AUDITED FINANCIAL STATEMENTS

YEAR ENDING
DECEMBER 31, 2022

Delta
CLEANTECH
CAPTURING SUSTAINABILITY

Independent Auditor's Report

To the Shareholders of
Delta CleanTech Inc.

Opinion

We have audited the consolidated financial statements of Delta CleanTech Inc. and its subsidiaries (the Company), which comprise the consolidated statements of financial position as at December 31, 2022 and 2021, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects the consolidated financial position of the Company as at December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period. These matters were addressed in the context of the audit of the consolidated financial statements as a whole, and in forming the auditor's opinion thereon, and we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Valuation of goodwill and intangible assets	
The Company has $365,622 of goodwill and $2,259,457 of intangible assets related to the acquisition of clean energy assets in 2021 as described in Notes 11 and 12 to the consolidated financial statements. Goodwill is to be tested for impairment at least annually, regardless of any indication of impairment. Intangible assets with defined useful lives are only tested when an indication of impairment exists. As the Company only has one cash generating unit ("CGU"), impairment testing is conducted at the Company level for both goodwill and intangible assets with defined useful lives using a discounted cash flow model.	To test the estimated recoverable amount of the CGU, we performed the following procedures, among others: • We tested management's cash flow forecasts, including forecasted sales and expenses, and the resulting earnings before interest, taxes, depreciation and amortization and working capital by comparing them to actual historical performance as well as to the business plan and pipeline. • We involved our valuation specialists to assess the methodology applied, and the various inputs utilized in determining the discount rate and compared the

Significant judgment was required in evaluating management's estimates and assumptions in determining the recoverable amount of the CGU. Significant assumptions include the discount rate, forecasted sales and expenses, and the resulting earnings before interest, taxes, depreciation and amortization, as well as working capital and the terminal growth rate.	discount rate to current economic and industry discount rate benchmarks and expectations. • With the assistance of our valuation specialists, we performed sensitivity analyses on significant assumptions to evaluate the changes in the recoverable amount of the CGU that would arise from changes in those assumptions, as well as compared the implied revenue multiple to market information. • We assessed the adequacy of the Company's disclosures included in the notes to the consolidated financial statements in relation to this matter.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Nabeel Pabani.

Ernst & Young LLP

Chartered Professional Accountants

Saskatoon, Canada
April 24, 2023

To the Shareholders of Delta CleanTech Inc.
(“Delta” or the “Corporation”)

Management’s Accountability for Management’s Discussion and Analysis and Consolidated Financial Statements

The audited consolidated financial statements for the year ending December 31, 2022 (“**Financial Statements**”) have been prepared by management in accordance with International Financial Reporting Standards in Canada. Management is responsible for ensuring that these Financial Statements, which include amounts based upon estimates and judgment, are consistent with other information and operating data contained in management’s discussion and analysis for the year ending December 31, 2022 (“**MD&A**”) and reflect Delta’s business transactions and financial position.

Management is also responsible for the information disclosed in the MD&A, including responsibility for the existence of appropriate information systems, procedures and controls, to ensure that the information used internally by management and disclosed externally is complete and reliable in all material respects.

In addition, management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Such systems are designed to provide reasonable assurance that the financial information is relevant, reliable and accurate and that the Corporation’s assets are appropriately accounted for and adequately safeguarded.

The board of directors (“**Board**”) annually appoints an audit committee which includes directors who are not employees of the Corporation. This committee meets regularly with management and the shareholders' auditors to review significant accounting, reporting and internal control matters. The shareholders' auditors have unrestricted access to the audit committee. The audit committee reviews the interim and annual financial statements, the report of the shareholders' auditors, and the interim and annual management’s discussion and analysis and has delegated authority to approve the interim filings and makes recommendations to the Board regarding annual filings.

Management has reviewed the filings of the Corporation’s MD&A, Financial Statements and attachments thereto. Based on our knowledge, having exercised reasonable diligence, these filings do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, with respect to the period covered by the annual filings. Based on our knowledge, having exercised reasonable diligence, the Financial Statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, the financial performance, and cash flows of the Corporation, as of the date of and for the periods presented in the annual filings.

Signed “Jeffrey Allison”	*Signed “Jacelyn Case”*
JEFF ALLISON	**JACELYN CASE**
PRESIDENT & CEO	**CFO**

Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

For the year ended	Note	December 31, 2022	December 31, 2021
ASSETS			
Current Assets:			
Cash		$ 401,172	$ 759,915
Investments	7	1,500,000	3,500,000
Accounts receivable and accrued receivables	21	397,410	19,646
Government receivables		-	43,844
Prepaid expenses and deposits	6	58,636	36,309
		2,357,218	4,359,714
Investments	7	253,160	198,255
Property, plant and equipment	8	28,875	32,004
Right-of-use assets	9	100,791	52,152
Patents	10	49,865	11,910
Intangible assets	11	2,259,467	2,513,166
Goodwill	12	365,622	365,622
Total assets		$ 5,414,998	$ 7,532,823
LIABILITIES			
Current Liabilities:			
Accounts payable and accrued liabilities	21	$ 351,437	$ 326,198
Government payables		18,778	-
Deferred revenue	13	64,226	-
Current portion of lease liability	14	51,550	48,591
		485,991	374,789
Lease liability	14	49,619	4,390
Total liabilities		535,610	379,179
EQUITY			
Equity:			
Share capital	15	9,043,155	8,993,655
Warrants	16	1,375,594	1,375,594
Contributed surplus	16,17	1,496,285	1,042,631
Accumulated deficit		(6,962,529)	(4,258,236)
Total equity attributable to shareholders of the Corporation		4,952,505	7,153,644
Total deficit attributable to non-controlling interest		(73,117)	-
		4,879,388	7,153,644
Total liabilities and equity		$ 5,414,998	$ 7,532,823

The accompanying notes are an integral part of these Financial Statements.

Consolidated Statement of Income (Loss)
and Comprehensive Income (Loss)

(Expressed in Canadian dollars)

For the year ended	**Note**	**December 31, 2022**	**December 31, 2021**
Revenue			
Engineering, process design and consulting		$ 1,412,984	$ 375,000
Expenses			
Engineering, process design and consulting		420,876	90,067
Operating wages and benefits		866,019	442,221
Consulting and contractor costs		879,705	717,357
Business development		501,857	988,405
General and administrative		763,163	453,708
Amortization	8,9,10,11	316,501	281,612
		3,748,121	2,973,370
Operating loss		(2,335,137)	(2,598,370)
Interest income		18,815	15,715
Interest expense	14	(909)	(2,074)
Net interest income		17,906	13,641
Stock compensation expense	17	(503,154)	(1,042,631)
Listing fees		-	(562,441)
Loss on investment and assets		(82,931)	(11,792)
Fair value gain on Common Shares	7	104,906	(56,643)
Loss before taxes		(2,798,410)	(4,258,236)
Income tax expense	19	-	-
Net loss and comprehensive loss for the year		**$(2,798,410)**	**$(4,258,236)**
Net loss for the year attributable to:			
Shareholders of the Corporation		$(2,774,324)	$(4,258,236)
Non-controlling interest		(24,086)	-
Net Loss for the year		**$(2,798,410)**	**$(4,258,236)**
Loss per share – basic and diluted*	18	$ (0.05)	$ (0.07)

*Fully diluted earnings per share is not presented when there is a loss as the impact would be anti-dilutive.

The accompanying notes are an integral part of these Financial Statements.

Consolidated Statements of Changes in Equity

(Expressed in Canadian dollars)

	Note	Number of shares	Share Capital	Warrants	Contributed Surplus	Deficit	Non-Controlling Interest	Total Equity
Balance, December 31, 2020		**100**	**$ 10**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 10**
							-	
Private placement	15	38,523,000	6,356,295	1,348,305	-	-	-	7,704,600
Broker warrants	15	-	-	167,850	-	-	-	167,850
Business acquisition	15	20,000,000	3,300,000		-	-	-	3,300,000
Share issuance cost	17	-	(662,650)	(140,561)	-	-	-	(803,211)
Options and RSU's issued	17	-	-		1,042,631	-	-	1,042,631
Net loss		-	-		-	(4,258,236)	-	(4,258,236)
Balance, December 31, 2021		**58,523,100**	**$ 8,993,655**	**$ 1,375,594**	**$ 1,042,631**	**$ (4,258,236)**	**$ -**	**$ 7,153,644**
Options and RSU's issued	17	-	-	-	503,154	-	-	503,154
Shares issued under RSU plan	17	300,000	49,500	-	(49,500)	-	-	-
Change in ownership interest in Carbon RX		-	-	-	-	70,031	(49,031)	21,000
Net loss		-	-	-	-	(2,774,324)	(24,086)	(2,798,410)
Balance, December 31, 2022		**58,823,100**	**$ 9,043,155**	**$ 1,375,594**	**$ 1,496,285**	**$ (6,962,529)**	**$ (73,117)**	**$ 4,879,388**

The accompanying notes are an integral part of these Financial Statements.

Consolidated Statement of Cash Flows

(Express in Canadian dollars)

For the year ended	Note	December 31, 2022	December 31, 2021
Cash flows used in operating activities:			
Net loss		$ (2,798,410)	$ (4,258,236)
Items not affecting cash:			
Amortization	8,9,10,11	316,501	281,612
Interest expense		909	2,074
Accrued interest receivable		2,632	(13,938)
Stock compensation expense		503,154	1,042,631
Loss on investment and assets		82,931	11,792
Fair value gain or loss on listed Common Shares	7	(104,906)	56,643
Change in working capital and other	20	(250,635)	261,814
		(2,247,824)	(2,615,608)
Cash flows used in investing activities:			
Purchase of property and equipment	8	(9,538)	(36,110)
Purchase of patents	10	(39,950)	(12,245)
Lease payment	14	(49,500)	(45,375)
Amount paid on Investment		(32,931)	-
Redemption (purchase) of GIC	7	2,000,000	(3,500,000)
Purchase of investment in Plexus	7	-	(100,000)
		1,868,081	(3,693,730)
Cash flows from financing activities:			
Private placement		-	7,069,243
Cash receive on issuance of shares Carbon RX		21,000	-
		21,000	7,069,243
Increase (decrease) in cash during the year		(358,743)	759,905
Cash – beginning of year		759,915	10
Cash – end of year		$ 401,172	$ 759,915

The accompanying notes are an integral part of these Financial Statements.

1) Operations

Delta CleanTech Inc. ("**Delta**" or "**Corporation**") was incorporated on December 22, 2020, under the *Business Corporations Act Alberta* and is domiciled in Canada. The registered office of the Corporation is located at #2308 Palisade Dr. SW, Calgary, AB, T2V 3V1.

The principal activity of the Corporation and its subsidiary consists of five main clean energy pillars: 1) CO_2 capture; 2) hydrogen production (CO_2 capture); 3) solvent and ethanol purification; 4) methane collection and destruction; and 5) carbon credit certification and trading (collectively the "**Business Sectors**"). These Business Sectors will be accomplished by capitalizing on the Corporation's patented process design intellectual property ("**IP**"), as well as its CO_2 capture and related solvent IP, whose focused mandate will be on positioning itself as a leading technology provider in the clean energy technology sector.

The Corporation operates its Business Sectors primarily in one principal field of business, that being clean energy. The Corporation's Chief Operating Decision-Maker ("**CODM**") is the President. The CODM is the highest level of management responsible for assessing the Company's overall performance and making operational decisions such as resource allocations related to operations, product prioritization, and delegation of authority. Management has determined that the Corporation operates in a single operating and reportable segment, and all of the Corporation's operations are within Canada.

2) Significant event

On January 27, 2021, Delta completed the purchase of the clean energy business assets (the "**Clean Energy Assets**") of HTC Purenergy Inc. ("**HTC**") pursuant to an asset purchase agreement ("**Asset Purchase Agreement**"). The Clean Energy Assets consist of all of the IP and certain contractual agreements for the operation of HTC's CO2 capture systems and reclaimer systems. The Asset Purchase Agreement reflects a deemed purchase price of $4,000,000, however as a result of the accounting treatment of the Delta common shares ("**Common Shares**") issued, the financial statements reflect a value of $3,300,000 for the 20,000,000 Common Shares issued as consideration ("**Purchase Price**").

The Purchase Price was paid by the Corporation by the issuance of 20,000,000 Common Shares ("**Consideration Shares**") to HTC. The Consideration Shares are subject to a pooling arrangement with a release schedule over a period of 24 months whereby 10% of the Consideration Shares were released on August 19, 2021, when the Common Shares became listed on a recognized stock exchange in Canada ("**Liquidity Event**"), 10% of the Consideration Shares will be released every three months following the date of the Liquidity Event and the final 20% of the Consideration Shares will be released 24 months following the date of the Liquidity Event. The Asset Purchase was conditional upon, among other things, the closing of the Private Placement (as described below). No finder's fees were payable in connection with the Asset Purchase.

On January 27, 2021, immediately following the closing of the Asset Purchase, the Corporation completed a non-brokered private placement financing (the "**Private Placement**"). The first tranche of the Private Placement comprised of 36,200,000 units of Delta (the "**Units**") at a price of $0.20 per Unit for gross proceeds of $7,240,000. Each Unit is comprised of one common share and one-half of a common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant is exercisable to purchase one additional common share at an exercise price of $0.50 for a period of 48 months after its issuance.

On January 29, 2021, the Corporation completed a second tranche of the Private Placement consisting of 2,150,000 Units at a price of $0.20 per Unit for gross proceeds of $430,000. The Corporation issued 1,398,750 finders' warrants for the first and second tranches. Each finder warrant entitles the holder to purchase a common share at $0.20 for a period of 48 months after issuance.

On April 16, 2021, the Corporation completed a third tranche of the Private Placement consisting of 173,000 Units at a price of $0.20 per Unit for gross proceeds of $34,600. No finders' fees were payable under this tranche.

On August 19, 2021, Delta's Common Shares commenced trading on the Canadian Securities Exchange ("**CSE**"), under the ticker symbol "DELT".

On September 23, 2021, Delta's Common Shares commenced trading on the Frankfurt Stock Exchange ("**FSE**"), under the ticker symbol "66C".

On January 19, 2022, Delta expanded its listing of its common shares ("**Common Shares'**") and began trading on the OTCQB Venture Marketplace ("**OTCQB**"), a US trading platform that is operated by the OTC Markets Group in New York under the symbol "DCTIF".

Delta incorporated a wholly owned subsidiary, Carbon RX Inc., ("**Carbon RX**") and licensed its intellectual property relating to origination, digitization and streaming of carbon credits in agriculture, forestry, and energy.

4) Basis of Presentation

a) Statement of Compliance

These consolidated financial statements of the Corporation (the "**Financial Statements**") for the year ended December 31, 2022 (the "**Year**") have been prepared by management in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and with interpretation of the International Financial Reporting Interpretations Committee ("**IFRIC**").

These Financial Statements were authorized for issuance by the Audit Committee of the Board of Directors ("**Board**") on April 24, 2023.

b) Functional Currency

The Financial Statements are presented in Canadian dollars, which is the Corporation's functional currency.

c) Principles of consolidation

Subsidiaries are entities controlled by the Corporation. The financial statements of the subsidiaries are included in the Financial Statements from the date that control commences until the date that control ceases.

Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions are eliminated in preparing the Financial Statements. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

The Financial Statements include the accounts of Delta, consolidated with those of its wholly owned subsidiary CO_2 Technologies Pty. Ltd. ("**CO_2 Technologies**") and its subsidiary Carbon RX Inc. ("**Carbon RX**"). All inter-company transactions, balances, revenues, and expenses have been eliminated on consolidation. On April 18, 2022, Carbon RX obtained an interest in Pure Sky Registry, LLC, ("**Pure Sky**") a Delaware corporation. The Corporation accounts for its investment in Pure Sky using the equity method of accounting.

d) Use of Estimates and Judgment

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

Preparation of the Corporation's Financial Statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, and contingent liabilities as at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Key judgments and estimates made by management with respect to those areas noted previously have been disclosed in the notes to the Financial Statements ("**Notes**"), as appropriate.

Significant accounting judgements

Fair value measurement of financial instruments
When the fair value of financial assets recorded in the Statement of Financial Position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow method. The inputs to these models are taken from observable markets where possible.

Asset impairment
The carrying amounts of the Corporation's non-financial assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated and compared to the carrying amount of the cash generating unit ("**CGU**") to which the asset belongs. Significant judgements used in the determination of the recoverable amount include the discount rate, forecasted sales and expenses, and the resulting earnings before interest, taxes, depreciation and amortization, as well and working capital and the terminal growth rate. There was no impairment in the year ended December 31, 2022 (the "**Period**" or "**Year**").

Estimated useful lives of patents and intangibles
Amortization of patents and intangibles are dependent upon estimates of useful lives which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

Stock compensation and warrants

The Corporation utilizes the Black-Scholes Option Pricing Model to determine the fair value of stock compensation and warrants issued as part of the Units. The Corporation uses judgment in the evaluation of the input variables in the Black-Scholes Calculation which includes: estimates of the future volatility of the Corporation's share price, forfeiture rates, expected lives of the underlying security, expected dividends and other relevant assumptions.

4) Summary of significant accounting policies

a) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured at the fair value of the assets given, equity instruments and liabilities incurred or assumed at the date of exchange. Acquisition costs for business combinations are expensed and included in general and administrative expenses. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair values at the date of acquisition.

Goodwill is initially measured at cost, being the excess of the cost of the business combination over the Corporation's share in the net fair value of the acquiree's identifiable assets, liabilities, and contingent liabilities. Any negative difference is recognized directly in the consolidated statements of income. If the fair values of the assets, liabilities and contingent liabilities can only be calculated on a provisional basis, the business combination is recognized using provisional values. Any adjustments resulting from the completion of the measurement process are recognized within 12 months of the date of acquisition.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Corporation's cash-generating units or groups of CGUs that are expected to benefit from the synergies of the combination, irrespective of whether other assets and liabilities of the acquiree are assigned to those CGUs. Where goodwill forms part of a CGU or group of CGUs and part of the operating unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of operation. If the Corporation reorganizes its reporting structure in a way that changes the composition of one or more CGUs or group of CGUs to which goodwill has been allocated, the goodwill is reallocated to the units affected. Goodwill disposed of or reallocated in these cases is measured based on the relative values of the operation disposed of and the portion of the CGU retained, or the relative fair value of the part of a CGU allocated to a new CGU compared to the part remaining in the old organizational structure.

b) Financial instruments

Classification and Measurement

The Corporation classifies and measures financial assets based on their contractual cash flow characteristics and the Corporation's business model for the financial asset. All financial assets and financial liabilities are recognized at fair value in the consolidated statements of financial position when the Corporation becomes party to the contractual provisions of a financial instrument or non-financial derivative contract. Subsequent to initial recognition, financial assets must be classified and measured at either amortized cost, at fair value through profit or loss ("**FVTPL**"), or at fair value through other comprehensive income ("**FVTOCI**").

The Corporation classifies its financial instruments as follows:

Financial Instrument	Classification
Financial assets	
Cash	Amortized cost
Investments	FVTPL
Accounts receivable	Amortized cost

Financial liabilities	
Accounts payable and accrued liabilities	Amortized cost
Lease liability	Amortized cost

Financial assets

Impairment of financial assets
The expected credit loss model requires entities to account for expected credit losses on financial assets, other than financial assets measured at FVTOCI, at the date of initial recognition, and to account for changes in expected credit losses at each reporting date to reflect changes in credit risk. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.
The Corporation's management reviewed and assessed its existing financial assets for impairment using reasonable and supportable information to determine the credit risk of the respective items at the date they were initially recognized and compared that to the credit risk as at year end. The assessment of changes in credit risk resulted in an immaterial impact on the Consolidated Statement of Financial Position.

Derecognition of financial assets
The Corporation derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial liabilities

Recognition and initial measurement
The Corporation recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Corporation measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Classification and subsequent measurement
Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities
The Corporation derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expired.

c) Cash

Cash includes balances in banks and cash on hand.

d) Foreign Currency Translation

The Corporation translates monetary assets and liabilities using the rate of exchange at the Financial Statement date and non-monetary assets and liabilities using the historical exchange rate at the transaction date. Revenues and expenses are translated using the average exchange rate in effect for the period or year.

e) Property, Plant and Equipment

The initial cost of an asset is comprised of its purchase price or construction cost, borrowing costs and any costs directly attributable to bringing the asset into operation. The purchase price or construction cost is the amount paid and the fair value of any other consideration given to acquire the asset. Long-lived assets are tested for recoverability if events or changes in circumstances indicate that the carrying amount may not be recoverable. Asset values are comprised of cost less accumulated amortization and impairment if required.

Assets are amortized over their estimated useful lives as follows:

Equipment and vehicles	30% declining balance
Leasehold improvements	3 years straight-line

f) Impairment of Assets

Non-Financial and Intangible Assets

The carrying amounts of the Corporation's property, plant and equipment, product development costs, patents and intangible assets having a finite useful life are assessed for impairment indicators at least on an annual basis to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's or group of assets' estimated fair value less costs to sell and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable independent cash inflows (CGUs).

Where an impairment loss is subsequently reversed, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but limited to the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Assets that have an indefinite useful life and goodwill are not subject to amortization and are tested for impairment at least on an annual basis or earlier when there is an indication of potential impairment.

g) Patents

Costs associated with registration of patents are accumulated at cost and when registration is complete, amortized on a straight-line basis over 15 years.

h) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite useful lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization method and amortization period of an intangible asset with a finite useful life are reviewed at least annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of income in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives, which include brand names, are not amortized, but are tested for impairment annually, either individually or at the CGU level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Internally generated intangible assets are capitalized when the product or process is technically and commercially feasible and the Corporation has sufficient resources to complete development. The cost of an internally generated intangible asset comprises all directly attributable costs necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. Expenditures incurred to develop new demos and prototypes are recorded at cost as internally generated intangible assets. Amortization of the internally generated intangible assets begins when the development is complete and the asset is available for use and it is amortized over the period of expected future benefit. During the period of development, the asset is tested for impairment at least annually.

Finite-life intangible assets are amortized over their estimated useful lives as follows:

Delta Reclaimer® System	10 years
LCDesign® CCS	10 years
PDOengine®	10 years
Carbon RX™ IP	20 years

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of income when the asset is derecognized.

i) Research and Development

Research costs are expensed as they are incurred in accordance with specific criteria set out under IFRS. Product development costs are expensed as incurred, except if the costs are related to the development and setup of new products, processes, and systems, and satisfy certain conditions for capitalization, including reasonable assurance that they will be recovered. All capitalized development costs are amortized when commercial production begins, based on the expected useful life of the completed product. The carrying value of capitalized development costs are examined for recoverability annually.

j) Leases

At the inception of a contract, the Corporation considers whether the contract is, or contains, a lease. A lease is defined as ‘a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration’. To apply this definition, the Corporation assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Corporation;
- the Corporation has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract the Corporation has the right to direct the use of the identified asset throughout the period of use; and
- the Corporation assess whether it has the right to direct ‘how and for what purpose’ the asset is used throughout the period of use.

Right-of-use assets are amortized over the term of the lease.

<u>Recognition and measurement</u>

At the lease commencement date, the Corporation recognizes a right-of-use asset and a lease liability on the statement of financial position. The right of use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred, estimated costs to dismantle or remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Corporation depreciates the right-of-use asset on a straight-line basis to the earlier of the useful life of the asset, or the end of the lease term. The Corporation also assessed the right-of-use asset for impairment when indicators exist.

At the commencement date, the Corporation measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available, or the Corporations incremental rate of borrowing.

Lease payments included in the measurement of the lease liability include fixed payments, variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability is reduced for payments made and increased for interest.

k) Revenue Recognition

The Corporation’s revenues from contracts with customers are derived from engineering, processing, design and consulting services.

To determine whether to recognize revenue, the Corporation follows a 5-step process:

1. Identifying the contract with a customer.
2. Identifying the performance obligations.
3. Determining the transaction price.
4. Allocating the transaction price to the performance obligations.
5. Recognizing revenue when/as performance obligation(s) are satisfied.

The total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognized either at a point in time or over time, when (or as) the Corporation satisfies performance obligations by transferring the promised goods or services to its customers. Revenue for engineering processing design and consulting services are recognized over time as the service is provided. The Company earns variable royalty income from customers that proceed with construction projects based on the Company's engineering processing design and consulting services. Royalty revenue is recognized in consolidated statement of loss and other comprehensive loss when earned.

Performance Obligations

Each promised good or service is accounted for separately as a performance obligation, if it is distinct.

Transaction Price

The Corporation allocates the transaction price in the contract to each performance obligation. Transaction price allocated to performance obligations may include variable consideration. Variable consideration is included in the transaction price for each performance obligation when it is highly probable that a significant reversal of the cumulative variable revenue will not occur. Variable consideration is assessed at each reporting period to determine whether the constraint is lifted. The consideration contained in some of the Corporation's contracts with customers has a variable component, and may include both variability in quantity and pricing, such as: revenues can be dependent upon the quantity handled or the number of days any product is stored.

When multiple performance obligations are present in a contract, transaction price is allocated to each performance obligation in an amount that depicts the consideration the Corporation expects to be entitled to, in exchange for transferring the good or service. The Corporation estimates the amount of the transaction price, to allocate to individual performance obligations, based on their relative standalone selling prices.

Recognition

The nature, timing of recognition of satisfied performance obligations, and payment terms for the Corporation's goods and services are described below:

Revenues from contracts for rendering of services are recognized over time as the services are provided to the customer based on the progress towards completion of the contract using the percentage of completion method. This method is measured by reference to costs incurred relative to the total estimated costs.

The Corporation recognizes a contract asset or contract liability for contracts where either party has performed. A contract liability is recorded when the Corporation receives consideration before the performance obligations have been satisfied. A contract asset is recorded when the Corporation has rights to consideration for the completion of a performance obligation before it has invoiced the customer. The Corporation recognizes unconditional rights to consideration separately as a receivable. Contract assets and receivables are evaluated at each reporting period to determine whether there is any objective evidence that they are impaired.

The Corporation recognizes a significant financing component where the timing of payment from the customer differs from the Corporation's performance under the contract and where that difference is the result of the Corporation financing the transfer of goods and services. No significant financing components were identified in the Corporation's contracts.

l) Income taxes

Income tax expense comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

The resulting changes in the net future tax asset or liability are included in income. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates, expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment. Future income tax assets are recognized to the extent it is probable that these will be realized in the future.

m) Earnings per share

The computation of earnings per share is based on the weighted average number of shares outstanding during the period. Diluted profit per share is computed in a similar way to basic profit per share except that the weighted average shares outstanding are increased to include additional shares assuming the exercise of share options, share appreciation rights and convertible debt options, if dilutive.

n) Share based compensation

The Corporation has equity incentive plans awarded to employees (including senior executives), consultants and board members, and records all share-based payments, including grants of employee stock options, at their respective fair values. The fair value of the stock options is estimated at the grant date, using the Black-Scholes valuation model. Compensation costs are expensed over the award’s vesting period with a corresponding increase to contributed surplus. An estimate of forfeitures is applied when determining compensation expense. On exercise of the equity instrument, consideration paid by the holder together with the amount previously recognized in contributed surplus is recorded as an increase to share capital.
The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company’s best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the consolidated statement of loss and comprehensive loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service condition have not been met.

When the terms of an equity settled award are modified, the minimum expense recognized is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognized for any modification that increases the total fair value of the shar-based compensation transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expenses immediately through profit and loss.

o) Standards issued but not yet effective

*Amendments to IAS 1 - Presentation of Financial Statements ("**IAS 1**")*

In January 2020, amendments were issued to IAS 1, which provide requirements for classifying liabilities as current or non-current. Specifically, the amendments clarify:

- What is meant by a right to defer settlement.
- That a right to defer must exist at the end of the reporting period.
- That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- That only if an embedded derivative in a convertible liability is itself an equity instrument, would the terms of a liability not impact its classification.

The amendments must be applied retrospectively for annual periods beginning after January 1, 2024. The Corporation is currently assessing the impact, if any, of adoption of the amendment.

Amendments to IAS 8: Definition of Accounting Estimates
In February 2021, the IASB published "Definition of Accounting Estimates" to help entities to distinguish between accounting policies and accounting estimates. Under the new definition, accounting estimates are monetary amounts in financial statements that are subject to measurement uncertainty.

The amendments are effective for annual periods beginning on or after January 1, 2023 and changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Company.

5) Business acquisitions

Clean Energy Asset purchase from HTC Purenergy Inc.

On January 27, 2021, Delta completed the Purchase of the Clean Energy Assets of HTC. HTC is a related party due to common directors (see Note 22). The Clean Energy Assets consist of all the intellectual property and certain contractual agreements for the operation of HTC's CO_2 capture systems and reclaimer systems.

The purchase has been accounted for as a business acquisition using the acquisition method of accounting, with the results of the Clean Energy Assets included in the Corporation's net earnings from the date of acquisition. Revenue earned as a result of the acquisition since January 27, 2021 to December 31, 2021 is $350,000.

The following table summarizes the fair values of the identifiable assets and liabilities as at the date of acquisition:

	$
Prepaid expenses	21,477
Property plant and equipment	14,000
Intangible assets	2,744,000
Investments in associates	154,901
Goodwill	365,622
Purchase consideration	**$ 3,300,000**

The intangible assets of $2,744,000 comprise the values associated with the LCDesign®, Delta Reclaimer® system, PDOengine®, Carbon Rx™ IP, and CO_2 Technologies IP and the trademarks associated.

The goodwill of $365,622 comprises the value of the assembled workforce and other expected growth arising from the acquisition.

Transaction costs related to the Clean Energy Assets acquisition during the Year were $27,539 and are included in general and administrative expenses.

The valuation techniques used for measuring the fair value of material assets acquired were as follows.

Assets acquired	Valuation technique
Intangible assets	Historical cost method: This method requires an estimate of the cost incurred to reproduce the intangible asset in its acquisition date condition and building in a developer premium to account for the returns expected if a market participant were to outsource the development of the Delta intangibles to a third-party. The margin a contract developer would require was estimated at 18% based on the benchmark data collected for guideline companies. Due to the fact that the technology has taken several years to complete there has also been a technology obsolescence factor ("**TOF**") applied to the valuations. The TOF reflects the risk that a process, product, or technology used or produced by a company for profit will become obsolete, and thus no longer competitive in the marketplace. In assessing the timeframe of development, a discount to the replacement costs was used of between 50% and 95%.

Investments have been recorded at their trading value on the date of acquisition.

6) Prepaids and deposits

	December 31, 2022 $	December 31, 2021 $
Prepaid expenses	54,636	32,309
Deposits	4,000	4,000
	58,636	**36,309**

7) Investments

	December 31, 2022 $	December 31, 2021 $
Guaranteed Investment Certificate	1,500,000	3,500,000
Listed Common Shares	203,160	98,255
Unlisted Common Shares	50,000	100,000
	253,160	198,255

The Guaranteed Investment Certificate ("**GIC**") is redeemable, has a term of one year maturing February 11, 2023, and carries a fixed interest rate 0.85% (December 31, 2021 – 0.45%). At December 31, 2022 amounts of $11,306 have been accrued to interest income (December 31, 2021 - $13,938).

The fair value of quoted securities is based on published market prices. The Corporation has not received any dividends and has recognized a gain on fair value of the listed Common Shares of $104,906 during the Year (December 31, 2021 - $56,643 loss).

Unlisted common shares represent an investment in Plexus Technology Corp. The Corporation has recorded fair value loss of the investment at December 31, 2022 of $50,000 (December 31, 2021 - $Nil).

8) Property and equipment

	Equipment $	Vehicle $	Leasehold Improvements $	Total $
Cost:				
Balance, December 31, 2021	**17,271**	**-**	**20,117**	**37,388**
Additions	8,560	-	-	8,560
Balance, December 31, 2022	**25,831**	**-**	**20,117**	**45,948**
Accumulated amortization:				
Balance, December 31, 2021	1,472	-	3,912	5,384
Amortization	4,984	-	6,705	11,689
Balance, December 31, 2022	**6,456**	**-**	**10,617**	**17,073**
Carrying amounts:				
Balance, December 31, 2022	**19,375**	**-**	**9,500**	**28,875**

	Equipment $	Vehicle $	Leasehold Improvements $	Total $
Cost:				
Balance, December 31, 2020	-	-		-
Additions	17,195	-	20,117	37,312
Acquisition	1,277	12,723	-	14,000
Disposition	(1,201)	(12,723)	-	(13,924)
Balance, December 31, 2021	**17,271**	**-**	**20,117**	**37,388**

Accumulated amortization:

Balance, December 31, 2020	-	-	-	-
Amortization	1,472	931	3,912	6,315
Disposition	-	(931)	-	(931)
Balance, December 31, 2021	**1,472**	**-**	**3,912**	**5,384**

Carrying amounts:

Balance, December 31, 2021	**15,799**	**-**	**16,205**	**32,004**

9) Right-of-use assets

	Office
	$
Cost:	
Balance, December 31, 2021	96,282
Additions	96,779
Balance, December 31, 2022	**193,061**
Accumulated amortization:	
Balance, December 31, 2021	44,130
Amortization	48,140
Balance, December 31, 2022	**92,270**
Carrying amounts:	
Balance, December 31, 2022	**100,791**

	Office
	$
Cost:	
Balance, December 31, 2020	-
Additions	96,282
Balance, December 31, 2021	**96,282**
Accumulated amortization:	
Balance, December 31, 2020	-
Amortization	44,130
Balance, December 31, 2021	**44,130**
Carrying amounts:	
Balance, December 31, 2021	**52,152**

10) Patents

	Total $
Cost:	
Balance, December 31, 2021	12,244
Additions	40,927
Balance, December 31, 2022	**53,171**
Accumulated amortization:	
Balance, December 31, 2021	334
Amortization	2,972
Balance, December 31, 2022	**3,306**
Carrying amounts:	
Balance, December 31 30, 2022	**49,865**

	Total $
Cost:	
Balance, December 31, 2020	-
Additions	12,244
Balance, December 31, 2021	**12,244**
Accumulated amortization:	
Balance, December 31, 2020	-
Amortization	334
Balance, December 31, 2021	**334**
Carrying amounts:	
Balance, December 31, 2021	**11,910**

Delta has completed the WTO patenting, commercialization and the construction and commissioning of the Delta Purification System®, reclaiming hydrocarbon based and other solvents, such as single, mixed, and formulated amines, for use in natural gas processing ethanol-based solvents and post combustion CO_2 capturing processes.

11) Intangible assets

	PDOengine®	LCDesign® CCS	Delta Reclaimer® System	Carbon RX ™ IP	Total
	$	$	$	$	$
Cost:					
Balance, December 31, 2021	700,000	815,000	815,000	414,000	2,744,000
Additions	-	-	-	-	-
Balance, December 31, 2022	**700,000**	**815,000**	**815,000**	**414,000**	**2,744,000**
Accumulated amortization:					
Balance, December 31, 2021	64,167	74,708	74,708	17,250	230,833
Amortization	70,000	81,500	81,500	20,700	253,700
Balance, December 31, 2022	**134,167**	**156,208**	**156,208**	**37,950**	**484,533**
Carrying amounts:					
Balance, December 31, 2022	**565,833**	**658,792**	**658,792**	**376,050**	**2,259,467**

	PDOengine®	LCDesign® CCS	Delta Reclaimer® System	Carbon RX ™ IP	Total
	$	$	$	$	$
Cost:					
Balance, December 31, 2020	-	-	-		-
Acquisition	700,000	815,000	815,000	414,000	2,744,000
Balance, December 31, 2021	**700,000**	**815,000**	**815,000**	**414,000**	**2,744,000**
Accumulated amortization:					
Balance, December 31, 2020	-	-	-	-	-
Amortization	64,168	74,708	74,708	17,250	230,834
Balance, December 31, 2021	**64,168**	**74,708**	**74,708**	**17,250**	**230,834**
Carrying amounts:					
Balance, December 31, 2021	**635,832**	**740,292**	**740,292**	**396,750**	**2,513,166**

12) Goodwill

	Total $
Cost:	
Balance, December 31, 2021	365,622
Balance, December 31, 2022	**365,622**
Balance, December 31, 2020	-
Acquisition	365,622
Balance, December 31, 2021	**365,622**

Goodwill is tested for impairment at the consolidated entity level, as there is only one CGU. The Corporation completed its annual impairment test of goodwill as of December 31, 2022 and 2021.

The recoverable amount of the Corporation as at December 31, 2022 has been determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. The pre-tax discount rate applied to cash flow projections is 30% and cash flows beyond the five-year period are extrapolated using a 3.0% growth. Growth rates range from over 100% in the first two years of the forecast, and between 6% and 35% for years three through five. As the recoverable amount of the Corporation exceeded it's carrying amount, no impairment charge was recorded.

For the year ended December 31, 2021, the impairment test was performed using the fair value.

13) Deferred revenue

	December 31, 2022 $	December 31, 2021 $
Beginning balance	-	-
Additions to deferred revenue	64,226	-
Revenue recognized during the year	-	
	64,226	**-**

Deferred revenue, or contract liabilities, represent cash received from customers in excess of revenue recognized on uncompleted contracts.

14) Lease liability

	December 31, 2022 $	December 31, 2021 $
Balance, beginning of year	52,981	-
Additions	96,779	96,282
Payments	(49,500)	(45,375)
Interest expense	909	2,074
Balance, end of year	**101,169**	**52,981**

Lease liabilities are presented in the statement of financial position as follows:

	Incremental Borrowing Rate %	Maturity	$
Current	2.95 & 6.95	2023	51,550
Non-current	6.95	2024	49,619
Lease liability			101,169

Interest expense of $909 is included in financing expense, and payments are applied against the lease liability (December 31, 2021 - $2,074).

The maturity analysis of the lease liabilities at December 31, 2022 is as follows:

	$
2023	47,354
2024	51,658
2025	4,305
Total undiscounted lease payments	103,317
Present value of lease payments	2,148
Net investment in the lease	101,169

Lease expenses relating to short-term leases amounted to $24,058 and were recorded as general and administrative expenses (December 31, 2021 - $21,139).

15) Share capital

At December 31, 2022, the Corporation had authorized an unlimited number of Common Shares without par value, and an unlimited number of preferred shares ("**Preferred Shares**"). Common Shares are voting, participating and are not subject to restrictions. Preferred Shares may be issued in series. At the end of the Year the Corporation had 58,823,000 (December 31, 2021 – 58,523,100) Common Shares, and Nil Preferred Shares issued and outstanding.

On December 22, 2020, the Corporation issued 100 Common Shares at a weighted average value of $0.10 per class A common share for net proceeds of $10.

On January 26, 2021, the Corporation amended its articles of incorporation to change its classes of shares to Common Shares and Preferred Shares only, and all previously issued class A common shares were converted into Common Shares.

On January 27, 2021, Delta completed an asset purchase ("**Asset Purchase**") acquiring the clean energy assets ("**Clean Energy Assets**") of HTC Purenergy Inc. ("**HTC**"), pursuant to an asset purchase agreement ("**Purchase Agreement**"). The Clean Energy Assets consist of all of the IP and certain contractual agreements for the operation of HTC's CO_2 capture systems and reclaimer systems. The Purchase Agreement reflects a deemed purchase price of $4,000,000 however as a result of the accounting treatment of the Common Shares issued, the Financial Statements reflect a value of $3,300,000 for the 20,000,000 Common Shares issued ("**Consideration Shares**"). Consideration Shares are subject to a pooling arrangement with a release schedule over a period of 24 months whereby 10% of the Consideration Shares were released upon the Liquidity Event, 10% of the Consideration Shares are released every three months following the date of the Liquidity Event and the final 20% of the Consideration Shares are released 24 months following the date of the Liquidity Event. The Asset Purchase was conditional upon, among other things, the closing of the private placement (as described below). No finder's fees were payable in connection with the Asset Purchase.

On January 27, 2021, immediately following the closing of the Asset Purchase, the Corporation completed the first tranche of a private placement. The first tranche of the private placement comprised of 36,200,000 units of Delta at a price of $0.20 per unit for gross proceeds of $7,240,000 ("**Private Placement**"). Each unit was comprised of one Common Share and one-half of a Common Share purchase warrant ("**Unit**"). Each whole warrant is exercisable to purchase one additional Common Share at an exercise price of $0.50 for a period of 48 months after its issuance. The issue price allocated to the share portion of the Unit was $0.165 and $0.035 was allocated to each half warrant and recorded within warrants. Cash paid for issuance costs capitalized to Share Capital total $635,357.

On January 29, 2021, the Corporation completed a second tranche of the Private Placement consisting of 2,150,000 Units at a price of $0.20 per Unit for gross proceeds of $430,000. The issue price allocated to the share portion of the Unit was $0.165 and $0.035 was allocated to each half warrant and recorded within warrants. Pursuant to the offering (including the first tranche), the Corporation issued 1,398,750 finders' warrants and were netted against proceeds. Finders' warrants are exercisable at a price of $0.20 for a period of 4 years.

On April 16, 2021, the Corporation completed a third tranche of the Private Placement consisting of 173,000 Units at a price of $0.20 per Unit for gross proceeds of $34,600. The issue price allocated to the share portion of the Unit was $0.165 and $0.035 was allocated to each half warrant and recorded within warrants.

On February 15, 2022, 300,000 restricted share units ("**RSU**") were exercised, and accordingly 300,000 Common Shares were issued. The Corporation has recorded the issuance to Share capital offset by Contributed Surplus $49,500.

Common Shares	As at December 31, 2022 Number	 Amount $	As at December 31, 2021 Number	 Amount $
Balance, beginning of Year	58,523,100	8,993,655	100	10
RSU's exercised	300,000	49,500	-	-
Issuance on Asset Purchase	-	-	20,000,000	3,300,000
January 27, 2021 Private Placement	-	-	36,200,000	5,973,000
January 29, 2021 Private Placement	-	-	2,150,000	354,750
April 16, 2021 Private Placement	-	-	173,000	28,545
Issuance costs	-	-	-	(662,650)
Balance, end of Year	**58,823,100**	**9,043,155**	**58,523,100**	**8,993,655**

16) Warrants

The Corporation's warrants as at and for the year ending December 31, 2022, and December 31, 2021, were as follows:

Warrants	Number	Weighted average exercise price $	Fair Value of Warrants $
Balance, December 31, 2020	-	-	-
January 27, 2021 Private Placement	18,100,000	0.50	1,267,000
January 27, 2021 Finders Warrants	1,398,750	0.20	167,850
January 29, 2021 Private Placement	1,075,000	0.50	75,250
April 16, 2021 Private Placement	86,500	0.50	6,055
Issuance costs	-	-	(140,561)
Balance, December 31, 2021	**20,660,250**	**0.48**	**1,375,594**
Balance, December 31, 2022	**20,660,250**	**0.48**	**1,375,594**

As at December 31, 2022 and December 31, 2021, outstanding warrants to acquire Common Shares of the Corporation were netted against proceeds as follows:

Number outstanding	Grant date	Expiry date	Exercise price $	Grant date fair value $	Expected life Years	Expected dividend yield %	Risk-free interest rate %	Volatility %
18,100,000	January 27, 2021	January 27, 2025	0.50	1,267,000	4	0	0.51	120
1,398,750	January 27, 2021	January 27, 2025	0.20	167,850	4	0	0.51	120
1,075,000	January 29, 2021	January 29, 2025	0.50	75,250	4	0	0.51	120
86,500	April 16, 2021	April 16, 2023	0.50	6,055	4	0	0.51	120
20,660,250			**0.48**	**1,516,155**	**4**	**0**	**0.51**	**120**

As at December 31, 2022, the warrants outstanding had a weighted average remaining contractual life of 2.1 years. Expected volatility is based on the historical share price of companies in a comparable industry.

17) Stock Option and RSU plan

Under Delta's stock option plan and restricted share unit plans, there are an aggregate of 11,764,620 stock options ("**Stock Options**") and restricted share units ("**RSU**") available for issuance. On February 19, 2021, 5,700,000 Stock Options were granted to directors, officers, employees, and consultants of the Corporation ("**Option Holders**"). Of these Stock Options, 1,600,000 vested immediately, the remainder of the Stock Options vest in 3 equal tranches, 12 -, 24 – and 36 months after issuance. The exercise price of the Stock Options is equal to $0.20/Common Share. The fair value of the Stock Options is estimated at the grant date using a Black Scholes model, taking into account the terms and conditions on which the Stock Options were granted. The performance condition considered in determining the number of instruments that will ultimately vest assumes all Stock Options will vest given that the Option Holders were appointed, contracted and/or employed as part of the Clean Energy Assets acquisition. The Stock Options expire 4 years after issuance. The options are considered equity settled, but can be cash settled with the approval of the Board. Delta has accounted for the Stock Options as an equity-settled plan.

On November 1, 2021, an additional 500,000 Stock Options were granted for third party services. The shares vest over 12 months but the services provided have the duration of 6 months. The fair value of the Stock Options is estimated at the grant date using a Black Scholes model, taking into account the terms and conditions on which the Stock Options were granted. The performance condition considered in determining the number of instruments that will ultimately vest assumes all Stock Options will vest over the 6 months that investment services are received. The options vest as follows: 125,000 on February 1, 2022; 125,000 on May 1, 2022, 125,000 on August 1, 2022 and the remaining 125,000 on November 1, 2022, and can be exercised until November 1, 2026. The options are equity settled and have been accounted for as an equity-settled plan. The options outstanding at December 31, 2021 had an exercise price $0.20 or $0.61 and weighted average contract life of 3.25 years.

	Employee Stock Option Plan	**Options for Services**
Dividend yield (%)	-	-
Expected volatility (%)	120	120
Risk–free interest rate (%)	0.51	0.29
Expected life of share options	4	5
Stock Price ($)	0.165	0.61
Estimated Fair Value ($)	0.12	0.20

On September 29, 2022, 400,000 Delta Stock Options were granted to Delta's President and CEO. The options have an exercise price of $0.10 vest in three equal tranches on September 29, 2022, February 19, 2023 and February 19, 2024 and shall expire on February 19, 2025 or such earlier date on which the Stock Options are exercised.

	Participant Stock Option Plan
Dividend yield (%)	-
Expected volatility (%)	108.53
Risk–free interest rate (%)	3.44
Expected life of share options	2.4
Stock Price ($)	0.045
Estimated Fair Value ($)	0.02

For the year ended December 31 2022 the Corporation recorded share-based compensation of $283,625 (December 31 30, 2021- $394,441).

	December 31, 2022		December 31, 2021	
	Number of options	**Weighted Average Exercise Price $**	**Number of options**	**Weighted Average Exercise Price $**
Balance beginning of year	6,200,000	0.25	-	-
Granted	400,000	0.10	6,200,000	0.25
Forfeited	-	-	-	-
Exercised	-	-	-	-
Balance, end of year	6,600,000	0.24	6,200,000	0.25

<u>Restricted Share Units</u>

On February 19, 2021, the Corporation granted 5,300,000 RSU's to certain directors and employees of the Corporation, which were valued at $0.165 per RSU. 300,000 RSU's vested on the grant date, and the remaining 5,000,000 RSU's will vest February 19, 2023. The RSUs are equity-settled and each RSU can be settled for one Common Share for no consideration. The vested RSUs were recorded in contributed surplus.

On February 15, 2022, 300,000 RSU's were exercised. The Corporation has recorded the issuance to Share Capital and reduced contributed surplus by $49,500.

For the Year, the Corporation recorded share-based compensation related to RSU of $219,529 (December 31 2022, 2021 - $648,190).

	December 31, 2022		December 31, 2021	
	Number of RSU's	**Weighted Average Exercise Price $**	**Number of RSU's**	**Weighted Average Exercise Price $**
Balance beginning of year	5,300,000	0.165	-	-
Granted	-	-	5,300,000	0.165
Forfeited	-	-	-	-
Exercised	(300,000)	(0.165)	-	-
Balance, end of year	5,000,000	0.165	5,300,000	0.165

18) Basic and diluted income per share

The basic and dilutive earnings per share have been calculated using the weighted average number of Common Shares outstanding during the Year. Since there are no items of a dilutive nature, the basic and dilutive share amounts are the same. The total basic and dilutive weighted average number of Common Shares for December 31, 2022 is 59,201,182 (December 31, 2021 – 54,293,526).

	December 31, 2022 $	**December 31, 2021 $**
Loss attributable to shareholders	(2,774,324)	(4,258,236)
Basic and diluted weighted average number of common shares	58,773,467	54,293,526
Basic and diluted loss per share	(0.05)	(0.07)

19) Income taxes

Income tax provision (recovery) differs from the amount that would be computed by applying the combined Canadian federal and provincial statutory income tax rate of 27% for the following reasons:

For the year- ended	**December 31, 2022**	**December 31, 2021**
Loss before income taxes	$ (2,798,410)	$ (4,258,236)
Statutory tax rate	27%	27%
Expected income tax recovery	**(755,571)**	**(1,149,724)**
Increase (reduction) attributable to:		
Deferred income tax asset not recognized	331,959	1,152,022
Other	423,612	(2,298)
Income tax expense (recovery)	$ -	$ -

Income tax (recovery) is allocated as follows:

	December 31, 2022 **$**	**December 31, 2021** **$**
Current tax (recovery) expense	-	-
Deferred tax (recovery) expense	-	-
	-	**-**

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amounts of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	December 31, 2022 **$**	**December 31, 2021** **$**
Intangible assets	(53,082)	(49,212)
Loss carry forwards	1,591,732	1,191,647
Other	(7,431)	9,587
Deferred tax asset	**1,531,219**	**1,152,022**

The Canadian non-capital loss carry forwards expire as noted in the table below.

The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available which the Corporation can utilize the benefits therefrom.

The Corporation’s Canadian non-capital income tax losses expire as follows:

2041 - 2042	$5,895,305

20) Changes in Working Capital and Other

The net change in the non-cash working capital balances related to continuing operations is calculated as follows:

Change in working capital is comprised of	December 31, 2022 $	December 31, 2021 $
Accounts receivables and accrued receivables	(355,495)	(5,708)
Government receivables	43,844	(43,844)
Government payables	18,778	-
Prepaids expenses and deposits	(22,327)	(14,832)
Accrued revenues	(24,900)	-
Accounts payable and accrued liabilities	25,239	326,198
Unearned revenue	64,226	-
	(250,635)	**261,814**

21) Financial Risk Management

Management's risk management policies are typically performed as a part of the overall management of the Corporation's operations. Management is aware of risks related to these objectives through direct personal involvement with employees and outside parties. In the normal course of its business, the Corporation is exposed to a number of risks that can affect its operating performance. Management's close involvement in operations helps identify risks and variations from expectations. The Corporation has not designated transactions as hedging transactions to manage risk. As a part of the overall operation of the Corporation, management considers the avoidance of undue concentrations of risk. These risks and the actions taken to manage them include the following:

a) Credit risk

The risk of financial loss in the event of failure of a customer or counterparty to a financial instrument to meet its contractual obligation is defined as credit risk. The Corporation's principal exposure to credit risk is in respect to its accounts receivable. In order to reduce the risk on its accounts receivable, the Corporation has adopted credit policies which mandate performing an ongoing credit review of all its customers and establishing allowances for bad debts when the amounts are not collectible. The allowance for bad debt at December 31, 2022 was $Nil (December 31, 2021 - $Nil).

Due to the nature of the Corporation's operations, Management considers accounts receivable outstanding for 90 days or less, to be current amounts. Over 90 days are also considered current, if extended terms exist and security is provided, or amounts are subject to contract restrictions and performance markers. The aging of the Corporations accounts receivable at December 31, 2022 and December 31, 2021 is as follows:

	Current $	Over 90 Days $	Total $
Aging of accounts receivable at December 31, 2022	394,560	2,850	397,410
Aging of accounts receivable at December 31, 2021	17,048	2,598	19,646

b) Currency risk

The Corporation is exposed to currency risk as a certain portion of sales and expenses are incurred in US dollars resulting in US denominated accounts receivable and accounts payable. These balances are, therefore, subject to gains and losses due to fluctuations in that currency in relation to the Canadian dollar.

The Canadian dollar equivalent amounts of the balances denominated in US funds are:

	December 31, 2022 $	December 31, 2021 $
Cash	30,660	597

c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's only interest-bearing financial instrument is the GIC that it holds as at December 31, 2022 at a fixed rate of interest.

d) Liquidity risk

Liquidity risk is the risk that the Corporation cannot meet its financial obligations associated with financial liabilities in full. The Corporation's main sources of liquidity are its operations and equity financing. The funds are primarily used to finance working capital and capital expenditure requirements and are adequate to meet the Corporation's financial obligations associated with financial liabilities.

The timing of cash outflows relating to the financial liabilities are outlined in the table below:

December 31, 2022	< 1 year $	1-2 years $	3-5 years $	Thereafter $	Total $
Accounts payable and accrued liabilities	351,437	-	-	-	351,437
Lease liability	51,550	49,619	-	-	101,169
Balance	**402,987**	**49,619**	**-**	**-**	**452,606**

December 31, 2021	< 1 year $	1-2 years $	3-5 years $	Thereafter $	Total $
Accounts payable and accrued liabilities	326,198	-	-	-	326,198
Lease liability	48,591	4,390	-	-	52,981
Balance	**374,789**	**4,390**	**-**	**-**	**379,179**

22) Financial Instruments

Fair Value

For all current assets and liabilities, the difference between cost and fair value is assumed to be negligible due to the short-term maturities of these items. The following table provides a summary, by class and level on the fair value hierarchy, of the financial assets and liabilities that are measured at fair value, together with the carrying amounts included in the consolidated statements of financial position, as at December 31, 2022 and December 31, 2021:

		December 31, 2022		December 31, 2021	
	Level	**Carrying amount $**	**Fair value $**	**Carrying amount $**	**Fair value $**
Financial assets					
Amortized cost					
Accounts receivable and accrued receivables		397,410	397,410	19,646	19,646
Fair value through profit and loss					
Cash	1	401,172	401,172	759,915	759,915
Guaranteed investment certificate	1	1,500,000	1,500,000	3,500,000	3,500,000
Listed Common Shares	1	203,160	203,160	98,255	98,255
Unlisted common shares	3	50,000	50,000	100,000	100,000
Financial Liabilities					
Amortized cost					
Accounts payable and accrued liabilities		351,437	351,437	326,198	326,198
Lease liabilities		101,169	101,169	52,981	52,981

The Corporation uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

(i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
(ii) Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e., derived from prices); and
(iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Interest from financial instruments is recognized in finance costs.

23) Capital Disclosures

There are no restrictions on the Corporation's capital. The Corporation's capital is summarized as follows:

	December 31, 2022 $	December 31, 2021 $
Shareholders' equity	4,879,388	7,153,644

The Corporation's objectives when managing capital are to:

- maintain financial flexibility in order to preserve its ability to meet financial obligations;
- deploy capital to provide an appropriate investment return to its shareholders in the future; and
- maintain a capital structure that allows multiple financing options to the Corporation, should a financing need arise.

The Corporation's financial strategy is designed and formulated to maintain a flexible capital structure consistent with the objectives stated above and to respond to changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Corporation may raise debt (secured, unsecured, convertible and/or other types of available debt instruments) or refinance existing debt with different characteristics.

24) Segmented Information

Delta's has one CGU. Delta's revenue breaks down into business sectors consisting of five clean energy technology solution revenue generating pillars. The revenue breakdown is as follows:

1) CO_2 capture;
2) Hydrogen Production (CO_2 Capture);
3) Solvent and ethanol purification;
4) Methane collection and destruction; and
5) Carbon credit validation, certification and trading.

The below table reflects revenue by geographical market, based on location of customer, and by market application.

	December 31, 2022 $	December 31, 2021 $
CO_2 Capture		
Canada	1,307,736	375,000
United States	63,900	-
United Arab Emirates	6,806	-
Kazakhstan	22,159	-
China	12,383	-
Total	**1,412,984**	**375,000**

100% of Delta's noncurrent assets are located in Canada.

25) Related Party

Related party transactions include transactions with corporate investors who have representation on the Corporation's Board.

Clearview Financial Services Inc. ("**Clearview**") is a related party due to one common director. During the Year, the Corporation paid $130,000 in consulting and $10,800 in rent expense to Clearview. At December 31, 2022, there are amounts payable of $47,121 (December 31, 2021 - $Nil).

KF Capital Corp. ("**KF**") is a related party due to one common director. During the Year, the Corporation paid $51,150 in rent expense (December 31, 2021 - $41,985) to KF. At December 31, 2022, there are amounts payable of $Nil (December 31, 2021 - $Nil).

KF Aggregates Recycling Inc. ("**KF Aggregates**") is a related party due to one common director. During the year, the Corporation earned $96,460 in consulting revenue from KF Aggregates. At December 31, 2022, there are amounts receivable of $Nil (December 31, 2022 - $Nil).

The Corporation has identified all of the directors and officers as its key management personnel. During the Year, the Corporation did not incur transactions with directors and officers, or companies that are controlled by directors or officers of the Corporation, other than disclosed herein.

26) Key Management Compensation

The remuneration of key management personnel included in the Statements of Loss were:

For the year ended	**December 31, 2022** **$**	**December 31, 2021** **$**
Operating wages and consulting		
Salaries and short-term benefits	213,060	240,560
Consulting	130,000	125,000
Stock based compensation		
Stock Options and RSU's	209,077	498,192
Total key management compensation	552,137	863,752

The key management personnel of the Corporation consist of the executive officers and members of the Board. Key management personnel include those persons that have the authority and responsibility for planning, directing and controlling the activities of the Corporation, directly and indirectly.

The Corporation has employment agreements with a director and the CFO, and a consulting agreement with its President and CEO. Yearly compensation is paid in accordance with the remuneration package agreed upon by the compensation committee and the individual respectively.

Under the director's employment agreement, the Corporation may terminate the agreement without cause, and the employee may terminate for good cause, and in both instances: (i) the Corporation shall be liable to pay, in lieu of notice, or any combination of both, a severance equal to 36 months, based on the base salary and bonus commitments; (ii) all unvested Stock Options and/or RSU will immediately vest and be exercisable. In the event of a change in control, all unvested securities granted or issued shall automatically vest and, at the option of the employee, the employee may resign and be entitled to a lump sum payment equal to the value of his base salary and any bonus, equal to 36 months.

During the Year, $6,250 were paid in director fees (December 31, 2021 - $4,500). In addition to their salaries, senior management and directors also participate in the Corporation's share-based compensation plans.

25. Comparative Consolidated Financial Statements

The comparative consolidated financial statements have been reclassified from statements previously presented to conform to the presentation of the 2022 consolidated financial statements.

26) Subsequent Events

On February 20, 2023, Delta issued 5,000,000 Common Shares, pursuant to the vesting of RSUs.