

A photograph of an industrial facility, possibly a refinery or chemical plant, featuring various towers, pipes, and storage tanks. The scene is captured at sunset or sunrise, with a dramatic sky of orange, yellow, and dark clouds. The entire scene is reflected in a body of water in the foreground, creating a symmetrical effect.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three-month period ended January 31, 2020

## NOTICE

This management's discussion and analysis of financial condition and results of operations ("MD&A") should be read together with Blackline Safety Corp.'s ("Blackline Safety", "Blackline", the "Corporation" or the "Company") unaudited condensed consolidated interim financial statements and accompanying notes, prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* ("IAS 34"), using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), for the three-month period ended January 31, 2020. Additional information relating to the Company, including its audited consolidated financial statements for the year ended October 31, 2019, can be obtained from documents filed on the System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com) under Blackline Safety Corp.

This MD&A is presented as of March 24, 2020. All financial information contained herein is expressed in Canadian dollars, the Company's reporting currency, unless otherwise indicated.

### FORWARD LOOKING STATEMENTS

Certain statements included in this MD&A constitute forward-looking statements. These statements relate to future events or the Corporation's future performance. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "may", "might", "plan", "potential", "predict", "project", "seek", "should", "targeting", "will" and other similar expressions. All forward-looking statements are based on beliefs and assumptions based on information available at the time the assumption was made. These forward-looking statements are not based on historical facts but rather on expectations regarding future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause actual results, levels of activity, performance or achievements to differ materially from those anticipated in such forward-looking statements. Although the forward-looking statements contained in the MD&A are based upon what the Corporation believes to be reasonable assumptions, no assurance can be given that these expectations will prove to be accurate and such forward-looking statements included in this MD&A should not be unduly relied upon by investors. These forward-looking statements are made as of the date of this MD&A. The Corporation does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by law.

Factors which could cause future outcomes to differ materially from those set forth in the forward-looking statements include, but are not limited to: (i) the ability to obtain sufficient and suitable financing to support operations, development and commercialization of products, (ii) the ability to execute partnerships and corporate alliances, (iii) uncertainties relating to the regulatory approval process, (iv) the ability to develop plant lines and manufacturing processes that result in competitive advantage and commercial viability, (v) the ability to develop enhanced products and software in a cost effective and timely manner, (vi) the impact of competitive products and pricing and the ability to successfully compete in the targeted markets, (vii) the ability to attract and retain key personnel and key collaborators, (viii) the ability to adequately protect proprietary information and technology from competitors, (ix) market and general economic conditions and (x) the impact were a significant disruption to its information technology to occur. See also "Risks Factors and Uncertainties" below. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

### NON-IFRS FINANCIAL MEASURES

The Company reports its financial results in accordance with IFRS. However, the MD&A contains references to the following non-IFRS financial measures: EBITDA (earnings before interest expense, interest income, income taxes, depreciation and amortization), Adjusted EBITDA (earnings before interest expense, interest income, income taxes, depreciation and amortization, stock-based compensation expense, product development costs and non-recurring impact transactions, if any), EBITDA per common share, Adjusted EBITDA per common share and net loss excluding stock-based compensation expense. Non-IFRS financial measures do not have standardized meanings prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers.

See "Non-IFRS Measures" section below for further details for each measure.

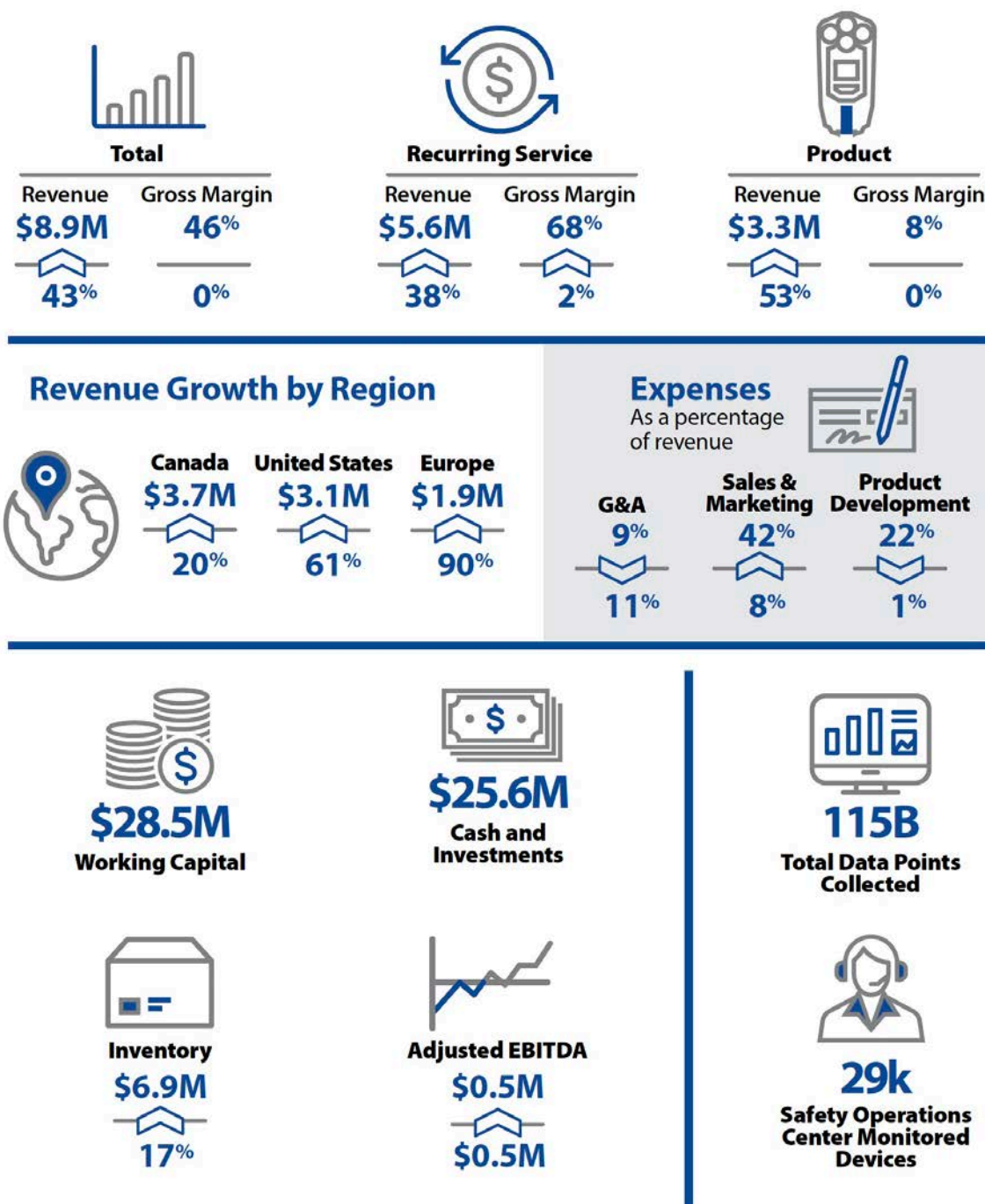


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# Q1 FY2020 INFOGRAPHIC

Global demand for cloud-connected services drives continued growth in Q1 FY2020.



Q1 FY2020 information presented above provides a period-over-period comparison of the Company's results for the three-month period ended January 31, 2020 to the Company's results for the three-month period ended January 31, 2019. For further information, please see the applicable financial statements and Management Discussion & Analysis of the Company available for review on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). Adjusted EBITDA is a non-IFRS financial measure. Please see "Non-IFRS Measures" in the Blackline Safety MD&A for a description and reconciliation of the Company's Adjusted EBITDA for the applicable periods.





## COMPANY OVERVIEW

Founded in 2004 and headquartered in Calgary, Canada, Blackline Safety is a global connected safety company that develops, manufactures and markets a suite of safety wearables and cloud-connected services. These technologies empower businesses with real-time safety insights to manage emergency responses and evacuations, proactively manage gas detection compliance and increase productivity. When seconds count, Blackline's employee safety monitoring technology enables a live monitoring team to deliver help directly to an employee in the shortest amount of time — to the worker's exact location.

Blackline's connected safety portfolio addresses environmental gas detection, lone worker monitoring and evacuation management scenarios with cellular, satellite and smartphone connectivity. Employee-worn devices incorporate automatic incident detection, manual triggers, wireless communications and location technologies. Safety alerts are communicated in real-time to monitoring personnel who manage the emergency response process.

Leveraging Blackline's ecosystem of safety wearables and cloud software, businesses are able to increase productivity through business analytics software and data science services, making it easy to take advantage of data generated by G7 safety wearables and software. Productivity gains are delivered through automated gas detection compliance reporting, wireless configuration and firmware updates of safety wearables, employee movement pattern analysis, and minimizing downtime through plug-and-play gas sensor cartridges.

## MANAGEMENT TEAM

Blackline's management team delivers expertise in the development, manufacturing and marketing of portable, rugged and wearable safety products for industrial applications. Our team has extensive experience within technology and safety industries, at both private and mature public companies.



**Cody Slater**  
Chief Executive Officer



**Sean Stinson,**  
VP Sales and Product Management



**Kevin Meyers**  
Chief Operating Officer



**Barry Moore**  
VP Product Development



**Shane Grennan**  
Chief Financial Officer



**Gavin Boorman**  
Managing Director Blackline Safety  
Europe



**Brendon Cook**  
Chief Technology Officer

## CLOUD-CONNECTED SAFETY WEARABLES

Blackline's lineup of G7 safety wearables connect to the Blackline Safety Cloud using either cellular or satellite connectivity. All products feature plug-and-play cartridges that configure for lone worker and gas detection scenarios as required by the end client.

All safety alerts generated by G7 wearables are communicated in real-time to monitoring personnel, pinpointing the employee's location on an interactive map using GPS or Blackline's proprietary location beacons. The monitoring team efficiently manages incidents from alert to resolution using cloud-hosted software that provides employee messaging tools, the option for two-way voice calling and quick access to emergency contact escalation.

With its Blackline Live cloud-hosted software, the Company makes it easy for businesses to monitor their personnel from a control room or by supervisors using a mobile device. Optionally, Blackline's in-house Safety Operations Center (or an Alarm Receiving Centre partner) provides 24/7 live monitoring services, taking on front-line emergency management and escalating to responders as required.

### G7c CELLULAR-CONNECTED WEARABLE

Blackline's G7c device features 3G/4G direct-to-cloud connectivity with wireless coverage in over 100 countries.



### G7x SATELLITE-CONNECTED WEARABLE

For regions where cellular networks are not available, Blackline's two-part system with a G7x wearable and G7 Bridge satellite base station monitors workers in North America, South America, Australia and New Zealand.



<b>G7 WEARABLE COMPARISON</b>	<b>G7c</b>	<b>G7x</b>
Lone worker monitoring with real-time alerting	■	■
Environmental gas detection with live low and high-gas alerting	■	■
True Fall Detection®, no-motion detection, missed employee check-ins and live alerting	■	■
An SOS latch (similar to pulling a fire alarm lever)	■	■
Silent emergency button	■	■
Two-way voice calling with the live monitoring team	■	
Two-way messaging with the live monitoring team	■	■
Push-to-talk for real-time voice collaboration with teammates	■	
Graphical display with easy-to-use interface	■	■
Highly configurable for small businesses through to multi-national organizations	■	■
Field-replaceable cartridges to support a variety of gas detection scenarios	■	■
Wireless configuration and firmware updates	■	■
Blackline Live cloud-hosted software for emergency response management	■	■
Cloud-hosted Blackline Analytics business intelligence software	■	■

## FILLING A GAP IN THE GAS DETECTION INDUSTRY

Employee-worn gas detectors are commonplace for situations with risk of exposure to toxic and/or combustible gases. A crucial gap in the portable gas detection industry has, until now, remained unsolved — gas monitors operate like smoke detectors, using a local alarm sound to call for help when an employee has been exposed to gas. If no one is nearby to deliver aid, the employee's call for help can go unanswered.

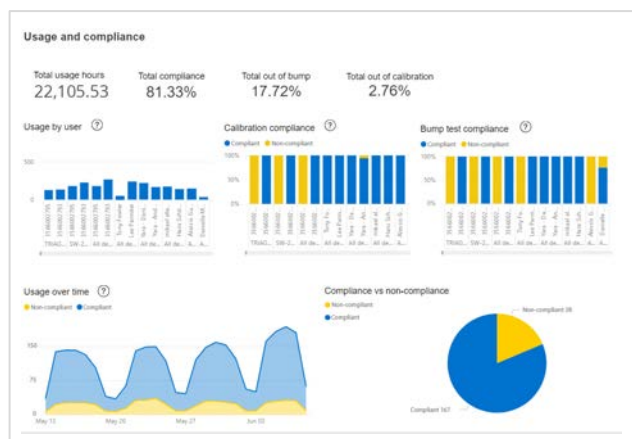
With shipments beginning in 2017, Blackline introduced the world to a new way of keeping employees safe through the integration of its cloud-connected safety monitoring technology with gas detection. Blackline's G7 line of safety wearables remain the only direct-to-cloud personal monitors that communicate directly with cloud-hosted infrastructure through both cellular and satellite networks.

Nearly a decade of experience has gone into the creation of Blackline's G7 wearables with environmental gas detection capability. Like all Blackline connected safety technology, G7 immediately notifies monitoring personnel of safety incidents, including detected gases and potential no-motion or fall-detection alarms, and pinpoints employees' locations on an interactive map. Responders then know the environmental conditions ahead of time and can appropriately equip for a swift response, complete with breathing equipment if required, to mitigate the risk of exposure to a potentially hazardous environment.



## GAS DETECTION REGULATORY COMPLIANCE

Regulatory agencies require businesses to maintain a record of the use and maintenance of all gas detection devices. This means that field personnel must take their gas detection equipment to docking stations that perform testing and store compliance records. It is not always convenient for employees to test and calibrate their gas detection equipment based on the proximity of the nearest docking station. Compliance data from each docking station must also be retrieved, compiled, reviewed and reported within the business and to regulatory agencies. Should an incident affect an employee, businesses are at risk if they are not able to demonstrate proper calibration, testing and employee usage of gas detection equipment.



Blackline's G7 solves these aspects of compliance and saves labor for field employees and the teams that manage the regulatory compliance program. Rather than manually gathering calibration and testing data in the field directly from calibration docks and examining each record, G7 wearables automatically communicate calibration and test data in real-time to the Blackline Safety Network for complete reporting.



Each time that an employee uses their assigned G7, session data is also communicated to the Blackline Safety Network for comprehensive reporting. Configurable reports deliver simple green-yellow-red indicators that assist management in quickly assessing their team's overall compliance, identify when upcoming events need attention and if any user is not compliant at that time.

## MODULAR GAS DETECTION



G7 wearables feature the industry's first expandable interface that enables customization to support each customer scenario and requirement. G7 functionality expands using one of four field-replaceable cartridges—a Standard Cartridge, Single-gas Diffusion Cartridge, a Multi-gas Diffusion Cartridge or a Multi-gas Pump Cartridge.

The Standard Cartridge is designed for evacuation management and lone worker monitoring scenarios. Single and Multi-gas cartridges support one to five gas configurations with a choice of 19 gas sensors, including combustibles, hydrogen sulfide, carbon dioxide, carbon monoxide, oxygen, volatile organic compounds, sulfur dioxide, ammonia and hydrogen.

Conventional gas detectors are either disposed of at the end of their service life, requiring new equipment to be deployed, or they are taken out of service and individual gas sensors are replaced. Removal and replacement of gas sensors is a time-consuming, technical process — businesses often require a third party to ease this burden. To address this problem, G7 offers field-replaceable cartridges that are pre-calibrated, ensuring that equipment stays in the field, maximizing up-time. Old cartridges can be sent to Blackline for remanufacturing, thereby minimizing overall cost of ownership.

## LONE WORKER MONITORING



Blackline's G7 product line supports lone worker monitoring applications with or without the requirement for gas detection. For dedicated lone worker monitoring, G7 wearables are fitted with a Standard Cartridge while a Single-gas or Multi-gas cartridge supports combined gas detection and lone worker monitoring scenarios. Safety monitoring options offered by G7 devices for lone worker includes True Fall Detection®, no-motion (man-down) detection, missed employee check-in, SOS latch and a silent SOS button.

## ACTIVE EVACUATION MANAGEMENT AND MASS NOTIFICATION

Conventional gas detection equipment is disconnected and not able to empower evacuations or deliver field notifications. Initiating evacuations and accounting for every employee at muster points is a difficult and time-consuming process that often requires manual check-lists — employees who reach a muster point are identified and checked off on a list. Personnel across multiple muster points must then compare lists to ensure everyone is accounted for and if someone is missing, it can be very challenging to promptly locate that individual.

Should a situation demand it, G7 enables teams to quickly trigger an evacuation of their facilities. G7 users are mass-notified using a two-way voice call via built-in speakerphone or through two-way text messaging. Instructions are delivered on how to evacuate safely and avoid any specific hazards. Location technology enables monitoring personnel to actively monitor the progress of the evacuation and account for every employee without needing to use a manual checklist. Should an employee require assistance during the evacuation, the monitoring team can assess the situation and dispatch needed resources immediately.

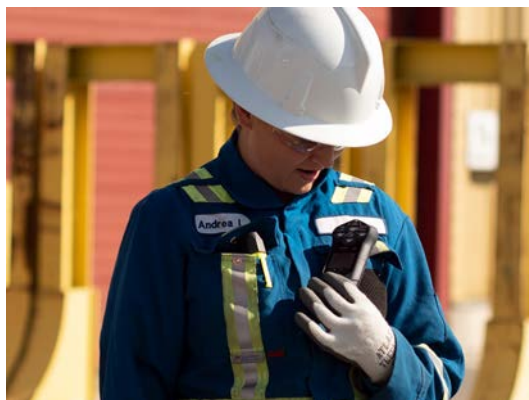


## LIVE-RESPONSE AND TWO-WAY SPEAKERPHONE CAPABILITY

Blackline's safety wearables feature capabilities that make it easy to manage a live emergency response and provide comfort and confidence to the affected employee. When an alert is triggered, monitoring personnel take ownership of the response for the alert, automatically activating the G7 blue LiveResponse™ light that indicates to the employee that monitoring personnel have received the alert and help is on the way.

Monitoring personnel initiate a voice call to the employee's monitoring device to speak with the employee using a built-in speakerphone (G7c wearables only). Designed for use within industrial environments, Blackline's monitoring devices feature a loud-and-clear speaker and sensitive microphone to pick up the employee's voice.

## PUSH-TO-TALK VOICE COLLABORATION



Blackline's G7c personal safety monitor provides businesses with a push-to-talk option that enables teams to coordinate their efforts, similar to the way that businesses use two-way radios. Like a walkie talkie, G7c users are able to broadcast messages to all team members who have their G7c wearables set to use the same push-to-talk channel.

Each Blackline client receives their own group of 100 channels that can be assigned to specific teams across their sites and business units. When employees need to communicate with each other, they can press inward on the G7c red latch and hold to call others on the same channel.

Blackline's G7c push-to-talk leverages voice-over internet protocol (VoIP) data communications and 3G/4G wireless technology. Messages of up to 30 seconds can be encoded and broadcast to colleagues in real-time. With coverage in over 100 countries and over 200 wireless carriers, G7c allows businesses to converge gas detection, lone worker monitoring and two-way radios into a single wearable device, reducing overall acquisition costs.

## BLACKLINE 24/7 LIVE MONITORING

Although many of Blackline's customers self-monitor the safety of their personnel using their Blackline Live monitoring account, a significant portion select Blackline's in-house, 24/7/365 Safety Operations Center (SOC).

Unlike a traditional call center that often provides unrelated services such as telemarketing, technical support and answering services, Blackline's SOC focuses exclusively on safety monitoring. It delivers an immediate response, managing all safety alerts from receipt through to resolution according to each customer's customized emergency response protocol.



Blackline's SOC provides customers with the option of centralizing the responsibility of monitoring lone workers within a highly specialized and trained emergency response center. Blackline's SOC now monitors over 29,000 employee wearables.

In regions not covered by Blackline's in-house SOC that provides 24/7 live monitoring, customers are able to provide monitoring of their employees via an approved Blackline Alarm Receiving Center partner.

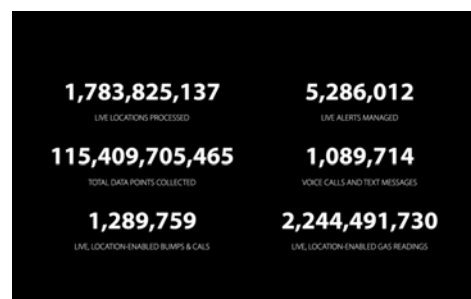
## INDOOR LOCATION TECHNOLOGY



Blackline's proprietary location technology solves the problem of locating employees inside and around facilities with confidence. When working outdoors, GPS provides accurate locations, however, inside buildings, GPS signals are often imprecise or not available due to signal obstruction. GPS location accuracy can also be degraded when used outdoors near larger buildings and around process equipment.

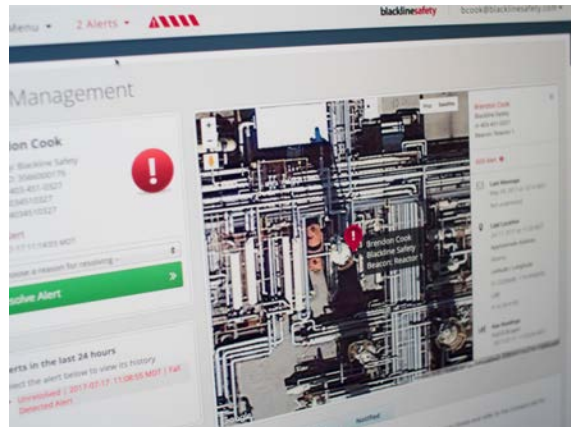
Blackline location beacons are low-cost self-powered devices that are easily installed throughout a facility. Each beacon broadcasts a short-range radio signal for proximity detection by G7 safety wearables. This technology enables Blackline to locate an employee inside and around facilities with the same precision as GPS provides in open, outdoor locations.

## BLACKLINE SAFETY CLOUD



Blackline has developed and innovated a proprietary cloud-hosted safety monitoring infrastructure that runs on Amazon Web Services. Blackline has deployed tens of thousands of G7 safety wearables that connect to the Blackline Safety Cloud, continuously streaming status, environmental, location, gas readings and alerts. This information is stored online and drives Blackline's data-driven services including analytics, emergency response management, notifications to users and more. To date, the Blackline Safety Cloud has stored over 115 billion data points, over 1.7 billion locations and over 2.2 billion location-enabled gas readings.

## BLACKLINE LIVE CLOUD-HOSTED MONITORING



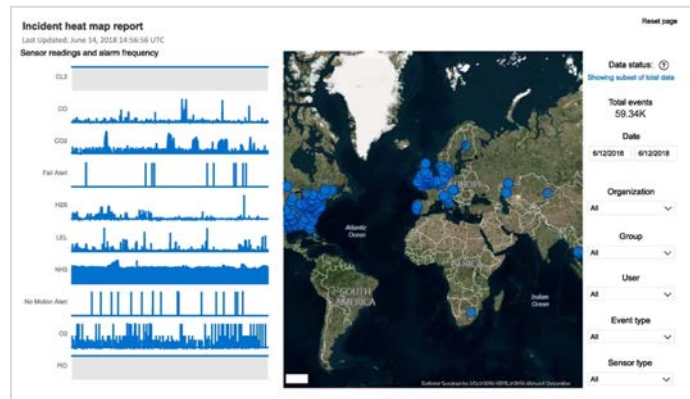
Blackline's cloud-hosted safety monitoring infrastructure provides all the tools necessary to remotely configure G7 devices, assign them to employees and manage safety alerts from receipt through to resolution. The Blackline Live portal supports custom emergency response protocols for individual clients that can be tailored according to specific business units, sites, teams and employee roles. Blackline Live also enables customers to upload custom floor and site plans that work together with Blackline's GPS and proprietary location beacon technology to pinpoint the exact location of an employee in need of assistance.

Blackline's G7 portfolio targets the natural resources, industrial and manufacturing, utilities and public works, warehousing and transportation, engineering and construction, government and health care industries. Current marketing and sales efforts focus on industrial markets where employees face heightened risk levels, particularly with potential exposures to toxic or combustible gases.

## ENABLING BUSINESSES WITH ANALYTICS

Through the course of use, G7 products continuously communicate with the Blackline Safety Network, transmitting employee locations, atmospheric gas sensor readings, detection of slips, trips and falls, messages, employee check-ins and status information such as wireless signal levels and battery levels.

Blackline leverages a leading cloud-hosted analytics platform to compile and analyze large volumes of data generated by G7 safety devices.



Many enterprises currently leverage analytics software to interpret diverse data that provides a deep understanding of how the business is operating. Blackline clients use our analytics platform to gain safety program insights including:

- Mapping the location of every non-zero gas reading to understand real-world exposures and where leaks may be occurring
- Understanding the time spent completing a particular task and how efficiencies may be gained
- Viewing the real-time compliance status of all G7 devices to ensure that all equipment is being utilized correctly and according to corporate policies
- Reviewing bump tests and calibrations to see how each G7 wearable and gas sensor cartridge is performing, plus whether any G7 Docks require a new calibration gas tank
- Monitoring slip, trip and fall statistics to understand if there are any trends based on location from one particular site to another site.



## DATA SCIENCE CONSULTING — BLACKLINE VISION

Building on our Blackline Analytics software, Blackline's in-house data science team has developed a new consulting suite of services. Blackline Vision provides enterprise clients with direct access to Blackline's data science team and the capability to integrate other sources of data with location-enabled events from G7 safety wearables. Blackline Vision goes far beyond our Blackline Analytics offering, adding a full new service that will enable the creation of custom reports, dashboards, custom data integration and the ability to share data with other information systems.

Example Blackline Vision data integrations include:

- Connecting scheduling software to location-enabled project tasks and combining real-time situational awareness for proactive task and resource management
- Comparing location-based G7 data to understand how far a supervisor's 'sphere of influence' extends to minimize personnel near-misses
- Combining location-based G7 data with health and safety data to understand correlations between location, time-of-day, employee training and other factors
- Integrating with learning management systems in order to provide real-time notifications when employees enter locations at a facility for which they have no training

## SOLUTION PORTFOLIO

Blackline's broad portfolio of products and services addresses the needs of worker safety monitoring across industries, employee roles and work scenarios by offering the following products:

- G7c safety wearable for indoor and outdoor locations covered by 3G wireless
- G7x safety wearable for remote locations in North America, South America, Australia and New Zealand that are not covered by 3G wireless
- Field replaceable cartridges accommodate a wide variety of configurations not offered by competitor hardware
  - Standard cartridge for lone worker monitoring
  - Single-gas diffusion cartridge for gas detection scenarios requiring one sensor
  - Multi-gas diffusion cartridge for gas detection scenarios with up to five sensors
  - Multi-gas pump cartridge for confined space entry and leak check gas detection scenarios
- G7 Bridge, a portable satellite base station for remote locations, communicates with the G7x
- G7 Dock, an accessory product used to calibrate G7c and G7x devices periodically while also offering frequent testing to verify that gas sensors are fully functional
- Loner Mobile, a safety monitoring application for mainstream smartphones
- Loner Duo, a Bluetooth accessory paired with Loner Mobile for medium to high risk work-alone scenarios
- Blackline Location Beacon, an indoor/outdoor location technology that provides precise positioning where GPS signals are weak or unavailable
- Blackline monitoring, a 24/7/365 live monitoring service offered by Blackline's SOC or an approved partner
- Blackline Live, a cloud-hosted, live safety monitoring portal for safety alert management
- Blackline Analytics, a second-generation data analytics package built into Blackline Live
- Blackline Vision, a new data science consulting and software services offering

## TECHNOLOGY PORTFOLIO

Blackline's connected safety solutions combine several technologies to facilitate high quality end-user experiences.

- Portable environmental gas detection, including electrochemical, infrared and photoionization-based gas sensors
- Portable compact gas sensor calibration
- 3G cellular, satellite, 900 MHz spread spectrum and Bluetooth data communication
- GPS, cellular and proprietary indoor/outdoor location beacon positioning
- Inertial sensors for fall and no motion detection
- Two-way voice calling and text messaging between the user and monitoring personnel
- Push-to-talk real-time voice collaboration between users and across teams
- Bluetooth audio accessory interface
- Cloud-hosted Blackline Safety Network monitoring infrastructure and Blackline Live monitoring user account
- Cloud-hosted data analytics and reporting software

## TECHNOLOGY UNDER DEVELOPMENT

### G7 EXO

Businesses in energy, utilities, heavy industry and disaster response sectors use portable area monitoring equipment to monitor potential atmospheric hazards around tank farms and along fence lines, during facility maintenance or while containing spills. Until now, conventional area monitors suffer from a short battery life, limited configurability and inadequate connectivity. Blackline recently announced that the G7 EXO area monitor is currently under development, this new Blackline product line will provide businesses with portable and semi-permanent gas detection monitoring options.

### CAMERA INTEGRATION

Blackline has partnered with Occlly, LLC to integrate its employee camera wearable for industrial safety scenarios. This new integration will provide a live emergency response team with remote vision through four different camera angles.

### G7 TOOLTAG

To assist businesses with large-scale facility maintenance and construction projects, Blackline is developing G7 ToolTag, a compact and self-powered wireless tag that can be attached to tools and equipment. Employee-worn G7 connected safety devices will communicate the proximity of nearby G7 ToolTags to the Blackline Safety Cloud. By knowing the location of employees and nearby tools, businesses will gain an increased level of awareness for proactive project management.

## **GLOBAL DISTRIBUTION NETWORK**

Blackline continues to expand its distribution partner network throughout Canada, the United States, the United Kingdom ("UK"), Europe and other international locations. Currently, Blackline has distribution agreements in place with over 100 partners around the world. In contrast to the maturity of competitor distribution networks, Blackline continues to invest in expanding and cultivating its network in order to maximize promotion and sell-through into the global safety marketplace. Blackline has been adding direct sales engineers in specific markets to support the growing distribution market.

## **REGIONAL SALES MANAGER TEAMS**

Blackline supports its global distribution network through a global team of Regional Sales Managers that are also responsible for select end customer accounts. Blackline has deployed Regional Sales Manager employees and contractors in the following locations:

- Canada
- United States
- United Kingdom (covers Scandinavia, Eastern Europe and Central Asia)
- Italy
- France (covers Spain and Portugal)
- Belgium (covers BENELUX and DACH)
- Brazil (covers Latin America)
- Australia (covers New Zealand)
- Singapore (covers SE Asia)
- India



## QUARTER IN REVIEW

During the first quarter, Blackline continued the development of its new G7 EXO area monitor product line and continued its careful expansion of the sales and product development teams.

### Q1 ACTIVITIES

#### G7 EXO WORLD TOUR



At the A+A event in Dusseldorf, Germany, Blackline Safety showcased its upcoming G7 EXO area monitor. Held every two years, A+A is the world's largest safety, security and health at work event that welcomes 65,000 visitors and 2,000 exhibitors from over 60 countries. Following A+A, G7 EXO travelled to Abu Dhabi for the ADIPEC event, the preeminent energy conference in the Middle East. G7 EXO will become the world's first direct-to-cloud connected area monitor with built-in cellular and satellite communications.

#### CONTINUED G7 EXO PRODUCT DEVELOPMENT



Blackline continued development of its new G7 EXO area monitor product line. This new area gas detection system with cellular and Iridium satellite connectivity is currently scheduled to launch globally in spring 2020. The Company started external beta testing with a selection of hand-picked partners in parallel to a robust internal validation program. As G7 EXO development comes to a close, Blackline will initiate intrinsic safety certification.



**PROFILED BY COLLIERS INTERNATIONAL**

Blackline and its headquarters at the Dominion Bridge building in Calgary was profiled by Colliers International as part of their 'Great Companies Need Great Spaces' series of client videos. Colliers produced an interview video that was shared with their international network, helping to increase Blackline's exposure.

**POST QUARTER UPDATE****G7c WEARABLE WITH 4G WIRELESS**

Blackline has completed the development of an updated G7c safety wearable with the addition of 4G wireless communications. This product update is scheduled for release in Q2, pending certification.

**G7 EXO PRE-ORDERS**

Blackline has begun to accept pre-orders for G7 EXO, the industry's first direct-to-cloud, drop-and-go area gas monitor with an unprecedented battery life of over 100 days. Launching in spring 2020, G7 EXO will enable businesses around the world to see the impact that cloud connectivity will have on operational efficiencies and their environmental, social and governance (ESG) programs.

**UPDATED CORPORATE BRANDING**

Having engaged with a new marketing partner, Dalton Agency, headquartered in Jacksonville, Florida, Blackline continued to increase its presence in the connected safety space. A new branding video has recently been launched along with website updates and an increased presence on social media. Blackline has additionally rolled out new advertising both in printed trade magazines and digital programs.



## COVID-19 UPDATE

Blackline initiated its continuity plan in early March 2020 due to the impact of COVID-19 and continues to monitor the global impact of this pandemic. This plan provides for continued delivery of services to customers around the world, ensuring ongoing business operations and reducing the impact on Blackline's growth trajectory.

### **CARING FOR OUR CURRENT CUSTOMERS**

Monitoring the safety of tens of thousands of personnel around the world, Blackline's highest priority is for the high-quality delivery of services throughout each of its regions. With our cloud-connected software and distributed workforce, Blackline continues to deliver the highest quality user experience to our clients located globally. Services are delivered through a combination of cloud-hosted tools, wireless networks and both in-house and partner monitoring teams that operate around the clock. As a result, Blackline has been able to, and expects to maintain, its critical 24-hour monitoring services to its customers.

Blackline's cloud software and infrastructure is hosted by Amazon Web Services, a globally recognized leader. By hosting the Company's software in the cloud, clients around the world receive fast loading times and do not need to maintain their own on-premise server hardware.

### **BUSINESS OPERATIONS**

To slow down the spread of COVID-19, Blackline is implementing social distancing through a work-from-home program and split-shifts to support social distancing. Teams in sales and supporting services, marketing, finance, QA/integration, software, firmware and hardware development, together with select sub-teams in manufacturing, are able to work off-site using cloud software, virtual private networking and remote desktop interfaces. Blackline's in-house manufacturing and logistics teams are working using split-shifts with reduced production capacity and continued shipments to customers.

### **IMPACT ON GROWTH**

Coupled with recent downturn in oil commodity prices, Blackline anticipates that COVID-19 will have an impact on its current rate of growth. The primary impact will be on new product sales during the COVID-19 crisis and the oil commodity cycle. However, we see little impact to our recurring service revenue at this point in time.



## FINANCIAL INFORMATION

The following table presents a summary of select financial information for the current and comparable prior quarter for the Company. These have been prepared in accordance with IAS 34, using accounting policies consistent with IFRS as issued by IASB, and are presented in Canadian dollars which is the presentation and functional currency of the Company. All figures in the MD&A are reported in thousands, except for per share, stock option, common share and unit amounts.

<b>Three months ended January 31,</b>	<b>2020 \$</b>	<b>2019 \$</b>
Revenues	8,918	6,229
Gross margin	4,059	2,842
Expenses	6,527	4,820
Net loss	(2,355)	(1,745)
EBITDA <sup>1</sup>	(1,503)	(1,466)
Adjusted EBITDA <sup>1</sup>	504	33
Loss per common share		
- Basic and diluted	(0.05)	(0.04)
EBITDA per common share <sup>1</sup>		
- Basic and diluted	(0.03)	(0.03)
Adjusted EBITDA per common share <sup>1</sup>		
- Basic and diluted	0.01	0.00

<sup>1</sup> EBITDA, Adjusted EBITDA, EBITDA per common share and Adjusted EBITDA per common share are non-IFRS measures and do not have a standardized meaning prescribed by IFRS. Therefore, these measures may not be comparable to similar measures presented by other companies. See "Non-IFRS Measures" section for a reconciliation of these non-IFRS measures to IFRS.

## REVENUE

Blackline's revenues are comprised of product and service revenues, which are the two operating segments of the Company.

Product revenues are generated from sales of Blackline's connected safety monitoring hardware devices to a variety of industries and geographic locations. Blackline has a broad customer base both in terms of industry and geographic reach and this diversified market helps to mitigate against dependence on and fluctuations in any one market space.

Service revenues relate to monitoring and support services that are provided to customers for safety devices. The two components of service revenue are: 1) the revenues associated with new customers who purchase the Company's connected safety monitoring concurrent with a new device, and 2) recurring revenues from existing customers who renew their monitoring service for a Blackline device.

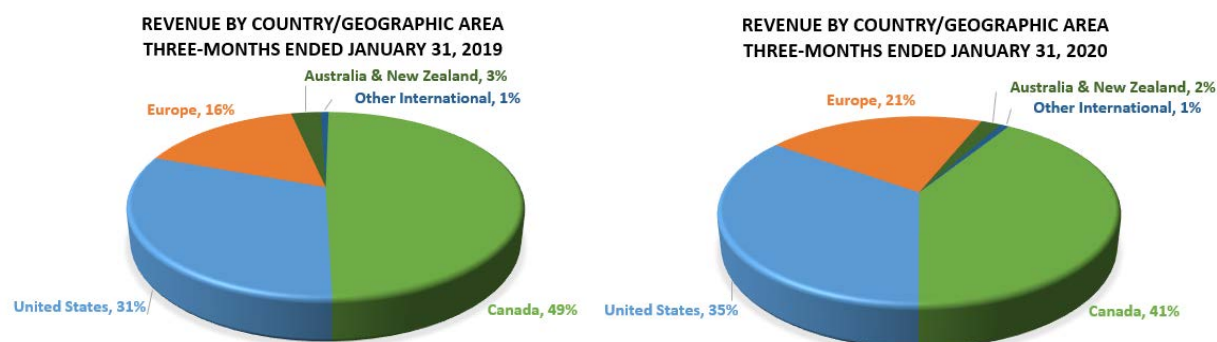
The Company also offers a Blackline Complete leasing program, delivering Blackline monitoring solutions through a service-based model rather than a traditional purchase of the product. The Blackline Complete leasing program is generally a three-year operating lease commitment with revenues recognized on a monthly basis as service is provided. Revenues from the Blackline Complete operating leasing program are accounted for as service revenue on a monthly basis and positively impact the monthly service revenue, but negatively impact product revenue from traditional hardware sales and deferred revenue from associated service contracts. Blackline Complete leases of more than three years are considered to be a finance lease commitment with revenue recognized as both hardware and service in accordance with the present value of the lease contract.

	<b>Three months ended January 31,</b>		
<b>Revenue</b>	<b>2020 \$</b>	<b>2019 \$</b>	<b>Change %</b>
Product	3,341	2,180	53
Service	5,577	4,049	38
<u>Total revenue</u>	<u>8,918</u>	<u>6,229</u>	<u>43</u>
<b>Percentages of total revenue</b>			
Product	37%	35%	
Service	63%	65%	
<u>Total</u>	<u>100%</u>	<u>100%</u>	

First quarter overall revenue was \$8,918, an increase of \$2,689 from \$6,229 in the same three-month period of the last fiscal year. The 43% growth was driven by product revenue from sales of our connected safety products to industrial customers with service revenue from both monitoring services from new product sales and recurring revenues from customer renewals contributing to this increase. The Company's geographic revenue distribution for the first quarter included \$1,891 in Europe, \$3,109 in the United States and \$3,670 in Canada compared to \$994 in Europe, \$1,935 in the United States and \$3,070 in Canada in the comparable prior period. Revenue growth quarter-over-quarter was therefore 90% in Europe, with the United States increasing by 61% and Canada by 20%.

The Company's percentage of revenues from its customers and distributors by country/geographic area for the current and prior fiscal quarter are as follows:





## SERVICE REVENUE

The Company's first quarter service revenue was \$5,577 compared to \$4,049 in the same period last year, which represents an increase of \$1,528 or 38%. The increase can be attributed to the revenue generated from new service activations by end-users of Blackline's product. Leasing revenues contributed \$1,056 in the first quarter compared to \$1,097 in the prior year comparable period, representing a decrease of 4% and was driven by decreased adoption of three-year Blackline Complete leasing contracts in the past twelve months.

## PRODUCT REVENUE

The Company's first quarter product revenue was \$3,341 compared to \$2,180 in the prior fiscal period. The \$1,161 or 53% increase from the prior year quarter is attributable to the growth in the sale of connected safety hardware devices to new customers globally.

## CONTRACTED FUTURE REVENUE

Contracted future revenue represents future operating lease and associated service revenue commitments in place over the lease term. This amount is comprised of the total undiscounted value of our Blackline Complete operating lease program contracts, excluding the lease service revenue recognized to date, with no amount included in deferred revenue on the Statement of Financial Position.

	2020 \$	2019 \$
<b>Balance at October 31, 2019 and 2018</b>	<b>6,749</b>	<b>7,959</b>
New Blackline Complete leasing program contracts – G7 products	999	1,377
New Blackline Complete leasing program contracts – Cartridges	61	94
Net Blackline Complete leasing program contract changes	19	(2)
Lease revenue recognized in the period	(1,056)	(1,097)
<b>Balance at January 31</b>	<b>6,772</b>	<b>8,331</b>

In the first quarter of the current fiscal year, the Company entered into new Blackline Complete leasing contracts for G7 products with a total contract value of \$999 (Three-month period ended January 31, 2019: \$1,377). The Company also entered into new Blackline Complete leasing contracts for gas sensor cartridges for a total contract value of \$61 in the first quarter (Three-month period ended January 31, 2019: \$94). Leasing revenues recognized were \$1,056 in the first quarter of the current fiscal year compared to \$1,097 in the prior year.

Contracted future revenue of \$6,772 at January 31, 2020 represents a decrease of \$1,559 or 19% over the comparable period end amount of \$8,331. This is driven by several customers in the past twelve months opting for 'Blackline Complete' leases of more than three years rather than operating leases that contribute to the contracted future revenue.

**FINANCE LEASES**

Contracted future revenue does not include 'Blackline Complete' leases with terms of four years or greater. The future service and financing component of these finance leases is recognized in current and long-term other receivables on the Statement of Financial Position.

**COST OF SALES**

Cost of sales for the Company includes the costs of manufacturing its safety monitoring products as well as the costs of servicing those products. The cost of sales for products comprises of raw materials, direct costs, direct labor, an allocation of overhead, freight charges, warranty, depreciation and scrappage. The cost of servicing those products is comprised of direct costs, direct labor for the SOC, communication costs for devices equipped with cellular and/or satellite technology, depreciation of cartridges and units leased through the Blackline Complete leasing program and an allocation of overhead.

	<b>Three months ended January 31,</b>		
<b>Cost of sales</b>	<b>2020 \$</b>	<b>2019 \$</b>	<b>Change %</b>
Product	3,084	1,999	54
Service	1,775	1,388	28
<u>Total cost of sales</u>	<u>4,859</u>	<u>3,387</u>	<u>43</u>
<b>Percentages of total revenue</b>			
Product	35%	32%	
Service	20%	22%	
<u>Total</u>	<u>55%</u>	<u>54%</u>	

Cost of sales incurred for the quarter ended January 31, 2020 totaled \$4,859 compared to \$3,387 in the same period last year, an increase of \$1,472 or 43%. This is comprised of cost of sales for the product segment, amounting to \$3,084 for the current quarter and \$1,775 incurred in the service segment which represents 35% and 20% of total revenue respectively. In the prior year quarter, cost of sales for the product segment was \$1,999 or 32% of total revenue and \$1,388 for the service segment or 22% of total revenue.

**COST OF SALES PRODUCT**

The cost of sales for products increased by \$1,085 compared to the prior year first quarter with this being attributable to several factors. There were increased material costs of \$785 due to the increased product sales with the Company incurring additional production staff payroll and benefits costs to facilitate this growth of \$270 quarter-over-quarter.

There were additional used device decommissioning costs and inventory scrappage of \$68, offset by lower write-downs of products that are no longer being actively marketed of \$62.

## COST OF SALES SERVICE

Service cost of sales increased by \$387 compared to the prior year first quarter. The largest factor that contributed to this increase was depreciation on owned cartridges and leased units that grew \$277 quarter-over-quarter as a result of the rise in sales of the Company's gas detection products as well as sales through the Blackline Complete leasing program that generate lease revenues. There were also increases of \$121 from growth in communications costs from new customer device activations, particularly as the Company has expanded its sales of satellite connected devices in the previous twelve-month period. Salaries and benefits have increased by \$41 quarter-over-quarter as a result of the additional SOC team members and the recently established Blackline Vision data science team. These increases were offset by a reduction of \$49 in consulting costs as the Company completed a development acceleration program in the prior year period.

## GROSS MARGIN

Gross margin for the first quarter was \$4,059 compared to \$2,842 in the comparable three-month period of the prior year. Product gross margin percentage was 8% which was equivalent to that earned in the equivalent quarter of the prior year. Service gross margin percentage increased to 68% from 66% in the comparable prior year fiscal period. The resulting gross margin percentage of 46% was equal to the level achieved in the same quarter of prior fiscal year.

	Three months ended January 31,	
Gross margin	2020 \$	2019 \$
Product	257	181
Service	3,802	2,661
<u>Total gross margin</u>	<u>4,059</u>	<u>2,842</u>
Gross margin percentages		
Product	8%	8%
Service	68%	66%
<u>Total</u>	<u>46%</u>	<u>46%</u>

## EXPENSES

Total expenses for the quarter ended January 31, 2020 were \$6,527 compared to \$4,820 in the first quarter of the prior year, which represents an increase of \$1,707 over the comparable three-month period. The increase resulted from both sales and marketing expenses and product development costs rising, offset by a reduction in general and administrative expenses quarter-over-quarter.

	Three months ended January 31,		
Expenses	2020 \$	2019 \$	Change %
General and administrative expenses	768	1,270	(40)
Sales and marketing expenses	3,752	2,112	78
Product development costs	2,007	1,438	40
<u>Total expenses</u>	<u>6,527</u>	<u>4,820</u>	<u>35</u>
<b>Percentages of total revenue</b>			
General and administrative expenses	9%	20%	
Sales and marketing expenses	42%	34%	
Product development costs	22%	23%	
<u>Total</u>	<u>73%</u>	<u>77%</u>	

### GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses comprise the salaries, benefits and stock-based compensation expense of the accounting and finance and general management staff. These costs also include professional fees, internal systems, the costs of compliance associated with being a public company, amortization of intangible assets, depreciation of certain property and equipment and general corporate expenses.

These expenses were \$768 for the first quarter of the year, a decrease of \$502 or 40% from \$1,270 in the same period last year.

There was an unrealized foreign exchange gain of \$712 in the current period compared to an unrealized loss of \$159 in the prior comparable period relating predominately to the Company's foreign exchange denominated cash and cash equivalents, short-term investments, accounts receivable and accounts payable at the period end. This was offset by increased salaries and benefits costs of \$142 arising from the growth of the Company's accounting and finance team quarter-over-quarter.

### SALES AND MARKETING EXPENSES

Selling and marketing expenses include the salaries, benefits and stock-based compensation expense of the sales, marketing, business development, customer care and sales support staff as well as travel costs, selling and marketing expenses and supporting contractors and consultants' professional fees.

These expenses were \$3,752 for the first quarter of the year, an increase of \$1,639 or 78% from \$2,112 in the same period last year. Blackline has continued to expand its sales and supporting function teams at Blackline's headquarters, within the United States, at our office and in the field in Europe and internationally resulting in additional salaries, compensation and benefit costs, commissions and sales contractor costs in the current quarter of \$1,086 compared to the prior year equivalent period.



The Company has engaged a new marketing partner to enhance its presence in the marketplace with this contributing to the majority of the increase in advertising expenditures of \$282 quarter-over-quarter. The sales and supporting function growth also resulted in increased travel costs of \$117 and lease contract fulfilment costs of \$79 quarter-over-quarter.

### **PRODUCT DEVELOPMENT COSTS**

Product development costs reflect the Company's ongoing efforts to expand its product line while enhancing the capabilities of the current revenue-generating product offering. Product development costs include the salaries and benefits of the product development team, external consultants, materials used specifically for product development purposes, amortization of intangible assets and depreciation of certain property and equipment. Blackline also records the impact of government assistance from the Scientific Research and Experimental Development program ("SR&ED") as a reduction in product development costs in accordance with the Company's accounting policy for government assistance.

Product development costs were \$2,007 in the first quarter, up from \$1,438 in the comparable prior year period, an increase of \$569 or 40%. Blackline continues to invest in its product development efforts to further broaden the Company's product portfolio and customer reach with the current quarter including continued investment in the development of the G7 EXO area monitor product line.

The employee compensation and benefit expenses and contractor costs were higher in the current quarter by \$300 compared to the prior period due to the expansion of the Company's product development team needs. Blackline is investing in an improved back end supporting platform and incurred additional external consulting fees associated with this development of \$105 with an additional \$69 in material costs used specifically for product development purposes when compared to the prior year quarter.

### **FINANCE INCOME, NET**

Finance income, net of finance expenses, was \$113 in the first quarter compared to \$233 in the comparable prior year period. This decrease was principally due to a lower short-term investments balance upon which the interest income is earned as the Company's investment of the net proceeds of the October 2018 Brokered Private Placement was utilized in fiscal 2019.

### **NET LOSS, EBITDA AND ADJUSTED EBITDA**

Net loss was \$(2,355) for the three-month period ended January 31, 2020 compared to \$(1,745) for the comparable prior year fiscal period. The increased net loss in the period primarily arises from an increase in sales and marketing expenses in the period, particularly relating to the growth and support of the Company's sales function, and product development expenses, offset by an increased gross margin and decreased general and administrative expenses quarter-over-quarter.

EBITDA<sup>1</sup> was \$(1,503) for the three-month period ended January 31, 2020 compared to \$(1,466) for the comparable prior year fiscal period. The deterioration in EBITDA in the period arises from an increase in sales and marketing expenses and product development costs, offset by increased gross margin and decreased general and administrative expenses compared to the prior year quarter.

Adjusted EBITDA<sup>1</sup> for the three-month period ended January 31, 2020 was \$504 compared to \$33 in the prior year period. The improved Adjusted EBITDA resulted from an increase in gross margin and decreased general and administrative expenses, offset by an increase in sales and marketing expenses compared to the prior year quarter.

<sup>1</sup> See "Non-IFRS Measures" section for a reconciliation of these non-IFRS measures to IFRS.

## TOTAL ASSETS AND LIABILITIES

Blackline's total assets as at January 31, 2020 were \$57,011 compared to \$58,734 as at October 31, 2019. Total liabilities were \$20,214 compared to \$19,363 as at October 31, 2019.

The marginal decrease in total assets as at January 31, 2020 when compared to the prior fiscal year end is primarily attributable to decreased cash and cash equivalents and short-term investments, offset by the initial inclusion of right-of-use assets following the Company's adoption of IFRS 16 *Leases*, increased inventory, trade and other receivables and property and equipment.

Cash and cash equivalents at January 31, 2020 were \$12,623 compared to \$13,636 at October 31, 2019, a decrease of \$1,013. The short-term investments with financial institutions at the year-end were \$12,943 compared to \$17,003 at the prior year end, with the majority of those funds being invested from the October 2018 Brokered Private Placement. This represents a total cash and cash equivalents and short-term investments amount of \$25,565 as at January 31, 2020 (October 31, 2019: \$30,640).

Trade and other receivables totaled \$10,550 up from \$10,406 at the prior year end with the increase arising from the growth in product sales and service revenues generated in the current fiscal period compared to the prior year and the associated collection terms of these receivables. The other receivables increase is attributable to lease receivables from the Company's finance lease contracts in the current fiscal period.

Inventory totaled \$6,856 at the current period end compared to \$5,850 at the prior year end. Material parts inventory increased to \$3,398 from \$3,056 at the prior year end with finished goods, comprised of finished and packaged units, increasing to \$3,458 from \$2,793 at the prior year end. The growth in overall inventory is attributable to an inventory build for both G7 and the Company's new EXO area monitor product.

Total contract assets, consisting of current and long-term costs related to the fulfilment of a Blackline Complete lease were \$969 as at January 31, 2020 (October 31, 2019: \$976).

Property and equipment at the period end was \$9,902 compared to \$9,450 at the prior year end. Of this net increase \$525 is attributable to cartridges, these being the modular cartridge options, including gas sensors, used in the G7 connected safety device and which generate service revenue for the Company.

The right-of-use assets of \$1,718 represent the lease obligations that have been entered into by the Company the majority of which relates to the lease agreements for the Company's offices in Calgary, Canada and Colchester, UK.

The total current liabilities at January 31, 2020 were \$14,984 compared to \$15,367 as at October 31, 2019. The amount of accounts payable and accrued liabilities owed by the Company decreased to \$6,081 from \$7,367 at the prior year end as a result of increased payables due to the timing of the payment of the Company's growing expenditures at the end of each fiscal period. The current portion of the Company's deferred revenue, whereby customers commit to service plans that are paid in advance, was \$7,594 at the period end which compared to \$7,100 at the prior year end with the difference being due to the timing of when cash is received, and revenue is recognized.

The current portion of contract liabilities which represent the Company's obligations to pay commissions to third-party distributors who assist with the fulfilment of 'Blackline Complete' lease contracts was \$736 as at January 31, 2020 compared to \$611 at the prior year end. The current portion of the repayable funding from TECTERRA Inc. ("TECTERRA") was \$198 compared to \$289 as at October 31, 2019 which reflects the estimated funds that are due to be repaid in the upcoming twelve months based on the terms of the funding and compensation agreement with TECTERRA. The current portion of the Company's lease liabilities was \$375 with this being the first reportable period where this liability is recognized on the Statement of Financial Position.

The total non-current liabilities at January 31, 2020 were \$5,230 compared to \$3,996 as at October 31, 2019. The non-current financial liabilities include the non-current portions of deferred revenue, repayable funding from TECTERRA and deferred lease incentives. The long-term portion of the Company's deferred revenue increased to \$3,725 from \$3,631 at the prior year end, which reflects the timing of when the deferred revenue from service sales will be earned. The non-current portion of contract liabilities was \$146 as at January 31, 2020 compared to \$193 at the prior year end. The non-current portion of the Company's lease liabilities was \$1,359 with this being the first reportable period where this liability is recognized on the Statement of Financial Position.

## PROCEEDS OF PRIVATE PLACEMENTS

On October 22, 2018, the Company closed an underwritten private placement of 6,325,000 common shares of the Company at an issue price of \$5.00 per common share for aggregate gross proceeds of \$31,625 (the "October 2018 Brokered Private Placement"). After deduction of broker and other fees the net proceeds from the October 2018 Brokered Private Placement were \$29,399.

Blackline advised at the time that it intends to use the net proceeds of the October 2018 Brokered Private Placement to support the accelerated growth of its international sales network, to fund potential accretive acquisition opportunities as well as general corporate purposes. The Company invested \$27,624 of the funds raised in notice term deposits and short-term investments and as at January 31, 2020 \$16,602 of these funds remained invested in notice term deposits and short-term investments.

## SUMMARY OF QUARTERLY RESULTS

The following table highlights revenue, gross margin percentage, net loss, net loss per share, Adjusted EBITDA and Adjusted EBITDA per share amounts for the eight most recently completed quarters ended January 31, 2020. These have been prepared in accordance with IFRS, with the non-IFRS measures captioned below, and are presented in Canadian dollars which is the presentation and functional currency of the Company.

<b>Fiscal year</b>	<b>2020</b>	<b>2019</b>				<b>2018</b>		
<b>Quarter</b>	<b>Q1</b>	<b>Q4</b>	<b>Q3</b>	<b>Q2</b>	<b>Q1</b>	<b>Q4</b>	<b>Q3</b>	<b>Q2</b>
Revenue (\$)	8,918	10,746	8,108	8,189	6,229	5,544	4,676	3,749
Gross margin (%)	46%	47%	49%	44%	46%	45%	40%	44%
Net loss (\$)	(2,355)	(2,924)	(2,240)	(3,016)	(1,745)	(2,445)	(2,048)	(2,905)
- Net loss per share, basic and diluted (\$)	(0.05)	(0.06)	(0.05)	(0.06)	(0.04)	(0.06)	(0.05)	(0.07)
Adjusted EBITDA <sup>1</sup> (\$)	504	155	112	253	33	(677)	(179)	(104)
- Adjusted EBITDA <sup>1</sup> per share, basic and diluted (\$)	0.01	0.00	0.00	0.01	0.00	(0.02)	(0.00)	(0.00)

<sup>1</sup> See "Non-IFRS Measures" for a reconciliation of Adjusted EBITDA as a non-IFRS measure to IFRS. The reconciling items and the movements in these items from period to period are discussed in the MD&A of each period.

The variations over the quarters, including their comparable quarter, are discussed in this MD&A and in the previously filed interim and annual MD&A of the Company.

**FISCAL YEAR 2020**

The decrease in revenue in the first quarter of fiscal 2020 compared to the fourth quarter of fiscal 2019 relates predominately to lower product revenues. The decrease in net loss in the first quarter of fiscal 2020 compared to the fourth quarter of fiscal 2019 is attributable to decreased general and administrative expenses, offset by decreased revenues and gross margin and increased sales and marketing expenses period-over-period. The increase in Adjusted EBITDA in the first quarter of fiscal 2020 resulted from decreased general and administrative expenses, offset by decreased revenues and gross margin and increased sales and marketing expenses period-over-period.

**FISCAL YEAR 2019**

The increase in revenue in the fourth quarter of fiscal 2019 compared to the third quarter of fiscal 2019 relates predominately to higher product revenues. The decrease in gross margin percentage in the fourth quarter of fiscal 2019 compared to the third quarter of fiscal 2019 was due to the product and service mix sold period-over-period. The increase in net loss in the fourth quarter of fiscal 2019 compared to the third quarter of fiscal 2019 is attributable to increased selling, general and administrative expenses and product development costs, offset by increased revenues and gross margin period-over-period.

The increase in gross margin percentage in the third quarter of fiscal 2019 compared to the second quarter of fiscal 2019 was due to a proportionally higher product margin due to the mix of products sold period-over-period. The decrease in net loss in the third quarter of fiscal 2019 compared to the second quarter of fiscal 2019 is attributable to stock-based compensation expense incurred in the second quarter of the fiscal year from stock options granted to directors, officers and employees of the Company.

The increase in revenue in the second quarter of fiscal 2019 compared to the first quarter of fiscal 2019 relates predominately to higher product revenues. The increase in net loss in the second quarter of fiscal 2019 compared to the first quarter of fiscal 2019 was mainly attributable to an increase in stock-based compensation expense incurred in the second quarter of fiscal 2019 from stock options granted to directors, officers and employees of the Company with no equivalent grant in the first quarter of fiscal 2019. The increase in Adjusted EBITDA in the second quarter of fiscal 2019 resulted from increased revenues and gross margin, offset by increased selling, general and administrative expenses period-over-period.

The increase in revenue in the first quarter of fiscal 2019 compared to the fourth quarter of fiscal 2018 relates to higher product and service revenues. The increase in gross margin percentage in the first quarter of fiscal 2019 compared to the fourth quarter of fiscal 2018 was due to a proportionally higher product margin. The decrease in net loss in the first quarter of fiscal 2019 compared to the fourth quarter of fiscal 2018 is attributable to increased revenues, gross margin and decreased selling, general and administrative expenses, offset by increased product development costs period-over-period. The increase in Adjusted EBITDA in the first quarter of fiscal 2019 resulted from increased revenues, gross margin and decreased selling, general and administrative expenses period-over-period.

**FISCAL YEAR 2018**

The increase in revenue in the fourth quarter of fiscal 2018 compared to the third quarter of fiscal 2018 relates to higher product and service revenues. The increase in gross margin percentage in the fourth quarter of fiscal 2018 compared to the third quarter of fiscal 2018 was due to a proportionally higher service margin. The increase in net loss in the fourth quarter of fiscal 2018 compared to the third quarter of fiscal 2018 is attributable to increased selling, general and administrative expenses period-over-period, offset by increased product and service revenues.

The reduction in Adjusted EBITDA in the fourth quarter of fiscal 2018 compared to the third quarter of fiscal 2018 relates primarily to an increase in the net loss in the period, largely due to increased selling, general and administrative expenses, including a one-time payment of \$268 to a prior contractor, incurred in the fourth quarter of fiscal 2018 compared to the third quarter of fiscal 2018.

The increase in revenue in the third quarter of fiscal 2018 compared to the second quarter of fiscal 2018 relates to higher service revenues. The decrease in gross margin percentage in the third quarter of fiscal 2018 compared to the second quarter of fiscal 2018 was due to a proportionally higher cost of goods sold for the Company's product segment as a result of material costs increases, the impact of SMT set up costs and the growth of the Company's production team. The decrease in net loss in the third quarter of fiscal 2018 compared to the second quarter of fiscal 2018 is attributable to stock-based compensation expense incurred in the second quarter of the fiscal year from stock options granted to directors, officers and employees of the Company.

There are no factors, other than those previously disclosed, that have caused variations over the quarters necessary to understand general trends that have developed for which separate discussion in this MD&A is required. The Company's business is not significantly impacted by seasonality.

## LIQUIDITY AND CAPITAL RESOURCES

The Company's primary requirements for capital are to fund the development of enhanced product offerings and for general working capital requirements. The Company finances these activities primarily through cash flows from operations, funds from equity financing, a bank demand operating revolving loan facility and government assistance in the form of repayable debt.

Blackline had cash and cash equivalents of \$12,623 as at January 31, 2020. Cash and cash equivalents decreased by \$1,014 during the period ended January 31, 2020, in comparison to an increase of \$2,362 in the equivalent period of the last fiscal year.

Cash flows from operating, financing and investing activities, as reflected in the Consolidated Statement of Cash Flows, are summarized as follows:

<b>Three months ended January 31,</b>	<b>2020 \$</b>	<b>2019 \$</b>
Cash provided by (used in) operating activities	(3,250)	(3,974)
Cash provided by (used in) financing activities	62	12
Cash provided by (used in) investing activities	2,795	1,273
Effect of foreign exchange changes	(620)	327
<b>Total net increase (decrease) in cash and cash equivalents</b>	<b>(1,014)</b>	<b>(2,362)</b>

Operating activities during the three-months ended January 31, 2020 used \$(3,250) in cash whereas \$(3,974) was used in the prior fiscal year. The net change in non-cash working capital relating to operating activities amounting to \$(1,768) compared to \$(2,460) in the prior fiscal year. The majority of the net change in non-cash working capital in the period related to changes in accounts payable and accrued liabilities of \$1,343 and inventory \$983 and offset by changes in net deferred revenue of \$525 as compared to the immediately prior fiscal quarter end date.



Financing activities for the quarter ended January 31, 2020 provided a cash increase of \$62 compared to an increase of \$12 in the prior fiscal year. In the current year net proceeds of \$247 were raised through the exercise of stock options compared to \$12 in the prior year comparable period. Lease liability payments of \$95 were made in the period relating to the Company's lease obligations with no prior year comparable amount. There were repayments of \$90 were made to TECTERRA relating to a funding and compensation agreement in the current year with no such repayments in the prior year.

Investing activities for the quarter ended January 31, 2020 provided cash in the amount of \$2,795 compared to \$1,273 in the prior year comparable period. There were purchases of short-term investments of \$1,935 in the current quarter with none in the prior year period. These purchases were offset by redemptions of short-term investments in the amount of \$6,003 in the current year period compared to \$2,016 in the prior fiscal year period. Net finance income from the Company's cash and cash equivalents and short-term investments in the three-month period ended January 31, 2020 was \$64 compared to \$55 from the short-term investments held by the Company.

In the current period there have been capital expenditures of \$1,338, incurred predominately for property and equipment additions of cartridges, compared to \$799 in the prior fiscal year.

The total of the short-term investments held as at January 31, 2020 amounted to \$12,943 compared to \$17,003 at the prior year end. The short-term investments were comprised of fixed interest rate guaranteed investment certificates and a term deposit with a Canadian chartered bank. The total cash and cash equivalents and short-term investments at January 31, 2020 was \$25,565 (October 31, 2019: \$30,640).

	<b>January 31, 2020 \$</b>	<b>October 31, 2019 \$</b>
Current assets	43,529	47,600
Current liabilities	(14,984)	(15,367)
<b>Working capital</b>	<b>28,545</b>	<b>32,233</b>

Working capital at January 31, 2020 was \$28,545 compared to \$32,233 at the prior year end, a decrease of \$3,688. The decrease is mainly due to a reduction in cash and cash equivalents and short-term investments offset by an increase in right-of-use assets, trade and other receivables and a reduction in accounts payable and accrued liabilities.

The Company continues to maintain its demand operating revolving loan facility ("loan facility") of up to \$1,500 with a Canadian chartered bank. The loan facility bears interest at the bank's annual prime rate plus 1% and is repayable on demand. In the event that the total indebtedness of the Company to the bank exceeds \$500 the Company shall ensure that the amount advanced and loan outstanding shall at no time exceed the margin requirements of the loan facility. The loan facility is secured by a general security agreement creating a first priority security interest in all present and after acquired personal property of the Company.

The loan facility was not drawn upon during the current quarter end or as at October 31, 2019.

The covenants that must be maintained by the Company, without limiting the Bank's right to demand repayment of any outstanding amounts, are as follows:

- Ratio of debt to tangible net worth, defined as total equity less intangible assets, shall not at any time exceed 3.00 to 1.00
- Ratio of current assets to current liabilities to not at any time be less than 1.25 to 1.00, and
- Deposits with the Bank shall not be less than \$1,500 at any time

The Company has repayable funding through a funding and compensation agreement with TECTERRA whereby funding is made available through their Industry Investment Program, interest free, for the development and commercialization of innovative geospatial solutions for integrated resource management. The Company is using this funding to assist in developing an enhanced product within its current portfolio. The total amount owing to TECTERRA as at January 31, 2020 was \$198, representing a decrease of \$90 from the prior fiscal year end due to a repayment in the first quarter of the current fiscal year.

Management's objective is to maintain sufficient cash and cash equivalents and short-term investments to finance operations and minimize dilution to shareholders. The Company's ongoing development program requires investment in wages, tooling and product certifications during the development process. To meet these development-based capital requirements, in addition to the loan facility and focusing on improving cash flow from operating activities, the Company continues to pursue multiple levels of government grants and funding arrangements. Such arrangements, including zero interest loans for developing new geomatics technologies (TECTERRA) and wage programs to cover the cost of hiring new developers (Alberta Innovates), can assist the Company in meeting its liquidity objective.

Management believes they have sufficient funds to support the growth of the Company and to fund its development activities. No assurances can be given that the Company will achieve all or part of its liquidity objective, or that sufficient funds will be generated internally or that financing from outside sources, if needed, will be available.

There are no capital expenditure commitments at January 31, 2020, other than the manufacturing of owned modular cartridges used in the G7 connected safety device and which generate service revenue for the Company. This will be funded primarily through cash flows from operations.

## **OFF-BALANCE SHEET ARRANGEMENTS**

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

## **TRANSACTIONS BETWEEN RELATED PARTIES**

### **PURCHASES OF SERVICES**

The Company previously purchased public relations consulting services from an entity controlled by a related party of a member of the Company's key management personnel on normal credit terms and measured at the exchange amount of \$nil for the three-month period ended January 31, 2020 (Three-month period ended January 31, 2019: \$12). As at January 31, 2020, the amount of \$nil (October 31, 2019: \$15) was outstanding in accounts payable and accrued liabilities in relation to transactions with that related party.

## **SUBSEQUENT EVENT**

Subsequent to the period-end, the global economy has been significantly impacted by the coronavirus (COVID-19) pandemic. The impact on the Company's future earnings and cash flows cannot be estimated at this time and the Company continues to ensure the continuity of its global operations, servicing both new and current customer needs.

## **CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

### **NEW ACCOUNTING POLICIES ADOPTED BY THE COMPANY**

The following new standard became applicable for the current reporting period and the Company considered whether it had to change its accounting policies and make retrospective adjustments as a result of adopting IFRS 16 *Leases* on November 1, 2019.

#### **IFRS 16 LEASES**

IFRS 16 *Leases* ("IFRS 16") replaces IAS 17 *Leases* resulting in almost all leases being recognized on the statement of financial position, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognized. The only exceptions are short-term and low-value leases.

The accounting for lessors, including the Blackline Complete leasing program, did not significantly change.

The Company adopted IFRS 16 on November 1, 2019 which resulted in changes in accounting policies. In accordance with the transition provisions in IFRS 16, the Company has adopted the standard using the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

The details of Company's adoption of IFRS 16 is disclosed in note 3 of the January 31, 2020 unaudited condensed consolidated interim financial statements of the Company.

### **NEW ACCOUNTING POLICIES NOT YET ADOPTED BY THE COMPANY**

Certain new accounting standards and interpretations have been published that are not mandatory for January 31, 2020 reporting periods and have not been early adopted by the Company.

There are no other mandatory standards that would be expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

## **FINANCIAL INSTRUMENTS**

Blackline held the following financial instruments as at the January 31, 2020 fiscal period end:

### **FINANCIAL ASSETS**

The financial assets held by the Company consisted of cash and cash equivalents, short-term investments and trade and other receivables. These financial assets are initially measured at fair value with any subsequent changes in measurement being at amortized cost. The carrying amounts of these financial assets are not considered to be significantly different to their fair values due to the instruments short-term nature.

### **FINANCIAL LIABILITIES**

The financial liabilities held by the Company consisted of accounts payable and accrued liabilities, contract liabilities, lease liabilities and repayable funding from TECTERRA. These financial liabilities are initially measured at fair value with any subsequent changes in measurement being at amortized cost. The carrying amounts of these financial liabilities are not considered to be significantly different to their fair values due to the instruments short-term nature.

The Company's risk exposure associated with these financial instruments and the strategies used to manage these risks are disclosed in note 4 b) of the January 31, 2020 unaudited condensed consolidated interim financial statements of the Company. The amounts, timing and certainty of future cash flows, cash flows associated with those financial instruments are also disclosed in this note. Blackline does not have any financial assets or liabilities that are measured subsequently at fair value, either through other comprehensive income or through profit or loss, or derivative financial instruments used for hedging.



## NON-IFRS MEASURES

The audited consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB.

Certain supplementary information and measures not recognized under IFRS are provided where management believes they assist the reader in understanding Blackline's results. The calculations of the non-IFRS measures are consistent with the prior year comparable period. These measures include:

### EBITDA

EBITDA is not a measure recognized under IFRS and does not have a standardized meaning prescribed by IFRS. EBITDA refers to earnings before interest expense, interest income, income taxes, depreciation and amortization.

Management believes that operating performance, as determined by EBITDA, may be meaningful to securities analysts, investors and other interested parties because it presents the results of the Company on a basis which excludes the impact of certain non-operational items. Readers should be cautioned, however, that EBITDA should not be construed as an alternative measure to net earnings (loss) determined in accordance with IFRS. Management does not use this non-IFRS measure to assess the Company's financial results against internal expectations.

### ADJUSTED EBITDA

Adjusted EBITDA is not a measure recognized under IFRS and does not have a standardized meaning prescribed by IFRS. Adjusted EBITDA refers to earnings before interest expense, interest income, income taxes, depreciation and amortization, stock-based compensation expense, product development costs and non-recurring impact transactions, if any.

The Company does not include stock-based compensation expenses, product development costs or other non-recurring impact transactions, if any, in Adjusted EBITDA. This is presented to provide analysts, investors and other interested parties a representative EBITDA of the Company such that it was not incurring product development costs related to new and existing products or the effects of stock-based compensation expense and non-recurring transactions, if any. The Company considers an item to be non-recurring when a similar loss or gain is not reasonably likely to occur within the next two years or has not occurred during the prior two years.



Management believes that operating performance, as determined by Adjusted EBITDA, may be meaningful to securities analysts, investors and other interested parties because it presents the results of the Company on a basis which excludes the impact of product development costs related to new and existing products, which enables the primary readers of the MD&A to evaluate the results of the Company such that it was operating without any expenditures in product development. The exclusion of stock-based compensation expense as a non-cash item as well as non-recurring impact transactions, if any, also enables those readers of the MD&A to evaluate the results of the Company because it presents the results of the Company on a basis which excludes the impact of non-cash and non-recurring items, if any. Readers should be cautioned, however, that Adjusted EBITDA should not be construed as an alternative measure to net earnings (loss) determined in accordance with IFRS. Management does not use this non-IFRS measure to assess the Company's financial results against internal expectations.

## **EBITDA PER SHARE AND ADJUSTED EBITDA PER SHARE**

EBITDA per share and Adjusted EBITDA per share are calculated on the same basis as net earnings (loss) per share, utilizing the basic and diluted weighted average number of common shares outstanding during the periods presented. These are presented in the "Financial Information" section of the MD&A.

## **NET LOSS EXCLUDING STOCK-BASED COMPENSATION EXPENSE**

Net loss excluding stock-based compensation expense is not a measure recognized under IFRS and does not have a standardized meaning prescribed by IFRS. Net loss excluding stock-based compensation refers to net loss before stock-based compensation expense.

This is presented to provide analysts, investors and other interested parties a representative net loss of the Company such that it was not incurring the effects of stock-based compensation expense.

Management believes that operating performance, as determined by net loss excluding stock-based compensation expense, may be meaningful to securities analysts, investors and other interested parties because it presents the results of the Company on a basis which excludes the impact of stock-based compensation expense as a non-operational and non-cash item. Readers should be cautioned, however, that net loss excluding stock-based compensation expense should not be construed as an alternative measure to net earnings (loss) determined in accordance with IFRS. Management does not use this non-IFRS measure to assess the Company's financial results against internal expectations.

## RECONCILIATION OF NON-IFRS MEASURES

The following table presents a reconciliation of the non-IFRS measures presented in the MD&A to their nearest measure under IFRS for the three-month periods ended January 31, 2020 and January 31, 2019. These are net loss to EBITDA, Adjusted EBITDA and net loss to net loss excluding stock-based compensation expense.

	Three months ended January 31,	
	2020 \$	2019 \$
<b>Net Loss</b>	<b>(2,355)</b>	<b>(1,745)</b>
Depreciation and amortization	965	511
Finance income, net	(113)	(233)
<b>EBITDA</b>	<b>(1,503)</b>	<b>(1,466)</b>
Product development costs, net depreciation and amortization	1,930	1,372
Stock-based compensation expense	77	128
Other non-recurring impact transactions	-	-
<b>Adjusted EBITDA</b>	<b>504</b>	<b>33</b>
<b>Net Loss</b>	<b>(2,355)</b>	<b>(1,745)</b>
Stock-based compensation expense	77	128
<b>Net loss excluding stock-based compensation expense</b>	<b>(2,278)</b>	<b>(1,617)</b>



## OUTSTANDING SHARE DATA

Blackline had 47,977,011 common voting shares issued and outstanding as at March 24, 2020.

The following share options were outstanding at that date:

Share Option Exercise Price	Share Options outstanding
\$1.80	186,167
\$2.85	368,169
\$4.40	570,668
\$5.26	776,583
\$5.50	703,550
\$5.84	10,000
<b>Total</b>	<b>2,615,137</b>



## RISK FACTORS AND UNCERTAINTIES

Management defines risk as the probability of a future event that could negatively affect the financial condition and/or results of operations of the Company. This section describes specific and general risks that could affect the Company. As it is difficult to predict whether any risk will be realized, or its related consequences will occur, the actual effect of any risk on the business could be significantly different from that anticipated. The following descriptions of risk do not include all possible risks, as there may be other risks of which management is currently unaware or currently believe to be immaterial.

### GENERAL ECONOMIC CONDITIONS

The Company currently operates from Canada, the United States, Europe and Australia and like all businesses globally, it has been subject to the impact of national and global economic issues related to the global COVID-19 pandemic. These challenging conditions have affected the global marketplace and have resulted in significant disruption throughout global industries. Blackline is working directly with client entities whose operational and capital spending has been impacted. Should these conditions prevail, there may be further pressure on the demand for products and services currently provided by Blackline.

With the recent shift in oil commodity pricing, Blackline is closely monitoring and planning for the uncertainties facing the oil sector and how this will impact upstream, midstream and downstream segments.

### COMPETITION

The market for location-based services is competitive in the lone worker space, and some competitors in the gas detection industry have launched early wireless-capable solutions. Blackline has experienced, and may continue to experience, intense competition from other organizations with more established sales and marketing presence, superior technical support services and greater financial resources. The Company's competitors may announce new products, services or enhancements that better meet the needs of customers or changing industry standards.

As the market for the Company's products continues to develop, additional competitors may enter the market and competition may intensify. Increased competition may cause price reductions, reduced profitability and loss of market share, any of which could have an adverse effect on the Company's business, results of operations and financial condition.

## **RISK ASSOCIATED WITH INTERNATIONAL OPERATIONS**

Management of the Company believes that its continued growth and profitability will require expansion of its sales further in the United States and into other international markets. This expansion will require significant management attention and financial resources and could adversely affect the Company's operating margins. To increase international sales in subsequent periods, the Company may establish additional international operations, incur substantial infrastructure costs, hire additional personnel and recruit international distributors. In addition, even with the possible recruitment of additional personnel and international distributors, there can be no assurance that the Company will be successful in maintaining or increasing international market demand for the Company's products and services.

## **TECHNOLOGICAL CHANGE AND STANDARDS**

The technology industry is characterized by rapid technological change, changes in user and customer requirements and preferences, frequent new product and service introductions embodying new technologies and the emergence of new industry standards and practices that could render the Company's existing products and systems obsolete. Blackline's products employ complex technology and may not always be compatible with current and evolving technical standards. Failure or delays by the Company to meet or comply with the requisite and evolving industry or user standards could have a significantly adverse effect on the Company's business, results of operations and financial condition.

## **INTELLECTUAL PROPERTY RISKS**

Since much of the Company's potential success and value lies in its ownership and use of intellectual property, failure to protect its intellectual property may negatively affect its business and value. The Company typically enters into confidentiality or license agreements with its employees, consultants, customers, strategic partners and vendors in an effort to control access to and distribution of its products, documentation and other proprietary information. Despite these precautions, it may be possible for a third party to copy or otherwise obtain and use the Company's proprietary technology without authorization.

The Company is in an industry with many competitors that lay claim to intellectual property. The Company may receive notice from a third party asserting the Company has infringed on their intellectual property rights. As a result of such claims, the Company's earnings could be adversely affected by costly litigation, product injunctions or consumption of management attention.

## **RELIANCE ON INFORMATION SYSTEMS AND TECHNOLOGY**

The Company's business relies upon information technology systems to support its monitoring of hardware devices and to service customers at the point of sale. Its information technology systems may be vulnerable to unauthorized access, computer viruses, system failures, other malicious acts or acts of nature. Were a significant disruption to its information technology to occur, the Company's earnings could be adversely affected through loss of revenue and costs to rectify the disruption as well as potentially suffering damage to its reputation.

The Company may also be required to expend significant capital and resources to protect against the threat of security, encryption and authentication technology breaches or to alleviate problems caused by such breaches.



## **RELIANCE ON THIRD PARTY LICENSES**

The Company relies on certain software that it licenses from third parties, including a software program that is integrated with internally developed software and used in the Company's products to perform key functions. There can be no assurance that these third-party licenses will continue to be available to the Company on commercially reasonable terms. The loss of, or inability to maintain, any of these licenses could result in delays or reductions in product and service deployment until equivalent software can be developed, identified, licensed and integrated, which could substantially and adversely affect the Company's business, results of operations and financial condition.

## **DEPENDENCE ON THIRD PARTIES**

The Company's products rely on GPS satellites that it does not own or operate. Such satellites and the corresponding ground support systems are complex electronic and mechanical systems that are subject to potential failures. Further, there is no assurance the US Government will continue to operate and maintain the satellites or that it will continue the current policies for the commercial use of the satellites. The Company has contracted with Iridium Satellite LLC to provide data via their independent network of satellites. Should a significant number of the governmental or commercial satellites fail or should the terms of use policies for the US Government satellites change, the earnings of the Company would be considerably impacted.

## **HISTORY OF OPERATING LOSSES**

Since its incorporation, the Company has recorded an inadequate level of revenue to offset its costs and has an accumulated deficit as at January 31, 2020 of \$64,541. The deficit is expected to increase in the near term as the Company accelerates the growth of its international sales network and continues its product development.

## **PRICE VOLATILITY OF PUBLICLY TRADED SECURITIES**

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the Company's securities will be affected by such volatility.

## **CLIMATE CHANGE**

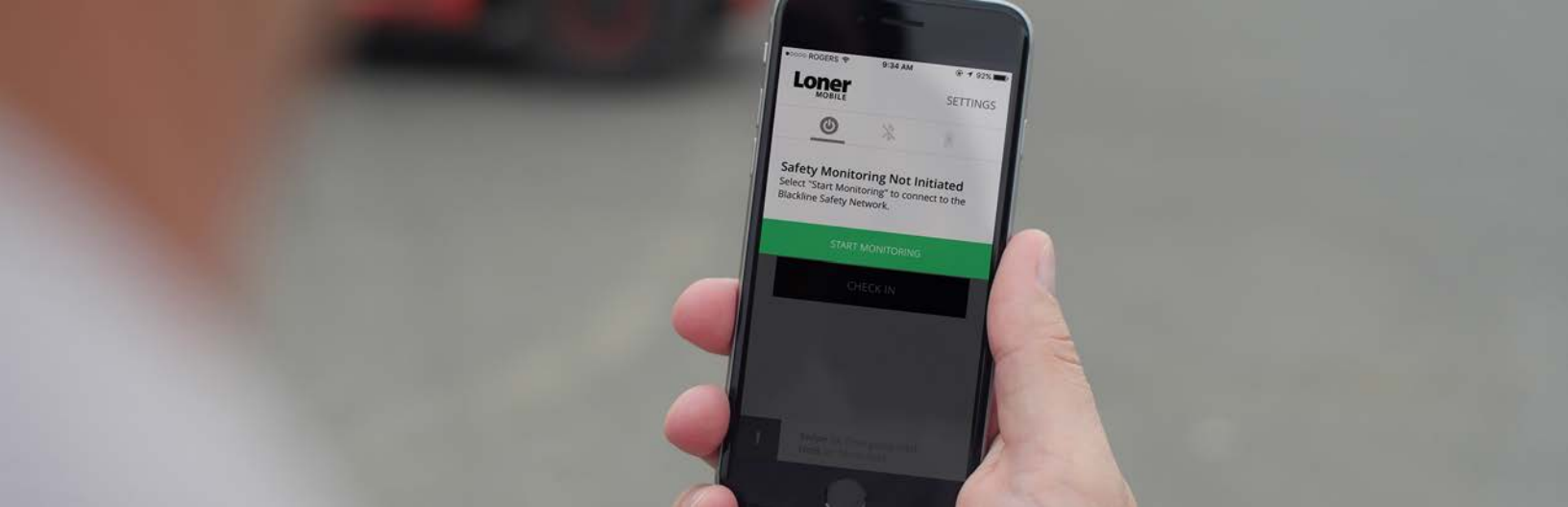
Blackline recognizes climate change as an important environmental issue. It is impracticable to predict the impact of climate change or the regulatory responses to it, on our business. The most direct impacts are likely to be an increase in energy costs, which would increase our operating costs and increase the costs of the products we purchase from others. Increasing environmental regulations on oil and gas, pipeline, transportation and other industrial companies could adversely impact certain of our customers' businesses which may impact demand for our products. It is too soon for us to predict with any certainty the ultimate impact of additional regulation, either directionally or quantitatively, on our overall business, results of operations or financial condition.

Furthermore, the potential physical impacts of climate change on our facilities, suppliers and customers and therefore on our operations are uncertain and will be particular to the circumstances in various geographical regions. These potential physical effects may adversely impact the demand for our products and the cost, production, sales and financial performance of our operations.

## **BREXIT**

In June 2016, voters in the UK approved the withdrawal of the UK from the European Union (commonly known as “Brexit”). The effects of Brexit will depend on agreements the UK makes to retain access to the European Union markets following the agreed transitional period that ends after December 31, 2020. Uncertainty over the terms of the UK’s future trading relationship from the European Union could cause economic and political uncertainty in the UK and the rest of Europe. Brexit could also lead to legal and regulatory uncertainty and potentially differing national laws and regulations as the UK determines which European Union laws to replicate or replace. It is possible that Blackline or certain of its subsidiaries will be subject to increased obligations and complexities imposed by new or changing laws and regulations, including those relating to tax benefits and liabilities, trade, security and employment. This could lead to increased costs and expenses as it adapts to changing legal and regulatory frameworks. It is unclear what financial, trade and legal implications Brexit may have on the UK and how the post-withdrawal transition period trading relationship with the European Union would affect Blackline and its subsidiaries, one of which, has significant operations in the UK and the rest of the European Union.

Any of these or other effects of Brexit could be disruptive to Blackline’s operations and business in the UK and the rest of the European Union and could significantly adversely affect its overall business, business opportunities, results of operations, financial condition and cash flows.



## OUTLOOK

Blackline has a comprehensive connected safety product and service portfolio that is designed and developed in-house to meet the demands of most industries, from energy and petrochemical to utilities, telecom, industrial, and manufacturing. The Company delivers solutions that provide robust, turn-key safety monitoring for personnel operating in urban, suburban, rural, hazardous and remote locations. Blackline Safety creates and services employee-worn comprehensive safety monitors that support activities outdoors, on sites and throughout facilities. Blackline's proprietary location beacon technology supplements GPS, delivering a hybrid location platform that accurately and consistently maps employee locations when working indoors and outside.

Blackline has evolved into a global vendor of environmental gas detection and lone worker monitoring solutions. The Company's G7 connected safety portfolio offers turn-key live monitoring capabilities that do not require customers to deploy complicated industrial Wi-Fi networks, rely on mesh-networking, or deploy expensive smartphones with Bluetooth connections. Blackline addresses a broad range of customer requirements through plug-and-play cartridges that support a broad range of gas sensors. Automated wireless configuration makes it easy to manage a large fleet of G7 devices from Blackline's online software. Leveraging its products and services, the Company intends to be the global connected safety leader by offering comprehensive, enterprise-wide employee safety devices and services to customers around the world.

The Company's Blackline Complete leasing program delivers Blackline's leading technology through a service-based leasing model. With no upfront fees, this program provides everything a customer would require with a simple and affordable monthly fee. This program includes G7 connected safety devices, service subscriptions, 24/7 live monitoring service and a full warranty throughout the 36-month leasing term.

With a broad safety monitoring portfolio, Blackline's solutions work around the world, enabling the Company to maximize its reach and address new opportunities. Blackline delivers a high level of value to customers, helping them to optimize their emergency response process through enhanced situational awareness delivered by live voice communications between the user and monitoring personnel. The Company believes that continued customer adoption, combined with a leading solution portfolio, will provide for continued business growth.

Blackline continues to expand its North American, European and international presence by developing its distribution partner network around the globe. The Company is currently recruiting additional field sales personnel to aid in expanding its distribution channel while cultivating new customer opportunities.

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**blackline**safety

Blackline Safety Corp.  
Unit 100, 803 24 Avenue SE  
Calgary, AB T2G 1P5  
[www.BlacklineSafety.com](http://www.BlacklineSafety.com)