

## **INTRODUCTION**

This Management Discussion and Analysis ("MD&A") of Solar Alliance Energy Inc. (formerly Finavera Solar Energy Inc.), ("the Company" or "Solar Alliance"), and its consolidated financial results as at and for the nine-month period ended September 30, 2016 including subsequent activity up to November 9, 2016, is reported in Canadian dollars unless otherwise stated. This MD&A should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2015 which contains full disclosure of the Company's accounting policies, in accordance with International Financial Reporting Standards ("IFRS"). References herein to "the Company" or "Solar Alliance", shall, unless the context otherwise requires, mean "Solar Alliance Energy Inc." and any or all of its wholly owned subsidiaries and affiliates.

## **FORWARD LOOKING INFORMATION**

This MD&A contains forward-looking statements about the Company's objectives, strategies, financial condition, results of operations, cash flows and businesses. These statements are "forward-looking" because they are based on current expectations, estimates, assumptions, risks and uncertainties. These forward-looking statements are typically identified by future or conditional verbs such as "outlook", "believe", "anticipate", "estimate", "project", "expect", "intend", "plan", and terms and expressions of similar import.

Such forward-looking statements are subject to a number of risks and uncertainties which include, but are not limited to: cyclical downturn, competitive pressures, dealing with business and political systems in a variety of jurisdictions, repatriation of property in other jurisdictions, payment of taxes in various jurisdictions, exposure to currency movements, inadequate or failed internal processes, people or systems or from external events, safety performance, expansion and acquisition strategy, legal and regulatory risk, extreme weather conditions and the impact of natural or other disasters, specialized skills and cost of labour increases, equipment and parts availability and reputational risk. Actual results could be materially different from expectations if known or unknown risks affect the business, or if estimates or assumptions turn out to be inaccurate. The Company does not guarantee that any forward-looking statement will materialize and, accordingly, the reader is cautioned not to place reliance on these forward-looking statements.

The Company disclaims any intention and assumes no obligation to update any forward-looking – statement, even if new information becomes available, as a result of future events or for any other reasons, except in accordance with applicable securities laws. Risks that could cause the Company's actual results to materially differ from its current expectations are also discussed in this MD&A.

## **NATURE OF THE BUSINESS**

Solar Alliance is a sales and marketing firm that sells solar systems to residential, commercial and industrial customers in the United States and Canada. Since it was founded in 2003, the Company has developed wind and solar projects that provide enough electricity to power 150,000 homes. Solar Alliance is committed to an exceptional customer experience, effective marketing campaigns and superior lead generation in order to drive sales and generate value for shareholders. Our passion is improving life through ingenuity, simplicity and freedom of choice. We make solar simple and our goal is to install solar on every available rooftop in America.

Highlights from the Third Quarter of the Company's operations include:

- In July 11, 2016 the Company is pleased to announce it signed an agreement with the Marine Corps Community Services (MCCS) at Camp Pendleton in San Diego to market residential solar systems to active duty, retired and civilian employees. The contract allows Solar Alliance to market to more than 70,000 daily visitors to Camp Pendleton, which is the largest Marine Corps base in the world.
- On July 19, 2016 Solar Alliance announced the launch of a Commercial Solar Division. The Commercial Solar Division will be based in San Diego and will target commercial and industrial customers throughout the United States. There is a broad market opportunity for commercial solar and the launch of this new division with the recruitment of new talent will drive increased sales and revenue for Solar Alliance.
- On September 7, 2016 the Company announced the expansion of its operations in California. Solar Alliance has opened an office in Temecula that will service the Inland Empire region.
- On September 26, 2016 Solar Alliance, as part of a commitment to the Clinton Global Initiative, announced its intention to develop a 500kW Community Solar Project in Illinois. "From Coal to Solar & Storage: Education Through Innovation" is an economic 500 kW community solar generation and battery storage project in Southern Illinois that will include a solar industry workforce redevelopment program for unemployed former coal industry workers.

The Company sees a tremendous opportunity to continue its expansion efforts in southern California through the creation of additional office locations and adoption of new sales strategies. Since acquiring SAOA, the Company has hired an experienced, professional management team, refocused SAOA's objectives, repositioned its branding, created internal controls and financial reporting systems and entered into new agreements with key suppliers. New lead generating strategies have resulted in lower customer acquisition costs, while a new professionally trained sales team has increased sales conversion rates. The investment in these strategies has resulted in significantly higher lead generation results and, ultimately, greater sales in Q3 compared to Q2, 2016. The Company provides customers with flexibility and freedom of choice regarding financing options for residential solar systems. Solar Alliance markets third party loans, power purchase agreements and lease options for customers based on their individual requirements. The Company maintains relationships and agreements with several financing providers in order to diversify Company risk and provide flexibility to customers.

The Company also engages potential and previous customers on a variety of social media platforms, including Facebook, Twitter and Instagram. Internal controls instituted by the Company ensure appropriate disclosure requirements are adhered to when disseminating information via social networks. The Company primarily uses the various social media platforms as vehicles to connect with potential residential solar customers and make them aware of the benefits of residential solar.

## ACQUISITION OF SOLAR ALLIANCE OF AMERICA

The Company completed its transition from the initiation and development of wind energy projects to the sales and installation of residential rooftop solar energy by acquiring 100% of the equity of San Diego, California based Solar Alliance of America, Inc. ("SAOA") on June 24, 2015. The Company then changed its name from Finavera Wind Energy Inc. to Finavera Solar Energy Inc. on July 2, 2015 and then on January 29, 2016 renamed the company Solar Alliance Energy Inc. Previously, from its inception in 2005, the Company had been developing wind energy projects in Ireland, British Columbia ("BC") and Alberta, Canada. Those projects were sold in stages ending in 2015. Throughout its wind development history, Solar Alliance brought over 360 Megawatts ("MW") of wind power projects from greenfield inception to the pre-construction phase. Those wind projects, all of which are in construction or are operational, have capital costs totalling about \$1 billion.

On June 24, 2015, the Company completed the acquisition of 100% of the common shares of Solar Alliance of America ("SAOA"). Under the terms of the Share Purchase Agreement (the "SPA") signed on May 4, 2015, the Company issued 11,915,238 common shares of the Company on the closing date and will make cash payments of up to US\$4 million, less certain deductions for advances and other adjustments as defined in the SPA, in up to up to four instalments contingent on Solar Alliance achieving certain income targets during any of the fiscal quarters beginning after the closing date of the transaction and ending on or before December 31, 2017. Contingent payments are due 30 days after the end of any fiscal quarter that triggers such payment and will be adjusted for certain working capital items and related future cash flows. Pursuant to the acquisition, the Company advanced US \$0.8 million to SAOA which was used for working capital and business expansion and US \$0.4 million was paid to the Vendors as an advance against future contingent payments.

The final estimated contingent consideration and resulting purchase price allocation were determined as noted below. The purchase price recognizes and includes the fair value of the additional contingent consideration payable pursuant to IFRS 3, as follows:

	US	CAD
Purchase price June 24, 2015:		
Cash payment	\$ 400,000	\$ 496,000
Shares issued (11,915,238 x \$0.085)	815,783	1,012,795
Contingent consideration	1,730,000	2,147,795
Total consideration	\$ 2,945,783	\$ 3,657,190

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The allocation of the purchase price over the fair value of the assets and liabilities of SAOA as at the date of acquisition have been calculated as follows:

Net assets acquired:	US	CAD
Cash	\$ (11,576)	\$ (14,371)
Accounts receivable	114,503	142,154
Property and equipment	21,731	26,981
Land and building held for sale	275,000	341,413
Work in process	28,093	34,877
Accounts payable and accrued liabilities	(1,013,215)	(1,257,906)
Customers deposits	(187,102)	(232,287)
Loans and borrowings	(640,978)	(795,774)
Net identifiable liabilities	(1,413,544)	(1,754,914)
Goodwill	4,359,327	5,412,104
Total net assets	\$ 2,945,783	\$ 3,657,190

The acquisition and initial purchase price allocation was reported in the Company's 2015 Q2 MD&A. As a result of the final purchase price allocation above, the net identifiable liabilities acquired increased by \$72,367, the Contingent Consideration and Purchase Price were reduced by \$273,130, and Goodwill was reduced by \$200,763.

The purchase price of Solar Alliance is substantially allocated to goodwill since at acquisition the net tangible assets were negative and no material intangible assets were identified. Such goodwill represents the "hidden value" of SAOA which can be realized by scaling its operations back to levels in 2012 and 2013, during which it had US \$30 million in gross sales, utilising skill sets and strategies from the Company to drive new sales strategies and enhance the use of internal technology and communications tools, focussing on customer relations management, organizational and overall operational efficiency. Consumers and homeowners are very receptive to rooftop solar installations, based on issues of energy independence, green power, widespread adoption, basic economics and government incentives. This receptiveness is targeted by Solar Alliance marketing, through generating sales leads for the Company.

The fair value of the Company's common shares issued for the acquisition of Solar Alliance was determined using the closing market price of the Company's shares at June 24, 2015 of \$0.085. The fair value of the contingent consideration was determined using management's best estimates of the amounts expected to be payable pursuant to the SPA, and the expected timing of such payments discounted at a rate of 15%.

## CORPORATE OUTLOOK

The Company believes that solar energy adoption is still in the early stages, and that the penetration of solar energy systems will continue to accelerate for the foreseeable future. The Company's vision is to build market share in the solar sales and installation space through:

- Organic growth of SAOA through additional office openings in California and other attractive jurisdictions;

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- The development of sales tools to increase the speed of deployment of solar systems; and
- Acquisition of small to medium sized residential solar companies, such as the SAOA acquisition, as we target attractive markets with the right mix of sun, electricity costs, incentives and net metering;
- The creation of internal financing structures that will allow Company ownership of the deployed systems and recurring revenue at attractive rates of return.

The market for residential, commercial and industrial solar remains strong and is growing. In the past 10 years, both the cost of PV solar panels and other system costs have declined significantly, creating transformational change in the industry. Costs are expected to continue declining, but on an incremental basis. In Q2 2016, the U.S. solar market installed 2,051 megawatts, up 43% over Q2 2015. In addition to adding more than 1 gigawatt (GW) for the eleventh consecutive quarter, for the first time ever, the U.S. added more than 2 GW on a quarterly basis in a quarter other than Q4. This record-breaking installation total marks the beginning of an unprecedented wave of growth that will occur throughout the remainder of 2016. This acceleration of growth in the solar industry is also due to rising utility electricity rates, greater customer knowledge about the economics and ethics of clean and sustainable energy, the extension of the US federal Investment Tax Credit to 2023, and the continued reduction of PV panels and systems costs.

The size and scale of the rooftop solar market remains significant. Industry estimates indicate that less than 1% of USA residential rooftops have installed solar arrays. California has a rooftop solar installation penetration rate estimated by the solar industry at only 5%, in a market comprising about 7 million detached homes. The Company believes the rooftop solar sector is at the leading edge of a massive installation rollout in the United States over the next few years, and Solar Alliance in particular, with its industry contacts, marketing techniques and branding, offers an outstanding opportunity to capture this wave of high growth and strong cash flows through scaled expansion.

As Solar Alliance scales up its operations to profitability, working capital and expansion capital will be required in the ensuing quarters. This will be manageable as the Company has increased sales through its subsidiary and expects profitability in early 2017. This, in combination with the Company's ability to access public equity markets and the potential sale of its remaining wind energy assets, will provide the necessary capital for growth.

On May 17, 2016, the Company announced the closing of the first tranche of its non-brokered private placement financing, which consisted of 8,279,757 units at a price of \$0.07 per unit for gross proceeds of \$579,583. Each unit is comprised of one common share and one common share purchase warrant, with each warrant being exercisable at \$0.10 per common share for a two-year period. On July 18, 2016, the Company announced the closing of the second tranche of its non-brokered private placement financing, which consisted of 1,814,285 units at a price of \$0.07 per unit for gross proceeds of \$127,000. Each unit is comprised of one common share and one common share purchase warrant, with each warrant being exercisable at \$0.10 per common shares for a two-year period. The first tranche included insider participation, consisting of \$363,993 from Chairman and CEO Jason Bak a family insiders, and \$35,000 from CMO Michael Clark. The second tranche includes insider participation consisting of \$127,000 from CFO Eric Knutzen.

## REVIEW OF FINANCIAL RESULTS

### Selected Annual Information

The following table provides a brief summary of the Company's consolidated financial operations. For more detailed information, refer to the audited consolidated financial statements for the applicable years.

	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013
Sales revenue	\$ 1,604,534	\$ -	\$ -
Gross Margin on Sales	430,279	-	-
Total gross proceeds from asset sales	10,761,408	27,167,727	-
Operating expenses	(3,827,512)	(1,827,919)	(2,135,946)
Net Income (loss)	5,518,024	13,301,807	(9,937,857)
Basic income (loss) per share	0.12	0.33	(0.25)
Diluted income (loss) per share	0.12	0.33	(0.25)
Total assets	10,211,702	499,297	11,505,847
Total long-term liabilities (excluding provisions)	1,176,184	1,475	5,674,208

### Results of Annual Operations

In 2015, the Company had net income of \$5.5 million, compared to a net income of \$13.3 million in the prior year, a decrease of \$7.8 million. The 2015 net income was comprised of operating losses of \$3.4 million and net finance expense of \$1.8 million offset by a gain on the Cloosh Sale of \$10.7 million. Finance fees and interest expenses in 2015 were \$2.0 million compared to \$1.0 million in 2014, an increase of \$1.0 million as the result of significant borrowings in the year to fund the SAOA acquisition and operations while awaiting proceeds from Cloosh Valley Project sale.

In 2015, a total of \$1.5 million was incurred for consulting fees, payroll and benefits costs, compared with \$1.0 million in 2014, an increase of \$0.5 million. This increase reflects the acquisition of SAOA and the staffing costs incurred in this operation.

Operating costs have increased in most areas consistent with the acquisition of SAOA and the resulting operating costs reported in the consolidated results from this subsidiary. Included in the operating costs this year is \$0.4 million of professional fees related to the acquisition of SAOA that are non-recurring.

In 2015, the Company recorded a foreign exchange loss of \$16,801 (2014- loss of \$161,108) as result of the decline in value of Canadian dollar of 16% and 7% relative to the US dollar and Euro, respectively, due to certain liabilities denominated in foreign currencies.

The Company's had significant cash at year-end resulting from the timing of the Cloosh Project proceeds. The Company had \$3.3 million of cash at December 31, 2015 compared to \$0.2 million at December 31, 2014. The primary cash inflow was the proceeds from the Cloosh Sale (\$10.8 million). This increase was partially offset by \$2.8 million in cash used in operating activities, \$1.1 million used in the funding of the SAOA acquisition, and \$3.8 million in net debt and interest repayments.

## SUMMARY OF QUARTERLY RESULTS

The following table represents selected unaudited consolidated financial information for each of the Company's past eight quarters.

	Three Month Period Ended September 30, 2016	Three Month Period Ended June 30, 2016	Three Month Period Ended March 31, 2016	Three Month Period Ended December 31, 2015
	\$	\$	\$	\$
Sales revenue	1,785,334	1,570,255	1,244,538	1,007,019
Operating expenses	(1,216,781)	(1,320,156)	(1,068,523)	(1,375,397)
Net Income (loss)	(852,462)	141,341	(802,714)	8,791,704
Basic loss per share	(0.01)	0.00	(0.02)	0.17
Diluted loss per share	(0.01)	0.00	(0.02)	0.17

	Three Month Period Ended September 30, 2015	Three Month Period Ended June 30, 2015	Three Month Period Ended March 31, 2015	Three Month Period Ended December 31, 2014
	\$	\$	\$	\$
Sales revenue	588,329	9,186	-	-
Operating expenses	(1,338,102)	(629,271)	(484,742)	(510,350)
Net Income (loss)	(1,386,930)	(1,178,731)	(708,013)	952,712
Basic loss per share	(0.03)	(0.03)	(0.02)	(0.02)
Diluted loss per share	(0.03)	(0.03)	(0.02)	(0.02)

### *Nine month in 2016 compared to nine month in 2015*

The Company recorded a net loss for the nine month of 2016 (the "current period") of \$1,513,835 compared with a net loss of \$3,273,680 in the nine month of 2015 ("2015"), a decrease of \$1,759,845 due in majority from \$1 million in other gains based on the reevaluation of accrued liabilities in current period, with balances adjusted accordingly. As the Company acquired SAOA on June 24, 2015, there were no comparable operations in 2015.

### *Third quarter 2016 compared to Second quarter 2016*

The Company recorded a net loss for the third quarter of 2016 ("current quarter") of \$852,462 compared with a net income for the second quarter of 2016 ("Q2 2016") of \$141,341, a increase of \$993,803. The variances between periods are significant, resulting from increased sales due to the implementation of the Company's strategy and other gains as noted above from the re-evaluation of accrued liabilities, where no legal liabilities continue to exist.

Operating expenses were \$1,216,781 in current quarter (\$1,320,156 – Q2 2016) – The largest components of operating costs are marketing and advertising \$176,428 in current quarter (\$425,365 – Q2 2016), consulting fees \$108,240 (\$187,761 – Q2 2016), payroll and benefits \$474,099 (\$384,028 – Q2 2016) and travel \$56,032 (\$80,922 - Q2 2016) and stock based compensation of \$140,000 (\$nil – Q2 2016) which in total comprise 78% of the operating costs.

***Third quarter 2016 compared to third quarter 2015***

The Company recorded a net loss for Q3 2016 of \$852,462 compared with a net loss of \$1,386,930 in the compared quarter ("Q3 2015"), due to higher gross profit from the sales of \$581,0177 (\$196,102 – Q3 2015) and lower operating costs. Lower operating costs driven by decreased marketing and advertising costs of \$176,428 in the current quarter compared to \$476,852 in Q3 2015. Financing fees decreased from \$308,351 in Q3 2015 to \$172,752 in Q2 2016, as the result of significant borrowings in Q2 2015 to fund the SAOS acquisition and operations while awaiting proceeds from Cloosh Valley Project sale. And consulting fee of \$108,240 in the current quarter compared to \$222,768 in Q3 2015.

Payroll and benefit in current quarter of \$474,099 and stock based compensation of \$140,000 was \$124,107 and \$131,315 higher than Q3 2015, respectively, as the result of increased operating costs in SAoA.

Though SAOA did incur a net loss during Q3 2016, its sales and backlog are increasing as expected, and is forecasting successively greater margins through the close of 2016, and profitability in 2017.

**FINANCIAL INSTRUMENTS**

The Company's financial instruments consist of cash, restricted cash, receivables, advances to related party, deposits, accounts payable, contingent consideration payable and loans and borrowings. The carrying values of the Company's cash, restricted cash, receivables, advances to related party, deposits, and accounts payable approximate their fair values because of their short term to maturity and/or the interest rates being charged. The carrying value of the Company's loans and borrowings that are payable on demand or that are past due, approximate their carrying value due to their short-term to maturity. The fair value of other loans and borrowings are not estimated to differ materially from the carrying value due to the terms to maturity, loan security and the interest rates being charged. The fair value of contingent consideration payable was determined on the date of acquisition using an appropriate discount rate applied to the expected future contingent payments in respect of the acquisition of Solar Alliance.

**LIQUIDITY**

The Company has a working capital deficiency that has been reduced due to the sale of the Company's principal wind project interests. Most recently, the working capital deficiency was reduced from \$6.1 million at December 31, 2014 to \$4.9 million at December 31, 2015. Liquidity has improved as the Company received proceeds on the sale of the Cloosh Valley Wind Project. In the longer term, the Company will require some combination of equity, debt financing and/or operating profits to create positive working capital.

The current working capital deficiency of the Company, as of the date of this report, is approximately \$6.3 million with the increase from December 31, 2015 largely related to the full Contingent Consideration liability being classified as current. Since its acquisition in June 2015, SAOA has undergone a restructuring of core strategies, management team, sales tools, service providers and key suppliers, and was not yet operating at a profit at the end of the quarter. Consequently, its operating cash flows will improve through the remaining months of 2016 and into 2017, as the Company's margins grow significantly.



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The Company's ability to continue as a going concern is dependent on the Company's ability to raise debt or equity funding in the near term to fulfil its obligations and ultimately on generating income and cash flows from Solar Alliance. The conditions described above give rise to a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern. The consolidated financial statements do not give effect to any adjustments that would be necessary to the carrying value of its assets and liabilities, its reported expenses, and the statement of financial position, and the classifications used, should the Company conclude that the going concern assumption is not appropriate. Such adjustments could be material.

## **CAPITAL MANAGEMENT**

The Company's primary capital management objective has been to minimize shareholder dilution through the use of debt financing. While its wind projects were being developed over the past nine years, the Company took on substantial debt, the majority of which has been repaid. Consequently, prior to the sale of its wind project interests, the Company maintained high debt levels for several years and therefore incurred additional interest costs for any and all project development delays. Finding the balance between minimizing dilution through debt and minimizing interest costs by issuing equity requires reliable estimates of key factors, such as expected development timelines and future cash flows.

The residential solar energy sector operates on relatively short sales-to-installation project lifecycles of less than two quarters, eliminating risks of significant project delays, and therefore the Company doesn't face longer term financing and holding costs as it did in the wind energy sector. Nevertheless, some of the Company's loans have relatively high financing costs and the Company's continued capital needs may motivate the Company to undertake equity financing. Capital management remains an important strategy relating to the often conflicting objectives of financing the Company's growth, minimizing shareholder dilution and maintaining a reasonable debt-to-equity ratio.

On May 17, 2016, the Company closed on a private placement financing, receiving proceeds of \$0.6M.

On July 18, 2016, the Company closed a private placement financing, receiving proceeds of \$127,000.

## **COMMITMENTS, CONTINGENCIES AND OBLIGATIONS**

This section summarizes the Company's financial commitments, contingencies and obligations:

### *Corporate Leases:*

In February 2016, the Company signed a 39 month lease for its office in San Diego.

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Year	Annual Lease Fee
2016	\$ 23,176
2017	95,023
2018	97,874
2019	41,717

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*Legal Claims:*

On August 28, 2014, the Company received a claim, filed in the Supreme Court of British Columbia by a lender who provided a \$1.0 million loan to the Company in 2012. On May 7, 2015 the parties agreed to reduce the amount payable to \$850,000, to increase the interest rate to 10% per annum as of April 10, 2015, and to repay the loan upon receipt of the €7.14 million payment from the sale of the Cloosh Project. The Company subsequently entered into an amended agreement to pay the creditor \$100,000 monthly beginning in February 2016 and payments for April and May were made.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company currently does not have any off-balance sheet arrangements.

**RELATED PARTY TRANSACTIONS**

These financial statements include transactions during the period with related parties as follows:

- (a) Amounts owing to related parties as at September 30, 2016 are \$251,405 (December 31, 2015 - \$128,575) in respect of fees charged by related parties and expenses incurred by directors. These amounts are included in accounts payable and accrued liabilities in the statement of financial position and are non-interest bearing.
- (b) The sale of the BC Projects to Pattern in 2014 constituted the material operating assets of the Company, which triggered contractual payments of \$660,000 to certain officers which have been accrued in accounts payable and accrued liabilities. Interest of \$55,440 was accrued on those payments during the year ended December 31, 2015. \$270,000 plus accrued interest payable to one officer is still outstanding.
- (c) At September 30, 2016, an amount of \$212,400 (December 31, 2015- \$201,600) was due from a company controlled by an officer of the Company, comprised of a loan of \$180,000 plus accrued interest at 12% per annum. The amounts of the loan plus accrued interest were offset against the contractual payment described above (note 9(b)) upon settlement during the current period.
- (d) During the nine months period ended September 30, 2016, the Company received a \$472,500 short term loan from one director, and repaid \$200,000 back to the lender. As at September 30, 2016, the balance of loan including accrued interest and fees was \$314,111.

All transactions are measured at the exchange amount established and agreed upon by the related parties.

In addition to their remuneration, the Company also provides non-cash benefits from time to time to directors and executive officers, including share based compensation through granting stock options.

Compensation paid to key management personnel, the Chief Executive Officer, President, Chief Financial Officer, Chief Marketing Officer and the Board of Directors is set out below:

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	Three months ended September 30		Nine months ended September 30	
	2016	2015	2016	2015
Consulting fee	\$ 78,570	\$ 139,515	\$ 356,470	\$ 370,195
Wages and benefits	147,873	-	147,843	77,612
	<u>\$ 226,443</u>	<u>\$ 139,515</u>	<u>\$ 504,343</u>	<u>\$ 447,807</u>

## INVESTOR RELATIONS

The Company has not entered into any investor relations contracts in recent years. The CEO and the CMO manage all relationships with and communications to shareholders and investors.

## PROPOSED TRANSACTIONS

There are currently no proposed transactions as defined by National Instrument 51-102F1 (1.11) involving asset dispositions or business acquisitions or dispositions, that either the Company's senior management or Board of Directors have determined is probable of proceeding as at the date of this MD&A.

## CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

There were no changes in accounting policies or adoption of new accounting standards during the six month period ended June 30, 2016 that materially affected the Company's consolidated financial statements.

However, the acquisition of SAOA required the adoption of the following policy:

### *Revenue and Cost of Goods Sold*

Revenue is recognized when earned, which the Company has determined for SAOA to be the delivery of a final inspection of an installed solar system. Until that time, all project costs are charged to "Work in process", and any funds received are charged to "Customer deposits". When revenue is recognized, all WIP related to that job is recorded as Cost of Goods Sold.

### *Other:*

Certain pronouncements have been issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2016. Many of these updates are not applicable or consequential to the Company and have been excluded from the discussion below. The Company does not expect to adopt these standards until their mandatory effective dates and is currently assessing the impact that these standards will have on its consolidated financial statements.

#### *IFRS 9 - Financial Instruments*

IFRS 9 will replace the multiple classification and measurement models of IAS 39, *Financial Instruments; Recognition and Measurement*, with a single model that has only two classifications: amortized cost and fair value. The new standard also requires a single impairment method to be used, provides additional guidance on the classification and measurement of financial liabilities and provides a new general hedge account standard. The mandatory effective date of IFRS 9 for the Company is January 1, 2018 and must be applied retrospectively with some exemptions. Early adoption is permitted. The restatement of prior periods is not required and is only permitted if information is available without the use of hindsight.

#### *IFRS 15 Revenue from Contracts with Customers*

IFRS 15 is effective for the Company on January 1, 2018 and earlier application is permitted. IFRS 15 will replace IAS 18, *Revenue*, and a number of related standards and interpretations. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized.

#### *IFRS 16 Leases*

On January 13, 2016, the IASB issued IFRS 16, *Leases*. The new standard is effective for the Company on January 1, 2019. Earlier application is permitted for entities that apply IFRS 15, *Revenue from Contracts with Customers*, at or before the date of initial adoption of IFRS 16. IFRS 16 will replace IAS 17, *Leases*.

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

This discussion and analysis is based on the Company's consolidated financial statements, which have been prepared in accordance with IFRS. The preparation of these condensed consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Management bases its estimates on historical experience and on various other assumptions considered reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the reported amounts of revenue and expenses.

The following accounting policies require us to make judgments and estimates:

#### *Asset retirement obligations*

The Company recognizes a provision for asset retirement obligations ("AROs") in the period in which it incurs a legal or constructive obligation associated with the acquisition, construction, development and/or normal use of its assets. The Company concurrently recognizes a corresponding increase in the carrying amount of the related asset which is amortized over the life of the asset. As at March 31, 2015, the Company has recorded AROs in respect of the weather towers installed on its Wildmare Wind Project.

#### *Stock-based compensation*

The Company grants stock options to directors, employees and consultants of the Company as an element of compensation. The cost of the service received as consideration is measured based on an estimate of fair value at the date of grant. The grant-date fair value is recognized as compensation expense over the related service period with a corresponding increase in contributed surplus. On exercise of stock options, consideration received together with the compensation expense previously recorded to contribute surplus is credited to share capital. The Company uses either the Black-Scholes option pricing model or the fair value of the goods or services received to estimate the fair value of each stock option. Use of the Black-Scholes option pricing model requires the Company to make assumptions, changes of which could materially affect estimates. The most significant assumptions used are the instrument's expected life, discount rate and share price volatility.

#### *Other provisions*

The Company recognizes other provisions from time to time when it is probable that a future cash outflow may occur. Such estimates are based on management's estimate of the most likely outcome of the contingency and estimated cash outflows.

#### *Deferred Income Taxes*

The Company follows the liability method of accounting for income taxes. Under this method of tax allocation, deferred income tax assets and liabilities are recognized for temporary differences between the tax and accounting bases of the assets and liabilities as well as for the benefit of losses available to be carried forward to future years for tax purposes. Deferred income tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the substantive enactment date. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. The evaluation of the recoverability of tax assets requires use of forecasted taxable income and the amount recognized, if any, is affected by assumptions of tax rates expected to apply at the time the benefits of these assets are expected to be realized.

#### *Contingent consideration*

The fair valuation of expected future earn-out payments related to the acquisition of SAOA is recorded as part of the purchase price as required under IFRS and the Company must model appropriate discount rates, estimate future cash flows and apportion earnings probabilities in order to estimate the fair value. The contingent consideration is revalued at each reporting period, with any difference applied to earnings.

#### *Goodwill*

Goodwill related to the acquisition of SAOA is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the net fair value of the identifiable assets acquired. Estimates regarding the fair value of the net identifiable assets acquired and the estimate of the contingent consideration included in the purchase price therefore affect the initial measurement of goodwill.

## **RISK FACTORS**

The sales of residential solar systems and development of wind energy projects is subject to numerous risks, both known and unknown, any of which could significantly or adversely impact the Company's financial position, the development and sale of such projects, and results of operations.

### *Financing risks*

The Company has obligations and liabilities. Loans obtained by the Company increase the level of financial risk to the Company. If the Company does not or is not able to comply with any debt covenants, lenders may demand repayment and enforce their security against the Company's assets which may adversely affect the Company's operations. In addition, the Company's ability to raise capital depends in part upon conditions in the capital markets at the time. The Company cannot be certain that it will be able to raise additional capital if and when it needs to.

The Company has incurred operating losses since inception. At September 30, 2016, the Company had a working capital deficiency of \$6.3 million (December 31, 2015 - \$4.9 million) and had an accumulated deficit of \$47.8 million (December 31, 2015 - \$46.3 million).

Solar Alliance's ability to continue as a going concern is largely dependent on the execution of its core growth strategy, on the growth of SAOA, and the Company's ability to raise additional debt or equity financing as required to fulfill its obligations. The conditions described above give rise to a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern.

### *Market demand for solar energy*

Key factors that may affect the demand for solar energy systems include:

- existence of government incentives to support the solar industry;
- regulatory and utility policies regarding the interconnection of solar energy systems to the utility grid;
- natural market changes in the price of gas, oil and electricity;
- performance characteristics of solar energy systems compared with conventional and other renewable energy alternatives;
- availability of financing with acceptable terms;
- general market interest rates and availability of credit; and
- deregulation of the electric power industry and the broader energy industry.

### *Electricity pricing*

A drop in the retail price of conventional electricity or non-solar renewable energy sources may impair sales revenues given that the demand for solar energy systems depends in part on the price of conventional electricity, which affects the return on investment resulting from the purchase of the solar energy systems. Variations in economic, environmental and market conditions that impact the prices of conventional and non-solar renewable energy sources could cause the demand for solar energy systems to decline, which would have a negative impact on the Company.

### *Regulatory Policy*

Existing rules, regulations and policies in respect of electricity pricing and interconnection of private-public electricity systems, and potential changes to these regulations and policies, may reduce the acceptance and desire to adopt or invest in solar energy systems, which would negatively impact the development of the solar energy industry.

The market for solar energy systems is significantly affected by governmental regulations concerning the electric utility industry, as well as the industry's own regulations. All these regulations and policies affect electricity pricing and system interconnection issues, and specify standards, technical requirements and compliance. While such policies can be adverse for the Company, it is recognized that significant government policy in the solar industry is generally intended to bring about its growth and development. Consequently, the reduction, termination or expiry of governmental economic incentives for solar energy systems could reduce the demand for them.

The installation of solar energy systems is subject to compliance and regulation under local by-laws, construction, zoning and fire codes, environmental protection regulation, utility interconnection requirements for net-metering; and other rules and regulations. New government regulations or utility policies especially in the fast growing solar energy sector are unpredictable and may cause delays or a reduction of demand for solar energy systems.

### *Supplier Risk*

A substantial portion of the solar photovoltaic modules used in the United States are sourced from foreign suppliers and rules and conditions affecting international trade can have an adverse effect on the supply of solar photovoltaic modules and their cost. Tariffs on imported supplies affect pricing. Work slowdowns, strikes, weather and shipping may all affect the availability of modules and system components. Fortunately, as the industry grows, more suppliers emerge and competition increases, which gives the Company more supplier alternatives, serving to reduce these risks.

### *Installation*

The solar installation process involves a number of key risks, as follows:

- Shortages of materials or skilled labor;
- Scheduling, engineering, environmental or structural problems;
- Natural disasters, weather, fires, and other casualty losses or delays;
- Permitting and licensing delays;
- changes to installation plans;
- Subcontractor performance issues; and
- Costs in excess of plans and budgets due to changes in labor, materials or other factors, often due to changes in project specifications.

### *Competitor Risk*

The solar energy system installation business is highly competitive with low barriers to entry. The Company competes in the California market with significantly larger companies as well as a large number of relatively small solar installers and system developers. Those larger companies have greater resources than the Company. The Company's brand may not be known as well as our competitors' brands. Competition in the solar energy system installation market may increase in the future as a result of low barriers to entry. Increased industry competition could result in reductions in price, margins, market share and greater competition for qualified personnel. The Company's operations would be adversely affected if it is unable to compete.

However, it is noted that smaller companies such as Solar Alliance can benefit from certain operating efficiencies and having lower overhead, which could enable them to compete more effectively on price.

### *Safety Risk*

The installation and ongoing operation of solar energy systems involves significant safety risks. Solar energy systems generate electricity, which is inherently dangerous. Installation of these systems adds risks of falling from rooftops, personal injuries on the job, and other risks typical of construction projects. The Company takes steps to ensure safety remains a top priority, and maintains appropriate insurance coverage for the business. It may nevertheless be exposed to losses arising from personal injuries or property damage relating to the Company's installations.

### *Customer Service Risk*

The Company is exposed to the risk of claims from customers in relation to their expectations, our performance, and general risks and liabilities associated with placing our employees and technicians in or on the customers' property including possible claims of errors and omissions, harassment, theft of customer property, criminal activity and other claims. Such claims could damage the Company's reputation and adversely affect sales. The Company is also exposed to the risk of negative social media comments being posted on-line.

### *Wind Energy risks:*

Although the Company has sold all of its material wind energy projects, it still holds 100% of the Wildmare and Bullmoose Wind Energy Projects. The Company therefore is subject to certain wind energy risks. Project development and construction assumptions, including financing assumptions, involve significant risks which careful evaluation, experience, knowledge and risk management may not, in some cases, eliminate.



### *Fraud and Cyber Risks*

The Company regularly reassesses its risks of fraud. Frauds may be perpetrated by suppliers, customers, employees, competitors, foreign entities, other third parties and includes evolving cyber security frauds such as false billings, impersonations, phishing attacks and other internet based threats which may be economically and socially motivated. The purpose may be purely for monetary gain but an increasing number of global corporate threats are coming from social media and hacktivists. Mitigation actions and procedures include the use of Codes of Conduct and non-disclosure agreements, segregation of duties, authorizations policies, communications policies, reconciliations, IT security policies and password and other data access controls, and embracing of social media in its engagement with customers and it has set high standards of customer service, knowing that a happy customer is positive for social media.

Solar Alliance and its subsidiaries have mitigated cybersecurity risks through appropriate systems backup and access protection policies. The small size of the organization allows for additional human interaction for approvals, verifications and authorizations. While no entity can be fully secured against cybersecurity threats, the Company and its IT providers have taken prudent, responsible and appropriate measures to both mitigate such risks and facilitate an effective response.

### **CONTROLS, PROCEDURES AND CERTIFICATIONS**

Management is committed to delivering timely and accurate disclosure of all material information. Disclosure controls and procedures ensure that reporting requirements are satisfied and that material information is disclosed in a timely manner. Due to the limitation on the ability of the officers to design and implement cost-effective policies for disclosure controls and procedures and internal control over financial reporting, the officers are not making representations that such controls and procedures would identify and allow for reporting material information on a timely basis, nor are they representing that such procedures are in place that provide reasonable assurance regarding the reliability of financial reporting. However, as permitted for TSX Venture issuers, the CEO and CFO individually have certified that after reviewing the annual consolidated financial statements for the period ended September 30, 2016 and this MD&A of the Company, there are no material misstatements or omissions, and the filing materially presents the consolidated financial position and consolidated results of operations and cash flows for the period ended September 30, 2016 and all material subsequent activity up to November 9, 2016.

### **OUTSTANDING SHARE DATA**

As of the date of this report, the Company had the following outstanding securities:

Common shares- issued and outstanding	61,985,929
Warrants	8,779,757
Stock options	<u>6,516,900</u>
Total fully diluted shares outstanding	<u>77,282,586</u>