Hypercharge Networks Corp.

Management Discussion and Analysis

For the three months ended June 30, 2023

(EXPRESSED IN CANADIAN DOLLARS)

Introduction

The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Hypercharge Networks Corp. (the "Company" or "Hypercharge") should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the three months ended June 30, 2023, (the "Interim Financial Statements") and the Company's audited consolidated financial statements for the seven months ended March 31, 2023 (the "Financial Statements") and the Company's annual information form ("2023 AIF"), available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedarplus.ca. This MD&A is dated as of August 10, 2023, unless otherwise indicated.

Unless otherwise indicated and as hereinafter provided, all financial information contained in this MD&A, the Interim Financial Statements, the Financial Statements and the 2023 AIF have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). Unless otherwise noted in this MD&A, all monetary amounts are expressed in Canadian dollars, and "we", "us" and "our" refer to the "Company" or "Hypercharge" including each of its subsidiaries.

Certain statements in this MD&A constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws. The "*Caution Regarding Forward-looking Statements*" section in this MD&A should be carefully reviewed and readers should not place undue reliance on any such forward- looking statements.

The Company exists under the *Business Corporations Act (British Columbia)*. Its head office and registered office is located at 1075 West 1st Street, Suite 208, North Vancouver, British Columbia, Canada V7P 3T4.

Caution Regarding Forward-Looking Statements

This MD&A contains forward-looking statements about the Company's objectives, plans, goals, aspirations, strategies, financial condition, results of operations, cash flows, performance, prospects, opportunities, and legal and regulatory matters. Specific forward-looking statements in this MD&A include, but are not limited to, statements with respect to the Company's anticipated future results, events, plans, strategic initiatives, future liquidity, and planned capital investments, including the steps involved to realize on such opportunities and the timeline in which such opportunities may be realized.

Forward-looking statements are typically identified by words such as "expect", "anticipate", "believe", "foresee", "could", "estimate", "goal", "intend", "plan", "seek", "strive", "will", "may", "maintain", "achieve", "grow", "should" and similar expressions, as they relate to the Company and its management. Forward-looking statements reflect the Company's current estimates, beliefs and assumptions, which are based on management's perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances. The Company's expectation of operating and financial performance is based on certain assumptions including assumptions about operational growth, anticipated cost savings, operating efficiencies, anticipated benefits from strategic initiatives, future liquidity, and planned capital investments. The Company's estimates, beliefs and assumptions are inherently subject to significant business, economic, competitive, and other uncertainties and contingencies regarding future events and as such, are subject to change. There is no assurance that such estimates, beliefs and assumptions will prove to be correct.

The forward-looking statements made herein are subject to a variety of risk factors and uncertainties, many of which are beyond the Company's control, which could cause actual events or results to differ materially and adversely from those reflected in the forward-looking statements. Readers are cautioned that forward-looking statements are not guarantees of future performance. Specific reference is made to the most recent annual information form on file with the Canadian provincial securities' regulatory authorities (and available on SEDAR) for a more detailed discussion of some of the factors underlying forward-looking statements and the risks that may affect the Company's ability to achieve the expectations set forth in the forward-looking statements contained in this MD&A.

The Company's actual results, programs, and financial position could differ materially from those expressed in or implied by the forward-looking statements made herein, and accordingly, no assurance can be given that the events anticipated by the forward-looking statements will transpire or occur, or that, if any of them do so, what benefits the Company will derive therefrom. The forward-looking statements made herein are made as of the date of this MD&A unless otherwise stated and are expressly qualified by this cautionary statement. The Company does not undertake any obligation to publicly update or revise any forward-looking statements except as expressly required by applicable securities laws.

Business Overview and Overall Performance

The Company is a leading electric vehicle ("EV") charging solutions provider, accelerating the shift to electric mobility by providing networked charging solutions in Canada and the USA across three customer verticals; multi-unit residential buildings ("MURB"), commercial locations (retail, workplace, hospitality, parking, municipal), and fleet operators (last mile delivery, service and logistics).

The Company provides turnkey EV charging solutions primarily for light and medium duty EVs through a managed charging network of EV charging stations, a cloud-based software platform which operates site-owner and Company owned charging stations, and offers iOS and Android mobile applications to drivers.

During the three months ended June 30, 2023, the Company achieved the following milestones:

- Signed new sales orders for 288 charging ports in the three months ended June 30, 2023, and over 2,100 charging ports since commencing business operations in June 2021.
- Delivered 316 charging ports in the three months ended June 30, 2023, and over 1,050 charging ports since commencing business operations in June 2021.
- Increased sales backlog by 215 charging ports. The Company expects phased delivery of these chargers beginning in late 2023.
- Activated seven (7) new strategic partnerships that facilitate Hypercharge entering into new markets by assisting with installation of chargers. This increases the Company's total number of strategic partnerships to 44.
- Entered into a strategic partnership with Precise ParkLink Inc. ("Precise ParkLink"). Precise ParkLink manages over 500,000 stalls across Canada in the healthcare, municipal, commercial, institutional, and private sectors.
- Hired four (4) additional employees: one (1) in engineering, one (1) in operations, and two (2) in sales, as part of the Company's United States growth objective.
- Closed a $5,000,000 non-brokered private placement.

Recent Corporate Developments

On July 13, 2023, the Company issued 225,000 common shares in the capital of the Company (each, a "Common Share") upon the vesting of 225,000 previously issued restricted share units ("RSUs").

On July 12, 2023, the Company granted 2,000,000 performance warrants to a consultant of the Company. Each performance warrant granted the holder thereof the right to purchase one (1) Common Share at an exercise price of $0.68 per share. The performance warrants vest in five (5) tranches upon the consultant meeting certain thresholds with respect to charging ports delivered and invoiced. The performance warrants expire on December 31, 2029.

On July 6, 2023, the Company issued 78,823 Common Shares upon the vesting of 100,000 previously issued RSUs.

On June 26, 2023, the Company entered into a strategic partnership with Precise ParkLink.

On May 31, 2023, the Company was added to the MSCI Canada Index.

LIFE Financing

On May 17, 2023, the Company closed a non-brokered private placement financing of units of the Company (each, a "Unit") through the issuance of 4,761,904 Units at a price of $1.05 per Unit, for aggregate gross proceeds to the Company of approximately $5,000,000 (the "LIFE Financing"). Each Unit is comprised of one (1) Common Share and one-half of one (½) Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable into one (1) Common Share at a price of $1.35 for a period of three (3) years from the date of issuance.

Subscription Receipt Private Placement

On June 1, 2022, the Company closed a brokered private placement of subscription receipts (the “Subscription Receipts”), consisting of the issuance of an aggregate of 10,000,000 Subscription Receipts at a price of $0.60 per Subscription Receipt (the “Issue Price”) for aggregate gross proceeds to Hypercharge of $6,000,000 (the “SR Private Placement”). Following full exercise of the over-allotment option granted a syndicate of agents (the "Agents"), an additional 1,666,667 Subscription Receipts were issued at the Issue Price for gross proceeds to the Company of $1,000,000.

Acquisition of CoSource Information Technology Services Inc.

On May 13, 2022, the Company acquired (the “CoSource Acquisition”) 100% of the issued and outstanding shares of CoSource Information Technology Services Inc. ("CoSource") in exchange for: (i) 3,800,000 Common Shares (the "CoSource Consideration Shares"); and (ii) 1,500,000 performance warrants (the "CoSource Performance Warrants"). Each CoSource Performance Warrant is exercisable into one (1) Common Share at a price of $0.40 per share upon vesting as follows (subject to the voluntary resale restrictions described below): (i) 250,000 of the CoSource Performance Warrants were to vest upon the Company achieving aggregate gross revenue of $1,000,000 within 24 months of the commencement date of May 24, 2022; (ii) 500,000 CoSource Performance Warrants were to vest upon the Company achieving gross revenue of $2,000,000 or more in a single fiscal year within 36 months of May 24, 2022; and (iii) 750,000 CoSource Performance Warrants will vest upon the Company achieving aggregate gross revenue of $8,000,000 within 48 months of May 24, 2022. The CoSource Consideration Shares are subject to voluntary resale restrictions, where 10% of the Consideration Shares were released on the date the Common Shares were listed on a Canadian securities exchange (which was November 16, 2022), with the balance of the Consideration Shares being released in six (6) equal 15% installments every six (6) months thereafter.

The CoSource Acquisition was a related party transaction under International Accounting Standard (IAS) 24. In consideration for the CoSource Acquisition, the Company issued (i) an aggregate of 2,090,000 CoSource Consideration Shares and 1,500,000 CoSource Performance Warrants to David Bibby, the Company’s Chief Executive Officer ("CEO") and director, who was a co-founder and shareholder of CoSource, and (ii) an aggregate of 1,710,000 CoSource Consideration Shares to Denise Howell, the spouse of Mr. Bibby, who was a co-founder and shareholder of CoSource. The CoSource Acquisition was unanimously approved by all directors of the Company other than Mr. Bibby, who abstained in accordance with applicable corporate laws. The consideration paid in connection with the

CoSource Acquisition was determined through discussions among the board of directors (without Mr. Bibby present) and through negotiations led by CoSource's co-founder and shareholder, Ms. Howell.

At the date of the CoSource Acquisition, and as reflected in the Company's interim financial statements for the three and nine months ended May 31, 2022 (the "Q3 2022 Financial Statements"), the Company determined that CoSource did not constitute a business as defined under IFRS 3, Business Combinations, and accounted for the CoSource Acquisition as an asset acquisition that met the recognition criteria under IFRS, recognizing $66,000 as the fair value of the intangible assets received. The remaining excess of the consideration paid over the fair value of the assets and liabilities assumed was expensed as transaction cost. In the Company's audited financial statements for the year ended August 31, 2022 (the "2022 Financial Statements"), the Company determined that the "plug-and-charge" ("PAC") software was in the development stage and had not yet been commercialized as at the valuation date and that the fair value of such assets could not be reliably measured at such date. As a result, the Company determined that there were no intangible assets identified that met the recognition criteria under IFRS; therefore, the $66,000 initially recognized as an intangible asset in the Q3 2022 Financial Statements was expensed as a transaction expense in the 2022 Financial Statements.

Notwithstanding that the Company ultimately expensed the consideration paid in the CoSource Acquisition as transaction cost, on the date of entry into the acquisition agreement in respect of the CoSource Acquisition, the Company determined that the value to the Company of the CoSource Acquisition exceeded the purchase price paid and was, accordingly, reasonable from a business perspective. In reaching this determination, the Company employed a discounted cash flow model, which considered the estimated net present value of additional development costs of the PAC software and the incremental cash flows from the CoSource Acquisition over a 5-year horizon and assumed that the addition of CoSource's software technology to the Company's existing platform and EV charging operations would give the Company an incremental competitive advantage for each of MURB, commercial, and fleet customers, and that all charging units sold by the Company would have a corresponding software-as-a-service ("SaaS") revenue stream. A discussion of the features and benefits of CoSource's technology, which helped inform the Company's valuation of the acquisition, follows in the paragraphs below.

At the time of the CoSource Acquisition, CoSource was in the early stages of developing a proprietary software called PAC. PAC is an EV-specific middleware cloud service designed to connect parking-related mobile applications, fleet management systems and building management platforms to any EV charging network without integrating the EV charging network into the application itself. This benefits parking lot owners/operators, third party technology providers and EV charging providers, as it provides a seamless, standardized connection to these various services, which otherwise would not be able to integrate with each other. The PAC software, when fully developed and commercialized, is expected to be a value-added software service that the Company can offer as part of, and integrate into, the broader Hypercharge platform, thereby adding value to its customers, improving the Company's competitive position, and acting as a differentiator, especially to strategic channel partners.

Prior to the CoSource Acquisition, CoSource had completed initial product research for the PAC software and developed a minimum viable product. Since the CoSource Acquisition, the Company has completed the development and integration of PAC with the Company's broader technology platform. The Company has also created sales collateral and marketing materials for PAC and is actively carrying out customer outreach regarding PAC as part of the sales process of the Company's platform. The Company is in advanced discussions with two (2) commercial partners to deliver PAC with the Company's broader EV charging services, which the Company is aiming to complete in the second half of 2023. The Company continues to invest in PAC's development, including incurring monthly costs for software developer payroll, project manager payroll, a user-interface design consultant, cloud hosting expenses, and administrative costs related to licensing agreement development. The Company also incurs sales or business development costs each month and is undertaking a branding investment in PAC as part of its anticipated use as a fully commercialized platform by the Company's customers.

Acquisition of Spark Charging Solutions Inc.

On November 1, 2021, the Company acquired (the "Spark Acquisition") the issued and outstanding shares of Spark Charging Solutions Inc. ("Spark") pursuant to a share exchange agreement dated November 1, 2021. The consideration for the transaction consisted of: (i) issuance of 6,000,000 Common Shares ("Spark Consideration Shares") to the vendors, and (ii) the issuance of up to 1,000,000 contingent shares ("Spark Contingent Shares") based on the following milestones: (i) 333,334 shares to be issued upon the deployment of 150 chargers by November 1, 2022; (ii) 333,334 shares to be issued upon the Company hitting a gross revenue threshold of $1,000,000 by November 1, 2022, and (iii) 333,334 shares to be issued upon the Company hitting a gross revenue threshold of $4,000,000 by November 1, 2024. The Company was also required to settle Spark's existing outstanding debt by issuing shares or making future cash payments of $191,546. During the four months ended December 31, 2022, the Company settled the remaining notes payable balance of $86,647 through the issuance of 154,725 Common Shares at a loss of $7,735. There were no notes payable outstanding balance as at June 30, 2023 (March 31, 2023 – nil).

On the date of the Spark Acquisition, goodwill of $2,127,955 was recorded as a result of the market synergies expected to arise from the business combination. Following the Spark Acquisition, the market synergies from the Spark Acquisition ultimately did not materialize as expected due to a shift in product strategy, which led to the decision not to extend an exclusive distribution agreement previously granted to Spark. As a result, since the Spark Acquisition, the Company's strategic product mix evolved to include additional supplier agreements to diversify its product mix and to better meet market demand and increase overall gross margin. During the year ended August 31, 2022, Company impaired such goodwill and recorded an impairment loss of $2,127,955, writing-down the value of the goodwill to nil.

Management believes the goodwill impairment will have no material impact on the Company's operations. Conversely, the Company anticipates its shift in strategy to diversify its product mix as described above will incrementally improve the Company's operations and future performance.

Partnership with Target Park Group Inc.

On August 5, 2021, the Company entered into a collaboration agreement with Toronto-based parking operator Target Park Group Inc. ("Target Park"), to initially deploy 2,500 EV charging stations across North America over the next 36 months. Through the Partnership, the Company is poised to provide its turnkey charging solutions to the growing EV driver market across Canada and the US, furthering their mission to accelerate the adoption of EVs and support the shift towards a carbon neutral economy. The collaboration agreement with Target Park is not on schedule to meet deployment milestones in part due to Target Park's reduced focus on EV charging infrastructure, and in part due to the Company's shift in its strategic focus to better meet the market demand and the opportunities in the MURB segment. Notwithstanding the deployment milestone schedule, the collaboration agreement provides for the issuance of up to 2,080,000 performance warrants (the "Target Park Performance Warrants") on the deployment of 2,500 EV charging stations within the 36-month period, ending August 5, 2024.

Performance

The Company's overall performance is associated with certain industry factors including, but not limited to, improving economics of EV ownership, supporting EV adoption rates, and growth in demand for EV charging station networks and infrastructure. The Company believes that these market trends are favourable for its business and operations.

The Company’s performance and results of operations depend on several factors that carry inherent uncertainty and risk. For additional information regarding risk factors that could cause the Company's results to differ materially from management's expectations see the “*Risks and Uncertainties*” section of the 2023 AIF. The key measures used to evaluate the performance of the business and the execution of the Company’s strategy are set forth below:

Revenue. The Company provides EV charging solutions through the supply of EV charging equipment, through a managed charging network of EV charging stations and a cloud-based software platform. Revenues are generated from selling and managing EV charging stations, which include a range of Level 2 alternating current ("AC") and Level 3 direct current fast charging EV charging equipment for MURBs, commercial locations and fleet operators. Recurring SaaS revenue from subscription to the Company’s cloud-based software platform and other services including extended maintenance service plans, which are typically multi-year subscriptions, are recognized as revenue on a straight-line basis during the Company’s ongoing obligation to deliver such services. Other services include charging station activation revenue and EV charging related fees from drivers using charging sites owned and operated by the Company, net of payment processing fees and other professional services.

Gross Profit. Gross profit is equal to revenue less cost of sales. Cost of sales are related to the cost of inventories sold during the relevant period, including but not limited to: EV charging equipment and ancillary products related to their operation, costs incurred related to EV charging station installations performed by licensed third-party electrical contractors, direct costs related to its SaaS operations, and other cost of sales. Other cost of sales includes costs associated with EV charging at the location where the EV chargers are installed, extended warranties, and other services.

General and Administrative Expenses. General and administrative expenses consist of wages and benefits, consulting and professional fees, share-based payments, office and administration, which include occupancy costs related to the Company’s leased offices and warehouse, and depreciation and amortization.

Sales and Marketing Expenses. Sales and marketing expenses are direct costs related to selling efforts and include wages, commission and benefits, advertising and promotional expenses, and shipping costs.

Research and Development Expenses. Research and development expenses include wages and benefits, consulting and professional fees related to the development of PAC, the Company’s proprietary software, and development and maintenance of its charging network and other software.

Results from Operations. Results from operations consist of the Company’s gross profit less general and administrative expenses, selling expenses, and research and development expenses.

Results of Operations

As at June 30, 2023, the Company had not achieved profitable operations and has an accumulated deficit of $16,789,560 since inception (March 31, 2023 - $14,600,366). The Company has not paid any cash dividends on its Common Shares, nor does it have any present intention of paying cash dividends on its Common Shares as it anticipates that all available funds for the foreseeable future will be invested to finance its business activities.

As a result of the Company’s change in year-end, the comparative period reflects the three months ended May 31, 2022. Set out below is a comparison of the results of operations for the three months ended June 30, 2023 and three months ended May 31, 2022:

		Three months ended June 30, 2023		Three months ended May 31, 2022		Change
Revenue	$	**501,024**	$	68,835	$	432,189
Cost of goods sold		**(271,684)**		(70,295)		(201,389)
Gross profit		**229,340**		(1,460)		230,800
Operating expenses		**(2,425,896)**		(1,302,852)		(1,123,044)
Other income (expenses)		**7,362**		(1,215,320)		1,222,682
Net loss		**(2,189,194)**		(2,519,632)		330,438
Other comprehensive income		**562**		-		562
Comprehensive loss	$	**(2,188,632)**	$	(2,519,632)	$	331,000

The decrease in net loss of $330,438 during the three months ended June 30, 2023, compared to the three months ended May 31, 2022 was primarily the result of the following:

- Total revenues of $501,024 were $432,189 (628%) higher compared to $68,835 during the same prior year comparative period.
- EV charging equipment revenue of $432,758 increased $366,598 (554%) over the comparable period as a result of the Company delivering significantly more EV charging equipment to customers following increased sales activity.
- Installation revenue was $26,630, and nil in the comparable period.
- SaaS revenue of $19,571 increased $18,196 (1,323%) over the comparable period, which reflects a significant increase in new SaaS subscriptions and associated revenue as result of the increase in EV charging stations deployed.
- Other revenue of $22,065 increased $20,765 (1,597%) over the comparable period as a result of increased EV charging utilization from increased EV adoption and the number of EV charging stations deployed.
- The Company recorded cost of sales of $271,684 compared to $70,295 during the same period in the prior year. The increase in cost of sales over the comparable period is attributed to increased sales activity.
- The Company's gross profit increased by $230,800 due primarily to increased sales volume. Gross margin increased from a gross loss of 2%, to gross margin of 46% as a result of the Company's product mix. EV charging equipment sales were comprised of high margin Level 2 AC chargers.
- Operating expenses were $2,425,896 and increased by $1,123,044 (86%) over the comparable period. Operating expenses are comprised of general and administrative expenses, sales and marketing expenses, and research and development. The increased operating expenses during the three months ended June 30, 2023, is attributable to the Company’s early stages of business in the comparable period, which resulted in increased direct and variable costs.
- General and administrative expenses increased $868,205 (86%) over the comparable period as a result of increased professional fees $439,781 (95%), wages and benefits of $92,960 (69%) as a result of increased headcount over the comparable period and increased office expenses due to the costs of additional office and warehouse space of $144,446 (157%). In addition, non-cash expenses from share-based payments of $175,601 (62%), and depreciation and amortization $15,417 (38%) related to the Company’s property and equipment and right-of-use assets.

- Sales and marketing expenses increased by $209,017 (85%) over the comparable quarter as a result of hiring key personnel, and advertising and promotional expenses in order to meet the Company's business objectives and increase sales.
- Research and development costs increased by $69,959 (154%).

Other (income) expenses, net

		Three months ended June 30, 2023		Three months ended May 31, 2022		Change
Transaction costs	$	**-**	$	1,210,071	$	(1,210,071)
Foreign exchange loss		**1,777**		449		1,328
Interest (income) expense, net		**(8,719)**		5,738		(14,457)
Gain on sale of property and equipment		**-**		(569)		569
Other income		**(420)**		(369)		(51)
	$	**(7,362)**	$	1,215,320	$	(1,222,682)

The Company's other income was $7,362 during the three months ended June 30, 2023, compared to other expense of $1,215,320 during the three months ended May 31, 2022. Other income during the three months ended June 30, 2023, was mainly the result of interest income earned during the period on cash equivalents offset by interest expense on the Company's lease liabilities. The Company's other expenses of $1,215,320 during the three months ended May 31, 2022, was primarily the result of a change in fair value of the contingent consideration related to the Spark Acquisition and interest expenses on lease liabilities.

Summary of Quarterly Results

The Company's functional currency, including all of its Canadian subsidiaries, is the Canadian dollar. Hypercharge Networks Inc. has the United States dollar as its functional currency. The Interim Financial Statements are presented in Canadian dollars, unless otherwise noted.

		June 30, 2023		March 31, 2023		December 31, 2022[1]		August 31, 2022
Revenue	$	**501,024**	$	752,673	$	1,235,334	$	371,081
Total comprehensive loss		**(2,189,194)**		(1,990,489)		(2,461,421)		(3,361,491)
Loss per share, basic and diluted		**(0.03)**		(0.03)		(0.04)		(0.07)
Total assets		**10,490,211**		6,404,576		7,926,572		9,302,818
Total liabilities		**2,239,037**		1,900,988		1,911,883		1,338,779

		May 31, 2022		February 28, 2022		November 30, 2021		August 31, 2021
Revenue	$	68,835	$	3,002	$	41,300	$	-
Total comprehensive loss		(2,519,632)		(1,075,618)		(2,684,707)		(774,742)
Loss per share, basic and diluted		(0.05)		(0.02)		(0.07)		(0.03)
Total assets		6,643,280		7,526,381		8,810,636		3,284,170
Total liabilities		1,192,203		1,052,233		1,086,965		1,037,275

Note:

1. Reflects a four-month period as a result of the Company's change in year-end to March 31st.

Quarter-over-quarter changes in the above periods include the following amounts, reported in Canadian dollars, the Company's functional currency, and in accordance with IFRS:

- *Revenue.* The Company earned its first revenue during the quarter-ended November 30, 2021, and has experienced overall quarterly revenue increases due to increased sales and marketing efforts to secure additional customer contracts, combined with an increase in inventories available to supply. As of June 30, 2023, the Company's sales backlog includes orders for 1,048 charging stations.

- *Total Comprehensive Loss.* The Company's net quarterly losses have shown an overall increase as a result of the Company's initial public offering and increasing activities to scale the business, which has resulted in a corresponding increasing revenue trend. Key in-period amounts include the following:

    - During the three months ended June 30, 2023, the Company's total operating expenses increased by $265,871 (12%) from the three months ended March 31, 2023, as a result of $188,160 (70%) of sales and marketing expenses and $74,942 (4%) of general and administrative expenses. Increased sales and marketing expenses of $149,706 (79%) include higher employee compensation related primarily to hiring sales employees in the US as part of the Company's growth objectives and a $27,651 (36%) increase in advertising expenses. Higher general and administrative expenses are driven primarily by increased consulting and professional fees.
    - During the three months ended March 31, 2023, the Company's total operating expenses decreased $601,090 (22%) from the four months ended December 31, 2022, as a result of $211,005 (28%) lower consulting and professional fees, $382,884 (51%) lower employee compensation, $127,929 (35%) higher office and administrative expenses, $165,551 (216%) lower advertising expenses, and lower depreciation and amortization, offset by $68,842 (14%) higher share-based payments.
    - During the four months ended December 31, 2022, the Company incurred operating expenses of $2,761,115 as a result of increased consulting and professional fees incurred related to its initial public offering, employee compensation, which includes share-based compensation as a result of the Company's increasing activities to scale the business
    - During the three months ended August 31, 2022, the Company incurred a goodwill impairment loss of $2,127,955 related to the Spark Acquisition (see *Business Overview and Overall Performance*).
    - During the three months ended May 31, 2022, the Company incurred total acquisition expenses of $1,208,673 for the CoSource Acquisition (see *Business Overview and Overall Performance*), the result of the issuance of 3,990,000 Common Shares with an acquisition- date fair value of $1,215,000, and cash transaction costs of $24,673 in excess of net assets acquired with a fair value of $29,602.
    - During the three months ended November 30, 2021, as a result of the Spark Acquisition (see *Business Overview and Overall Performance*), the Company incurred acquisition-related transaction costs of $1,852,468.

- *Total Assets.* Quarter-over-quarter changes in the Company's total assets are a result of the Company's financing transactions in each of May 2023, June 2022, and October 2021, which resulted in increases to cash at the end of the corresponding quarters, June 2023, August 2022, and, respectively. As the Company is in early-stage operations with overall negative cash flows from its operations, the corresponding periods thereafter show a decrease in total assets.

- *Total Liabilities.* As at June 30, 2023, the Company's total liabilities increased to $2,239,037

(18%) from March 31, 2023. The increase in total liabilities is a result of increasing working capital requirements to sustain the Company's increasing revenues and expanding operations in the United States. During the three months ended March 31, 2023, total liabilities increased as a result of trade payables from an inventory order in the quarter. During the four months ended December 31, 2022, total liabilities increased due to two (2) leases entered into by the Company that include office space to support the Company's increased headcount as well as inventory storage for the Company's increased inventory on hand. The Company's total liabilities included a subscription liability at August 31, 2022 associated with subscriptions collected through such date and later made available to the Company upon closing of the Company's initial public offering.

Liquidity and Capital Resources

The Company's working capital was $8,071,012 at June 30, 2023 compared to $4,296,738 at March 31, 2023. The Company had cash and cash equivalents of $6,927,630 at June 30, 2023 compared to cash and cash equivalents of $2,686,157 at March 31, 2023.

Cash used in operating activities for the three months ended June 30, 2023, was $1,168,551 compared to $1,493,672 during the three months ended May 31, 2022. Cash used in operating activities during the three months ended June 30, 2023 was the result of a net loss of $2,189,194 and a working capital adjustment to inventory of ($127,479), offset by non-cash adjustments for share based payments of $457,162, depreciation and amortization of $56,450 and non-cash interest of $8,829 as well as working capital adjustments to accounts receivable of $27,233, prepaid expenses and other current assets of $247,006, accounts payable and accrued liabilities of $353,132 and deferred revenue of $52,776. Cash used in operating activities of $1,493,672 during the three months ended May 31, 2022, was the result of a net and comprehensive loss of $2,519,632 and working capital adjustments to inventory ($292,504) accounts receivable ($128,618), prepaid expenses and other current assets ($196,901). Offsetting such items were working capital adjustments to accounts payable and accrued liabilities of $69,573, deferred revenue of $7,209, holdbacks payable of $29,365, and non-cash transaction expense adjustments of $1,210,071 related to the CoSource Acquisition, share based payments of $281,561 related to the service period of Options, performance share units ("PSUs"), and Target Park Performance Warrants payable to a strategic partner, depreciation and amortization of $41,032 from the Company's equipment and right-of-use assets and accretion from lease liabilities of $5,741, offset by a gain on sale of property and equipment of ($569).

Cash provided by investing activities for the three months ended June 30, 2023, was $8,418, compared to $50,229 during the three months ended May 31, 2022. Cash flows provided by investing activities during the three months ended June 30, 2023, was comprised of payments received from a sublease of office space of $38,025 offset by purchases of equipment of $29,607. Cash flows provided by investing activities of $50,229 during the three months ended May 31, 2022, were the result of proceeds received upon disposal of equipment of $54,671 and $10,067 from the repayment of a note receivable, offset by purchases of equipment of $14,509.

Cash provided by financing activities was $5,401,989 during the three months ended June 30, 2023, compared to cash used in financing activities of $34,126 during the three months ended May 31, 2022. Cash provided by financing activities of $5,401,989 during the three months ended June 30, 2023 was a result of net proceeds of an equity financing of $4,915,395, and funds received from the exercises of stock options and warrants of $120,000 and $443,661, respectively, offset by $77,067 of payments in connection with the Company's lease liability for its office space. Cash used in financing activities of $34,126 during the three months ended May 31, 2022, was the result of payments in connection with the Company's lease liability for its lease of office space.

The Company has not achieved profitable operations and therefore must continue to rely on external financing to generate capital to maintain its capacity to meet working capital requirements. The Company has relied on the issuance of Common Shares to finance its operating activities since inception, which the Company intends to continue to rely upon to finance its planned operations. However, there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. Management believes the Company will be able to raise additional funds to meet anticipated administrative expenses and pursue future business opportunities.

The Company is not subject to any externally imposed capital requirements.

The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company has sufficient cash to meet its current liabilities as at June 30, 2023. The Company assessed liquidity risk as low.

Use of Proceeds

LIFE Financing

On May 17, 2023, the Company closed the LIFE Financing. In connection with closing of the LIFE Financing, the Company incurred share issuance costs of $84,605 and issued 2,380,952 Warrants with a grant date fair value of $1,551,593. In addition, 2,000,000 previously granted advisory warrants vested immediately upon closing with a vesting date fair value of $1,865,671, which was recorded as a share issuance cost.

The following table sets out a comparison of disclosure in the Company's amended and restated offering document dated May 15, 2023 (the "Offering Document") about how the Company expected to use its available funds (other than working capital), including the net proceeds from the LIFE Financing, an explanation of variances and the impact of the variances, if any, on the Company's ability to achieve its business objectives and milestones:

Principal Purpose	Estimated amount to be expended per the Offering Document	Approximate amount expended as of June 30, 2023 (May 17, 2023 - June 30, 2023)
Salaries and consulting fees	$4,708,861	Nil
General and administrative costs for the next 12 months	$1,457,090	Nil
Investor relations	$1,000,000	Nil
Business advertising and marketing	$414,653	Nil
Capital expenditures	$287,500	Nil
Total	**$7,868,104**	**Nil**

Although the Company intended to expend the proceeds from the Offering Document as set forth above, for sound business reasons, a reallocation of funds is deemed prudent and varies from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan.

As at the date of this MD&A, the Company changed its intended use of available funds through a reallocation of $250,000 from investor relations to general and administrative costs. As a result of the reallocation of funds, the Company will allocate up to $750,000 on investor relations and $1,707,090 on general and administrative costs. The Company is of the view that this reallocation will be more favourable to long-term business development and support of its U.S. expansion initiatives. The change in the use of proceeds will not have any material adverse impact on the operations of the Company.

Subscription Receipt Private Placement

On June 1, 2022, the Company completed the SR Private Placement. The Subscription Receipts were held in escrow, pending satisfaction of certain escrow release conditions. On September 26, 2022, the Company issued 10,000,000 Common Shares upon the automatic exercise of the Subscription Receipts and the proceeds from the financing that had been held in escrow were released to the Company following satisfaction of certain escrow release conditions. The Company incurred issuance costs of $630,103 associated with the SR Private Placement and issued 554,253 Common Share purchase warrants with a grant date fair value of $183,803 to the Agents.

The following table sets out a comparison of disclosure in the Company's final long form prospectus dated September 23, 2022 (the "Prospectus") about how the Company expected to use its available funds (other than working capital), including the net proceeds from the SR Private Placement, an explanation of variances and the impact of the variances, if any, on the Company's ability to achieve its business objectives and milestones:

Principal Purpose	**Estimated amount to be expended per Prospectus**	**Approximate amount expended as of June 30, 2023** (September 23, 2022 - June 30, 2023)
Salaries and consulting fees	$2,350,210	$1,709,802(1)
Management fees	$363,965	$412,004(2)
Technology and innovation / research and development	$708,022	$342,438(3)
Capital expenditures	$478,558	$73,872(4)
Business Advertising and Marketing	$208,333	$357,960(5)
Investor Relations	$1,000,000	$666,543(6)
General and administrative costs for the next 12 months	$1,004,011	$1,991,781(7)
Total	**$6,113,099**	**$5,554,399**

Notes:

1. On a prorated basis, the Company used 3% less than estimated for salaries and consulting expenses incurred in connection with its go public initiative.
2. On a prorated basis, the Company used 51% more than estimated for professional fees (audit, legal and accounting) driven by regulatory and compliance related costs as a public company.
3. Anticipated timing required to achieve certain business objectives related to technology and innovation/ research and development initiatives are project driven in nature resulting in timing differences.
4. Anticipated timing required to achieve certain business objectives related to capital expenditure investments are project driven in nature resulting in timing differences.
5. The Company's marketing initiatives were accelerated to generate revenue opportunities from marketing activities (e.g. Google, tradeshows).
6. The Company's investor relations initiatives are generally prepaid in nature. On a prorated basis, the Company has spent approximately 90% of the amount estimated in the Prospectus.
7. On a prorated basis, the Company used 165% more than estimated for general and administrative costs, related to professional legal, audit, and accounting expenses.

The expected use of available funds disclosed in the Prospectus was for the 12-month period subsequent to the date of the Prospectus (the 12-month period ending September 23, 2023). Therefore, most of the variances between the expected use of available funds in the Prospectus and the actual use of available funds as of June 30, 2023 are attributed to the condensed period of time between the date of the Prospectus and June 30, 2023.

Commitments

As at June 30, 2023, the Company has committed to the following undiscounted minimum lease payments:

Year ended March 31st:	
2024 - remaining	$232,889
2025	$198,778
2026	$80,910
Total	$512,577

Related Party Transactions

Key management personnel include those persons who have authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Board and corporate officers, including the CEO, the Company's Chief Financial Officer ("CFO"), Navraj Dosanjh (beginning January 9, 2023) and the now former CFO (the "Former CFO"), Kara James (until January 9, 2023). The Company measures related party transactions at the exchange amount which represents the consideration agreed upon between the Company and the related party.

In addition to cash compensation, the Company also permits participation in the Company's equity incentive plan. The compensation paid to key management personnel is as follows:

	Three months ended June 30, 2023		Three months ended May 31, 2022	
Wages and benefits	**$**	**141,574**	$	41,002
Share-based payments		**301,188**		66,758
Balance end of period	**$**	**442,762**	$	107,760

During the three months ended June 30, 2023, included within general and administrative expense is $43,596 incurred for professional fees provided by 1006098 B.C. Ltd. d.b.a. PubCo Reporting, an entity significantly influenced by the Former CFO. As at January 9, 2023, the Former CFO ceased to be a related party to the Company. As at June 30, 2023 – nil (March 31, 2023 - $31,021), was included in accounts payable to 1006098 B.C. Ltd. d.b.a. PubCo Reporting. The amount is unsecured, non-interest bearing, and has no fixed terms of repayment.

In connection with the Spark Acquisition, the Company acquired a note receivable from a now former director of Spark, Sion Jones, totaling $10,067. The loan was subsequently collected during the three months ended May 31, 2022, and as at June 30, 2023, there is no remaining balance. The amount was unsecured, non-interest bearing, and had no fixed terms of repayment.

As at June 30, 2023, the remaining note payable balance in connection with the CoSource Acquisition was nil. During the three months ended May 31, 2022, the Company assumed a note payable from a close family member of the CEO totaling $34,771, which was subsequently repaid. The note was unsecured, non-interest bearing, and due within fifteen (15) days of the completion of the Company's initial public offering.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Critical Accounting Estimates

The preparation of the Interim Financial Statements in conformity with IFRS requires the Company to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues, and expenses and the accompanying disclosures. Based on historic experience and current conditions, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions are also affected by management’s application of accounting policies. Critical accounting estimates are those that affect the Interim Financial Statements materially and involve a significant level of judgment by management. Different assumptions would result in different estimates, and actual results may differ from results based on these estimates. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

Areas requiring a significant degree of estimation and judgment in the Interim Financial Statements, include the going concern assumption, acquisitions, determination of lease incremental borrowing rate, valuation of share-based awards that have not vested, valuation of the Company’s accounts receivable and inventory and determination of recognition of revenue.

The Company determines the value of Options and Warrants using the Black-Scholes Option Pricing Model and weighted average assumptions at the time of the grant which includes assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of the Company’s Common Shares and the expected life. The Company measures its volatility based on a proxy of publicly traded companies that are similar in size and operate in a similar industry. Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates.

The Company determines the value of RSUs and PSUs using the underlying share price on the grant date and a weighted average assumption to determine service expenses in each period, and assumes no forfeitures.

New Accounting Pronouncements

The following accounting standards and amendments issued by the IASB or the International Financial Reporting Interpretations Committee were adopted during the three months ended June 30, 2023:

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2023. There was no impact to the Interim Financial Statements as a result of the adoption of the amendments.

Amendments to IAS 8 – Definition of Accounting Estimates

These amendments clarify how companies distinguish changes in accounting policies from changes in accounting estimates, with a primary focus on the definition of and clarifications on accounting estimates. The distinction is important because changes in accounting policies are applied retrospectively, whereas changes in accounting estimates are applied prospectively. Further, the amendments clarify that accounting estimates are monetary amounts in the Interim Financial Statements subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy. These amendments are effective for reporting periods beginning on or after January 1, 2023. There was no impact to the Interim Financial Statements as a result of the adoption of the amendments.

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures. These amendments are effective for reporting periods beginning on or after January 1, 2023. There was no impact to the Interim Financial Statements as a result of the adoption of the amendments.

Financial Instruments and Risk Management

Credit risk

Credit risk is the risk that a party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash and cash equivalents, accounts receivable, and lease receivable. Credit risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. As at June 30, 2023, there were four (4) customers with amounts outstanding that exceed 10% of the Company's trade accounts receivable that totaled 56% in aggregate (Customer A – 22%; Customer B – 12%; Customer C – 11%; Customer D – 11%). As at March 31, 2023, there were three (3) customers with amounts outstanding that exceed 10% of the Company's trade accounts receivable that totaled 58% in aggregate (Customer A – 25%; Customer B – 18%; Customer C – 15%). The Company assessed credit risk as low.

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's liquidity and operating results may be adversely affected if its access to the capital markets is hindered. The Company manages liquidity risk by monitoring forecasted and actual cash flows and has in place a planning and budgeting process to help determine the funds required to support normal operating requirements and development plans. The Company has sufficient cash to meet its current liabilities as at June 30, 2023. The Company assessed liquidity risk as low.

Foreign exchange risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to significant foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

Risks and Uncertainties

The Company is subject to a number of risks and uncertainties that may significantly impact its financial condition and future financial performance. Prospective investors should carefully consider the risks described below, together with all the other information included in this MD&A, before making an investment decision.

No History of Profitable Operations

The Company has not achieved profitable operations or paid any cash dividends, and it is unlikely to produce profitable earnings or pay dividends in the immediate or foreseeable future.

Availability of Financing

The Company will be competing with other companies in the capital markets for available financing. There is no assurance that the Company will be able to obtain sufficient financing or financing on satisfactory terms, if at all.

On April 12, 2022, the Company was notified of a civil claim filed by AddEnergie Technologies (d/b/a FLO) ("AddEnergie") for unlawful solicitation of AddEnergie prospective customers and business opportunities. The Company believes the claim is without merit and has multiple valid arguments to defend against the claim. Management has assessed the probability of loss as unlikely and the possible damages to be indeterminate. As at June 30, 2023, no provision has been recorded.

On February 24, 2022, Russian troops started to invade Ukraine. In response to this military action, various countries, including Canada, issued broad-ranging economic sanctions against Russia. The ramifications of the sanctions may not be limited to Russia and Ukraine and may spill over to and negatively impact other regional and global economic markets, sectors, industries and markets for securities and commodities globally. The current circumstances are dynamic and the duration of the conflict and related impact of imposed sanctions on the business cannot be reasonably estimated at this time. While the company expects any direct impacts of the conflict in Ukraine to the business to be limited, the direct impacts on the economy may negatively affect the business and future operations.

Availability of Rebates, Tax Credits, and Other Financial Incentives

Certain municipalities, provinces, states and federal governments provide incentives to end users and purchasers of EVs and EV infrastructure in the form of rebates, tax credits and other financial incentives, including under the Canadian government's Zero Emission Vehicle Infrastructure Program and British Columbia's CleanBC Go Electric Charger Program administered by BC Hydro. These governmental rebates, tax credits and other financial incentives significantly lower the effective price of EVs and EV infrastructure to customers. Uncertainty about the introduction of, reduction in, or elimination of such incentives, or delays or interruptions in the implementation of favorable federal, provincial, state or municipal laws could substantially increase the cost of the Company's systems to some of its customers, resulting in significant reductions in demand for the Company's products from customers, which would negatively impact its sales. Such incentives take time to be disbursed and to affect actual expenditure decisions. Final grant approval timelines can vary greatly between agencies and projects which creates revenue flow risk to the Company. These incentives may also expire on specified dates, end when the allocated funding is no longer available, or be reduced or terminated as a matter of regulatory or legislative policy. Any reduction in rebates, tax credits or other financial incentives could reduce the demand for EVs and for charging infrastructure, including infrastructure the Company offers.

Outstanding Share Data

Our share capital consists of an unlimited number of Common Shares without par value. As at the date of this MD&A, the Company has 68,416,471 Common Shares issued and outstanding, 8,296,667 performance warrants, 2,720,721 Options, 2,380,952 warrants, 1,816,667 RSUs and 934,668 PSUs issued and outstanding.

Disclosure Controls and Procedures and Internal Controls Over Financial Reporting

Management's Report on Internal Controls Disclosure controls and procedures ("DCP")

DCP have been designed to provide reasonable assurance that all material information related to the Company is identified and communicated on a timely basis. Management of the Company, under the supervision of the CEO and CFO, is responsible for the design and operation of DCP.

Management has evaluated the effectiveness of the Company's DCP and has concluded that they were effective as at June 30, 2023.

Internal control over financial reporting ("ICFR")

The Company's ICFR is designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with IFRS. However, due to inherent limitations ICFR may not prevent or detect all misstatements and fraud. Management will continue to monitor the effectiveness of its ICFR and may make modifications from time to time as considered necessary.

Control Framework Management assesses the effectiveness of the Company's ICFR using the Internal Control – Integrated Framework (2013 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management conducted an evaluation of the effectiveness of ICFR and concluded that it was effective as at June 30, 2023.

Other MD&A Requirements

Additional information relating to our Company may be found on SEDAR at www.sedarplus.ca.