Caution Regarding Forward Looking Information

The following Management Discussion and Analysis ("MD&A") has been prepared in accordance with Form 51-102F1. This MD&A includes forward-looking statements. All statements other than statements of historical fact contained in this MD&A, including statements regarding the future financial position, business strategy, plans and objectives of management for future operations, are forward-looking statements. The words "believe", "may". "will", "estimate", "forecast", "continue", "anticipate", "intend", "should", "plan", "expect" and similar expressions, as they relate to the Company, are intended to identify forward-looking statements. The Company has based these forward-looking statements on the current expectations and projections about business strategy and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions as described elsewhere in this MD&A.

Other sections of this MD&A may include additional factors that could adversely affect the Company and its financial performance. Moreover, the Company operates in a very competitive and rapidly changing business environment. New risk factors emerge from time to time and it is not possible for management to predict all risk factors, nor can the Company assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Readers should not rely upon forward-looking statements as predictions of future events or performance. The Company cannot provide assurance that the events and circumstances reflected in the forward-looking statements will be achieved or will occur. Although the Company believes that the expectations reflected in the forward-looking statements are within reason, the Company cannot assure future results, levels of activity, performance, or achievements.

Management's Discussion and Analysis

The following discussion is management's assessment and analysis of the results and financial condition of Revolve Renewable Power Corp. ("Revolve" or the "Company"), and should be read in conjunction with the accompanying condensed interim consolidated financial statements and related notes for the period ended March 31, 2024, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are reported in United States dollars unless otherwise indicated. The effective date of this report is May 29, 2024.

Business Overview

The Company's principal business is that of an operator and developer of renewable energy electricity generation projects located in the US, Mexico ("Utility Scale Assets") and more recently Canada. In 2022, the Company established a new division, Revolve Renewable Business Solutions, to focus on the distributed generation market and sub 20MW renewable energy projects ("Distributed Generation Assets") and is now an owner and operator of renewable energy generation assets.

The management team and board of directors of the Company is as follows:

Omar Bojorquez (Director and President)
Steve Dalton (Director and Chief Executive Officer)
Roger Norwich (Director and Chairman)
Joseph O'Farrell (Director)
Jonathan Clare (Director)
JP Maguire (Director)
Craig Lindsay (Director)
Susan Shaw (Director) (Appointed November 8, 2023)
Finn Lyden (Director) (Resigned November 8, 2023)
Tania Ontiveros (Chief Financial Officer)
Janet Bates (Corporate Secretary)

Utility Scale Assets

The Utility Scale Assets division of the Company consists of an active development portfolio of over 3GW of wind, solar, hydro and battery storage projects. This portfolio currently includes seventeen (17) individual projects ranging in capacity from 50MW to 400MW located in New Mexico, Utah, Colorado, British Columbia, Saskatchewan and North Eastern Mexico.

In March 2021, the Company formed a joint venture company, MRE Wind & Solar Corp. ("MRE US"), with Running Foxes Wind & Solar Inc. ("RFW&S") based in Colorado, USA with a view to expanding its development activities into the US renewable energy market. Revolve owns 90% of MRE US and 10% is owned by RFW&S. Revolve will lead the development of the joint venture including providing working capital funding at its discretion with RFW&S providing land acquisition, rights of way and other project development support.

The Company's 90% owned subsidiaries; MRE US Wind & Solar Corp., Revolve Afton Solar LLC, Revolve Lordsburg Solar LLC and Revolve Vernal BESS LLC, serve as development entities for its renewable energy electricity generation projects located in the USA.

In January 2023, the Company sold its 250MW Parker Solar and Storage project and the 1,000MW Bouse Solar and Storage project to ENGIE IR Holdings LLC through a Membership interest Purchase Agreement ("MIPA") in which ENGIE IR Holdings LLC acquired 100% of the membership interest in Revolve Renewable Power AZ LLC and Revolve Parker Solar LLC ("the Parker & Bouse Sale").

On February 13, 2024, the Company completed the acquisition of WindRiver Power Corporation ("WindRiver"), a Canadian based owner, operator and developer of wind and hydro projects in the Provinces of British Columbia and Alberta. Following the acquisition, WindRiver has become an ultimately wholly-owned subsidiary of the Company. The acquisition adds 96.63MW of net operational and development capacity to the Company's portfolio, which is split between 6.63MW of net operational capacity and 90MW of development assets, all located within Canada.

Distributed Generation Assets

In April 2022, the Company established a new division, Revolve Renewable Business Solutions, to focus on the distributed generation market and sub 20MW renewable energy projects. This new division targets both "behind the meter" and grid-connected wind, rooftop solar, ground-mounted solar, battery storage and energy efficiency (or "DG") projects (collectively, "DG Projects") in the USA, Mexico and now Canada. The Company has since acquired a c.6MW portfolio of operating and under construction DG Projects and completed construction of a further 3.2MWh battery storage project (see below for further details). In addition to these, the Company is currently developing a portfolio of over 140MW of additional DG Projects.

In August 2022, the Company completed the acquisition of a 100% interest in Centrica Business Solutions Mexico S.A. de C.V. ("CBS Mexico"). This acquisition provided the Company with an ongoing recurring revenue stream from six operating distributed generation projects totaling 2.85MW, and near-term visibility to revenues from one additional 3MW distributed generation project.

In September 2022, the Company signed an energy services contract with a hotel operator in Cancun, Mexico for a new 3.2MWh ("megawatt per hour") Battery Energy Storage System ("BESS") (the "Cancun BESS Project"). Revolve is the owner of the Cancun BESS Project with responsibility for the financing, installation and operation of the BESS system. During the period the Company redeployed 1.6MWh of the BESS system to a new customer under a 15-year energy services agreement on similar terms. This project is operational.

Subsequent events

In April 2024, the Company announced the grant of Deferred Share Units ("DSUs") to the Company's directors effective April 18, 2024. A total of 335,784 DSUs have been granted under the Company's Deferred Share Units Plan adopted on July 6, 2022. Each DSU entitles the holder to receive one share of the Company, or in certain circumstances a cash payment equal to the value of one share of the Company, at the time the holder ceases to be a director of the Company. The DSUs vest one year from the date of grant and have been granted for the third quarter (Q3-2024) at a price of C$0.30 per share.

Overall Performance and Results of Operations

Assets

As at March 31, 2024, total assets increased to $14,008,749 from $5,934,231 at June 30, 2023 primarily resulting from the completion of the acquisition of WindRiver and the consolidation of their operations.

The most significant assets at March 31, 2024 were as follows:

- Operating distributed generation assets, acquired of $989,012 (June 30, 2023: $893,397) (refer to Note 5 in the accompanying financial statements);

- Distributed generation assets of $1,561,845 (June 30, 2023 - $1,297,682);

- Utility scale assets – new operations of $1,541,835 related to the WindRiver acquisition (refer to Note 7 in the accompanying financial statements);

- Investments, at cost of $2,067,595 (June 30, 2023 - $Nil) related to the acquisition of WindRiver and its minority 30% ownership interest in Pacific Slope Power Limited Partnership (refer to Note 8 in the accompanying financial statements);

- Goodwill of $1,999,002 (June 30, 2023 - $Nil) related to the WindRiver acquisition; and

- Cash of $1,295,455 (June 30, 2023: $611,922).

Other movements in assets include:

- Receivables increased to $256,523 related to the Company’s operating distributed generation assets and asset management income; and

- Sales tax receivable increased to $2,166,202 (June 30, 2023 - $2,067,787) as a result of exchange rate differences, which were offset by operating tax receivable of $938,705 (June 30, 2023 - $840,290) and tax asset acquired of $1,227,497 related to the Centrica Business Solutions Mexico S.A de C.V. acquisition. The majority of sales tax receivable is related to Mexico operations.

Liabilities

As of March 31, 2024, total liabilities increased to $14,082,009, compared to $5,583,215 as of June 30, 2023, largely from the increase in loan and borrowings stemming from the WindRiver acquisition (refer to Note 15 in the accompanying financial statements).

Other movements in liabilities include:

- Accounts payable increased to $1,249,907, compared to $633,675 on June 30, 2023; and

- Deferred revenue decreased to $960,000 as compared to $1,200,000 as of June 30, 2023. The decrease was related to the completion of an interconnection milestone for the 250MW Parker Solar and Storage project that was purchased by ENGIE IR Holdings LLC through the MIPA. The milestone completion resulted in the put option expiring without being exercised.

Three months ended March 31, 2024 and 2023

The Company recorded a net loss of $1,167,546 for the three months ended March 31, 2024, compared to a net income of $523,085 for the three months ended March 31, 2023. The net loss is mainly as a result of the following:

- During the three-month period ending March 31, 2024, the Company reported total revenue of $337,439 contrasting with the $888,185 total revenue from the same period in the preceding year. This decline was primarily influenced by the timing of milestone payments associated with the Parker and Bouse Sale. Notably, $800,000 in revenue was received from this sale during the equivalent period in the prior year (refer to Note 11 in the accompanying financial statements). However, the Company experienced an increase in revenue from the sale of electricity generated by its diverse portfolio of operating distributed and utility scale assets, amounting to $286,929 in the current period, compared to $88,185 in the previous year. Additionally, the Company earned revenue of $50,510 attributed to asset management income generated by WindRiver through the operation of the Hunter and Sakwi Creek hydro projects.

- Total operating expenses for the three-month period ended March 31, 2024, were $1,297,170, which were $537,503 higher than the three-month period ended March 31, 2023. A breakdown of the movements in operating expenses is as follows:
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  - An increase in development expenses to $230,868 as compared to $78,156 during the same period in the prior year due to increased activity in the development of the Company's utility scale projects. This included the expensing of $75,000 originally recorded as an interconnection deposit for the Vernal BESS project in the statement of financial position. As the Company signed the Interconnection Agreement during the period, the interconnection deposit of $75,000 was applied to the final interconnection costs and was expensed in the statement of loss;

  - An increase in general and administration expenses to $967,128 as compared to $674,195 in the prior year period due to Company growth, new hires, increased directors' fees, and increased professional and consulting fees. The director's fees are discharged via the granting of DSU after each quarter end; and

  - An increase in depreciation expenses to $99,174 as compared to $7,316 in the prior year period due to the addition of distributed generation assets in the current period which resulted in higher depreciation.

- Other items that contributed to the net loss for the three-month period ended March 31, 2024, were as follows:

  - Share-based compensation increased to $74,060 as compared to a share-based compensation expense of $948 in the prior year period as a result of extra DSU's distributed to a director of the Company; and

  - Interest and royalty payments expense increase to $98,403 compared to $64,290 as a result of interest payments being capitalized on the loans for CBS Mexico and for the installation of the BESS in Cancun, Mexico, and the acquisition of WindRiver.

- During the three-month period ended March 31, 2024, the Company, however, observed a foreign exchange loss of $1,366 compared to a gain of $618,750 in the period ended March 31, 2023.

Nine months ended March 31, 2024, and 2023

The Company recorded a net loss of $667,027 for the nine months ended March 31, 2024, compared to $235,972 for the nine months ended March 31, 2023. The net loss is mainly as a result of the following:

- Total operating expenses for the nine-month period ended March 31, 2024, were $2,845,706, which were higher than the nine-month period ended March 31, 2023, of $1,869,341. A breakdown of the movements in operating expenses is as follows:

- An increase in development expenses to $204,850 as compared to $196,852 during the period ended March 31, 2023, due to increased activity in the development of the Company's utility scale projects. This included the expensing of $75,000 originally recorded as an interconnection deposit for the Vernal BESS project in the statement of financial position. This increase was slightly offset by a refund from CENACE for some of the Mexico based projects as a result of studies that were not completed;

- An increase in general and administrative expenses to $2,347,538 as compared to $1,650,623 in the prior year period due to Company growth, new hires, increased directors' fees, and increased professional and consulting fees. The director's fees are awarded via DSU grants after each quarter end; and

- An increase in depreciation expenses to $293,318 as compared to $15,047 in the prior year period due to the increase in distributed generation assets in the current period with resulting depreciation.

- Other items that contributed to the net loss are:

  - Transaction and acquisition costs increased to $117,714, compared to $63,300 in the prior year period due to the Company's increasing activity in business acquisitions; and

  - Interest and royalty expenses increased to $165,253 compared to $138,538. as a result of interest payments being capitalized on the loans for CBS Mexico and for the installation of the BESS in Cancun, Mexico, and the acquisition of WindRiver.

- The Company, however, recorded total revenue of $1,668,201 for the nine months ended March 31, 2024, an increase of $655,677 compared to the same period in the prior year. The Company realized increased revenues as a result of:

  - **Electricity Generation Sales** - The Company realized increased revenues of $527,691 from the sale of electricity generated by the Company's portfolio of operating distributed and utility scale assets during the current period as compared to $212,524 in the prior year period;

  - **Utility Scale** – **Sale of Project development rights** - The Company recorded revenue of 850,000 and the movement of $240,000 from deferred revenue (refer to Note 11 in the accompanying financial statements) due to the completion of an interconnection milestone for the 250MW Parker Solar and Storage project in August 2023 with respect to the Parker and Bouse Sale; and

  - **Asset Management Income** - The Company recorded revenue of $50,510 in relation to asset management income generated by WindRiver through the operation of the Hunter Creek and Sakwi Creek hydro projects.

- During the nine-month period ended March 31, 2024, the Company, however, observed a foreign exchange gain of $901,404 compared to a gain of $1,229,600 in the period ended March 31, 2023.

Liquidity and Capital Resources

As at March 31, 2024, the Company had a working capital deficit of $1,195,871 (June 30, 2023: $1,501,792). The Company has incurred negative cash flows from operations of $1,480,260 and recorded a loss of $667,027 for the nine-month period ended March 31, 2024 (March 31, 2023: negative cash flows of $1,885,889 and loss of $235,972, respectively), and has an accumulated deficit of $10,284,824 as at March 31, 2024 (June 30, 2023: $9,494,854).

- **Utility Scale – Proceeds from the sale of development rights**: During the nine-month period ended March 31, 2024, the Company received a development milestone payment of $850,000 as part of the sale of its 250MW Parker Solar and Storage Project and the 1,000MW Bouse Solar and Storage Project to ENGIE IR Holdings LLC for the completion of an interconnection study for the Parker Project. This resulted in the expiry of the put option for that portion of the project, and the Company realized $240,000 in revenue that was moved from deferred revenue.

- **Private Placement Proceeds -** During the nine-month period ended March 31, 2024 the Company raised, through non-brokered private placements, gross proceeds of $1,702,158 (C$2,317,207) from the issuance of 8,130,551 units at a price of $0.285 per unit. Each unit is comprised of one common share of the Company and one common purchase warrant. Each warrant is exercisable to acquire one additional common share at a price of C$0.45 for a period of eighteen (18) months following the closing date, subject to certain acceleration rights.

The accompanying condensed interim consolidated financial statements have been prepared on the basis of a going concern, which assumes that the Company will realize its assets and discharge its liabilities in the normal course of business. While the Company anticipates it has sufficient capital to meet its current obligations and planned activities for at least twelve months from March 31, 2024, the Company may need to raise additional capital to carry out its long-term objectives. The Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms that are acceptable to the Company.

Summary of Quarterly Results

	Three months ended			
Values shown in US dollars	March 31, 2024 $	December 31, 2023 $	September 30, 2023 $	June 30, 2023 $
Total revenue	337,439	130,882	1,199,880	1,230,295
Net income (loss)	(1,167,546)	(421,257)	921,776	(2,106,589)
Comprehensive income (loss)	(859,562)	(688,947)	331,124	(1,526,554)
Basic and diluted income (loss) per share	(0.01)	(0.01)	0.01	(0.03)

	Three months ended			
Values shown in US dollars.	March 31, 2023 $	December 31, 202 $	September 30, 2022 $	June 30, 2022 $
Other income	888,185	73,257	24,576	-
Net income (loss)	523,085	(186,060)	(572,997)	88,486
Comprehensive income (loss)	234,388	(836,053)	(686,051)	1,112,569
Basic and diluted income (loss) per share	0.00	(0.01)	(0.02)	0.01

The comprehensive income for the period ended June 30, 2022, is largely a result of the revaluation of the share-based compensation and listing expenses.

The comprehensive loss for the period ended September 30, 2022, is due to operating expenses of $597,573 which was slightly offset by revenues of $24,276 from the generation business unit.

The comprehensive loss for the period ended December 31, 2022, is due to operating expenses of $259,317, which consisted of a foreign currency translation adjustment of $649,993 and increased operating expenses of $981,508 which were offset by a gain in foreign exchange of $722,191 and further offset by revenues of $73,257 from the electricity generating business unit.

The comprehensive income for the three-months ended March 31, 2023, is largely related to the gross revenue for the period of $888,185, which was offset by general and administrative expenses of $823,957, and a gain on foreign exchange of $618,750.

The comprehensive loss for the period ended June 30, 2023 is largely due to increase in general operating expenses of $1,093,895, write off of assets of $305,995 and foreign exchange loss of $619,721 which were offset by revenues of $96,850 from the electricity generating business unit.

The comprehensive income for the period ended September 30, 2023 is largely due to the revenue for both the distributed generation business unit and the revenue received or realized from the development milestone reached for the Parker Solar & Storage project totalling $1,199,880, and the gain on foreign exchange of $618,961. This was offset by general operating expenses of $834,118.

The comprehensive loss for the period ended December 31, 2023 is due to the revenue for the distributed generation business unit totalling $130,882, and a foreign exchange gain of $283,809. This was offset by general operating expenses of $721,569, which included a credit of $48,557 resulting from a refund relating to the Mexico development projects.

The comprehensive loss for the period ended March 31, 2024 is due to the revenue for the distributed generation business unit totalling $286,929, asset management income of $50,510 and an unrealized gain on derivative instrument of $68,822. This was offset by general operating expenses of $1,297,170 cost of sales of $102,721 and other items totalling $105,094, which included share-based compensation of $74,060.

Outstanding Share Data

Issued and fully paid common shares

As at the date of this MD&A, there were 63,036,116 common shares outstanding.

Changes in issued share capital and equity reserves for the nine-month period ended March 31, 2024, are as follows:

- On November 16, 2023, the Company completed the first tranche of a non-brokered private placement issuing 5,267,062 units (the “units”) at a price of C$0.285 per unit for gross proceeds of $1,093,679 (C$1,501,112). Each unit includes one common share of the company and one common share purchase warrant (the “warrant”) with each warrant entitling the holder to acquire one additional common share at a price of C$0.45 per share for a period of 18 months following the closing date of the offering. The warrants also contain an acceleration provision, whereby if the volume weighted average trading price of the common shares of the Company on the TSX Venture Exchange is equal to or greater than C$0.60 per common share for 15 consecutive trading days , then the expiry date o the warrants shall automatically accelerate and the warrants will expire on the date that is 30 days after the date that notice of such acceleration is provided to the warrant holders (the “Acceleration Right”). In connection with the issuance of the units the Company paid cash commissions of $20,881 (C$28,660) to certain arms-length parties, and other share issue costs of $15,406 (C$21,146).

- On December 22, 2023, the Company completed the second tranche of a non-brokered private placement issuing 1,147,947 units (the “units”) at a price of C$0.285 per unit for gross proceeds of $246,174 (C$327,165). Each unit includes one common share of the company and one common share purchase warrant (the “warrant”) with each purchase warrant entitling the holder to acquire one additional common share at a price of C$0.45 per share for a period of 18 months following the closing date of the offering, subject to the Acceleration Rights outlined above. In connection with the issuance of the units the Company paid cash commissions of $1,664 (C$2,209) to certain arms-length parties, and other share issue costs of $3,429 (C$4,552).

- On January 25, 2024, the Company completed the third and final tranche of a non-brokered private placement for a total of 1,715,542 units at a price of C$0.285 per Unit. Each unit is comprised of one common share of the Company and one common purchase warrant. Each warrant is exercisable to acquire one additional Common Share at a price of C$0.45 for a period of eighteen (18) months following the closing date, subject to certain acceleration rights.

Changes in issued share capital and equity reserves for the nine-month period ended March 31, 2023, were as follows:

- No change.

Escrowed shares

Certain shares are held in escrow pursuant to an Escrow Agreement dated March 7, 2022 (the "Escrowed Shares"). The Escrowed Shares are released as follows (i) 10% of the Escrowed Shares on the date of publication of the TSXV exchange bulletin in respect of the reverse takeover ("RTO"), and (ii) 15% of the Escrowed Shares every nine months thereafter. As at March, 2024, there were 9,531,750 shares held in escrow and as at the date of this report, there are 9,531,750 shares in escrow.

Incentive share options

In November 2022, the Company granted an aggregate of 1,300,000 share options to officers, directors, employees and consultants of the Company, exercisable at a price of $0.50 per share until November 7, 2025, vesting on grant. As at December 31, 2023, there were 4,800,000 share options outstanding, which remain unchanged as at the date of this report.

Warrants

On November 16, 2023, as part of the first tranche of the non-brokered private placement unit offering the Company issued 5,267,062 non-transferrable warrants, exercisable at a price of C$0.45 per share until May 16, 2025. The Company attributed no value to these warrants with all the value being attributed to the common shares the subscriber of the unit offering received.

On December 22, 2023, as part of the second tranche of the non-brokered private placement unit offering the Company issued 1,147,947 non-transferrable warrants, exercisable at a price of C$0.45 per share until June 22, 2025. The Company attributed no value to these warrants with all the value being attributed to the common shares the subscriber of the unit offering received.

On January 25, 2024, the Company closed the third and final tranche of a non-brokered private placement for a total of 1,715,542 units at a price of C$0.285 per Unit. Each unit is comprised of one common share of the Company and one common purchase warrant. Each warrant is exercisable to acquire one additional Common Share at a price of C$0.45 for a period of eighteen (18) months following the closing date, subject to certain acceleration rights.

As at March 31, 2024 there were 8,130,551 warrants outstanding, and as at the date of this report, there were 8,130,551 warrants outstanding.

The following table summarizes information about warrants outstanding at March 31, 2024:

Number of Warrants	Exercise Price (C$)	Expiry Date
5,267,062	0.45	May 16, 2025
1,147,947	0.45	June 22, 2025
1,715,542	0.45	July 25, 2025
8,130,551		

The table below summarizes the outstanding share capital of the Company as at the date of this MD&A:

	Number of Shares Issued or issuable
Common shares	63,036,116
Stock options	4,800,000
Warrants	8,130,551

Related Party Transactions

Included within management fees, directors' fees and salaries are amounts paid to key management personnel, which are those persons having 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 Company's Board of Directors and corporate officers.

The following are the transactions with related parties during the nine-months ended March 31, 2024, and 2023, respectively:

	2024 **$**	**2023** **$**
To individuals for director's fees	328,270[1]	43,974
To individuals or companies controlled by an officer or manager of the Company for management, consulting, administrative fees, accounting fees, and salaries	560,867	319,056
	797,537	361,509

1 Directors' fees of $112,532 were accrued and $142,614 were issued in the form of a deferred share unit grant.

As at March 31, 2024, amounts included in accounts payable and accrued liabilities due to related parties was $122,499 (June 30, 2023: $159,868), of which $10,330 relates to consulting fees, and $112,532 relates to quarterly directors' fees compensation that is accrued. A total of $99,998 will be met via share-based compensation and not cash.

During the nine-month period ended March 31, 2024, management, employees and insiders took part in a non-brokered private placement and invested a total of $226,740 in the Company (refer to Note 16 in the accompanying financial statements).

As a result of the acquisition of WindRiver, the following balances have been incorporated on the March 31, 2024 consolidated statement of financial position:

- During 2019, WindRiver received interest-free loans from PSPLP in the amount of $195,124 (C$264,295). This balance is reflected as a related party loan payable (refer to Note 14 in the accompanying financial statements).

- During the nine-month period ended March 31, 2024, WindRiver advanced cash on an interest-free basis to Pacific Slope Power LP ("PSPLP") in the amount of $339,047 (C$459,239). This balance is reflected as a related party loan receivable (refer to Note 14 in the accompanying financial statements).

Critical Accounting Policies and Estimates

The Company has prepared the accompanying financial statements in accordance with IFRS. Significant accounting policies are described in Note 2 of the Company's financial statements as at and for the nine-month period ended March 31, 2024, except for newly adopted accounting policies as noted below, if any.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

Financial Instruments and Financial Risk Management

Financial Instruments

The Company's financial instruments consist of cash, other receivables, sales tax receivable, deposits and accounts payable and accrued liabilities.
The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and
Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

As at March 31, 2024, the fair values of the Company's financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments or market rates of interest.

Financial Risk Management

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The WindRiver acquisition will bring to the Company a recurring source of income to settle its current liabilities. WindRiver has secured long-term power purchase agreements ("PPA") with the local utilities in the jurisdictions where the projects operate. As at March 31, 2024, the Company had a cash balance of $1,295,455 (June 30, 2023 - $611,922) to settle current liabilities of $9,547,619 (June 30, 2023 - $3,074,195). Most of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms, except for the RE Royalty Ltd. loans and the Box Springs loan (refer to Note 14 in the accompanying financial statements).

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash, sales tax receivable and deposits. The Company limits its exposure to credit loss by placing its cash with major financial institutions. Majority of the sales tax receivable arose from refundable sales tax from government taxation authorities in Mexico. The Company has exposed itself to certain credit risks in relation to the power purchase agreements. entered into through both its distributed generation and utility scale operating projects.

Market risk

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

a) Interest rate risk

The Company has cash balances of $1,295,455 (June 30,2023; $611,922), and fixed interest-bearing debt as follows:

US$ Loan amount	C$ Loan amount	Maturity date	Fixed interest rate	Interest rate swap	Credit spread
$ 1,181,250	$ 1,600,000	June 15, 2024	10% p.a.	-	-
$ 1,375,697	$ 1,863,379	October 24, 2024	12% p.a.	-	-
$ 2,930,090	$ 3,968,800	February 9, 2027	12% p.a.	-	-
$ 306,387	$ 415,000	March 19, 2026	12% p.a.	-	-
$ 4,474,765	$ 6,430,837	January 4, 2033	4.61% p.a.	2.46%	2.15%*

* The credit spread of 2.15%, is fixed until March 8, 2025.

Since all the loans have fixed interest rates, the Company is not significantly exposed to interest risk in the event of interest risk fluctuations.

b) Foreign currency risk

The Company has operations in Canada, the Republic of Ireland, Mexico, and the USA and is therefore exposed to foreign exchange risk arising from transactions denominated in foreign currencies including revenues earned in Mexican Pesos, US Dollars and loan facilities in Canadian Dollars. The operating results and the financial position of the Company are reported in US dollars. The fluctuations of the operating currencies in relation to the US dollar will, consequently, have an impact upon the reported results of the Company and may also affect the value of the Company's assets and liabilities. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risk. The Company held a cash position of €16,775 in Euros, MXN$2,150,885 in Mexican Peso and of C$1,552,793 Canadian dollars as of March 31, 2024, with the effect on profit or loss before tax of a 10% fluctuation to the US dollar would not be material.

c) Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices and the stock market to determine the appropriate course of action to be taken by the Company.

Risks and Uncertainties

The operations of the Company are speculative due to the high-risk nature of its business, which includes the acquisition, financing, development and operation of renewable energy projects. These risk factors could materially affect the Company's future operations and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. The risks and uncertainties incorporated in this section by reference are not inclusive of all the risks and uncertainties the Company may be subject to, and other risks may apply, but are considered by management to be the most important in the context of the Company's business.

Development Activities and Going Concern

While the Company has a history of profitable operations, the majority of its present portfolio of projects are still under development with no certainty on the likelihood of generating future profits for the Company. As such, the Company is subject to many risks including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenue. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the current stage of development of its portfolio of development projects.

The Company is currently actively seeking various sources of future revenue in order to maintain operations and seek further growth and expects to obtain financing in the future primarily through further equity and/or debt financing, as well as through joint venturing and/or optioning out the Company's projects to other larger companies operating in the renewable energy sector. With the acquisition of WindRiver, the Company will have a recurring source of income from the operations of the wind and hydro projects in Canada as these projects have long-term power purchase agreements for the sale of electricity.

The Company expects to incur further losses in the development of its business particularly as it relates to its expansion plans for the US and Canadian markets, all of which cast substantial doubt on the Company's ability to continue as a going concern. It is expected that the Company will require additional financing in order to meet ongoing levels of corporate overhead, discharge its liabilities as they come due, to make further investments in both its current active project development portfolio and to take advantage of future growth opportunities. The ability of the Company to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as upon the business success of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing, or that such financing will be available on terms satisfactory to the Company. If additional financing is raised by the issuance of shares or other forms of convertible securities from treasury, control of the Company may change, and shareholders may suffer additional dilution. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations and eventually to forfeit or sell its interest in one or more of its project development or operating assets.

Dependence on Management and Key Personnel

The Company depends on the business and technical expertise of its management team and there is little possibility that this dependence will decrease in the near term. The Company's success will depend in large measure on certain key personnel. The loss of the services of such key personnel may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. The contributions of the existing management team are likely to be of central importance. In addition, the competition for qualified personnel in the Company's industry is significant and there can be no assurance that the Company will be able to continue to attract and retain all personnel necessary for the development and operation of its business. Investors must rely upon the ability, expertise, judgment, discretion, integrity, and good faith of the management of the Company.

Economic Conditions

Current and future unfavorable economic conditions could negatively impact the Company's financial viability. Unfavorable economic conditions could also increase the Company's financing costs, decrease net income or increase net loss, limit access to capital markets and negatively impact the availability of financing for the Company.

Epidemics and Pandemics

The spread of any outbreak has caused and could continue to cause severe disruptions in the global economy and financial markets and could potentially create future widespread business continuity issues of an as yet unknown magnitude and duration.

The actual or potential threatened spread of any pandemic or epidemic globally could adversely affect global economies and financial markets resulting in a prolonged economic downturn. The extent to which any disease, epidemic or pandemic impacts business activity or financial results, and the duration of any such negative impact, will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning current epidemics and the actions required to contain or treat its impact.

We continue to closely monitor the potential impact of any potential pandemic or epidemic on our financial results and cash flows at a Company and project level and at present do not expect any significant impact.

Regulations, Permits and Licenses

The Company's operations are principally based in the US, Canada and Mexico where it is subject to various laws and regulations governing the electricity sector and the protection of the environment. The Company requires permits, licenses and authorizations from various Federal, State and local authorities within these countries and such operations are governed by laws and regulations applicable for the development, construction and operation of renewable electricity generation facilities. The Company believes that it is in substantial compliance with all material laws and regulations which currently apply to its activities.

There can be no assurance that all permits, licenses and authorizations which the Company may require for its project development activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations would not have an adverse effect on any renewable energy project which the Company might undertake.
In addition, the Company's project development activities require the submission and approval of environmental impact assessments and reports. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for noncompliance. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to increase the development cost associated with any project being undertaken by the Company. The Company intends to fully comply with all environmental regulations.

Competition and Agreements with Other Parties

The renewable energy industry is highly competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to secure suitable project sites, secure interconnection capacity as well as generally affect the future prospects of the Company.

Customer Concentration

The Company has established recurring revenue stream through the acquisition and construction of various distributed generation and utility scale operating projects. While the Company continues to diversify this revenue stream it currently relies on a small number of customers for the revenue generated through these projects. The Company also signed a MIPA for the sale of its Parker Solar and Storage Project and its Bouse Solar and Storage Project, with an initial upfront payment of $2,000,000 and further consideration to be received as certain development milestones are reached. In February 2024, the Company has established a revenue stream with the acquisition of the WindRiver hydro and wind projects in the Provinces of British Columbia and Alberta, in Canada.

Currency Risks

The principal business activities of the Company will be denominated in Mexican pesos and US dollars. As a result, the cost of the Company's ongoing activities will be affected by currency fluctuations between the US dollar, the Canadian dollar and the Mexican peso in particular.

Off-Balance Sheet Arrangements

During the year ended June 30, 2023, the Company entered the second phase of the interconnection process for its Vernal BESS project. PacifiCorp, a transmission system operator, confirmed that the upgrade costs for the Vernal BESS project were $1.87 million dollars less the $60,000 deposit that was already paid. In order to facilitate the requirement to provide PacifiCorp with a financial security payment equal to the network upgrade costs allocated to the project in phase 1, the Company entered into a Surety Bond Agreement valued at $1.8 million dollars with Intact Insurance and had posted cash of $724,000 as collateral. During the period ended March 31, 2024, the Company changed security providers and successfully reduced the amount of the cash collateral to $452,500.

Proposed Transactions

The Company does not have any proposed transactions as at March 31, 2024, other than what has already been disclosed in the subsequent event notes in the accompanying financial statements for the nine-month period ended March 31, 2024.

Management's Report on Internal Control over Financial Reporting

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the audited annual consolidated financial statements and respective accompanying MD&A. The Venture Issuer Basic Certification 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.

Additional information relating to the Company is available on SEDAR at www.sedar.com.