



## **Hypercharge Networks Corp.**

Condensed Consolidated Interim Financial Statements  
For the three- and six-months ended September 30, 2024  
and 2023

(EXPRESSED IN CANADIAN DOLLARS)

## **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements (the "Interim Financial Statements") have been prepared by and are the responsibility of management of Hypercharge Networks Corp. (the "Company" or "Hypercharge"). The Company's independent auditor has not performed a review of these Interim Financial Statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

**Hypercharge Networks Corp.**Condensed Consolidated Interim Statements of Financial Position  
(EXPRESSED IN CANADIAN DOLLARS)

	<b>Note</b>	<b>September 30, 2024</b>	<b>March 31 2024</b>
		<b>(Unaudited)</b>	<b>(Audited)</b>
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents		\$ 1,248,155	\$ 2,497,063
Accounts receivable	3	985,178	1,464,562
Current portion of lease receivable		-	33,415
Prepaid expenses and other current assets		1,071,521	742,535
Inventory	4	700,690	806,038
		<u>4,005,544</u>	<u>5,543,613</u>
Non-Current assets			
Property and equipment	5	240,173	214,640
Right-of-use assets	6	163,389	242,424
		<u>403,562</u>	<u>457,064</u>
Total assets		<u>\$ 4,409,106</u>	<u>\$ 6,000,677</u>
<b>LIABILITIES</b>			
Current liabilities			
Accounts payable and accrued liabilities		\$ 2,037,469	\$ 1,591,291
Current portion of deferred revenue		928,876	440,608
Current portion of lease liabilities	6	162,497	173,368
Holdbacks payable		-	10,203
		<u>3,128,842</u>	<u>2,215,470</u>
Non-Current liabilities			
Deferred revenue		196,306	200,941
Lease liabilities	6	-	79,161
		<u>196,306</u>	<u>280,102</u>
Total liabilities		<u>3,325,148</u>	<u>2,495,572</u>
<b>EQUITY</b>			
Share capital	7	22,893,074	22,659,575
Warrants reserve	7	1,944,306	2,118,149
Share-based payment reserve	7	1,109,317	1,307,173
Obligation to issue shares	7	274,072	-
Accumulated other comprehensive loss		(2,860)	(3,575)
Accumulated deficit		(25,133,951)	(22,576,217)
Total shareholders' equity		<u>1,083,958</u>	<u>3,505,105</u>
Total liabilities and equity		<u>\$ 4,409,106</u>	<u>\$ 6,000,677</u>
<i>Going concern</i>	1		
<i>Commitments and contingency</i>	8		
<i>Subsequent events</i>	17		

The accompanying notes are an integral part of these condensed consolidated interim financial statements

**Hypercharge Networks Corp.**

## Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(EXPRESSED IN CANADIAN DOLLARS)

(Unaudited)

	Note	Three months ended September 30, 2024	Three months ended September 30, 2023	Six months ended September 30, 2024	Six months ended September 30, 2023
Revenue	13	\$ 1,378,443	\$ 921,783	\$ 2,276,692	\$ 1,422,807
Cost of sales	14	(947,635)	(630,544)	(1,610,083)	(902,228)
Gross profit		430,808	291,239	666,609	520,579
Operating expenses					
General and administrative	15	1,046,959	1,454,456	2,242,070	3,309,332
Sales and marketing	15	350,698	471,155	825,789	926,646
Research and development	15	184,147	197,371	387,862	312,900
Total operating expenses		1,571,601	2,122,982	3,445,518	4,548,878
Operating loss		(1,140,793)	(1,831,743)	(2,778,909)	(4,028,299)
Other expenses (income)					
Foreign exchange (gain) loss		2,370	(1,852)	3,006	(75)
Interest income, net	6	(11,948)	(33,683)	(40,249)	(42,402)
Other income		(641)	(496)	(953)	(916)
Total other expenses (income)		(10,219)	(36,031)	(38,196)	(43,393)
Net loss		(1,130,574)	(1,795,712)	(2,740,713)	(3,984,906)
Other comprehensive income:					
Cumulative translation reserve		1,060	(2,980)	715	(2,418)
Comprehensive loss		\$ (1,129,514)	\$ (1,798,692)	\$ (2,739,998)	\$ (3,987,324)
Basic and diluted loss per share		\$ (0.02)	\$ (0.03)	\$ (0.04)	\$ (0.06)
Weighted average number of shares outstanding - basic and diluted		70,705,205	68,482,546	70,575,806	66,877,791

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**Hypercharge Networks Corp.**

Condensed Consolidated Interim Statements of Changes in Equity

(EXPRESSED IN CANADIAN DOLLARS)

(Unaudited)

	Note	Share capital	Share-based payment reserve	Warrant reserve	Obligation to issue shares	Accumulated other comprehensive income	Deficit	Total shareholders' equity
Balance, March 31, 2023		\$ 17,245,008	\$ 969,544	\$ 721,002	\$ 168,400	\$ -	\$ (14,600,366)	\$ 4,503,588
Common shares issued	7	5,000,000	-	-	-	-	-	5,000,000
- Issuance cost - cash		(80,564)	-	-	-	-	-	(80,564)
- Issuance cost - advisory warrants		(1,665,671)	-	1,665,671	-	-	-	-
Share-based payments	7 & 9	-	666,493	71,557	-	-	-	738,050
Stock options exercised	7	194,430	(74,430)	-	-	-	-	120,000
Warrants exercised	7	1,041,564	-	(579,153)	-	-	-	462,411
Performance Share Units Vested	7	8,021	(60,400)	-	50,400	-	-	(1,979)
Restricted Share Units Vested	7	322,649	(411,957)	-	-	-	-	(89,308)
Net loss		-	-	-	-	-	(3,984,906)	(3,984,906)
Other comprehensive loss		-	-	-	-	(2,418)	-	(2,418)
Balance, September 30, 2023		\$ 22,065,437	\$ 1,089,250	\$ 1,879,077	\$ 218,800	\$ (2,418)	\$ (18,585,272)	\$ 6,664,874

	Note	Share capital	Share-based payment reserve	Warrant reserve	Obligation to issue shares	Accumulated other comprehensive loss	Deficit	Total shareholders' equity
Balance, March 31, 2024		\$ 22,659,575	\$ 1,307,173	\$ 2,118,149	\$ -	\$ (3,575)	\$ (22,576,217)	\$ 3,505,105
Share-based payments	7 & 9	-	327,839	2,037	-	-	-	329,876
Performance Share Units Vested	7	47,458	(94,272)	-	44,272	-	-	(2,542)
Restricted Share Units Vested	7	186,041	(424,324)	-	229,800	-	-	(8,483)
Transfer on forfeiture of stock options		-	(7,099)	-	-	-	7,099	-
Transfer on forfeiture of performance warrants		-	-	(175,880)	-	-	175,880	-
Net loss		-	-	-	-	-	(2,740,713)	(2,740,713)
Other comprehensive loss		-	-	-	-	715	-	715
Balance, September 30, 2024		\$ 22,893,074	\$ 1,109,317	\$ 1,944,306	\$ 274,072	\$ (2,860)	\$ (25,133,951)	\$ 1,083,958

The accompanying notes are an integral part of these condensed consolidated interim financial statements

**Hypercharge Networks Corp.**Condensed Consolidated Interim Statements of Cash Flows  
(EXPRESSED IN CANADIAN DOLLARS)  
(Unaudited)

		Six months ended September 30, 2024	Six months ended September 30, 2023
Cash provided by (used in):			
Operating activities:			
Net loss		\$ (2,740,713)	\$ (3,984,906)
Items not involving cash:			
Share-based payments	7 & 9	329,876	738,050
Depreciation and amortization	5 & 6	145,606	115,749
Non-cash interest, net	6	3,902	15,482
Changes in non-cash working capital items:			
Accounts receivable		480,979	(583,641)
Inventory		105,551	35,097
Prepaid expenses and other current assets		(329,215)	214,510
Accounts payable and accrued liabilities		434,334	460,222
Holdbacks payable		(10,203)	-
Deferred revenue		480,897	165,911
Net cash used in operating activities		(1,098,986)	(2,823,526)
Investing activities:			
Lease payments received		38,025	76,050
Purchase of equipment	5	(92,008)	(61,229)
Net cash (used in) provided by investing activities		(53,983)	14,821
Financing activities:			
Common shares issued for cash, net of cash transaction costs	7	-	4,919,436
Proceeds of warrant exercises	7	-	462,411
Proceeds of stock option exercises	7	-	120,000
Repayments of lease liabilities	6	(98,544)	(154,134)
Net cash (used in) provided by financing activities		(98,544)	5,347,713
(Decrease) increase in cash flows		(1,251,513)	2,539,008
Net foreign exchange difference		2,605	(2,435)
Cash and cash equivalents, beginning of the period		2,497,063	2,686,157
Cash and cash equivalents, end of the period		\$ 1,248,155	\$ 5,222,730
Supplemental cash flow information	16		

The accompanying notes are an integral part of these condensed consolidated interim financial statements

## **Hypercharge Networks Corp.**

Notes to the Condensed Consolidated Interim Financial Statements  
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(EXPRESSED IN CANADIAN DOLLARS)  
(Unaudited)

### **1. Entity Information**

Hypercharge Networks Corp. (the "Company" or "Hypercharge") was incorporated under the *Business Corporations Act* (British Columbia) on September 5, 2018. The head office of the Company, as well as the registered and records office is located at 1075 W. 1St St., #208, North Vancouver, British Columbia, V7P 3T4. Effective March 28, 2024, the Company's common shares ("Common Shares") began trading on the TSX Venture Exchange ("TSXV") under the symbol "HC". Prior to March 28, 2024 and beginning on November 16, 2022, the Company's Common Shares were listed on the NEO Exchange Inc. ("NEO") which was acquired by Cboe Canada and subsequently on the Frankfurt Stock Exchange under the symbol "PB7", and the OTCQB Venture Market under the symbol "HCNWF".

The Company is in the business of providing electric vehicle ("EV") charging equipment and solutions. The Company has established teams in British Columbia, Ontario, and California with experience in EV technology, software and hardware, and supplying and installing EV charging stations across North America.

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 (12) 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. These unaudited Interim Financial Statements do not reflect any adjustments that may be necessary should the Company be unable to continue as a going concern, and such adjustments could be material.

Concerns about global economic and financial fragmentation have intensified in recent years amid rising geopolitical tensions. Regional conflicts may negatively impact other regional and global economic markets, sectors, industries and markets for securities and commodities globally. Current circumstances are dynamic and the duration of any conflicts and the related impact of imposed sanctions on the business cannot be reasonably estimated at this time. While the Company expects any direct impacts these conflicts may have on the business to be limited, the direct impacts on the economy may negatively affect the business and future operations.

### **2. Material Accounting Policies**

#### *(a) Statement of Compliance*

These Interim Financial Statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain information and note disclosure normally included in annual financial statements prepared in accordance with IFRS Accounting Standards ("IFRS") have been omitted or condensed, and therefore these Interim Financial Statements should be read in conjunction with the Company's March 31, 2024, audited annual financial statements and the notes to such financial statements. Certain comparative figures have been reclassified to conform with current period presentation.

These Interim Financial Statements for the three- and six-months ended September 30, 2024 were authorized for issue by the board of directors of the Company (the "Board") on November 26, 2024.

#### *(b) New accounting pronouncements*

## Hypercharge Networks Corp.

Notes to the Condensed Consolidated Interim Financial Statements  
For the three- and six-months ended September 30, 2024 and 2023  
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The following accounting standards and amendments issued by the IASB were adopted during the three and six-months ended September 30, 2024:

### 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 Interim Financial Statements as a result of the adoption of these amendments.

The following accounting standards and amendments have been issued by the IASB that are not yet effective as of the date of the Interim 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 (3) sets of new requirements to give investors more transparent and comparable information about companies' financial performance for better investment decisions.

1. Three (3) 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.

These new standards are effective for reporting periods beginning on or after January 1, 2027. The Company will be evaluating the impact of the above amendments on its financial statements.

### 3. Accounts Receivable

<b>As at</b>		<b>September 30, 2024</b>		<b>March 31 2024</b>
Trade accounts receivable	\$	1,226,786	\$	1,443,302
GST/HST receivable		45,441		28,512
Interest receivable		1,629		1,488
Other receivables		233		229,025
	\$	1,274,089	\$	1,702,327
Loss allowance		(288,911)		(237,765)
	\$	985,178	\$	1,464,562



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During the six (6) months ended September 30, 2024 and year ended March 31, 2024, the movement of the Company's loss allowance recorded in office and administrative expenses is as follows:

<b>As at</b>	<b>September 30, 2024</b>	<b>March 31 2024</b>
Balance, beginning of period	\$ 237,765	\$ 351,804
Provision for loss allowance recognized (recovered)	51,146	(114,039)
Balance, end of period	\$ 288,911	\$ 237,765

**4. Inventory**

The Company's inventory consists of EV chargers and components available for sale to customers. During the six (6) months ended September 30, 2024, the Company recorded \$1,424,979 of inventory as an expense of cost of goods sold (2023 - \$760,766).

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**5. Property and Equipment**

<b>Cost</b>	<b>Computer equipment</b>	<b>Furniture and equipment</b>	<b>Leasehold Improvements</b>	<b>Charging equipment and demo units</b>	<b>Total</b>
March 31, 2023	\$ 28,405	\$ 24,205	\$ 68,402	\$ 68,071	\$ 189,083
Additions	17,984	13,719	-	156,834	188,537
Movement in foreign exchange	28	-	-	68	96
March 31, 2024	46,417	37,924	68,402	224,973	377,716
Additions	386	4,885	-	86,737	92,008
Disposals	-	-	(68,402)	-	(68,402)
Movement in foreign exchange	(12)	-	-	90	78
September 30, 2024	\$ 46,791	\$ 42,809	\$ -	\$ 311,800	\$ 401,400

<b>Accumulated Depreciation</b>	<b>Computer equipment</b>	<b>Furniture and equipment</b>	<b>Leasehold Improvements</b>	<b>Charging equipment and demo units</b>	<b>Total</b>
March 31, 2023	\$ 9,223	\$ 3,155	\$ 35,353	\$ 21,231	\$ 68,962
Additions	13,084	6,199	26,181	48,640	94,104
Movement in foreign exchange	9	-	-	1	10
March 31, 2024	22,316	9,354	61,534	69,872	163,076
Additions	7,720	3,989	6,868	47,994	66,571
Disposals	-	-	(68,402)	-	-
Movement in foreign exchange	(9)	-	-	(9)	(18)
September 30, 2024	\$ 30,027	\$ 13,343	\$ -	\$ 117,857	\$ 161,227

<b>Net book value</b>	<b>Computer equipment</b>	<b>Furniture and equipment</b>	<b>Leasehold Improvements</b>	<b>Charging equipment and demo units</b>	<b>Total</b>
September 30, 2024	\$ 16,764	\$ 29,466	\$ -	\$ 193,943	\$ 240,173
March 31, 2024	\$ 24,101	\$ 28,570	\$ 6,868	\$ 155,101	\$ 214,640

**6. Leases***(a) Right-of-use Assets*

	<b>Buildings</b>
Balance, March 31, 2023	\$ 400,494
Depreciation	(158,070)
Balance, March 31, 2024	242,424
Depreciation	(79,035)
Balance, September 30, 2024	\$ 163,389

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*(b) Lease Liabilities*

Balance, March 31, 2023	\$	529,293
Additions		-
Interest expense		33,191
Lease payments		(309,955)
Balance, March 31, 2024		252,529
Additions		-
Interest expense		8,512
Lease payments		(98,544)
Balance, September 30, 2024	\$	162,497

<b>As of</b>		<b>September 30, 2024</b>		<b>March 31, 2024</b>
Current	\$	162,497	\$	173,368
Non-current		-		79,161
	\$	162,497	\$	252,529

During the six (6) months ended September 30, 2024, the Company recorded interest expense of \$8,512 (six (6) months ended September 30, 2023 - \$19,464) associated with interest on lease liabilities. The Company has entered into contracts for office and commercial use spaces, of which the terms end between 2024 and 2025. During the six (6) months ended September 30, 2024, the lease liability has been measured by discounting future non-cancellable payments using incremental borrowing rates ranging from 7.8% - 9.3% (six (6) months ended September 30, 2023 - 7.8% - 9.3%).

**7. Share Capital***(a) Authorized*

The Company has authorized an unlimited number of Common Shares without par value.

*(b) Issued*

As at September 30, 2024, there were 70,775,063 (March 31, 2024 - 70,396,834) Common Shares issued and outstanding.

	<b>Number of Common shares</b>		<b>Share Capital</b>
Balance, March 31, 2023	61,916,325	\$	17,245,008
Common shares issued, net of share issue costs	4,761,904		3,253,765
Performance share units vested	807,113		212,477
Stock options exercised	255,000		194,430
Restricted share units vested	1,582,802		753,164
Warrants exercised	1,073,690		1,000,731
<b>Balance, March 31, 2024</b>	<b>70,396,834</b>		<b>22,659,575</b>
Performance share units vested	75,000		47,458

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	Number of Common shares	Share Capital
Restricted share units vested	303,229	186,041
<b>Balance, September 30, 2024</b>	<b>70,775,063</b>	<b>\$ 22,893,074</b>

During the six (6) months ended September 30, 2024, the Company issued 303,229 Common Shares upon the settlement of 354,583 employee RSUs and 75,000 Common Shares upon the settlement of 75,000 PSUs.

During the six (6) months ended September 30, 2023, the Company issued 255,000 Common Shares upon the exercise of 255,000 options to purchase Common Shares ("Options") with gross proceeds to the Company of \$120,000. The weighted average share price at the date of exercise was \$1.77.

During the six (6) months ended September 30, 2023, the Company issued 1,073,690 Common Shares upon the exercise of 1,073,690 warrants with gross proceeds to the Company of \$462,411.

During the six (6) months ended September 30, 2023, the Company issued 22,396 Common Shares upon the net settlement of 25,000 PSUs during the period.

During the six (6) months ended September 30, 2023, the Company issued 716,481 Common Shares upon the vesting of 849,999 restricted share units ("RSUs") during the period.

On May 17, 2023, the Company closed a non-brokered private placement financing (the "LIFE 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. Each Unit is comprised of one (1) Common Share and one-half of one (1) Common Share purchase warrant of the Company (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. The Company incurred share issuance costs of \$80,564 associated with the LIFE Financing and issued 2,380,952 Warrants with a value of \$nil calculated using the residual value method. 2,000,000 previously granted advisory warrants (as discussed in Note 7(c)) vested immediately upon closing with a vesting date fair value of \$1,665,671, which was recorded as a share issuance cost.

*(c) Warrants**(i) Non-performance Warrants*

The non-performance warrant continuity schedule is as follows:

	Six months ended September 30, 2024		Six months ended September 30, 2023	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Balance, beginning of the period	2,380,952	\$ 1.35	665,357	\$ 0.54
Granted	-	-	2,380,952	1.35
Exercised	-	-	(665,357)	(0.54)

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Balance, end of the period	2,380,952	\$	1.35	2,380,952	\$	1.35
Warrants exercisable, end of the period	2,380,952	\$	1.35	2,380,952	\$	1.35

Details of the Company's non-performance warrants outstanding as at September 30, 2024 are as follows:

Exercise price	Number of warrants outstanding	Expiry date
\$1.35	2,380,952	May 17, 2026

The weighted average remaining contractual life of the non-performance warrants outstanding at September 30, 2024, excluding the non-performance warrants without a fixed expiry date is 1.63 years (March 31, 2024 – 2.13 years).

*(ii) Performance Warrants*

The performance warrant continuity schedule is as follows:

	Six months ended September 30, 2024		Six months ended September 30, 2023	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Balance, beginning of the period	6,221,667	\$ 0.35	6,630,000	\$ 0.31
Granted	-	-	-	-
Exercised	-	-	(408,333)	(0.25)
Expired, Forfeited or cancelled	(2,080,000)	(0.25)	-	-
Balance, end of the period	4,141,667	\$ 0.35	6,221,667	\$ 0.35
Warrants exercisable, end of the period	3,121,667	\$ 0.33	2,541,667	\$ 0.29

Details of the Company's performance warrants outstanding at September 30, 2024 are as follows:

Exercise price	Number of warrants outstanding	Expiry date
\$0.25	1,591,667	May 17, 2025
\$0.40	1,500,000	May 13, 2027
\$0.60	1,050,000	September 28, 2027
	4,141,667	

Details of the performance warrants exercisable at September 30, 2024 are as follows:

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Exercise price	Number of warrants exercisable	Expiry date
\$0.25	1,591,667	May 17, 2025
\$0.40	1,500,000	May 13, 2027
\$0.60	30,000	September 28, 2027
	3,121,667	

The weighted average remaining contractual life of the performance warrants exercisable as at September 30, 2024 is 1.60 years (March 31, 2024 is 2.00 years).

The fair value of the performance warrants, including issuances and revaluations was determined using the Black-Scholes model using the following assumptions:

	Six months ended September 30, 2024	Six months ended September 30, 2023
Exercise life	2.99 - 3.24 years	2.00 - 4.25 years
Expected volatility	80.19 - 82.70%	74.31% - 91.31%
Risk-free rate	2.84% - 3.83%	3.68% - 4.21%
Dividend yield	-	-
Underlying share price	\$ 0.105 - 0.12	\$ 0.74 - 1.15
Exercise price	\$ 0.25 - 0.60	\$ 0.25 - 0.60

(\*) – The Company measures its volatility based on a proxy of publicly traded companies that are similar in size and operate in a similar industry. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the Options is indicative of future trends which may not necessarily be the actual outcome.

**Advisory Warrants**

On August 3, 2021, the Company granted 2,000,000 advisory warrants to an advisor in consideration of completing a future financing transaction. The advisory warrants vested upon the completion of the LIFE Financing, whereby the Company obtained listing on a Canadian stock exchange and conducted a subsequent offering to raise a minimum of \$5,000,000. The advisory warrants provide the holder with the opportunity to exercise one (1) warrant for one (1) Common Share at an exercise price of \$0.25 per Common Share for a period of two (2) years from the vesting date. The Company has accounted for the transaction in accordance with IFRS 2 as a share-based payment with a performance condition, and the cumulative fair value represents the best available estimate of the equity instruments expected to vest as at each reporting date. The advisory warrants vested on May 17, 2023, upon the closing of the LIFE Financing, and as a result, the fair value component of the warrants, \$1,665,671, was recorded as a share issuance cost during the year ended March 31, 2024.

**Collaboration Warrants**

On August 5, 2021, as amended on November 25, 2021, the Company entered into a collaboration agreement with Target Park Group Inc. (the "Target Park Agreement") to initially supply, install and maintain 2,500 EV charging stations across North America over the next thirty-six (36) months. In connection with the Target Park Agreement, the Company issued 2,080,000 performance warrants, 200,000 of which vested immediately with the remaining

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vesting occurring upon the successful completion of certain milestones during the three (3) years following the commencement of the Target Park Agreement. The performance warrants, when vested, provide the holder with the right to exercise one (1) warrant for one (1) Common Share at an exercise price of \$0.25 per Common Share, valid for a period of three (3) years from the date in which such tranche of warrants vested.

The Company has accounted for the Target Park Agreement in accordance with IFRS 2 as a share-based payment with a performance condition, and the cumulative expense recorded represents the best available estimate of the equity instruments expected to vest as at September 30, 2024 and March 31, 2024. During the six (6) months ended September 30, 2024, the Company recorded share-based payment expense of \$1,414 (six (6) months ended September 30, 2023 - \$24,868) relating to the share-based payment component of the Target Park Agreement.

On August 5, 2024, three (3) years from the initiation date of the Target Park Agreement, 200,000 vested performance warrants remained unexercised and therefore expired in accordance with their terms. Additionally, certain milestones related to the 1,880,000 performance warrants were not met, and as a result, were forfeited in accordance with their terms.

***CoSource Performance Warrants***

On May 13, 2022, the Company acquired all of the issued and outstanding shares of CoSource Information Technology Service Inc. (the "CoSource Acquisition"). The CoSource Acquisition was a related party transaction under International Accounting Standard (IAS) 24. Pursuant to the CoSource Acquisition, the Company issued 1,500,000 performance warrants (the "CoSource Performance Warrants") to the Company's Chief Executive Officer ("CEO"), David Bibby. Each performance warrant is exercisable into one (1) Common Share at a price of \$0.02 per Common Share upon the Company's achievement of certain revenue-based milestones. On August 15, 2022, the Company entered into an amended agreement with its CEO in which the exercise price of the performance warrants was raised to an exercise price of \$0.40 per Common Share.

Due to the terms of the CoSource Acquisition requiring continued service from the CEO for the CoSource Performance Warrants to vest, the Company has accounted for the CoSource Acquisition in accordance with IFRS 2 as a share-based payment with a performance condition, and the cumulative expense recorded represents the best available estimate of the equity instruments expected to vest as at September 30, 2024 and March 31, 2024. During the six (6) months ended September 30, 2024, the Company recorded share-based payment expense of nil (six (6) months ended September 30, 2023 - \$36,825) relating to the share-based payment component of the CoSource Acquisition.

***Consultant Warrants***

On September 28, 2022, the Company granted 1,050,000 performance warrants to a consultant of the Company, which when vested and exercised, provides the holder with one (1) warrant for one (1) Common Share at an exercise price of \$0.60 per Common Share. The performance warrants vest in seven (7) tranches conditional upon the Company meeting certain thresholds with respect to charging ports delivered and invoiced.

The Company has accounted for the aforementioned transaction in accordance with IFRS 2 as a share-based payment with a performance condition, and the cumulative expense recorded represents the best available estimate of the equity instruments expected to vest as at

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September 30, 2024 and March 31, 2024. During the six (6) months ended September 30, 2024, the Company recorded share-based payment expense of \$622 (six (6) months ended September 30, 2023 - \$17,496) relating to the share-based payment component of this arrangement.

**(d) Options**

The Company has an equity incentive plan ("Incentive Plan") whereby the Company may grant equity-based incentive awards in the form of Options, PSUs, and RSUs to directors, officers, employees and independent consultants to purchase or receive Common Shares. The terms and conditions of each equity-based incentive award granted under the Incentive Plan are determined by the Board. The number of Common Shares reserved for issuance upon the exercise of Options cannot exceed 10% of the Company's issued and outstanding Common Shares at any time. The number of Common Shares reserved for issuance upon the vesting and settlement of PSUs and RSUs cannot exceed 7,000,000 Common Shares at any time. The exercise price of each Option shall not be less than the market price of the Company's stock on the day of grant and the maximum term of an Option is ten (10) years.

During the six (6) months ended September 30, 2024, the Company recorded stock-based compensation of \$52,593 (six (6) months ended September 30, 2023 - \$141,868).

The Option continuity schedule for the six (6) months ended September 30, 2024 and 2023 is as follows:

	<b>Six months ended September 30, 2024</b>		<b>Six months ended September 30, 2023</b>	
	<b>Number of options</b>	<b>Weighted average exercise price</b>	<b>Number of options</b>	<b>Weighted average exercise price</b>
Balance, beginning of period	3,500,721	\$ 0.43	2,855,721	\$ 0.41
Granted	235,205	0.19	120,000	1.54
Exercised	-	-	(255,000)	(0.47)
Forfeited or cancelled	(45,000)	(1.15)	-	-
Balance, end of period	3,690,926	\$ 0.41	2,720,721	\$ 0.45
Options exercisable, end of period	3,063,589	\$ 0.41	2,110,429	\$ 0.36

The following is a summary of the outstanding Options at September 30, 2024:

<b>Exercise price</b>	<b>Number outstanding</b>	<b>Weighted average remaining contractual life</b>	<b>Number exercisable</b>	<b>Weighted average remaining vesting period</b>
\$0.12	50,000	4.94 years	-	1.19 years
\$0.13	20,000	4.70 years	-	2.20 years
\$0.22	165,205	4.53 years	16,301	1.46 years
\$0.25	1,250,000	1.74 years	1,250,000	-



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\$0.27	120,000	4.13 years	60,000	0.17 years
\$0.40	335,000	0.43 years	335,000	-
\$0.50	200,000	1.28 years	200,000	-
\$0.54	800,000	4.03 years	575,000	0.53 years
\$0.58	421,721	1.19 years	316,288	0.19 years
\$0.60	324,000	0.93 years	306,000	1.26 years
\$2.70	5,000	0.14 years	5,000	-
	3,690,926		3,063,589	

The fair value of the Options granted during the six (6) months ended September 30, 2024 and 2023 were estimated using the following Black-Scholes Model assumptions:

	Six months ended September 30, 2024	Six months ended September 30, 2023
Expected life	5 years	5 years
Expected volatility <sup>(*)</sup>	86.77% - 88.20%	93.40% - 93.62%
Risk-free rate	2.73% - 3.69%	2.85% - 3.06%
Dividend yield	-	-
Underlying share price	\$ 0.13 - 0.22	\$ 1.31 - 2.70
Exercise price	\$ 0.13 - 0.22	\$ 1.31 - 2.70

(\*) – The Company measures its volatility based on a proxy of publicly traded companies that are similar in size and operate in a similar industry. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the Options is indicative of future trends which may not necessarily be the actual outcome.

**(e) PSUs**

During the six (6) months ended September 30, 2024, the Company recorded expense of \$45,297 (six (6) months ended September 30, 2023 - \$42,787) for the PSUs issued to employees.

Set out below is a reconciliation of the changes in the PSUs as at September 30, 2024 and March 31, 2024:

	# of awards		
	Employee	Contractor	Total
Balance, March 31, 2023	410,000	666,668	1,076,668
Granted	435,000	1,050,000	1,485,000
Vested	(160,000)	(666,668)	(826,668)
Cancelled	-	(50,000)	(50,000)
Balance, March 31, 2024	685,000	1,000,000	1,685,000
Vested	(206,985)	-	(206,985)
Forfeited	(88,343)	-	(88,343)
<b>Balance, September 30, 2024</b>	<b>389,672</b>	<b>1,000,000</b>	<b>1,389,672</b>

The Company's PSUs include a net settlement feature under which the Company, upon request of the holder, may withhold a portion of the Common Shares to settle the tax obligations of the

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employee. As at September 30, 2024, recorded within the obligation to issue shares is \$44,272 reflecting the service cost of 81,985 PSUs vesting during the six (6) months ended September 30, 2024 which have not yet been settled (March 31, 2024 – nil obligation to issued shares for nil PSUs).

(f) *RSUs*

During the six (6) months ended September 30, 2024, the Company recorded expense of \$229,949 associated with the service cost of RSUs (six (6) months ended September 30, 2023 - \$481,838).

Set out below is a reconciliation of the changes in the RSUs as at September 30, 2024 and March 31, 2024:

	# of awards		
	Employee	Contractor	Total
Balance, March 31, 2023	1,925,000	375,000	2,300,000
Granted	1,120,000	-	1,120,000
Vested	(1,544,166)	(375,000)	(1,919,166)
Forfeited	(243,125)	-	(243,125)
Balance, March 31, 2024	1,257,709	-	1,257,709
Granted	488,493	-	488,493
Vested	(841,250)	-	(841,250)
<b>Balance, September 30, 2024</b>	<b>904,952</b>	<b>-</b>	<b>904,952</b>

On May 10, 2024, the Company granted 5,000 RSUs to an employee of the Company. Each RSU is exchangeable for one (1) Common Share, vesting on May 10, 2025.

On April 12, 2024, the Company granted 483,493 RSUs to directors of the Company. Each RSU is exchangeable for one (1) Common Share, vesting on April 12, 2025.

The Company's RSUs include a net settlement feature under which the Company, upon request of the holder, may withhold a portion of the shares to settle the tax obligations of the employee. During the six (6) months ended September 30, 2024, the Company net settled 354,583 RSUs (six (6) months ended September 30, 2023 – 599,999) by withholding the number of shares with a fair value equal to the monetary value of the employees' tax obligations and issued only the remaining shares upon completion of the vesting period. During the six (6) months ended September 30, 2024, the Company withheld 51,354 RSUs with a fair value of \$8,181 to settle the employees' tax obligations (six (6) months ended September 30, 2023 – 133,518 RSUs withheld with a fair value of \$89,308). As at September 30, 2024, the Company recorded an obligation to issue shares of \$229,800 associated with 486,687 net settled RSUs in which the shares had not been issued.

(g) *Reserves*

The share-based payment reserve and warrant reserve record items recognized as share-based compensation expense and other share-based payments until such time that the Options or warrants are exercised, at which time the corresponding amount will be transferred to share capital. Upon expiry of Options or warrants, the corresponding amount previously recorded to reserve will be transferred to deficit.

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**8. Commitments**

As at September 30, 2024, the Company has committed to the following undiscounted minimum lease payments:

<b>Year ended March 31:</b>		
2025	\$	88,534
2026		80,910
<b>Total</b>	<b>\$</b>	<b>169,444</b>

**9. 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 Incentive Plan. The compensation paid to key management personnel is as follows:

		<b>Six months ended September 30, 2024</b>		<b>Six months ended September 30, 2023</b>
Wages and benefits	\$	353,869	\$	129,007
Share-based payments		264,415		520,080
<b>Balance end of period</b>	<b>\$</b>	<b>618,284</b>	<b>\$</b>	<b>649,087</b>

**10. Management of Capital**

The Company considers its capital to be comprised of shareholders' equity. The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

In order to carry out planned activities and pay for administrative costs, the Company may attempt to raise additional amounts of capital through the issuance of Common Shares. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management since incorporation. The Company is not subject to external capital requirements.

**11. Financial Instruments**

Set out below are categories of financial instruments and fair value measurements:

<b>As at</b>		<b>September 30, 2024</b>		<b>March 31 2024</b>
Financial assets at fair value				
Cash and cash equivalents	\$	1,248,155	\$	2,497,063

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Financial assets at amortized cost		
Trade accounts, interest and other receivable	939,737	1,436,050
Lease receivable	-	33,415
Financial liabilities at amortized cost		
Accounts payable and accrued liabilities	\$ (2,037,469)	\$ (1,591,291)
Lease liabilities	(162,497)	(252,529)
Holdbacks payable	-	(10,203)
	<hr/>	<hr/>
	\$ (12,074)	\$ 2,112,505

The Company considers that the carrying amount of all its financial assets and liabilities recognized at amortized cost in the Interim Financial Statements approximates their fair value due to the demand nature or short-term maturity of these instruments.

The Company's cash and cash equivalent and cash held in escrow are valued using level one inputs.

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The Board approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

***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, 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 September 30, 2024, there was one customer with an amount outstanding exceeding 10% of the Company's trade accounts receivable that totaled 28% in aggregate. As at March 31, 2024, there were two (2) 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 has sufficient cash to meet its current liabilities at September 30, 2024. 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***

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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.

**12. Segmented Reporting**

The Company operates in a single segment, the sale of EV charging equipment, software, services and maintenance contracts. During the six (6) months ended September 30, 2024, the Company recognized 43% of its revenue from two (2) customers (Customer A - 25%, Customer B – 18%). During the six (6) months ended September 30, 2023, the Company recognized 30% of its revenue from three (3) customers (Customer A – 11%, Customer B – 10% and Customer C – 9%). The Company's right-of-use assets are located in Canada. As of September 30, 2024, the Company had property and equipment of \$228,443 in Canada, and \$11,730 in the United States. As of March 31, 2024, the Company had property and equipment of \$202,149 in Canada and \$12,491 in the United States. All of the Company's customers are located within North America. During the six (6) months ended September 30, 2024, \$2,225,543 of the revenue incurred in Canada (2023 - \$1,422,807) and \$51,149 of the revenue incurred in the United States (2023 - nil).

**13. Revenue**

		<b>Six months ended September 30, 2024</b>		<b>Six months ended September 30, 2023</b>
EV charging equipment	\$	2,045,379	\$	1,231,885
Installation		17,852		92,471
SaaS		105,316		44,884
Other		108,145		53,567
	\$	2,276,692	\$	1,422,807

**14. Cost of Sales**

		<b>Six months ended September 30, 2024</b>		<b>Six months ended September 30, 2023</b>
EV charging equipment	\$	1,424,979	\$	760,766
Installation		11,659		89,890
SaaS		68,901		25,091
Other revenue		104,544		26,481
	\$	1,610,083	\$	902,228

**15. Expenses**

		<b>Six months ended September 30, 2024</b>		<b>Six months ended September 30, 2023</b>
<b>General and administrative</b>				

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Consulting and professional fees	\$	836,486	\$	1,655,928
Wages and benefits		380,721		432,962
Share-based payments		329,876		738,053
Office and administration		549,381		366,643
Depreciation and amortization		145,606		115,749
	\$	2,242,070	\$	3,309,332

		<b>Six months ended September 30, 2024</b>		<b>Six months ended September 30, 2023</b>
<b>Sales and marketing</b>				
Wages and benefits	\$	563,635	\$	756,618
Advertising and promotional		139,897		150,073
Consulting and professional fees		102,785		-
Shipping		19,472		19,955
	\$	825,789	\$	926,646

		<b>Six months ended September 30, 2024</b>		<b>Six months ended September 30, 2023</b>
<b>Research and development</b>				
Wages and benefits	\$	290,524	\$	191,186
Consulting and professional fees		97,338		82,431
Product design		-		39,283
	\$	387,862	\$	312,900

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**16. Supplemental cash flow information**

	<b>March 31, 2024</b>	<b>Cash flows from financing activities</b>	<b>Non-cash adjustments</b>		<b>September 30, 2024</b>
			<b>Additions</b>	<b>Accretion</b>	
Lease liabilities	\$ 252,529	\$ (98,544)	\$ -	\$ 8,512	\$ 162,497
	\$ 252,529	\$ (98,544)	\$ -	\$ 8,512	\$ 162,497

  

	<b>March 31, 2023</b>	<b>Cash flows from financing activities</b>	<b>Non-cash adjustments</b>		<b>September 30, 2023</b>
			<b>Additions</b>	<b>Accretion</b>	
Lease liabilities	\$ 529,293	\$ (154,134)	\$ -	\$ 19,464	\$ 394,623
	\$ 529,293	\$ (154,134)	\$ -	\$ 19,464	\$ 394,623

During the six (6) months ended September 30, 2024, the Company paid interest of nil (2023 – nil) and income taxes of nil (2023 – nil).

Components of cash and cash equivalents at September 30, 2024 and September 30, 2023 are as follows:

	<b>September 30, 2024</b>		<b>September 30, 2023</b>	
Cash	\$	580,578	\$	2,147,730
Cash equivalents		667,577		3,075,000
Cash and cash equivalents	\$	1,248,155	\$	5,222,730

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**17. Subsequent Events**

Subsequent to September 30, 2024, changes in the Company's equity awards are as follows:

- Issuance of 48,682 Common Shares to net settle 60,000 RSUs vested.