



Condensed Interim Consolidated Financial Statements

Nine Months Ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

(Unaudited)



NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

The accompanying unaudited condensed consolidated interim financial statements of Hillcrest Energy Technologies Ltd. for the nine months ended September 30, 2023, have been prepared by the management of the Company and approved by the Company's Board of Directors.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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HILLCREST ENERGY TECHNOLOGIES LTD.

Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)



	Notes	September 30, 2024	December 31, 2023
ASSETS			
Current assets			
Cash and cash equivalents		\$ 83,223	\$ 74,356
Receivables		9,139	63,968
Due from related parties	9	-	85,971
Prepaid expenses		1,267,234	223,184
Right-of-use asset	7	66,200	84,523
Total current assets		1,425,796	532,002
Non-current assets			
Right-of-use asset	7	125,194	170,263
Intangible assets	4	1,550,000	1,550,000
Property and equipment	5	260,352	425,327
Deposits		42,793	25,526
Assets of discontinued operations	6	16,785	9,923
TOTAL ASSETS		\$ 3,420,920	\$ 2,713,041
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	8	\$ 1,017,969	\$ 1,067,924
Lease liability	7	58,677	65,317
Total current liabilities		1,076,646	1,133,241
Lease liability	7	157,339	197,470
Liabilities of discontinued operations	6	263,052	261,701
TOTAL LIABILITIES		1,497,037	1,592,412
SHAREHOLDERS' EQUITY			
Share capital	10	44,401,856	35,952,064
Securities subscribed		-	627,500
Contributed surplus		8,218,038	7,250,112
Reserves		545,444	305,864
Deficit		(51,241,454)	(43,014,911)
TOTAL SHAREHOLDERS' EQUITY		1,923,884	1,120,629
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		\$ 3,420,920	\$ 2,713,041

Nature of operations and going concern (Note 1)
Commitments (Note 11)

On behalf of the Board of Directors:

"Kylie Dickson"
Director

"David Farrell"
Director

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements

HILLCREST ENERGY TECHNOLOGIES LTD.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the Nine months ended September 30, 2024 and 2023
(Expressed in Canadian Dollars)
(Unaudited)



	Notes	Three Months		Nine Months	
		Ended September 30, 2024	2023	Ended September 30, 2024	2023
General and administrative expenses					
Management and consulting	9	\$ 136,000	\$ 48,911	\$ 1,643,642	\$ 165,219
Research and development		549,668	536,391	1,499,093	1,545,595
Office and general	9, 12	1,331,278	1,026,253	3,826,171	2,752,731
Share-based compensation	8, 9	215,753	918,492	1,349,540	1,751,892
		\$ 2,232,699	\$ 2,530,047	\$ 8,318,446	\$ 6,215,437
Loss from operations		(2,232,699)	(2,530,047)	(8,318,446)	(6,215,437)
Financing expenses		(11,120)	(3,004)	(34,657)	(9,013)
Foreign exchange loss		(16,008)	(2,579)	(24,138)	(8,165)
Other Income		11,924	67,075	156,711	113,081
Net loss for the period from continuing operations		\$ (2,247,903)	\$ (2,468,555)	\$ (8,220,530)	\$ (6,119,534)
Net loss from discontinued operations		(2,870)	(2,784)	(6,013)	(16,468)
Total net loss for the period		\$ (2,250,773)	\$ (2,471,339)	\$ (8,226,543)	\$ (6,136,002)
Items that may be subsequently reclassified to net loss					
Exchange differences on translating foreign operations		-	-	2,333	4
Total comprehensive loss for the period		\$ (2,250,773)	\$ (2,471,339)	\$ (8,224,210)	\$ (6,135,998)
Basic and diluted loss per share from continuing operations		\$ (0.02)	\$ (0.04)	\$ (0.09)	\$ (0.10)
Basic and diluted gain (loss) per share from discontinuing operations		\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding (note 10):					
Basic		100,448,322	61,465,574	86,789,272	59,545,834
Diluted		100,448,322	61,465,574	86,789,272	59,545,834

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements

HILLCREST ENERGY TECHNOLOGIES LTD.
Condensed Interim Consolidated Statements of Cash Flows
For the Nine months ended September 30, 2024 and 2023
(Expressed in Canadian Dollars)
(Unaudited)



	Notes	Three Months Ended September 30,		Nine Months Ended September 30,	
		2024	2023	2024	2023
OPERATING ACTIVITIES					
Net loss from continuing operations		\$ (2,247,903)	\$ (2,471,339)	\$ (8,220,530)	\$ (6,136,002)
Adjusted for items not involving cash:					
Finance expense		11,120	3,004	34,656	9,013
Depreciation		75,158	74,126	228,367	216,954
Share-based compensation		215,753	918,492	1,349,541	1,751,892
Changes in non-cash working capital items:					
Receivables		39,352	(52,139)	54,829	(48,851)
Prepaid expenses		858,038	788	(1,044,050)	(155,292)
Due from related party		85,971	35,000	85,971	35,000
Accounts payable and accrued liabilities		152,379	310,557	(49,957)	564,585
Cash used in operating activities for continuing operations		(810,132)	(975,511)	(7,561,173)	(3,556,701)
Cash used in operating activities for discontinued operations		(9,194)	2,584	(11,524)	(31,734)
Cash used in operating activities		(819,326)	(972,927)	(7,572,697)	(3,588,435)
INVESTING ACTIVITIES					
Additions to equipment	5	-	(6,772)	-	(24,036)
Cash used in investing activities for continuing operations		-	(6,772)	-	(24,036)
Cash from (used in) investing activities for discontinued operations		-	-	-	-
Cash used in investing activities		-	(6,772)	-	(24,036)
FINANCING ACTIVITIES					
Securities subscribed		-	1,084,800	(627,500)	1,414,300
Shares issued as compensation		-	-	239,580	-
Exercise of options		-	2,087,001	100,050	-
Exercise of warrants		164,113	-	760,991	-
Private placement	9	604,800	(2,177,908)	5,854,070	2,087,001
Security Based Compensation		-	-	1,880,090	-
Share issuance costs		(64,800)	544	(530,976)	(90,908)
Long-term deposit		10,870	-	(17,267)	-
Repayment of lease liability		(27,142)	(23,280)	(81,427)	(69,840)
RSUs issued for Services		-	-	3,953	-
Cash from financing activities for continuing operations		687,841	971,157	7,581,564	3,340,553
Cash from financing activities for discontinued operations		-	-	-	-
Cash from financing activities		687,841	971,157	7,581,564	3,340,553
Increase (decrease) in cash		(131,485)	(8,542)	8,867	(271,918)
Cash, beginning of the period		214,708	192,909	74,356	456,285
Cash, end of the period		\$ 83,223	\$ 184,367	\$ 83,223	\$ 184,367

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements

HILLCREST ENERGY TECHNOLOGIES LTD.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)



	Notes	Share Capital		Share Subscriptions Receivable	Securities Subscribed	Warrants Subscribed	Contributed Surplus	Reserves			Shareholders' Equity
		Number of Shares ^A	Amount					Warrants	Foreign Currency Translation	Deficit	
Balance, December 31, 2022		54,999,182	30,607,322	-	1,204,000	-	5,153,997	216,108	119,894	(34,876,202)	2,425,119
Exercise of options	9	-	-	-	-	-	-	-	-	-	-
Proceeds from share subscriptions	9	-	-	-	716,000	-	-	-	-	-	716,000
Redemption of RSUs	9	-	-	-	-	-	-	-	-	-	-
Proceeds from private placement	9	2,130,000	1,278,000	-	(1,204,000)	-	-	-	-	-	74,000
Share-based compensation		-	-	-	-	-	40,558	-	-	-	40,558
Share issuance costs	9	-	-	-	-	-	-	-	-	-	-
Expiry of warrants	9	-	-	-	-	-	106,356	(106,356)	-	-	-
Net loss and comprehensive loss for the period		-	-	-	-	-	-	-	-	(1,421,560)	(1,421,560)
Balance, September 30, 2023		57,129,181	31,885,322	-	716,000	-	5,300,911	109,752	119,894	(36,297,762)	1,834,117
Balance, December 31, 2023		66,494,816	35,952,064	-	627,500	-	7,250,112	185,966	119,898	(43,014,911)	1,120,629
Exercise of options	9	345,000	100,050	-	-	-	-	-	-	-	100,050
Exercise of warrants	9	2,528,585	760,991	-	-	-	-	-	-	-	760,991
Warrants issued as compensation	9	-	-	-	-	-	-	239,580	-	-	239,580
Proceeds from shares subscribed		-	-	-	-	-	-	-	-	-	-
Redemption of RSUs	9	1,435,027	385,567	-	-	-	(385,567)	-	-	-	-
Proceeds from private placement	9	24,801,863	5,854,070	-	(627,500)	-	-	-	-	-	5,226,570
Security Based Compensation	9	7,297,025	1,880,090	-	-	-	-	-	-	-	1,880,090
Share-based compensation		-	-	-	-	-	1,349,540	-	-	-	1,349,540
RSUs issued for services	9	-	-	-	-	-	3,953	-	-	-	3,953
Share issuance costs	9	-	(530,976)	-	-	-	-	-	-	-	(530,976)
Expiry of warrants	9	-	-	-	-	-	-	-	-	-	-
Net loss and comprehensive loss for the period		-	-	-	-	-	-	-	-	(8,226,543)	(8,226,543)
Balance, September 30, 2024		102,902,316	44,401,856	-	-	-	8,218,038	425,546	119,898	(51,241,454)	1,923,884

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements



1. NATURE OF OPERATIONS AND GOING CONCERN

Hillcrest Energy Technologies Ltd. (formerly “Hillcrest Petroleum Ltd.”) (the “Company”) was incorporated on May 2, 2006 under the Business Corporations Act of British Columbia, and is in the business of developing high-value, high-performance clean energy technologies. The Company is currently engaged in a variety of R&D activities associated with its Zero Voltage Switching (ZVS) technology platform and commercializing projects associated with specific applications being developed on the ZVS technology platform. The Company’s registered office is Suite 1170 – 1040 West Georgia Street, Vancouver, BC, V6E 4H1.

On March 30, 2021, the Company delisted from the TSX Venture Exchange and listed on the Canadian Securities Exchange (“CSE”), trading under the symbol “HEAT”. Concurrent with the new listing on the CSE, the Company changed its name from Hillcrest Petroleum Ltd. to Hillcrest Energy Technologies Ltd.

The Company is subject to several categories of risk associated with the development of clean energy technologies. Among the factors that have a direct bearing on the Company’s prospects are uncertainties inherent in technology product development; intellectual property risks including litigation; access to additional capital; availability and cost of services and equipment; and the presence of competitors with greater financial resources and capacity.

These condensed interim consolidated financial statements have been prepared on the basis of a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. The Company’s ability to meet its obligations as they fall due and to continue to operate as a going concern is dependent on the continued financial support of its creditors and its shareholders and ultimately, the attainment of profitable operations. There is no certainty that the Company will continue to produce revenue as it transitions from oil and gas production and into clean energy technology development and commercialization. Revenue may not be achieved from the technology portfolio in the near term. In the past, the Company has relied on sales of equity securities, debt instruments and asset sales to meet its cash requirements. There can be no assurance that funding from this or other sources will be sufficient in the future to satisfy operational requirements and cash commitments. Even if the Company is able to obtain new financing, it may not be on commercially reasonable terms or terms that are acceptable to it. Failure to obtain such financing on a timely basis could cause the Company to reduce or terminate its operations.

Due to the conditions and events as noted above, there is material uncertainty casting significant doubt on the Company’s ability to continue as a going concern. These condensed interim consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

2. BASIS OF PREPARATION

(a) Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of interim financial statements including International Accounting Standard 34: *Interim Financial Reporting* and follow the same accounting policies and methods of application as the Company’s most recent annual financial statements.

These condensed interim consolidated financial statements were approved the Board of Directors of the Company on November 29, 2024.

(b) Basis of Measurement

The condensed interim consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments carried at fair value.



2. BASIS OF PREPARATION (continued)

(c) Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the parent company, Hillcrest Energy Technologies Ltd., and its wholly owned subsidiaries to the date of dissolution. Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

Name of Subsidiary	Jurisdiction of Incorporation	Principal Activity
Hillcrest Exploration Ltd. ("HEL")	USA	Oil and Gas exploration
ALSET Innovation Ltd.	Canada	Clean Technology
Hillcrest Energy Technologies Royalty Holdings Ltd. ("ANIGO")	Canada	Clean Technology
102031850 Saskatchewan Ltd.	Canada	Oil and Gas exploration

(d) Functional and Presentation Currency

These condensed interim consolidated financial statements are presented in Canadian dollars. The functional currency of the parent, ALSET Innovation Ltd., ANIGO, and 102031850 Saskatchewan Ltd. is the Canadian dollar. The functional currency of HEL is the United States dollar.

(e) Use of Estimates and Judgments

In preparing these condensed interim consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ. Significant judgements made by management in applying the Company's accounting policies and key sources of estimation uncertainty were the same as those applied in the most recent annual audited consolidated financial statements for the year ended December 31, 2023.

3. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounts Standards ("IAS") 34, "Condensed Interim Financial Reporting" using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies applied in these condensed interim consolidated financial statements are consistent with those stated in the Company's most recent annual audited financial statements, except for any new standards and amendments adopted (Note 3). Accordingly, these condensed interim consolidated financial statements should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2022.

4. INTANGIBLE ASSETS

On April 7, 2021, the Company acquired all of the issued and outstanding shares in the capital of ANIGO Technologies Inc. ("ANIGO"), now named Hillcrest Energy Technologies Royalty Holdings Ltd., an engineering product development company in the business of developing proven electric machine control software intellectual property ("IP"). The aggregate purchase price of \$1,550,000 for ANIGO was comprised of a cash consideration of \$200,000 and the issuance of 6,000,000 common shares of the Company at a price of \$0.225, for a fair value of \$1,350,000. The Company, through ANIGO, acquired a portfolio of software IP. Management determined all of the consideration issued was attributable to the software IP acquired.

Since then, the Company acquired tangible assets in connection with the development of its intangible assets and related business activities, and these have been capitalized within property, plant and equipment ("PP&E"). Other costs incurred in this connection, but not related to the acquisition of PP&E, are expensed as research and development.



4. INTANGIBLE ASSETS (continued)

During the period ended September 30, 2024, the Company reviewed the carrying value of its intangible assets and determined there were no indicators of impairment with respect to it.

5. PROPERTY, PLANT AND EQUIPMENT

	R&D Equipment	IT Infrastructure	Equipment and Other	Total
Cost				
At December 31, 2023	\$ 634,216	\$ 86,317	\$ 103,255	\$ 823,788
Additions	-	-	-	-
At September 30 2024	\$ 634,216	\$ 86,317	\$ 103,255	\$ 823,788
Accumulated Depreciation				
At December 31, 2023	\$ 277,012	\$ 57,463	\$ 63,985	\$ 398,460
Depreciation	118,915	18,289	27,772	164,976
At September 30 2024	\$ 395,927	\$ 75,752	\$ 91,757	\$ 563,436
Net book value				
At December 31, 2023	\$ 357,204	\$ 28,855	\$ 39,268	\$ 425,327
At September 30 2024	\$ 238,289	\$ 10,565	\$ 11,498	\$ 260,352

Equipment and other includes leasehold improvements of \$67,019 as of September 30, 2024 (December 31, 2023 - \$67,019).

6. RIGHT-OF-USE ASSET/LEASE LIABILITY

On July 19, 2021, the Company entered into an office and warehouse rental agreement in Vancouver, British Columbia with a term of 36 months, commencing September 1, 2021 and terminating on August 31, 2024, to develop its clean energy technology and IP. Pursuant to this agreement, the Company has a commitment to lease the technology research and development space at a base rent rate of \$47,209 per annum, plus common costs and taxes.

In July 2023, the Company entered into two separate office rental agreements in Vancouver, British Columbia.

The first agreement is a sublet agreement with a term of 11 months, commencing December 1, 2023 and terminating on October 31, 2024, to accommodate the Company's corporate operations. Pursuant to this agreement, the Company has a commitment to lease office space at a base rent rate of \$77,097 per annum, plus common costs and taxes.

The second agreement has a term of 36 months, commencing November 1, 2024 and terminating on October 31, 2027, to accommodate the Company's corporate operations. Pursuant to this agreement, the Company has a commitment to lease office space at a base rent rate of \$89,532, \$92,019, and \$94,506 per annum respectively, plus common costs and taxes.

a) Right-of-use assets continuity

Changes in the Company's right-of-use assets during the six months ended June 30, 2024 and year ended December 31, 2023 were as follows:

	September 30, 2024	December 31, 2023
Balance, beginning of period	\$ 254,786	\$ 93,487
New premises lease	-	235,364
Amortization	(63,392)	(74,065)
Balance, end of period	\$ 191,394	\$ 254,786



6. RIGHT-OF-USE ASSET/LEASE LIABILITY (continued)

(a) Lease liability

Minimum lease payments in respect of lease liabilities and the effect of discounting as at September 30, 2024 and December 31, 2023 were as follows:

	September 30, 2024	December 31, 2023
Undiscounted minimum lease payments:		
Less than one year	\$ 112,100	\$ 110,642
One to three years	186,111	182,380
Three to five years	7,876	78,755
Effect of discounting	(90,070)	(108,990)
Present value of minimum lease payments	\$ 216,016	\$ 262,787

(b) Lease liability continuity

Changes in the Company's lease liabilities during the nine months ended September 30, 2024, and year ended December 31, 2023 were as follows:

	September 30, 2024	December 31, 2023
Balance, beginning of period	\$ 262,787	\$ 110,951
New premises lease	-	235,364
Accrued interest	34,657	16,016
Principal payments	(81,428)	(99,544)
Balance, end of period	\$ 216,016	\$ 262,787

Interest of \$9,012 for the nine months ended September 30, 2024 (2023 – \$9,012) is included in financing expenses.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2024	December 31, 2023
Trade payables	\$ 962,714	\$ 969,879
Payroll liabilities	4,922	19,872
Accrued liabilities	50,333	78,173
Balance, end of period	\$ 1,017,969	\$ 1,067,924



8. RELATED PARTY TRANSACTIONS

The following summarizes the Company's related party transactions during the nine months ended June 30, 2024 and 2023. Key management personnel included the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and directors and officers and companies controlled or significantly influenced by them:

Key management compensation

	Three Months Ended		Six Months Ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Management salaries, consulting fees and bonuses paid or accrued to officers or corporations controlled by officers of the Company	\$ 232,971	\$ 231,517	\$ 640,769	\$ 695,445
Director fees paid or accrued to directors	35,000	32,500	105,000	97,600
Share-based compensation	69,874	906,995	710,774	1,440,726
	\$ 337,845	\$ 1,171,012	\$ 1,456,543	\$ 2,233,771

In May 2024, the Company issued 7,297,025 common shares with a deemed value of \$1,880,090 to officers, directors and consultants in exchange for services.

As at December 31, 2023, \$85,971 was owed to the Company from officers of the Company. These amounts were non-interest bearing. As at September 30, 2024, the Company was owed nil (December 31, 2023 - \$85,971) from officers of the Company.

9. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value

Issued and outstanding

As at September 30, 2024, the Company had 102,902,316 (December 31, 2023 – 66,494,816) common shares issued and outstanding.

Nine months ended September 30, 2024

- a) In January 2024, the Company secured a \$5 million equity drawdown facility. Pursuant to the Equity Facility, the Company shall pay the investor a commitment fee equal to 4.9% of the total capital of the Company committed, payable in cash or common shares in the capital of the Company (the "Shares") at the greater of the discounted market price permitted under the policies of the Canadian Securities Exchange (the "CSE"), and 90% of the 10-day average closing bid price of the common shares on the CSE (the "Issue Price"), at the election of the Company. On any drawdown amount, the Company shall pay 12% drawdown fee, which may be payable in Shares or by deduction from the funded advance, at the option of the investor. Each drawdown will be in units (the "Units"), with each Unit consisting of one common share in the capital of the Company and one-half of one common share purchase warrant (each whole warrant, a "Drawdown Warrant"). The Units will be issued at the greater of the discounted market price permitted under the policies of the Canadian Securities Exchange (the "CSE"), and 90% of the 10-day average closing bid price of the common shares on the CSE (the "Issue Price"). All Drawdown Warrants issued as part of the Units will be exercisable at an exercise price equal to the greater of 125% of the Issue Price, and the minimum exercise price permitted by policies of the CSE and will be exercisable for a period of three years from the date of issuance. The Company issued 1,022,830 common shares for settlement of the commitment fee and closed the first drawdown, issuing 1,483,082 common shares for proceeds of \$331,045. Pursuant to the drawdown, 741,541 warrants with an exercise price of \$0.31 and exercisable over three years were issued.
- b) On February 14, 2024, the Company closed the second drawdown on the equity drawdown facility, issuing 1,094,088 Company common shares for proceeds of \$234,448. Pursuant to the drawdown, 547,044 warrants with an exercise price of \$0.30 and exercisable over three years were issued.



9. SHARE CAPITAL (continued)

- c) In February 2024, the Company closed the first tranche of a non-brokered private placement for a total of 2,530,000 units of the Company at a price of \$0.25 per unit for gross proceeds of \$632,500. Each unit consists of one common share and one share purchase warrant exercisable into an additional common share of the Company at a price of \$0.30 per share for 36 months from the date of issuance. The warrants are subject to accelerated expiry upon 30 business days' notice from the Company in the event the Company's common shares trade for ten (10) consecutive trading days any time after four (4) months from the date of issuance at a volume-weighted average price of at least \$0.50 on the Canadian Securities Exchange. Of these proceeds, \$310,000 had been received prior to December 31, 2023.
- d) On March 25, 2024, the Company closed the third drawdown on the equity drawdown facility, issuing 1,201,023 Company common shares for proceeds of \$203,745. Pursuant to the drawdown, 536,171 warrants with an exercise price of \$0.25 and exercisable over three years were issued.
- e) In April 2024, the Company closed the second tranche of a non-brokered private placement for a total of 3,582,000 units of the Company at a price of \$0.25 per unit for gross proceeds of \$895,500. Each unit consists of one common share and one share purchase warrant exercisable into an additional common share of the Company at a price of \$0.30 per share for 36 months from the date of issuance. The warrants are subject to accelerated expiry upon 30 business days' notice from the Company in the event the Company's common shares trade for ten (10) consecutive trading days any time after four (4) months from the date of issuance at a volume-weighted average price of at least \$0.50 on the Canadian Securities Exchange.
- f) In April 2024, the Company closed the third tranche of a non-brokered private placement for a total of 6,762,000 units of the Company at a price of \$0.25 per unit for gross proceeds of \$1,690,500. Each unit consists of one common share and one share purchase warrant exercisable into an additional common share of the Company at a price of \$0.30 per share for 36 months from the date of issuance. The warrants are subject to accelerated expiry upon 30 business days' notice from the Company in the event the Company's common shares trade for ten (10) consecutive trading days any time after four (4) months from the date of issuance at a volume-weighted average price of at least \$0.50 on the Canadian Securities Exchange.
- g) On May 9, 2024, the Company closed the fourth drawdown on the equity drawdown facility, issuing 811,147 Company common shares for proceeds of \$156,435. Pursuant to the drawdown, 362,119 warrants with an exercise price of \$0.28 and exercisable over three years were issued.
- h) In May 2024, the Company issued 7,297,025 common shares with a deemed value of \$1,880,090 to officers, directors and consultants in exchange for services.
- i) In June 2024, the Company closed a non-brokered private placement for a total of 3,530,000 units of the Company at a price of \$0.25 per unit for gross proceeds of \$882,500. Each unit consists of one common share and one share purchase warrant exercisable into an additional common share of the Company at a price of \$0.30 per share for 36 months from the date of issuance. The warrants are subject to accelerated expiry upon 30 business days' notice from the Company in the event the Company's common shares trade for ten (10) consecutive trading days any time after four (4) months from the date of issuance at a volume-weighted average price of at least \$0.50 on the Canadian Securities Exchange. As a result of this private placement, the Company issued 36,000 non-transferable share purchase warrants to a service provider. Each warrant allows the holder to purchase a common share of the Company at \$0.30 per share for a period of 36 months from the date of closing. The warrants are subject to accelerated expiry upon 30 business days' notice from the Company in the event the Company's common shares trade for ten (10) consecutive trading days any time after four (4) months from the date of issuance at a volume-weighted average price of at least \$0.50 on the Canadian Securities Exchange.
- j) On August 26, 2024, the Company closed the fifth drawdown on the equity drawdown facility, issuing 2,326,153 Company common shares for proceeds of \$540,000. Pursuant to the drawdown, 1,038,461 warrants with an exercise price of \$0.33 and exercisable over three years were issued.
- k) Pursuant to the non-brokered private placements, the Company issued 459,540 commission shares with a deemed value of \$114,885. In addition, the Company has incurred \$236,406 of share issue costs related to the above issuances.
- l) During the nine-months ended September 30, 2024, the Company has issued 1,435,027 common shares resulting from the exercise of RSU's.



9. SHARE CAPITAL (continued)

- m) During the nine-months ended September 30, 2024, the Company has issued 2,528,585 common shares for gross proceeds of \$760,991 on the exercise of warrants.
- n) During the nine-months ended September 30, 2024, the Company has issued 345,000 common shares for gross proceeds of \$100,050 on the exercise of stock options.

Nine months ended September 30, 2023

- a) In January 2023, the Company closed a non-brokered private placement of 1,775,000 units of the Company at a price of \$0.72 per unit for gross proceeds of \$1,278,000, including \$1,204,000 received as at December 31, 2022. Each unit consists of 1.2 common shares in the capital of the Company, resulting in the issuance of a total of 2,130,000 common shares.
- b) In April and May 2023, the Company closed its non-brokered private placement, over 3 tranches, for a total of 4,193,750 units of the Company at a price of \$0.48 per unit for gross proceeds of \$2,013,000, with each unit consisting of one common share and one share purchase warrant exercisable into an additional common share of the Company at a price of \$0.90 per share for a period of two years. In connection with this placement, 1,000 finder's warrants were granted with an exercise price of \$0.90 and exercisable over two years.
- c) A total of 283,444 Restricted Share Units ("RSUs"), issued to various consultants of the Company were redeemed into 283,444 common shares for no additional consideration.
- d) Pursuant to a corporate services agreement, a total of 400,000 common shares was issued to a consultant of the Company during July and August at a total deemed value of \$206,000.
- e) On July 17, 2023, the Company announced that it had closed its previously announced non-brokered private placement for total gross proceeds of \$12,540 (the "Offering"). The Offering was made available to those who had participated in the Company's non-brokered private placement in January 2023 and consisted of an aggregate of 12,540,000 pre-consolidation common share purchase warrants of the Company (each, a "Warrant") sold at a price of \$0.001 per Warrant. Upon consolidation of the Company's common shares, the Offering size was adjusted to one Warrant issued for every six Warrants subscribed for, with a post-consolidation Offering size of an aggregate of 2,090,000 Warrants. Each Warrant entitles the holder thereof to acquire one Common Share at a price of \$0.90 per Common Share for a period of 24 months following the closing date of the Offering.

Share Purchase Warrants

Nine months ended September 30, 2024

- a) In connection with the first drawdown on the equity draw down facility which closed in January 2024, the Company issued 741,541 share purchase warrants with an exercise price of \$0.31 and expire January 2027.
- b) In connection with the various private placements closed during the first nine months of 2024, the Company issued 16,404,000 share purchase warrants with an exercise price of \$0.30 and expire 36 months from date of issuance.
- c) In connection with the second drawdown on the equity draw down facility, the Company issued 547,044 share purchase warrants with an exercise price of \$0.30 and expire 36 months from the date of issuance.
- d) In connection with the third drawdown on the equity draw down facility, the Company issued 536,171 share purchase warrants with an exercise price of \$0.25 and expire 36 months from the date of issuance.
- e) In connection with the fourth drawdown on the equity draw down facility, the Company issued 362,875 share purchase warrants with an exercise price of \$0.28 and expire 36 months from the date of issuance.
- f) In connection with the various private placements, the Company has issued 498,060 compensation warrants ranging in exercise price of \$0.25 to \$0.30 and expire 36 months from the date of issuance.
- g) In connection with the fifth drawdown on the equity draw down facility, the Company issued 1,038,461 share purchase warrants with an exercise price of \$0.33 and expire 36 months from the date of issuance.



9.SHARE CAPITAL (continued)

- h) During the nine months ended September 30, 2024, 2,528,585 warrants were exercised for gross proceeds of \$760,991.

Nine months ended September 30, 2023

- a) In connection with the private placement closed in April and May 2023, 4,193,746 share purchase warrants and 1,000 finder's warrants were granted with an exercise price of \$0.90 and exercisable over two years.
- b) In connection with the private placement closed in July 2023, 2,090,000 share purchase warrants were issued for gross proceeds of \$12,540 with an exercise price of \$0.90 and exercisable over two years.

The continuity of the Company's share purchase warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price (\$)
Balance, December 31, 2022	6,093,356	1.04
Issued	10,634,750	0.74
Expired	(645,333)	0.60
Balance, December 31, 2023	16,082,773	0.63
Issued	20,128,152	0.30
Exercised	(2,528,585)	0.30
Expired	(5,114,690)	0.35
Balance, June 30, 2023	28,567,650	0.47

The following table summarizes the share purchase warrants outstanding as at September 30, 2024:

Number of Warrants	Weighted Average Exercise Price (\$)	Expiry Date	Weighted Average Remaining Contractual Life (yrs)
333,333	1.44	April 30, 2026	1.58
1,752,083	0.90	April 11, 2025	0.53
630,167	0.90	April 28, 2025	0.58
1,812,500	0.90	May 15, 2025	0.62
2,090,000	0.90	July 14, 2025	0.79
4,350,000	0.50	October 4, 2025	1.01
1,290,000	0.30	February 8, 2027	2.36
536,171	0.25	April 12, 2027	2.53
3,582,000	0.30	April 12, 2027	2.53
6,762,000	0.30	April 30, 2027	2.58
2,520	0.25	April 30, 2027	2.58
459,540	0.30	May 7, 2027	2.60
362,875	0.28	May 10, 2027	2.61
3,530,000	0.30	June 3, 2027	2.67
36,000	0.30	June 3, 2027	2.67
1,038,461	0.26	August 25, 2027	2.90
28,567,650	0.47		1.91



9. SHARE CAPITAL (continued)

Stock Options

In July of 2021, the Company adopted a new a stock option plan to grant stock options to its directors, officers, employees and consultants. In accordance with the plan, the aggregate number of securities reserved for issuance under the plan, at any point in time, will not exceed 10% of the number of common shares of the Company issued and outstanding at the time the option is granted, less any common shares reserved for issuance under share options granted under share compensation arrangements other than the plan. The exercise price of option grants will be determined by the Board of Directors but will not be less than the closing market price of the common shares on the CSE at the time of grant. All unexercised options granted under the plan will expire by the date fixed by the Board of Directors at the time the option is granted.

During the nine months ended September 30, 2024, the Company granted an aggregate of 5,108,867 (September 30, 2023 – nil) stock options subject to vesting criteria and expensed \$130,538 (September 30, 2023 - \$247,204) as share-based compensation.

The continuity of the Company's stock options is as follows:

	Number of Options	Weighted Average Exercise Price (\$)
Balance, December 31, 2022	3,615,652	1.10
Issued	405,317	0.55
Cancelled	(225,000)	1.13
Balance, December 31, 2023	3,795,969	1.04
Issued	5,108,867	0.25
Exercised	(345,000)	0.29
Cancelled	(451,524)	0.58
Balance, September 30, 2024	8,108,312	0.60

The following table summarizes the stock options outstanding and exercisable as at September 30, 2024:

Number of Options Outstanding	Number of Options Exercisable	Weighted Average Exercise Price (\$)	Expiry Date	Weighted Average Remaining Contractual Life (yrs)
41,667	41,667	0.90	April 28, 2025	0.58
525,000	525,000	0.30	July 8, 2025	0.77
1,566,667	1,566,667	1.44	April 8, 2026	1.52
100,000	100,000	1.44	May 19, 2026	1.63
200,000	200,000	1.20	August 30, 2026	1.92
83,333	83,333	1.20	September 16, 2026	1.96
250,000	250,000	0.90	July 18, 2027	2.80
216,666	170,556	0.90	October 27, 2027	3.07
253,154	253,154	0.90	November 4, 2027	3.10
193,158	193,158	0.57	June 14, 2028	3.71
102,000	51,000	0.35	December 4, 2028	4.18
100,000	100,000	0.25	May 9, 2027	2.61
4,476,667	323,600	0.25	May 23, 2029	4.65
8,108,312	3,882,767	0.60		3.44



9. SHARE CAPITAL (continued)

Restricted Share Units (“RSUs”)

In July of 2021, the Company adopted a new a Restricted Share Unit (“RSU”) plan known as the “Hillcrest Restricted Share Unit Plan,” which provides for the issuance of RSUs in such amounts as approved by the Company’s Board of Directors. The purpose of this Plan is to allow for certain discretionary bonuses and similar awards as an incentive and reward for selected Eligible Persons related to the achievement of long-term financial and strategic objectives of the Company and the resulting increases in shareholder value.

The aggregate maximum number of common shares made available for issuance under the plan shall not exceed 10% of the number of outstanding common shares. The plan is a “rolling plan” and therefore, when RSUs are cancelled, terminated, or redeemed, common shares will be available for issuance pursuant to RSUs granted under the plan. The grant of an RSU award shall entitle the participant to the right to receive at the election of the Company, either one common share or an amount in cash equal to the market price of one common share on the settlement date. RSUs settled in common shares are equity-settled and the related share-based compensation expense is measured at fair value based on the Company’s share price on the date of grant subject to vesting criteria.

The share-based compensation expense related to RSUs settled in cash are accrued over the vesting period of the units based on the Company’s share price on the date of grant.

During the nine months ended September 30, 2024, the Company granted 3,768,333 RSUs (September 30, 2023 – 333,333), 1,380,860 were exercised and settled for common stock (September 30, 2023 – 283,444). The Company recorded \$1,219,000 in share-based compensation expense (June 30, 2023 – \$1,504,688) relating to the vesting and redemption of RSUs during the quarter. In addition, 527,552 were cancelled during the nine months ended September 30, 2024 (September 30, 2023 – nil).

As at September 30, 2024, restricted share units were outstanding as follows:

	Number of Units	Weighted Average Fair Value (\$)
Balance, December 31, 2022	1,415,240	0.84
Granted	3,919,838	0.55
Redeemed	(283,444)	0.63
Balance, December 31, 2023	5,051,634	0.62
Granted	3,768,333	0.26
Expired	(527,552)	0.48
Redeemed	(1,380,860)	0.43
Balance, September 30, 2024	6,911,555	0.48



10. COMMITMENTS

The Company had the following commitments as at September 30, 2024:

- a) In July 2023, the Company entered into two separate office rental agreements in Vancouver, British Columbia.
- The first agreement is a sublet agreement with a term of 11 months, commencing December 1, 2023 and terminating on October 31, 2024, to accommodate the Company's corporate operations. Pursuant to this agreement, the Company has a commitment to lease office space at a base rent rate of \$77,097 per annum, plus common costs and taxes.
- The second agreement has a term of 36 months, commencing November 1, 2024 and terminating on October 31, 2027, to accommodate the Company's corporate operations. Pursuant to this agreement, the Company has a commitment to lease office space at a base rent rate of \$89,532, \$92,019, and \$94,506 per annum respectively, plus common costs and taxes.
- These rental agreements will be accounted for under IFRS 16 – Right-of-use asset and corresponding lease liability on the Statement of Financial Position.
- b) On July 16, 2024, the Company entered into an office and warehouse rental extension agreement in Vancouver, British Columbia with a term of 36 months, commencing September 1, 2024 and terminating on August 31, 2027, to develop its clean energy technology and IP. Pursuant to this agreement, the Company has a commitment to lease the technology research and development space at a base rent rate of \$58,317 per annum in year one, \$61,094 per annum in year two, and \$63,871 per annum in year three, plus common costs and taxes. This rental agreement is being accounted for under IFRS 16 – Right-of-use asset and corresponding lease liability on the balance sheet.

11. SEGMENTED INFORMATION

Management determined that the Company has two reportable operating segments, being the development and commercialization of its clean energy technology in Canada and Europe and its oil and gas operations in Canada and the United States. Corporate includes the Company's head office, general corporate administration and activity and intercompany eliminations. Determination of the operating segment was based on the level of financial reporting to the Company's chief decision makers. As at June 30, 2024, \$2,006,784 and \$64,876 of total assets were located in Canada and Europe respectively (June 30, 2023 - \$2,757,242 and \$126,688 respectively).

	Three Months Ended September 30, 2024			
	Clean Energy	Corporate	Oil and Gas (Discontinued)	Total
General and administration	\$ 776,722	\$ 1,455,977	\$ -	\$ 2,232,699
Loss from operations	(776,722)	(1,455,977)	-	(2,232,699)
Net finance expenses	(406)	(10,714)	-	(11,120)
Non-operating expenses	-	(16,008)	-	(16,008)
Other Income	11,924	-	-	11,924
Net loss from continuing operations	(765,204)	(1,482,698)	-	(2,247,903)
Net loss from discontinued operations	-	-	(2,870)	(2,870)
Capital expenditures	-	-	-	-
Total assets	\$ 1,952,075	\$ 1,452,061	\$ 16,785	\$ 3,420,920



11. SEGMENTED INFORMATION (Continued)

Nine Months Ended September 30, 2024				
	Clean Energy	Corporate	Oil and Gas (Discontinued)	Total
General and administration	\$ 2,295,906	\$ 6,022,540	\$ -	\$ 8,318,446
Loss from operations	(2,295,906)	(6,022,540)	-	(8,318,446)
Net finance expenses	(1,218)	(33,439)	-	(34,657)
Non-operating expenses	-	(24,138)	-	(24,138)
Other income	156,711	-	-	156,711
Net loss from continuing operations	(2,140,413)	(6,080,117)	-	(8,220,530)
Net loss from discontinued operations	-	-	(6,013)	(6,013)
Capital expenditures	-	-	-	-
Total assets	\$ 1,952,075	\$ 1,452,061	\$ 16,785	\$ 3,420,920

Three Months Ended September 30, 2023				
	Clean Energy	Corporate	Oil and Gas (Discontinued)	Total
General and administration	\$ 863,077	\$ 1,666,970	\$ -	\$ 2,530,047
Loss from operations	(863,077)	(1,666,970)	-	(2,530,047)
Net finance expenses	(2,176)	(828)	-	(3,004)
Non-operating expenses	-	(2,579)	-	(2,579)
Other income	67,075	-	-	67,075
Net loss from continuing operations	(798,178)	(1,670,377)	-	(2,468,555)
Net loss from discontinued operations	-	-	(2,784)	(2,784)
Capital expenditures	6,772	-	-	6,772
Total assets	\$ 2,207,463	\$ 603,320	\$ 11,498	\$ 2,822,281

Nine Months Ended September 30, 2023				
	Clean Energy	Corporate	Oil and Gas (Discontinued)	Total
General and administration	\$ 2,392,070	\$ 3,823,367	\$ -	\$ 6,215,437
Loss from operations	(2,392,070)	(3,823,367)	-	(6,215,437)
Net finance expenses	(6,528)	(2,485)	-	(9,013)
Non-operating expenses	-	(8,165)	-	(8,165)
Other income	113,081	-	-	113,081
Net loss from continuing operations	(2,285,517)	(3,834,017)	-	(6,119,534)
Net loss from discontinued operations	-	-	(16,468)	(16,468)
Capital expenditures	24,036	-	-	24,036
Total assets	\$ 2,207,463	\$ 603,320	\$ 11,498	\$ 2,822,281



12. OFFICE AND GENERAL EXPENSES

The following is a breakdown of the office and general expenses for the nine and three months ended September 30, 2024 and 2023.

	Three Months ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Business development	\$ 208,735	\$ 98,542	\$ 448,034	\$ 284,313
Depreciation and amortization	75,159	72,832	228,368	216,954
Investor relations	536,465	360,807	990,425	747,415
Office	88,218	45,079	225,580	127,275
Professional fees	99,855	(38,408)	285,595	97,331
Salaries and wages	283,027	418,109	1,531,651	1,096,548
Transfer agent and filing	3,210	15,829	44,768	95,638
Travel	36,609	53,463	71,750	87,257
Total office and general	\$ 1,331,278	\$ 1,026,253	\$ 3,826,171	\$ 2,752,731

13. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development of its clean energy technology and current oil operations. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is primarily dependent on external financing to fund its activities. In order to carry out the planned clean technology, research and development activities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed using best efforts. The Company will continue to assess new clean technology opportunities and seek to acquire an interest in additional technologies if it feels there is sufficient economic potential and if it has adequate available or committed financial resources to complete such acquisitions.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period ended June 30, 2024. The Company is not subject to externally imposed capital requirements.

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair values

The Company's financial instruments include cash, receivables, accounts payable and accrued liabilities, and lease obligations. The carrying amounts of these financial instruments are a reasonable estimate of their fair values based on their current nature and current market rates for similar financial instruments. Derivative financial instruments are the only instruments measured at fair value through profit and loss in accordance with IFRS 9 – Financial Instruments, which requires the classification of financial instruments within a hierarchy that prioritizes the inputs to fair value measurement.

15. DISCONTINUED OPERATIONS

The Company has a 75% Working Interest before payout ("BPO") and a 50% Working Interest after payout ("APO") and is the operator of record in the West Hazel field, a petroleum asset located in the Western Canadian Sedimentary Basin. The Company formally ceased production in November 2021 and oil-wells have been shut-in. All wells have now been abandoned and surface equipment removed with only surface reclamation remaining. The Company also developed a final reclamation plan for the entire property with the intent to complete the work in 2023 or 2024.



15. DISCONTINUED OPERATIONS (continued)

As at September 30, 2024, the assets and liabilities related to the oil and gas properties have been reclassified as assets and liabilities of discontinued operations in the condensed interim consolidated financial statements. Operating results and cash flows related to these assets and liabilities have been included as a net gain or loss from discontinued operations in the condensed interim consolidated statements of loss and comprehensive loss, and as cash flow from discontinued operations in the condensed interim consolidated statements of cash flows, respectively.

Net assets and net liabilities of discontinued operations:

	June 30, 2024	December 31, 2023
	(\$)	(\$)
Assets		
Cash and cash equivalents	229	150
Receivables	11,850	6,832
Prepaid expenses	4,706	2,941
Total Assets	16,785	9,923
Liabilities		
Accounts payable and accrued liabilities	3,386	2,035
Decommissioning Liability	259,666	259,666
Total Liabilities	263,052	261,701

Net gain (loss) and comprehensive gain (loss) from discontinued operations:

	Three Months Ended		Nine Months Ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
	(\$)	(\$)	(\$)	(\$)
Revenue and costs				
Oil sales	-	-	-	-
Royalties	-	-	-	-
Operating costs	(1,799)	(2,358)	(4,067)	(4,617)
	(1,799)	(2,358)	(4,067)	(4,617)
General and Administrative				
Management and consulting	-	-	-	(8,715)
Office and general	(1,071)	(426)	(1,946)	(1,265)
Change in decommissioning estimate	-	-	-	(1,871)
	(1,071)	(426)	(1,946)	(11,425)
Net loss from discontinued operations	(2,870)	(2,784)	(6,013)	(16,468)



15. DISCONTINUED OPERATIONS (continued)

Oil And Gas Interests

Net assets of discontinued operations include the Company's oil and gas properties, which are summarized below:

Cost	
At December 31, 2023	\$ 4,533,916
At June 30, 2024	\$ 4,533,916
Accumulated depletion	
At December 31, 2023	\$ 1,659,793
At June 30, 2024	\$ 1,659,793
Impairment	
At December 31, 2023	\$ 2,874,123
At June 30, 2023	\$ 2,874,123
Carrying amounts	
At December 31, 2023	\$ -
At June 30, 2024	\$ -

The Company's oil and gas assets were fully impaired during the year ended December 31, 2021.

Decommissioning Liability

Net liabilities of discontinued operations include the decommissioning liabilities associated with the Company's oil and gas properties, which are summarized below:

	West Hazel, Saskatchewan	Flaxcombe, Saskatchewan	Hartburg, Texas	Total
Balance, December 31, 2023	\$ 259,666	\$ -	\$ -	\$ 259,666
Change in estimate	-	-	-	-
Cash settlements	-	-	-	-
Balance, September 30, 2024	\$ 259,666	\$ -	\$ -	\$ 259,666

At June 30, 2024, the total undiscounted amount of estimated cash flows required to settle the provision for decommissioning liability for the West Hazel assets was \$417,134 (December 31, 2023 - \$417,134), \$259,666 of which represents the Company's 62.25% share of the decommissioning liability. The provision is presented on an undiscounted basis as at December 31, 2023, as it has been estimated by management that the Company will incur remaining decommissioning liability costs during 2024 and 2025.