NOTICE TO READER

The Management's Discussion & Analysis ("MD&A") of Hybrid Power Solutions Inc. (the "Company") for the three and nine months ended February 29, 2024 have been re-filed on SEDAR+ to replace the MD&A previously filed on April 29, 2024. Changes to the MD&A include re-dating, updating outstanding share data as of the date of the re-filed MD&A, and restating financial statement figures consistent with the re-filed and restated unaudited condensed consolidated interim financial statements as at and for the three and nine months ended February 29, 2024. The re-filed MD&A should be read in conjunction with the re-filed and restated unaudited condensed consolidated interim financial statements of the Company and notes thereto as at and for the three and nine months ended February 29, 2024 that were also re-filed on SEDAR+ on June 13, 2024.

Hybrid Power Solutions Inc.
Management Discussion and Analysis
For the three and nine months ended February 29, 2024
(Expressed in Canadian Dollars)
(Restated)

The following management discussion and analysis (MD&A) of the Company's financial condition and results of operations for the three and nine months ended February 29, 2024, should be read in conjunction with the restated condensed consolidated interim financial statements for the three and nine months ended February 29, 2024 and 2023, and the audited consolidated financial statements for the year ended May 31, 2023 and 2022.

The date of this management's discussion and analysis ("MD&A") is June 10, 2024. Unless otherwise indicated, all financial data in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee. This MD&A has been prepared pursuant to the disclosure requirements under National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators.

All currency amounts are expressed in Canadian dollars, unless otherwise noted.

This MD&A was approved by the Directors on June 11, 2024.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation ("forward-looking information"). Such forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under "risks and uncertainties" in this MD&A. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is given as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking information.

NON-IFRS MEASURES

Certain financial measures used in this MD&A make reference to certain non-IFRS measures. These non-IFRS measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing a further understanding of results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of the financial information of the

Company reported under IFRS. Earnings before interest, taxes, depreciation, and amortization ("EBITDA") should not be construed as alternatives to net income/loss determined in accordance with IFRS. EBITDA does not have any standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other issuers.

OVERALL PERFORMANCE

NATURE OF BUSINESS

Hybrid Power Solutions Inc. (the "Company") was incorporated on December 7, 2015, under the laws of Ontario, and continued into British Columbia under the Business Corporations Act (British Columbia) on June 13, 2022. Its head office is located at 208-333 Terminal Avenue, Vancouver, British Columbia, V6A 4C1, and its manufacturing facility is located in Toronto, Ontario. HPS Solar Inc., a wholly owned subsidiary of the Company, was incorporated under the laws of Ontario on March 17, 2022.

On November 29, 2023, the Company's common shares became listed on the Canadian Securities Exchange ("CSE") under the symbol HPSS. On December 1, 2023 the Company closed its initial public offering ("IPO") and began trading on the CSE on December 4, 2023. The Company's common shares are now also listed on the Over-the-Counter Quotation Board ("OTCQB") exchange under the symbol HPSIF and Frankfurt Stock Exchange ("FSE") under the symbol E092.

The Company designs and manufactures patent pending portable battery systems and customized energy solutions for a variety of industrial markets, including the mining, railway, public transit and construction sectors. During the year ended May 31, 2023, the Company, through its wholly owned subsidiary, HPS Solar Inc., introduced a franchise network of solar power installers that operate under the Company's trademark and offer the sale and installation of the Company's products.

OPERATIONAL UPDATES

During the nine months ended February 29, 2024, and subsequently:

In August 2023, the Company closed a non-brokered private placement of convertible debentures for aggregate proceeds of $535,000, with an aggregate principal amount of $594,444 convertible into common shares of the Company as a price of $0.32 per common share. During the nine months ended February 29, 2024, and subsequently $433,333 of the principal balance of the convertible debenture was converted into 1,354,165 common shares of the Company.

On December 1, 2023, the Company closed its IPO and began trading on the CSE on December 4, 2023. The Company completed its IPO through the issuance of 12,279,500 units at a price of $0.40 per unit pursuant to the Company's amended and restated prospectus dated August 28, 2023, as further amended on September 13, 2023, and October 18, 2023. Gross proceeds before deducting agent fees and estimated offering expenses were $4,911,800.

Prior to closing of the Company's IPO, on November 30, 2023, the full principal balance of the July 27, 2022 unsecured convertible debentures of $328,500 was converted into 16,425,000 common shares of the Company.

Prior to closing of the Company's IPO, on November 30, 2023, the full principal balance of the Company's August 3, 2022 unsecured convertible debentures of $1,628,500 was converted into 8,142,500 common shares and 4,071,250 warrants of the Company.

On November 29, 2023, the Company granted 4,758,838 stock options to officers, employees and consultants, at a price of $0.40 per share, exercisable for a period of five years. The stock options vest over periods starting on the initial grant date up to November 29, 2025.

During the nine months ended February 29, 2024, the Company granted 4,025,000 Restricted Share Units to directors, officers and consultants of the Company, of which 3,187,500 vested immediately.

In January 2024, the Company announced it has filed for provisional patent with the United States Patent and Trademark Office (USPTO) for its battery heating technology, and launched its latest product the Batt Pack Spark. The Company also announced the start of construction of its expandable production facility spanning 6,000 square feet on 2.5 acres of land in Parry Sound, Ontario.

In February 2024, the Company announced the signing of a strategic distribution agreement with Fastening House, a Canadian tool and equipment supplier, and that it has secured a patent for its intelligent battery system and method of operation.

On March 12, 2024, the Company announced that it filed and obtained receipt for a preliminary short form base shelf prospectus (the "Shelf Prospectus") with the securities commissions in British Columbia, Alberta, Saskatchewan, Ontario, Manitoba and Newfoundland to qualify the distribution of up to $20,000,000 of common shares, warrants, subscription receipts, units, debt securities or any combination thereof, during the 25-month period that the Shelf Prospectus is effective.

On March 18, 2024, the Company granted 35,000 RSUs. All RSUs vested on March 30, 2024.

On March 22, 2024, 40,000 stock options that were previously granted to an employee of the Company were cancelled upon his resignation. The stock options had an exercise price of $0.40.

On April 16, 2024, the Company announced a non-brokered prospectus supplement financing of units under its Shelf Prospectus consisting of up to 5,000,000 units at $0.30 per unit for gross proceeds of up to $1,500,000. Each unit will be comprised of one common share and one common share purchase warrant at an exercise price of $0.32 for a period of 24 months after the closing of the financing.

On April 26, 2024, 1,350,000 RSUs previously granted and settled were cancelled. In replacement, 1,378,940 RSUs were granted with 50,000 RSUs vesting immediately on grant, and 50,000 RSUs vesting each year on November 29 until November 29, 2033 when the remaining 878,940 RSUs will vest.

On June 4, 2024, the Company closed the first tranche of a private placement issuing 1,806,000 units at a price of $0.40 per unit for gross proceeds of $541,800. Each unit consists of one common share and one warrant at a exercise price of $0.32 expiring May 29, 2026.

In June 2024, the Company announced that it entered into a distribution partnership with Colony Hardware, out on Orange, Connecticut. The strategic collaboration aims to expand the reach of the Company's power products through distribution in Colony Hardware's 64 locations in the United States. The partnership encompasses both product sales and the inclusion of rental units, further broadening the accessibility of the Company's offerings.

OVERALL PERFORMANCE

Summary of Financial and Operating Results

For the Three Months Ended February 29, 2024 and 2023

Selected financial information has been summarized from the Company's condensed consolidated interim financial statements for the three months ended February 29, 2024 and 2023:

	Three months ended February 29,			
		2024		2023
Revenue	$	720,132	$	717,972
Cost of sales		(564,813)		(477,564)
Operating expenses		(2,033,766)		(742,649)
Other expenses		(9,510)		9,850
Net loss and comprehensive loss		(1,887,957)		(492,391)
Loss per share – basic and diluted		(0.03)		(0.02)

Revenue

For the three months ended February 29, 2024, the Company generated total revenues of $720,132, an increase of $2,160 compared to revenues of $717,972 for the three months ended February 28, 2023. Revenue for the three months ended February 29, 2024, consisted of the sale and in some cases installation of products including solar panels, portable battery systems, and other energy related products, consulting income and franchise revenues. Revenues from the sale and installation of products decreased from $712,675 during the three months ended February 28, 2023, to $694,415 during the three months ended February 29, 2024 as a result of lower sales volumes achieved in the current period. The Company is continuing to focus its efforts on the development, manufacturing, and installation of direct-to-consumer cleantech products and formation of its franchise business run under the Company's subsidiary HPS Solar Inc. The Company's franchise business consists of a franchise network of solar power installers that operate under the Company's trademark and offer the sale and installation of the Company's products. During the three months ended February 29, 2024, the Company generated a total of $25,717 in franchise fee revenues. Franchise fee revenue increased by $20,420 from $5,297 recognized during the three months ended February 28, 2023 due to an increase in the number of franchises signed on.

Cost of Sales and Gross Profit

For the three months ended February 29, 2024, the Company's costs of sales and gross profit were $564,813 and $155,319 respectively, compared to $477,564 and $240,408 for the three months ended February 28, 2023. The gross profit margin decreased from approximately 33% for the three months ended February 28, 2023, to approximately 22% for the three months ended February 29, 2024. A higher gross profit margin was realized for the three months ended February 28, 2023 due to a different product mix with higher margins and lower discounts offered, as well as lower warranty and repair costs incurred. An inventory impairment of $11,831 was taken during the three months end February 29, 2024 and included in cost of revenues. There was no inventory impairment during the three months ended February 28, 2023.

Other income (expenses)

Other expenses for the three months ended February 29, 2024 and 2023 were $9,510 and other income of $9,850, respectively. The increase in other expenses of $19,360 during the three months ended February

29, 2024, was primarily due to greater amount of government assistance being received in the comparative period.

Operating Expenses

Operating expenses for the three months ended February 29, 2024 and 2023, are summarized as follows (in Canadian Dollars):

For the three months ended February 29,	**2024**	**2023**	**Change $**	**Change %**
Advertising expense	503,998	48,817	455,181	932%
General and administrative	194,000	107,385	86,615	81%
Salaries and benefits	352,792	299,321	53,471	18%
Professional fees	217,008	285,320	(68,312)	(24%)
Research and development	9,595	1,806	7,789	431%
Share-based compensation	756,373	-	756,373	100%
Total operating expenses	**$ 2,033,766**	**$ 742,649**	**$ 1,291,117**	**174%**

For the three months ended February 29, 2024, total expenses increased by $1,291,117 compared to the same period in the prior year. The increase is largely a result of the increase in share-based compensation and advertising fees incurred during the three months ended February 29, 2024, which was partially offset by the decrease in professional fees. Share-based compensation of $756,373 was recognized during the three months ended February 29, 2024 as a result of the vesting of performance warrants issued in April 2023 and the vesting of RSUs and stock options granted during the three months ended November 30, 2023.

Advertising expense increased by $455,181 from $48,817 for the three months ended February 28, 2023, to $503,998 for the three months ended February 29, 2024. The increase was a result of increased advertising efforts to promote the brand name and fees paid to market making services incurred in the current period.

General and administrative expenses increased by $86,615 compared to the same period of the prior year. The increase was largely due to an increase in filing fees, travel costs, delivery costs, automobile expenses, and shareholder communications costs. The increase was slightly offset by a decrease in bank fees, dues and subscriptions, rent and telephone and internet costs during the current period.

Salaries and benefits increased by $53,471 from $299,321 for the three months ended February 28, 2023, to $352,792 for the three months ended February 29, 2024. The increase was a result of an increase in number of employees to meet growing operational needs.

For the Nine Months Ended February 29, 2024 and 2023

The following financial information has been summarized from the Company's condensed consolidated interim financial statements for the nine months ended February 29, 2024 and 2023:

		Nine months ended February 29,		
		2024		2023
Revenue	$	1,761,899	$	2,767,472
Cost of sales		(1,330,448)		(1,718,181)
Operating expenses		(5,227,008)		(2,538,089)
Other (expenses) income		(219,501)		(66,310)
Net loss and comprehensive loss		(5,012,026)		(1,498,990)
Loss per share – basic and diluted		(0.11)		(0.06)

		Period ended February 29, 2024		Year ended May 31, 2023
Cash	$	957,830	$	2,888
Working capital surplus (deficiency)		1,567,138		(2,449,938)
Total assets		4,604,807		2,791,477
Total long-term liabilities		(593,531)		(411,976)
Shareholders' equity (deficiency)		1,548,302		(2,141,333)

Revenue

For the nine months ended February 29, 2024, the Company generated total revenues of $1,761,899, a decrease of $1,005,573 compared to revenues of $2,767,472 for the nine months ended February 28, 2023. Revenue for the nine months ended February 29, 2024, consisted of the sale and in some cases installation of products including solar panels, portable battery systems, and other energy related products, consulting income and franchise revenues. Revenues from the sale and installation of products decreased from $2,752,702 during the nine months ended February 28, 2023, to $1,690,242 during the nine months ended February 29, 2024 as a result of lower sales volumes achieved in the current period. The Company is continuing to focus its efforts on the development, manufacturing, and installation of direct-to-consumer cleantech products and formation of its franchisee business run under the Company's subsidiary HPS Solar Inc. The Company's franchise business consists of a franchise network of solar power installers that operate under the Company's trademark and offer the sale and installation of the Company's products. During the nine months ended February 29, 2024, the Company generated a total of $68,747 in franchise revenues. Franchise revenue increased by $54,987 from $13,760 recognized during the nine months ended February 28, 2023 due to an increase in the number of franchises signed on.

Cost of Sales and Gross Profit

For the nine months ended February 29, 2024, the Company's costs of sales and gross profit were $1,330,448 and $431,451 respectively, compared to $1,718,181 and $1,049,291 for the nine months ended February 28, 2023. The gross profit margin decreased from approximately 38% for the nine months ended February 28, 2023, to approximately 24% for the nine months ended February 29, 2024. A higher gross profit margin was realized for the nine months ended February 28, 2023, due to a different product mix with higher margins and lower discounts offered as well as lower warranty and repair costs incurred. An inventory impairment of $11,831 was taken during the nine months end February 29, 2024 and included in cost of revenues. There was no inventory impairment during the nine months ended February 28, 2023.

Other income (expenses)

Other expenses for the nine months ended February 29, 2024, and 2023 were $219,501 and $66,310, respectively. The increase in other expenses of $153,191 during the nine months ended February 29, 2024, was primarily due to higher interest and accretion expenses related to convertible debentures issued during the nine months ended February 29, 2024, and less government assistance received.

Assets

Total assets as of February 29, 2024 and May 31, 2023, were $4,604,807 and $2,791,477, respectively.

The increase in total assets of $1,813,330 was primarily due to increases in cash, accounts and other receivables, prepaid expenses, and inventory, offset by decreases in property and equipment and right-of-use assets. The decrease in property and equipment from $524,731 on May 31, 2023, to $406,243 on February 29, 2024, was primarily due to the Company receiving a government grant from Northern Ontario Heritage Fund Corporation for $99,380 specific to the Company's building under construction. The government grant reduced the cost amount of the Company's building under construction. Inventory increased from $1,424,202 on May 31, 2023, to $1,433,906 on February 29, 2024, which was due mainly to the timing of shipping of inventory product to end consumers, net of an inventory impairment of $11,831 recorded during the three months ended February 29, 2024. The increase in prepaid expenses from $189,483 on May 31, 2023, to $997,736 on February 29, 2024, was primarily due to the Company incurring prepaid marketing costs for services to be received over time. The Company also had prepaid inventory of $468,263 for inventory not delivered as at February 29, 2024 and included in prepaid expenses and deposits. As at May 31, 2023, there was only $20,306 included as prepaid inventory in prepaid expenses and deposits.

Liabilities

The total long-term liabilities as of February 29, 2024 and May 31, 2023, were $593,531 and $411,976, respectively. The increase in long-term liabilities was primarily due to an increase in loans obtained to finance operations.

Shareholders' deficiency

The shareholders' equity as of February 29, 2024, was $1,548,302 and as at May 31, 2023 there was a shareholders' deficiency of $2,141,333. The increase in shareholders' equity was mainly due the issuance of share capital on the conversion of convertible debentures, issuance of shares on the conversion of restricted-share units, and closing of the Company's IPO during the nine months ended February 29, 2024. The Company recorded an increase in share capital of $6,483,162 during the nine months ended February 29, 2024, which was slightly offset by the losses incurred during the period.

Operating Expenses

Operating expenses for the nine months ended February 29, 2024 and 2023, are summarized as follows (in Canadian Dollars):

For the nine months ended February 29,	2024	2023	Change $	Change %
Advertising expense	629,722	190,249	439,473	231%
General and administrative	415,925	540,742	(124,817)	(23%)
Salaries and benefits	975,853	935,763	40,090	4%
Professional fees	742,160	829,155	(86,995)	(10%)
Research and development	13,392	42,180	(28,788)	(68%)
Share-based compensation	2,449,956	-	2,449,956	100%
Total operating expenses	**$ 5,227,008**	**$ 2,538,089**	**$ 2,688,919**	**106%**

For the nine months ended February 29, 2024, total expenses increased by $2,688,919, compared to the same period in the prior year. The increase is largely a result of the increase in share-based compensation incurred during the nine months ended February 29, 2024, which was partially offset by the decrease in general and administrative expenses and professional fees. Share-based compensation of $2,449,956 was recognized during the nine months ended February 29, 2024 as a result of the vesting of performance warrants issued in April 2023 and the vesting of RSUs and stock options granted during the nine months ended February 29, 2024.

Advertising expense increased by $439,473 from $190,249 for the nine months ended February 28, 2023, to $629,722 for the nine months ended February 29, 2024. The increase was a result of higher advertising efforts to promote the brand name and fees paid for market making services in the current period.

General and administrative expenses decreased by $124,817 compared to the same period of the prior year. The decrease was largely due to the decrease in dues and subscriptions, bad debt expense, brokerage fees, delivery costs, and bank fees.

Salaries and benefits increased by $40,090 from $935,763 for the nine months ended February 28, 2023, to $975,853 for the nine months ended February 29, 2024. The increase was a result of an increase in number of employees to meet growing operational needs.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected financial information from the Company's unaudited condensed consolidated interim financial statements for the most recent eight quarters:

Quarter Ended	Total Revenue ($)	Comprehensive Loss ($)	Net Loss ($)	Basic and Diluted Loss per Share ($)
February 29, 2024	720,132	1,887,957	1,887,957	0.03
November 30, 2023	603,398	2,060,523	2,060,523	0.06
August 31, 2023	438,369	1,063,546	1,066,578	0.03
May 31, 2023	533,730	1,355,208	1,355,208	0.04
February 28, 2023	717,972	492,391	492,391	0.02
November 30, 2022	1,260,820	286,391	286,391	0.01
August 31, 2022	788,680	720,208	776,326	0.03
May 31, 2022	520,222	534,845	509,557	0.02

During the three months ended February 29, 2024, the comprehensive loss decreased by $172,566 as compared to the three months ended November 30, 2023. This was mainly due to a decrease in share-based compensation of $633,547 during the three months ended February 29, 2024, due to the issuance of restricted-share units during the three months ended November 30, 2023, which vested immediately. This decrease was offset by an increase in advertising costs of $467,978 during the three months ended February 29, 2024, as a result of higher advertising efforts to promote the brand name in the current period.

During the three months ended November 30, 2023, the comprehensive loss increased by $996,977 as compared to the three months ended August 31, 2023. The increase was mainly due to an increase of $1,086,257 in share-based compensation as a result of stock options and restricted-share units granted and vested during the three months ended November 30, 2023.

During the three months ended August 31, 2023, the comprehensive loss decreased by $291,662 as compared to the three months ended May 31, 2023. This decrease was mainly due to a decrease in professional fees of $212,388, salaries and benefits of $67,202 and research and development of $86,393. This decreased expense was offset by an increase in share-based compensation of $110,119 related to performance warrants granted in the three months ended August 31, 2023.

During the three months ended May 31, 2023, the comprehensive loss increased by $862,817 as compared to the three months ended February 28, 2023. This increase was largely due to an increase in salaries and benefits of $47,138, professional fees of $247,405, research and development of $86,863, and share-based compensation of $193,544. The increase in comprehensive loss was also a result of decrease in revenues of $203,247, due to a lower sales volumes achieved in the three months ended May 31, 2023. Professional fees increased due to audit related services in the quarter. Research and development increased due to changes in the timing of the research programs.

During the three months ended February 28, 2023, the comprehensive loss increased by $206,000 as compared to the three months ended November 20, 2022. This increase was largely due to a lower gross margin as a result of a different product mix with lower margins, as well as a decrease in in general and administrative expenses of $149,060 and research and development of $30,369. This decrease was slightly offset by an increase in other income of $53,609 and government assistance of $28,848.

During the three months ended November 30, 2022, the comprehensive loss decreased by $433,817 as compared to the three months ended August 31, 2022. This decrease was largely due to an increase in produce sales revenue of $465,037, as a result of higher sales volumes achieved in the three months ended November 30, 2022.

During the three months ended August 31, 2022, the comprehensive loss increased by $185,363 as compared to the three months ended May 31, 2022. The increase was mainly due to an increase in professional fees of $263,284 related to accounting services that were not incurred in the prior period. This was slightly offset by an increase in deferred income tax recovery of $81,406.

LIQUIDITY AND CAPITAL RESOURCES

Working capital deficiency

Working capital surplus as of February 29, 2024 was $1,578,969 and there was a working capital deficiency of $2,449,938 as of May 31, 2023.

The increase in working capital was primarily due to the conversion of convertible debentures, repayment of accounts payable, and the issuance of shares for cash pursuant to the closing of the IPO, during the nine months ended February 29, 2024. Convertible debt, with a principal amount of $1,628,500, $328,500, and $283,333 were converted into 8,142,500, 16,425,000, and 885,415 common shares, respectively.

Cash Flows

A summary of cash flows for the nine months ended February 29, 2024 and February 28, 2023 is as follows:

Nine months ended February 29,		**2024**		**2023**		**Change**
Operating activities	$	(3,588,703)	$	(2,078,581)	$	(1,510,122)
Investing activities		69,916		(350,699)		420,615
Financing activities		4,473,729		2,322,883		2,150,846
Increase (decrease) in cash	**$**	**954,942**	**$**	**(106,397)**	**$**	**1,061,339**

Cash used in operating activities increased by $1,510,122. This increase is largely due to an increased amount of cash used towards prepaid expenses and cash consumed in aging of accounts payable. The Company also incurred a higher net loss for the current period.

Cash flows used by investing activities decreased by $420,615, which is due to the Company purchasing two vehicles and construction of a new office and manufacturing facility in the comparative period, with no similar expenditures occurring during the nine months ended February 29, 2024.

Cash flows from financing activities increased by $2,150,846, which is primarily due to net proceeds of $4,044,624 received from the issuance of shares pursuant to the IPO during the nine months ended February 29, 2024. The increase in cash flow from financing activities was slightly offset by the decrease in net proceeds received on convertible debentures of $1,250,953. The Company received $1,732,753 in convertible debenture proceeds during the nine months ended February 28, 2023 versus $481,800 received during the nine months ended February 29, 2024. The Company also received funds of $194,874 from acquiring additional loans during the nine months ended February 29, 2024.

Use of proceeds

In December 2023, the Company closed its IPO issuing 12,279,500 units at a price of $0.40 per unit for gross proceeds of $4,911,800. Net proceeds received after broker cash commissions of $392,944, a corporate finance fee of $45,000, and other cash share issuance costs of $153,347 were $4,320,509. The principal purposes for the use of proceeds from the Company's IPO were provided in the Company's amended and restated prospectus filed on SEDAR+ on August 28, 2023 under the heading "Use of Proceeds." An analysis of the actual use of net proceeds and any material variances are set out below:

Objective	Cost projected in IPO Prospectus	Approximate amount distributed through February 29, 2024	Explanation and impact of variance, as applicable
Establish U.S. based warehouse	$400,000	$Nil	Expenditures are within reasonable expectation as of the current reporting period end.
Establish relationship with 5 distributors across the U.S.	$30,000	$39,094	The expenditures were within reasonable expectation, and the variance is not material.
Launch Batt Pack product, BPP, in the U.S.	$250,000	$250,000	Expenditures are within reasonable expectation as of the current reporting period end.
Launch Batt Pack product, BPE, in the U.S.	$150,000	$78,300	Expenditures are within reasonable expectation as of the current reporting period end.
Marketing and outreach	$1,436,376	$1,015,736	Expenditures are within reasonable expectation as of the current reporting period end.
Completion of New Facility	$250,000	$Nil	Expenditures are within reasonable expectation as of the current reporting period end.
Increase Testing Capacity	$120,000	$Nil	Expenditures are within reasonable expectation as of the current reporting period end.
Production facilities buildout	$100,000	$Nil	Expenditures are within reasonable expectation as of the current reporting period end.
Development of next generation solar panels	$100,000	$53,000	Expenditures are within reasonable expectation as of the current reporting period end.
Certification of Batt Packs	$150,000	$14,435	Expenditures are within reasonable expectation as of the current reporting period end.
Repayment of Secured Debentures(1)	$594,444	$Nil	Expenditures are within reasonable expectation as of the current reporting period end.
General and administrative (1)	$739,689	$1,978,467	The variance relates to the following: (a) The Company experienced higher general and administrative costs from IPO closing to February 29, 2024. The Company expected to expend approximately $321,254 in general and administrative costs from the IPO closing on December 1, 2024 until February 29, 2024. Actual spending was approximately $647,567.

			(b) On IPO closing and subsequently the Company settled $923,345 in aged accounts payable related to legal, accounting and audit services. (c) The Company utilized approximately $407,555 of the net proceeds to fund inventory purchases in order to deliver on customer orders.
TOTAL	**$4,320,509**	**$3,429,032**	

Notes:

(1) $183,333, $100,000, and $150,000 worth of the Secured Debentures were converted into common shares of the Company on December 5, 2023, February 12, 2024, March 14, 2024, respectively. As a result, $161,111 of this amount remains outstanding and repayable by the Company, and $433,333 of the net proceeds previously allocated for repayment of the Secured Debentures was spent on general and administrative expenses, payment against aged accounts payable and inventory purchases.

RELATED PARTY DISCLOSURES

The Company defines its related parties as its key members of management, companies controlled by its key members of management, and family members of its key members management. Key management consists of the Directors and Officers who are responsible for planning, directing, and controlling the activities of the Company.

Related party transactions and balances

Remuneration attributed to key management personnel for the three and nine months ended February 29, 2024 and February 28, 2023, are summarized as follows:

		Three months ended February 29, 2024		Three months ended February 28, 2023		**Nine months ended February 29, 2024**		Nine months ended February 28, 2023
Salaries and benefits	**$**	**34,620**	$	8,500	**$**	**58,962**	**$**	42,310
Share-based compensation		**657,235**		-		**1,289,295**		-
Total	**$**	**691,855**	$	8,500	**$**	**1,348,257**	**$**	42,310

The salaries and benefits in the amount of $58,962 (2023 - $42,310) were paid to Francois Byrne, the CEO and a shareholder of the Company.

As of February 29, 2024, loans payable included $84,171 (May 31, 2023 - $87,545) due from Francois Byrne, the CEO and a shareholder of the Company.

As of February 29, 2024, loans payable included $293,796 (May 31, 2023 - $283,789) due to the CEO of the Company in relation to mortgage proceeds personally received by the CEO and transferred to the Company. The loan is interest bearing at 9.45% per annum and repayable by December 15, 2026.

As of February 29, 2024, loans payable included $107,621 (May 31, 2023 - $Nil) owing under a promissory note due to a corporation controlled by the Company's CFO. The promissory note bears interest at 15% per annum, is unsecured and is due on the earlier of: (a) August 28, 2025, and (b) the date that the Company completes an equity financing(s) (occurring after the completion of the IPO) for minimum gross proceeds of $3,000,000.

As of February 29, 2024, loans payable included $204,233 (May 31, 2023 - $204,233) due to Marie-Claude Renaud, a shareholder of the Company.

As of February 29, 2024, accounts payable included $340,550 (May 31, 2023 - $672,336) owing to a Company controlled by the CFO. The Company incurred a total of $347,642 from the Company controlled by CFO for accounting, financial reporting, and audit support services and accrued late fees for the nine months ended February 29, 2024 (2023 - $508,047). In addition, the Company controlled by CFO has provided CFO services, transaction advisory services and consulting services related to the Company's IPO transaction during this period.

USE OF JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and the revision affects both the current and future periods.

The following are the judgments that have been made in applying the Company's accounting policies that have the most significant effect on the amounts in the consolidated financial statements:

Going concern

The assumption that the Company will be able to continue as a going concern is subject to critical judgments by management with respect to assumptions surrounding the short and long-term operating budget, expected profitability, investing and financing activities and management's strategic planning. Should those judgments prove to be inaccurate, management's continued use of the going concern assumption could be inappropriate.

Income taxes

Income assets and liabilities are recognized for the estimated tax consequences between amounts included in the financial statements and their tax base using substantively enacted future income tax rates. Timing of future revenue streams and future capital spending changes can affect the timing of any temporary differences, and accordingly, affect the amount of the deferred tax asset or liability calculated at a point in time. The Company believes that its accruals for tax balances are adequate for all open audit years based on its assessment of many factors including past experience, and interpretations of tax law. This assessment relies on estimates and assumptions and may involve a series of complex judgments about future events. These differences could materially impact net income (loss).

Research and development expenditures

Costs to develop products are capitalized to the extent that the criteria for recognition as intangible assets in IAS 38 Intangible Assets are met. Those criteria require that the product is technically, and economically feasible, which management assessed based on the attributes of the development project, perceived user needs, industry trends and expected future economic conditions. Management considers these factors in aggregate and applies significant judgment to determine whether the product is feasible. The Company has not capitalized any product development costs as of February 29, 2024.

Government assistance

Government assistance is recognized in the statement of loss and comprehensive loss over the periods in which the Company recognizes as expenses the related costs for which the assistance is intended to reimburse.

The following are the estimates and assumptions that have been made in applying the Company's accounting policies that have the most significant effect on the amounts in the consolidated financial statements:

Property and equipment – useful lives

The Company estimates the useful lives and selects methods used to allocate amortization amounts of property and equipment on a systematic basis. Technical obsolescence of the tangible assets could significantly impact estimated residual useful lives and in turn, carrying values being over or understated.

Provision for expected credit losses (ECL)

For trade receivables and contract assets, the Company applies a simplified approach to calculating ECL. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECL at each reporting date, by applying a loss rate to each aging bucket. In estimating the expected credit loss, management takes into account historical experience, current collection trends, age of receivables and when warranted and available, the financial condition of specific counterparties.

Sales returns and warranty

Revenue is recorded net of discounts. The Company provides a 6- month commercial or 12-month standard warranty on its products and a 30-day return period on unused and unopened products. The Company also offers a 30-month warranty on its Batt Pack Energy, Batt Pack Pro, Jupiter and Spark products. An allowance is made for warranty claims based on estimated expenditures in the remaining warranty period as well as estimated returns.

Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in leases where it is the lessee. As such, it uses its Incremental Borrowing Rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of comparable value to the right-of-use asset in a similar economic environment. IBR therefore reflects what the Company "would have to pay", which requires estimation when no observable rates are available or where the applicable rates need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

Leases – Estimating the lease term

The Company assesses the lease term based on the conditions of the lease and determines whether it will extend the lease at the end of the lease contract or exercise an early termination option. When it is reasonably certain that the extension or early termination options will be exercised, the Company determines the lease to be the lesser of the original lease term, the original lease term plus the extension option, or the remaining lease term assuming exercise of the early termination option. Extension of the lease or exercise of an early termination option could affect future results.

Impairment of Long-Lived Assets

The Company reviews the carrying amounts of its non-financial assets, including property and equipment and right-of-use assets, when events or changes in circumstances indicate the assets may not be recoverable. 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. The Company considered various factors including, but not limited to, the condition of its long-lived assets, economic factors that may impact the value of the long-lived assets and any indications of obsolescence.

Inventory

Inventory is valued at the lower of cost and net realizable value. Net realizable value is determined with reference to the estimated selling price. The Company estimates selling price based upon assumptions about future demand and current and anticipated retail market conditions.

SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of the Company's unaudited condensed consolidated interim financial statements are consistent with those applied and disclosed in Note 3 to the Company's audited financial statements for the year-ended May 31, 2023.

OFF-BALANCE SHEET ARRANGEMENTS

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

PROPOSED TRANSACTIONS

There are no material proposed transactions as at the date of this MD&A.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Basis of Fair Value

	Level		February 29, 2024		May 31, 2023
FINANCIAL ASSETS					
FVTPL					
Cash	1	$	957,830	$	2,888
Other assets, at amortized cost					
Accounts and royalty receivables			545,485		204,419
Total financial assets		**$**	**1,503,315**	**$**	**207,307**

	Level		February 29, 2024		May 31, 2023
FINANCIAL LIABILITIES					
Other liabilities, at amortized cost					
Accounts payable and accrued liabilities			1,421,830		1,896,609
Line of credit			11,129		62,688
Convertible debentures			280,138		1,867,418
Loans payable			938,662		756,506
Total financial liabilities		$	**2,651,759**	$	**4,583,221**

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

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

The Company uses judgment to select the methods used to make certain assumptions and in performing the fair value calculations in order to determine (a) the values attributed to each component of a transaction at the time of issuance; (b) the fair value measurements for certain instruments that require subsequent measurement at fair value on a recurring basis; and (c) for disclosing the fair value of financial instruments subsequently carried at amortized cost. These valuation estimates could be significantly different because of the use of judgment and the inherent uncertainty in estimating the fair value of these instruments that are not quoted in an active market.

The carrying value of the Company's financial instruments approximate their fair values due to their short-term maturities. Cash is measured at fair value on a recurring basis.

RISKS

Limited Operating History

The Company is subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered during these early stages of operations.

Limited Business History

The Company has not had any history of earnings; has not paid any dividends and it is unlikely that the Company will pay any dividends in the immediate or foreseeable future. The Company will generate earnings in the near future. The success of the Company will depend entirely on the expertise, ability, judgment, discretion, integrity and good faith of its management.

The Company has limited financial resources and there is no assurance that additional funding will be available to the Company for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

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 an event, the probability of a profitable resale of the Common Shares would be diminished.

Research and Development Activities

It is important for the Company to continue to invest steadily in research and development. However, because the Company will compete in a constantly evolving market, it may pursue research and development projects that do not result in viable commercial products. Any failure to translate research and development expenditures into successful new product introductions could have an adverse effect on the Company’s business.

Technical Risks

Technical risks are inherent in the development process, in that an immature technology could present unexpected challenges that exceed the planned time or money to overcome. There can be no guarantee that the Company will be able to overcome technical risks.

Inability to Protect Intellectual Property

The Company owns certain material intellectual property which is not yet registered. The Company may file patent, trademark and copyright applications in the United States, Canada and in other foreign countries as part of its strategy to protect its intellectual property. However, these registrations may provide only limited protection of the Company’s intellectual property.

The Company considers its rights to its products, know-how and trade secrets, to represent a significant portion of its net assets. The Company has, therefore, utilized a combination of security measures, confidentiality policies, contractual arrangements to protect its proprietary formulations and other valuable trade secrets. The Company may be unable to obtain registrations for its intellectual property rights for various reasons, including refusal by regulatory authorities to register trademarks or other intellectual property protections, prior registrations of which it is not aware, or it may encounter claims from prior users of similar intellectual property in areas where it operates or intends to conduct operations. There can be no assurances that any steps taken by the Company to protect its intellectual property will be adequate to prevent misappropriation or independent third-party development of the Company's intellectual property.

Product Errors or Defects

Errors or defects in the Company's products could result in losses to the Company's customers or users. The Company's customers and users may seek significant compensation from us for any losses they suffer or cease conducting business with us altogether. Furthermore, a customer or user could share information about bad experiences on social media, which could result in damage to the Company's reputation and loss of future revenue. There can be no assurance that any actions we take in an attempt to limit the Company's exposure to claims would work as expected or be adequate or would otherwise protect us from liabilities or damages with respect to any particular claim. Even if not successful, a claim brought against us by any of the Company's customers or users would likely be time-consuming and costly to defend.

Manufacture or Design Defects

Our products may contain defects in design and manufacture that may cause them not to perform as expected or that may require repair. The Company offers a six-month commercial warranty or twelve-month standard warranty. The Company also offers a two year or 500 cycle warranty on its batteries, whichever comes first.

Unpredictability of Contract Procurement

The Company relies on the continued procurement of contracts to sustain its revenues. Significant fluctuations in the procurement of contracts may occur due to several factors, including decreased demand, supply chain deficiencies, unpredictability of the timing of development, and inability to find third party buyers in a timely manner, on favorable terms and conditions, or at all. If the Company does not obtain any projects or the amount of contracts decreases substantially, this would have a material adverse effect on the Company's profitability, results of operations and financial condition.

Contractual Risk

The Company is a party to various contracts, and it is always possible that the other contracting parties may not fully perform their obligations. Any dereliction of contractual duties could and may have a material adverse effect on the Company's ability to generate revenue.

Operating Risk and Insurance Coverage

The Company intends to obtain insurance to protect its assets, operations and employees. While the Company believes insurance coverage can adequately address all material risks to which it may be exposed and is adequate and customary in its current state of operations, such insurance is subject to coverage limits and exclusions and may not be available for all risks and hazards to which the Company is exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations and financial condition could be materially adversely affected.

Additional Financing

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its current business strategy. The Company intends to fund its business objectives by way of additional offerings of equity and/or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. The Company will require additional financing to fund its operations until positive cash flow is achieved.

Achieving our projected development goals in the announced and expected time frames

From time to time, the Company sets goals for, and makes statements regarding, the expectations and timing of the accomplishment of certain objectives that are material to our success. The actual timing of these events can vary dramatically. If the Company fails to achieve one or more of these milestones as planned, there is a risk that the Company's operations, financial condition and the price of the Company's Common Shares could be materially adversely affected. In the past, following periods of volatility in the market price of public company securities, shareholders have often instituted class action securities litigation against those companies. There is a risk that the Company could be subject to such litigation.

Brand Image, Reputation and Marketing Initiatives

Any adverse publicity concerning marketing practices, market trends or consumer dissatisfaction relating directly to the Company or relating to the any of the clean energy industry as a whole may damage the Company's corporate reputation and brand image, undermine customer confidence and reduce long-term demand for its products.

The impact of adverse publicity on the Company's operations may be magnified due to the rapidly changing media environment. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative information about the Company, its brand(s) or products on social and digital media, whether valid or not, could seriously damage its brand(s) and reputation quickly, forcing the Company to actively respond to (and curtail to the extent possible) negative feedback received. If the Company is unable to manage its digital activities and interactions, its product sales, financial condition and operating results could be materially and adversely affected.

The success of the Company's sales and marketing initiatives and practices may be subject to risk, including uncertainties about consumer acceptance, current inventory levels and the ability to communicate key brand and corporate messages to digital audiences. The success of these initiatives is also subject to potential restrictions on product marketing via extensive government regulations and product specific policies. Furthermore, consumers and competitors may challenge certain marketing materials and practices by claiming, among other things, false and misleading advertising. A significant claim of judgement against the Company could result in monetary damages and limit the Company's ability to maintain sales and marketing practices and negatively impact its profitability. Even if such a claim is unsuccessful or unwarranted, the negative publicity surrounding such assertions could negatively impact the Company's business operations.

Competition

The Company's primary competitors have greater substantial financial, marketing and production resources; the Company may not have access to such a wide breadth of resources and therefore it may be unsuccessful in competing against current and future competitors. These competitors have diversified portfolios and likely benefit from greater economies of scale due to their size and global manufacturing capabilities. The Company may also face competition from new and emerging businesses that may enter its existing or future markets.

Many of the Company's competitors and potential competitors have longer operating histories, greater brand recognition and loyalty, facilities devoted to research and development, a larger customer base as well as operations dedicated towards identifying consumer preferences, strong industry relationships with both customers and distributors, as well as significantly greater financial, sales, marketing, manufacturing, distribution, technical, and other resources than the Company has. As a result, they may be able to respond more quickly to customer requirements and devote greater resources towards price-based promotional activities better than the Company can. These competitors may also be able to adapt more quickly to new or emerging technologies and standards and may be able to deliver services that are comparable or superior to that of the Company's services at a far more reduced rate. Such pressures may also restrict the Company's ability to increase prices in response to commodities such as ingredients and equipment, wages and other applicable cost increases. If the Company is unable to compete effectively, its financial condition and operating results may suffer.

Negative Cash Flows From Operations

For the nine months ended February 29, 2024, the Company sustained net losses of $5,012,026 and had negative cash flow from operating activities of $3,588,703. The Company continues to have negative operating cash flow. It is possible the Company may have negative cash flow in any future period and as a result, the Company may need to use available cash, including proceeds from the Offering and any future financings to fund any such negative cash flow.

Decreased Demand for the Company's Products

Demand for the Company's products will depend on consumer preferences and how successfully the Company can predict, identify and interpret the preferences and habits of consumers, and to offer products that appeal to their preferences, including concerns regarding product attributes and ingredients at a competitive cost. If the Company does not accurately predict shifts in consumer preferences or fails to introduce new and improved product offerings, sales could decline. In addition, due to the immense competition within the industry, it is imperative the Company is able to offer an array of products that satisfy the broad spectrum of consumer preferences. If the Company fails to expand their product offerings successfully across product categories or is unable to rapidly develop products in faster growing and more profitable categories, demand for its products will decrease and profitability could suffer.

Additionally, the willingness of consumers to purchase portable battery products depends in part on local economic conditions. The Company must anticipate market trends and the price, performance and functionality requirements of current and potential future customers and must successfully adapt its product offerings to meet these requirements. Failure to do so will have a negative adverse effect on the Company.

There are well documented market trends which suggest demand from consumers shifting from basic to premium products. Customers interested in portable power products are looking for mobile power that is easy to use and maintain but offers the power and portability found in gas generators with the advantages offered by all electric systems. The residential solar market is looking for an easy to operate, attractive power system that can serve not only as a backup power system but also as a way to reduce power costs. While the Company's new products appear to address these demands, it is not possible to predict the level of success that these new products will have in the market. Failure to penetrate these markets in a successful and timely manner will have a negative adverse effect on the Company.

Demand for Solar Power

The Company may be adversely affected by volatile solar energy market and industry conditions, specifically the demand for the Company's products and services may decline. The solar energy market and industry may from time-to-time experience oversupply, which may adversely affect the Company. Oversupply conditions across the value chain can put pressure on average selling prices, resulting in lower revenue for many industry participants, including the Company. If the supply of solar systems grows faster than demand, demand and the average selling price for our products could be materially and adversely affected.

The solar power market is still at a relatively early stage of development and future demand for solar power products and services is uncertain. Market data for the solar power industry is not as readily available as for more established industries, where trends are more reliably assessed from data gathered over a longer period.

Many factors may affect the viability of solar power technology and the demand for solar power products, including:

- the cost-effectiveness, performance and reliability of solar power products and services, including the Company's solar power projects compared to conventional and other renewable energy sources and products and services;
- the availability of government subsidies and incentives to support the development of the solar power industry;
- the availability and cost of capital, including long-term debt and tax equity, for solar power projects;
- the success of other alternative energy technologies, such as wind power, hydroelectric power, geothermal power, and biomass fuel;
- fluctuations in economic and market conditions that affect the viability of conventional and other renewable energy sources, such as increases or decreases in the prices of oil, gas and other fossil fuels;
- capital expenditures by end users of solar power products and services, which tend to decrease when the economy slows; and
- the availability of favorable regulation for solar power within the electric power industry and the broader energy industry.

If solar power technology is not suitable for widespread adoption or if sufficient demand for solar power products and services does not develop or takes longer to develop than anticipated, this may be a material adverse effect on the Company's profitability, results of operation and financial condition.

Reliance on Industry Suppliers and Manufacturers

In order to continue executing its business strategy, the Company will rely on third party suppliers to provide certain goods necessary to enable the Company to manufacture, package and distribute its products, in particular key raw materials and necessary packaging materials. The Company may be unable to arrange for the manufacture of its products in a timely fashion, or at all, if any of its suppliers should cease or interrupt production or otherwise fail to supply the Company, or if certain supply agreements are suspended, terminated or otherwise expire without renewal, the Company's activities and results could be materially adversely affected. The Company's ability to deliver according to market demands and contractual commitments depends significantly on obtaining a timely and adequate supply of materials, equipment components (when and if necessary), production capacity and other vital offerings and solutions on competitive terms.

Access to and Cost of Raw Materials

The Company is dependent on a sufficient supply of raw materials and any ingredients that are required to meet current and future customer demand for the Company's products. These materials are necessary for the commercial production of the Company's various product offerings. Variations in supply and demand of these materials at global or regional levels, weather conditions, regulatory changes, geopolitical events and an outbreak of a virus could substantially impact the price and availability of both, raw materials and materials needed to package the Company's products, which could result in loss of sales or claims against the Company as well as adversely affect its brand and reputation. Profitability of the Company is sensitive to fluctuations in wholesale prices of these raw materials as well as other factors such as energy, fuel, equipment, labour and shipping costs and other market conditions, all of which are external factors, beyond the Company's control.

RISK MANAGEMENT

The Company is exposed, through its operations, to the following financial risks:

a) Market Risk
b) Credit Risk
c) Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies, and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

The directors and officers have overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The directors and officers review the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them from previous reported periods unless otherwise stated in the note.

The overall objective of the directors and officers is to set policies that seek to reduce risk as much as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

a) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as foreign currency exchange, interest rates, and equity price risk.

(i) Foreign Currency Risk:

Currency risk is the risk of loss due to the fluctuation of foreign exchange rates and the effects of these fluctuations on foreign currency denominated monetary assets and liabilities. A large portion of the Company's transactions occur in US dollars; therefore, the Company is exposed to foreign currency risk at the end of the reporting period through its US dollars denominated trade receivables, accounts payable and accrued liabilities. A change of 1% in the U.S./CDN exchange rate would not have had a material impact on the net loss.

(ii) Interest Rate Risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's exposure to interest rate risk arises primarily from their loans. The Company does not expect any significant effect on the Company's profit or loss arising from the effects of reasonably possible changes to interest rates on interest bearing financial instruments at the end of the financial year.

b) Credit Risk

Credit risk is the risk of loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash, and accounts receivable. The Company limits its exposure to credit loss by placing its cash with high quality financial institutions. The Company mitigates credit risk by evaluating the creditworthiness of customers prior to conducting business with them and monitoring its exposure for credit losses with existing customers. During the nine months ended February 29, 2024, the Company incurred $7,118 in bad debt recovery (2023 – expense of $71,571).

The following table provides disclosures about credit risk exposure and expected credit losses on individual trade receivables as at February 29, 2024:

	Aging Bucket					
	Current	**Overdue 1-30 days**	**Overdue 31-60 days**	**Overdue 61-90 days**	**Overdue 91+ days**	**Total**
Gross carrying amount	168,225	251,777	-	79,587	170,621	670,210
Loss allowance	(6,007)	(18,285)	-	(13,555)	(101,767)	(139,614)
Net	162,218	233,492	-	66,032	68,854	530,596
ECL rate	4%	7%	-	17%	60%	21%

The continuity of expected credit losses ("ECL") is summarized in the table below:

		Nine months ended February 29, 2024		Year-ended May 31, 2023
Balance, beginning	$	57,741	$	47,044
Reclassification of opening balance		30,899		-
Additions to ECL allowance recognized during the period/year		(53,974)		7,697
Ending ECL	**$**	139,614	**$**	54,741

c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. Historically, the Company's sources of funding have been through loans, and loans from the CEO and a shareholder of the Company. The Company's access to financing is uncertain. There can be no assurance of continued access to significant debt or equity funding. The following table displays the Company's ageing undiscounted obligations.

The amounts disclosed in the table are the contractual undiscounted payments as of February 29, 2024:

	Less than one year	**One to two years**	**Two to three years**	**More than three years**	**Total**
Accounts payable and accrued liabilities	1,421,830	-	-	-	1,421,830
Line of credit	11,129	-	-	-	11,129
Convertible debentures	311,111	-	-	-	311,111
Lease contract liabilities	59,601	71,576	-	-	131,777
Loans payable	538,190	286,225	93,212	120,162	1,037,789
	2,341,861	357,801	93,212	120,162	2,913,036

OUTSTANDING SHARE DATA

	February 29, 2024	**May 31, 2023**	**As at June 11, 2024**
Common shares	73,019,915	32,100,000	73,944,665
Restricted share units	837,500	-	2,201,440
Warrants	23,541,366	12,348,006	25,347,366
Options	4,758,838	-	4,718,838