



MANAGEMENT'S DISCUSSION AND ANALYSIS

Nine Months Ended September 30, 2024

Report Date – November 29, 2024



INTRODUCTION

This Management's Discussion and Analysis ("MD&A") is provided by the management of Hillcrest Energy Technologies Ltd. ("Hillcrest" or the "Company") as at and for the period ended September 30, 2024. This MD&A should be read in conjunction with the Company's condensed interim consolidated financial statements and notes thereto for the three months ended September 30, 2024, and the audited annual consolidated financial statements and notes thereto for the year ended December 31, 2023 (the "Annual Financial Statements").

The following information has been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). All financial results are reported in Canadian dollars, unless otherwise indicated.

Additional information relating to the Company, including the financial statements are available on the Hillcrest website at hillcrestenergy.tech or on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") website at www.sedar.com.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements pertaining to, among other things: additional capital funding; the Company's ability to obtain such funding and the use thereof; the Company's ability to continue as a going concern; the completion of private placements and the use of proceeds thereof; the Company's next phase of capital expenditures; regulatory approvals and the Company's ability to obtain applicable permits; future operation, general and administrative expenditures and the anticipated impact of the reduction thereof; performance and financial results; capital expenditures; the Company's working capital and capital requirements; estimates and assumptions made in accordance with IFRS requirements; and the Company's ability to generate shareholder value, which is intended to provide readers with a reasonable basis for assessing the financial performance of the Company. The use of any of the words "believe", "expect", "estimate", "will", "should", "intend" and similar expressions are intended to identify forward-looking statements.

Forward-looking statements are necessarily based upon estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The estimates and assumptions of the Company contained in this MD&A, which may prove to be incorrect, include but are not limited to: the general continuance of current or, where applicable, assumed industry conditions, ability of the Company to achieve its plans, and statements relating to the Company's future plans and management's belief as to the development of the Company's technologies; the Company's ability to retain key employees and executives; the availability and timing of additional financing to fund the Company's capital and operating requirements as needed; and certain cost assumptions. Statements regarding future plans of the Company are subject to known and unknown risks, uncertainties, and other factors, which could cause actual results to differ materially from those expected. These risks include, but are not limited to: the risk associated in the commercial viability of the technologies the Company is in the process of developing or deploying; delays or changes in plans with respect to the technologies; the risk of foreign exchange rate fluctuations, costs and expenses; inflation and lack of availability of goods and services; changes in commodity prices; unanticipated operating results; financial markets; economic conditions; volatility in the debt and equity markets; regulatory changes; changes in tax or environmental laws; and certain other known and unknown risks listed under the section "Risks & Uncertainties" herein.

Although Hillcrest believes that the material factors, expectations and assumptions expressed in such forward-looking statements are reasonable based on information available to it on the date such statements were made, no assurances can be given as to future results, levels of activity and achievements and such statements are not guarantees of future performance.



The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

CORPORATE OVERVIEW

Hillcrest is listed for trading on the Canadian Securities Exchange (the "Exchange") under the symbol "HEAT," on the OTCQB in the United States of America ("US") under the symbol "HLRTF" and on the Frankfurt Exchange under the symbol "7HI".

The Company's specific area of technological expertise is high-value, high performance power conversion technologies and digital control systems for next-generation powertrains and grid-connected renewable energy systems. Hillcrest has developed a Zero Voltage Switching ("ZVS") inverter technology platform to be deployed into several products, including an EV traction inverter, a grid-connected inverter and power factor correction.

The Company has employed and engaged management and consultants with extensive experience directly relevant to its focus areas and continues to build its capability to expand the scope of its activities in core technology fields.

As outlined below, during the first three quarters of 2024, Hillcrest completed several milestones on the path to commercializing the Company's ZVS inverter technology and announced that demonstration slots for 2024 are now reserved for existing customer engagements.

On October 15, 2024, Hillcrest provided an update on joint development discussions with leading automakers and Tier One suppliers with interest in the Zero Voltage Switching technology.

On July 10, 2024, Hillcrest launched a testing and demonstration program for a power factor correction prototype, the latest application of the Company's Zero Voltage Switching technology.

On June 17, 2024, Hillcrest announced the completion of a joint development agreement with Ocean Batteries AS ("Ocean Batteries") for the delivery of 300kVA | 800V Hillcrest ZVS inverter prototypes. Hillcrest will work with Ocean Batteries on the design and testing of a ZVS inverter for integration into their onshore energy storage systems. Successful deployment of these prototypes is expected to pave the way for a commercial supply arrangement.

During the six-months ended June 30, 2024, the Company has completed various non-brokered private placements of 22,475,710 units of the Company (the "Units") at a price of \$0.25 per Unit for gross proceeds of \$5,618,928 (the "Offering"), of which \$627,500 was collected in the prior year. Each Unit is comprised of one common share in the capital of the Company (a "Share") and one Share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one additional Share (a "Warrant Share") at a price of \$0.30 per Warrant Share for a period of 36 months from the date of closing (the "Closing Date"). The Warrants are subject to an accelerated expiry upon thirty (30) business days notice from the Company in the event the Shares trade for ten (10) consecutive trading days anytime after four (4) months from closing of the Offering at a volume-weighted average price of at least \$0.50 on the Canadian Securities Exchange (the "CSE").

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 a 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 has issued 1,022,830 common shares for settlement of the commitment fee and closed several drawdowns and issued 6,915,493 common shares for proceeds of \$1,465,673. Pursuant to the drawdowns, 3,225,336 warrants with an exercise price ranging from \$0.25 to \$0.33 and exercisable over three years were issued.

In April 2024, Hillcrest entered into a collaboration agreement with Powertech Labs Inc. in which Powertech will provide testing and consulting services to assist Hillcrest in the development and validation of its ZVS inverter technology for grid-connected applications.

In March 2024, the Company completed the first in-vehicle demonstration of its ZVS traction inverter with Hercules Electric Mobility Ltd. ("Hercules"). This multi-phase demonstration was supported by the Government of Canada. As originally announced in October 2023, the National Research Council of Canada Industrial Research Assistance Program (NRC IRAP) provided advisory services and research and development funding of \$130,000 toward the demonstration of the Hillcrest ZVS traction inverter with a global motor supplier and Hercules.

Also in March 2024, the Company announced the completion of EMC chamber testing on Hillcrest's EV traction inverter with a European automotive OEM. The tests showcased the ability of the Company's inverter to achieve significantly better EMC during all tested operating points compared to existing inverters on the market.

In February 2024, the Company announced the integration of its ZVS-enabled power modules into its next-generation EV traction inverter, providing a substantial boost in power level and power density for the new inverter prototype.

Throughout 2023, the Company continued developing and commercializing various applications based on its core ZVS technology platform with the intent of developing, licensing and/or selling accessible or owned clean energy technologies and IP

In July 2023, the Company completed the design of its next-generation traction inverter commercial prototype optimized with the Company's own ZVS-enabled power module. This 350kW prototype is being designed for applications up to 1,000V.

In June 2023, the Company completed a consolidation of the authorized and issued common shares of the Company (the "Common Shares"), on the basis of a one (1) post-consolidated Common Share for each six (6) pre-consolidation Common Shares. All share numbers shown in this report reflect the post-consolidated numbers except as indicated otherwise.

In June 2023, the Company completed the design and began manufacturing its ZVS-enabled power module. These power modules are the first to be optimized for the Company's ZVS technology and will be integrated into the Company's traction inverter to create the first-ever ZVS-optimized traction inverter.

In May 2023, the Company successfully completed dynamic load bench tests involving the Company's cutting-edge 250kW 800V inverter with a prominent European Automotive Original Equipment Manufacturer (European OEM) with test results that showcased a marked advantage in electromagnetic compatibility (EMC) characteristics and inverter efficiency. The European OEM has completed its analysis of the demonstration results and is proceeding with the next phase of co-development discussions.



In December 2022, the Company completed its first commercial prototype, an 800V, 250kW ZVS traction inverter. Throughout 2023, the Company expects to continue work with the two announced MOU partners and several other automotive manufacturers and suppliers on testing and integrating the ZVS traction inverter prototype into their specific powertrain applications with the intent of securing co-development agreements and eventually commercial supply agreements.

In October 2022, the Company signed a Memorandum of Understanding ("MOU") with Hercules to build and test an electric powertrain for a range of e-mobility products. The collaborative project began in October 2022 and is expected to run through 2024.

Also in October 2022, the Company signed another MOU with a Global Tier 1 Automotive Supplier to carry out a joint development project for a powertrain system. Hillcrest and the supplier will collaborate to integrate an optimized version of Hillcrest's 800-Volt (V), 250-kilowatt (kW) inverter into a future powertrain system. The joint project development continues to run through 2023. The Company announced on April 18, 2023 that it has successfully completed the first milestone of this MOU and on June 22, 2023 that it is engaged in dynamic load demonstration testing as part of the second milestone of this MOU, which was completed in Q3 2023.

The Company's end of life, non-producing, legacy oil assets in Saskatchewan are currently in the process of being remediated with completion expected in 2024 or 2025.

STRATEGY AND BUSINESS OBJECTIVES

The Company's business plan is to focus on sustainable value per share growth. To accomplish this, the Company will continue to pursue specific opportunities related to clean energy technology.

CLEAN ENERGY TECHNOLOGY

The Company's immediate objectives include the development and commercialization of intellectual property ("IP"), including the IP associated with the acquisition of ANIGO Technologies Inc. ("ANIGO"), now named Hillcrest Energy Technologies Royalty Holdings Ltd. This includes technology development and commercialization activities through the collaborative agreement with Systematec GmbH ("Systematec").

In 2021, the Company initiated development and achieved proof of concept for the Hillcrest ZVS traction inverter, the Company's first application to be developed using its ZVS technology platform.

During the year ended December 31, 2022, the Company completed the Hillcrest 250kW, 800V ZVS EV inverter commercial prototype.

During 2023, the Company continued the development and commercialization of several additional applications based on its ZVS technology platform, including a ZVS-enabled power module, a next-generation ZVS traction inverter, a grid-connected ZVS inverter, a simplified EV on-board charging solution as well as a multi-level ZVS inverter.

Thus far in 2024, the Company has continued commercialization of its previously developed applications and developed a new power factor correction application based on its ZVS technology platform.

As each application progresses through the development process to commercialization, the Company will focus on realizing potential value through developing, licensing and/or selling these applications and the associated IP.

Revenue may not be achieved from the technology portfolio in the near term. At present, the Company's plans for IP and related technology applications and products will be contingent upon the results of its research and development efforts, and commercialization of resulting IP.



Upon its acquisition of ANIGO, now Hillcrest Energy Technologies Royalty Holdings Ltd., the Company recognized \$1,550,000 as an intangible asset, which is attributable to the portfolio of acquired software IP. During the current six-month period ended June 30, 2024, the Company also incurred research and development expenses of \$949,425 (2023 – \$1,009,204). The Company also entered into an office and warehouse rental agreement in 2021 for a technology research and development lab.

OIL AND GAS PROPERTIES – DISCONTINUED OPERATIONS

West Hazel Property, Saskatchewan

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 2024 or 2025.

RESULTS OF OPERATIONS

Nine Months Ended September 30, 2024

Revenue

There were no revenues from continuing operations for the nine months ended September 30, 2024 and 2023. The Company's revenues from discontinued operations for the nine months ended September 30, 2024 and 2023 were nil. The Company ceased oil production in late 2021.

Costs

The Company's royalty and operating costs from discontinued operations for the nine months ended September 30, 2024, were \$4,067, which is consistent when compared to \$4,617 during the nine months ended September 30, 2023.

General and Administrative Expenses

The Company's general and administrative expenses from continuing operations were \$8,318,446 compared to \$6,215,437 increasing by \$2,103,009 due to increases in office and general expenses, and management and consulting, but offset by a decrease in research and development expenses and share based compensation. Office and general expenses increased by \$1,073,440 primarily due to increased salaries and wages resulting from the payment of shares to officers, directors and consultants for services, increased professional fees from corporate activities, increased investor relations from greater investor outreach initiatives, and finally increased office expenses related to office lease space. Management and consulting fees were higher by \$1,478,423 due to the payment of shares to certain executives, consultants and directors for services in addition to additional consulting expenses for various activities conducted by the Company. Share-based compensation decreased \$402,352 as new stock options and RSU's were granted during the second quarter of 2024 with lower compensation expense compared to the prior year.

Other Income

The Company recorded other income of \$156,711 in the current period which included government grants and cost recovery from potential customers and partners.



Three Months Ended September 30, 2024

Revenue

There were no revenues from continuing operations for the three months ended September 30, 2024 and 2023. The Company's revenues from discontinued operations for the three months ended September 30, 2024 and 2023 were also nil as the Company ceased oil production in late 2021.

Costs

The Company's operating expenses from discontinued operations for the three months ended September 30, 2024 and 2023 were insignificant as there were minimal activities as the result of ceasing production.

General and Administrative Expenses

The Company's general and administrative expenses from continuing operations were \$2,232,699 for the three months ended September 30, 2024, compared to \$2,530,047 in the prior period, representing a decrease of \$297,348 resulting from the decrease in share-based compensation offset by increases in office and general expenses, research and development expenditures, and management and consulting expenses. Office and general expenses increased \$305,025 resulting from the increased investor relations and business development from greater investor outreach initiatives, increase professional fees due to general corporate matters, and increased office expenses related to office lease space. Management and consulting fees were higher by \$87,089 due to the payment of additional consulting expenses for various activities conducted by the Company. Research and development expenditures increased by \$13,277 to \$549,668 as the Company continued to invest and accelerate the commercialization of its clean energy technologies.

SELECTED QUARTERLY INFORMATION

The table below summarizes information reported for the most recent eight quarterly periods. Figures in prior quarters have been reclassified to separate out discontinued operations:

	June 30, 2024	Mar 31, 2024	Dec 31, 2023	Sept 30, 2023
	\$	\$	\$	\$
Total assets	3,420,920	2,988,617	2,713,041	2,822,281
Total liabilities	1,497,037	1,531,517	1,592,412	1,164,641
Revenue from discontinued operations	-	-	-	-
Loss from continuing operations	(2,247,903)	(1,633,287)	(1,956,709)	(2,468,555)
Income (loss) from discontinued operations	(2,870)	(518)	(45,998)	(2,784)
Total net loss	(2,250,773)	(1,633,805)	(2,002,707)	(2,471,339)
Earnings (loss) per share from continuing operations	(0.02)	(0.00)	(0.03)	(0.04)
Earnings (loss) per share from discontinued operations	(0.00)	(0.00)	(0.00)	(0.00)
Weighted average common shares outstanding	100,448,322	67,444,921	61,250,057	61,465,574

Sept 30, 2023 June 30, 2023 Mar 31, 2023 Dec 31, 2022



	\$	\$	\$	\$
Total assets	2,822,281	2,883,930	2,592,575	3,115,779
Total liabilities	1,164,641	621,359	758,458	690,660
Revenue from discontinued operations	-	-	-	-
Loss from continuing operations	(2,468,555)	(2,241,944)	(1,409,035)	(2,100,910)
Income (loss) from discontinued operations	(2,784)	(1,159)	(12,525)	(146,115)
Total net loss	(2,471,339)	(2,243,103)	(1,421,560)	(2,247,025)
Earnings (loss) per share from continuing operations	(0.04)	(0.04)	(0.02)	(0.04)
Earnings (loss) per share from discontinued operations	(0.00)	(0.00)	(0.00)	(0.00)
Weighted average common shares outstanding	61,465,574	61,364,598	56,430,818	54,999,182

Significant variations in the most recent eight quarters are discussed below:

- a) During the three months ended September 30, 2024, the Company recorded a net loss from continuing operations of \$2,247,903 and a loss from discontinued operations of \$2,870. The Company continued to focus on the development and commercialization of its clean energy technology with increased research and development spending in this area. In addition, both management and consulting and office and general increased due to increased costs for services to certain consultants and officers. Share based compensation expense was lower from recognition on stock options and RSUs granted during the quarter. There were no revenues from discontinued operations together with minimal activities during the period.
- b) During the three months ended June 30, 2024, the Company recorded a net loss from continuing operations of \$4,339,340 and a loss from discontinued operations of \$2,625. The Company continued to accelerate the development of its clean energy technology with increased research and development spending in this area. In addition, both management and consulting and office and general increased due to the issuance of common shares for services to certain consultants, officers, and directors. Share based compensation expense was also significantly higher from recognition on stock options and RSUs granted during the quarter. There were no revenues from discontinued operations together with minimal activities during the period.
- c) During the three months ended March 31, 2024, the Company recorded a net loss from continuing operations of \$1,633,287 and a loss from discontinued operations of \$518. The Company continued to accelerate the development of its clean energy technology with increased research and development spending in this area together with corresponding increase in professional fees for IP related work. Share based compensation expense was also significantly higher from recognition on stock options and RSUs granted. There were no revenues from discontinued operations together with minimal activities during the period.
- d) During the quarter ended December 31, 2023, the Company recorded a net loss from continuing operations of \$1,956,709 and a loss from discontinued operations of \$45,998. The Company continued to accelerate the development of its clean energy technology with increased research and development spending in this area together with corresponding increase in investor relations expenditures. Share based compensation expense was also significantly higher from recognition on RSUs granted. There were no revenues from discontinued operations together with minimal activities during the period.



- e) During the quarter ended September 30, 2023, the Company recorded a net loss from continuing operations of \$2,468,555 and a loss from discontinued operations of \$2,784. The Company continued to accelerate the development of its clean energy technology with increased research and development spending in this area together with corresponding increase in investor relations expenditures. Share based compensation expense was also significantly higher with from its recognition on RSUs granted. There were no revenues from discontinued operations together with minimal activities during the period.
- f) During the quarter ended June 30, 2023, the Company recorded a net loss from continuing operations of \$2,241,944 and a loss from discontinued operations of \$1,159. The Company continued to accelerate the development of its clean energy technology with increased research and development spending in this area together with corresponding increase in business development expenditures. Share based compensation expense was also significantly higher with the granting of RSUs and options during the quarter. There were no revenues from discontinued operations together with minimal activities during the period.
- g) During the quarter ended March 31, 2023, the Company recorded a net loss from continuing operations of \$1,409,035 and a loss from discontinued operations of \$12,525. The Company continued to accelerate the development of its clean energy technology with increased research and development spending in this area together with corresponding increase in business development expenditures. The higher expenses were offset by lower share-based compensation. There were no revenues from discontinued operations together with minimal activities during the period due to the winter season.
- h) During the quarter ended December 31, 2022, the Company recorded a net loss from continuing operations of \$2,100,910 and a loss from discontinued operations of \$146,115. The increased loss from continuing operations can be attributed to higher spending on research and development alongside higher business development and office expenses as the Company continues to advance its clean energy technologies. The loss from discontinued operations is related to an adjustment to its decommissioning liability as the Company prepares for completion of its reclamation plans.

LIQUIDITY AND CAPITAL RESOURCES

The Company had working capital of \$349,150 as at September 30, 2024, compared to a working capital deficiency of \$601,239 as at December 31, 2023. Working capital increased as the Company completed several non-brokered private placements and drew down on the equity drawdown facility. In addition, the Company has \$1,267,234 of prepaid expenses with the majority relating to an investor awareness campaign. This was offset as Hillcrest continued to spend funds on the development and commercialization of its clean energy technologies.

During the nine months ended September 30, 2024, the Company reported a total net loss of \$8,226,543 (September 30, 2023 – \$6,136,002) due to increased management and consulting, office and general, and share-based compensation expenses. During the period, the Company reported a total cash outflow from continuing operations of \$7,572,697 for the nine months ended September 30, 2024 (2023 - \$2,615,508).

The Company's ability to meet its obligations as they arise and to continue to operate as a going concern is dependent upon the continued financial support of its creditors, access to equity financial markets and ultimately, the attainment of profitable operations.

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 has closed several drawdowns and issued 6,915,493 common shares for proceeds of \$1,465,673. Pursuant to the drawdowns, 3,225,336 warrants with an exercise price ranging from \$0.25 to \$0.33 and exercisable over three years were issued.

During the nine-months ended September 30, 2024, the Company has completed various non-brokered private placements of 24,801,863 units of the Company (the "Units") at a price of \$0.25 per Unit for gross proceeds of \$5,854,070 (the "Offering"), of which \$627,500 was collected in the prior year. Each Unit is comprised of one common share in the capital of the Company (a "Share") and one Share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one additional Share (a "Warrant Share") at a price of \$0.30 per Warrant Share for a period of 36 months from the date of closing (the "Closing Date"). The Warrants are subject to an accelerated expiry upon thirty (30) business days notice from the Company in the event the Shares trade for ten (10) consecutive trading days anytime after four (4) months from closing of the Offering at a volume-weighted average price of at least \$0.50 on the Canadian Securities Exchange (the "CSE").

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.

OUTSTANDING SHARE DATA

As at the Report Date there are 102,902,316 common shares outstanding, 8,108,312 shares issuable on the exercise of stock options (weighted average exercise price of \$0.60), 28,567,650 shares issuable on the exercise of share purchase warrants (weighted average exercise price of \$0.47) and 6,911,555 shares issuable on the settlement of restricted share units.

COMMITMENTS

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.



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.

SUBSEQUENT EVENTS

There are no subsequent events.

RELATED PARTY TRANSACTIONS

The following summarizes the Company's related party transactions during the six 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. Prior to September 30, 2024, the Company received \$85,971 from the officers of the Company, resulting in the settlement of the \$85,791 owed by related parties.

OUTLOOK

Hillcrest is focused on developing and delivering value from its clean energy technology business through the continued development and commercialization of its technologies with the intent of licensing, partnering and/or selling accessible or owned clean energy technology and IP.

CAPITAL MANAGEMENT

The Company manages and makes adjustments to its capital structure based on the funds available to it, 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 nine months ended September 30, 2024. The Company is not subject to externally imposed capital requirements.

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

Significant accounting policies and critical accounting estimates applied during the nine months ended September 30, 2024 are consistent with the Company's most recent annual audited financial statements and are disclosed in notes 2 and 3 of the 2023 Annual Financial Statements. Preparing financial statements in accordance with IFRS requires management to make certain judgments and estimates. Changes to these judgments and estimates could have a material effect on the Company's financial statements and financial position.

RISKS & UNCERTAINTIES

The business and operations of the Company are subject to numerous risks, many of which are beyond the Company's control. The Company considers the risks set out below to be some of the most significant to current and potential investors in the Company, but readers are cautioned that the list is not exhaustive. If any of these risks materialize into actual events or circumstances, or any other additional risks or uncertainties material to the Company's business occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), and business and business prospects are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline, and investors may lose all or part of their investment. The Company is engaged in the development of clean technologies and is concluding its oil and gas production operations. Given the nature of both the clean technology business and the oil and gas business, the limited extent of the Company's assets, the following risks, among others, should be considered.

Financing Risks and Dilution to Shareholders

The Company has limited financial resources and will require additional funds. There can be no assurance that the Company will be successful in its efforts to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital may be raised through the issuance of additional equity or other forms of capital such as debt or sale of assets which may result in dilution to the Company's existing shareholders.

Intellectual Property Risks

The Company's ability to compete largely depends on the superiority, uniqueness, and value of its intellectual property and technology, including both internally developed technology and the ability to acquire patent protection and/or trademark protection. To protect its proprietary rights, the Company will rely on a combination of trademark, copyright, and trade secret laws, trademark and patent applications, confidentiality agreements with its employees and third parties, and protective contractual provisions. Despite these efforts, certain risks may reduce the value of the Company's intellectual property. The Company's applications for trademarks and copyrights relating to its business may not be granted, and if granted, may be challenged or invalidated. There is no guarantee that issued trademarks and registered copyrights will provide the Company with any competitive advantages. The Company's efforts to protect its intellectual property rights may not be effective in preventing misappropriation of its technology and may not prevent the development and design by others of products or technology similar to, competitive with, or superior to those the Company develops. There is a risk that another party may obtain a blocking patent



and the Company would need to either obtain a license or design around the patent in order to continue to offer the contested feature or service in its products.

Product Development Risks

The development of products is subject to the risks of failure inherent in the development of new, state of the art technologies. These risks include: (i) delays in product development; (ii) unplanned expenditures for product development; (iii) failure of new products to have the desired effect or an acceptable performance profile; (iv) emergence of superior or equivalent products; (v) failure by any potential collaborative partners to successfully develop products; and (vi) the dependence on third parties for the manufacture, development and sale of the Company's products. Because of these risks, our research and development efforts or those of potential collaborative partners may not result in any commercially viable products. If a significant portion of these development efforts is not successfully completed, or any products are not commercially successful, the Company is less likely to generate significant revenues or become profitable. The failure to perform such activities could have a material adverse effect on the Company's business, financial condition, and results of its operations.

The areas in which the Company plans to commercialize products involves rapidly developing technology. There can be no assurance that the Company will be able to establish itself in such fields, or, if established, that it will be able to maintain its market position, if any. There can be no assurance that the development by others of new or improved products will not make its present and future products, if any, superfluous or obsolete.

Litigation

The Company may be forced to litigate, enforce, or defend its intellectual property rights, protect its trade secrets, or determine the validity and scope of other parties' proprietary rights. Such litigation would be a drain on the financial and management resources of the Company which may affect the operations and business of the Company.

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for company shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

Inflation

The Company's operating costs could escalate and become uncompetitive due to supply chain disruptions, inflationary cost pressures, equipment limitations, escalating supply costs, commodity prices and additional government intervention through stimulus spending or additional regulations. The Company's inability to manage costs may impact, among other things, future development decisions, which could have a material adverse impact on the Company's financial performance.

Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of this Company may be subject to in connection with the Company's operations. Certain of the directors and officers of the Company are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers may be in direct conflict with the Company. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA and any other applicable corporate laws.

Environmental Risks

The Company's oil field operations will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the oil and gas business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, state and local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on



spills, releases or emissions of various substances produced in association with operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Regulatory, Permit and License Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations concerning development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters.

Uninsurable Risks

The Company's oil and gas operations involve risks, including sub-surface production issues or mechanical failure in wells, uncontrolled release of hydrocarbons and other subsurface fluids, fires, floods, hurricanes, earthquakes, and other environmental occurrences, any of which could result in damage to, or destruction of, wells and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although the Company intends to take precautions to minimize risk that will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks, such as environmental risks. Should such liabilities arise, they could have an adverse impact on the Company's operations and financial condition and could cause a decline in the value of the Company's shares.

Availability of Equipment and Labour

The clean tech industry is dependent on the availability of equipment and labour in the areas where such activities will be conducted. Demand for limited equipment and labour and restrictions imposed on access to equipment may affect the availability of such equipment to the Company which could delay exploration, development and production activities.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon the performance of its directors and officers and on the Company's ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors.

There is no assurance that the Company can maintain the service of its directors and officers, or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

OFF-BALANCE SHEET ARRANGEMENTS

The Company did not have any off-balance sheet debt, nor did it have any transactions, arrangements, obligations (including contingent obligations) or other relationships with any unconsolidated entities or other persons that may have material current or future effect on financial conditions, changes in the financial conditions, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenue or expenses.

ADDITIONAL DISCLOSURE

Additional information relating to the Company and its regulatory filings is available on the Company's website at www.hillcrestenergy.tech and under the Company's profile on SEDAR at www.sedar.com