(255,098)	(255,098)
	791,542	867,305

Plaintree Systems Inc.**Notes to the condensed consolidated interim financial statements**

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

7. Capital Leases

	September 30, 2018	March 31, 2018
	\$	\$
Capital lease payable in monthly installments of \$639, bearing interest at 2.49% per annum, maturing October 2019	8,187	11,890
Capital lease payable in monthly installments of \$1,205, bearing interest at 5.994% per annum, maturing January 2020	17,552	24,138
Capital lease payable in monthly installments of \$2,959 USD, bearing interest at 7.0 % per annum, maturing June 2021	117,824	132,765
Capital lease payable in monthly installments of \$1,110, bearing interest at 8.11 % per annum, maturing May 2022	32,354	-
Capital lease payable in monthly installments of \$4,644 USD, bearing interest at 5.489 % per annum, maturing May 2023.	296,417	-
Capital lease payable in monthly installments of \$1,081, bearing interest at 4.968% per annum, maturing May 2021.	43,658	-
Capital lease payable in monthly installments of \$6,899 USD, bearing interest at 4.50% per annum, maturing October 2021	308,023	352,684
Capital lease payable in monthly installments of \$2,158, bearing interest at 5.094% per annum, maturing January 2020	31,488	43,458
	855,503	564,935
Current portion	(260,508)	(178,375)
	594,995	386,560

Plaintree Systems Inc.

Notes to the condensed consolidated interim financial statements

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

8. Government assistance

The Company's Summit Aerospace USA Inc. division accepted a loan of \$720,000 USD (\$948,096 CAD) from the Pennsylvania Industrial Development Authority (PIDA) as partial financing towards the manufacturing facility in Pocono Summit, PA purchased in May 2013. Monthly repayments are amortized over fifteen years at a fixed rate of 1.5%. The loan facility is for a term of seven years, funding 45% of the cost of the building, land and renovations.

The Company records the government loan at its estimated fair value at the date in which the payments are recorded. The estimated fair value of the loan payable is determined by discounting future cash flows associated with the loan at a discount rate which represents the estimated borrowing rate to the Company. The difference between the face value of the loan and the estimated fair value is deemed to be government assistance. The loan payable is accreted to the face value over the term of the loan and is recognized as accretion expense.

	Loan present value	Deferred Government Assistance	Repayable government assistance
	\$	\$	\$
Opening Balance	619,951	105,710	725,661
Loan adjustment for exchange	2,423	(915)	1,508
Repayments	(30,079)	1,362	(28,717)
Accretion	8,422	(8,422)	-
September 30, 2018	600,717	97,735	698,452
Current Portion	(39,000)	(19,000)	(58,000)
Balance	561,717	78,735	640,452

Plaintree Systems Inc.

Notes to the condensed consolidated interim financial statements

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

9. Property, plant and equipment

	Factory equipment	Computer equipment	Furniture	Vehicles	Lease improvements	Building	Land	Total
	\$	\$	\$	\$	\$	\$	\$	\$
Cost, balance								
March 31, 2017	7,605,358	1,097,099	204,082	444,666	2,191,361	1,857,088	275,431	13,675,085
Additions	191,211	3,597	-	14,587	69,890	-	-	279,285
Disposals	(18,885)	-	(664)	(5,000)	-	-	-	(24,549)
March 31, 2018	7,777,684	1,100,696	203,418	454,253	2,261,251	1,857,088	275,431	13,929,821
Additions	695,260	4,208	-	-	30,416	-	-	729,883
Held for Sale	(77,023)	-	-	-	(20,282)	(55,625)	(40,000)	(192,930)
September 30, 2018	8,395,921	1,104,904	203,418	454,253	2,271,384	1,801,463	235,431	14,466,774
Accumulated depreciation, balance								
March 31, 2017	(5,237,487)	(1,071,894)	(199,559)	(372,415)	(1,136,204)	(531,076)	-	(8,548,635)
Depreciation	(554,261)	(11,218)	(1,060)	(38,943)	(206,223)	(101,955)	-	(913,660)
March 31, 2018	(5,791,748)	(1,083,112)	(200,619)	(411,358)	(1,342,427)	(633,031)	-	(9,462,295)
Depreciation	(279,916)	(5,635)	(441)	(13,581)	(104,312)	(51,102)	-	(454,987)
Held for Sale	23,532	-	-	-	20,282	8,406	-	52,220
September 30, 2018	(6,048,132)	(1,088,747)	(201,060)	(424,939)	(1,426,457)	(675,727)	-	(9,865,062)
Carrying amount,								
March 31, 2018	1,985,936	17,584	2,799	42,895	918,824	1,224,057	275,431	4,467,526
September 30, 2018	2,347,789	16,157	2,358	29,314	844,927	1,125,736	235,431	4,601,713
Held for Sale								
	53,491	-	-	-	-	47,219	40,000	140,710

10. Intangibles

	Customer relationship	Non-competition agreement	Computer software	Total
	\$	\$	\$	\$
Cost, balance				
March 31, 2017	1,303,270	10,000	192,410	1,505,680
Additions	-	-	8,620	8,620
Disposals	-	-	(18,197)	(18,197)
March 31, 2018	1,303,270	10,000	182,833	1,496,103
Additions	-	-	4,926	4,926
September 30, 2018	1,303,270	10,000	187,759	1,501,029
Accumulated depreciation, balance				
March 31, 2017	(651,635)	(7,693)	(190,639)	(849,967)
Depreciation	(130,327)	(1,539)	(5,155)	(137,021)
Disposals	-	-	18,197	18,197
March 31, 2018	(781,962)	(9,232)	(177,597)	(968,791)
Depreciation	(65,163)	(769)	(2,621)	(68,554)
September 30, 2018	(847,125)	(10,000)	(180,218)	(1,037,345)
Carrying amount,				
March 31, 2018	521,308	768	5,236	527,312
September 30, 2018	456,145	(0)	7,541	463,685

Plaintree Systems Inc.

Notes to the condensed consolidated interim financial statements

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

11. Due to related parties

	September 30, 2018	March 31, 2018
	\$	\$
Due to senior officers and directors	4,159,667	4,309,565
Dividends payable	60,000	60,000
Due to Targa Group Inc., convertible debentures	247,672	247,672
Due to Tidal Quality Management Inc.	754,777	762,073
Due to Targa Group Inc., demand loan	66,581	66,581
Due to Targa Group Inc., line of credit	510,762	532,763
Due to Targa Group Inc., demand loan interest	134,812	134,812
	5,934,272	6,113,466
Less: current portion	(260,152)	(356,000)
	5,674,120	5,757,466

As at September 30, 2018, the amount owing to senior officers of the Company was \$4,149,515 (consisting of \$2,913,881 principal and \$1,235,634 interest) as compared to \$4,273,565 (consisting of \$3,037,931 principal and \$1,235,634 interest) as at March 31, 2018. As at September 30, 2018, an amount of \$10,152 (\$36,000 as at March 31, 2018) is owed to a director of the Company for additional consulting services, who received \$14,000 in the six month ending September 30, 2018. The senior officers have agreed to cancel their current consulting agreements taking nominal payments only and discontinue interest payments accruing on balances as of April 1, 2016. During the six months ending September 30, 2018 payments in the amount of \$240,050 (\$149,898 from historical debt and \$90,152 current year consulting expenses) were paid to senior officers and a director. The amount \$3,899,515 is classified as long-term as the party has subordinated the debt to the Company's bank.

On July 14, 2011, the board of directors of the Company declared a cash dividend of \$10.91405 per Class A preferred share (\$200,000 in the aggregate) payable on July 22, 2011, to the holders of record at the close of business on July 18, 2011. The Class A preferred shares are held by related parties and are entitled to annual cumulative dividends of 8% on the \$1,000 redemption amount of the Class A preferred share. An amount of \$60,000 (\$60,000 - March 31, 2018) of the dividend remains outstanding as at September 30, 2018. The balance is classified as long-term as the related party has agreed not to demand payment before November 2019.

As at September 30, 2018, a balance of \$247,672 (\$247,672 - March 31, 2018) of the due to related parties is convertible into common shares of the Company at a rate of \$0.0115 at the option of Targa. The balance is classified as long-term as the related party has agreed not to demand payment before November 2019.

Until March 31, 2003, the Company leased facilities from a company controlled by Targa. Lease arrears owing to this related party amounted to \$174,974 (\$174,974 - March 31, 2018). The Company accepted partial financing in the form of a note payable in the amount of \$373,473 during fiscal 2014 from Tidal for a new facility in Pocono Summit. As at September 30, 2018 a balance of \$262,471 remains outstanding. Loans totaling \$420,003 owed to Spotton by Tidal have been consolidated into the net balance as of April 1, 2014, with the acquisition of Spotton Corp by the Company. The party agreed to discontinue interest accruing on unpaid balances as at April 1, 2016. Until then the interest was at bank prime plus 2% and accrues on the principal balance for a balance of \$182,889 as of September 30, 2018 (\$182,889 - March 31, 2017). The party has agreed not to demand repayment of the total balance of \$200,330 (\$207,626 - March 31, 2018) before November 2019 and the amount is classified as long-term.

Plaintree Systems Inc.

Notes to the condensed consolidated interim financial statements

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

On May 31, 2017, Tidal refinanced its approximately \$345,000 mortgage on one of its properties, increasing the mortgage to \$900,000. Plaintree has guaranteed the Tidal loan and granted a security interest over its assets as security for this guarantee. Tidal used a portion of the proceeds from the refinancing to loan \$554,447 to the Company. The related party loan currently bears interest at a rate of 19% per annum. Interest is payable monthly and the principal is due on maturity. The balance is classified as long-term as the related party has agreed not to demand payment before November 2019.

The Company has a demand loan of up to \$1,800,000 and a revolving line of credit of up to \$1,000,000 with Targa. The party has agreed to discontinue interest payments accruing on balances as of April 1, 2016. Under the loan agreements, all amounts advanced to the Company are payable on demand and bear interest at bank prime plus 2%. The Targa Demand Loan is secured by a security interest granted over the assets of the Company. As at September 30, 2018, nil, (nil – March 31, 2018) remained outstanding on the demand loan with accumulated interest of \$66,581 (\$66,581 – March 31, 2018). As at September 30, 2018, \$268,165 (\$290,165 – March 31, 2018) remained outstanding on the line of credit with accumulated interest of \$242,598 (\$242,598 – March 31, 2018) for a balance of \$510,763 (\$532,763 – March 31, 2018). Targa has agreed that it will not demand repayment before November 2019 and, accordingly, the amounts are classified as long-term.

Accumulated interest in the amount of \$134,812 (\$134,812 – March 31, 2018), on a loan from Targa remains outstanding as of September 30, 2018. The party has agreed not to demand repayment before November 2019 and, accordingly, the amount is classified as long-term.

12. Share capital

Authorized, unlimited number

Common shares

Class A preferred shares

Issued

Common shares

Class A preferred shares

\$

12,925,253

18,325

Class A 8% cumulative dividend, calculated on redemption amount, redeemable at the option of the Company at any time at \$1000 per share plus accrued dividends; liquidation preference of the redemption value plus cumulative dividends (when and if declared) to common shares; non-voting. As of September 30, 2018, the accrued and unpaid dividends of Class A preferred shares were \$14,593,000.

Stock option plans

The Company's Stock Option Plan allows the Company to grant options to officers and service providers to a maximum number of 1,200,000.

Options under the stock option plans are issued for a period as determined by the Board of Directors of the Company at the time of grant up to a period of ten years from the date of grant and the exercise price may not be less than the latest closing price of the common shares on the last trading day preceding the date of grant. Eligibility is determined by the Company's Board of

Plaintree Systems Inc.

Notes to the condensed consolidated interim financial statements

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

Directors and the aggregate number available for issuance to any one person may not exceed 5% of the issued and outstanding common shares.

There are no stock options outstanding as at September 30, 2018 or March 31, 2018.

Net (loss) income attributable to common shares used in the numerator of basic and diluted earnings per share is calculated as follows:

13. Basic and diluted earnings per share

For the years ended March 31, 2018 and 2017, diluted earnings per share equals basic earnings per share due to the anti-dilutive effect of options and convertible instruments.

	Three months ending		Six months ending	
	September 30, 2018	September 30, 2017 *	September 30, 2018	September 30, 2017 *
	\$	\$	\$	\$
Net profit	1,234,787	576,315	1,355,407	929,079
Cumulative dividends on preferred shares - per annum	(366,500)	(366,500)	(733,000)	(733,000)
Net profit attributable to common shares (basic and diluted)	868,287	209,815	622,407	196,079
Basic and diluted weighted average shares outstanding	12,925,253	12,925,253	12,925,253	12,925,253
Basic and diluted earnings per share				
continuing and discontinued operations	0.07	0.02	0.05	0.02
continuing operations	0.08	0.02	0.06	0.00

* The Company adopted IFRS 15 as described in Note 3. Under this adoption, the comparative information is not restated.

14. Business segment information

The Company's chief decision maker, the CEO, tracks the Company's operations as two business segments - the design, development, manufacture, marketing and support of electronic products, and the specialty structural products. The Company determines the geographic location of revenue based on the location of its customers.

Revenue by division

	Three months ending		Six months ending	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
	\$	\$	\$	\$
Electronics	1,696,622	1,644,252	3,768,477	3,156,250
Specialty Structures	5,759,431	2,568,067	8,467,889	4,555,998
	7,456,053	4,212,319	12,236,366	7,712,248

Plaintree Systems Inc.**Notes to the condensed consolidated interim financial statements**

For the Quarters ended September 30, 2018 and September 30, 2017 (unaudited)

(In Canadian dollars)

Revenue by geographical location

	Three months ending		Six months ending	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Canada	2,978,071	2,424,775	5,087,750	3,645,772
United States	1,769,116	1,629,959	3,989,353	3,816,168
Kuwait	2,257,290	-	2,257,290	-
Chile	550,977	155,661	813,378	168,285
Other	(99,401)	1,924	88,595	82,023
	7,456,053	4,212,319	12,236,366	7,712,248

Net earnings before taxes by division

	Three months ending		Six months ending	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Electronics	468,193	221,600	958,670	361,649
Specialty Structures	903,183	382,655	584,571	411,822
	1,371,376	604,255	1,543,241	773,471

Product revenue concentration (customers with revenue in excess of 10%)

	Three months ending		Six months ending	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Number of customers	2	-	2	-
% of total revenue	17%, 30%	-	16%, 18%	-

* The Company adopted IFRS 15 as described in Note 3. Under this adoption, the comparative information is not restated.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

PLAINTREE SYSTEMS INC.

For the six months ended September 30, 2018 and September 30, 2017

Date: November 21, 2018

The following discussion and analysis is the responsibility of management and has been reviewed by the Audit Committee of Plaintiff Systems Inc ("Plaintree" or the "Company") and approved by the Board of Directors of Plaintiff. The Board of Directors carries out its responsibilities for the financial statements and management's discussion and analysis principally through the Audit Committee, which is comprised exclusively of independent directors.

The following discussion of the financial condition, changes in financial condition and results of operations of Plaintiff is for the six months ended September 30, 2018 and September 30, 2017. Historical results of operations, percentage relationships and any trends that may be inferred there from are not necessarily indicative of the operating results of any future periods. Unless otherwise stated all amounts are in Canadian dollars following the requirements of the International Financial Reporting Standards ("IFRS"). The information contained herein is dated as of November 21, 2018 and is current to that date, unless otherwise stated. Management is responsible for ensuring that processes are in place to provide sufficient knowledge to support the representations made in the annual filings. Our Audit Committee and Board of Directors provide an oversight role with respect to all public financial disclosures by the Company, and have reviewed this MD&A and the accompanying financial statements.

W. David Watson II, President and Chief Executive Officer, and Lynn E. Saunders, Chief Financial Officer, in accordance with National Instrument 52-109 ("NI52-109"), have both certified that they have reviewed the annual financial statements and this MD&A ("the annual Filings") and that, based on their knowledge having exercised reasonable diligence, (a) the annual Filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made with respect to the period covered by the annual Filings; and (b) the annual financial statements together with the other financial information included in the annual Filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the dates and for the periods presented in the annual Filings.

Investors should be aware that the inherent limitations on the ability of certifying officers of a venture issuer to design and implement, on a cost effective basis, Disclosure Controls and Procedures and Internal Controls over Financial Reporting as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Caution Regarding Forward Looking Information

This MD&A of the Company contains certain statements that, to the extent not based on historical events, are forward-looking statements based on certain assumptions and reflect Plaintiff's current expectations. Forward-looking statements include, without limitation, statements evaluating market and general economic conditions, and statements regarding growth strategy and future-oriented project revenue, costs and expenditures. Actual results could differ materially from those projected and should not be relied upon as a prediction of future events. A variety of inherent risks, uncertainties and factors, many of which are beyond Plaintiff's control, affect the operations, performance and results of Plaintiff and its business, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. Some of these risks, uncertainties and factors include the impact or unanticipated impact of: companies evaluating Plaintiff's products delaying purchase decisions; current, pending and proposed legislative or regulatory developments in the

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

jurisdictions where Plaintiff operates; change in tax laws; political conditions and developments; intensifying competition from established competitors and new entrants in the industry; technological change; currency value fluctuation; general economic conditions worldwide, including in China; Plaintiff's success in developing and introducing new products and services, expanding existing distribution channels, developing new distribution channels and realizing increased revenue from these channels. This list is not exhaustive of the factors that may affect any of Plaintiff's forward-looking statements. Plaintiff undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results otherwise. Readers are cautioned not to put undue reliance on forward-looking statements. Readers should also carefully review the risks concerning the business of the Company and the industries in which it operates generally described in the documents filed from time to time with Canadian securities regulatory authorities.

Overview

Plaintree Systems Inc. ("Plaintree" or the "Company") was incorporated in Canada under the Canada Business Corporation Act and is publicly traded on the Canadian Securities Exchange ("CSE") under "NPT". The Company operates an Electronics division (the Hypernetics business), Summit Aerospace USA Inc. ("Summit Aerospace") and a Specialty Structures division (the Triodetic business) and Spotton Corporation. Plaintree is a diversified company with proprietary technologies and manufacturing capabilities in structural design and aerospace. The Hypernetics business manufactures avionic components for various applications including aircraft antiskid braking, aircraft instrument indicators, solenoids, and permanent magnet alternators. The Triodetic business is a design/build manufacturer of steel, aluminum, and stainless steel specialty structures such as commercial domes, free form structures, barrel vaults, space frames, and industrial dome coverings. Summit Aerospace specializes in the high-end machining of super-alloys for the aircraft and helicopter markets. Spotton's business involves the design and manufacture of high-end custom hydraulic and pneumatic valves and cylinders for the industrial, oil and gas markets. 9366920 Canada Inc. (operating as Madawaska Doors) business involves the manufacturing and selling of high quality, 100% natural solid wood custom doors and related parts and materials. Until June 2017 the Specialty Structures division included Arnprior Fire Trucks Corp. ("AFTC") and on June 6, 2017, the Company completed the sale of assets and business of AFTC. Until October 31, 2018, the Specialty Structures division included Madawaska Doors business. This business and its assets are currently held for sale. The business is expected to be closed in the Company's third fiscal quarter.

The address of the Company's registered office and principal place of business is 10 Didak Drive, Arnprior, Ontario.

The Company's common shares are quoted on the CSE under symbol "NPT" in Canada.

Control Activities

The Company's Chief Executive Officer and Chief Financial Officer exercise reasonable diligence around the controls and procedures designed to provide reasonable assurance that financial information disclosed is recorded, processed and disclosed reliability.

Selected Financial Information

Company's consolidated financial statements are stated in Canadian dollars and are prepared in accordance with International Financial Reporting Standards ("IFRS"). The following table sets forth selected financial information from the Company's interim financial statements:

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(\$000s, except per share amounts)

	Three months ending		Six months ending	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Revenue	\$ 7,456	\$ 4,212	\$ 12,236	\$ 7,712
Net earnings and comprehensive earnings	1,235	576	1,355	929
Net earnings (loss) attributed to common shareholders	868	209	622	196
Basic and diluted earnings (loss) per share	0.07	0.02	0.05	0.02

(\$000s, except per share amounts)

	September 30, 2018	March 31, 2018
Total assets	\$ 13,250	\$ 12,135
Total liabilities	12,005	12,702
Long-term liabilities	7,701	7,660
Cash dividends declared per share	nil	nil

Results of Operations

	Three months ending			Six months ending		
	September 30, 2018	September 30, 2017	Change from	September 30, 2018	September 30, 2017	Change from
Revenue	\$ 7,456	\$ 4,212	\$ 3,244	\$ 12,236	\$ 7,712	\$ 4,524
Cost of sales	5,113	2,778	2,335	8,792	5,282	3,510
Gross margin	2,343	1,434	909	3,444	2,430	1,014
	31%	34%		28%	32%	
Operating expenses:						
Research and development	403	340	63	786	616	170
Finance and administration	319	260	59	648	605	43
Sales and marketing	107	135	(28)	226	264	(38)
(Gain) loss of disposal of assets	-	-	-	-	-	-
Interest expense	125	86	39	216	147	69
Loss on foreign exchange	18	9	9	25	25	-
	972	830	142	1,901	1,657	244
Net profit (loss) and comprehensive profit (loss) before other income	1,371	604	767	1,543	773	770
Other gain (losses)						
Gain (loss) from discontinued operations	(136)	(28)	(108)	(188)	156	(344)
Net earnings (loss) and comprehensive earnings (loss)	1,235	576	659	1,355	929	426

Business segment information

The Company's chief decision maker, the CEO, tracks the Company's operations as two business segments - the design, development, manufacture, marketing and support of electronic products, and the specialty structural products. The Company determines the geographic location of revenue based on the location of its customers.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Revenue by division

	Three months ending		Six months ending	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
	\$	\$	\$	\$
Electronics	1,696,622	1,644,252	3,768,477	3,156,250
Specialty Structures	5,759,431	2,568,067	8,467,889	4,555,998
	7,456,053	4,212,319	12,236,366	7,712,248

Revenue by geographical location

	Three months ending		Six months ending	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Canada	2,978,071	2,424,775	5,087,750	3,645,772
United States	1,769,116	1,629,959	3,989,353	3,816,168
Kuwait	2,257,290	-	2,257,290	-
Chile	550,977	155,661	813,378	168,285
Other	(99,401)	1,924	88,595	82,023
	7,456,053	4,212,319	12,236,366	7,712,248

Net earnings before taxes by division

	Three months ending		Six months ending	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Electronics	468,193	221,600	958,670	361,649
Specialty Structures	903,183	382,655	584,571	411,822
	1,371,376	604,255	1,543,241	773,471

Product revenue concentration (customers with revenue in excess of 10%)

	Three months ending		Six months ending	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Number of customers	2	-	2	-
% of total revenue	17%, 30%	-	16%, 18%	-

* The Company adopted IFRS 15 as described in Note 3. Under this adoption, the comparative information is not restated.

Revenues

Total product revenue for the first six months of fiscal 2019 was \$12,236,366 compared to \$7,712,248 in first six months of fiscal 2018. The Company adopted IFRS 15 as at April 1, 2018 as described in Note 3. Under this adoption, the comparative information is not restated.

Plaintree has two diversified business divisions: Specialty Structures and Electronics.

Plaintree's Electronics Division revenues for the first six months of fiscal 2019 were \$3,768,477 compared to \$3,156,250 for the first six months fiscal 2018.

Plaintree's Specialty Structures Division revenue for the first six months of fiscal 2019 \$8,467,889 in fiscal 2018 from \$4,555,998 in the first six months of fiscal 2018.

Gross Margin

Total gross margin in the first six months of fiscal 2019 decreased to 28% compared to 32% in the first six months of fiscal 2018.

Operating Expenses

Research and development expenses

Research and development expenses were \$786,536 and \$615,937 in the first six months of fiscals 2019 and 2018, respectively. Research and development expenditures consist primarily of development engineering and personnel expenses.

Research and development expenses are expected to remain at comparable levels throughout fiscal 2019.

Finance and administration expenses

Finance and administration expenses were \$648,199 and \$604,547 in the first six months of fiscals 2019 and 2018 respectively. Finance and administration expenses consist primarily of costs associated with managing the Company's finances, which included financial staff, legal and audit activities.

Finance and administration expenses are expected to remain at comparable levels throughout fiscal 2019.

Sales and marketing expenses

Sales and marketing expenses were \$225,551 and \$264,508 in the first six months of fiscals 2019 and 2018, respectively. These expenses consisted primarily of personnel and related costs associated with Company's sales and marketing departments, which include sales commissions, advertising, travel, trade shows and other promotional activities.

Sales and marketing expenses are expected to increase moderately in fiscal 2019.

Interest expense

Interest expense consists of interest incurred on bank and related party debt. Interest expenses amounted to \$216,504 and \$146,818 for the six months ended September 30 2018 and September 30, 2017, respectively. The majority of the Company's debt accrues interest at variable rates based on the Company's bank prime lending rate of interest. During fiscal 2018, a related party refinanced its approximately \$345,000 mortgage on one of its properties, increasing the mortgage to \$900,000. Plaintiff guaranteed the loan and granted a security interest over its assets as security for this guarantee. The related party used a portion of the proceeds from the refinancing to loan \$554,447 to the Company. The related party loan currently bears interest at a rate of 19% per annum. Interest is payable monthly and the principal is due on maturity. All other related parties with loans to the Company agreed to discontinue interest payments accruing on balances as of April 1, 2016.

Gain on foreign exchange

The Company reported loss on foreign exchange of \$24,603 and \$24,979 for the six months ended September 30, 2018 and September 30, 2017, respectively. The gain/loss on foreign exchange represents the gain/loss, realized or unrealized, of transactions and year end foreign balances that are completed in currencies other than the Company's reporting currency.

Net earnings (loss), Comprehensive earnings (loss) and Net earnings (loss) Attributable to Common Shareholders

Net earnings and comprehensive earnings for the six months ended September 30, 2018 and September 30, 2017 was \$622,407 and \$196,079. Net income attributed to common shareholders is calculated by reducing net income by the \$1,466,000 cumulative dividends that accrue annually on the Class A preferred shares. The cumulative dividends accrue at 8% per annum on the face value of the \$18,325,000 for the Class A preferred shares and as September 30, 2018 the accrued and unpaid dividends on the Class A preferred shares were \$14,593,000 (March 31, 2018 - \$13,860,000).

Quarterly Results

The following table sets out selected unaudited consolidated financial information for the last eight quarters in fiscals 2019 and 2018 and 2017:

Quarters ended (unaudited, in \$000s except per share data)

	Sept 30 2018 Q2- 2019	June 30 2018 Q1- 2019	Mar 31 2018 Q4- 2018	Dec 31 2017 Q3- 2018	Sept 30 2017 Q2- 2018	June 30 2017 Q1-2018	Mar 31 2017 Q4- 2017	Dec 31 2016 Q3- 2017
Revenue (1) (2)	\$ 7,456	\$ 5,031	\$ 6,517	\$ 4,462	\$ 4,410	\$ 3,617	\$ 2,811	\$ 3,057
Net earnings (loss) and total comprehensive earnings (loss)	1,235	121	803	817	576	352	(1,600)	(564)
Net earnings (loss) attributed to common shareholders	868	(264)	435	451	210	(14)	(1,894)	(930)
Basic and diluted earnings (loss) per share	0.07	(0.02)	0.03	0.03	0.02	0.00	(0.15)	(0.07)

(1) Revenue of discontinued operations has been removed for all periods.

(2) The Company adopted IFRS 15 as of April 1, 2018 (Q1-2019) as described in Note 3. Under this adoption, the comparative information is not restated.

Liquidity and Capital Resources

(\$000s)

	September 30, 2018	September 30, 2017	Change
	\$	\$	\$
Cash	(961)	(387)	(574)
Working Capital	3,880	(896)	4,776

	September 30, 2018	September 30, 2017	Change
	\$	\$	\$
Net cash (used in) provided by:			
Operating activities	80	262	(182)
Investing activities	(735)	(249)	(486)
Financing activities	8	(76)	84

Cash

As at September 30, 2018, the Company was in a cash deficit balance of \$960,980, a decrease of \$646,270 from cash deficit balance of \$314,710 in March 31, 2018.

Working Capital

Working capital represents current assets less current liabilities. As at September 30, 2018, the Company had working capital of \$3,880,449 compared to working capital of \$2,117,174 at March 31, 2018. The Company is subject to various covenants on the long-term debt (including debt to tangible net worth, current assets to current liabilities and debt service ratios).

Operating activities

Cash provided by operating activities for the six months ending September 30, 2018 was \$80,137 representing a decrease of \$181,900 from surplus cash provided of \$262,037 for the respective period during fiscal 2018. Cash provided by operating activities during this period was primarily the result of increased earnings.

Investing activities

Cash used in investing activities for the first six months ending September 30, 2018 was \$734,809 representing an increase of \$486,299 in cash used from \$248,510 in the respective period during fiscal 2018. The increase in cash used during this period was primarily due to the payments to acquire capital.

Financing activities

Cash provided in financing activities for the first six months of fiscal 2019 was \$8,803, an increase of \$84,191 for the same period in fiscal 2018 where net cash utilized in financing activities was \$75,788. Cash provided by financing activities during the period relates primarily to newly acquired capital leases.

Outlook

The Company has in place a credit facility of up to \$2,100,000 through its bank based on acceptable trade receivables and inventory. The total amount available to the Company as at September 30, 2018 was \$2,100,000 of which \$590,585 was in use and a letter of credit in the amount of US\$287,200 (\$371,780 CAD) leaving \$1,137,635 available. The Company's analysis of forecasted sales and expenses indicate improvement in both sales and cash flow as a result of contracts bid and/or signed, and their expected margins on these projects. As a result, the Company believes that it has sufficient cash resources to meet its obligations, beyond the next 12 months.

Due to related parties

	September 30, 2018	March 31, 2018
	\$	\$
Due to senior officers and directors	4,159,667	4,309,565
Dividends payable	60,000	60,000
Due to Targa Group Inc., convertible debentures	247,672	247,672
Due to Tidal Quality Management Inc.	754,777	762,073
Due to Targa Group Inc., demand loan	66,581	66,581
Due to Targa Group Inc., line of credit	510,762	532,763
Due to Targa Group Inc., demand loan interest	134,812	134,812
	5,934,272	6,113,466
Less: current portion	(260,152)	(356,000)
	5,674,120	5,757,466

As at September 30, 2018, the amount owing to senior officers of the Company was \$4,149,515 (consisting of \$2,913,881 principal and \$1,235,634 interest) as compared to \$4,273,565 (consisting of \$3,037,931 principal and \$1,235,634 interest) as at March 31, 2018. As at September 30, 2018, an amount of \$10,152 (\$36,000 as at March 31, 2018) is owed to a director of the Company for additional consulting services, who received \$14,000 in the six month ending September 30, 2018. The senior officers have agreed to cancel their current consulting agreements taking nominal payments only and discontinue interest payments accruing on balances as of April 1, 2016. During the six months ending September 30, 2018 payments in the amount of \$240,050 (\$149,898 from historical debt and \$90,152 current year consulting expenses) were paid to senior officers and a director. The amount \$3,899,515 is classified as long-term as the party has subordinated the debt to the Company's bank.

On July 14, 2011, the board of directors of the Company declared a cash dividend of \$10.91405 per Class A preferred share (\$200,000 in the aggregate) payable on July 22, 2011, to the holders of record at the close of business on July 18, 2011. The Class A preferred shares are held by related parties and are entitled to annual cumulative dividends of 8% on the \$1,000 redemption amount of the Class A preferred share. An amount of \$60,000 (\$60,000 - March 31, 2018) of the dividend remains outstanding as at September 30, 2018. The balance is classified as long-term as the related party has agreed not to demand payment before November 2019.

As at September 30, 2018, a balance of \$247,672 (\$247,672 - March 31, 2018) of the due to related parties is convertible into common shares of the Company at a rate of \$0.0115 at the option of Targa. The balance is classified as long-term as the related party has agreed not to demand payment before November 2019.

Until March 31, 2003, the Company leased facilities from a company controlled by Targa. Lease arrears owing to this related party amounted to \$174,974 (\$174,974 - March 31, 2018). The Company accepted partial financing in the form of a note payable in the amount of \$373,473

during fiscal 2014 from Tidal for a new facility in Pocono Summit. As at September 30, 2018 a balance of \$262,471 remains outstanding. Loans totaling \$420,003 owed to Spotton by Tidal have been consolidated into the net balance as of April 1, 2014, with the acquisition of Spotton Corp by the Company. The party agreed to discontinue interest accruing on unpaid balances as at April 1, 2016. Until then the interest was at bank prime plus 2% and accrues on the principal balance for a balance of \$182,889 as of September 30, 2018 (\$182,889 - March 31, 2017). The party has agreed not to demand repayment of the total balance of \$200,330 (\$207,626 - March 31, 2018) before November 2019 and the amount is classified as long-term.

On May 31, 2017, Tidal refinanced its approximately \$345,000 mortgage on one of its properties, increasing the mortgage to \$900,000. Plaintiff has guaranteed the Tidal loan and granted a security interest over its assets as security for this guarantee. Tidal used a portion of the proceeds from the refinancing to loan \$554,447 to the Company. The related party loan currently bears interest at a rate of 19% per annum. Interest is payable monthly and the principal is due on maturity. The balance is classified as long-term as the related party has agreed not to demand payment before November 2019.

The Company has a demand loan of up to \$1,800,000 and a revolving line of credit of up to \$1,000,000 with Targa. The party has agreed to discontinue interest payments accruing on balances as of April 1, 2016. Under the loan agreements, all amounts advanced to the Company are payable on demand and bear interest at bank prime plus 2%. The Targa Demand Loan is secured by a security interest granted over the assets of the Company. As at September 30, 2018, nil, (nil - March 31, 2018) remained outstanding on the demand loan with accumulated interest of \$66,581 (\$66,581 - March 31, 2018). As at September 30, 2018, \$268,165 (\$290,165 - March 31, 2018) remained outstanding on the line of credit with accumulated interest of \$242,598 (\$242,598 - March 31, 2018) for a balance of \$510,763 (\$532,763 - March 31, 2018). Targa has agreed that it will not demand repayment before November 2019 and, accordingly, the amounts are classified as long-term.

Accumulated interest in the amount of \$134,812 (\$134,812 - March 31, 2018), on a loan from Targa remains outstanding as of September 30, 2018. The party has agreed not to demand repayment before November 2019 and, accordingly, the amount is classified as long-term.

New Standards effective April 2018

(a) IFRS 9 - Financial instruments

IFRS 9 Financial Instruments ("IFRS 9") The IASB issued the final version of IFRS 9 on July 24, 2014, which replaces IAS 39 Financial Instruments: Recognition and Measurement. This final version of IFRS 9 represents the completion of this project and it includes requirements for recognition and measurement, impairment, derecognition and general hedge accounting. IFRS 9 does not address the specific accounting for open portfolios or macro hedging as these items are part of a separate IASB project that is currently ongoing. This final Standard introduces a single, principles-based approach that amends both the categories and associated criteria for the classification and measurement of financial assets, which is driven by the entity's business model for the portfolio in which the assets are held and the contractual cash flows of these financial assets. Certain amendments have been made to the financial asset classification and measurement principles in prior versions of IFRS 9.

This new Standard supersedes all prior versions of IFRS 9. The effective date for this standard began for annual periods beginning on or after April 1, 2018. The Company will begin to report under this standard for its reporting periods in fiscal 2019. IFRS 9 requires the Company to record expected credit losses on all trade receivables, either on a 12-month or lifetime basis.

The adoption of IFRS 9 has not had an effect on the Company's accounting policies related to financial liabilities.

There was no material impact of the transition to IFRS 9 on the Company's statement of financial position at March 31, 2018.

New Standards effective April 2018 (continued)

(b) IFRS 15 – Revenue from contracts with customers

IFRS 15 Revenue from Contracts with Customers ("IFRS 15") IFRS 15 was issued by the IASB on May 28, 2014, and replaced IAS 18, Revenue, IAS 11, Construction Contracts, and related interpretations on revenue. IFRS 15 sets out the requirements for recognizing revenue that apply to all contracts with customers, except for contracts that are within the scope of the Standards on leases, insurance contracts and financial instruments. IFRS 15 uses a control based approach to recognize revenue which is a change from the risk and reward approach under the current standard.

The Company has transitioned to this standard effective April 1, 2018 and is using the modified retrospective approach. The impact of the transition is shown below.

	Impact of adopting IFRS 15 at April 1, 2018
	\$
Accelerated recognition of contract performance for manufactured products	465,895
Related commission expenses	(9,584)
Impact at April 1, 2018	456,311

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for the products or services. The Company's contracts can contain both products and services, which are generally capable of being distinct and accounted for as a separate performance obligation.

The timing of revenue recognition often differs from contract payment schedules, resulting in revenue that has been earned but not billed. These amounts are included in unbilled receivables. Amounts billed in accordance with customer contracts, but not yet earned, are recorded and presented as part of the deferred revenue.

Effective April 1, 2018, the Company adopted IFRS 15 using the cumulative effect method, with the effect of adopting this standard recognized on April 1, 2018, the date of initial application. Accordingly, the information presented for 2018 has not been restated. It remains as previously reported under IAS 18, IAS 11 and related interpretations.

Prior to adopting IFRS 15, contract costs including commissions paid to employees were expensed upon completion of the related contract revenue.

In its adoption of IFRS 15, the Company has elected to apply the requirements of the new standard only to contracts that are incomplete at the date of initial application. The Company has also elected to apply contract modification practical expedient and reflect the aggregate effect of all contract modifications prior to the transition date.

Impact of adopting IFRS 15:

The following tables summarize the impact of adopting IFRS 15 on the Company's condensed consolidated interim statements of financial position as at September 30, 2018 and its interim statements of comprehensive income for the six months ended September 30, 2018. There was no material impact on the Company's interim statements of cash flows for the six months ended September 30, 2018.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Impact on the condensed consolidated interim statements of financial position as at September 30, 2018:

	As reported	IFRS15 Adjustment	Amount without IFRS 15
	\$	\$	\$
Assets			
Current assets			
Cash	-	-	-
Trade receivables and other receivables	4,840,215	-	4,840,215
Unbilled revenue	889,719	225,886	1,115,605
Inventories	2,007,833	(105,355)	1,902,478
Prepaid expenses and other receivables	306,270	-	306,270
Assets classified as held for sale (Note 4)	140,710	-	140,710
	8,184,747	120,531	8,305,278
Property, plant and equipment	4,601,713	-	4,601,713
Intangible assets	463,685	-	463,685
	13,250,145	120,531	13,370,676
Liabilities			
Current liabilities			
Cash deficit	960,980	-	960,980
Trade and other payables	1,946,159	8,119	1,954,278
Deferred revenue	563,401	-	563,401
Current portion of long-term debt - bank	255,098	-	255,098
Current portion of due to related parties	260,152	-	260,152
Current portion of deferred government assistance	19,000	-	19,000
Current portion of obligations under lease capital	260,508	-	260,508
Current portion of government assistance	39,000	-	39,000
	4,304,298	8,119	4,312,417
Long-term debt - bank	791,542	-	791,542
Deferred government assistance	78,735	-	78,735
Obligations under lease capital	594,995	-	594,995
Repayable government assistance - other	561,717	-	561,717
Due to related parties	5,674,120	-	5,674,120
	12,005,407	8,119	12,013,526
Shareholders' equity			
Issued capital	2	-	2
Contributed surplus	2,090,750	-	2,090,750
Deficit	(846,014)	112,412	(733,603)
	1,244,738	112,412	1,357,149
	13,250,145	120,531	13,370,676

* The Company adopted IFRS 15 as described in Note 3. Under this adoption, the comparative information is not restated.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Impact on the condensed consolidated interim statements of comprehensive income for the six months ended September 30, 2018:

	As reported	IFRS 15 Adjustment	Amount without IFRS 15
	\$		
Revenue	12,236,366	176,078	12,412,444
Cost of sales	8,791,732	75,215	8,866,947
Gross margin	3,444,634	100,863	3,545,497
Operating expenses			
Research and development	786,536	-	786,536
Finance and administration	648,199	-	648,199
Sales and marketing	225,551	8,119	233,670
Interest expense	216,504	-	216,504
Loss on foreign exchange	24,603	-	24,603
	1,901,393	8,119	1,909,512
Net earnings before other gains	1,543,241	92,744	1,635,985
Other			
Loss from discontinued operations	(187,834)	19,668	(168,166)
Net earnings and comprehensive earnings	1,355,407	112,412	1,467,819
Basic and diluted earnings per common share			
From continuing and discontinuing operations	0.05		0.06
From continuing operations	0.06		0.07

New and revised IFRS in issue but not yet effective:

(c) IFRS 16 – Leases

IFRS 16 Leases ("IFRS 16") The IASB issued a new standard, IFRS 16 on January 13, 2016, which supersedes IAS 17 Leases. The new standard brings most leases on the balance sheet for lessees under a single model and eliminates the distinction between operating and finance leases. Lessor accounting remains largely unchanged. The new standard will come into effect for periods beginning on or after April 1, 2019. The Company is currently evaluating the impact of IFRS 16 on its consolidated financial statements.

Facilities

The Company leases a 135,500 sq. /ft. building at 10 Didak Drive in Arnprior, Ontario.

The Company along with its wholly-owned US subsidiary owns a 16,300 sq. ft. manufacturing facility in Pocono Summit, PA.

The Company, through a wholly-owned subsidiary owns a 33,000 sq. ft. manufacturing facility in Barry's Bay, ON for the manufacturing of its Madawaska Door business and is currently held for sale.

Summary of Outstanding Share Data

As at November 21, 2018 the following equity instruments of the Company were issued and outstanding:

Common Shares: 12,925,253

Class A Preferred Shares: * 18,325

* The Class A Preferred shares provide an 8% cumulative dividend based on a value of \$1,000 per share, are redeemable at the option of the Company at any time at \$1,000 per share plus accrued dividends and they are non-voting.

Convertible Debentures:** \$nil principal value

** The Company has issued various tranches of convertible debentures to related parties for total outstanding value at March 31, 2018 of \$247,672 in accrued interest only. Interest is convertible in cash only.

Options:*** None

Additional information relating to the Company may be found on SEDAR at www.sedar.com or the Company's website at www.plaintree.com.