



**KRAKEN ROBOTICS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTH PERIOD ENDING September 30, 2021**

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 and nine month period ended September 30, 2021 and should be read in conjunction with the Company's audited financial statements and the notes thereto for year ended December 31, 2020, which are available on SEDAR at www.sedar.com. This MD&A is current as at November 26, 2021, the date of preparation.

The September 30, 2021 condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements. 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, 2020. 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, 2020 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

*This MD&A, and, in particular, the sections below entitled "Nature of Business", "Use of Estimates and Judgments", "Capital Management", "Financial Instruments and Risk Management" and "Risks and Uncertainties" contain "forward-looking statements" and "forward-looking information" (collectively, "**forward-looking statements**") within the meaning of applicable Canadian securities legislation.*

In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "seek", "potential", "estimate", "anticipate", "believe", "could", "would", "should", "continue", "plans", "target", "is/are likely to", or the negative of these terms, or similar expressions intended to identify forward-looking statements. Within this MD&A, forward-looking statements may include, without limitation, statements with respect to Kraken's future plans, strategies and objectives, including:

- *expectations regarding revenue, expenses and operations;*
- *the ability to execute on its contracts announced for products including: AquaPix® MINSAS, SeaVision® 3D laser system, KATFISH™, ThunderFish® AUV, ALARS, batteries and thruster products;*
- *anticipated cash needs and the Company's needs for, and the Company's ability to secure, additional financing and/or government funding for working capital needs, debt repayment obligations and other contractual obligations of the Company;*
- *the Company's ability to maintain current and projected revenue if it fails to effectively compete for additional contracts;*
- *our ability and intention to expand Robotics as a Service and data analytics revenue;*
- *our expectations respecting our OceanVision™ project for the development of new marine technologies and products to enable an underwater robotics data acquisition and data analytics as a service business;*
- *the Company's ability to protect, maintain and enforce its intellectual property rights;*
- *the Company's ability to defend itself against third-party claims of infringement or violation of, or other conflicts with, intellectual property rights by the Company;*
- *expectations regarding capital markets and the Company's ability to continue to obtain financing while markets are affected by the global COVID-19 pandemic;*
- *the Company's ability to attract new customers;*
- *the Company's ability to attract and retain personnel;*
- *the Company's competitive position and its expectations regarding competition and its future success in competitive bidding processes.*

Forward-looking statements reflect the Company's current views with respect to future events and are subject to various known and unknown risks and uncertainties, which are necessarily based upon a number of estimates and assumptions that, while considered reasonable by Kraken, are inherently beyond the ability of the Company to control or predict, that may cause the Company's actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein, including but not limited to the factors referred to below under "Risks and Uncertainties". For additional information with respect to certain of these risks or uncertainties, reference should be made to the section entitled "Risks and Uncertainties" in this MD&A and to Kraken's continuous disclosure materials filed from time to time with the Canadian Securities Regulatory Authorities, including the Company's Annual Information Form for the financial year ended December 31, 2020 under the section entitled "Risk Factors", quarterly and annual reports, and supplementary information, which are available on SEDAR at www.sedar.com. Additional risks and uncertainties not presently known to the Company or that Kraken believes to be less significant may also adversely affect the Company.

The Company undertakes no obligation to update forward-looking statements except as required by applicable law. Such forward-looking statements represent management's best judgment based on information currently available. No forward-looking statement can be guaranteed, and actual future results may vary materially. Accordingly, readers are cautioned not to place undue reliance on 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. In July 2021, Kraken acquired PanGeo Subsea, a leading services company specializing in high-resolution 3D acoustic imaging solutions for the sub-seabed. PanGeo with offices in Canada, the United States and the United Kingdom is now a wholly owned subsidiary of Kraken.

SENSORS FOR UNDERWATER VEHICLES

SONAR

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 recently improved the AquaPix® SAS image resolution from 3.0 x 3.3 cm (across along track) to an industry-leading 1.9 x 2.1 cm while maintaining a constant Ultra HD resolution across ranges up to 120M per side. The lightweight array is integrated into a small modular payload section, which can be easily mobilized in customers' Unmanned Underwater Vehicles (UUVs) of all sizes. The MINSAS includes a Real Time SAS Processor and the combination with the lightweight array provides operators with a high area coverage rate at full SAS resolution, enabling highly efficient survey operations. Development continues upon Kraken's core Synthetic Aperture Sonar technology. The MINSAS light weight receiver array recently reduced the weight by 40% while maintaining the AquaPix® SAS image resolution of 3.0 x 3.3 cm. Development continues of our new Multispectral SAS product, this product will provide a unique capability, enabling simultaneous ultra-high-resolution acoustic imagery and buried object detection from the same sensor. While our SAS technologies are focused on the Mine Counter Measures (MCM) market, Kraken also has a core competency in implementation of digital signal processing and user interface software for Anti-Submarine Warfare (ASW) sonar applications and is working on developments in passive array technologies for the ASW market.

OPTICAL

The SeaVision® 3D laser system 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 millimeter 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 continues to see significant interest in SeaVision® from customers across many industries from defense, to offshore oil and gas and renewable energy. This interest has led to numerous pilots and demonstrations with major energy players in North America, South America, and Europe. As this activity continues, Kraken is focusing its efforts in building a subsea infrastructure inspection service offering.

Kraken's development of a unique, non-contact mooring chain inspection tool continues with commercialization scheduled for 2022. This tool, utilizing the SeaVision® platform can be used to support existing offshore oil and gas inspection requirements, as well as upcoming offshore wind inspection requirements. This new platform is anticipated to significantly reduce the cost of inspecting critical infrastructure, which must be inspected regularly.

Kraken continues development of its SeaVision® laser profiler product which can be integrated on AUVs and tow bodies from Kraken and other manufacturers.

UNDERWATER VEHICLES

KATFISH™

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.

KATFISH™ is tightly integrated an intelligent winch system (TENTACLE™) and an autonomous LARS system that can launch AUVs from vessels, host facilities and docking stations. Both the Tentacle Winch® and the ALARS are constructed of non-welded aluminum for high strength, low weight, and low magnetic signature.

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 and expects it to be a key revenue driver for the Company. The Company has in the past and will in the future partner as a supplier to large defense contractors who are involved in various multi-unit bids.

Recent updates and developments with KATFISH™ include:

- In September 2020, Kraken secured a contract through a competitive bid process with the Danish Ministry of Defence, Acquisition and Logistics Organization to supply mine-hunting sonar equipment to the Royal Danish Navy. Under the program, Kraken will provide its mine-hunting KATFISH™ towed SAS system, the Tentacle® Winch system, and Autonomous Launch and Recovery System ("ALARS") to be integrated onboard the Royal Danish Navy's optionally unmanned surface vessels. The aggregate value of the contract is \$36 million, deliverable over a 5-to-10-year period, with the majority of funds (approximately \$22 million) to be received over the two-to-three-year product acquisition

phase, with the remaining funds (approximately \$14 million) being allocated to post sales service arrangements which will continue for the duration of the remaining term.

- In September 2020, Kraken signed a contract for supply of mine-hunting systems to Remontowa Shipbuilding S.A., to be integrated on the Polish Navy's new KORMORAN II CounterMeasure (MCMV) vessels. It is expected that the equipment will be delivered during the fourth quarter of 2021.

THUNDERFISH® AUTONOMOUS UNDERWATER VEHICLE (AUV)

Kraken continues its ThunderFish® AUV development program. Kraken's original ThunderFish® AUV prototype is a technical upgrade of Fraunhofer's DeDave AUV. Kraken will pay Fraunhofer a royalty based on a percentage of each sale with minimum commitments starting in 2022. The ThunderFish® AUV was 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 is committed to grant research and development projects to Fraunhofer of €300,000 per year for a period of three years (2019-2021), these projects will be awarded to Fraunhofer as various statement of works are agreed upon and purchase orders issued. The remaining commitment under this program is €7,053. These projects will be expensed as incurred.

As a result of funding included in Kraken's OceanVision project, in Q3 2020 Kraken kicked off development of a ThunderFish® XL.

Building from the previous development efforts of the ThunderFish® Alpha AUV, the ThunderFish® XL AUV is being designed to be larger with an increased depth rating, larger payload capacity and longer mission endurance. It is being developed with the following key capabilities:

1. The ability to transition from high-speed survey mode to "zero" speed hovering mode in-mission;
2. Through-the sensor acoustic, laser and optical target detection, image recognition and inspection; and,
3. Using onboard sensors to improve vehicle navigational accuracy.

In the AUV space, Kraken is focused on using the ThunderFish® XL AUVs and procured AUVs to build a fleet of vehicles capable of providing Robotics as a Service rather than having a primary focus on selling AUVs. We expect that this will provide Kraken with a unique and valuable market position. The ThunderFish® XL AUV is expected to be in service in 2022 with R&D costs (excluding monies paid to Fraunhofer) being part of the OceanVision™ project.

POWER SYSTEMS

Kraken 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'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's technology and products enable a significant reduction in bill of material costs for our ThunderFish® AUV over acquiring conventional batteries. During Q1 and Q3 2021, Kraken delivered batteries to a military customer and will deliver additional orders to both defence and commercial customers in Q4 2021.

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 AUVs such as ThunderFish® XL and Dive-LD and innovative sensors like the SeaVision® 3D laser

system. While RaaS revenue is starting from a small base, Kraken is bidding on opportunities involving both shallow and deeper water surveys with the KATFISH™, ThunderFish®, and Dive-LD as well as our SeaVision® 3D laser system. In July 2021 Kraken was awarded a \$0.6 million RaaS job to survey a subsea electric cable using the company's KATFISH™ and ALARS survey platform. Over the last 12 months, Kraken has been actively bidding on RaaS-type survey contracts and recently hired a Marine Survey Manager to lead the efforts to grow this offering. In addition, Kraken expects RaaS growth to accelerate and expects significant revenue synergies from its acquisition of PanGeo Subsea, which was completed in July 2021, subsequent to the current quarter end.

PANGEO SUBSEA

On July 30, 2021 Kraken closed its acquisition of PGH Capital Inc. PGH Capital operates its business through its subsidiaries, PanGeo Subsea Inc. and PanGeo Subsea Scotland Limited (collectively with PGH Capital, "PanGeo"). PanGeo was a private Canadian services company specializing in high-resolution 3D acoustic imaging solutions for the sub-seabed with offices in St. John's, Newfoundland and Aberdeen, United Kingdom. PanGeo's assets consist primarily of human capital, know-how and equipment comprised mostly of sub bottom imaging units and acoustic imaging units that are used to provide sub-seabed survey services.

The aggregate purchase price for PanGeo is up to \$23 million comprised of the following:

- \$3 million payable on closing;
- 12,068,965 Common Shares having a value of \$0.58 each and \$7 million in the aggregate issued on closing;
- \$4 million to be paid in cash, plus interest at a rate of 6% per annum, on the second anniversary of the Closing Date, by a non-transferable promissory notes; and
- Up to an aggregate of \$9 million to be paid pursuant to an earn-out on the following terms:
 - an amount equal to 300% of the amount by which certain qualifying revenues in the one-year period immediately following the Closing Date exceeds \$9,500,000, up to a maximum payment of \$4,500,000 (the "First Earn-Out Amount"); and
 - the amount equal to 300% of the amount by which certain qualifying revenues in the two-year period immediately following the Closing Date exceeds \$21,500,000, up to a maximum payment of \$4,500,000 less any amount paid pursuant to the First Earn-Out Amount (the "Second Earn-Out Amount", and together with the First Earn-Out Amount, the "Earn-Out Amounts").

The Earn-Out Amounts will be paid within thirty business days following the filing deadline date or the actual filing date on SEDAR, whichever is the earliest, of Kraken's quarterly financial statements for the quarter that includes first or second year anniversary of the Closing Date, as the case may be. At Kraken's option and, subject always to the approval of the TSX Venture Exchange (the "TSXV") at the time, payments required to be made in respect of the Earn-Out Amounts may be satisfied by way of a cash payment equal to 50% of the Earn-Out Amount and the issuance of Common Shares having an aggregate value equal to the remaining 50% of the Earn-Out Amount then due and payable.

The fair values shown in the financial statements for PanGeo are preliminary, pending finalization of certain assumptions used in valuing the acquired assets, assumed liabilities and value of contingent consideration.

OCEANVISION™ PROJECT

The Company's OceanVision™ project is focused on the development of a RaaS offering for underwater seabed imagery and mapping. The OceanVision™ project began in the second half of 2019, with the contract formally signed in January 2020. OceanVision™ is a three-year, \$18.8 million project focused on the development of new marine technologies and products to enable an underwater robotics data acquisition and data analytics as a service business. This will be a turnkey service solution for ultra-high definition seafloor imaging, mapping and analytics, including simultaneous acquisition of ocean environmental and marine habitat data. It will result in an end-to-end digitalization solution offering advanced sensors, robots and data analytics as a turnkey service solution for seafloor imaging and mapping. Rapid high-throughput data analytics will make it possible to significantly reduce the cost of obtaining high resolution seafloor imaging and mapping allowing end-users to make more informed operational decisions in real-time.

The new technologies Kraken will develop within the scope of the OceanVision™ project are currently unavailable in a fully matured and tightly integrated offering in the commercial industry. The combination of a hovering-capable AUV with the potential for subsea residency, and a cutting-edge suite of acoustic and optical sensors, is a powerful package. As Kraken is the manufacturer of all the major vehicle components (i.e., sensors, batteries, propulsion system and software), it is Kraken's belief that its robotics platforms and services can be provided at a much lower overall cost than competing systems.

The project began in Q3 2019 and Kraken has deployed its sensors and unmanned underwater platforms to conduct ultra-high-definition seabed imaging and mapping on the Grand Banks of Newfoundland and other areas of Atlantic Canada as part of the OceanVision™ project. To date, Kraken has completed three offshore campaigns under this project.

To fund the OceanVision project, Canada's Ocean Supercluster will provide an investment of \$6.3 million, while the balance of the project of \$12.5 million will be provided by government agencies, industry partners (Petroleum Research Newfoundland and Labrador, Nunavut Fisheries Association and NSP Maritime Link Incorporated) and Kraken. Kraken's commitment to the project is \$4.7 million, of which \$2.0 million remains outstanding at September 30, 2021. Kraken's commitment will be reduced if and when additional government and industry partners join the project in the future.

FINANCIAL CONTRIBUTIONS AWARDED

At September 30, 2021, Kraken had \$11.2 million remaining in grant funding to be drawn down against research and development activities. This amount includes the \$7.1 million in the recently announced Newfoundland Offshore Oil and Gas Industry Recovery Assistance (OOGIRA). This excludes the remaining \$3.7 million of funding to be received under the OceanVision™ project.

RESULTS OF OPERATIONS

Summary of Quarterly Information

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

	Revenue (\$)	Operating activity less share based payments (\$)	Share-based payments (\$)	Net income (loss) (\$)	Comprehensive income (loss) \$	Basic and diluted income (loss) per share (\$)
Q3 2021	5,060,517	4,211,163	189,150	(2,572,741)	(2,563,401)	(0.01)
Q2 2021	1,949,734	1,377,642	112,754	(907,739)	(934,572)	(0.01)
Q1 2021	3,601,204	2,394,616	117,655	(604,356)	(689,056)	(0.00)
Q4 2020	2,056,832	3,902,994	107,202	(3,530,650)	(3,538,232)	(0.02)
Q3 2020	1,545,463	2,796,150	412,319	(2,603,496)	(2,593,227)	(0.02)
Q2 2020	2,281,929	1,689,057	220,420	(128,724)	(165,953)	0.00
Q1 2020	6,390,675	1,882,739	235,358	727,937	1,005,882	0.00
Q4 2019	4,616,644	2,114,536	288,276	(237,546)	(634,081)	0.00

Note: Operating expenses are defined as administrative expenses, R&D costs and depreciation and amortization.

Comparative balance sheet information for 2021 and 2020 is presented below. Total assets in the quarter increased due to the acquisition of PanGeo as well as inventory related two large contracts at Kraken. Total liabilities increased in the quarter to the acquisition of PanGeo and the associated promissory note and contingent consideration.

	Total Assets (\$)	Total Current Assets (\$)	Total Current Liabilities (\$)	Total Liabilities (\$)
Q3 2021	61,797,344	27,460,001	19,163,223	35,063,381
Q2 2021*	34,638,853	20,232,723	15,409,989	19,847,949
Q1 2021*	32,037,380	22,272,962	12,199,159	16,445,491
Q4 2020*	34,820,074	25,115,120	14,696,183	18,808,651
Q3 2020	16,522,469	11,427,782	4,644,690	7,073,870
Q2 2020	19,136,681	14,166,234	5,320,246	7,707,041
Q1 2020	19,248,329	14,224,596	5,983,912	8,293,155
Q4 2019	18,090,876	13,498,657	6,262,178	8,427,558

*The company has adjusted the Q4 2020, Q1 2021 and Q2 2021 comparative statements of financial position to correct a misclassification in prepayments in the year ended December 31, 2020, Q1 2021 and Q2 2021 between current assets and non-current assets consistent with the presentation as at September 30, 2021.

Three Months Ended September 30, 2021

The Company recorded revenues of \$5,060,517 (2020 - \$1,545,463) in the quarter, an increase of 227% compared to the same period a year ago. Revenue in the quarter related mainly to progress revenue from the Danish Navy contract, while the prior year revenue was driven from the delivery of subsea batteries, the provision of software services and survey support work. The Company's revenue can fluctuate significantly on a quarterly basis mainly due to the timing of orders, progress towards completion and lead times on parts purchases. At September 30, 2021, the Company had contract liabilities of \$6,658,249 (December 31, 2020 - \$8,761,477), which represent customer advances on product orders for which the Company has not yet met the criteria for revenue recognition.

Cost of sales were higher than that of the prior year at \$3,114,287 (2020 - \$741,777). The Company realized gross profit of \$1,946,230 (2020 - \$803,686). Gross margin for the quarter were lower at 38%, as compared to 52% gross margin in the prior year due to change in product mix in the current quarter.

Administrative expenses in the quarter increased 31% to \$2,629,916 compared to \$2,006,167 in the prior year due to the addition of PanGeo as well as acquisition transaction costs of \$568,026 (2020-nil). At the end of September 30, 2021, Kraken employed 220 employees (50 employees from PanGeo) compared to 124 in the prior year. Other notable items in the Administrative expense category include compensation costs of \$1,076,924 (2020 - \$1,095,692) due to increased headcount and increased government assistance, accounting and legal \$316,045 (2020 - \$246,925). Also included were rent of \$114,629 (2020 - \$69,171), consulting fees of \$111,755 (2020 - \$72,361), software subscriptions of \$234,717 (2020 - \$152,241). During the quarter, the Company realized a foreign exchange gain of \$203,522 (2020 foreign exchange loss - \$139,771).

Depreciation in the quarter totalled \$660,817 (2020 - \$186,960) and increased due to a higher property and equipment base mainly attributed to acquisition of PanGeo. Amortization of intangible assets increased to \$337,126 (2020- \$75,242) due to acquisition of PanGeo.

Research and development costs ("R&D") in the quarter increased slightly to \$583,304 (2020 - \$527,781), as a result of the timing of expenditures on various R&D programs as well as the timing of government assistance and reimbursements from the Ocean SuperCluster/funding partners and CEWS, which are netted against R&D.

During the three months ended September 30, 2021, the Company received government assistance, excluding the OceanVision project, in the amount of \$1,219,575 (2020 - \$1,322,687). Government Assistance has been classified as a reduction to Cost of Sales \$433,577 (2020 - \$99,325), Research & Development expense \$411,052 (2020 - \$923,134) and Administrative expense \$374,946 (2020 - \$300,228).

The financial statements reflect a cost reimbursement under Kraken's OceanVision project, including \$250,057 (2020 - \$738,880) in reimbursements from the Ocean SuperCluster and \$243,768 (2020 - \$305,708) in reimbursements by funding partners. Assistance related to the OceanVision project has been classified as a reduction to Research & Development expense of \$352,670 (2020 - \$851,695), Administrative expense \$38,938 (2020 - \$45,341), Cost of sales \$Nil (2020 - \$32,282) and Construction in progress of \$102,217 (2020 - \$115,271).

Share-based compensation of \$189,150 was recorded, representing the fair value of the options that vested during the three months ended September 30, 2021. During the same period of the prior year, the Company recorded share-based compensation of \$412,319. The decrease over the prior year is a result of reduced options granted in 2020.

The Company recorded a net loss of \$2,572,741 and comprehensive loss of \$2,563,401 for the quarter, as compared to a net loss of \$2,603,496 and comprehensive loss of \$2,593,227 for the same period of prior year.

Nine Months Ended June 30, 2021

The Company recorded revenues of \$10,611,455 (2020 - \$10,218,067) from progress revenue mainly from the Danish Navy contract and subsea batteries, an increase of 4% compared to the same period a year ago. Prior year revenue was driven by the delivery of a KATFISH™, subsea batteries, the provision of software services and survey support work. The Company's revenue can fluctuate significantly on a quarterly basis mainly due to the timing of orders, progress towards completion and lead times on parts purchases. At September 30, 2021, the Company had contract liabilities of \$6,658,249 (December 31, 2020 - \$8,761,477), which represent customer advances on product orders, for which the Company has not yet met the criteria for revenue recognition.

Cost of sales were higher than that of the prior year at \$5,755,215 (2020 - \$5,353,778). The increase in cost of sales was due to the cost associated with the manufacturing of a KATFISH™ as part of the DALO contract, subsea batteries and labour. The Company realized gross profit of \$4,856,240 (2020 - \$4,864,289). Gross margin for the first three quarters were 46%, as compared to 48% gross margin in the prior year.

Administrative expenses in the period increased 11% to \$5,348,381 compared to \$4,824,911 due to the addition of PanGeo as well as acquisition transaction costs as well as acquisition transaction costs of \$568,026 (2020-nil). At the end of September 30, 2021, Kraken employed 220 employees (50 employees from PanGeo) compared to 124 in the prior year Other notable items in the Administrative expense category include accounting and legal \$541,716 (2020 - \$460,062). Also included were compensation costs of \$2,239,985 (2020 - \$2,546,674) due to increased headcount and increased government assistance, rent of \$261,085 (2020 - \$186,415), consulting fees of \$273,868 (2020 - \$111,068) and software subscriptions \$574,533 (2020 - \$389,165) due to increased headcount and project activity. During the first three quarters, the Company realized a foreign exchange gain of \$201,608 (2020 foreign exchange loss - \$123,619).

Depreciation in the period totalled \$1,314,889 (2020 - \$549,232) and increased due to a higher property and equipment base mainly attributed to acquisition of PanGeo. Amortization of intangible assets increased to \$484,866 (2020- \$222,017) due to acquisition of PanGeo.

Research and development costs ("R&D") in the nine month period increased to \$1,428,849 (2020 - \$771,786), as a result of the timing of expenditures on various R&D programs as well as the timing of government assistance and reimbursements from the Ocean SuperCluster/funding partners which are netted against R&D.

During the nine months ended September 30, 2021, the Company received government assistance, excluding the OceanVision project, in the amount of \$3,228,391 (2020 - \$3,035,389). Government Assistance has been classified as a reduction to Cost of Sales \$646,482 (2020 - \$174,703), Research & Development expense \$1,723,678 (2020 - \$2,377,878) and Administrative expense \$858,231 (2020 - \$482,808).

The financial statements reflect a cost reimbursement under Kraken's OceanVision project, including \$1,156,542 (2020 - \$2,189,651) in reimbursements from the Ocean SuperCluster and \$694,199 (2020 - \$725,053) in reimbursements by funding partners. Assistance related to the OceanVision project has been classified as a reduction to Research & Development expense of \$1,195,241 (2020 - \$2,024,102), Administrative expense \$101,591 (2020 - \$58,233), Cost of sales \$Nil (2020 - \$32,282) and Construction in progress of \$553,909 (2020 - \$773,790).

Share-based compensation of \$419,559 was recorded, representing the fair value of the options amortized over the vesting period of the underlying options during the nine months ended September 30, 2021. During the same period of the prior year, the Company recorded share-based compensation of \$868,097. The decrease over the prior comparative period is a result of reduced options granted in 2020.

The Company recorded net loss of \$4,084,836 and comprehensive loss of \$4,187,029 for the period, as compared to a net loss of \$2,004,283 and comprehensive loss of \$1,753,298 for the same period of prior year.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2021, the Company had working capital of \$8,296,778 (December 31, 2020 – \$10,418,937). Cash and cash equivalents as at September 30, 2021 was \$1,725,896, as compared with \$12,924,509 at December 31, 2020. In addition, the Company had restricted cash of \$3,350,583 (December 31, 2020 - \$1,057,982) held in a Guaranteed Investment Certificate as security for letters of credit for advance payments received under a manufacturing contract and mature December 31, 2021 and October 30, 2023.

On July 26, 2021, the Company completed a bought deal financing led by a syndicate of underwriters for 20,000,000 units (the “Units”) at a price of \$0.50 per Unit for gross proceeds of approximately \$10 million (the “Offering”). Each Unit will consist of one common share of the Company (a “Common Share”) and one-half of one Common Share purchase warrant (each whole purchase warrant, a “Warrant”). Each Warrant entitles the holder to acquire one Common Share (a “Warrant Share”) at a price of \$0.60 per Warrant Share for a period of two years following the closing of the Offering, subject to acceleration in certain circumstances.

Net proceeds from the offering after underwriters’ commission and legal and accounting expenses of \$1,089,941 related to the offering were \$8,910,059. Use of proceeds from the offering included: cash consideration for PGH Capital - \$3,000,000; partial repayment of PanGeo indebtedness - \$688,769; transaction costs related to acquisition of PanGeo - \$428,952 and working capital and general corporate purposes of both Kraken and PanGeo - \$4,792,338.

For the nine month period ended September 30, 2021, the Company received proceeds of \$303,951 (September 30, 2020 - \$670,482) upon the exercise of 1,310,590 stock options. During the nine months ended September 30, 2021, the Company experienced cash outflows of \$9,620,765 (2020 – outflow of \$158,074) from operating activities. Cash outflows from investing activities were \$10,342,060 versus \$858,112 for 2020. Financing activities realized inflows of \$8,681,047 (2020 – inflow of \$799,862) and included proceeds of \$303,951 received upon option exercises.

Overall, excluding the foreign exchange impact on cash, cash decreased by \$11,281,778 as compared to a decrease of \$216,324 during the prior comparative period.

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.

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, long-term obligations and contingent consideration. 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 September 30, 2021, 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:

	September 30, 2021	December 31, 2020
Cash and cash equivalents and restricted cash	\$ 5,076,479	\$ 13,982,491
Trade and other receivables	4,531,290	3,119,920
	\$ 9,607,769	\$ 17,102,411

At September 30, 2021, 60% of the trade receivables balance was owing from 3 customers (2020 – 69% of the trade receivables was owing from 2 customers). At September 30, 2021, the Company had recorded contract liabilities of \$6,658,249 (2020– \$8,761,477).

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 of September 30, 2021, the Company had a cash balance of \$1,725,896 (December 31, 2020 - \$12,924,509), cash that will become unrestricted on December 31, 2021 of \$2,294,290 as well as accounts receivable of \$4,531,290 to settle current liabilities of \$19,163,223 (December 31, 2020 - \$14,696,183) of which contract liabilities make up \$6,658,249 (December 31, 2020 - \$8,761,477). Associated with two large contracts, the Company will receive progress payments of \$4,469,948 in 2021 and \$11,192,685 during 2022.

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 September 30, 2021, the Company held \$1,725,896 in cash and cash equivalents, \$3,350,583 in restricted cash, has drawn \$341,094 against its operating line of credit at Kraken Power and has drawn \$1,465,000 against its operating line of credit at PanGeo. The Kraken Power operating line of credit bears interest annually at 3.95%, payable monthly, which is a fixed interest rate and is not subject to interest rate risk and the PanGeo operating line of credit bears interest annually at the bank's prime plus 2.5%.

(b) Foreign currency risk

The Company's exposure to foreign currency risk is limited to sales, certain purchases, short-term and long-term obligations in USD, EUR, GBP, DKK and BRL. The Company does not use any form of hedging against fluctuations in foreign exchange.

Fair Value

The Company provides disclosure of the three-level hierarchy that reflects the significance of the inputs used in making the fair value measurement. The three levels of fair value hierarchy based on the reliability of inputs are as follows:

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data or other means.

Level 3: Inputs are unobservable (supported by little or no market activity).

The Company does not record any asset or liability at fair value on an ongoing basis.

The carrying values of cash, restricted cash, accounts receivable, trade and other payables and bank indebtedness approximate their fair values due to their short term to maturity.

The fair values of the long-term obligations and contingent consideration are estimated using a discounted cash flow valuation technique. The fair value measurement for contingent consideration uses level 3 inputs based on estimates of future cash flows associated with the liabilities and discount rates that reflect market assessments of the performance risk which includes the credit risk of Company at September 30, 2021. The carrying value of the contingent consideration equals fair value as it is categorized as fair value through profit and loss. The fair value of the long term debt is carried at amortized costs. For the fair value of contingent consideration, reasonably possible changes at September 30, 2021 to the risk-adjusted discount rate of 1%, holding other inputs constant. An increase (decrease) in discount rate would have increased (decreased) the Company's net loss by approximately \$98,438 and (\$100,865) respectively.

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 2,3 and 4 of its audited consolidated financial statements for the year ended December 31, 2020, as well as Note 2 to the interim financial statements.

SUBSEQUENT EVENTS

Subsequent to September 30, 2021, the Company:

- (a) On November 22, 2021 Kraken announced that Kraken Robotic Systems Inc. and PanGeo have been awarded \$7.1 million for two contracts from the Newfoundland Offshore Oil and Gas Industry Recovery Assistance (OOGIRA) Fund. The projects valued will be executed from Q4 2021 through Q4 2022.

OUTSTANDING SHARE DATA AS AT November 25, 2021:

- (a) At September 30, 2021 and December 31, 2020, the following share purchase warrants were outstanding:

Expiry Date	Exercise Price	November 25, 2021	December 31, 2020	Weighted Average Remaining Contractual Life
July 26, 2023	\$0.60	10,000,000	-	1.68 years
	\$0.60	10,000,000	-	1.68 years

- (b) Authorized and issued share capital:

Class	Par Value	Authorized	Issued Number
Common	No par value	Unlimited	201,192,985

- (c) Summary of options outstanding:

Security	Number	Number Exercisable	Exercise Price	Expiry Date
Options	500,000	500,000	0.70	March 5, 2022
Options	1,200,000	1,200,000	0.63	July 14, 2022
Options	400,000	400,000	0.63	July 14, 2022
Options	2,633,333	2,633,333	0.53	September 8, 2022
Options	75,000	50,000	0.44	May 1, 2023
Options	1,200,000	800,000	0.57	July 14, 2023
Options	300,000	200,000	0.51	August 5, 2023
Options	1,000,000	1,000,000	0.63	July 14, 2024
Options	1,000,000	250,000	0.50	July 30, 2026
	8,308,333	7,033,333		

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.