

# POLARIS

**POLARIS INFRASTRUCTURE INC.**  
**Management's Discussion and Analysis**  
**For the Three Months Ended March 31, 2016**

**May 10, 2016**

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## **INTRODUCTORY COMMENTS**

### **General**

The following management's discussion and analysis ("MD&A") focuses on significant factors that affected Polaris Infrastructure Inc. and its subsidiaries ("Polaris Infrastructure," "we" or the "Company") during the relevant reporting period and to the date of this report. It contains a review and analysis of the financial results for the three months ended March 31, 2016, identifies business risks that the Company faces and comments on the financial resources required for the development of its business.

This MD&A supplements, but does not form part of, the unaudited interim condensed consolidated financial statements of the Company and the notes thereto for the three months ended March 31, 2016, and the consolidated financial statements and MD&A for the year ended December 31, 2015. Additional information relating to the Company such as the Annual Information Form ("AIF") can be found on the System for Electronic Disclosure and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com). Unless stated otherwise, the information in this MD&A is current as at May 10, 2016.

All amounts, unless specifically identified as otherwise, both in the consolidated financial statements and this MD&A are expressed in U.S. dollars.

Certain measures in this document do not have any standardized meaning as prescribed by International Financial Reporting Standards ("IFRS") and, therefore, are not considered generally accepted accounting principles ("GAAP") measures. Where non-GAAP measures or terms are used, definitions are provided. In this document and in the Company's consolidated financial statements, unless otherwise noted, all financial data is prepared in accordance with IFRS.

Earnings before interest, taxes, depreciation and amortization ("EBITDA") is a non-GAAP metric used by many investors to compare companies on the basis of ability to generate cash from operations. The Company uses Adjusted EBITDA to assess its operating performance without the effects of (as applicable): current and deferred tax expense, finance costs, interest income, other gains and losses, impairment loss, depreciation and amortization of plant assets, share-based compensation and other non-recurring items. The Company adjusts for these factors as they may be non-cash, unusual in nature and are not factors used by management for evaluating the performance of the Company. The Company believes the presentation of this measure will enhance an investor's understanding of its operating performance. Adjusted EBITDA is not intended to be representative of cash provided by operating activities or results of operations determined in accordance with GAAP.

### **Forward-looking Statements**

This MD&A contains forward-looking information or future-oriented financial information and, as such, is based on an assumed set of economic conditions and courses of action. Please refer to the cautionary note at the end of this MD&A regarding the risks associated with the forward-looking information and the risk factors set out under the headings "RISKS AND UNCERTAINTIES" in this MD&A, and "Forward Looking Statements" and "Risk Factors" in the Company's AIF for the year ended December 31, 2015 available on SEDAR at [www.sedar.com](http://www.sedar.com).

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## **BUSINESS OVERVIEW AND STRATEGY**

Polaris Infrastructure is a Toronto-based company engaged in the operation, acquisition and development of renewable energy projects in Latin America. Currently the Company operates a 72 MW geothermal project located in Nicaragua.

Polaris Infrastructure's mission is to be a Latin America-focused renewable power project developer and operator, while providing superior shareholder returns. Senior management has extensive experience in critical areas of renewable finance, development and operations. The board of directors of the Company (the "Board") is comprised of individuals with a broad range of industry and business expertise who are well qualified to provide oversight and strategic direction to the Company.

Events, transactions and activities relating to Polaris Infrastructure's geothermal properties which occurred during the three months ended March 31, 2016 and to the date of this MD&A are discussed below.

### **Recent Developments**

#### 2015/2016 San Jacinto Drilling Program

The Company's wholly-owned subsidiary, Polaris Energy Nicaragua S.A. ("PENSA"), completed drilling of SJ 6-3, the first new production well of the 2015/2016 drilling program, in December 2015. Targeted levels of depth, pressure and permeability were achieved, indicating that SJ 6-3 is likely a commercial production well. Thermal recovery (natural heating-up) of the well is continuing and while progressing more slowly than we were anticipating, daily temperature readings continue to be favourable and we remain confident that SJ 6-3 will achieve the targeted temperature of 230° C and get connected to the San Jacinto plant during the third quarter of 2016. Infrastructure required to connect SJ 6-3 to the plant is complete and ready for connection.

Drilling of the second new production well, SJ 14-1, began in January 2016, and was completed in April 2016, with the timeline having been extended past our original target completion date by mechanical issues. We achieved drilling fluid circulation losses at a depth of 2,235 metres, consistent with our objective for SJ 14-1, but continued to encounter challenging drilling conditions associated with formation characteristics. A side-track was drilled to 1,916 metres where challenging drilling conditions prompted the decision to conclude drilling of SJ 14-1 and continue with the balance of the drilling program, while leaving some drilling materials in the hole. Initial indications are that we have good temperature and a zone of low permeability at 900-1,000m. The plan is to let the well heat up over the next 30-60 days, collect geotechnical data, test the well and assess our options at that time. In the event commercial production is not attainable, the options include: (i) attempt a new side-track targeting the established permeable zone; (ii) use as an injection well; (iii) shut-in and determine whether production level characteristics can be achieved over the medium term.

Upon completion of SJ 14-1, we continued with the next phase of the 2015/2016 San Jacinto drilling program; namely, the mechanical clean-out and acid stimulation of four existing injection wells. Following rig mobilization, the mechanical workover of SJ 11-1 commenced on April 24, 2016 and concluded on

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schedule, on May 5, 2016, achieving a large increase in injectivity. We are presently mobilizing the rig to complete the workover of three additional injection wells, SJ 12-1, SJ 10-1 and SJ 1-1. The injection well workover program is anticipated to increase the overall injection capacity of geothermal fluids for the San Jacinto project, enhancing the ability to manage additional geothermal fluids from new production wells, as well as to more strategically manage existing geothermal fluids to minimize downtime.

Given the importance of reinjecting geothermal fluids at the San Jacinto project, the ongoing injection well workover program is anticipated to provide several long-term strategic benefits:

1. Increased injection capacity will accommodate increased volumes of geothermal fluids expected as new production wells come online.
2. Ability to strategically manage geothermal fluid will reduce the need to pump fluids from one location to another, thereby reducing internal power consumption and increasing net power generation.
3. Avoiding use of "ponds" to temporarily store geothermal fluid will result in higher average reinjection temperatures.
4. Possible removal of SJ 9-2, an existing in-field injection well, from service, which could facilitate higher average temperatures in the primary production zone. There is also potential to convert SJ 9-2 into a production well, which has successfully been done with two of our existing production wells that previously spent several years being used as injection wells.

The injection well workover portion of the drilling program will have a negative impact on power generation in the second quarter of 2016 as we temporarily lose injection capacity and will need to throttle production wells accordingly. We anticipate this situation will persist for approximately 30 days and result in a reduction of 5,000 to 8,000 MWh in the second quarter of 2016. Going forward however, assuming steam flows consistent with those experienced over the past 12 to 18 months, we expect the additional injection capacity stemming from the workover program will allow for moderately increased generation, by removing a potential bottleneck in the steamfield.

We anticipate concluding the injection well workovers in early July 2016, at which point we will proceed with drilling the third new production well, SJ 9-4. This well is to be drilled from an existing pad and will be very close to existing plant infrastructure, allowing for a quick connection to the plant. We are working closely with our technical consultants to finalize the drilling plan with respect to SJ 9-4.

## **Dividend Policy**

On March 11, 2016, Polaris Infrastructure's Board of Directors authorized and declared the Company's first-ever dividend, namely a quarterly dividend of \$0.10 per outstanding common share. This dividend will be paid on May 30, 2016 to shareholders of record at the close of business on May 24, 2016. Polaris Infrastructure has designated all dividends paid by the Company as "eligible dividends" within the meaning of the Income Tax Act (Canada) and all provisions of provincial laws applicable to eligible dividends.

The introduction of a dividend policy reflects the Company's commitment to enhancing shareholder value, through a combination of dividends as well as planned for capital appreciation. This decision marks an important milestone for the Company, reflecting the strength of our balance sheet and liquidity position, along with stable cash flows generated by the San Jacinto project.

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Polaris Infrastructure expects to pay common share dividends on a quarterly basis based on a target ratio of 40% to 60% of its Cash Flow Available for Distribution ("CFAD"), defined as follows: Adjusted EBITDA less Debt Service less sustaining capex contribution less cash taxes (if any). The Company views this metric as a conservative means of measuring cash available for distribution, given that it allows for cash flow required to service debts, while also putting funds aside to finance sustaining capital expenditure. Specifically, as part of the May 2015 amendments to the San Jacinto project credit agreements, we agreed to set aside capital for ongoing maintenance capital expenditures, including the drilling of future production and/or injection wells. Our quarterly contribution to this sustaining capex fund is \$1.33 million. For the foreseeable future, the Company does not anticipate payment of income taxes, nor withholding taxes on repatriation of capital from PENSA.

Given anticipated relatively consistent power and revenue generation from the San Jacinto project, combined with a significant reduction in quarterly debt service as part of the May 2015 credit agreement amendments, Management and the Board are confident that the Company will continue to generate positive CFAD, which is intended to form the basis for a regular quarterly dividend.

There are several ways to grow cash flow from the San Jacinto project, including further production wells and potentially a binary unit. At this point, average power generation from the San Jacinto project remains below the 72 MW (net) capacity of the power plant turbines and the corresponding 72 MW (net) power purchase agreement ("PPA"). Accordingly, we feel that a payout ratio of approximately 50% will enable the Company to prudently invest capital to maximize the value of the installed capacity of the plant and the existing PPA. Given the significant investment to date, incremental power production of the plant towards 72 MW (net) will provide an attractive return on capital for shareholders.

## **OPERATING PROJECT**

### **San Jacinto-Tizate – San Jacinto, Nicaragua**

The Company, through its subsidiary, PENSA, owns and operates a 72 MW (net) capacity geothermal facility. The San Jacinto project is located in northwest Nicaragua, near the city of Leon, approximately 90 km northwest of Managua. The San Jacinto project exploitation agreement covers an area of 40 km<sup>2</sup>.

PENSA has a PPA in place for the San Jacinto project with Nicaraguan power distributors Disnorte-Dissur, subsidiaries of the Spanish utility TSK-Melfosur Internacional. PENSA has entered into the San Jacinto Exploitation Agreement with the Nicaraguan Ministry of Energy and Mines to develop and operate the San Jacinto project. Under the PPA, the company generated 105,599 MWh (average 48.4 MW (net)) and 106,045 MWh (average 48.8 MW (net)) for the three months ended March 31, 2016 and 2015, respectively. These production figures are net of all plant downtime, both planned and unplanned. For the three months ended March 31, 2016 and 2015, the San Jacinto project generated revenue of \$12.6 million and \$12.3 million, respectively, and Adjusted EBITDA of \$10.4 million and \$9.5 million, respectively. *See Use of Non-GAAP Performance Measures section below for reconciliation of Adjusted EBITDA to Total loss and comprehensive loss.*

As of March 31, 2016, PENSA held cash of \$1.6 million to fund plant operations, \$13.6 million in the Major Maintenance Reserve Account to fund drilling and major maintenance activities and \$10.8 million held as debt service reserves. During the three months ended March 31, 2016, PENSA repaid \$2.1 million

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of principal on its San Jacinto project credit facilities. As at March 31, 2016, PENSA had \$187.4 million outstanding on those credit facilities.

In October 2015, PENSA commenced drilling the first of three new production wells, SJ 6-3, for the San Jacinto project. Drilling of this well was completed in late December 2015 and the Company anticipates preliminary results to be available during the second quarter of 2016, following a period of thermal recovery. Drilling of well SJ 14-1 commenced in January 2016 and was completed in April 2016, while the first injection well workover of SJ 11-1, commenced in April 2016 and was concluded on May 5, 2016.

The balance of the 2015/2016 San Jacinto drilling program will continue throughout the second and third quarters of 2016, including the mechanical workover of three additional injection wells, as well as the drilling of a third new production well. Additional commentary with respect to progress and preliminary results will be made available as appropriate.

## **EXPLORATION AND DEVELOPMENT PROPERTIES**

### **Casita Project**

The Casita project is located in northwest Nicaragua in the Department of Chinandega. In 2008, through an international bid, Cerro Colorado Power, S.A. ("CCPSA"), a 95% owned subsidiary of the Company, was awarded the Casita Project Exploration Concession (the "Casita Project Exploration Concession") with an area of 100 km<sup>2</sup>. The contract for the Casita Project Exploration Concession was signed on March 6, 2009.

In July 2011, the Company commenced drilling of the first slim hole well as a step towards proving the Casita resource viability; the slim hole was drilled to a depth of 842 meters with a total loss of circulation of the drilling fluid. The temperature results obtained and the permeability found to date indicate that the location has the characteristics of a commercial resource, and this information was used in converting the exploration concession to an exploitation concession from the Nicaraguan Ministry of Energy and Mines.

In February 2013, the Company was awarded the exploitation concession for a period of 25 years (extended by law in 2014 to 30 years) and was provided a timetable to sign the formal contract, which the Company is currently in the process of negotiating and expects to finalize in 2016.

During the second quarter 2014, the environmental permit was finalized and submitted to the government authority for its approval and the impact studies were submitted for review and approval to the Nicaraguan and Regional Operators of the Transmission Grid. During the second quarter 2015, the Company obtained the municipal permits from the municipal councils for the implementation of the Casita project and the environmental permit was issued by the Ministry of Environment and Natural Resources.

The Company has entered into discussions with The World Bank Group (the "World Bank") and the Nicaragua Ministry of Energy and Mines with respect to financing for purposes of completing an initial drilling program at the Casita-San Cristobal project. To the extent the Company is able to complete the contemplated financing, it would enable pursuing a drilling campaign at the Casita-San Cristobal project without requiring cash flow from our San Jacinto project, and on a non-recourse basis to both the Company and PENSA. Discussions and preliminary due diligence with the World Bank are ongoing and we will provide further updates as appropriate.

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As of March 31, 2016, the Company had \$11.1 million in accumulated costs related to the Casita project.

## **Other Exploration and Development Projects**

The Company's Orita geothermal project is located in Imperial County, California, close to the Salton Sea geothermal area. The Company's Clayton Valley geothermal project is located in Esmeralda County, Nevada. The Company's portfolio of geothermal exploration properties also consists of Reese River in Southern California and South Meager Creek in British Columbia.

The Company's properties were acquired from a variety of sources, including through governmental concessions, BLM lease auctions, and private leaseholders and landowners. The Company is in the process of selling and/or disposing of all of its non-core assets to focus on maximizing the cash flow and profitability of the Company's producing assets in Nicaragua.

## **SUBSEQUENT EVENTS**

Any events occurring between March 31, 2016 and May 10, 2016 related to the Company's projects and operations are incorporated in the "Business Overview and Strategy" section above under the heading "Recent Developments."

## **FINANCIAL OVERVIEW**

### **Summary of Unaudited Quarterly Results**

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The information provided below highlights the Company's quarterly results for the past two years.

<i>(in thousands, except for income (loss) per share)</i>	March 31, 2016	December 31, 2015	September 30, 2015	June 30, 2015
Average production	48.4 MW (net)	47.7 MW (net)	50.8 MW (net)	50.6 MW (net)
Revenue	\$ 12,560	\$ 12,101	\$ 12,896	\$ 12,817
Direct cost of energy production	(7,510)	(7,958)	(8,220)	(8,363)
General and administrative expenses	(943)	(1,236)	(1,009)	(1,886)
Other operating costs	(43)	29	(417)	2
Adjusted EBITDA	10,379	9,427	10,144	10,072
Finance costs	(4,247)	(2,515)	(4,467)	2,127
Loss on impairment of assets and goodwill	-	-	(30,345)	(10,096)
Net loss attributable to owners of the Company	(2,070)	(1,462)	(24,501)	(9,633)
Loss per share (basic and diluted) to owners of the Company	(\$0.13)	(\$0.09)	(\$1.58)	(\$1.16)
Cash	56,110	61,592	64,334	71,725
Restricted cash	1,509	1,502	1,505	1,513
Total shareholders' equity	199,794	203,098	204,224	228,125

<i>(in thousands, except for income (loss) per share)</i>	March 31, 2015	December 31, 2014	September 30, 2014	June 30, 2014
Average production	48.8 MW (net)	52.1 MW (net)	52.2 MW (net)	47.7 MW (net)
Revenue	\$ 12,334	\$ 12,857	\$ 12,883	\$ 11,720
Direct cost of energy production	(8,146)	(8,209)	(8,424)	(8,239)
General and administrative expenses	(1,165)	(1,667)	(1,422)	(1,781)
Other operating costs	(142)	(136)	(556)	(107)
Adjusted EBITDA	9,507	9,452	9,088	8,223
Finance costs	(6,397)	(6,210)	(6,346)	(6,990)
Loss on impairment of assets and goodwill	-	-	-	-
Net loss attributable to owners of the Company	(2,192)	(7,837)	(3,973)	(11,434)
Loss per share (basic and diluted) to owners of the Company	(\$11.81)	(\$42.24)	(\$21.41)	(\$61.62)
Cash	16,885	15,292	16,845	18,803
Restricted cash	431	464	464	464
Total shareholders' equity	131,326	133,518	141,355	145,328

### Review of Results for the Quarter Ended March 31, 2016

During the three months ended March 31, 2016 and 2015, the San Jacinto project generated average production of 48.4 MW (net) and 48.8 MW (net), respectively. These production figures are net of all plant downtime, both planned and unplanned. The Company's revenue of \$12.6 million was up from \$12.3 million for the same period in 2015, principally as a result of the 3% annual tariff increase effective for 2016.

Direct costs of energy production (other than depreciation and amortization) for the three months ended March 31, 2016 of \$1.5 million were consistent with the same period in 2015, principally as a result of increased maintenance costs being offset by decreased employee costs. Depreciation and amortization expense associated with energy production (included in direct costs) for the three months ended March 31, 2016 of \$6.0 million was \$0.6 million lower than the same period in 2015, driven by with the decrease in net book value of property, plant and equipment as a result of impairment charges recorded in 2015.

General and administrative expenses for the three months ended March 31, 2016 decreased \$0.2 million to \$0.94 million from \$1.17 million for the three months ended March 31, 2015, principally as a result of a \$0.4 million decrease in legal costs related to the recapitalization and strategic review process that was under way in early 2015, partially offset by an increase in share-based compensation expense associated with the new management team. Costs incurred in the previous year related to the strategic process were

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expensed while costs directly related to the Private Placement (as defined in the Liquidity and Capital Resources section) were recorded as a reduction to equity in contributed surplus.

For the three months ended March 31, 2016, Adjusted EBITDA totaled \$10.4 million, as compared to \$9.5 million for the same period in 2015. The increase was a result of higher contribution from the San Jacinto plant, combined with a reduction in general and administrative costs. See *Use of Non-GAAP Performance Measures* section below for reconciliation of Adjusted EBITDA to Total loss and comprehensive loss.

For the three months ended March 31, 2016, finance costs of \$4.2 million were recognized, a decrease of \$2.2 million compared to the three months ended March 31, 2015. This decrease was the result of conversion of the corporate debentures to equity in May 2015 and declining interest costs on the San Jacinto project credit facilities, driven by the combination of reduced principal and decreased interest rate on subordinated debt.

The Company recognized a net loss of \$2.1 million for the three months ended March 31, 2016 compared to a net loss of \$2.2 million for the same period in 2015. The Company recognized a \$3.8 million unrealized foreign exchange gain on the debentures during the three months ended March 31, 2015, which offset higher operating and finance costs in that period.

During the three months ended March 31, 2016, the Company incurred costs of \$8.3 million for additions to its exploration and development, geothermal properties and property, plant and equipment ("PP&E") with \$8.2 million of costs incurred related to the San Jacinto project and \$0.1 million in connection with the Casita project.

### NON-GAAP PERFORMANCE MEASURES

The following table is derived from and should be read in conjunction with the unaudited interim consolidated statement of operations and comprehensive loss. This supplementary disclosure is intended to more fully explain disclosures related to Adjusted EBITDA and provides additional information related to the operating performance of the Company. Investors are cautioned that this measure should not be construed as an alternative to GAAP consolidated total loss and comprehensive loss.

<i>(in thousands)</i>	Three Months Ended	
	March 31, 2016	March 31, 2015
Net loss and comprehensive loss attributable to owners of the Company	\$ (2,070)	\$ (2,192)
Add (deduct):		
Net loss attributable to non-controlling interest	(17)	-
Current and deferred tax expense	1,836	1,841
Finance costs	4,247	6,397
Interest income	(75)	(7)
Other losses (gains)	142	(3,157)
Depreciation and amortization of plant assets	5,988	6,626
Share-based compensation	328	-
Adjusted EBITDA	\$ 10,379	\$ 9,508

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## LIQUIDITY AND CAPITAL RESOURCES

The following is a summary and explanation of the Company's cash flow activities:

<i>(in thousands)</i>	Three Months Ended	
	March 31, 2016	March 31, 2015
Net cash from (used in)		
Operating activities	\$ 3,094	\$ 7,056
Investing activities	(6,424)	(1,618)
Financing activities	(2,124)	(3,845)
Foreign exchange gain on cash held in foreign currency	(28)	-
Increase (decrease) in cash	\$ (5,482)	\$ 1,593

### Operating Activities

Net cash from operating activities for the three months ended March 31, 2016 of \$3.1 million decreased by \$4.0 million from the same period in 2015. The decrease principally resulted from early revenue collections of \$3.6 million in late December 2015, which served to reduce operating cash inflows in the three months ended March 31, 2016 by a corresponding amount. The fluctuation is not attributable to seasonal fluctuations.

### Investing Activities

Net cash used for investing activities during the three months ended March 31, 2016 of \$6.4 million increased \$4.8 million compared to the same period in 2015. The increased use of cash principally relates to costs incurred in the 2015/2016 drilling program.

The Company remains well capitalized and holds sufficient cash in order to complete the 2015/2016 San Jacinto drilling program, as well as routine capital expenditures associated with maintaining the San Jacinto project.

### Financing Activities

Net cash used for financing activities for three months ended March 31, 2016 of \$2.1 million decreased \$1.7 million from the same period in 2015. The decreased use of cash relates to reduced mandatory repayment associated with the San Jacinto project credit facilities.

### Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company manages liquidity risk by seeking to arrange for it to have sufficient cash, available credit facilities and other financial resources to allow it to meet its obligations. The Company forecasts cash flows for a period of at least 12 months to identify financial requirements.

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The following are maturities for the Company's non-derivative and derivative financial liabilities as at March 31, 2016:

<i>(in thousands)</i>	Less than 1 Year	1-3 Years	4-5 Years	More than 5 Years	Total
Accounts payable and accrued liabilities	\$ 7,827	\$ -	\$ -	\$ -	\$ 7,827
Debt, current and long-term	9,641	22,678	30,999	124,919	188,237
Interest obligations	12,786	23,504	19,895	30,899	87,084
Dividend payable	1,551	-	-	-	1,551
	\$ 31,805	\$ 46,182	\$ 50,894	\$ 155,818	\$ 284,699

The following are annual principal obligations on the San Jacinto project credit facilities for the remaining term of the loans:

<i>(in \$ thousands)</i>	
2016	6,373
2017	9,858
2018	11,857
2019	13,709
2020	16,203
2021	18,055
2022	19,908
2023	21,760
2024	17,074
2025	14,703
2026	13,811
2027	14,534
2028	8,203
2029	1,384
Total	187,432

Interest on the San Jacinto project credit facilities is due and payable quarterly, and is currently estimated to be approximately \$3.3 million each quarter. The Company plans to make payments of interest on the San Jacinto project credit facilities out of its current cash and cash generated by operations.

The Company believes operating cash flow will be sufficient to allow the Company to fulfill its current obligations and continue to operate for the foreseeable future. Should additional capital requirements or the replacement of debt be necessary, the Company expects it could satisfy these requirements through debt restructurings, capital raises or asset sales. However, the outcome of these matters cannot be predicted with certainty at this time.

## SHARE CAPITAL AND FINANCINGS

As of May 10, 2016, the Company had 15,513,157 common shares outstanding.

As of May 10, 2016, the Company had 52,380,650 outstanding warrants expiring March 22, 2018, with an exercise price of Cdn\$600. The warrants issued under the debentures were adjusted as part of the Share

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Consolidation, resulting in an exchange basis of 2,000 warrants for one common share of the Company. The warrant price was also adjusted from \$0.30 to \$600 for each common share acquired in connection with the exchange of warrants.

As of May 10, 2016, there were 26,451 outstanding stock options, with a weighted average exercise price of Cdn\$70.54 and 3.8 year remaining contractual life. The outstanding stock options' exercise prices range from Cdn\$10.00 to Cdn\$920.00, and expire from June 2016 to May 2020. Of the outstanding stock options, 2,451 are exercisable. The Company had 325,613 restricted shares outstanding as of May 10, 2016, 80,916 of which had vested and 3,350 of which are included as part of total issued and outstanding shares of the Company. The Company had 6,452 deferred shares outstanding as of May 10, 2016, none of which had vested.

## **RELATED PARTY TRANSACTIONS**

Certain insiders of the Company at the time of the Private Placement received Common Shares in connection with the Conversion as a consequence of their ownership of, or control and direction over, debentures, namely funds or accounts managed by Sprott Asset Management Inc. (collectively, "Sprott") and two directors of the Company (immediately prior to the closing of the Private Placement), Antony Mitchell and Murray Sinclair. Each of Sprott, Mr. Mitchell or Mr. Sinclair participated in the Conversion on the same terms as all other holders of the debentures. Following the Private Placement, neither Sprott nor Mr. Sinclair are insiders of the Company.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

### **Recent Pronouncements Issued and Early Adoption of Standards**

The Company has reviewed new and revised accounting pronouncements that have been issued and are effective for periods beginning on or after January 1, 2016. The adoption of these standards did not have a material impact on the Company's results of operations, financial position or disclosures.

### **Critical accounting estimates**

The timely preparation of the consolidated financial statements requires that management make estimates and use judgment regarding the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the period. Such estimates primarily relate to unsettled transactions and events as at the date of the consolidated financial statements. Accordingly, actual results may differ from estimated amounts as future confirming events occur. Significant estimates and judgments made by management in the preparation of these consolidated financial statements are outlined below.

#### *Critical accounting judgments*

Exploration and development properties, geothermal properties, and PP&E are aggregated into cash-generating units ("CGUs") on a project-by-project basis based on their ability to generate largely independent cash flows, and are used for long-lived asset impairment testing. The determination of the Company's CGUs is subject to management's judgment.

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The decision to transfer assets from exploration and development to geothermal properties is based on the stages of development of the Company's projects, and management uses judgment, in part based on certification of resource capacity and available financing, to determine a project's technical feasibility and commercial viability. The decision to cease capitalization of costs and transfer assets from geothermal properties to PP&E is based on the asset being in the location and condition necessary for it to be capable of operating in the manner intended by management, and management uses judgment in determining the point at which this has occurred based on the point after the commissioning period at which the asset reaches commercial operation.

### *Sources of measurement uncertainty*

Estimated future cash flows are used in determining the fair value of certain exploration and development properties, geothermal properties and PP&E for use in the final purchase price allocation of business combinations and impairment analysis.

Amounts recorded as decommissioning liabilities are based on estimates of future costs to restore the land and decommission assets at completion of projects, and estimated discount rates. The determination of the costs and discount rates is subject to management's judgment.

Tax interpretations, regulations and legislation in the various jurisdictions in which the Company and its subsidiaries operate are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred income tax assets are assessed by management at the end of each reporting period to determine the likelihood that they will be realized from future taxable income.

In assessing whether the going concern assumption is appropriate, management must estimate future cash flows for at least twelve months following the end of the reporting period by taking into account available information about the future. Management has considered a wide range of factors relating to expected cash flows from its operating projects, estimated operating and capital expenditures, debt repayment schedules, and potential sources of replacement financing. These cash flow estimates are subject to uncertainty.

## **CONTROL MATTERS**

### **Disclosure Controls and Procedures**

Management is responsible for establishing and maintaining adequate disclosure controls and internal controls over financial reporting as defined under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings of the Canadian Securities Administrators.

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in the Company's annual filings, interim filings, or other reports filed with Canadian securities regulatory authorities is recorded, processed, summarized and reported in a timely fashion. The disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in such reports is then accumulated and communicated to the Company's management, including the Chief Executive Officer and the Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

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Based on the evaluation of disclosure controls and procedures, the Chief Executive Officer and the Chief Financial Officer have concluded for the reasons discussed herein that the Company's disclosure controls and procedures and internal controls over financial reporting are effective as at March 31, 2016.

## **Internal Controls over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting of the Company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Company's internal control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the annual or interim financial statements.

## **RISKS AND UNCERTAINTIES**

The risks and uncertainties described in the Company's AIF for the year ended December 31, 2015 are considered by management to be the most important in the context of the Company's business. The risks and uncertainties included in the AIF are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

The risks and uncertainties discussed in the Company's current AIF and other filings with Canadian provincial securities regulatory authorities should be read in conjunction with the risks and uncertainties discussed throughout this MD&A. The Company's AIF and other filings with Canadian provincial securities regulatory authorities are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This MD&A contains "forward-looking information" within the meaning of applicable Canadian Securities legislation, which may include, but is not limited to, financial and other projections as well as statements with respect to future events or future performance, management's expectations regarding our growth, results of operations, and business prospects and opportunities. In addition, statements relating to estimates of recoverable geothermal energy "resources" or energy generation capacities are forward-looking information, as they involve implied assessment, based on certain estimates and assumptions, that electricity can be profitably generated from the described geothermal resources in the future. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words

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such as “plan”, “expect”, “is expected”, “budget”, “estimates”, “goals”, “intend”, “targets”, “aims”, “likely”, “typically”, “potential”, “probable”, “projects”, “continue”, “strategy”, “proposed”, or “believes” or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions “may”, “could”, “should”, “would” or “shall” be taken, occur or be achieved.

Forward-looking information in this MD&A include among others: estimated CFAD; the future development of the San Jacinto project; additional changes to the steamfield to increase production; the costs of construction of a Binary Unit for the San Jacinto project; development of the Casita project including obtaining the necessary permits and financing to begin exploitation drilling and initial development; potential strategic alternatives and the potential sale of the Company's Orita project, Clayton Valley project and other geothermal and exploration and development properties.

A number of known and unknown risks, uncertainties and other factors may cause the Company's actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. Such factors include, among others: failure to discover and establish economically recoverable and sustainable geothermal resources through the Company's exploration and development programs; imprecise estimation of probability simulations prepared to predict prospective geothermal resources or energy generation capacities; variations in project parameters and production rates; defects and adverse claims in the title to the Company's properties; failure to obtain or maintain necessary licenses, permits and approvals from government authorities; the impact of changes in foreign currency exchange and interest rates; changes in government regulations and policies, including laws governing development, production, taxes, labor standards and occupational health, safety, toxic substances, resource exploitation and other matters; availability of government initiatives to support renewable energy generation; increase in industry competition; fluctuations in the market price of energy; impact of significant capital cost increases; unexpected or challenging geological conditions; changes to regulatory requirements, both regionally and internationally, governing development, geothermal resources, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, project safety and other matters; economic, social and political risks arising from potential inability of end-users to support the Company's properties; insufficient insurance coverage; inability to obtain equity or debt financing; fluctuations in the market price of the common shares and warrants of the Company; impact of issuance of additional equity securities on the trading price of the common shares and warrants of the Company; inability to retain key personnel; the risk of volatility in global financial conditions, as well as significant decline in general economic conditions; uncertainty of political stability in Nicaragua; uncertainty of the ability of Nicaragua to sell power to neighboring countries; economic insecurity in Nicaragua; and other development and operating risks, as well as those factors discussed in the section entitled “Risks and Uncertainties” in this MD&A. There may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. These factors are not intended to represent a complete list of the risk factors that could affect the Company. These factors should be considered carefully and readers of this MD&A should not place undue reliance on forward-looking information.

Such forward-looking information is based on a number of material factors and assumptions, including: the Company's historical financial and operating performance; that contracted parties provide goods and/or services on the agreed timeframes; the success and timely completion of planned exploration and expansion programs, including the Company's ability to comply with local, state and federal regulations dealing with operational standards and environmental protection measures; the Company's ability to negotiate and

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obtain PPAs on favorable terms; the Company's ability to obtain necessary regulatory approvals, permits and licenses in a timely manner; the availability of materials, components or supplies; the Company's ability to solicit competitive bids for drilling operations and obtain access to critical resources; the growth rate in net electricity consumption; continuing support and demand for non-hydroelectric renewables; continuing availability of government initiatives to support the development of renewable energy generation; the accuracy of volumetric reserve estimation methodology and probabilistic analysis used to estimate the quantity of potentially recoverable energy; environmental, administrative or regulatory barriers to the exploration and development of geothermal resources of the Company's properties; geological, geophysical, geochemical and other conditions at the Company's properties; the reliability of technical data, including extrapolated temperature gradient, geophysical and geochemical surveys and geothermometer calculations; the accuracy of capital expenditure estimates; availability of all necessary capital to fund exploration, development and expansion programs; the Company's competitive position; the ability of the Company to continue as a going concern and general economic conditions.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is provided as at the date of this MD&A and the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise, except as required by applicable laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information due to the inherent uncertainty therein.

Additional information about the Company, including the Company's AIF for the year ended December 31, 2015 is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.polarisinfrastructure.com](http://www.polarisinfrastructure.com).