



## **Hypercharge Networks Corp.**

Management Discussion and Analysis  
For the year ended March 31, 2025  
(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 audited consolidated financial statements for the year ended March 31, 2025 (the "Financial Statements") and the Company's annual information form ("2025 AIF"), available on the System for Electronic Document Analysis and Retrieval ("SEDAR+") at [www.sedarplus.ca](http://www.sedarplus.ca). This MD&A is dated as of July 28, 2025, unless otherwise indicated.

Unless otherwise indicated and as hereinafter provided, all financial information contained in this MD&A, the Financial Statements and the 2025 AIF have been prepared in accordance with IFRS Accounting 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 but not limited to 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**

### *Overview*

Hypercharge is a leading provider of electric vehicle ("EV") charging solutions in Canada and the United States. The Company's mission is to accelerate the adoption of EVs and facilitate the transition towards a carbon-neutral economy by offering comprehensive networked charging solutions.

The Company began revenue-generating operations in April 2022.

The Company's primary segments are: residential markets including multi-unit residential buildings ("MURB") and single-family dwellings; commercial markets including workplace, retail and hospitality; public sector including municipalities, universities, healthcare facilities, government services and transit, fleet operators including last-mile delivery, service and automotive dealerships and other commercial trucks.

The Company generates one time and recurring revenue through multiple streams including, without limitation, the sale of EV charging stations, subscription-based software services for EV site and charging station management, transaction fees on charging sessions, energy management hardware and software, professional services consulting, comprehensive service and warranty packages and carbon credit management services.

### *Business Highlights*

During the year ended March 31, 2025, Hypercharge achieved record annual revenue and sustained strong growth momentum with four consecutive quarters of year-over-year revenue growth. The Company generated total revenues of \$10,055,246, an increase of \$6,983,139 (227%) compared to March 31, 2024, and sales backlog increased to a total value of \$9,058,090, up \$2,756,565 (44%) from the same period in 2024. For further information regarding sales backlog, please see the "Non-IFRS and other Financial Measures" section of this MD&A.

As at March 31, 2025, the Hypercharge mobile applications serve over 25,000 registered users, an increase of 108% compared to over 12,000 registered users as at March 31, 2024. This increase in registered users signals strong usage trends across Hypercharge's mobile platform for both drivers and site operators.

### *Strategic Growth Strategies*

Our strategic focus is anchored in three competitive advantages: delivering a standout customer

experience, driving continuous product and platform innovation, and scaling through a capital-efficient model built for infrastructure growth. These strengths guide our execution across three growth pillars:

1. **Network Expansion** – We are rapidly increasing our footprint across North America by activating our robust channel partner ecosystem and scaling a high-performing direct sales team. This approach enables us to reach new verticals, accelerate deployments, and unlock long-term recurring revenue streams.
2. **Technology & Innovation** – We continue to evolve our proprietary EV charging platform, including Quantev™ for site analytics and control, the Hypercharge mobile app for drivers, and seamless integrations into third-party systems such as building automation, fleet management, and loyalty platforms with Eevion™. Our roadmap also includes advanced energy management solutions that help reduce costs and optimize power usage.
3. **Seamless Execution** – We’ve built an integrated delivery model combining in-house expertise with a trusted partner network to streamline every phase of deployment—from site design and installation to ongoing maintenance and lifecycle support. This structure enables speed, consistency, and scalability at every customer touchpoint.

By executing against these pillars, Hypercharge is positioned to drive sustained growth, expand our market presence, and deliver long-term value to both our customers and shareholders.

#### *Customer Growth*

Hypercharge engages customers through a direct sales team and a robust, growing partner network of 73 organizations across North America. They facilitate entry into new markets and provide advice and expertise on EV charging implementations across industries, including property development and property management, real estate investment trusts, auto dealer groups, hospitality and hotels, parking lot management, fleets, municipalities, and utilities.

The Company delivered an additional 837 charging ports in the three months ended March 31, 2025, including 6 DC fast charging ports, and the number of registered users on the Hypercharge mobile app increased to over 25,000 as of March 31, 2025.

Building on the Company’s continued momentum of expanding its North American charging network, the Company has grown its customer base to 429, sold over 5,500 charging ports in total, and delivered over 4,300 networked charging ports to more than 420 charging sites since commencing operations in June 2021. This expansion has been instrumental in establishing Hypercharge as a leading player in the EV charging industry.

As of March 31, 2025, Hypercharge operated in eight provinces and one territory in Canada and has made sales into the United States market and delivered stations to thirteen states, including key markets of California, New York, and Texas. During the year ended March 31, 2025, the Company expanded its EV charging network into Washington DC, and North Carolina.

### *Technology Innovation*

In the fiscal year ended March 31, 2025, Hypercharge continued to strengthen its technology platform, supporting scalable EV charging across North America through ongoing software development, energy flexibility, and expanded deployment capabilities.

The Company enhanced its mobile applications and cloud-based management platform, delivering improved site-level diagnostics, remote monitoring, and user experience features. These upgrades contributed to significant growth in app engagement, with over 25,000 registered users as of March 31, 2025—more than doubling year-over-year.

To support customers facing power constraints, on June 25, 2024, Hypercharge entered into a strategic partnership with XCharge North America to bring battery-integrated DC fast charging to Canada. The first GridLink system was installed in Canada, enabling faster deployment and reducing reliance on costly grid upgrades. This technology complements Hypercharge's broader energy management initiatives focused on multi-input support and load optimization.

Hypercharge also deployed more than 76 DC fast charging ports during the year across key commercial and fleet projects, including installations for a Western Canadian energy infrastructure provider, and at car dealerships and port authorities.

Together, these advancements reinforce Hypercharge's focus on flexible, future-ready charging solutions that adapt to diverse site conditions and customer requirements.

### *Carbon Credits and Professional Services*

To better serve customers and increase overall revenue, in fiscal Q3 ending December 31, 2023, Hypercharge launched a new carbon credit management program enabling customers and Hypercharge to earn low carbon fuel credits. Hypercharge manages all administrative tasks to ensure a seamless experience for customers as the program aggregates energy usage across all enrolled sites to maximize credit accumulation and secure better prices per credit. This initiative is anticipated to offer a profitable revenue stream for Hypercharge through the management and sale of accumulated carbon credits. No revenue was recognized in connection with this program in the Company's Financial Statements.

During the quarter ended March 31, 2025, Hypercharge introduced a comprehensive professional service program to further serve customers and generate incremental revenue. This program provides site design, installation, project management and premium support services, aimed at providing customers with expert guidance and support throughout their EV charging station deployment and maintenance. It is anticipated that professional services will increase overall customer satisfaction and grow revenue.

### *Creating Competitive Advantage through Customer Experience*

Hypercharge is a leading provider of turnkey EV charging solutions, distinguished by its

comprehensive platform designed to deliver exceptional charging experiences for residential, commercial, and fleet customers. Leveraging significant repeat business and robust relationships with existing clients, Hypercharge is strategically positioned to capitalize on expanding market opportunities. By actively pursuing both public and private sector partnerships, the Company ensures sustainable revenue growth and increased market reach. At the core of Hypercharge's success is an unwavering dedication to excellence, consistently elevating the customer experience across every touchpoint.

## **Milestones**

During the fiscal year ended March 31, 2025, the Company achieved the following milestones:

- **Record Annual Revenue:** The Company achieved its highest annual revenue in history, reporting recognized revenue of \$10,055,246 for the year ended March 31, 2025. This represents an increase of \$6,983,139 (227%) compared to the prior fiscal year, driven by strong market demand and the successful sale and delivery of customer orders.
- **Record Gross Profit:** The Company reported record gross profit of \$2,275,572 for the year ended March 31, 2025, an increase of \$1,290,805 (131%) compared to the prior fiscal year. The improvement reflects higher revenue recognition and continued margin performance across key segments.
- **Record Operating Expense Reduction:** The Company's operating expenses for the year ended March 31, 2025, totaled \$6,593,380, reflecting a decrease of \$2,514,699 (28%) compared to the year ended March 31, 2024. This reduction was driven by the Company's strategic focus on cost control and operational efficiency.
- **Charging ports:** Surpassed 5,500 charging ports sold across Canada and the United States, an increase of over 83% compared to March 31, 2024, reinforcing Hypercharge's continued momentum in deploying charging infrastructure.
- **Fast charging ports:** Delivered 76 DC fast charging ports across key commercial and fleet projects, completing significant orders from the Company's backlog and recognizing associated revenue within the fiscal year.
- **Registered users:** Grew registered users on the Hypercharge mobile app to over 25,000 as of March 31, 2025, reflecting strong adoption and user engagement, an increase of over 107% compared to March 31, 2024.
- **Partnerships:** Advanced partnership with Precise ParkLink Inc. by activating EV charging functionality within the Parkedin™ mobile app, powered by the Company's proprietary software platform, Eevion™.
- **Financing:** In April 2025, completed in, a non-brokered private placement, raising aggregate gross proceeds of \$1,892,084, significantly strengthening the Company's balance sheet and enabling investment in operational growth and sales capabilities.

The Company remains focused on driving long-term shareholder value through continued revenue growth, improved gross margins, and disciplined cost management. With over \$10 million in annual revenue and a growing base of recurring and service-related income, Hypercharge is strategically aligning its operations to enhance operating leverage and reduce cash burn over time. Management will continue to prioritize capital efficiency, revenue quality, and margin expansion to support a sustainable path toward profitability.

### *Recent Corporate Developments*

On May 16, 2025, the Company net settled 463,337 restricted share units (“RSUs”) of the Company, which had previously vested, by issuing 278,000 common shares in the capital of the Company (“Common Shares”).

On April 25, 2025, the Company net settled 416,827 RSUs of the Company, which had previously vested, by issuing 295,656 Common Shares.

On January 31, 2025, the Company net settled 486,667 RSUs of the Company, which had previously vested, by issuing 226,300 Common Shares.

On December 17, 2024, the Company net settled 27,287 performance share units (“PSUs”) of the Company, which had previously vested, by issuing 27,287 Common Shares.

On December 6, 2024, the Company net settled 85,000 RSUs of the Company, which had previously vested by issuing 58,934 Common Shares and net settled 112,830 PSUs of the Company that had previously vested by issuing 66,482 Common Shares.

On December 11, 2024, the Company net settled an additional 75,000 RSUs of the Company which had previously vested by issuing 61,578 Common Shares.

On November 16, 2024, the Company net settled 13,125 RSUs of the Company, which had previously vested, by issuing 10,722 Common Shares.

On October 23, 2024, the Company net settled 60,000 RSUs, which had previously vested, by issuing 48,682 Common Shares.

On August 16, 2024, the Company net settled 11,570 RSUs, which had previously vested, by issuing 10,722 Common Shares.

On July 24, 2024, the Company issued 75,000 Common shares upon the vesting of 75,000 previously issued RSUs.

On July 17, 2024, the Company net settled 125,000 PSUs, which had previously vested, by issuing 75,000 Common Shares.

On July 17, 2024, the Company net settled 208,125 RSUs, which had previously vested, by issuing 167,527 Common Shares.

### *2025 Financing*

On March 14, 2025 and April 23, 2025, the Company closed a private placement financing of units of the Company (each a “Unit”) which raised a total of \$1,892,084 and issued 29,108,988 common

shares and 29,108,988 warrants. The warrants which form part of the Units are exercisable at \$0.12 for three years from the date of issuance. If during the period beginning four months and one day after the closing date, the Company's shares trade on the TSXV at or above a daily volume weighted average trading price of \$0.20 per Common Share for ten (10) consecutive trading days, the Company will be entitled to give notice that the Warrants will expire thirty (30) days from the date of providing such notice. The Units are subject to a four month and one day hold period.

#### *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") that provided 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. On August 5, 2024, three years from the initiation date of the collaboration agreement, 200,000 vested performance warrants remained unexercised and therefore expired. Additionally, the milestones related to the 1,880,000 performance warrants were not met, and as a result, the performance warrants were forfeited.

#### **Performance**

The Company's overall performance is associated with certain industry factors including, but not limited to, economics of EV ownership, EV adoption rates, and demand for EV charging station networks and infrastructure. As of March 31, 2025, the Company believed that these market trends are favourable for its business and operations. During the fiscal year, the EV charging industry faced several macroeconomic and sector-specific challenges including slower-than-expected EV adoption in some North American markets, delays in government incentive disbursements, and increasing competitive pricing pressure on hardware. While these factors have affected short-term purchasing behavior, we believe our focus on MURBs, diversified revenue streams, and capital efficiency positions us well for sustained growth despite market headwinds.

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 2025 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:

- EV charging equipment revenue is generated from selling EV charging stations to various customers and includes a range of Level 2 alternating current ("AC") and Level 3 direct current ("DC") fast charging EV charging equipment. Revenue from EV charging equipment is recognized once delivered and customer has the ability to use the equipment as intended.
- Subscription revenue is generated through the Company's cloud-based software-as-a-service software platform ("SaaS"). These revenues are recognized on a straight-line basis during the Company's ongoing obligation to deliver such services.
- Service revenue is generated from professional services including installations and charging station activations, and EV charging related fees from drivers using charging sites owned and operated by the Company, net of payment processing fees. These revenues are recognized once services have been completed. Service revenues also include extended maintenance



service plans, which are typically multi-year subscriptions and are recognized as revenue on a straight-line basis, as well as the Company's carbon credit management program, where revenues recognized from this program are recognized when the regulatory incentives are transferred to the Company.

**Sales Backlog.** The Company's sales backlog is comprised of the value of signed sales contracts and current and non-current deferred revenues. In accordance with IFRS 15, the Company recognizes revenue from sales contracts with customers upon delivery of charging ports, at which point the Company's performance obligation is satisfied. The current and non-current deferred revenues include customer deposits, prepaid software subscriptions, extended warranty plans and other services, and are recognized as revenue on a straight-line basis during the Company's ongoing obligation to deliver such services. For further information regarding sales backlog, please see the "Non-IFRS and other Financial Measures" section of this MD&A.

**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 Eevion, formerly known as PAC, the Company's proprietary software, development and maintenance of its charging network and other software, and product design and development.

**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 March 31, 2025, the Company had not achieved profitable operations and has an accumulated deficit of \$26,603,620 since inception (March 31, 2024 - \$22,576,217). 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.

Set out below is a comparison of the results of operations for the three months ended March 31, 2025 and three months ended March 31, 2024:

	Three months ended March 31, 2025	Three months ended March 31, 2024	Change
Revenue	\$ 2,799,603	\$ 1,067,478	\$ 1,732,125
Cost of sales	(2,259,563)	(781,948)	(1,477,615)
Gross profit	540,040	285,530	254,510
Operating expenses	(1,738,661)	(1,919,122)	180,461
Other income (expenses)	(16,246)	46,127	(62,373)
Net loss	(1,214,867)	(1,587,465)	372,598
Other comprehensive (loss) income	138	(3,916)	4,054
Comprehensive loss	\$ (1,214,729)	\$ (1,591,381)	\$ 376,652

The decrease in Comprehensive loss of \$376,652 (24%) during the three months ended March 31, 2025, compared to the same period in the prior year was primarily the result of the following:

- Total revenues of \$2,799,603 represented an increase of \$1,732,125 (162%) compared to \$1,067,478 during the prior year comparative period. In addition to recognized revenue, the sales backlog increased by \$299,553 (3%) as growth in the backlog outpaced product deliveries in the quarter. For further information regarding sales backlog, please see the "Non-IFRS and other Financial Measures" section of this MD&A.
- EV charging equipment revenue of \$2,513,072 increased by \$1,496,091 (147%) over the comparative period attributable to product mix across a range of customer types. In total, 840 EV charging ports were delivered during the three months ended March 31, 2025, representing an increase of 535 (178%) EV charging ports delivered over the comparative period.
- Subscription and service revenue of \$93,659 increased by \$47,296 (102%) over the comparative period, and is driven by growth in SaaS subscriptions, higher EV charging utilization, increased station activations, and expanded extended warranty service plans. The overall increase in recurring and usage-based revenue reflects the continued expansion of the Company's EV charging network.
- The Company recorded cost of sales of \$2,259,563 compared to \$781,948 during the comparative period. The increase in cost of sales is directly related to the 162% increase in total revenues over the comparative period.
- Gross profit increased by \$254,510 (89%) due primarily to increased sales volume of EV charging equipment, increased contribution from other revenues and higher new SaaS subscriptions and recurring SaaS revenues.
- Gross profit percentage decreased from 27% to 19% over the comparative period as a result of the Company's product mix. In the three months ended March 31, 2025, the decline was driven by a higher proportion of DC fast charging sales and large-scale deployments. Although these carried lower margins, they contributed to strong topline revenue growth. For further information regarding gross profit percentage, please see the "Non-IFRS and other Financial Measures" section of this MD&A.
- Operating expenses of \$1,738,661 decreased by \$180,461 (9%) over the comparative period. Operating expenses are comprised of general and administrative expenses, sales

and marketing expenses, and research and development. The decrease in operating expenses in the three months ended March 31, 2025 relative to the comparative period is primarily a result of lower general and administrative expenses which decreased by \$201,679 (17%).

- General and administrative expenses decreased by \$201,679 (17%) over the comparative period, driven by a reduction in consulting and professional fees related to certain non-recurring expenses.
- Sales and marketing expenses increased by \$221,460 (59%) over the comparative quarter, primarily due to higher commissions associated with the delivery of several large-scale deployments completed during the period.
- Research and development costs decreased by \$200,242 (61%) and were partially offset by decreased Eevion related product design costs incurred relative to the prior year comparative period.

Set out below is a comparison of the results of operations for the year ended March 31, 2025 and year ended March 31, 2024:

	Year ended March 31, 2025	Year ended March 31, 2024	Change
Revenue	\$ 10,055,246	\$ 3,072,107	\$ 6,983,139
Cost of sales	(7,779,674)	(2,087,340)	(5,692,334)
Gross profit	2,275,572	984,767	1,290,805
Operating expenses	(6,593,380)	(9,108,079)	2,514,699
Other income (expenses)	22,742	122,809	(100,067)
Net loss	(4,295,066)	(8,000,503)	3,705,437
Other comprehensive income	(16,187)	(3,575)	(12,612)
Comprehensive loss	\$ (4,311,253)	\$ (8,004,078)	\$ 3,692,825

The decrease in comprehensive loss of \$3,692,825 (46%) during the year ended March 31, 2025, compared to the same period in the prior year was primarily the result of the following:

- Total revenues of \$10,055,246 represented an increase of \$6,983,139 (227%) compared to \$3,072,107 during the prior year comparative period. The sales backlog grew by \$2,756,565 (44%) during the year ended March 31, 2025, compared to growth of \$4,521,486 (254%) in the prior year comparative period. For further information regarding sales backlog, please see the "Non-IFRS and other Financial Measures" section of this MD&A.
- EV charging equipment revenue of \$9,342,398 increased by \$6,649,844 (247%) over the comparative period and is attributed to product mix across a range of customer types. 2,459 EV charging ports were delivered during the year ended March 31, 2025, representing an increase of 1,262 (305%) EV charging ports delivered over the comparative twelve-month period.
- Subscription and service revenue of \$258,219 increased \$137,883 (115%) over the comparative period, and is driven by growth in SaaS subscriptions, higher EV charging utilization, increased station activations, installation services, and expanded extended

warranty service plans. The overall increase in recurring and usage-based revenue reflects the continued expansion of the Company's EV charging network.

- Cost of sales of \$7,779,674 increased by \$5,692,334 over the comparative period is attributed primarily to the 247% increase in EV charging equipment sales.
- Gross profit of \$2,275,572 increased by \$1,290,805 (131%) due primarily to increased sales volume of EV charging equipment, increased contribution from other revenues and higher new SaaS subscriptions and recurring SaaS revenues.
- Gross profit percentage decreased from 32% to 23% over the comparative period, primarily due to changes in the Company's product mix. In the year ended March 31, 2025, a higher proportion of sales consisted of lower-margin Level 3 DC fast chargers, resulting in a lower overall gross profit percentage. However, the increase in Level 3 DC fast charger sales contributed to a higher total gross profit dollar amount compared to the prior period. For further information regarding gross profit percentage, please see the "Non-IFRS and other Financial Measures" section of this MD&A.
- Operating expenses of \$6,593,380 decreased by \$2,514,699 (28%) over the comparative period. Operating expenses are comprised of general and administrative expenses, sales and marketing expenses, and research and development. The decrease in operating expenses in the year ended March 31, 2025 relative to the comparative period is primarily a result of \$2,279,863 (36%) lower general and administrative expenses.
- General and administrative expenses decreased by \$2,279,863 (36%) over the comparative period. Consulting and professional fees related to certain non-recurring expenses decreased by \$1,222,505 (45%) and share-based payments related to decreased service costs of equity awards decreased by \$1,228,872 (72%).
- Sales and marketing expenses decreased by \$122,161 (7%) over the comparative period driven by optimized sales processes and improved selling systems.
- Research and development costs decreased by \$112,675 (13%), and are primarily related to additional headcount, costs related to the development of the Company's proprietary software applications, and product development costs.

Other expenses (income), net

	<b>Three months ended March 31, 2025</b>	<b>Three months ended March 31, 2024</b>	<b>Change</b>
Foreign exchange loss (gain)	\$ <b>22,713</b>	\$ (8,852)	\$ 31,565
Interest income, net	<b>(5,873)</b>	(37,006)	31,133
Other income	<b>(594)</b>	(269)	(325)
Other (income) expense	\$ <b>16,246</b>	\$ (46,127)	\$ 62,373

The Company's other expense amounted to \$16,246 during the three months ended March 31, 2025, compared to other income of \$46,127 during the same period in the prior year. The decrease is due

to the Company earning less interest income from cash on hand in the current period relative to the comparative period.

	Year ended March 31, 2025	Year ended March 31, 2024	Change
Foreign exchange loss	\$ 30,523	\$ 2,082	\$ 28,441
Interest income, net	(51,332)	(122,969)	71,637
Other income	(1,933)	(1,922)	(11)
Other (income) expense	\$ (22,742)	\$ (122,809)	\$ 100,067

The Company's other income amounted to \$22,742 during the year ended March 31, 2025, compared to other income of \$122,809 during the same period in the prior year. The decrease is due to the Company earning less interest income from cash on hand in the current period relative to the comparative period.

### **Selected Annual Information**

	Year ended March 31, 2025	Year ended March 31, 2024	Seven months ended March 31, 2023(*)
Revenue	\$ 10,055,246	\$ 3,072,107	\$ 1,988,007
Loss	4,295,066	8,000,503	4,451,910
Comprehensive Loss	4,311,253	8,004,078	4,451,910
Total assets	6,241,919	6,000,677	6,404,576
Non-current financial liabilities	-	79,161	347,180

(\*) Reflects a seven-month period as a result of the Company's year-end change to March 31<sup>st</sup>

Fluctuations during the fiscal years ended March 31, 2025 and March 31, 2024, include the following, reported in Canadian dollars, the Company's functional currency, and in accordance with IFRS:

- **Revenue**. Revenues in the fiscal year ended March 31, 2025, increased as a result of increased sales of DC fast charging stations, as well as the delivery of several large-scale deployments and new and increasing recurring revenues from SaaS subscriptions and other revenues. Revenues in the fiscal year ended March 31, 2024, were driven by increased sales of DC fast charging stations and new SaaS subscriptions and growing recurring revenues on SaaS and other revenues.
- **Net Loss and Comprehensive Loss**. The Company's decreased net loss and comprehensive loss for the fiscal year ended March 31, 2025 is primarily the result of increased sales, including an increase in sales of DC charging stations, as well as the delivery of several large scale deployments, offset by decreased operating expenses associated with reduced consulting and professional fees related to non-recurring expenses, as well as initiatives meant to optimize internal processes and improve selling systems. The Company's increased net loss and comprehensive loss for the fiscal year ended March 31, 2024 is primarily the result of the comparable period having a duration of seven months, increased wages and benefits and share-based payments to attract and retain skilled personnel, and non-recurring consulting and professional fees. The Company's net loss and comprehensive loss during the seven-month period ended March 31, 2023, is the result of increased operating expenses from hiring key personnel, professional fees for both audit and legal, regulatory compliance, corporate issuer fees, and investor relation activities.

- **Total Assets.** During the year ended March 31, 2025, the Company's total assets increased by \$241,242 (4%) relative to the prior year period. The increase in total assets is a result of an increase in prepaid expenses and other current assets of \$386,365 (52%), accounts receivable of \$1,102,887 (75%) and inventory of \$595,150 (74%) offset by a decrease in cash and cash equivalents of \$1,634,564 (65%), non-current assets of \$175,181 (38%), and lease receivables of \$33,415 (100%). During the year ended March 31, 2024, the Company's total assets decreased \$403,899 (6%) relative to the prior year period. The decrease in total assets is a result of decreased prepaid expenses and other current expenses of \$463,612 (38%), cash of \$189,094 (7%), inventory of \$186,048 (19%), current portion of lease receivable of \$107,681 (76%), non-current assets of \$96,966 (18%), offset by increased accounts receivable of \$639,502 (78%). The Company's total assets decreased during the seven-month period ended March 31, 2023, mainly as a result of the decrease in cash (including escrowed funds from the initial public offering that was used to sustain the Company's operations during the seven month period ended March 31, 2023, offset by an increase in prepaid expenses and other current assets. Additional offsetting items include an increase in accounts receivable, the result of additional credit granted to drive the Company's increased revenue; an increase in right-of use assets, the result of two additional leases the Company entered into; as well as a lease receivable, the result of a sublease entered into by the Company for office space that is no longer occupied by the Company.
- **Non-Current Liabilities.** Non-current liabilities increased marginally during the year ended March 31, 2025, as a result of an increase in deferred revenue of \$85,732, offset by a decrease in lease liabilities of \$79,161. Non-current liabilities decreased during the twelve months ended March 31, 2024, as a result lower lease liabilities. During the seven months ended March 31, 2023, non-current financial liabilities increased as a result of a long-term office space lease that were entered into.

### **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 Financial Statements are presented in Canadian dollars, unless otherwise noted.

	<b>March 31, 2025</b>	<b>December 31, 2024</b>	<b>September 30 2024</b>	<b>June 30, 2024</b>
Revenue	\$ <b>2,799,603</b>	\$ 4,978,951	\$ 1,378,443	\$ 898,249
Net loss	<b>(1,214,867)</b>	(329,283)	(1,140,777)	(1,610,139)
Total comprehensive loss	<b>(1,214,729)</b>	(356,526)	(1,129,514)	(1,610,484)
Loss per share, basic and diluted	<b>(0.02)</b>	(0.01)	(0.02)	(0.02)
Total assets	<b>6,241,919</b>	5,430,877	4,409,106	5,418,379
Total liabilities	<b>5,620,381</b>	4,596,977	3,325,148	3,321,857

	March 31 2024	December 31 2023	September 30 2023	June 30 2023
Revenue	\$ 1,067,478	\$ 581,822	\$ 921,783	\$ 501,024
Net loss	(1,587,465)	(2,428,132)	(1,795,712)	(2,189,194)
Total comprehensive loss	(1,591,381)	(2,425,372)	(1,798,692)	(2,188,633)
Loss per share, basic and diluted	(0.02)	(0.04)	(0.03)	(0.03)
Total assets	6,000,677	7,384,703	9,148,612	10,490,211
Total liabilities	2,495,572	2,249,723	2,483,738	2,239,037

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. During the three months ended March 31, 2025, the Company recognized revenue of \$2,799,603. The Company delivered 837 charging ports, representing a 178% increase in charging ports delivered as compared to the three months ended March 31, 2024. The Company maintained its sales backlog (see "Non-IFRS and other financial measures") in the quarter at \$9,058,090, and orders are expected to be delivered within over the next 12-18 months.
- Total Net Loss and Comprehensive Loss. The Company's quarterly total comprehensive losses, net of non-cash expenses, have decreased following the Company's expenditures related to its initial public offering. Key in-period amounts include the following:
  - During the three months ended March 31, 2025, the Company's total operating expenses, net of non-cash expenses, increased by \$418,020 (34%) from the three months ended December 31, 2024. The increase was a result of an increase of \$271,770 (84%) in sales and marketing expenses, an increase of \$256,694 (39%) in general and administrative expenses, net of non-cash expenses, offset by a decrease of \$110,444 (46%) in research and development expenses. Relative to the three months ended December 31, 2024, the increase in sales and marketing expenses is primarily attributable to higher commissions associated with the delivery of several large-scale deployments completed during the period. The increase in general and administrative expenses is primarily attributable to \$353,819 (441%) in increased wages and benefits offset by a decrease of \$96,285 (28%) in consulting and professional fees. Decreased research and development expenses were driven by lower period employee compensation related to both product development and the development of the Company's proprietary software.
  - During the three months ended December 31, 2024, the Company's total operating expenses, net of non-cash expenses, decreased by \$167,397 (12%) from the three months ended September 30, 2024. Relative to the three months ended September 30, 2024, the decrease in operating expenses is a result of \$195,994 (23%) lower general and administrative expenses, net of non-cash expenses, a decrease of \$27,167 (8%) in sales and marketing expenses, and an increase of \$55,464 (30%) in research and development expenses. The decrease in general and administrative expenses is primarily attributable to \$130,451 (28%) in lower consulting and professional fees, and \$52,565 (39%) in lower wages and benefits. Decreased sales and marketing expenses relate to optimization of sales processes and improved selling systems.

- During the three months ended September 30, 2024, the Company's total operating expenses, net of non-cash expenses decreased by \$199,081 (13%) from the three months ended June 30, 2024. Relative to the three months ended June 30, 2024, the decrease in operating expenses is a result of \$54,820 (6%) lower general and administrative expenses, net of non-cash expenses, a decrease of \$19,568 (10%) research and development expenses, and a decrease of \$124,393 (26%) sales and marketing expenses. The decrease in general and administrative expenses is primarily attributable to \$115,689 (47%) lower wages and benefits. Decreased sales and marketing expenses are primarily related to \$78,231 (86%) lower consulting and professional fees.
- During the three months ended June 30, 2024, the Company's total operating expenses losses, net of non-cash expenses decreased by \$235,055 (13%) from the three months ended March 31, 2024. The decrease is a result of \$210,611 (16%) lower general and administrative expenses, net of non-cash expenses, a decrease of \$125,694 (38%) research and development expenses, offset by an increase of \$101,250 (27%) sales and marketing expenses. The decrease in general and administrative expenses is primarily attributable to \$149,357 (38%) lower wages and benefits, and \$99,683 (21%) lower consulting and professional fees, offset by \$38,429 (15%) higher office and administration expenses. Decreased research and development expenses include \$135,512 (47%) lower wages and benefits offset by an increase of \$45,205 (23%) from net consulting and professional fees and product design fees. Increased sales and marketing expenses include \$11,447 (4%) higher wages and consulting and professional fees related primarily to selling commissions and hiring sales employees in strategic markets as part of the Company's growth objectives and \$50,997 (158%) higher advertising and promotional expenses.
- During the three months ended March 31, 2024, the Company's total operating expenses decreased by \$720,957 (27%) from the three months ended December 31, 2023. The decrease is a result of \$630,906 (34%) lower general and administrative expenses, a decrease of \$192,454 (34%) sales and marketing expenses, offset by an increase of \$102,403 (45%) research and development expenses. The decrease in general and administrative expenses is primarily attributable to \$912,751 (97%) lower share-based payments, offset by \$122,585 (91%) higher office and administrative expenses and \$309,352 (351%) in wages and benefits. Increased research and development expenses include \$143,990 (102%) higher employee compensation related to both product development and the development of the Company's proprietary software. Increased sales and marketing expenses include higher employee compensation related primarily to selling commissions and hiring sales employees in strategic markets as part of the Company's growth objectives. In the period, the Company proactively initiated measures to reduce certain recurring operating expenses by 20%, which are expected to yield positive results in the upcoming fiscal year.
- During the three months ended December 31, 2023, the Company's total operating expenses increased by \$517,097 (24%) from the three months ended September 30, 2023. The increase is a result of \$392,322 (27%) general and administrative expenses, an increase of \$95,140 (20%) sales and



marketing expenses and an increase of \$29,635 (15%) research and development expenses. The increase in general and administrative expenses is non-cash related and driven by an increase of \$657,095 (234%) share-based payments, offset by a decrease of \$135,321 (18%) consulting and professional fees and decrease of \$117,588 (57%) wages and benefits. Increased research and development expenses include higher employee compensation related to the development and launch of Eevion and other product design and development costs related to the launch of Hypercharge Home. Increased sales and marketing expenses include higher employee compensation related primarily to hiring sales employees in the United States as part of the Company's growth objectives.

- During the three months ended September 30, 2023, the Company's total operating expenses decreased by \$302,914 (12%) from the three months ended June 30, 2023, as a result of a decrease of \$400,420 (22%) general and administrative expenses, offset by an increase of \$81,842 (71%) research and development expenses and an increase of \$15,664 (3%) sales and marketing expenses. Increased research and development expenses include higher employee compensation related to the development of Eevion and other product design and development costs. Increased sales and marketing expenses include higher employee compensation related primarily to hiring sales employees in the United States as part of the Company's growth objectives.
- 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 United States 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.
- Total Assets. Quarter-over-quarter changes in the Company's total assets are a result of the Company's financing transactions, which resulted in increases to cash at the end of the corresponding quarters. As the Company is in early-stage operations with overall negative cash flows from its operations, the subsequent periods thereafter show a decrease in total assets.
- Total Liabilities. As at March 31, 2025, the Company's total liabilities increased \$1,023,404 (22%) compared to the previous quarter. Significant changes in total liabilities are as a result of an increase in deferred revenue of \$1,492,367 (142%), offset by a decrease in accounts payable and accrued liabilities of \$407,077 (13%) and a decrease in lease liabilities of \$72,089 (59%). As at December 31, 2024, the Company's total liabilities increased \$1,271,829 (38%) from September 30, 2024. Significant changes in total liabilities are comprised of a \$1,193,922 (59%) increase in accounts payable and accrued liabilities and a \$118,548 (11%) increase in deferred revenue, offset by a decrease in lease liabilities of \$40,642 (25%). As at September 30, 2024, the Company's total liabilities of \$3,325,148 remained materially unchanged from June 30, 2024, as the change in total liabilities is mainly comprised of a \$322,927 (19%) increase in accounts payable and accrued liabilities offset by a decrease in deferred revenue of \$269,831 (19%). As at June 30, 2024, the Company's total liabilities increased to

\$3,321,857 (up 33% from March 31, 2024). The increase in total liabilities is mainly comprised of a \$753,464 (172%) increase in deferred revenue. Accounts payable and accrued liabilities increased to \$123,251 (up 8% from March 31, 2024) in connection with increased sales activity, payroll liabilities and other accrued liabilities. As at March 31, 2024, the Company's total liabilities increased to \$2,495,572 (11%) from December 31, 2023. The increase in total liabilities is mainly comprised of \$353,470 (29%) increase in accounts payable and accrued liabilities, offset by a \$72,396 (22%) decrease in lease liabilities. The accounts payable and accrued liabilities include trade payables in connection with increased sales activity, year-end payroll liabilities and other accrued liabilities. As at December 31, 2023, the Company's total liabilities decreased to \$2,249,723 (9%) from September 30, 2023. The \$234,015 decrease in total liabilities is comprised of a \$232,965 (16%) decrease in trade payables, a \$69,698 (18%) decrease in lease liabilities offset by a \$68,378 (11%) increase in deferred revenue from a growing sales backlog. As at September 30, 2023, the Company's total liabilities increased to \$2,483,738 (11%) from June 30, 2023. The \$244,701 increase in total liabilities is comprised of a \$199,601 (16%) increase in trade payables to sustain the Company's increasing revenues and a \$113,135 (23%) increase in deferred revenue from a growing sales backlog, offset by a \$68,035 (15%) decrease in lease liabilities. As at June 30, 2023, the Company's total liabilities increased to \$2,239,037 (18%) from March 31, 2023.

### **Liquidity and Capital Resources**

The Company's working capital was \$626,328 as at March 31, 2025 compared to \$3,328,143 as at March 31, 2024. The Company had cash and cash equivalents of \$862,499 as at March 31, 2025 compared to cash and cash equivalents of \$2,497,063 as at March 31, 2024.

Cash used in operating activities for the year ended March 31, 2025, was \$2,346,589 compared to \$5,341,374 during the year ended March 31, 2024. Cash used in operating activities for the year ended March 31, 2025 was the result of a net loss of \$4,295,066 and working capital adjustments for prepaid expenses and other current assets of \$460,880, inventory of \$577,249 and accounts receivable of \$1,101,213, offset by non-cash adjustments for share-based payments of \$472,402, depreciation and amortization of \$276,655, non-cash interest of \$8,769, and loss on lease termination of \$45,507 along with working capital adjustments for accounts payable and accrued liabilities of \$1,189,381 and deferred revenue of \$2,095,105. Cash used in operating activities during the year ended March 31, 2024 was the result of a net loss of \$8,000,503 and a working capital adjustment to accounts receivable of \$639,307, offset by non-cash adjustments for share based payments of \$1,701,274, depreciation and amortization of \$252,174 and non-cash interest of \$22,187 as well as working capital adjustments to inventory of \$186,048, prepaid expenses and other current and non-current assets of \$463,908, accounts payable and accrued liabilities of \$473,813 and deferred revenue of \$199,032.

Cash used in investing activities for the year ended March 31, 2025, was \$47,248, compared to \$36,437 during the year ended March 31, 2024. Cash flows used in investing activities during the year ended March 31, 2025, was comprised of purchases of equipment of \$85,273 offset by payments received from a sublease of office space of \$38,025. Cash flows used in investing activities during the year ended March 31, 2024, was comprised of purchases of equipment of \$188,537 offset by payments received from a sublease of office space of \$152,100.

Cash provided by financing activities was \$775,412 during the year ended March 31, 2025, compared to cash provided by financing activities of \$5,191,892 during the year ended March 31, 2024. Cash provided by financing activities of \$775,412 during the year ended March 31, 2025 was the result of net proceeds of \$994,510 associated with a financing completed during the year offset by repayments of the Company's lease liabilities of \$219,098. Cash provided by financing activities of \$5,191,892 during the year ended March 31, 2024 was a result of net proceeds of an equity financing of \$4,919,436, and funds received from the exercises of stock options and warrants of \$120,000 and

\$462,411, respectively, offset by \$309,955 of payments in connection with the Company's lease liability for its 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 ratio indicates that current assets are sufficient to meet its current liabilities. Notwithstanding external financing options, efforts to collect outstanding accounts receivable as well as collect deposits on sales orders are keys to increasing the Company's liquidity.

### **Commitments**

As at March 31, 2025, the Company has committed to lease payments of \$8,846 per month for the lease of a building expiring in August 2025.

### **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, and CFO. 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 equity incentive plan. The compensation paid to key management personnel is as follows:

	<b>Year Ended</b>	
	<b>March 31, 2025</b>	<b>March 31, 2024</b>
<b>Salaries and wages:</b>		
David Bibby, (CEO)	\$ 438,929	\$ 388,433
Alex McAulay, CFO	8,077	-
Navraj Dosanjh (Former CFO)	167,647	235,323
	<u>614,653</u>	<u>623,756</u>
<b>Director fees:</b>		
David Bibby	21,444	-
Liam Firus	28,667	-
Keith Inman	21,444	-
Trent Kitsch	30,000	-
	<u>101,555</u>	<u>-</u>

**Share-based payments:**

David Bibby, (CEO, Director)	135,295	858,353
Alex McAulay, (CFO)	2,605	-
Navraj Dosanjh (Former CFO)	(6,801)	150,317
Liam Firus, (Director)	71,935	-
Keith Inman, (Director)	19,257	123,495
Trent Kitsch, (Director)	60,974	156,529
Vitaly Golomb, (Director)	7,177	63,910
Bronson Peever, (Former Director)	-	66,617
Shahab Samimi, (Former Director)	-	2,965
	<u>290,442</u>	<u>1,422,186</u>

**\$ 1,006,650****\$ 2,045,942**

As at March 31, 2025, there was a balance of \$156,796 (March 31, 2024 - \$94,375) owing to David Bibby, director and CEO for salaries and wages as well as board fees, which is included in accounts payable and accrued liabilities.

As at March 31, 2025, there was a balance of \$30,000 (March 31, 2024 - \$Nil) owing to Trent Kitsch a director for board fees, which is included in accounts payable and accrued liabilities.

As at March 31, 2025, there was a balance of \$28,667 (March 31, 2024 - \$Nil) owing to Liam Firus a director for board fees, which is included in accounts payable and accrued liabilities.

As at March 31, 2025, there was a balance of \$21,444 (March 31, 2024 - \$Nil) owing to Keith Inman a director for board fees, which is included in accounts payable and accrued liabilities.

These amounts owing are unsecured, non-interest bearing and payable on demand.

**Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

**Critical Accounting Estimates**

The preparation of the 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 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 Financial Statements, include the going concern assumption, and valuation of the Company's accounts receivable and inventory.

## **New Accounting Pronouncements**

The following accounting standards and amendments issued by the IASB were adopted during the year ended March 31, 2025:

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

The amendments to IAS 1 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, 2024. There was no impact to the Financial Statements as a result of the adoption of these amendments.

The following accounting standard and amendments have been issued by the IASB that are not yet effective as of the date of the Company's Financial Statements. The Company intends to adopt such standards upon the mandatory effective date.

### **IFRS 18 Presentation and Disclosure in Financial Statements**

IFRS 18 introduces three sets of new requirements to give investors more transparent and comparable information about companies' financial performance for better investment decisions.

1. Three defined categories for income and expenses—operating, investing and financing—to improve the structure of the income statement, and require all companies to provide new defined subtotals, including operating profit.
2. Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement.
3. Enhanced guidance on how to organize information and whether to provide it in the primary financial statements or in the notes.

This new standard is effective for reporting periods beginning on or after January 1, 2027. The Company will be evaluating the impact of the above amendments on its consolidated financial statements.

## **Financial Instruments and Risk Management**

### ***Credit risk***

Credit risk is the risk that one 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 and accounts receivable. Credit risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. As at March 31, 2025, there were two customers with an amount outstanding exceeding 10% of the Company's trade accounts receivable that totaled 57% in aggregate (Customer A – 44%; Customer B – 13%). As at March 31, 2024, there were two customers with amounts outstanding that exceed 10% of the Company's trade accounts receivable that totaled 57% in aggregate (Customer A – 43%; Customer B – 14%). 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 does not have sufficient cash to meet its current liabilities at March 31, 2025. In order to address the deficiency, the Company closed a private placement during the subsequent period for gross proceeds of \$844,835.

#### *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 is an early-stage company and is primarily dependent on externally provided financing to continue as a going concern. Additional funds will be required to enable the Company to pursue its strategic initiatives and the Company may be unable to obtain sufficient financing or financing on satisfactory terms, if at all. Furthermore, there is no assurance that the Company will be profitable. Management intends to finance operating costs over the next twelve months with its cash on hand, and/or additional financing. These conditions indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern.

#### *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, Ontario's Electric Vehicle ChargeON 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.

### *Economic Conditions*

The Company's performance is subject to worldwide economic conditions and global events, including political, economic, social and environmental risks that may impact the Company's operations or its customers' operations. Such conditions and events may adversely affect customer spending on capital expenditures. Deterioration in general economic conditions, including but not limited to any rise in unemployment rates, inflation and increases in interest rates, have adversely affected the Company in the past and may adversely affect customer spending, customer debt levels, and EV adoption rates in the future. The aforementioned economic conditions have adversely affected the Company in the past and may affect the Company's financial performance going forward.

Weakening economic conditions may also adversely affect third parties, including suppliers and partners, with whom the Company has entered into strategic relationships and upon whom the Company depends in order to operate and grow its business. Uncertain and adverse economic conditions may also lead to increased write-offs of our trade receivables which could adversely affect the business.

### *Retention of Employees and Directors*

The Company's ability to achieve significant growth of future revenue will largely depend upon the effectiveness of the Company's sales and marketing efforts, both in Canada and the United States. The majority of the sales and marketing efforts are accomplished by Company personnel, and the Company believes the strength of its sales and marketing team is critical to success. The Company has invested and intends to continue to invest meaningfully in expanding its sales force, and consequently, anticipates that headcount will continue to increase as a result of these investments.

The Company's success depends, in part, on the ability to continue to attract and retain highly skilled personnel. The ability to identify, hire, develop, motivate and retain qualified personnel will directly affect its ability to maintain and grow the business, and such efforts will require significant time, expense and attention. The Company's ability to continue to attract and retain highly skilled personnel, specifically employees with technical and engineering skills and employees with high levels of experience in designing and developing software and internet-related services, will be critical to the future success of the Company as demand and competition for such talent is high. The Company is also dependent on its direct sales force to obtain new customers and increase sales to existing customers. There is significant competition for sales personnel with the skills and technical knowledge that the Company requires. The ability to achieve significant revenue growth will depend, in part, on the successful recruiting, training, and retention of a sufficient number of sales personnel to support the Company's planned growth. While the Company has in the past issued, and intends to continue to issue, options, RSUs, PSUs or other equity awards as key components of overall compensation, employee attraction and retention efforts, the Company is required under IFRS to recognize shared-based compensation expense in our operating results for employee share-based compensation under our equity grant programs which may increase the pressure to limit share-based compensation.

### **Outstanding Share Data**

Our share capital consists of an unlimited number of Common Shares without par value. As at March 31, 2025, the Company has 87,399,476 Common Shares issued and outstanding, 4,141,667 performance warrants, 4,055,926 options, 19,303,861 warrants, 671,827 RSUs and 1,725,837 PSUs issued and outstanding. As at the date of this MD&A, the Company has 100,970,593 Common Shares

issued and outstanding, 2,550,000 performance warrants, 5,504,176 options, 32,388,862 warrants, 620,000 RSUs and 2,375,909 PSUs issued and outstanding.

### **Non-IFRS and other financial measures**

This MD&A refers to certain specified financial measures, including non-IFRS financial measures and supplementary financial measures. Management uses these financial measures for purposes of comparison to prior periods and development of future projections and earnings growth prospects. This information is also used by management to measure the profitability of ongoing operations and in analyzing our business performance and trends. These specified financial 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 our financial information reported under IFRS by providing further understanding of our results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS.

The Company uses "gross profit percentage", a non-IFRS measure and "sales backlog", a supplementary financial measure. Management also uses non-IFRS financial measures to prepare annual operating budgets. We strongly encourage investors to review our consolidated financial statements and publicly filed reports in their entirety and not to rely on any single financial measure.

The Company uses these non-IFRS financial measure in addition to, and in conjunction with, results presented in accordance with IFRS. These non-IFRS financial measures provide an additional way of viewing of the Company's operations that, when viewed with our IFRS results and, the accompanying reconciliations to the most directly comparable IFRS financial measures may provide a more complete understanding of factors and trends that affect the Company. In this MD&A, we discuss the specified financial measure, including the reasons that we believe that these measures provide useful information regarding our financial condition, results of operations, cash flows and financial position, as applicable, and, to the extent material, the additional purposes, if any, for which these measures are used. Reconciliations of non-IFRS financial measures to the most directly comparable IFRS financial measures are contained in this MD&A.

"Gross profit percentage" is defined as gross profit as a percentage of revenue. Gross profit percentage is a non-IFRS financial measure in which the Company's gross profit is the most directly comparable measure published in the Company's consolidated financial statements. Management believes that Gross profit percentage is a useful measure to assess the Company's performance to demonstrate the yield from the Company's performance during the period prior to consideration of general operating costs. Management cautions investors that Gross profit percentage should not replace gross profit or profit or loss as indicators of performance, or cash flows from operating, investing, and financing activities as a measure of the Company's liquidity and cash flows.

"Sales backlog" is defined as value of signed sales contracts and current and non-current deferred revenues. Management believes that Sales backlog is a useful measure to assess the impact of customer commitments on the Company's future revenues to be recognized upon meeting the requirements of IFRS 15 at a later date.

### **Disclosure Controls and Procedures**

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements for the year ended March 31, 2025 and this accompanying MD&A



(together, the “Annual Filings”).

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

#### **Other MD&A Requirements**

Additional information relating to our Company may be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).