MANAGEMENT'S DISCUSSION AND ANALYSIS

The following is Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of operations of Big Rock Brewery Inc. ("**Big Rock**" or the "**Corporation**") for the years ended December 30, 2019 and 2018.

This MD&A should be read in conjunction with the audited consolidated financial statements of the Corporation and accompanying notes as at and for the years ended December 30, 2019 and 2018 (the "**Consolidated Financial Statements**"). The Consolidated Financial Statements have been prepared using International Financial Reporting Standards ("**IFRS**") and all amounts are reported in thousands of Canadian dollars unless otherwise noted. Additional information about the Corporation, including the Annual Information Form for the year ended December 30, 2019, can be found on SEDAR at www.sedar.com and on Big Rock's corporate website at www.bigrockbeer.com. Readers should also read the section "Forward-Looking Information" contained at the end of this document. This MD&A is dated March 13, 2020.

CORPORATE PROFILE

Big Rock is headquartered in Calgary, Alberta. The Corporation produces premium, all-natural craft beers, ciders and other alcoholic beverages. As one of Canada's largest independently owned craft brewers, Big Rock has an extensive family of permanent ales and lagers, the Rock Creek series of craft ciders, a continually changing selection of seasonal and limited-edition beers and other licensed alcoholic beverages.

Founded in 1985, Big Rock was the first craft brewery in Alberta and stands as a pioneer in the Canadian craft beer industry. Big Rock produces, markets and distributes its premium, high-quality craft beers and ciders, primarily in Canada. The Corporation owns and operates production facilities in Alberta, British Columbia ("**BC**") and Ontario. Today, Big Rock's primary brewing, packaging and warehousing facility is located in Calgary, Alberta and has been in operation since 1996. Big Rock has distribution facilities in Calgary and Edmonton, and sales staff resident in Alberta, BC, Saskatchewan, Manitoba and Ontario.

In April 2015, Big Rock opened a brewery and eatery in Vancouver, BC's thriving downtown craft beer district. This combined brewery and brewpub serves on-premise consumers and provides distribution for Big Rock's products throughout BC. During the fall of 2016, Big Rock opened a third brewery and tasting room in Etobicoke, Ontario, and on February 1, 2017, a fourth location was opened in the Liberty Village area of Toronto, Ontario, and is operated as Liberty Commons at Big Rock Brewery tasting room and restaurant.

Given the Corporation's footprint in Western Canada, the Corporation also has several co-packaging arrangements through private label agreements, and recently, co-manufacturing and licensing agreements.

INDUSTRY TRENDS AND INDICATORS

Today's beverage alcohol consumer in North America is driven by health and wellness, experience and convenience, flavour, premiumization and value. When coupled with low barriers to entry, it has resulted in unprecedented consumer choice and blurring of categories, channels and competition in the beverage alcohol space. The Corporation believes the exponential rise in choice of craft beer over the last 5 years may continue. However, Big Rock also believes that its participation in the growing Ready-to Drink alcohol beverage ("**RTD**") market is vital to the Corporation's future success. The Corporation entered the RTD market in Alberta and BC in 2019 through the licensing of Cottage Springs' products and continues to find growth and success with the brand. Big Rock is also looking to utilize its manufacturing footprint, particularly in Calgary, to pursue new revenue streams from the RTD space, to the extent that the Alberta Gaming, Liquor and Cannabis Commission ("**AGLC**") policy permits. A restrictive policy still governs the RTD market in Alberta and limits the Corporation's ability to pursue such opportunities, which is the highest growth category in alcohol, globally. Given the economic stimulus that the growing RTD market can provide for the province of Alberta, management is hopeful this avenue of growth will no longer be restricted very soon.

2019 was a set back year for Big Rock given the AGLC beer mark-up policy imposed on the Corporation by the previous Government of Alberta, however, as previously announced, the current Government of Alberta and ultimately the AGLC, amended such policy effective September 13, 2019 improving Big Rock's competitive position in the beer market. Due to the cost restructuring initiatives the Corporation undertook during the second quarter of 2019, Big Rock not only took a cultural hit, but experienced some lapses in processes that are to be expected as employees adopt new and greater responsibilities. Management believes that it has addressed such process gaps through year-end 2019 and has gained momentum in 2020 in re-establishing the great culture that the Corporation prided itself on since 1985.

SELECTED ANNUAL FINANCIAL INFORMATION

	Year Ended December 30		
($000, except volumes and per share amounts)	**2019**	2018	2017
Sales Volumes (hl)[1]	171,563	201,577	208,565
Statements of Comprehensive Income Data			
Net revenue	$ 42,653	$ 48,748	$ 46,573
EBITDA[2]	(1,062)	4,150	1,907
Operating profit (loss)	(5,100)	931	(1,037)
Net income (loss)	(2,922)	360	(1,020)
Per share – basic and diluted	$ (0.42)	$ 0.05	$ (0.15)
Statements of Financial Position Data			
Total assets	49,782	56,740	53,481
Total debt[3]	6,415	5,775	6,416

(1) Excludes contract manufacturing volumes due to the nature of the agreements.
(2) Earnings Before Interest, Tax, Depreciation and Amortization ("**EBITDA**"). See "*Non-GAAP Measures*".
(3) Includes bank indebtedness, long term debt, and obligations under finance leases.

SELECTED QUARTERLY FINANCIAL INFORMATION

Big Rock experiences seasonal fluctuations in volumes, net sales revenue and net income with the second and third quarters typically being stronger than the first and fourth quarters. These seasonal variations are dependent on numerous factors, including weather, timing of community events, consumer behaviour, customer activity and overall industry dynamics, mainly in Western Canada. Additionally, significant fluctuations in the AGLC beer mark-up policy over the last six years has caused significant variation in the impact of provincial government liquor tax programs on net revenue. The selected quarterly information is consistent with these expectations and industry trends.

The following is a summary of selected financial information of the Corporation for the last eight completed quarters:

	2019				2018			
($000, except hl and per share amounts)	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Sales volumes (hl)[1]	**37,361**	50,327	48,900	34,975	49,013	55,741	56,012	40,811
Net revenue	**9,539**	11,189	13,299	8,626	11,991	13,764	13,527	9,466
EBITDA[2]	**(645)**	639	335	(1,391)	1,075	1,563	1,246	266
Operating profit (loss)	**(1,615)**	(761)	(495)	(2,229)	216	747	473	(505)
Net income (loss)	**(1,297)**	(201)	297	(1,721)	(80)	587	240	(387)
Earnings per share (basic and diluted)	**$ (0.19)**	$ (0.03)	$ 0.04	$ (0.25)	$ (0.01)	$ 0.08	$ 0.04	$ (0.06)
$ Per hl Amounts[1]								
Net revenue	**255.32**	222.33	271.96	246.63	244.65	246.93	241.50	231.95
Cost of sales	**201.04**	143.34	189.08	181.44	146.10	136.94	135.15	136.53
Selling expenses	**62.47**	62.77	59.88	83.66	63.55	65.48	65.72	76.35
General and administrative	**31.56**	28.69	30.39	41.37	27.24	28.88	30.08	28.55
Operating profit (loss)	(43.23)	(15.12)	(10.12)	(63.73)	4.41	13.40	8.46	(12.40)
Net income (loss)	(34.71)	(3.99)	6.07	(49.21)	(1.63)	10.53	4.30	(9.51)

(1) Excludes contract manufacturing volumes due to the nature of the agreements.
(2) See "*Non-GAAP Measures*".

RESULTS OF OPERATIONS

Big Rock reported net loss of $2,922 for the year ended December 30, 2019, compared to net income of $360 in 2018. The net loss is due to the then Government of Alberta's elimination of the Alberta Small Brewers Development ("**ASBD**") grant in late 2018. Management estimates the net negative impact of the late 2018 Alberta beer mark-up changes to be approximately $6.4 million for the year.

The Corporation experienced significant sales volume declines in the fourth quarter of 2019 as compared to the fourth quarter of 2018, driven by major declines in private label and value brands as a result of the price increases taken earlier in the year and potentiated by the strategic pricing initiative taken by the Corporation in December 2018 to maximize sales volumes while the ASBD grant program remained in place. Additionally, the Corporation experienced significant inventory revaluation and write-offs in addition to lower than anticipated production volumes in the fourth quarter of 2019 as the Corporation focused on inventory clean-up initiatives to position itself for a stronger 2020.

As previously announced, the Corporation implemented significant cost cutting measures in the second quarter of 2019 and restructuring charges to mitigate its operating losses incurred in the difficult regulatory environment in Alberta at the time. Effective September 13, 2019, the Corporation's Alberta beer tax rate was reduced to $0.64 per litre which is a 4 percent increase to the net rate (adjusted for the ASBD grant) that the Corporation was subject to in late 2018, before the elimination of the ASBD grant program. Management believes this revised AGLC beer mark-up policy allows for the evaluation and pursuit of profitable and sustainable growth within the beer category until the end of the current Alberta Government's term; however, Big Rock will continue to be proactive with the Government of Alberta moving forward.

SEGMENTED INFORMATION

Big Rock has two reportable business segments, wholesale and retail, which are monitored by executive management for purposes of making decisions about resource allocation and performance management. The wholesale segment manufactures and distributes beer and cider to provincial liquor boards, grocery chains, and on-premise customers which is subsequently sold to end consumers. The retail segment sells beverages, food and merchandise to end consumers through premises owned and/or operated by the Corporation.

Segment performance is evaluated on a number of measures, the most significant being gross profit net of selling expenses. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties. The Corporation's operating assets and liabilities, general and administrative expenses, income taxes and capital expenditures are managed on a corporate basis.

SEGMENTED RESULTS

For the year ended December 30

	Wholesale		Retail		Eliminations		Consolidated	
	2019	2018	2019	2018	2019	2018	2019	2018
Net Revenue	$ 40,851	$ 47,144	$ 2,353	$ 2,245	$ (551)	$ (641)	$ 42,653	$ 48,748
Cost of sales	28,156	25,351	2,712	3,226	(551)	(641)	30,317	27,936
Gross profit (loss)	12,695	21,793	(359)	(981)	–	–	12,336	20,812
Selling expenses	11,336	13,537	11	25	–	–	11,347	13,562
Segment profit (loss)	$ 1,359	$ 8,256	$ (370)	$ (1,006)	$ –	$ –	989	7,250
General and administrative costs							5,556	5,795
Depreciation and amortization							533	524
Operating profit (loss)							(5,100)	931
Finance expense							401	327
Other income)							713	18
(Loss) income before income taxes							$ (4,788)	$ 622

Net Revenue

Net revenue includes wholesale beer, cider and alcoholic beverage sales, net of excise taxes and provincial government liquor taxes, contract manufacturing revenues, retail restaurant and store sales from Big Rock's Alberta, BC and Ontario locations and can sourcing for a third party. Geographically, Alberta continued to represent the largest share of the Corporation's sales in 2019, followed by BC and Ontario.

($000, except volumes)	Year ended December 30 2019	2018	Change
Sales volumes (hl)[1]	171,563	201,577	(30,014)
Gross revenue	$ 65,116	$ 66,983	$ (1,867)
Federal excise taxes	(5,443)	(6,003)	560
Provincial liquor tax programs	(17,020)	(12,232)	(4,788)
Net revenue	**$ 42,653**	$ 48,748	$ (6,095)
Net revenue by segment			
Wholesale	$ 40,300	$ 46,503	$ (6,203)
Retail	2,353	2,245	108
Net revenue	**$ 42,653**	$ 48,748	$ (6,095)
$ per hl[1]			
Wholesale net revenue	234.90	230.70	4.20

(1) Excludes contract manufacturing volumes due to the nature of the agreements.

Sales volumes were 171,563 hl for the year ended December 30, 2019, which represents a decrease of 30,014 hl (14.9%), compared to the prior year primarily due to major price increases to Big Rock's products taken at the beginning of 2019 in response to the elimination of the ASBD grant program, in addition to the declining beer consumption and increased competition, particularly in Alberta. Additionally, this significant year-over-year decline was potentiated by the strategic pricing initiatives and resulting sales volume maximization outcome achieved in December 2018.

Gross revenue was $65,116 for the year ended December 30, 2019, a decrease of $1,867 (2.8%) compared to the prior year. Federal excise taxes decreased for the year ended December 30, 2019, due to the overall decline in production as a result of the decline in sales. Provincial liquor taxes increased by $4,788 in fiscal 2019, compared to the prior year as a result of the elimination of the ASBD grant program and a significant decline in sales volume. As a result, net revenue was $42,653 for the year ended December 30, 2019, which represents a decrease of $6,095 (12.5%) as compared to fiscal 2018.

Wholesale Revenue

Wholesale net revenue decreased by $6,203 (13.3%) due to sales volumes decreasing by 30,014 hl (14.9%), for the year ended December 30, 2019, as compared to the prior year. Due to the elimination of the ASBD grant program and the subsequent increase in the net Alberta beer taxes applicable to the Corporation, the Corporation was forced to pursue major price increases in late 2018 and early 2019, especially on low margin, high volume brands, resulting in greater than forecasted sales volume declines year-over-year. Contract manufacturing production volumes continued to grow year-over-year and partially mitigated the sales volume declines resulting from the Corporation's price increases in early 2019.

Retail Revenue

Retail net revenue increased by $108 (4.8%) for the year ended December 30, 2019 compared to the same period in 2018, primarily reflecting the Calgary retail operations performance and revenue driven by Big Rock branded events.

Cost of Sales

Cost of sales was $30,317 for fiscal 2019, an increase of $2,381 from fiscal 2018. Cost of sales represented 71.1% of net revenue in 2019, an increase of 13.8% from 57.3% in 2018. This is due to net revenue declines as a result of the elimination of the ASBD grant program and the addition of a lower margin business in sourcing cans for a third party. Despite the fourth quarter of 2019 being highlighted by inventory and cost of sales revaluations and inventory write-offs, management anticipates cost of sales as a percentage of revenue to trend down in 2020 as a result of the AGLC beer mark-up policy amendment effective September 13, 2019.

Selling Expenses

Selling expenses decreased for the year ended December 30, 2019 by $2,215 to $11,347, as compared with the same period last year, due to the following:

- delivery and distribution costs decreased by $257 due to lower sales volumes;
- salaries and benefits costs decreased by $637, as a result of cost cutting initiatives implemented during the second quarter of 2019; and
- marketing and sales costs decreased by $1,321 as a result of cost cutting initiatives implemented during the second quarter of 2019.

General and Administrative Expenses

General and administrative expenses decreased by $239 to $5,556 for the year ended December 30, 2019, as compared with the same period last year, primarily due to a decrease in salaries and wages of $643 and banking fees of $60, offset by restructuring charges of $476.

General and administrative expenses were 13.0% of net revenue in fiscal 2019, versus 11.9% in fiscal 2018 as a result of the significant impact of the AGLC beer mark-up increase in Alberta through much of 2019.

Finance Expenses

Finance expenses increased in fiscal 2019 by $74 to $401, relative to fiscal 2018, due to servicing of the license obligation of the Fireweed Transaction (as defined herein) with Fireweed Brewing Corp. ("**Fireweed**") and an increase in the Corporation's total debt outstanding.

Depreciation and Amortization

Depreciation and amortization expenses were $533 in fiscal 2019, versus $524 in fiscal 2018. The increase in depreciation and amortization in 2019 is primarily related to the acquisition of certain Fireweed assets in the fourth quarter of 2018.

Other Income

Other income was $713 in fiscal 2019, compared to an expense of $18 in fiscal 2018, due to a one-time gain from the reduction of the Fireweed license obligation as a result of the impaired receivable and penalty settlement. Refer to *Cash Flows from Financing Activities* for further detail.

Income Taxes

Current income tax expense of $90 and a deferred tax recovery of $1,956 was recorded for the year ended December 30, 2019. The deferred income tax provision differs from the statutory rate of 26.57% (2018 – 27.07%) due to permanent differences between the carrying amounts of assets and liabilities for accounting purposes and the tax basis, as well as the effect of non-deductible amounts.

FINANCIAL CONDITION

The following chart highlights significant changes in the Consolidated Statements of Financial Position from December 30, 2018 to December 30, 2019:

($000, unless otherwise stated)	Increase/ (Decrease)	Primary factors explaining change
Accounts receivable	(1,739)	Decrease due to grants receivable and other customer amounts
Inventories	(1,241)	Decrease in finished goods due to timing of production schedule, seasonality and revaluation
Prepaid expenses & deposits	(53)	Decrease in community sponsorship due to timing of planned events
Current income taxes	(176)	Decrease due to reduction in expected taxable income
Property, plant and equipment	(2,290)	Decrease due to depreciation offset by new plant additions
Intangible assets	(87)	Decrease due to amortization of intangible assets
Bank indebtedness	1,369	Increase in the combined balances of the Operating Facility balance and outstanding cheques
Accounts payable & accrued liabilities	(1,633)	Decrease consistent with the decrease in inventories related to seasonality
Share-based payments	(130)	New long term incentive grants offset by decrease in share price and former employee forfeiture of share appreciation rights
Long term debt & finance lease	(729)	Net repayment of term loans and finance leases
License obligation	(1,025)	Net repayment of license obligation and settlement of BC Liquor Distribution Branch/Fireweed receivable amounts
Lease incentive	27	Amortization of lease incentive
Deferred income taxes	(1,956)	Tax effect of changes in temporary differences

LIQUIDITY AND CAPITAL RESOURCES

Capitalization

As at December 30, ($000, unless otherwise stated)	2019	2018
Cash	$ (354)	$ (1,902)
Total debt[2]	6,415	5,775
Net debt[1]	6,061	3,873
Shareholders' equity:		
Shareholders' capital	113,845	113,845
Contributed surplus	1,795	1,578
Accumulated deficit	(79,761)	(76,839)
Total shareholders' equity	35,879	38,584
Total capitalization (total debt plus shareholders' equity, net of cash) [1]	$ 41,940	$ 42,457
Net debt to capitalization ratio [1]	14.5%	9.1%

(1) See "*Non-GAAP Measures*".
(2) Includes bank indebtedness, long term debt, and obligations under finance leases.

Capital Strategy

The Corporation defines its capital to include common shares of the Corporation ("**Common Shares**") plus short-term and long-term debt and finance leases, less cash balances. There are no externally imposed capital requirements on the Corporation. The Corporation's objectives are to safeguard the Corporation's ability to continue as a going concern, to support the Corporation's normal operating requirements and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. This allows management to maximize the profitability of its existing assets, create long-term value and enhance returns for its shareholders.

The Corporation manages its capital structure through prudent levels of borrowing, cash-flow forecasting, and working capital management. Adjustments are made by considering changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the Corporation's capital structure, Big Rock may issue new shares, issue or renegotiate its debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. Capital requirements of the Corporation are managed by the preparation of an annual expenditure budget which is approved by the board of directors of Big Rock (the "**Board of Directors**") and monitored on a regular basis by management. The budget is updated as necessary depending on numerous factors, including capital deployment, results from operations, general industry conditions and government policy changes.

The Corporation had a positive working capital position of $419 at December 30, 2019, compared to $4,557 at December 30, 2018.

As at December 30, 2019, the Corporation had total current assets and total current liabilities of $6,597 and $6,178, respectively, compared to $11,178 and $6,621, respectively, as at December 30, 2018. The decrease in current assets can be attributed to a decrease in the cash balances as a result of the significant decrease in the Corporation's margins for much of 2019 due to the AGLC beer mark-up increase in addition to the settlement of the Fireweed receivable balances. The increase in current liabilities can be attributed to an increase in the Corporation's bank indebtedness.

The Corporation may issue new Common Shares, debt or other securities, acquire or dispose of assets or adjust the amount of cash and cash equivalents to maintain or adjust its capital structure. Big Rock management prepares annual expenditure budgets, which are approved by the Board of Directors, to facilitate management of its capital requirements. These budgets are updated as necessary depending on numerous factors, including capital deployment, results from operations, general industry conditions, and government policy changes.

Additionally, the Corporation monitors its capital using ratios of (i) net debt (debt less cash) to EBITDA and (ii) EBITDA to interest, debt repayments and dividends. Net debt to EBITDA is calculated by dividing net debt by EBITDA. EBITDA to interest, debt repayments and dividends is calculated by dividing EBITDA by the combined interest, debt repayments and dividend amounts. These capital management policies, which remain unchanged from prior periods, provide Big Rock with access to capital at a reasonable cost.

The calculation of EBITDA is a non-GAAP measure, whose nearest GAAP measure is net income, or net loss as applicable, with the reconciliation between the two as follows:

	Year ended December 30		
($000, except volumes)	2019	2018	Change
Net income (loss)	$ (2,922)	$ 360	$ (3,282)
Addback:			
Interest	401	327	74
Taxes	(1,866)	262	(2,128)
Depreciation and amortization	3,325	3,201	124
EBITDA[(1)]	**$ (1,062)**	**$ 4,150**	**$ (5,212)**

(1) Non-GAAP measure. See "*Non-GAAP Measures*".

Cash Flow from Operating Activities

Cash used in operating activities for the year ended December 30, 2019 totalled $1,218, a decrease of $5,826 compared to the prior year. The decrease is primarily due to the elimination of the ASBD grant program in Alberta.

Cash Flow from Financing Activities

Cash provided by financing activities for the year ended December 30, 2019 increased by $1,276 compared to 2018, as the Corporation increased bank indebtedness which includes outstanding cheques.

The Corporation has a $5 million revolving operating loan facility (the "**Operating Facility**") and a $6 million 5-year revolving term loan facility (the "**Term Facility**"). The Operating Facility is available for general operating purposes and funding capital expenditure requirements. The Term Facility is available to fund capital expenditures. Advances under both credit facilities may be made by way of Canadian prime rate loans and letters of credit. Interest is payable for prime-based loans under the Operating Facility at the financial institution's prime rate plus 0.75 percent and for the Term Facility at the financial institution's prime rate plus 1.5 percent. Fees for letters of credit are at 2.5 percent with a minimum fee payable.

The facilities impose a number of positive and negative covenants on Big Rock, including the maintenance of certain financial covenants which are tested at each reporting date. They include the maintenance of a rolling 12-month fixed charge ratio which is required to be a minimum of 1.1 to 1, calculated as the rolling 12-month EBITDA, less an amount for maintenance capital compared to the rolling 12-months Fixed Charges. In addition, Big Rock's borrowings cannot exceed a borrowing base which is determined by the fair value of the Corporation's assets. On August 1, 2019, Big Rock's lender waived the financial covenants under its credit facilities until and including June 30, 2020. Should the Corporation not be in compliance with its debt covenants at September 30, 2020, the Corporation's lender shall have the right to terminate the Corporation's credit facilities and require the Corporation to fulfil its outstanding debt balances immediately, provided an extension to the debt covenants waiver is not received. The Corporation anticipates it will be in compliance with its debt covenants at September 30, 2020.

On July 16, 2019, Big Rock's total facilities were reconfirmed by its lender at $11 million, with the maturity dates being extended to March 23, 2021 with an option for extension.

As at December 30, 2019, bank indebtedness was $1,532 (2018 - $163), of which $870 (2018 - $nil) was outstanding on the operating loan facility.

As at December 30,	2019	2018
Term debt	$ 3,385	$ 3,778
Debt issue costs	(3)	(13)
	3,382	3,765
Current portion	(447)	(409)
Long term debt	$ 2,935	$ 3,356

On October 18, 2018, the Corporation closed an asset purchase and licensing transaction with Fireweed (the "**Fireweed Transaction**"). As part of the license agreement Big Rock entered into with Fireweed, the Corporation is required to pay Fireweed a fee calculated based on the Corporation's sales volumes of Fireweed trademarked products, on a monthly basis, with a maturity date of December 31, 2024, with an obligation to purchase the trademarks at a pre-determined price, net of all license fees paid up until the maturity date.

As at December 30,	2019	2018
License obligation	$ 1,705	$ 1,720
Gain on liability modification	(1,010)	—
	695	1,720
Current portion	(185)	(138)
License obligation	$ 510	$ 1,582

On September 12, 2019, the Corporation and Fireweed reached a letter agreement (the "**Letter Agreement**") with respect to payments that were incorrectly deposited into Fireweed's bank account, relating to the sale of Rock Creek and Duke cider products, by the BC Liquor Distribution Branch. The Letter Agreement calls for the settlement of the outstanding receivable of $457, recovery of legal fees of $30 and penalty interest of $609 (term conterminous with the expiry of the license obligation) to be applied against the license obligation as at September 30, 2019. As a result, the Corporation recorded a net gain of $550.

On January 25, 2017, Big Rock converted a $2.5 million finance facility to a sale and leaseback arrangement. The lease agreement matures after a term of five years with a fixed interest rate of 5.42%. Lease repayments are fixed, and no arrangements have been entered for contingent rental payments.

As at December 30,	2019	2018
Current portion	$ 367	$ 347
Long term portion	1,134	1,500
Total finance lease	$ 1,501	$ 1,847

As of December 30, 2019, the net carrying amount of the leased assets is $2,075 (2018 - $2,206). The depreciation of the assets recorded under the finance lease is included in the cost of sales on the Consolidated Statements of Comprehensive Loss. The obligation under finance lease is secured by the lessor's rights over the leased assets.

Cash Flow from Investing Activities

During the year ended December 30, 2019, a total of $953 was spent on capital expenditures, compared to $2,361 for the same periods in 2018, primarily attributable to the installation of the assets acquired as part of the Fireweed Transaction in 2018, maintenance capital expenditures and expenditures related to business system enhancements.

Commitments and Contractual Obligations

Big Rock has entered into various commitments for expenditures covering utilities, raw materials, marketing initiatives and leasing of facilities. The commitments, for the next five years are as follows:

	2020	2021	2022	2023	2024	thereafter
Utilities contracts	$ 30	$ 30	—	—	—	—
Raw material purchase commitments	2,967	259	244	216	216	—
Marketing sponsorships	369	281	108	-	-	—
Operating leases	758	765	775	775	555	135
Long-term debt	433	458	484	511	539	909
License obligation	185	193	202	114	—	—
Finance lease repayments	367	387	747	—	—	—
Total	$ 5,109	$ 2,373	$ 2,560	$ 1,616	$ 1,310	$ 1,044

Big Rock has entered into operating lease agreements for storage facilities, warehouses, breweries, and retail locations. The remaining lease terms range between four and five years. Certain leases contain extension and renewal options. Operating lease payments of $669 (2018 - $736) were recognized as expense in the Consolidated Statements of Comprehensive Income for the year ended December 30, 2019.

OFF BALANCE SHEET ARRANGEMENTS

Big Rock does not have any special purpose entities nor is it party to any arrangements that would be excluded from the balance sheet, other than the operating leases summarized in Commitments and Contractual Obligations.

SHAREHOLDERS' CAPITAL

Big Rock is authorized to issue an unlimited number of Common Shares with no par value. The Common Shares trade on the Toronto Stock Exchange under the symbol "**BR**". As at March 13, 2020, Big Rock had the following issued and outstanding:

- 6,981,628 Common Shares;
- 439,547 time-based share appreciation rights ("**SARs**");
- 81,000 market-performance SARs;
- 285,000 time-based options;
- 69,000 market-performance options; and
- 111,310 restricted share units ("**RSUs**")

During fiscal 2019, the Corporation granted 111,310 RSUs and 118,260 SARs to directors, officers, employees and consultants of the Corporation.

Under the RSU Plan (the "**RSU Plan**"), the Board of Directors may issue a number of RSUs to directors, officers, employees and consultants of the Corporation. The RSU Plan entitles grantees under the plan to receive Common Shares or the cash equivalent. The determination of settling the payout amount in Common Shares or the cash equivalent is at the option of the Board of Directors. RSUs vest over a three year period, with one-third vesting on each of the first, second and third anniversary from the date of grant. RSUs are forfeited if the grantee leaves the Corporation before the vesting date.

The Board of Directors may issue an unlimited number of SARs under the SARS Plan (the "**SARs Plan**"). SARs granted under the SARs Plan are exercisable for a period of up to five years from date of grant, at an exercise price that is equal to the weighted average price at which the Common Shares have traded during the five trading days immediately preceding the date of grant. The exercise of SARs is settled in cash.

Big Rock has granted stock options to certain officers and directors of the Corporation pursuant to the share option plan (the "**Share Option Plan**"). Options granted under the Share Option Plan are exercisable for a period of up to five years from date of grant, at an exercise price that is equal to the weighted average price at which the Common Shares have traded during the five trading days immediately preceding the date of grant.

See Notes 20 and 22 to the Consolidated Financial Statements for more detailed information.

RISKS RELATED TO THE BUSINESS AND INDUSTRY

Big Rock operates in an environment that is both highly competitive and subject to significant government regulation. Due to the ongoing shifting effects of competition and seasonality of the business, the ability to predict future sales and profitability with any degree of certainty is limited. It is also difficult to anticipate changes in government regulation and legislation and the impact such changes might have on the Corporation's operations or financial results.

Premium beers from other craft breweries are continuously entering the market and the large national and multi-national brewers have products that compete directly with craft beers. In addition, there has been an increased number of imports and new alcoholic beverage offerings being sold in the same markets where Big Rock competes for business. Alberta, the Corporation's primary market, has continued to see a strong trend towards the discount beer segment due to the ongoing economic challenges Alberta faces. Alberta was also the only province in 2018 to see a negative trend in retail pricing.

With the vast choice of craft brands now available, the advertising initiatives of craft divisions of the major breweries and the growth in the RTD market, it is likely that competitive pressures on price will continue.

Tax Risk

Big Rock requires various permits, licenses, and approvals from several government agencies to operate in its market areas. In Alberta, Big Rock's largest market, the AGLC provides the necessary licensing approvals. Other licenses have been obtained from various other government authorities. Management believes that Big Rock is in compliance with all licenses, permits, and approvals.

Each provincial authority has its own tax or "mark-up" structure by which fees are levied on brewers' sales within their jurisdictions. These regulations may be changed from time to time, which may positively or negatively impact Big Rock's profitability.

The beer tax structure in Alberta has changed six times in the last six years, contributing to market uncertainty and has impacted Big Rock's financial results in a corresponding manner. In particular, changes announced by the Government of Alberta in July 2016 replaced the former graduated tax rate structure with a flat tax rate of $1.25 per litre and a grant program for Alberta's small breweries (ASBD). In June 2018, a trade review panel ordered that the Government of Alberta's ABSD grant program must be repealed or revised within six months, as it was found to put beer producers from other provinces at a competitive disadvantage in the Alberta market. On November 26, 2018, the Government of Alberta announced the cancellation of the ASBD grant program, effective December 16, 2018, and a graduated net beer tax framework for Alberta producers of less than 50,000 hectolitres per year. This change imposed a significant tax increase on Big Rock's sales volumes through much of 2019.

On August 21, 2019, the Government of Alberta and the AGLC announced amendments to the beer mark-up structure to include breweries with annual world-wide production of less than 400,000 hectolitres, such as Big Rock, by implementing a graduated mark-up that extends to $0.80 per litre. Effective September 13, 2019, the Corporation's mark-up on Alberta beer sales was reduced to $0.64 per litre from $1.25 per litre.

As Alberta is the Corporation's predominant market, future changes to this mark-up rate structure could have a significant impact on the Corporation's financial results. The Corporation will continue to be proactive with the Government of Alberta and continues to evaluate its long-term business plan in order to mitigate the risk of future mark-up rate fluctuations, in addition to evaluating mark-up rate impacts from other areas of growth, such as RTD and cider.

Financial Risk

The Corporation's principal financial instruments are outstanding amounts drawn from its credit facilities, which, after cash flow from operations, are its main source of financing. Other financial assets and liabilities arising directly from its operations and corporate activities include cash, accounts receivable, bank indebtedness, accounts payable, current taxes payable or receivable and long-term debt. The primary risks arising from the Corporation's financial instruments are foreign exchange risk, interest rate risk, credit risk, liquidity risk and commodity price risk, each of which are discussed below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Foreign Exchange Risk

The Corporation currently transacts with only a few foreign suppliers and thus has limited exposure to risk due to variations in foreign exchange rates. The Corporation has not entered into any derivative instruments to manage foreign exchange fluctuations; however, management monitors the Corporation's foreign exchange exposure. The Corporation does not have any significant foreign currency denominated monetary liabilities.

Interest Rate Risk

Big Rock is exposed to interest rate risk on the variable rate of interest incurred on the amounts due under operating and credit facilities and on interest earned on bank deposits. Cash flow required to service the interest on these facilities will fluctuate based on changes to market rates.

The Corporation has not entered into any derivative instruments to manage interest rate fluctuations; however, management monitors the Corporation's interest rate exposure and given the relatively low expected rate of change in prime interest rates believes the risk is immaterial. The Corporation evaluates the policies surrounding interest rates on an as-needed basis and is confident that this policy is sufficient based on current economic conditions, combined with the minimal amount of debt required by the Corporation. The weighted average interest rate for the year ended December 30, 2019 was 5.67% (2018 – 4.58%).

Credit Risk

Credit risk is the risk that the counterparty to a financial asset will default, resulting in the Corporation incurring an economic loss. Big Rock has a concentration of credit risk as the majority of its accounts receivable are from provincial liquor boards, which are governed under provincially regulated industry sale and payment terms. The Corporation is not exposed to significant credit risk as payment in full is typically collected by provincial liquor boards at the time of sale and receivables are with government agencies. While much of Big Rock's accounts receivable are from provincial government liquor authorities, the timing of receipts of large balances may vary significantly from period to period.

The majority of product sold outside of Canada, which is included in GST and other receivables, is done so on a 'Cash on Delivery' basis with no credit risk.

Liquidity Risk

Big Rock's principal sources of liquidity are its cash flows from operations and existing or new credit facilities. Liquidity risk is mitigated by maintaining banking facilities, continuously monitoring forecast and actual cash flows and, if necessary, adjusting levels of dividends to shareholders and capital spending to maintain liquidity. Management closely monitors the liquidity position of the Corporation and expects to have adequate sources of funding to finance the Corporation's operations.

Commodity Price Risk

The Corporation is exposed to commodity price risk in the areas of utilities (primarily electricity and natural gas), malted barley, water, glass and aluminium, where fluctuations in the market price or availability of these items could impact Big Rock's cash flow, profitability and production. To minimize the impact of this risk, the Corporation enters into contracts which secure supply and set pricing to manage Big Rock's exposure to pricing fluctuations.

Big Rock's profitability depends on the selling price of its products to provincial liquor boards, which set minimum price thresholds. Although prices are otherwise controlled by the Corporation, they are subject to such factors as regional supply and demand, and to a lesser extent inflation and general economic conditions. As beer and cider sales are the majority source of revenue for the Corporation, a 5% increase or decrease in these prices will result in a corresponding increase or decrease in revenue.

For a more detailed discussion of risk factors that could materially affect Big Rock's results of operations and financial condition please refer to the Risk Factors section of the Corporation's Annual Information Form dated March 13, 2020 that is available on www.sedar.com.

SIGNIFICANT FOURTH QUARTER EVENTS

During the fourth quarter of fiscal 2019, the Corporation had net revenues of $9,539, compared to $11,991 in the fourth quarter of fiscal 2018, a decrease of $2,452. The decrease in year-over-year net revenues was primarily due to a 64.3% decline in private label production volumes. The percent decline year-over-year was potentiated due to strategic pricing initiatives taken in the first half of December 2018 while the ASBD grant program remained intact that resulted in a major spike in private label sales volumes.

Cost of sales increased by $350 to $7,511 in the fourth quarter of fiscal 2019, from $7,161 in the fourth quarter of fiscal 2018, due to inventory clean-up initiatives and production driven cost accounting adjustments, which totalled $365 for the fourth quarter of fiscal 2019. Cost of sales as percentage of net revenues increased to 78.7% in the fourth quarter of fiscal 2019, from 59.7% in the fourth quarter of fiscal 2018. With inventory issues resolved and a focus on production schedule and processes, management believes gross profit margins will revert back to pre-2019 historical levels in 2020.

Selling expenses decreased by $781 to $2,334 in the fourth quarter of fiscal 2019, from $3,115 in the comparable period last year, due to cost cutting measures and restructuring initiatives in the second quarter of 2019. Selling expenses as a percentage of net revenues decreased to 24.5% in the fourth quarter of fiscal 2019, from 26.0% in the fourth quarter of fiscal 2018.

General and administrative expenses decreased by $156 to $1,179 in the fourth quarter of fiscal 2019, from $1,335 in the fourth quarter of fiscal 2018, primarily due to a decrease in salaries and benefits costs and other administrative expenses due to cost cutting measures and restructuring initiatives in the second quarter of 2019 offset by the capitalization of professional fees related to the closing of the Fireweed Transaction in the fourth quarter of fiscal 2018. General and administrative expenses as a percentage of net revenues increased to 12.4% in the fourth quarter of fiscal 2019, from 11.1% in the fourth quarter of fiscal 2018.

Finance expenses were $90 in the fourth quarter of fiscal 2019, compared to $71 in the fourth quarter of fiscal 2018, primarily due to an increase in the Operating Facility cash draw compared to the same period in 2018.

Depreciation expenses (inclusive of depreciation expense included in cost of sales) decreased by $16 to $833 in the fourth quarter of fiscal 2019, compared to $849 in the fourth quarter of fiscal 2018, primarily due to an increase in fully depreciated property, plant and equipment compared to the same period in 2018.

Income tax expenses decreased by $506 to a recovery of $272 in the fourth quarter of fiscal 2019, from an expense of $234 in the fourth quarter of fiscal 2018, due primarily to a deferred income tax expense recovery.

OUTLOOK & STRATEGY

The Corporation's financial results for the three months and the year ended December 30, 2019 declined significantly as compared to the same period in 2018, reflecting the elimination of the ASBD grant program and the resulting increase in the net Alberta beer taxes for the Corporation, partially offset by price increases and cost cutting initiatives, which in turn resulted in greater sales volume declines than originally anticipated. However, given the reduction in the Corporation's AGLC beer mark-up to $0.64 per litre (from $1.25 per litre) in September 2019, along with ongoing sales, production planning, inventory and business systems process projects and improvements, management believes the business is well positioned to re-establish the momentum it carried in 2018.

In 2020, the Corporation will be focused on the following:

Maximizing Capacity Utilization of Assets

The Corporation will continue to pursue opportunities to maximize capacity utilization of its assets, especially volume growth opportunities aligned with seasonality, whether through organic growth of existing brands, introduction of new brands, license agreements, mergers and acquisitions and/or contract manufacturing agreements. Given the Corporation's footprint, especially with assets in Alberta, BC and Ontario, management continues to evaluate new growth opportunities that will result in fixed cost absorption.

The Corporation will look to expand its cellar capacity in Calgary as new business is pursued, as this is the most significant bottleneck the Corporation faces in pursuing growth. Outside of cellar capacity, the Corporation is well positioned for significant growth given its brewing capacity, packaging and warehousing capacity, distribution network, sales force and back office support.

Government Relations

Given the then Alberta Government's elimination of the ASBD grant at the end of 2018, 2019 was a setback year for the Corporation. However, due to the September 2019 amendment of the AGLC beer mark-up policy, the Corporation believes it can improve its competitiveness in the Alberta beer market.

Although a restrictive regulatory policy remains in Alberta for RTD, the highest global growth category in beverage alcohol, management is hopeful the AGLC will alleviate such restrictive policy very soon and allow the Corporation to participate in this category in a meaningful way. The Corporation will continue to pursue government relations efforts to allow Big Rock to better participate in certain high growth categories and pursue investment and growth within the province.

Contract Manufacturing and Export

The Corporation continues to seek new contract manufacturing opportunities, both nationally and internationally, to mitigate some of the sales volume declines the Corporation experienced in the year ended December 30, 2019.

The Corporation is also currently exploring export opportunities to bring its brands and products to foreign markets profitably.

Organic Growth

The Corporation is currently evaluating and re-developing its sales and pricing processes in existing markets to mitigate sale volume declines experienced in recent years.

Cost Reductions

Cost reductions and process improvements are an ongoing initiative implemented and supported by the Corporation's management team.

CRITICAL ACCOUNTING ESTIMATES & JUDGEMENTS

There have been no changes in Big Rock's critical accounting estimates in the three months and year ended December 30, 2019. Further information on the Corporation's critical accounting policies and estimates can be found in the notes to the audited annual financial statements and MD&A for the year ended December 30, 2019.

FUTURE ACCOUNTING PRONOUNCEMENTS

The Corporation's consolidated financial statements as at and for the years ended December 30, 2019 and 2018 have been prepared using the IFRS standards and interpretations currently issued. Accounting policies currently adopted under IFRS are subject to change as a result of new standards being issued with an effective date of December 30, 2019 or later. A change in an accounting policy used may result in material changes to Big Rock's reported financial position, results of operations and cash flows.

IFRS 16 Leases ("**IFRS 16**") was issued in January 2016 and replaces IAS 17 Leases. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under IAS 17.

IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Big Rock will adopt IFRS 16 in its financial statements for the fiscal year beginning December 31, 2019 using the modified retrospective approach which does not require restatement of prior period financial information as it recognizes the cumulative effect of IFRS 16 as an adjustment to opening retained earnings and applies the standard prospectively.

Big Rock will elect to use the following exemptions proposed by the new standard:

i) Leases with a remaining lease term of less than twelve months as at December 31, 2019 will be classified as short-term leases; and
ii) Leases of low dollar value will continue to be expensed as incurred.

Big Rock will recognize lease liabilities measured at the present value of the remaining lease payments, discounted using the incremental borrowing rate as at December 31, 2019. The associated right of use ("**ROU**") assets will be measured at the lease liability amount on December 31, 2019 resulting in no adjustment to the opening balance of retained earnings.

Effective December 31, 2019, Big Rock will recognize ROU assets and lease liabilities for leases of manufacturing and retail premises and leases of vehicles. Big Rock is in the process of performing an impact assessment of adoption of IFRS 16 on its opening Statement of Financial Position. The impact of IFRS adoption to ROU assets and lease liabilities is expected to be material to the Statement of Financial Position.

DISCLOSURE CONTROLS AND PROCEDURES

The Corporation's management under the supervision of, and with the participation of, the President & Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**") of the Corporation, have designed and evaluated the effectiveness and operation of its disclosure controls and procedures, as defined under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("**NI 52-109**"). Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in reports filed with Canadian securities regulatory authorities is recorded, processed, summarized and reported in a timely fashion.

The disclosure controls and procedures are designed to ensure that information required to be disclosed by the Corporation in such reports is then accumulated and communicated to management, including the CEO and the CFO, as appropriate, to allow timely decisions regarding required disclosure. Due to the inherent limitations in all control systems, an evaluation of the disclosure controls can only provide reasonable assurance over the effectiveness of the controls. The disclosure controls are not expected to prevent and detect all misstatements due to error or fraud. Based on the evaluation of disclosure controls and procedures, the CEO and CFO have concluded that the Corporation's disclosure controls and procedures are effective as of December 30, 2019.

INTERNAL CONTROLS OVER FINANCIAL REPORTING UPDATE

The Corporation's management under the supervision of, and with the participation of, the CEO and CFO, has designed and implemented internal controls over financial reporting ("**ICFR**"), as defined under NI 52-109. The Corporation's management used as its framework the Internal Control—Integrated Framework published by The Committee of Sponsoring Organizations of the Treadway Commission.

The process used involved four steps as follows: establishment of a foundation, which involved assessing the tone at the top, the organization structure and baseline of current internal controls; design and execution, which involved prioritizing risk, identifying controls and evaluation of control effectiveness; assess and report, which involved summarizing and reporting on the findings; and conclusion on controls supported by documented evidence.

The purpose of internal controls over financial reporting is to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements in accordance with GAAP, focusing in particular on controls over information contained in the annual and interim financial statements. The internal controls are not expected to prevent and detect all misstatements due to error or fraud.

The CEO and CFO acknowledge responsibility for the design of ICFR and confirm that there were no changes in the Corporation's controls over financial reporting for the year ended December 30, 2019, that have materially affected or are reasonably likely to materially affect the Corporation's internal control over financial reporting.

Based upon their evaluation of these controls as of December 30, 2019, the CEO and CFO have concluded that the Corporation's ICFR were effective as at that date. No material weaknesses existed within the Corporation's ICFR as of December 30, 2019. In addition, there were no material changes to Big Rock's internal controls over financial reporting since the most recent interim period.

NON-GAAP MEASURES

The Corporation uses certain financial measures referred to in this MD&A to quantify its results that are not prescribed by Generally Accepted Accounting Principles. These financial measures do not have any standardized meaning under the Corporation's Generally Accepted Accounting Principles and therefore may not be comparable to similar measures presented by other issuers. The following terms "total capitalization", "net debt", "EBITDA", "net debt to EBITDA", "working capital" are not recognized measures under GAAP and may not be comparable to that reported by other companies. Total capitalization is calculated by adding shareholders' equity, total debt and cash balances. Net debt is defined as total debt minus cash balances. EBITDA is calculated by adding back to net income, interest, income taxes, depreciation and amortization. Net debt to EBITDA is calculated by dividing EBITDA by net debt (debt less cash). Working capital is defined as current assets minus current liabilities. Management uses these non-GAAP measures to evaluate the Corporation's operating results. A reconciliation of EBITDA to net income (loss), the nearest GAAP measure, is contained under "Liquidity and Capital Resources – Capital Strategy". A reconciliation of total capitalization to cash, total debt and total shareholders' equity and a reconciliation of net debt to cash and total debt are provided under "Liquidity and Capital Resources – Capitalization".

In addition, the Corporation's lender uses EBITDA to Fixed Charges ratio to evaluate the Corporation's ongoing cash generating capability and to determine the amounts and rates at which the lender is willing to finance Big Rock. Management believes that, in addition to net income and cash flow from operating activities, these measures are useful supplemental measures as they provide an indication of Big Rock's operating performance and leverage.

Readers are cautioned that these measures should not be construed as an alternative to net income, cash flows from operating activities or other relevant GAAP measures as calculated under GAAP.

FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking information that reflects management's expectations related to expected future events, financial performance and operating results of the Corporation. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur.

All statements, other than statements of historical fact included in the MD&A, may be forward-looking information. Forward-looking information are not facts, but only expectations as to future events and generally can be identified by the use of statements that include words or phrases such as, "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "likely" "may", "project", "predict", "propose", "potential", "might", "plan", "seek", "should", "targeting", "will", and similar expressions. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that may cause Big Rock's actual results or events to differ materially from those anticipated in such forward-looking statements.

Big Rock believes that the expectations reflected in these forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. This MD&A contains forward-looking statements pertaining to the following:

- the Corporation's business plans;
- projections of the Corporation's strength and competitive position;
- anticipated changes to the RTD regulatory environment;
- the Corporation's monitoring of consumer plans and expectations regarding the developments of new products including in the RTD space;
- expectations regarding the Corporation's evaluation of growth opportunities and plans with respect to the same;
- expectations with regard to management's ability to maximize the profitability of its existing assets, create long-term value and enhance returns for its shareholders;
- projections of market prices and costs;
- anticipated supply and demand of Big Rock's products;
- the Corporation's ability to maximize capacity utilization;
- the Corporation expanding its cellar capacity;
- the Corporation's ability to offer high quality seasonal brands;
- the impact of recent changes in Alberta beer tax rate (provincial tax); and
- expectations regarding the Corporation being in compliance with its debt covenants by September 30, 2020.

With respect to forward-looking statements listed above and contained in this MD&A, Big Rock has made assumptions regarding, among other things, the following:

- the Corporation's ongoing discussions with the Alberta Government with respect to the mark-up and grant program will be successful in improving the mark-up and grant programs applicable to the Corporation;
- volumes in the current fiscal year will remain constant or will increase;
- input costs for brewing and packaging materials will remain constant or will not significantly increase or decrease;
- there will be no material change to the regulatory environment, including the net beer taxes and grant rates, in which Big Rock operates; and

- there will be no supply issues with Big Rock's vendors.

Big Rock's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth above and as set out under the heading "Risk Factors" in the Corporation's 2019 Annual Information Form dated March 13, 2020 that is available on SEDAR at www.sedar.com. Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. Big Rock does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by law.