

AMMPOWER CORP.  
Management's Discussion and Analysis  
For the year ended May 31, 2022  
Dated: September 28, 2022

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The following Management's Discussion and Analysis ("MD&A") is prepared as at September 28, 2022 in accordance with National Instrument 51-102F1, and should be read together with the audited consolidated financial statements for the year ended May 31, 2022 and related notes, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information regarding the Company will be available through the SEDAR website at [www.sedar.com](http://www.sedar.com).

Certain information included in this MD&A may constitute forward-looking statements. Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements.

Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward looking statements contained herein are as of September 28, 2022, and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

All dollar figures are stated in Canadian dollars unless otherwise indicated.

### **Company Overview**

AMMPOWER Corp. (the "Company" or "AmmPower") was incorporated on December 3, 2019 in British Columbia. On September 18, 2020, the Company received conditional approval from the Canadian Securities Exchange ("CSE") for the listing of its common shares on the CSE, subject to the completion of customary requirements, including the receipt of all required documentation. The Company's shares commenced trading on the CSE under the symbol "SOLD" on October 6, 2020 which was subsequently changed to "AMMP". The Company is also listed on the Frankfurt stock exchange under "601A" and OTC under "AMMPF". The head office and principal address of the Company are located at 5 Hazelton Avenue, Toronto, Ontario, Canada, M5R 2E1. The Company's registered and records office is located at 2800 Park Place – 666 Burrard Street, Vancouver, BC V6C 2Z7.

On October 21, 2020, the Company announced a forward stock split on the basis of 2 new for 1 old effective October 26, 2020. The forward stock split has been retroactively presented in the consolidated financial statements and MD&A.

### **Business Activities**

The Company has an increasing focus on the production of green ammonia and is active in all facets of green

ammonia technology, including the production of green fertilizers, carbon-free shipping fuel, moving of green hydrogen as ammonia, and "cracking" of ammonia back to hydrogen. AmmPower is developing proprietary technologies to produce green ammonia and green hydrogen at scale, including researching unique catalytic reactions to lower costs and to take advantage of carbon credits in the renewable energy space.

The Company recently completed a demonstration unit capable of producing 50 kilograms of ammonia per day at its manufacturing and research and development facility in Michigan. The demo unit has run successfully since initiation and patents have been submitted for the Company's technologies. This same technology being scalable quickly allowed the Company to begin its sales cycle for the four-metric-ton-per-day green ammonia production unit, the Independent Ammonia Making Machine (IAMM™).

The IAMM™ is an end-to-end clean production system that is efficient, mobile, and modularly scalable. Once in production, the IAMM™ units are expected to have a production capacity of four metric tonnes of green ammonia per day. The IAMM™ units can be utilized in industrial, commercial and agricultural markets with an emphasis on independent distributors and retailers in the agricultural market for nitrogen based fertilizer.

#### Property description

#### **Klotz Lake Property (Titan Gold Property)**

The Property consists of 34 mining claims totalling approximately 2,312.25 hectares land in Klotz Lake / Bicknell Lake Area, Thunder Bay Mining District of Northwestern Ontario, Canada. It is located about 365 kilometers to the northeast of Thunder Bay. The nearest town to the property is Longlac situated 55 km west of the Property.

Pursuant to the Property Agreement between the Optionor and AmmPower, dated May 7, 2020, AmmPower holds an option to acquire a 100% interest in the Property by making cash payments, Common Shares issuances and exploration expenditures as follows:

- a) Cash payment of \$40,000 within seven days of signing of the Agreement (Paid);
- b) Incur a minimum of \$110,000 in exploration expenditures within the first year from the agreement date (Incurred);
- c) Cash payment of \$40,000 and issuance of 600,000 (300,000 pre-forward split) common shares of the Company on or before the first anniversary of the listing of the Company on a Canadian securities exchange (due on October 6, 2021); and
- d) Cash payment of \$60,000, issuance of 1,200,000 (600,000 pre-forward split) common shares of the company and incur a minimum of \$250,000 of exploration expenditures on or before the second anniversary date of the agreement.

The Purchase Agreement also provides for a royalty in the Optionor's favour equal to a 2% Net Smelter Return ("NSR") on the Property. The royalty will be payable to the Optionor for as long as AmmPower and/or its successors and assigns hold any interest in the Property. AmmPower will have the right to purchase from the Optionor 1% of the NSR for \$500,000, thereby reducing the NSR to 1%.

Twenty-six of the Property claims were originally staked on ground by erecting physical posts as required by earlier claim staking regulations in Ontario. As part of the process to update the provincial *Mining Act*, Ontario has launched a new online, self-service claim staking system in 2018. The new electronic *Mining Lands Administration System* (MLAS) replaces the province's century-old traditional ground staking methods. All the mining claims in Ontario, which existed prior to the modernization (legacy claims in the new parlance), have been converted to what are now known as cell claims or boundary claims. A cell claim is a mining claim that relates to all the land included in one or more cells on the provincial grid. A boundary claim is a claim that is made up of only a part or parts of one or more cells. Due to current COVID 19 situation, Ontario Ministry of Mines has extended claims expiry dates and their status is defined as "Hold Special Circumstances Apply" on

claim abstracts shown on MLAS). The remaining claims covering 1,640.25 hectares were staked in 2020 using online staking system and are active until May 2022.

During the year ended May 31, 2021, the Company advanced \$118,041 for the phase 1 work program on the Titan property.

During the year ended May 31, 2022, the Company has decided to not proceed with the Titan Gold Property and has recorded an impairment of \$40,000.

### **Whabouchi Property**

On March 31, 2021, the Company completed the acquisition of all of the outstanding common shares of AmTek. As consideration, the Company issued 12,000,000 common shares of the Company fair valued at \$0.95 per share and discounted using the average strike put-option model, which resulted in a present value of \$8,753,000 on acquisition date. AmTek is the owner of the Whabouchi South lithium exploration property located in the James Bay/Eeyou Istche region of Quebec and is working on the development of a proprietary technology to produce green ammonia, a potential carbon-free energy source. The transaction has been accounted for as an asset acquisition on the basis that AmTek does not meet the definition of a business as it had no ongoing business operations. Accordingly, the acquisition is accounted for in accordance with IFRS 2 Share-based payment whereby the Company issued shares in exchange for the net assets of AmTek. The Company also issued 960,000 common shares as finders fee which was valued at \$912,000.

The following table summarizes the allocation of the purchase price to the fair value of the assets acquired and liabilities assumed at the date of acquisition as follows:

	Total
<b>Consideration paid:</b>	
Fair value of shares issued	\$ 8,753,000
960,000 common shares issued as finders fee at a value of \$0.95 per share	912,000
	<u>\$ 9,665,000</u>
<b>Net assets acquired (liabilities)</b>	
Exploration and evaluation assets	\$ 8,707
Due to related parties	(6,707)
	<u>2,000</u>
Seed research, development and technology expense	9,663,000
	<u>\$ 9,665,000</u>

The Company has determined that the consideration paid on the development of the proprietary technology to produce green ammonia, does not qualify as development costs for capitalization, accordingly, the amount have been expensed to seed research, development and technology cost.

### **Selected Annual Financial Information**

The table below sets out certain selected financial information regarding the operations of the Company for the period indicated. The selected financial information has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements and related notes.

	Year ended May 31, 2022	Year ended May 31, 2021	Period ended May 31, 2020
Revenue	\$ -	\$ -	\$ -
Net loss	\$ 20,518,786	\$ 16,431,965	\$ 75,850

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Loss per share *	\$ 0.24	\$ 0.42	\$ 0.00
Total assets	\$ 3,740,987	\$ 2,779,110	\$ 573,850

\*The loss per share have been adjusted to reflect the 2 for 1 forward stock split effective October 26, 2020.

The Company was incorporated on December 3, 2019 and May 31, 2020 was the Company's first fiscal year end. The Company did not record any revenues in the period ended May 31, 2020 and incurred a net loss of \$75,850. The net loss of \$75,850 in the period is largely attributed to consulting and professional fees and share-based compensation, which was recorded in conjunction with the December 16, 2019 private placement. During the year ended May 31, 2021, recorded a net loss of \$16,431,965 which included an impairment of \$1,580,000 on the Tuscarora property, \$9,663,000 in seed research, development and technology expense. The Company also recognized \$2,795,369 in share-based payments. During the year ended May 31, 2022, the Company recorded a net loss of \$20,518,786 which included \$9,799,913 in share-based payments and \$5,531,525 in investor relations.

The Company's total assets for the year ended May 31, 2022 were \$3,740,987 which is mainly made up of prepaid expenses and deposits of \$1,029,977 and \$1,450,843 in right of use asset.

The Company has not declared any dividends since its incorporation and does not anticipate paying cash dividends in the foreseeable future on its common shares, but intends to retain any future earnings to finance internal growth, acquisitions and development of its business. Any future determination to pay cash dividends will be at the discretion of the board of directors of the Company and will depend upon the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors of deems relevant.

**Selected Quarterly Financial Information**

A summary of results for the one quarter since incorporation follows:

	May 31, 2022 Qtr 4	February 28, 2022 Qtr 3	November 30, 2021 Qtr 2	August 31, 2021 Qtr 1
Revenue	\$ -	\$ -	\$ -	\$ -
Net loss	\$ 3,936,164	\$ 3,804,060	\$ 4,541,781	\$ 8,236,781
Comprehensive loss	\$ 3,959,720	\$ 3,813,028	\$ 4,543,992	\$ 8,227,125
Loss per share (1)	\$ 0.13	\$ 0.04	\$ 0.05	\$ 0.11

	May 31, 2021 Qtr 4	February 28, 2021 Qtr 3	November 30, 2020 Qtr 2	August 31, 2020 Qtr 1
Revenue	\$ -	\$ -	\$ -	\$ -
Net loss	\$ 14,298,507	\$ 1,821,283	\$ 216,206	\$ 95,969
Comprehensive loss	\$ 14,299,644	\$ 1,821,283	\$ 216,206	\$ 95,969
Loss per share (1)	\$ 0.30	\$ 0.05	\$ 0.01	\$ 0.00

(1) The loss per share have been adjusted to reflect the 2 for 1 forward stock split effective October 26, 2020.

During the quarter ended August 31, 2020, the Company recorded a net loss of \$95,969 as compared to \$46,512 for the previous quarter. The increase can be attributed to the Company incurring marketing cost of \$36,000 in this quarter. During the quarter ended November 30, 2020, the Company recorded a net loss of \$216,206 as compared to \$95,969 for the previous quarter. The increase can be attributed to an increase in consulting and professional fees paid or accrued. During the quarter ended February 28, 2021, the Company recorded a net loss of \$1,821,283 as compared to the net loss of \$216,206 for the previous quarter. The increase can be attributed to the \$1,580,000 impairment on Tuscarora Property as the Company decided not to pursue this property. During the quarter ended May 31, 2021, the Company recorded a net loss of \$14,298,507 as compared to the net loss of \$1,821,283. The increase

can be attributed to the recognition of \$9,663,000 in seed, research, development and technology expense recognized on the acquisition of AmTek and \$2,795,369 in share-based payments on stock options and RSU granted during the fourth quarter. During the three months ended August 31, 2021, the Company recorded a net loss of \$8,236,781 as compared to the net loss of \$14,298,507 for the previous quarter. The main expenses in the current quarter were consulting fees, marketing and share-based payments. During the three months ended November 30, 2021, the Company recorded a net loss of \$4,541,781 as compared to the net loss of \$8,236,781. The main decrease can be attributed to a decline in marketing and share-based payments. During the three months ended February 28, 2022, the Company recorded a net loss of \$3,804,060 as compared to \$4,541,781. The main decrease is in marketing expense. During the three months ended May 31, 2022, the Company recorded a net loss of \$3,936,164 which is consistent to the net loss of \$3,804,060 from the previous quarter.

### **Results of Operations**

The Company did not record any revenues during the year ended May 31, 2022 and incurred a net loss of \$20,518,786 as compared to \$16,431,965 for the comparable year ended May 31, 2021.

Total expenses for the year ended May 31, 2022 was \$20,688,082 as compared to \$16,431,965 for the comparable year an increase of approximately \$4,256,000 which mainly consisted of the following:

Consulting fees have increased to \$1,727,271 as compared to \$347,044 for the previous year. Majority of the consulting fees were paid to numerous third parties for business and financial advisory; and administrative services as the Company continues to expand its operations. \$240,000 in fees were paid to directors and officers of the Company, see related party section for details.

Share-based payments have increased to \$9,799,913 for the current year as compared to \$2,795,369 for the comparable year. During the year the Company granted 7,525,000 stock options to directors, officers and to consultants of the Company with exercise prices between \$0.33 to \$2.07, with various vesting terms and for a period of up to five years. Also included in the share-based payments are the fair value for restricted share units ("RSU") granted and vested during the year. During the year ended May 31, 2022, the Company granted 7,441,320 RSU to directors, officers and consultants of the Company with various vesting terms. Share-based payments is a non-cash transaction.

Investor relations have increased to \$5,531,525 from \$1,442,266 for the previous year. The majority of investor relations were provided by seven consultants that provided investor relations services, as discussed below:

Financial Star News will as appropriate, create campaigns, ad groups, text ads, display ads, perform detailed keyword research, set up and manage remarketing campaigns, optimize keyword options, co-ordinate on-line advertiser and marketers corresponding to the customers on-line marketing targets, create landing pages for ad campaigns and bring attention to the business of the Company;

MGM Marketing Medium GmbH & Co will utilize its on-line programs with the aim of generating a greater following, increasing investor awareness and attracting potential new investors through various on-line platforms and methods of engagement. The promotional activity shall occur on the Marketbrief website, by e-mail, Facebook and Google.

Digitonic Ltd. will utilize their on-line programs with the aim of generating a greater following, increasing investor awareness and attracting potential new investors through various on-line platforms and methods of engagement.

Advanced Media utilize their online programs to generate a greater following, increase investor awareness and attract new investors through various online platforms and methods of engagement.

BLK SWN Inc. will utilize their on-line programs with the aim of generating a greater following, increasing investor awareness and attracting potential new investors through various on-line platforms and methods of engagement.

The above noted marketing campaign have been disclosed to the public.

Wages and benefits have increased to \$1,409,060 from \$30,950 from the previous year. The Company has increased the number of employees at its Michigan plant. Wages and benefits included the wages paid to the CEO and CFO of the Company.

The Company entered into two leases during the year one for its head office in Toronto and the manufacturing facility in Michigan. The Company accounted these leases under IFRS 16 and have recognized the right of use and lease liabilities on its statement of financial position. During the year the Company recognized depreciation of \$218,716 and interest accretion of \$158,749.

Research, development and technology expenses have decreased to \$746,721 down from \$9,663,000 from the previous year. The previous year balance was the result of the purchase price allocation from the acquisition of AmTek. The Company has completed most of its research on the advancement of green ammonia and is currently close to marketing its product.

The Company also decided not to proceed with the Titan Gold Property and has recorded an impairment of \$40,000 to the statement of loss and comprehensive loss.

#### **Fourth Quarter**

During the fourth quarter ended May 31, 2022, the Company incurred a net loss of \$3,936,164 compared to \$14,298,507 for the comparable quarter ended May 31, 2021. Included in the comparable fourth quarter, the Company recognized a one time expense of \$9,663,000 in seed research, development and technology cost as a result of AmTek. Operations in the fourth quarter has been consistent with that of previous quarters throughout the year, as the Company continues with its research and development of green ammonia and recently completed its prototype. The Company had also started negotiations with potential purchasers of its IAMM™ unit.

Actual expenses for the fourth quarter have decreased to \$3,936,164 from \$4,635,507 taking into account the \$9,663,000. The main decrease in expense for the fourth quarter can be attributed to the decrease in investor relations cost. The Company did not enter into any new investor relations agreement in this current quarter whereas the Company had numerous agreements in the comparable quarter.

During the current quarter, the Company recognized \$2,279,080 in share-based payments on stock options granted and/or RSU granted and vested in the quarter as compared to \$2,795,369 for the comparable fourth quarter.

These decreases were offset by the increase in wages and benefits from \$30,950 to \$596,833 for the current quarter due to an increase in the number of employees at the Michigan plant.

#### **Liquidity and Capital Resources**

The Company's cash position as at May 31, 2022 was \$626,514 with a working capital of \$731,563 (May 31, 2021 – \$2,611,943). Total assets as at May 31, 2022 was \$3,740,987 (May 31, 2021 - \$2,779,110).

The Company believes that the current capital resources are not sufficient to pay overhead expenses, and its research and development of its proprietary technology for the next twelve months and is in the process of raising additional funding. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company may not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options and warrants to fund ongoing operations and investment. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

The Company manages its capital structure in order to ensure sufficient resources are available to meet operational requirements and safeguard its ability to continue as a going concern. There are no externally imposed capital requirements on the Company. Management considers the items included in shareholders' equity (deficit) and working capital as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing.

#### Private Placement Financings

On June 4, 2021, the Company completed its private placement of 5,877,384 units at a price of \$0.72 per unit for gross proceeds of \$4,231,716 of which \$301,536 was included in commitment to issue shares at May 31, 2021. Each unit consists of one common share and one-half share purchase warrant. Each whole warrant is exercisable into one common share at a price of \$1.00 per share expiring two years from issuance. In connection with the private placement, the Company paid a cash finders' fee of \$145,303 and issued 189,560 agents' warrants exercisable at \$1.00 per share for a period of two years from the date of issuance. These agent's warrants were fair valued at \$60,659 using the Black-Scholes Option Pricing Model with the following assumptions: risk-free interest rate of 0.45%; dividend yield of 0%; volatility of 100% and expected life of two years and a stock price of \$0.72.

On February 16, 2022, the Company completed its private placement of 7,142,858 units at a price of \$0.42 per unit for gross proceeds of \$3,000,000. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant is exercisable into one common share at a price of \$0.52 per share expiring five years from issuance. In connection with the private placement, the Company paid a cash finders' fee of \$396,104 and issued 571,429 agents' warrants exercisable at \$0.42 per share for a period of five years from the date of issuance. These agents' warrants were fair valued at \$234,286 using the Black-Scholes Option Pricing Model with the following assumptions: risk-free interest rate of 1.79%; dividend yield of 0%; volatility of 100% and expected life of five years and a stock price of \$0.42. The Company recorded an additional \$24,795 in share issue cost.

#### Other Activity

On July 16, 2021, the Company issued 215,547 common shares to settle debt of \$318,023 resulting in a gain on debt settlement of \$169,296.

On September 16, 2021, the Company issued 363,090 common shares for total proceeds of \$217,854 pursuant to the exercise of agents' warrants and transferred \$79,880 from contributed surplus.

During the year ended May 31, 2022, the Company issued 6,932,742 common shares for total proceeds of \$2,762,903 pursuant to the exercise share purchase warrants with exercise prices between \$0.05 to \$0.60.

During the year ended May 31, 2022, pursuant to the Restricted Share Unit Plan the Company issued 5,937,153 common shares and transferred \$4,945,621 from contributed surplus.

### **Off Balance Sheet Arrangements**

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

### **Financial Instruments**

The Company's risk exposures and the impact on the Company's consolidated financial statements are summarized below.

#### *Credit risk*

Financial instruments that potentially expose the Company to credit risk is cash. To minimize the credit risk on cash the Company places the instrument with a high credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

#### *Interest rate risk*

The Company is not exposed to significant interest rate risk.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections.

The Company monitors its cash flows to meet the Company's normal operating requirements on an ongoing basis and its planned capital expenditures. All of the Company's financial liabilities except for lease liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As at May 31, 2022, the Company had a working capital of \$731,563 (May 31, 2021 – \$2,611,943).

The maturity analysis of the undiscounted contractual balances of the lease liabilities is as follows:

<b>Maturity analysis</b>	<b>May 31, 2022</b>
Less than one year	\$ 375,326
One to three years	1,168,453
Four to seven years	633,727
Total undiscounted lease liabilities	2,177,506
Amount representing implicit interest	(608,387)
<b>Lease liabilities</b>	<b>\$ 1,569,119</b>

#### *Foreign Currency Risk*

The Company may be exposed to foreign currency risk on fluctuations related to cash, accounts payable and accrued liabilities and lease liabilities that are denominated in a foreign currency. As at May 31, 2022, the Company held cash denominated in US dollars of US\$9,718 (2021 – US\$172,886), accounts payable and accrued liabilities of US\$458,177 (2021 – US\$11,979) and lease liabilities of US\$857,360 (2021 – Nil) translated at US\$1 for every \$1.26. These factors expose the Company to foreign currency exchange rate risk, which could have a material adverse effect on the profitability of the Company. A 10% change in the exchange rate would change other comprehensive income/loss by approximately \$165,000.

The Company currently does not plan to enter into foreign currency future contracts to mitigate this risk.



*Price risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of lithium and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

**Fair Values**

The Company's financial instruments include cash, accounts payable and accrued liabilities and due to related parties. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature.

**Fair Value Hierarchy**

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities; and

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**Related Party Transactions**

Related party transactions are comprised of services rendered by directors and/or officers of the Company or by a company with a director and/or officer in common. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

**Key Management Compensation**

Key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and include the Company's executive officers and members of the Board of Directors. Key management compensation consisted of the following:

Relationship		May 31, 2022	May 31, 2021
Consulting fees			
Ireton Consulting Inc.	Mark Ireton, Former director	\$ -	\$ 10,000
695809 B.C. Ltd.	Robert Krause, Former director	8,000	11,000
Arthur Brown	Former director	7,000	11,000
Robert Baxter	Former director, President and CEO	-	37,500
1196016 B.C. Ltd.	Faizaan, Lalani, former CFO	110,000	60,415
Gary Benninger	Director and CEO	-	38,609

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Soumi Holdings Inc.	Rene Bharti, President	115,000	-
		240,000	168,524
Wages and benefits			
Gary Benninger	Director and CEO	182,849	-
Christopher Lilla	Director and CFO	20,485	-
		203,334	-
Share-based payments			
Faizaan Lalani	Former CFO	550,649	323,187
Gary Benninger	Director and CEO	2,179,020	573,556
Arthur Brown	Former director	89,080	53,029
Robert Krause	Former director	89,080	53,029
Luisa Moreno	Director	51,240	-
Alia Comai	Director	51,240	-
Christopher Lilla	Director and CFO	10,929	-
		3,021,238	1,002,801
		\$ 3,464,572	\$ 1,171,325

Included in accounts payable and accrued liabilities as at May 31, 2022, was \$5,650 (May 31, 2021 - \$19,250) in unpaid consulting fees to directors and officers of the Company and to companies controlled by directors or officers of the Company.

Included in due to related parties at May 31, 2022 and 2021 was \$6,707 to former directors of AmTek. The amount is unsecured, non-interest bearing and payable on demand.

### **Proposed Transaction**

N/A

### **Subsequent Events**

Subsequent to May 31, 2022,

The Company issued 229,167 common shares to settle the vested portion of the outstanding RSU.

The Company issued 2,000 common shares pursuant to the exercise of share purchase warrants for total proceeds of \$200.

The Company issued a promissory note for proceeds of \$100,000 to a director of the Company. The promissory note is unsecured, bears interest at 5% per annum and compounded monthly and is due on March 14, 2023.

On September 26, 2022, the Company closed its first tranche non-brokered private placement and issued 4,769,739 units at a price of \$0.23 per unit for total proceeds of \$1,097,040. Each unit consisted of one common share and one share purchase warrant entitling the holder to purchase one additional common share at a price of \$0.31 per share expiring on September 26, 2024. In connection with the offering, the Company paid a cash finders fee of \$62,751 and issued 255,440 finders' warrants. Each finders' warrant is exercisable into one common share at a price of \$0.31 per share expiring on September 26, 2024.

### **Outstanding Share Capital Information**

Below is the summary of the Company's share capital as at May 31, 2022 and as of the date of this report:

Security description	As at	
	May 31, 2022	MD&A
Common shares – issued and outstanding	94,437,064	99,437,970
Warrants issued in private placements	15,395,401	20,163,140
Agents' warrants	768,017	1,023,457
Share purchase options granted	11,675,000	11,675,000
Restricted shares units	1,891,667	1,662,500
Common shares – fully diluted	124,167,149	133,962,067

### **Critical Accounting Estimates and Judgments**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed in note 4 to the consolidated financial statements.

### **Business and Industry Risks**

#### **No Operating History**

The Company was incorporated on December 3, 2019 and has not commenced commercial operations. The Company has no history of earnings or paid any cash dividends, and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future.

#### **Manufacturing Risk**

For the successful development of the Company's IAMM™, the Company will source key components that are subject to global supply constraints, hire and retain managerial personnel and skilled labor, and maintain of desirable levels of production. There can be no assurance that the Company will be able to achieve and sustain these goals. If the Company cannot do so, it may be unable to achieve and sustain profitability. The Company's ability to achieve expected production capacity is subject to significant risks and uncertainties, including the following: (a) delays and unexpected costs as a result of a number of factors, many of which may be beyond the Company's control, such as its ability to secure successful contracts with suppliers, (b)

ability to hire and retain skilled labor, (c) unavailability of manufacturing inputs; and (d) failure to increase production as orders are received.

### **Product Price and Margin**

Operating results are and will be dependent upon product prices and margins on the IAMM™, which is in turn partially dependent on ammonia commodity pricing. Demand and pricing of ammonia can be affected by several factors including natural gas prices, global supply constraints, outlook for crop nutrient prices and farmer economics, governmental policies, and build-up of inventories in distribution channels. Ammonia prices are also significantly influenced by large scale ammonia producers that change overall industry production capacity, such as decisions to build or close production plants, changes in utilization rates, and pricing decisions.

### **Additional Funding Required**

Further development and production of the IAMM™ may require significant additional financing. Accordingly, the continuing development of the Company's IAMM™ will depend upon the Company's ability to obtain financing through equity financing, debt financing, the joint venturing of projects or other external sources. Failure to obtain sufficient financing may result in a delay or an indefinite postponement of the development or production on any or all of the Company's products and research and development activities, or have a material adverse impact on the Company's future cash flows, earnings, results of operations and financial condition. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Company. If the Company was required to arrange for debt financing it could be exposed to the risk of leverage, while equity financing may cause existing shareholders to suffer dilution. There can be no assurance that the Company will be successful in overcoming these risks or any other problems encountered in connection with such financings. Failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition, and results of operations.

The Company has and will continue to have negative operating cash flow until it begins serial production of its IAMM™ and can sustain continued production at anticipated margins.

### **Volatility of Electricity Prices**

The Company's ability to sell IAMM™ will be dependent on the market prices of electricity. The market rates of electricity may be affected by changes in regulations and government policy and in demand and capacity supply, including cyclical changes, as well as the overall economy. Green electricity is a key input in the production of clean ammonia from the IAMM™ and electricity markets are subject to regulatory oversight and may impact the availability and cost within the jurisdictions in which the Company operates (or intends to operate). This volatility may have a material adverse effect on Company's business and financial condition.

### **Market Price of Common Shares**

The trading price of the common shares is likely to be significantly affected by short term changes in mineral prices or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the Company's performance that may have an effect on the price of the common shares include the following: the extent of analytical coverage available to investors concerning the Company's business; the lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of common shares; and the price of the common shares and size of the Company's public float may limit the ability of some institutions to invest in the Company's securities.

As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the Company's long-term value. Securities class action litigation often has been brought

against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

### **COVID-19 Public Health Crisis and War in Ukraine**

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, the outbreaks of the coronavirus (COVID-19) pandemic, relations between NATO and Russian Federation regarding the situation in Ukraine, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

### **Resale of Common Shares**

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares by any investor of the Company would be diminished.

### **Price Volatility of Publicly Traded Securities**

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