KRAKEN

KRAKEN ROBOTICS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2019

This Management Discussion and Analysis ("MD&A") of Kraken Robotics Inc. (the "Company" or "Kraken") provides analysis of the Company's financial results for the three month period ended March 31, 2019 and should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and the notes thereto for the three month period ended March 31, 2019, which are available on SEDAR at www.sedar.com. This MD&A is current as at May 30, 2019, the date of preparation.

The March 31, 2019 condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements. The Company has adopted IFRS 16 with a date of initial application of January 1, 2019. Except as noted under "Use of Estimates" and "New and Revised IFRS Accounting Pronouncements", these financial statements were prepared using the same accounting policies and methods of computation, and are subject to the same use of estimates and judgments, as the Company's consolidated financial statements for the year ended December 31, 2018. These condensed consolidated interim financial statements do not include all disclosures required by International Financial Reporting Standards ("IFRS") for annual consolidated financial statements and accordingly should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2018 prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"). All amounts are expressed in Canadian dollars, unless otherwise stated.

Forward-Looking Statements

Certain statements contained in the following MD&A constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

NATURE OF BUSINESS

Kraken Robotics Inc. (formerly Kraken Sonar Inc.) was incorporated on May 14, 2008 under the Business Corporations Act, British Columbia, is a publicly traded company, and its registered office is at 100 King Street West, #1600, Toronto, Ontario, M5X 1G5.

The Company's principal business is the design, manufacture and sale of software centric sensors, batteries, and underwater robotic systems.

Company Overview

Kraken Robotics Inc. (PNG: TSX-V) is a marine technology company supplying advanced sonar and optical sensors, batteries, and underwater robotics equipment for military and commercial applications. The Company is recognized as world leading innovators of Synthetic Aperture Sonar (SAS) - a revolutionary underwater imaging technology that dramatically improves seabed surveys by providing ultra-high resolution imagery at superior coverage rates. Both military and commercial markets are showing encouraging growth as they are now incorporating unmanned vehicles and intelligent sensors in their procurement plans and budgets.

AQUAPIX® MINSAS SENSOR FOR UNDERWATER VEHICLES

The AquaPix® MINSAS (Miniature Interferometric Synthetic Aperture Sonar) sensor is based upon Kraken's core Synthetic Aperture Sonar technology. The MINSAS compact receiver array length of only 60cm provides high-resolution 3cm x 3cm imagery at ranges up to 120m per side. The lightweight array is integrated into a modular payload section of less than eightinch diameter, which can be easily mobilized in customers' Unmanned Underwater Vehicles (UUVs) of all sizes. The MINSAS payload section also includes Kraken's latest generation Real Time SAS Processor, the RTSAS MK-II. The RTSAS enables real-time, onboard processing of SAS imagery and bathymetry at full resolution and allows operators to leverage Kraken's suite of post-processing tools, including the newly developed SASView 3D sonar visualization and control software. The MINSAS plus RTSAS provides operators with an area coverage rate of higher than 3km^2 per hour at full SAS resolution, enabling highly efficient survey operations.

Notable activities during the quarter related to MINSAS include:

- Received $0.6 million contract from Public Works and Procurement Canada under the Defence Innovation Research Program (DIRP). The object of Kraken's DIRP contract is to develop a low frequency, ultra-wideband SAS for use in underwater operational environments. This is a subset of Kraken's development of the AquaPix® MINSAS Multispectral synthetic aperture sensor which Kraken announced in 2018.
- Received $1.7 million of purchase orders from Ocean Infinity for Aquapix® SAS and support.
- Announced the AquaPix® MINSAS-240. The MINSAS-240 achieves an industry-leading Area Coverage Rate (ACR) of 5.3 km2/h with 3´3 cm image resolution and 6´6 cm bathymetry resolution across the entire swath. The superior length of the MINSAS-240 receiver array allows for true full-aperture SAS processing even at tow speeds up to 20 knots without switching to a lower resolution imaging mode at high speed.
- Announced that long standing customer, ECA Group, is part of winning consortium for Belgium and Dutch Navy mine hunting program. ECA Group's share of the contract is valued at approximately €450 million. Upon successful contract execution and if all contract options are exercised as quoted, Kraken's portion of the program is expected to be in excess of C$35 Million.
- After successful tests of the AquaPix® MINSAS 60 sensor on a two-man portable AUV for a potential defense customer, the Company expects to be awarded a U. S. FCT (Foreign Comparative Test) contract related to this in Q2, 2019 which will see Kraken engineer the size, weight, and power consumption lower to better address the unique needs of this customer platform.

SEAVISION® 3D LASER SYSTEM FOR UNDERWATER VEHICLES

Kraken Robotik GmbH ("KRG"), a wholly-owned subsidiary of the Company, commenced operations in January 2017 in Bremen, Germany. Its focus is the development of 3D imaging sensors, machine learning, and artificial intelligence (AI) algorithms for underwater robotic platforms.

KRG, with support from Kraken engineers in Canada, has developed the SeaVision® 3D laser system. SeaVision® is the world's first RGB underwater laser imaging system that offers the resolution, range and scan rate to deliver dense full colour 3D point cloud images of subsea infrastructure with millimetre accuracy, in real time. The ability to generate accurate 3D reconstruction of underwater infrastructure is an important requirement for commercial, military and ocean research applications. The initial system is designed for deployment on underwater robotic platforms such as Remotely Operated Vehicles (ROVs) and AUVs. Kraken has seen significant interest in SeaVision® from customers across many industries from defense to oil and gas, to renewable energy and nuclear. The Company is currently building SeaVision inventory for shipment for customer trials and demos. Recent updates and developments with SeaVision include:

- Kraken's SeaVision® underwater 3D laser imaging system had been pre-qualified for the Build in Canada Innovation Program (BCIP). Kraken's test partner will be Parks Canada which will test SeaVision® on marine archaeology projects. The BCIP program has been rolled into the government's new IDEaS (Innovation for Defense Excellence and Security) innovation funding programs. Kraken expects this contract of up to $0.5 million to be finalized and funded in the second half of 2019 under the IDEaS program.
- KRG continued work on two development initiatives for evaluation of SeaVision® sensors and AI control software for AUV. The two projects, ARIM and RoboVaaS, are collaborative research activities funded by the German Federal Ministry for Economic Affairs and Energy as part of the MarTERA Horizon 2020 initiative of the European Commission. Both projects will use Kraken's innovative SeaVision® sensor for monitoring and inspection services

and autonomous vehicle control. The funding started in June 2018 and continue over a period of 36 months. The funds received are recognized as grants which offset expenses, and are not included in revenue.

- Shipped first commercial product order of SeaVision® product for a European customer in Q1/2019. The contract is valued at approximately $0.1 million.
- Quoted for various customer trials and development initiatives with offshore oil and gas companies in Canada, the U.S, and Europe for subsea asset inspection applications. Kraken expects further contract awards and development funding related to this in 2019.

KATFISH™ TOWED UNDERWATER VEHICLE

Kraken has developed the Kraken Active Towed Fish (KATFISH™) for high speed, high resolution seabed mapping. The system enables real-time seabed imagery, bathymetry and advanced 3D digital terrain models of the seabed – optimized for both manned and unmanned surface vessels. Coupled with Kraken's revolutionary AquaPix® MINSAS, it is especially well-suited for both military and commercial seabed surveys. Kraken's KATFISH™ product offering lists for US$1.5 million (Commercial Off The Shelf: COTS) to US$2.5 million (Military Standard: MIL-STD).

In the commercial seabed survey market, KATFISH™ offers offshore energy companies the advantage of comprehensive, high-resolution surveys of existing infrastructure, such as pipelines and subsea stations, completed in at least half the time as more conventional methods. KATFISH™ operates at speeds up to 10 knots, versus the slow moving 1-2 knots of ROV or the medium 3-4 knots of the passively stable sonar systems, thus reducing operating time and cost.

In the defence market, there is a growing global requirement for modernization of mine countermeasure (MCM) solutions. The previous generation of single-role mine hunting vessels designed and built between the 1970's - 1990's are now being withdrawn from service. This leaves a growing requirement for high resolution, high speed seabed imaging platforms.

The ability of the KATFISH™ platform to generate centimetre-scale sonar resolution in all three dimensions can provide significant improvement in the detection, classification and identification of small seabed objects for both military and commercial seabed survey missions.

Kraken has high expectations for the KATFISH™ which provides high performance underwater mapping and mine hunting capabilities from a towed platform for both the military and commercial markets. The Company has partnered as a supplier to several large defense contractors who are involved in various multi-unit bids, most of which are expecting contract award in 2019 and 2020.

THUNDERFISH® AUTONOMOUS UNDERWATER VEHICLE (AUV)

Kraken continues its ThunderFish® AUV development program. The ThunderFish® AUV is a technical upgrade of Fraunhofer's DeDave AUV, however it is still a prototype. Kraken will pay Fraunhofer a royalty based on a percentage of each sale with minimum commitments starting in 2022. Kraken is exclusively licensing Fraunhofer software and hardware IP and technology for large AUVs. In 2017, the Company took delivery of the 6000m rated DeDave AUV which Kraken rebranded ThunderFish® Alpha AUV. This AUV is designed for deep sea military, commercial and scientific applications for use as a sensor and robotics technology demonstration platform to support ongoing development of the Company's underwater sensor and robotics programs.

Kraken has established a long-term technical co-operation program with Fraunhofer for technologies that can be deployed in Kraken's ThunderFish® AUV program. While Kraken intends to grant research and development projects to Fraunhofer of €300,000 per year for a period of three more years (2019-2021), these projects will be awarded to Fraunhofer as various statement of works are agreed upon and purchase orders issued. These projects will be expensed as incurred. In March 2019, Kraken issued a purchase order to Fraunhofer for ~ €163,000 for R&D work for Kraken.

In March 2019, Kraken was awarded a $1 million contract for ThunderFish® 300, a shallow water version of its AUV that had been pre-qualified under the Canada's Build in Canada Innovation Program (BCIP). Delivery of this AUV to DRDC in Halifax is expected in Q3, 2019.

AUTONOMOUS LAUNCH AND RECOVERY SYSTEMS (ALARS)

Launch and recovery of equipment offshore is one of the most dangerous phases of any ROV or AUV operation. Through the hiring of former Rolls Royce Marine employees in 2016, Kraken's Handling Systems Division has an experienced LARS engineering team with a proven track record. This group has spent more than two years in R&D mode, working on both an intelligent winch system (TENTACLE™ and an autonomous LARS system that can launch AUVS from vessels, host facilities and docking stations. Kraken expects its winch and ALARS products will range in price from $200,000 to $1 million. This group's capabilities are integral to various customer opportunities that Kraken is involved in or pursuing.

Kraken has successfully demonstrated its Tentacle™ Intelligent Winch as part of a fully integrated SeaScout® service offering with ThayerMahan Inc. at the US Navy's ANTX event in Rhode Island, as well as numerous trials in Canada that included Canadian Hydrographic Services (CHS). Further development of the winch and ALARS has continued in 2019 and significant effort has been made to prepare for a sea trial in June 2019 for a large Navy bid.

KRAKEN POWER GMBH

Kraken owns a 75% interest in Kraken Power GmbH. Kraken Power GmbH designs and manufactures unique pressure tolerant thrusters, drives, batteries, battery management systems, and electronics. These are specialized deep-sea components for AUVs and ROVs. Kraken Power's unique pressure tolerant gel encapsulation technology for lithium polymer batteries provides an attractively priced, eco-friendly and superior alternative to oil compensated batteries currently used for subsea battery applications. Kraken Power's technology and products enable a significant reduction in bill of material costs for our ThunderFish® AUV.

In Q3, 2018, Kraken announced a $9 million deep-sea battery contract announced with Ocean Infinity. Ocean Infinity noted that by using Kraken's battery technology, "we can increase our energy capacity by over 50% in the same physical form factor as our existing conventional batteries. From an operational perspective this gives us considerable flexibility to optimise mission plans, increase area coverage, manage weather impact and ultimately increase value for our customers."

During Q1, 2019, Kraken Power GmbH continued to ramp their capacity and headcount to meet demand for Ocean Infinity and other upcoming customers. At the end of Q1, Kraken Power shipped the first battery system to Ocean Infinity for integration onto Ocean Infinity's 6000-meter rated Hugin AUV. Kraken Power expects deliveries to continue to ramp into Q2 and be completed by the end of Q3.

Subsequent to the end of Q1, 2019, Kraken announced a $0.6 million battery contract, for a potentially large military customer. Delivery on that order is expected in Q2. Should integration go as expected, Kraken expects a larger follow on order, in the second half of 2019.

ACOUSTIC SIGNAL PROCESSING GROUP (ASPG)

Kraken's Acoustic Signal Processing Group (ASPG) was established in mid 2018 and its employees have 80+ years of combined experience in sonar systems development and integration. Their core competency is implementation of digital signal processing and user interface software for Anti-Submarine Warfare (ASW) sonar applications. This work frequently involves integration with embedded processing platforms for shipboard or shore-based analysis systems. The group can process and display data from fixed and mobile underwater as well as airborne systems to take advantage of machine automation, active and passive array technology improvements, hardware and software upgrades of submarine, surface and airborne ASW systems.

The ASPG continues to work towards completion of a $1 million, 1-year sonar signal processing software contract from an international defense contractor. Kraken has been receiving milestone payments which get recorded as deferred revenue, until project completion which is expected in 2H 2019. Kraken expects to be awarded follow on business with this customer and is pursuing other customer opportunities as well.

ROBOTICS AS A SERVICE (RaaS)

Kraken believes that certain customers would prefer to hire the company to provide product output (i.e. imaging and bathymetry data) to them using the Kraken's own equipment, rather than the customer buying the equipment and having to own and operate and maintain the equipment. This is the genesis of Kraken's RaaS offering. Kraken expects RaaS to become a growing part of its revenue mix over time. Kraken will provide RaaS services to customers using Kraken's KATFISH™ towed underwater vehicles and ThunderFish® AUV.

While RaaS revenue in 2018 was less than 5% of revenue, Kraken is bidding on opportunities involving both shallow and deeper water surveys with both KATFFISH™ and ThunderFish® as well as our SeaVision® 3D laser system. Kraken believes its relationship with Ocean Infinity Limited could result in a significant uptick in RaaS revenue in time in partnership with companies like Ocean Infinity. In addition, the Company OceanVision™ project proposal to the Ocean Supercluster is focused on the development of a RaaS offering for underwater seabed imagery and mapping. Should this proposal be chosen for funding, the Company expects a significant step forward for its RaaS service capabilities. Finally, Kraken is in discussions with various partners around the potential sharing of service revenues in return for access to certain of Kraken's technologies. Should these discussions bear fruit, Kraken expects a material uptick in RaaS revenue in the 2020 timeframe onwards.

OCEAN SUPERCLUSTER

On November 16, 2018, the Ocean Supercluster announced that it had finalized its funding agreement with the Government of Canada for $153 million, to be matched by industry, for a total funding pool of over $300 million. Kraken has been developing a project called OceanVision™ and in April 2019 submitted a detailed proposal for Ocean Supercluster funding. OceanVision™ is a $20+ million three-year initiative to provide ultra-high definition seabed and subsea asset data using the AquaPix® Synthetic Aperture Sonar and SeaVision® 3D laser imaging sensors deployed from Kraken's various underwater robotic platforms. These datasets will be used to enhance machine learning and predictive analytics in the digital ocean economy. The project will provide benefits across a wide range of Ocean Supercluster constituents including oil and gas, fisheries, science, transport, defence and others. Kraken has been developing the OceanVision™ project over the past year and believes it has support from a number of the key stakeholders. The OceanVision™ project will be used to further develop the system infrastructure, data sharing and business model development that will enable Kraken to offer its Robotics-as-a-Service to the global market. It is expected that first project awards will be announced in Q2 2019. While there is no guarantee Kraken will be awarded funding for this project, Kraken has received letters of support from key stakeholders and Kraken management believes the OceanVision™ project is well positioned to meet the goals and requirements for Supercluster funding proposals.

In mid March Kraken was awarded a $1 million financial contribution from the Government of Newfoundland and Labrador under the Innovation and Business Development Funding (IBDF) program. The funding will be used for the initial phase of the OceanVision™ project that Kraken plans to pursue as part of the Ocean Supercluster initiative.

FINANCIAL CONTRIBUTIONS AWARDED

At March 31, 2019, Kraken had $2,107,659 remaining in grant funding to drawn down against research and development activities. Major components of this remaining funding are as follows:

In May 2018, the Company's German subsidiary, Kraken Robotik GmbH was awarded over $900,000 in contracts for two development initiatives for evaluation of SeaVision® sensors and AI control for software for autonomous underwater vehicles. The two projects are called ARIM and RoboVaaS and are collaborative research activities funded by the German Federal Ministry for Economic Affairs and Energy as part of the MarTERA Horizon 2020 initiative of the European Commission.

In December 2018, the Company was awarded a $565,000 contract with Public Works and Procurement Canada under the Defence Innovation Research Program (DIRP). Kraken will develop a low frequency, ultra-wideband Synthetic Aperture Sonar (SAS) for use in underwater operational environments.

In March 2019, the Company was awarded a $1 million financial contribution from the Government of Newfoundland and Labrador under the Innovation and Business Development Funding (IBDF) program. The funding will be used for the initial phase of the OceanVision™ project that Kraken plans to pursue as part of the Ocean Supercluster initiative.

RESULTS OF OPERATIONS

Selected Annual Information

Statement of Comprehensive Loss	**Year Ended December 31, 2018 ($)**	**Year Ended December 31, 2017 ($)**	**Year Ended December 31, 2016 ($)**
Total Revenues	6,707,956	3,533,605	2,267,818
Cost of Sales	3,902,538	1,936,463	1,017,992
Loss from operating activities	(3,982,668)	(3,006,573)	(1,403,388)
Net loss	(2,852,389)	(2,397,229)	(1,420,175)
Basic and diluted loss per share	(0.03)	(0.03)	(0.02)

.

Statement of Financial Position	**Year Ended December 31, 2018 ($)**	**Year Ended December 31, 2017 ($)**	**Year Ended December 31, 2016 ($)**
Total Assets	14,028,465	5,258,148	2,188,578
Total Current Assets	9,738,966	3,458,421	1,771,898
Total Current Liabilities	4,815,590	4,722,736	1,416,353
Total Liabilities	5,731,030	4,722,736	1,416,353
Total Shareholders' Equity (Deficiency)	8,297,435	535,412	772,225

The Company incurred a loss of $2,852,389 for the year ended December 31, 2018, as compared with a loss of $2,397,229 for the year ended December 31, 2017. Share-based payments of $342,600 (2018 - $275,600) were recorded upon the grant of incentive stock options pursuant to the Company's incentive stock option plan.

During 2018, the Company continued to ramp-up its business activities, which included increasing its minority interest in Kraken Power from 19.99% to a majority control position of 75%. Administrative expenses increased 62% with those of the prior year at $4,396,838 (2017 - $2,722,486). Research and Development costs, net of related government assistance increased 23% over the prior year at $2,369,455 (2017 - $1,923,738).

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying dividends on its common shares. The Company anticipates that all available funds will be used to finance the growth of its business.

Summary of Quarterly Information

Selected financial information for each of the eight most recently completed quarters are as follows:

	Revenue ($)	Operating expenses ($)	Share-based payments ($)	Net income (loss) ($)	Comprehensive (loss) $	Basic and diluted income (loss) per share ($)
Q1 2019	1,369,385	1,444,856	74,800	(862,450)	(733,412)	(0.01)
Q4 2018	1,406,974	1,724,071	141,100	(567,534)	(457,407)	(0.00)
Q3 2018	1,574,335	2,115,154	90,100	(1,466,369)	(1,482,352)	(0.01)
Q2 2018	3,726,647	1,509,146	85,300	638,441	647,759	0.01
Q1 2018	-	1,097,115	26,100	(1,456,927)	(1,628,340)	(0.02)
Q4 2017	1,539,526	1,220,445	144,900	(673,135)	(732,957)	(0.01)
Q3 2017	1,585,664	1,018,855	18,100	109,712	(42,860)	(0.00)
Q2 2017	161,917	835,669	73,600	(1,115,902)	(1,175,008)	(0.01)

Comparative balance sheet information for 2019 and 2018 is presented below:

	Total Assets ($)	Total Current Assets ($)	Total Current Liabilities ($)	Total Liabilities ($)
Q1 2019	18,726,179	12,266,678	5,718,495	8,000,358
Q4 2018	14,028,465	9,738,966	4,815,590	5,731,030
Q3 2018	9,401,124	5,299,390	5,790,272	7,114,072
Q2 2018	8,097,893	6,401,801	5,920,830	5,920,830
Q1 2018	5,693,665	3,939,755	6,540,189	6,540,189
Q4 2017	5,258,148	3,458,421	4,722,736	4,722,736
Q3 2017	5,032,126	3,070,138	3,955,656	3,955,656
Q2 2017	3,661,117	1,670,790	2,559,887	2,559,887

Three Months Ended March 31, 2019

The Company recorded revenues of $1,369,385 (2018 - $Nil) from product sales and services, compared to nil in the same period of the prior year. Product revenue totaled $1,112,068 (2018 - $Nil) and Service revenue totaled $257,317 (2018 - $Nil). The Company's revenue can fluctuate significantly on a quarterly basis mainly due to the timing of orders and lead times on parts purchases. In addition, change in revenue is also impacted by the adoption of IFRS 15. The Company has not reached the stage yet where it has a steady flow of contracts being fulfilled each quarter. Q1 2019 revenues were higher year over year as the Company's product sales progress met the criteria under IFRS 15 to allow for the recognition of revenue. The Company had deferred revenues of $2,340,056 (2018 - $2,692,197). The deferred revenues represent customer advances on product orders.

Cost of sales were higher than that of the prior year at $780,628 (2017 - $234,147). The Company realized gross profit of $588,757 (2017 – ($234,147)). Gross margin for the quarter was 43%, as compared to negative gross margins in the year ago quarter (as revenues were nil in Q1 2018). Our product gross margins generally range from 45%-75% while overall gross margin percentages are lower as labor costs get allocated to cost of sales.

The Company recorded a comprehensive net loss of $733,412 for the three months ended March 31, 2019, as compared to a comprehensive net loss of $1,628,340 for the same period of prior year. An amount of $129,038 (2018 - $171,413) is attributable to cumulative translation adjustment arising from the translation of the German subsidiaries' financial statements into Canadian dollar presentation currency of the parent company.

Administrative expenses increased by $741,587 in the quarter to $1,498,052 (2018 - $756,465) due to an increase in headcount and various administrative expenses such as facilities and public company costs. Depreciation costs related to the adoption of IFRS 16 on leases and the intangible assets acquired with Kraken Power GmbH also attributed to the expense increase during the quarter. Administrative expenses included travel related costs of $164,091 (2018 - $95,368), public company costs/transfer agency services fees of $33,594 (2018 - $63,658). Accounting and legal costs incurred totaled

$86,751 versus $84,704 in the prior year. During the quarter the Company realized a foreign exchange gain of $109,251 (2018 - $78,843 foreign exchange loss).

Research and development costs ("R&D") costs were lower than those of the first quarter in the prior year, totaling $210,223 (2018 - $661,457), as a result of the timing of expenditures on various R&D programs and greater government assistance which was netted against R&D

Government assistance totaled $868,955 (2018 - $210,218) during the quarter of which $86,3675 was applied against Costs of Sales and $782,580 was applied to R&D expenses.

Share-based compensation of $74,800 was recorded, representing the fair value of the options that vested during the three months ended March 31, 2019. During the same period of the prior year, the Company recorded stock-based compensation of $26,100.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2019, the Company had working capital of $6,548,183 (December 31, 2018 – $4,923,376). Cash and cash equivalents as at March 31, 2019 was $5,009,055, as compared with $4,929,865 at December 31, 2018.

During Q1, 2019, the Company received proceeds of $3,312,000 (2018 - $333,261) upon the exercise of 8,320,000 share purchase warrants.

During Q1, 2019, the Company experienced cash outflows of $1,981,116 (2018 – $2,425,470) from operating activities. Cash proceeds from Investing activities of $961,875 were realized versus $12,408 used in 2018. Financing activities realized inflows of $3,086,998 (2018 – $2,437,164) and included proceeds of $3,138,720 received upon option and warrant exercises.

Overall, cash increased by $144,006 as compared to a decrease of $714 during the prior year.

RISKS AND UNCERTAINTIES

The Company is a relatively new company with limited operating history and, in addition to facing all of the competitive risks in the underwater sonar and robotics sector it will face all the risks inherent in developing a business including: access to capital, ability to attract and retain qualified employees, ability to attract and maintain customers and the ability to put in place appropriate operating and control procedures routines.

Industry specific risks include, but are not limited to:

- *Competitive risk* – the sonar industry in which the Company operates is highly competitive. The competitors of the Company range from small single product companies to diversified corporations in the military, sonar and marine imaging industry. Some of the competitors of the Company may have more extensive or more specialized engineering, manufacturing, and marketing capabilities;
- *Technology risk* – The future success of the Company will depend on its ability to develop new technologies that achieve market acceptance. The sonar market is characterized by rapidly-changing technologies and evolving industry standards;
- *Protection of Intellectual Property*: The Company may be unable to adequately protect its intellectual property rights, which could affect its ability to compete. Protecting the Company's intellectual property rights is critical to its ability to compete and succeed as a company. The Company currently has trademark registrations and relies on a combination of copyright, trademark, and trade secret laws, confidentiality procedures, contractual provisions and other measures to protect its proprietary information. However, all of these measures afford only limited protection;
- *Outside suppliers*: The Company's operations depend on component availability and the manufacture and delivery by key suppliers of certain products and services. Further, the Company's operations are dependent on the timely delivery of materials by outside suppliers. The Company cannot be sure that materials, components, and subsystems will be available in the quantities required, if at all;
- *Government contracts*: The Company will depend, in part, on government contracts, which may only be partially funded, subject to termination, heavily regulated, and audited. The termination of one or more of these contracts could have a negative impact on the operations of the Company; and

- *Competitive bidding*: The Company will derive significant revenue from contracts awarded through a competitive bidding process, which can impose substantial costs upon it, and the Company could fail to maintain its current and projected revenue if it fails to compete effectively.

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described above and the other information filed with the Canadian securities regulators before investing in the Company's common shares. The risks described above are not the only ones faced. Additional risks that the Company currently believes are immaterial may become important factors that affect the Company's business. If any of these risks occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed and investors may lose all of their investment.

CAPITAL MANAGEMENT

The Company's objectives when managing its capital are to maintain a financial position suitable for supporting its operations and growth strategies, to provide an adequate return to shareholders and to meet its current obligations.

The Company's capital structure consists of shareholders' equity. The Company makes adjustments to the capital structure depending on economic conditions, its financial position and performance. In order to maintain or adjust the capital structure, the Company may issue new shares, buyback shares or pay dividends, issue new debt and sell assets to reduce debt.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at March 31, 2019, the Company's risk exposures and the impact of the Company's financial instruments are summarized below:

Credit Risk:

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	March 31, 2019	December 31, 2018
Cash and cash equivalents (bank indebtedness)	$ 5,009,055	$ 4,929,865
Trade and other receivables	2,636,547	1,733,363
Share subscriptions receivable	76,833	76,833
	$ 7,722,435	$ 6,740,061

The Company manages credit risk by holding the majority of its cash with high quality financial institutions in Canada, where management believes the risk of loss to be low. As at March 31, 2019, the Company had in cash equivalents $1,750,000 in Guaranteed Investment Certificates, bearing interest of 2.3% per annum, with a 30-day non-cashable period, and 12-month maturity.

Liquidity Risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions. As at March 31, 2019, the Company had a cash and cash equivalents balance of $5,009,055 (December 31, 2018- $4,929,865), to settle current liabilities of $5,718,495 (December 31, 2018 - $4,815,590).

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 commodity and equity prices.

(a) Interest rate risk

At March 31, 2019, the Company has cash balances of $5,009,055 and has drawn $Nil against its line of credit. The Company's subsidiary, Kraken Power, has a €400,000 loan with a German regional economic development organization due March 31, 2023. The loan currently bears interest at 8.5% and is unsecured.

(b) Foreign currency risk

The Company's exposure to foreign currency risk is limited to sales in USD, GDP and EUR, certain purchases of inventory in USD, GBP and EUR, and its note receivable. The Company does not use any form of hedging against fluctuations in foreign exchange.

Fair Value:

During the year ended December 31, 2018, there were no transfers between level 1, level 2 and level 3 classified assets and liabilities. The fair values of the Company's financial instruments are considered to approximate the carrying amounts.

The following table provides the disclosures of the fair value and the level in the hierarchy:

March 31, 2019	**Level 1**	**Level 2**	**Level 3**
Financial assets classified as loans and receivables:			
Cash	$ 5,009,055	$ -	$ -
Trade and other receivables	-	2,636,547	-
Investment tax credits recoverable	-	338,219	-
Share subscription receivables	-	76,833	-
Financial liabilities at amortized cost:			
Trade and other payables	-	3,195,544	-
Long-term note payable		371,047	-

OFF-BALANCE SHEET ARRANGEMENTS

Kraken has $2,107,659 in previously awarded funding to draw upon from government agencies. This amount is not recorded in our financial statements until the claims are submitted and as such is an off-balance sheet asset at the end of Q1, 2019

USE OF ESTIMATES AND JUDGMENTS

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

All of the Company's significant accounting policies and estimates and judgments are included in Notes 3 and 4 of its audited consolidated financial statements for the year ended December 31, 2018.

SUBSEQUENT EVENTS

Subsequent to March 31, 2019, the Company:

(a) Received $0.6 million contract for subsea battery solution for military customer.

ADOPTION OF NEW ACCOUNTING PRONOUNCEMENTS

IFRS 16, Leases:

The Company has adopted the following new accounting policies upon implementation of IFRS 16 on January 1, 2019:

Right-of-use assets
The Company recognizes right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct cost incurred, and lease payments made at or before the commencement date less any lease incentives received. The right-of-use assets are depreciated on a straight-line basis over its lease term. Right-of-use assets are subject to evaluation of potential impairment.

Lease liabilities
At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payment include fixed payments (including in-substance fixed payments). The lease payments also include the exercise price of purchase options, if any, reasonably certain to be exercised by the Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payment that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term or a change in the in-substance fixed lease payments.

Short-term leases and leases of low-value assets
The Company applies the short-term lease recognition exemption to its short-term leases of properties (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value (i.e., below $5,000). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

IFRIC 23, Uncertainty over Income Tax Treatments:

The Interpretation provides guidance on the accounting for current and deferred tax labilities and assets in circumstances in which there is uncertainty over income tax treatments. It requires an entity to contemplate whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution. Probability will be determined whether the tax authorities will accept the uncertain tax treatment, and if it is not probable that the uncertain tax treatment will be accepted, they will measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method better predicts the resolution of the uncertainty. There was no impact to the financial statement as a result of adopting this interpretation effective January 1, 2019.

FUTURE ACCOUNTING STANDARDS AND INTERPRETATIONS

Certain new accounting standards and interpretations have been published that are not mandatory for the current reporting period. These standards have been assessed to not have a significant impact on the Company’s financial statements.

FUTURE ACCOUNTING PRONOUNCEMENTS

A number of new standards, and amendments to standards and interpretations under IFRS, are not yet effective and have not been applied in preparing these consolidated financial statements.

OUTSTANDING SHARE DATA AS AT MAY 30, 2019:

(a) Authorized and issued share capital:

Class	Par Value	Authorized	Issued Number
Common	No par value	Unlimited	145,952,595

(b) Summary of options outstanding:

Security	Number	Number Exercisable	Exercise Price	Expiry Date
Options	600,000	600,000	0.15	October 12, 2019
Options	300,000	300,000	0.15	December 1, 2019
Options	2,000,000	2,000,000	0.21	June 1, 2020
Options	350,000	233,333	0.17	September 20, 2020
Options	300,000	200,000	0.18	October 4, 2020
Options	1,703,501	1,082,667	0.18	December 18, 2020
Options	450,000	337,500	0.185	February 20, 2021
Options	200,000	66,667	0.21	June 21, 2021
Options	1,000,000	333,333	0.26	July 18, 2021
Options	500,000	166,667	0.70	March 5, 2022
	7,403,501	5,320,167		

(c) Summary of warrants outstanding:

Security	Number	Exercise Price	Expiry Date
Warrants	557,777	0.30	April 11, 2019
Warrants	550,000	0.60	December 20, 2020

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure controls and procedures (“DC&P”) are intended to provide reasonable assurance that material information is gathered and reported to senior management to permit timely decisions regarding public disclosure. Internal controls over financial reporting (“ICFR”) are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS accounting principles.

TSX Venture-listed companies are not required to provide representations in their annual and interim filings relating to the establishment and maintenance of DC&P and ICFR, as defined in Multinational Instrument MI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) 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 (b) processes 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 GAAP.

OTHER INFORMATION

Additional information regarding the Company is available on SEDAR at www.sedar.com and on the Company’s website at www.krakenrobotics.com.