DEVERON UAS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2019

(EXPRESSED IN CANADIAN DOLLARS)

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Deveron UAS Corp. ("Deveron" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2019. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited consolidated financial statements of the Company for the years ended December 31, 2019 and 2018, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. Information contained herein is presented as of April 21, 2020, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Deveron common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Additional information relating to the Company is available free of charge on the System for Electronic Document Analysis and Retrieval (SEDAR) website at **www.sedar.com.**

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
Development of Deveron's new business in the data acquisition and data analytics sector will be positive	Financing will be available for the deployment of data acquisition and data analytics sector	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions
The Company's ability to meet its working capital needs at the current level for the twelve-month period ending December 31, 2020 The Company expects to incur further losses in the development of its business Should the Company not raise sufficient capital or have adequate profits (defined as revenues less expenses), it may cease to be a reporting issuer	The operating activities of the Company for the twelve-month period ending December 31, 2020, and the costs associated therewith, will be consistent with Deveron's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to Deveron	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; and changes in environmental; COVID-19 business activity changes and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions
As set out in this MD&A, Deveron will require approximately $1,000,000 ($820,000 spent) to be used to achieve its objectives and milestones	Actual costs of the various line items of the budget are consistent with the costs that management anticipates	Costs could vary from management's expectations

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Deveron's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Deveron's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

Deveron was incorporated under the laws of the Province of Ontario on March 28, 2011.

At present, Deveron is a leading agriculture technology company focused on providing data acquisition services and data analytics to the farming sector in North America. Through its on-demand network of drone pilots and soil sampling technicians, the Company is providing scalable data acquisition solutions in the imagery and soil space. Additionally, through its wholly-owned subsidiary Veritas Farm Management ("Veritas"), the Company provides growers in North America with independent data insight on the data it collects and is being generated on today's farm. On July 19, 2016, Deveron's common shares started trading on the Canadian Securities Exchange under the symbol "DVR". The primary office is located at The Canadian Venture Building, 82 Richmond Street East, Toronto, Ontario, M5C 1P1.

Operational Highlights

Corporate

On March 25, 2019, the Company granted 2,575,000 stock options to certain officers, employees and advisors to the Company. The stock options, at a price of $0.30 per share, will expire in three years from the issue date. The Company modified the expiry date of the options granted from March 2024 to various dates in 2022.

On March 31, 2019, 500,000 stock options with an exercise price of $0.37 were cancelled.

On July 1, 2019, the Company granted 660,000 options to employees and advisors of the Company. The options, at prices ranging from $0.30 - $0.375 per share, vest immediately and will expire on March 18, 2020 and November 22, 2022.

On July 14, 2019, 400,000 options with an exercise price of $0.25 expired unexercised.

On September 6, 2019, the Company acquired all of the issued and outstanding shares of Atlas Team LLC ("Atlas"). The Company issued an aggregate of 250,000 common shares of the capital of the Company. Refer to "Acquisition of Atlas" section below for more details.

On January 7, 2020, the Company and Huron Tractor Limited ("Huron Tractor") jointly announced a continuation of the collaborative initiative between Huron Tractor and Veritas, a wholly-owned subsidiary of Deveron.

On February 23, 2020, 8,180,172 warrants with an exercise price of $0.50 expired unexercised.

On February 23, 2020, 417,610 warrants with an exercise price of $0.35 expired unexercised.

On March 18, 2020, 160,000 options with an exercise price of $0.38 expired unexercised.

On March 22, 2020, 1,161,714 warrants with an exercise price of $0.50 expired unexercised.

On March 22, 2020, 54,702 warrants with an exercise price of $0.35 expired unexercised.

On April 7, 2020, the Company closed a non-brokered private placement (the "Offering") of units ("Units") with a group of strategic investors led by Bill Linton. The Offering was completed at a price of $0.10 per Unit for gross proceeds of $655,000 and a total of 6,550,000 Units issued.

On April 17, 2020, the Company closed the second and final tranche of a non-brokered private placement (the "Second Offering") of units ("Second Units") with a group of strategic investors. The Second Offering was completed at a price of $0.10 per Second Unit for gross proceeds of $700,000 and a total of 7,000,000 Units issued.

Company Update

The Company continues to develop a drone data network to provide on-demand, field level data to enterprises in the agricultural industry. The focus of the Company is to work with leading hardware, sensor and analytics providers to provide a scalable solution for using drones on the farm. Deveron continues to develop relationships with leading players in the agricultural space that see the value of working with a service based, standardized drone network.

On January 3, 2019, the Company and agriculture retailer South West Agromart ("South West"), a member of the Agromart Company of Canada, jointly announced a collaborative initiative between South West and Veritas. This joint initiative is a fresh approach to introducing value-added data solutions to farmers in south western Ontario, including precision farming applications.

On January 23, 2019, the Company announced the launch of new product offerings for crop researchers and breeders. These tools enable the rapid collection of measurements across research trials for more efficient and insightful monitoring.

On January 29, 2019, the Company announced that it entered into a service agreement with A & L Canada Laboratories Inc. ("A & L") in which A & L will engage Deveron to administer, manage and execute A & L's soil sampling collection business. The initial term of the agreement is for 5 years and has an anticipated value of $3.8M over the term of the agreement.

On March 11, 2019, the Company announced that it was awarded an artificial intelligence ("AI") for Earth grant from Microsoft Azure ("Microsoft") to help further the Company's efforts in AI and making recommendations and predictions using agricultural data.

On May 7, 2019, the Company announced that it entered into a partnership and distribution agreement with AIRINOV to provide North American growers with a solution for managing in-season crop nutrient applications. The offering will use high-resolution in-season imagery collected by an unmanned aerial vehicle ("UAV") to drive nitrogen placement decisions in crops such as wheat, barley, oats and canola. AIRINOV, based in France, is a pioneer in drone-based digital agriculture solutions and has demonstrated the success of its algorithms to drive increased profits ranging from $42 to $61 per acre across multiple crops.

On May 16, 2019, the Company announced that it partnered with World Class Extractions to provide its network of hemp growers and affiliates with best in class data insights through a custom data program in the United States and Canada.

On June 11, 2019, the Company announced the engagement of several global leaders in agricultural research to service high-value research plots on the Canadian Prairies and US Midwest for the 2019 agricultural season. The work will use imagery collected by UAV to enable new efficiencies in high-throughput phenotyping and crop protection research for the advancement of various crop technologies. The projects will cover a wide range of growing environments, including Missouri, North Dakota, Ohio, and Saskatchewan. The development of these pilot projects will be evaluated for future years after data from this season has been analyzed.

On August 13, 2019, the Company announced it entered into an agreement to acquire Kansas City, Missouri based digital agriculture provider Atlas. On September 6, 2019, the Company completed the acquisition of all of the issued and outstanding membership interest of Atlas.

Acquisition of Atlas

On August 16, 2019, the Company entered into a membership interests purchase agreement (the "Purchase Agreement") with Atlas to acquire all the issued and outstanding shares of Atlas. Atlas is an agricultural supply company which provides remote sensing and precision agriculture data aggregation and analytic services in the United States.

On September 6, 2019, the Company acquired all of the issued and outstanding shares of Atlas pursuant to the terms of the Purchase Agreement (the "Transaction"). As a result, Atlas is a wholly-owned subsidiary of the Company and Deveron owns 100% of the Atlas shares and its assets. Pursuant to the Purchase Agreement, the Company issued an aggregate of 250,000 common shares in the capital of the Company. Under the terms of the Purchase Agreement, the common shares will be released from escrow in three tranches on an annual basis, commencing on the first anniversary of the Transaction date. The common shares are subject to a statutory hold period of four months and one day from the date of issuance and the resale rules of applicable securities legislation.

The allocation of the purchase price is as follows:

	Amount ($)
Purchase price allocation	
Issuance of common shares (i)	72,500
Total consideration	**72,500**
Allocation of purchase price	
Cash	72,746
Amounts receivable and other assets	14,642
Amounts payable and other liabilities	(2,955)
Gain on acquisition of Atlas	(11,933)
Atlas net assets received	**72,500**

(i) For the purpose of determining the value of the purchase price consideration, the 250,000 common shares were valued at $0.29 per share based on Deveron's closing price as of September 5, 2019.

Trends

Deveron's operations are focused within the agriculture marketplace. Unmanned Aircraft System ("UAS") technology and other data solutions could have a significant effect on this market by allowing farmers to reduce costs and strengthen yields therefore improving profitability. Other trend factors include applicable laws and regulations, adverse weather conditions, political conditions, the hiring of qualified people and obtaining necessary services in jurisdictions where Deveron operates. The current trends relating to these factors could change at any time and negatively affect Deveron's operations and business.

See COVID-19 in "Events After The Reporting Period", below and "Risk Factors", below.

Major Shareholder and Related Party Transactions

Major shareholder

At December 31, 2019, Greencastle Resources Ltd. ("Greencastle") owned and/or exercised control over 10,554,005 common shares (December 31, 2018 - 8,524,505 common shares) of Deveron, representing approximately 27.7% (December 31, 2018 - 22.5%) of the issued and outstanding common shares of the Company. The remaining 72.3% (December 31, 2018 - 77.5%) of the shares are widely held, which includes various small holdings which are owned by directors of Deveron. These holdings can change at any time at the discretion of the owner.

The Company's major shareholder does not have different voting rights than other holders of the Company's common shares.

The Company is not aware of any arrangements that may at a subsequent date result in a change in control of the Company. To the knowledge of the Company, other than Greencastle, which owns or controls, directly or indirectly, approximately 27.7% (December 31, 2018 - 22.5%) of the issued and outstanding shares of the Company, the Company is not directly or indirectly owned or controlled by another corporation, by any government or by any natural or legal person severally or jointly.

Related party transactions

During the year ended December 31, 2019, the Company incurred professional fees of $32,627 (year ended December 31, 2018 - $36,016) to Marrelli Support Services Inc. ("Marrelli Support"), an organization of which Carmelo Marrelli is Managing Director. Mr. Marrelli is the Chief Financial Officer of Deveron. These services were incurred in the normal course of operations for general accounting and financial reporting matters. Marrelli Support also provides bookkeeping services to the Company. All services were made on terms equivalent to those that prevail with arm's length transactions. As at December 31, 2019, Marrelli Support is owed $2,659 (December 31, 2018 - $8,970) and this amount is included in amounts payable and other liabilities.

During the year ended December 31, 2019, the Company incurred professional fees of $8,667 (year ended December 31, 2018 - $15,600) to DSA Corporate Services Inc. ("DSA"), an organization of which Mr. Marrelli controls. Mr. Marrelli is also the corporate secretary and sole director of DSA. These services were incurred in the normal course of operations for corporate secretarial matters. All services were made on terms equivalent to those that prevail with arm's length transactions. As at December 31, 2019, DSA is owed $1,643 (December 31, 2018 - $824) and this amount is included in amounts payable and other liabilities.

During the year ended December 31, 2019, the Company incurred professional fees of $5,821 (year ended December 31, 2018 - $38,682) to DSA Filing Services Limited ("Filing"), an organization of which Mr. Marrelli controls. These services were incurred in the normal course of operations for reporting issuer filing services. All services were made on terms equivalent to those that prevail with arm's length transactions. As at December 31, 2019, Filing is owed $588 (December 31, 2018 - $nil) and this amount is included in amounts payable and other liabilities.

During the year ended December 31, 2019, the Company incurred professional fees of $384 (year ended December 31, 2018 - $nil) to Marrelli Press Release Services Limited ("Press Release"), an organization of which Mr. Marrelli controls. These services were incurred in the normal course of operations for press release services. All services were made on terms equivalent to those that prevail with arm's length transactions. As at December 31, 2019, Press Release is owed $316 (December 31, 2018 - $nil) and this amount is included in amounts payable and other liabilities.

During the year ended December 31, 2019, the Company also incurred legal fees of $31,929 (year ended December 31, 2018 - $38,682) to Irwin Lowy LLP for legal services. Chris Irwin is the controlling party of Irwin Lowy LLP and a director of Deveron. Included in the December 31, 2019 amounts payable and other liabilities is $nil due to Irwin Lowy LLP (December 31, 2018 - $3,502).

During the year ended December 31, 2019, salaries and benefits of $200,000 (year ended December 31, 2018 - $162,500) were paid to the Chief Executive Officer ("CEO") and director of the Company. Included in the December 31, 2019 amounts payable and other liabilities is $11,360 due to the CEO and director of the Company (December 31, 2018 - $12,811).

During the year ended December 31, 2019, salaries and benefits of $47,500 (year ended December 31, 2018 - $nil) were paid to a director of its parent company, Greencastle.

During the year ended December 31, 2019, salaries and benefits of $22,500 (year ended December 31, 2018 - $30,000) were paid to directors of the Company.

During the year ended December 31, 2019, interest of $nil (year ended December 31, 2018 - $32,664) was paid to Greencastle and included in interest expense in the consolidated statements of comprehensive (loss) income.

During the year ended December 31, 2019, the Company incurred rent expense of $24,350 (year ended December 31, 2018 - $30,000) to Greencastle which is included in office and general in the consolidated statements of comprehensive (loss) income.

During the year ended December 31, 2019, the Company incurred corporate advisory service expense of $9,000 (year ended December 31, 2018 - $nil) to Greencastle which is included in office and general in the consolidated statements of comprehensive (loss) income.

Included in December 31, 2019 amounts payable and other liabilities is $nil due to Greencastle (December 31, 2018 - $7,500) for rent and corporate advisory services payable.

During the year ended December 21, 2019, the Company incurred expenses of $177,773 (year ended December 31, 2018 - $nil) of share-based payment expense for stock options and warrants issued to certain Company officer's, directors and key management personnel.

Proposed Transactions

There are no proposed transactions of a material nature being considered by the Company. However, the Company continues to develop the UAS business, as well as searing for a financing.

Outlook

For the immediate future, the Company intends to develop the data acquisition and analytics business. The Company continues to monitor its spending and will amend its plans based on business opportunities that may arise in the future. See "Cautionary Note Regarding Forward-Looking Statements", "Trends" and COVID-19 in "Events After The Reporting Period" and "Risk Factors".

The Company may need to secure additional financing to meet its ongoing obligations; however, there is no assurance that the Company will be able to do so. See "Cautionary Note Regarding Forward-Looking Statements", "Trends" and COVID-19 in "Events After The Reporting Period" and "Risk Factors".

Selected Annual Financial Information

The following is selected financial data derived from the audited annual consolidated financial statements of the Company as at December 31, 2019, 2018 and 2017 and for the years then ended.

	Year ended December 31, 2019	Year ended December 31, 2018	Year ended December 31, 2017
Total revenues	$2,055,437	$500,626	$209,022
Total loss	$(1,937,398)	$(1,479,416)	$(1,585,750)
Net loss per share – basic	$(0.05)	$(0.04)	$(0.07)
Net loss per share – diluted	$(0.05)	$(0.04)	$(0.07)
	As at December 31, 2019	**As at December 31, 2018**	**As at December 31, 2017**
Total assets	$3,855,407	$4,901,616	$2,306,521
Total non-current financial liabilities	$ 215,575	$22,624	$nil
Distribution of cash dividends	$nil	$nil	$nil

- The net loss for the year ended December 31, 2019, consisted primarily of (i) share-based payments of $497,801; (ii) salaries and benefits of $1,640,130; (iii) shareholder relations of $78,524; (iv) business development of $53,306; (v) depreciation of $163,598; (vi) professional fees of $112,487; and (vii) other working capital expenditures incurred to maintain the operations of the Company which was offset by (i) net drone and agronomic services of $1,212,030 and (ii) interest income of $39,718.

- The net loss for the year ended December 31, 2018, consisted primarily of (i) share-based payments of $356,731; (ii) salaries and benefits of $668,822; (iii) shareholder relations of $214,380; (iv) business development of $261,277; (v) depreciation of $231,034; (vi) professional fees of $103,880; and (vii) other working capital expenditures incurred to maintain the operations of the Company which was offset by (i) net drone and agronomic services of $144,194; (ii) gain on long-term investments of $507,131; (iii) interest income of $36,339; and (iv) discontinued operations income of $50,000.

- The net loss for the year ended December 31, 2017, consisted primarily of (i) share-based payments of $867,922; (ii) salaries and benefits of $329,748; (iii) shareholder relations of $241,533; (iv) consulting fees of $175,000; (v) business development of $169,843; (vi) depreciation of $158,914; (vii) professional fees of $99,054; (viii) discontinued operations income of $50,000; and (viii) other working capital expenditures incurred to maintain the operations of the Company which was offset by (i) net drone income of $63,284; (ii) gain on long-term investments of $360,000; and (iii) gain on debt settlement of $240,000.

- As the Company has no significant recurring revenue from its drone operation at present, its ability to fund its operations is dependent upon securing financing. See "Cautionary Note Regarding Forward-Looking Statements", "Trends" and COVID-19 in "Events After The Reporting Period" and "Risk Factors".

Selected Quarterly Information

Three Months Ended	Total Revenue ($)	Profit or Loss Total ($)	Profit or Loss Basic and Diluted Income (Loss) Per Share ($) [9]	Total Assets ($)
2018-March 31	31,430	(589,601) [1]	(0.02)	5,034,406
2018-June 30	127,199	(455,495) [2]	(0.01)	4,619,205
2018-September 30	108,416	148,482 [3]	0.00	5,789,260
2018-December 31	233,581	(582,802) [4]	(0.02)	4,901,616
2019-March 31	100,564	(882,919) [5]	(0.02)	4,450,366
2019-June 30	727,973	(101,667) [6]	(0.00)	4,367,315
2019-September 30	642,408	(411,607) [7]	(0.01)	4,410,870
2019-December 31	584,492	(541,205) [8]	(0.01)	3,855,407

Notes:

(1) The Company's net loss totaled $589,601 for the three months ended March 31, 2018, with basic and diluted loss per share of $0.02. Activities for the three months ended March 31, 2018, principally involved share-based payments of $175,302; salaries and benefits of $111,427; business development of $45,111; shareholder relations of $121,181 pertaining to regulatory filing fees and consulting fees; professional fees of $17,839, representing costs incurred for general legal, accounting and audit services; interest expenses of $10,729; travel of $18,622; depreciation of $54,703; office and general of $29,362; and cost of services of $36,755 which was offset by drone income of $31,430.

(2) The Company's net loss totaled $455,495 for the three months ended June 30, 2018, with basic and diluted loss per share of $0.01. Activities for the three months ended June 30, 2018, principally involved share-based payments of $107,305; salaries and benefits of $125,949; business development of $49,560; shareholder relations of $72,594 pertaining to regulatory filing fees and consulting fees; professional fees of $31,744, representing costs incurred for general legal, accounting and audit services; interest expenses of $10,908; travel of $21,268; depreciation of $57,510; office and general of $55,362; and cost of services of $50,494 which was offset by drone income of $127,199.

(3) The Company's net income totaled $148,482 for the three months ended September 30, 2018, with basic and diluted income per share of $0.00. Activities for the three months ended September 30, 2018, principally involved share-based payments of $34,665; salaries and benefits of $131,658; business development of $61,616; shareholder relations of $13,549 pertaining to regulatory filing fees and consulting fees; professional fees of $23,615, representing costs incurred for general legal, accounting and audit services; interest expenses of $11,027; travel of $26,749; depreciation of $59,010; office and general of $44,464; and cost of services of $129,419 which was offset by drone income of $108,416; gain on long-term investment of $507,131; and interest income of $18,707.

(4) The Company's net loss totaled $582,802 for the three months ended December 31, 2018, with basic and diluted loss per share of $0.02. Activities for the three months ended December 31, 2018, principally involved share-based payments of $39,459; salaries and benefits of $299,788; business development of $104,990; shareholder relations of $7,056 pertaining to regulatory filing fees and consulting fees; professional fees of $30,682, representing costs incurred for general legal, accounting and audit services; travel of $21,031; depreciation of $59,811; office and general of $85,198; equipment maintenance of $41,568; and cost of services of $139,764 which was offset by data services revenues of $233,581; and interest income of $17,632.

(5) The Company's net loss totaled $882,919 for the three months ended March 31, 2019, with basic and diluted loss per share of $0.02. Activities for the three months ended March 31, 2019, principally involved share-based payments of $291,963; salaries and benefits of $401,983; business development of $13,562; shareholder relations of $39,967 pertaining to regulatory filing fees and consulting fees; professional fees of $30,451, representing costs incurred for general legal, accounting and audit services; interest expenses of $4,015; travel of $26,944; depreciation of $58,617; office and general of $96,671; and cost of services of $30,731 which was offset by drone income of $3,332 and interest income of $12,516.

(6) The Company's net loss totaled $101,667 for the three months ended June 30, 2019, with basic and diluted loss per share of $0.00. Activities for the three months ended June 30, 2019, principally involved share-based payments of $48,620; salaries and benefits of $372,404; business development of $15,302; shareholder relations of $14,937 pertaining to regulatory filing fees and consulting fees; professional fees of $28,615, representing costs incurred for general legal, accounting and audit services; interest expenses of $3,987; travel of $15,543; depreciation of $18,330; office and general of $103,088; equipment maintenance of $1,145 and cost of services of $219,915 which was offset by drone income of $727,973 and interest income of $12,246.

(7) The Company's net loss totaled $411,607 for the three months ended September 30, 2019, with basic and diluted income per share of $0.01. Activities for the three months ended September 30, 2019, principally involved share-based payments of $157,218; salaries and benefits of $508,010; business development of $15,824; shareholder relations of $9,972 pertaining to regulatory filing fees and consulting fees; professional fees of $27,328, representing costs incurred for general legal, accounting and audit services; interest expenses of $8,826; travel of $35,118; depreciation of $48,831; office and general of $74,769; equipment maintenance of $5,524 and cost of services of $186,959 which was offset by data services revenue of $642,408; gain on acquisition of Atlas of $11,933; and interest income of $12,431.

(8) The Company's net loss totaled $541,205 for the three months ended December 31, 2019, with basic and diluted loss per share of $0.01. Activities for the three months ended December 31, 2019, principally involved salaries and benefits of $357,733; business development of $8,618; shareholder relations of $13,648 pertaining to regulatory filing fees and consulting fees; professional fees of $26,093, representing costs incurred for general legal, accounting and audit services; travel of $26,317; depreciation of $37,820; office and general of $118,909; bad debts of $133,040; interest expense of $242 and cost of services of $405,802 which was offset by data services revenues of $584,492; and interest income of $2,525.

(9) Per share amounts are rounded to the nearest cent, therefore aggregating quarterly amounts may not reconcile to year-to-date per share amounts.

Discussion of operations

Three months ended December 31, 2019, compared with three months ended December 31, 2018

Deveron's net loss totaled $541,205 for three months ended December 31, 2019, with basic and diluted loss per share of $0.01. This compares with a loss of $582,802 with basic and diluted loss per share of $0.02 for the three months ended December 31, 2018. The decrease of $41,597 in net loss was principally due to the following:

- Data collection and data analytics revenues increased by $350,911 for the three months ended December 31, 2019, compared to the three months ended December 31, 2018. The increase is attributable to the new business of the Company since the acquisition of Atlas on September 6, 2019.

- Professional fees decreased by $4,589 for the three months ended December 31, 2019 compared to the three months ended December 31, 2018. The decrease is attributable to decreased corporate activity requiring external professional support.

- Office and general increased by $33,711 for the three months ended December 31, 2019 compared to the three months ended December 31, 2018 and consisted of costs such as advertising and promotion, supplies, internet, rent and bank service charges.

- Salaries and benefits increased by $57,945 for the three months ended December 31, 2019 compared to the three months ended December 31, 2018. The increase is attributable to the Company hiring a higher number of employees during the current period compared to the comparative period.

- Travel expenses increased by $5,286 for three months ended December 31, 2019 compared to the three months ended December 31, 2018. The increase is attributable to higher corporate activity requiring travel by management and employees.

- Depreciation decreased by $21,991 for the three months ended December 31, 2019 compared to the three months ended December 31, 2018. Depreciation is recorded on computer equipment, drones, vehicles and right-of-use assets acquired during the current and prior years.

- Business development decreased by $96,372 for the three months ended December 31, 2019 compared to the three months ended December 31, 2018. The decrease is attributable to lower research done by the Company which required external business development support.

- Share-based payments decreased by $39,459 for the three months ended December 31, 2019 compared to the three months ended December 31, 2018. The decrease is due to the timing of expensing the estimated fair value of stock options granted in prior and current periods. The Company expenses its stock options in accordance with the vesting terms of the stock options granted.

- Bad debts increased by $133,040 for the three months ended December 31, 2019 compared to the three months ended December 31, 2018. This increase is primarily attributable to the write off of World Class Extractions.

- All other expenses related to general working capital expenditures.

Year ended December 31, 2019, compared with year ended December 31, 2018

Deveron's net loss totaled $1,937,398 for year ended December 31, 2019, with basic and diluted loss per share of $0.05. This compares with a net loss of $1,479,416 with basic and diluted loss per share of $0.04 for the year ended December 31, 2018. The increase of $457,982 in net loss was principally due to the following:

- Data collection and data analytics revenues increased by $1,554,811 for the year ended December 31, 2019, compared to the year ended December 31, 2018. The increase is attributable to the new business of the Company since the acquisition of Veritas on September 14, 2018 and Atlas on September 6, 2019.

- Professional fees increased by $8,607 for the year ended December 31, 2019 compared to the year ended December 31, 2018. The increase is attributable to increased corporate activity requiring external professional support.

- Office and general increased by $179,051 for the year ended December 31, 2019 compared to the year ended December 31, 2018 and consisted of costs such as advertising and promotion, supplies, internet, rent and bank service charges.

- Salaries and benefits increased by $971,308 for the year ended December 31, 2019 compared to the year ended December 31, 2018. The increase is attributable to the Company hiring a higher number of employees during the current period compared to the comparative period.

- Travel expenses increased by $16,252 for year ended December 31, 2019 compared to the year ended December 31, 2018. The increase is attributable to higher corporate activity requiring travel by management and employees.

- Depreciation decreased by $67,436 for the year ended December 31, 2019 compared to the year ended December 31, 2018. Depreciation is recorded on computer equipment, drones, vehicles and right-of-use assets acquired during the current and prior years.

- Business development decreased by $207,971 for the year ended December 31, 2019 compared to the year ended December 31, 2018. The decrease is attributable to lower research done by the Company which required external business development support.

- Share-based payments increased by $141,070 for the year ended December 31, 2019 compared to the year ended December 31, 2018. The increase is due to the timing of expensing the estimated fair value of stock options granted in prior and current periods. The Company expenses its stock options in accordance with the vesting terms of the stock options granted.

- Gain on long-term investment decreased by $507,131 for the year ended December 31, 2019 compared to the year ended December 31, 2018. The decrease is attributable to the purchase of Veritas which occurred in the year ended December 31, 2018 (no such gain for December 31, 2019).

- Bad debts increased by $133,040 for the year ended December 31, 2019 compared to the year ended December 31, 2018. This increase is primarily attributable to the write off of World Class Extractions.

- All other expenses related to general working capital expenditures.

Deveron's total assets at December 31, 2019 were $3,855,407 (December 31, 2018 - $4,901,616) against total liabilities of $736,336 (December 31, 2018 - $415,448). The decrease in total assets of $1,046,209 resulted from cash spent on operating costs. The Company does have sufficient current assets to pay its existing liabilities of $736,336 at December 31, 2019.

Cash Flow

At December 31, 2019, the Company had cash and cash equivalents of $1,277,904. The decrease in cash of $1,645,287 from the December 31, 2018 cash balance of $2,923,191 was a result of cash outflow in operating activities of $1,591,434, cash outflow in investing activities of $126,599 and cash inflow of $72,746 from financing activities. Operating activities were affected by depreciation of $163,598, share-based payments of $497,801, interest expense of $14,616, gain on acquisition of Atlas of $11,933 and bad debts of $133,040, and net change in non-cash working capital balances of $318,118 because of an increase in amounts receivable and other assets of $291,187, an increase in amounts payable and other liabilities of $41,592, an increase in deferred revenue of $20,485 and a decrease in lease payments of $83,008. Investing activities were affected by the acquisition of property, plant and equipment of $126,599. Financing activities were affected by cash acquired from the acquisition of Atlas of $72,746.

Liquidity and Financial Position

The Company expects to be financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. See "Cautionary Note Regarding Forward-Looking Statements", "Trends" and COVID-19 in "Events After The Reporting Period" and "Risk Factors".

As at December 31, 2019, the Company had a working capital of $1,502,702 (December 31, 2018 – working capital of $2,967,052). The Company's continuing operations are dependent on its ability to secure equity and/or debt financing.

In the following 12-month period, the business objective of Deveron is to further establish credibility and gain market awareness of the service offering to growers in Canada and select other operating regions in the United States. Deveron intends to do this by accomplishing the following business objectives:

(a) Continue development and deployment of the data acquisition network to provide on demand data services to the agricultural industry across Canada and select strategic regions in the United States;

(b) Continue marketing campaign of service offering through current sales network;

(c) Continue to work with current and future partners on data integration and feasibility studies; and

(d) Build infrastructure for processing and storing data.

Deveron anticipates that in order to accomplish its business objectives, it will have to meet the following milestones:

Event	Cost	Spent	Timing
Continued development of on-demand data network	$200,000	$145,000	12 months
Growth of data analytics offering	$300,000	$350,000	12 months
Ongoing Marketing Campaign	$150,000	$100,000	12 months
Data Infrastructure Investment	$100,000	$100,000	12 months
Product Feasibility Testing with Partners	$250,000	$125,000	12 months
Total	**$1,000,000**	**$820,000**	

Deveron may need to adjust the timeframe for meeting various business objectives and milestones depending on the availability of funds. Notwithstanding the proposed uses of available funds as discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult, at this time, to definitively project the total funds necessary to effect the planned activities of Deveron. For these reasons, it is considered to be in the best interests of Deveron and its shareholders to afford management a reasonable degree of flexibility as to how the funds are deployed among the uses identified above, or for other purposes, as the need arises. Further, the above uses of available funds should be considered estimates.

Based on the rate of expenditure above, the Company will have sufficient cash to fund its operations for the twelve months ended December 31, 2020.

Discontinued Operations

As a result of the Acquisition on July 14, 2016, the business of the Company was changed from mineral exploration to the drone data service sector. Therefore, all operations related to mineral exploration were transferred to discontinued operations.

There were no assets or liabilities for discounted operations as at December 31, 2019 and 2018.

Discontinued operations for the years presented include:

Statement of Comprehensive (Loss) Income	Year Ended December 31, 2019 ($)	Year Ended December 31, 2018 ($)
Property option revenue	nil	50,000
Total discontinued operations	**nil**	**50,000**

(i) On August 1, 2016, the Company entered into an agreement with Parlane Resource Corp. ("Parlane") for the sale of undivided 100% right, title and interest in the Nechako Property. Under the terms of the agreement, Parlane shall, upon signing of this agreement, pay $50,000 to Deveron (received), and Deveron shall, within 3 days thereafter, transfer title to the Nechako Property, to Parlane.

- On the first anniversary of this agreement, should Parlane continue to hold any part of the Nechako Property by keeping it in good standing, it shall pay to Deveron an additional $50,000 (received in August 2017); and
- On the second anniversary of this agreement, should Parlane continue to hold any part of the Nechako Property by keeping it in good standing, it shall make a further and last payment of $50,000 (received in August 2018) to Deveron.

There was no impact on the consolidated statements of cash flows from discontinued operations.

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Share Capital

As at the date of this MD&A, the Company had a total of 51,681,086 common shares issued and outstanding. An additional 9,347,500 common shares are subject to issuance pursuant to the following: 6,635,000 stock options and 2,712,500 outstanding warrants. Each stock option will be exercisable to acquire one common share at a prices that range from $0.30 to $0.37 per common share with expiry dates ranging from May 24, 2022 to November 22, 2022. Each warrant will be exercisable to acquire one common share at prices that range from $0.20 to $0.50 per common share with expiry dates ranging from September 14, 2020 to October 7, 2021.

Capital Management

The Company includes equity, comprising issued share capital, shares to be issued, reserves and deficit, in the definition of capital, which as at December 31, 2019, totaled an equity of $3,119,071 (December 31, 2018 - $4,486,168).

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund its research and development costs and devote resources to identifying and commercializing new services. To secure the additional capital necessary to continue with its operating and research and development activities, the Company may attempt to raise additional funds through the issuance of debt or equity.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares and adjusting capital spending. The capital structure is reviewed by management and the Board on an ongoing basis.

There were no changes in the Company's objective, process, policies and approach to capital management during the year ended December 31, 2019 and 2018. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body.

Financial Instruments

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, foreign currency risk and price risk).

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and amounts receivable. Cash is held with a Canadian chartered bank, from which management believes the risk of loss to be minimal.

Amounts receivable consists of sales tax receivable from government authorities in Canada and trades receivable. Sales tax receivable are in good standing as of December 31, 2019. Management believes that the credit risk with respect to these amounts receivable is minimal. As at December 31, 2019, the provision for amounts receivable is $145,846 (December 31, 2018 - $12,806).

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at December 31, 2019, the Company had cash and cash equivalents of $1,277,904 (December 31, 2018 - $2,923,191) to settle current liabilities of $520,761 (December 31, 2018 - $392,824). All of the Company's financial liabilities have contractual maturities of less than 90 days and are subject to normal trade terms except for the amount due to related party which bears interest at prime plus two percent and is due on demand. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

The Company obtained its financing through the equity market. Negative trend in the general equity market and the fall in commodity prices can adversely impact the Company's ability to obtain financing at favourable terms. If the Company cannot obtain the necessary financing to fund its operating and exploration activities, the Company might not be able to continue as a going concern entity.

There can be no assurance that additional financing or shareholder loans from Greencastle, if and when required, will be available or on terms acceptable to the Company.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and equity price.

Interest rate risk

The Company has cash balances and interest-bearing debt. The Company's current policy is to invest surplus cash in high yield savings accounts with a Canadian chartered bank with which it keeps its bank accounts. As at December 31, 2019, the Company did not have any surplus cash in high yield savings accounts. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its Canadian chartered bank. The Company is not exposed to interest rate risk.

Foreign currency risk

The Company's functional and presentation currency is the Canadian dollar. Certain of the Company's revenues and expenses are incurred in USD and are therefore subject to gains and losses due to fluctuations against the functional currency.

Price risk

The Company is exposed to price risk with respect to equity prices and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity prices or general movements in the level of stock market. Commodity price risk is defined as the potential adverse impact and economic value due to commodity price movements and volatilities.

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve month period:

(i) The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents and amounts receivable and amounts payable and other liabilities that are denominated in USD. As at December 31, 2019, had the USD weakened/strengthened by 10% against the CAD with all other variables held constant, the Company's consolidated statements of comprehensive loss for the year ended December 31, 2019 would have been approximately $33,540 higher/lower as a result of foreign exchange losses/gains on translation of non-CAD denominated financial instruments. Similarly, as at December 31, 2019, shareholders' equity would have been approximately $33,540 higher/lower had the USD weakened/strengthened by 10% against the CAD as a result of foreign exchange losses/gains on translation of non-CAD denominated financial instruments.

Risk Factors

Deveron operates in evolving markets, which makes it difficult to evaluate its business and future prospects.

Deveron's UASs are involved in new and rapidly evolving markets. The commercial UAS market is in early stages of customer adoption. Accordingly, Deveron's business and future prospects may be difficult to evaluate. Deveron cannot accurately predict the extent to which demand for its services will increase, if at all. The challenges, risks and uncertainties frequently encountered by companies in rapidly evolving markets could impact Deveron's ability to do the following:

- generate sufficient revenue to maintain profitability;
- acquire and maintain market share;
- achieve or manage growth in its operations;
- develop and renew contracts;
- attract and retain other highly-qualified personnel;
- successfully develop and commercially market new services;
- adapt to new or changing policies; and
- access additional capital when required and on reasonable terms.

If Deveron fails to address these and other challenges, risks and uncertainties successfully, its business, results of operations and financial condition would be materially harmed.

If critical components or raw materials used to manufacture Deveron's equipment become scarce or unavailable, then Deveron may incur delays in the delivery of its services, which could damage its business.

Deveron obtains hardware components, various subsystems and systems from a limited group of suppliers. Deveron does not have long-term agreements with any of these suppliers that obligate it to continue to sell components, subsystems, systems or products to Deveron. Deveron's reliance on these suppliers involves significant risks and uncertainties, including whether its suppliers will provide an adequate supply of required components, subsystems, or systems of sufficient quality, will increase prices for the components, subsystems or systems and will perform their obligations on a timely basis.

In addition, certain raw materials and components used in the manufacture of the products used by Deveron are periodically subject to supply shortages, and its business is subject to the risk of price increases and periodic delays in delivery. Similarly, the market for electronic components is subject to cyclical reductions in supply. If Deveron is unable to obtain components from third-party suppliers in the quantities and of the quality that it requires, on a timely basis and at acceptable prices, then it may not be able to deliver its products on a timely or cost-effective basis to its customers, which could cause customers to terminate their contracts with Deveron, increase Deveron's costs and seriously harm its business, results of operations and financial condition. Moreover, if any of Deveron's suppliers become financially unstable, then it may have to find new suppliers. It may take several months to locate alternative suppliers, if required, or to redesign Deveron's products to accommodate components from different suppliers. Deveron cannot predict if it will be able to obtain replacement components within the time frames that it requires at an affordable cost, if at all.

Failure to obtain necessary regulatory approvals from Transport Canada or other governmental agencies, or limitations put on the use of UASs in response to public privacy concerns, may prevent Deveron from expanding the sales of Deveron's services.

The regulation of small UAS for commercial use in Canada is undergoing substantial change and the ultimate treatment is uncertain. Currently, the operation of UASs with a maximum take-off weight not exceeding 2kg., operated within visual line-of-sight are exempt from the regulations promulgated under the Aeronautics Act (Canada). The Company has been granted a National Special Flight Operations Certificate ("SFOC") for a one-year period from Transport Canada which permits the Company to operate UASs over this weight limit and carry out its UAS services.

Transport Canada is responsible for establishing, managing, and developing safety and security standards and regulations for civil aviation in Canada, including unmanned civil aviation. Civil operations include law enforcement, scientific research, or use by private sector companies for commercial purposes.

UAS operations for civil or commercial purposes are only authorized to fly with a SFOC issued by Transport Canada. The Canadian Aviation Regulations (CARs) govern civil aviation safety and security in Canada, and by extension govern operation of UASs in Canada to an equivalent level of safety as manned aircraft.

Transport Canada has acknowledged that the current regulatory regime in Canada has not kept pace with the rapid development in technology and the growing demand for commercial UAS use. In 2010, the Canadian Aviation Regulation Advisory Council established the Unmanned Aircraft System Program Design Working Group to develop new regulations to increase the safety, scope and regulatory efficiency of commercial UAS applications in Canada. In 2012, the working group released its phase 1 report which outlines the overall proposed revisions to the Canadian regulatory regime. The working group drafted and published the proposed changes for the revised regulation (phase 1) and is currently reviewing all comments received as part of the consultation process. The working group expect to publish the final regulations (phase 2) before 2017. The new regulations are intended to be consistent with the international UAS regulatory model established by the International Commercial Aviation Organization. In addition, there exists public concern regarding the privacy implications of Canadian commercial and law enforcement use of small UAS. This concern has included calls to develop explicit written policies and procedures establishing usage limitations.

There is no assurance that the response from regulatory agencies, customers and privacy advocates to these concerns will not delay or restrict the adoption of small UAS by operators.

The markets in which Deveron competes are characterized by rapid technological change, which requires it to test new products and product enhancements and could render its existing equipment obsolete.

Continuing technological changes in the market for Deveron's services could make its services less competitive or obsolete, either generally or for particular applications. Deveron's future success will depend upon its ability to develop and introduce a variety of new capabilities and enhancements to its existing service offerings, as well as introduce a variety of new service offerings, to address the changing needs of the markets in which it offers services.

If Deveron is unable to devote adequate resources to evaluate new systems or cannot otherwise successfully test new systems or enhancements that meet customer requirements on a timely basis, its services could lose market share, its revenue and profits could decline, and Deveron could experience operating losses.

Deveron expects to incur research and development costs and devote resources to identifying and commercializing new services, which could significantly reduce its profitability and may never result in revenue to Deveron.

Deveron's future growth depends on penetrating new markets, adapting existing services to new applications, and introducing new services that achieve market acceptance. Deveron plans to incur research and development costs as part of its efforts to develop and commercialize new services and enhance existing products. Deveron believes that there are significant investment opportunities in a number of business areas. Because Deveron accounts for research and development as an operating expense, these expenditures will adversely affect its earnings in the future. Further, Deveron's research and development programs may not produce successful results, and its new services may not achieve market acceptance, create additional revenue or become profitable, which could materially harm its business, prospects, financial results and liquidity.

Public Health Crises

The Company faces risks related to pandemics and epidemics, such as the outbreak of the coronavirus that surfaced in December 2019 in Wuhan, Hubei Province, China and has spread to other countries around the world, including Canada and the United States, which could significantly disrupt the Company's operations and may materially and adversely affect its business and financial condition. The extent to which the coronavirus impacts the Company's business, including its operations and the market for its securities, will depend on future developments which are highly uncertain and cannot be predicted at this time, including the duration, severity and scope of the coronavirus outbreak and the actions taken by various government authorities to contain or treat the outbreak. In particular, the continued spread of the coronavirus could materially and adversely impact the Company's business, including without limitation, employee health, workforce productivity, increased insurance premiums and medical costs, restrictions on travel by the Company's personnel and by the personnel of the Company's various optionees, the availability of industry experts and personnel, and other factors that will depend on future developments beyond the Company's control, all or some of which may have a material adverse effect on the Company's business, financial condition and results of operations.

In addition, a significant outbreak of coronavirus could result in a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the Company's business, financial condition and results of operations.

The management of the Company rests on some key personnel and mostly on its CEO. The loss of the CEO could have a negative impact on the development and the success of its operations.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company uses the Venture Issuer Basic Certificate, which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS). The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

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

Events After The Reporting Period

i) On January 7, 2020, the Company and agriculture retailer Huron Tractor, jointly announced a collaborative initiative between Huron Tractor and Veritas. This joint initiative is bringing value to shared customers for seven years through delivery of variable rate prescriptions.

ii) On February 23, 2020, 8,180,172 warrants with an exercise price of $0.50 expired unexercised.

iii) On February 23, 2020, 417,610 warrants with an exercise price of $0.35 expired unexercised.

iv) On March 18, 2020, 160,000 stock options with an exercise price of $0.38 expired unexercised.

v) On March 22, 2020, 1,161,714 warrants with an exercise price of $0.50 expired unexercised.

vi) On March 22, 2020, 54,702 warrants with an exercise price of $0.35 expired unexercised.

vii) On April 7, 2020, the Company announced the closing of Offering of Units with a group of strategic investors led by Bill Linton. The Offering was completed at a price of $0.10 per Unit for gross proceeds of $655,000 and a total of 6,550,000 Units issued.

viii) On April 17, 2020, the Company announced the closing of a second and final tranche of a non-brokered private placement Second Offering of Second Units with a group of strategic investors. The final tranche was completed at a price of $0.10 per Unit for gross proceeds of $700,000 and a total of 7,000,000 Units issued. Deveron issued a total of 13,550,000 Units for aggregate gross proceeds of $1,355,000 in connection with the Offering.

ix) Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

Additional Disclosure for Entities without Significant Revenue

Operating expenses	Year Ended December 31, 2019 ($)	Year Ended December 31, 2018 ($)
Salaries and benefits	1,640,130	668,822
Share-based payments	497,801	356,731
Business development	53,306	261,277
Depreciation	163,598	231,034
Shareholder relations	78,524	214,380
Office and general	393,437	214,386
Professional fees	112,487	103,880
Travel	103,922	87,670
Equipment maintenance	7,764	41,568
Interest expense	17,070	37,332
Bad debts	133,040	nil
Interest income	(39,718)	(36,339)
Gain on long-term investments	nil	(507,131)
Gain on acquisition of Atlas	(11,933)	nil
Total	**3,149,428**	**1,673,610**

Additional Information

Additional information concerning the Company is available on Sedar at **www.sedar.com**.