



Hybrid Power Solutions Inc.

Consolidated Financial Statements
For the years ended May 31, 2026 and 2025

(Expressed in Canadian dollars)

To the Shareholders of Hybrid Power Solutions Inc.:

Opinion

We have audited the consolidated financial statements of Hybrid Power Solutions Inc. and its subsidiary (the "Company"), which comprise the consolidated statements of financial position as at May 31, 2026 and May 31, 2025, and the consolidated statements of loss and comprehensive loss, changes in shareholders' (deficiency) equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at May 31, 2026 and May 31, 2025, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss and had negative cash flows from operations during the year ended May 31, 2026 and, as of that date, the Company had an accumulated deficit and negative working capital. As stated in Note 1, these events and conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Product sales

Key Audit Matter Description

The Company designs and manufactures patent pending portable battery systems and customized energy solutions for a variety of industrial markets, earning revenues from the sale of these products. During the year, the Company recognized \$1,920,411 from Product sales, representing 98% of total revenues recognized. There is considered to be an inherent risk relating to revenue recognition based on a presumed bias for the Company to overstate revenues.

Due to this presumed bias to overstate revenues, we have considered the recognition of revenue to be a key audit matter. Refer to notes to consolidated financial statements 3 a) and 14.

Audit Response

We responded to this matter by performing audit procedures in relation to product sales. Our audit work in relation to this included, but was not restricted to, the following:

- Obtained a detailed understanding of the standard flow of transactions and tested the design and implementation of key controls;
- Utilized data analytics tools to analyze the population of entries to revenue and identified transactions which did not follow standard flows, which were verified to supporting documentation to substantiate the appropriateness of the entry;
- Considered the accounting policy in respect of revenue recognition, and whether it is compliant with IFRS® Accounting Standards;
- Tested a sample of revenue transactions back to supporting documentation, including purchase orders, invoices, proof of shipping and payment to confirm occurrence and accuracy of the transaction; and
- Tested revenue cut-off by selecting a sample of transactions near year-end and agreed to supporting documentation to ensure the transaction is recorded in the correct fiscal period, as well as analysis of post year-end returns and credit notes.

Convertible Debentures and Derivative Liabilities

Key Audit Matter Description

During the year, the Company completed a convertible debenture financing with gross proceeds of \$500,000. The accounting for the convertible debentures was considered a Key Audit Matter due to the complexity of the instrument and the significant judgment required in determining the appropriate accounting treatment. Management was required to assess the contractual terms of the instrument to determine whether the conversion feature should be classified as equity, a financial liability, or an embedded derivative. Significant judgment was also required in measuring the fair value of the derivative liability and host-debt components at initial recognition and in determining the appropriate subsequent accounting treatment.

Due to the significance of the transaction to the financial statements and the judgment involved in its accounting, we determined the accounting for the convertible debentures to be a key audit matter. Refer to notes to the consolidated financial statements 3 c) and 13.

Audit Response

We responded to this matter by performing audit procedures in relation to the convertible debentures and the related derivatives. Our audit work in relation to this included, but was not restricted to, the following:

- Read the convertible debenture agreement and evaluated the relevant contractual terms;
- Assessed management's accounting analysis against the requirements of IAS 32, IFRS 9 and related guidance;
- Involved financial instrument specialists to assist in evaluating the classification and measurement of the instrument;
- Evaluated the reasonableness of key assumptions used in any valuation models, including market interest rates, credit spreads, expected term and volatility assumptions, where applicable;
- Tested the mathematical accuracy of management's calculations;
- Assessed the allocation of proceeds and transaction costs between host debt and derivative components, where applicable;
- Verified proceeds received and transaction costs incurred to supporting documentation; and
- Assessed the adequacy of the related financial statement disclosures.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Daniel McIntyre.

Burlington, Ontario

September 29, 2026

MNP LLP

Chartered Professional Accountants

Licensed Public Accountants

Hybrid Power Solutions Inc.

Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

As of	Notes	May 31, 2026	May 31, 2025
ASSETS			
Current assets			
Cash		\$ 234,500	\$ 62,997
Accounts and other receivable	5	735,485	282,658
Prepaid expenses and deposits	6	145,232	87,614
Inventory	7	622,165	804,768
Total current assets		1,737,382	1,238,037
Contract costs	14	12,482	22,482
Prepaid expenses and deposits	6	703	20,553
Property and equipment	8	243,726	404,143
Right of use asset	9	74,214	44,364
Total assets		\$ 2,068,507	\$ 1,729,579
LIABILITIES AND SHAREHOLDERS' DEFICIENCY			
Current liabilities			
Accounts payable and accrued liabilities	10	\$ 2,004,749	\$ 1,607,583
Warranty liability	14	26,918	32,689
Contract liabilities	14	100,979	244,897
Loans payable	12,19	757,234	672,369
Lease liability	9	11,547	53,852
Convertible debentures	13	417,507	-
Derivative Liabilities	13	272,009	-
Total current liabilities		3,590,943	2,611,390
Lease liability	9	72,039	-
Loans payable	12,17	1,190,726	461,341
Contract liabilities	14	26,728	59,328
Total liabilities		\$ 4,880,436	\$ 3,132,059
Shareholders' (deficiency) equity			
Share capital		\$ 11,319,795	\$ 9,354,417
Reserves		2,000,695	2,744,516
Deficit		(16,132,419)	(13,501,412)
Total shareholders' (deficiency) equity		(2,811,929)	(1,402,478)
Total liabilities and shareholders' (deficiency) equity		\$ 2,068,506	\$ 1,729,579
Nature of operations and going concern (Note 1)			
Subsequent events (Note 23)			

The accompanying notes form an integral part of these consolidated financial statements

Hybrid Power Solutions Inc.

Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

	Notes	Year ended May 31, 2026	Year ended May 31, 2025
Revenue	14	\$ 1,953,011	\$ 2,801,100
Cost of sales	7, 15	1,882,486	2,493,674
Gross profit		70,526	307,426
Expenses			
Advertising		\$ 36,854	\$ 337,615
General and administrative	16	623,921	597,462
Salaries and benefits	19	1,364,371	1,410,367
Professional fees		440,035	641,914
Research and development		112,803	69,760
Share-based compensation	18,19	181,174	197,481
Total operating expenses		2,759,157	3,254,599
Other income (expenses)			
Interest and accretion	9,12,13	(461,693)	(270,204)
Foreign exchange loss		(5,330)	(30,141)
Government assistance	17	562,576	255,336
(Loss) gain on revaluation of derivative liabilities	13	(13,689)	39,497
Other income		33,954	36,974
Loss on sale of property and equipment	8	(58,194)	(13,130)
Net loss before income taxes		\$ (2,631,007)	\$ (2,928,841)
Net loss and comprehensive loss for the year		(2,631,007)	(2,928,841)
Weighted average number of shares – Basic and diluted		93,162,707	79,917,841
Loss per share – Basic and diluted		\$ (0.03)	\$ (0.04)

The accompanying notes form an integral part of these consolidated financial statements

Hybrid Power Solutions Inc.

Consolidated Statements of Changes in Shareholders' (Deficiency) Equity
(Expressed in Canadian dollars)

	Note	Number of common shares	Share Capital Amount	Share-based payment reserve	Deficit	Total shareholders' (deficiency) equity
Balance, May 31, 2024		73,944,665	\$ 8,229,142	\$ 2,762,274	\$ (10,572,571)	\$ 418,845
Issuance of units pursuant to \$0.20 financing	18	4,609,512	752,214	-	-	752,214
Share issuance costs - cash	18	-	(20,497)	-	-	(20,497)
Share issuance costs – non-cash	18	-	(30,352)	36,140	-	5,788
Conversion of convertible debt	13	3,302,857	174,407	-	-	174,407
Settlement of RSUs	18	3,357,500	183,704	(185,579)	-	(1,875)
Expired Broker's Warrant		-	65,799	(65,799)	-	-
Share-based compensation	18	-	-	197,481	-	197,481
Net loss for the year		-	-	-	(2,928,841)	(2,928,841)
Balance, May 31, 2025		85,214,534	\$ 9,354,417	\$ 2,744,516	\$ (13,501,412)	\$ (1,402,478)
Share Issuance	18	18,748,749	1,117,425	-	-	1,117,425
Share issuance costs - cash	18	-	(74,590)	-	-	(74,590)
Settlement of RSUs	18	66,667	3,000	(3,000)	-	-
Exercise of Warrants	13	-	-	(2,452)	-	(2,452)
Purchase Warrants Issued-Life Offering	18	-	(179,987)	179,987	-	-
Broker's Warrant Issued	18	-	(18,565)	18,565	-	-
Expired Broker's Warrant	18	-	1,118,095	(1,118,095)	-	-
Share-based compensation	18	-	-	181,174	-	181,174
Net loss for the year		-	-	-	(2,631,007)	(2,631,007)
Balance, May 31, 2026		104,029,950	\$ 11,319,795	\$ 2,000,695	\$ (16,132,419)	\$ (2,811,929)

The accompanying notes form an integral part of these consolidated financial statements

Hybrid Power Solutions Inc.

Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

			Year ended May 31 2026	Year ended May 31, 2025
	Notes			
Operating activities				
Net loss for the year		\$	(2,631,007)	\$ (2,928,841)
Items not affecting cash:				
Accrued interest and accretion			263,582	179,619
Depreciation			115,044	131,688
Bad debt expense	16		123,007	22,346
Share-based compensation	18		181,174	197,481
Government Assistance	12		(562,576)	(242,859)
(Gain)Loss on revaluation of derivative liability	13		13,689	(39,497)
Loss on sale of property and equipment	8		58,194	13,130
Non-cash working capital items:				
Accounts receivable			(560,834)	318,308
Prepaid expenses			(37,769)	246,753
Inventory			166,132	967,695
Contract costs			10,000	10,000
Accounts payable and accrued liabilities			491,167	72,060
Contract liabilities			(176,518)	103,740
Warranty liability			(5,772)	(16,706)
Net cash used in operating activities			(2,552,487)	(965,083)
Investing activities				
Purchase of property and equipment	8		(1,889)	(105,869)
Proceeds from sale of property and equipment			55,000	4,234
Net cash provided by (used in) investing activities			53,111	(101,634)
Financing activities				
Proceeds from convertible debentures	13		500,000	-
Proceeds from issuance of shares	18		1,023,425	545,000
Share issuance costs			(74,590)	(20,497)
Line of credit			-	(77,705)
Proceeds from loans payable	12		1,437,418	622,022
Repayments of loans payable			(151,246)	(227,557)
Lease payments			(60,995)	(51,745)
RSU conversion			-	(1,875)
ROU asset down payment			11,420	-
Issuance cost on issuances of convertible debenture			(14,550)	-
Net cash provided by financing activities			2,670,881	787,643
Increase (decrease) in cash			171,505	(279,075)
Cash, beginning of year			62,997	342,071
Cash, end of year		\$	234,500	\$ 62,997
Supplemental cashflow disclosure				
Interest paid	12	\$	198,111	\$ 32,447
Agent's warrants expired	18	\$	1,118,095	\$ 30,352
Shares issued to settle debt	18	\$	94,000	188,500

The accompanying notes form an integral part of these consolidated financial statements

Hybrid Power Solutions Inc.

Notes to the Consolidated Financial Statements
For the years ended May 31, 2026 and 2025
(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

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

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

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

Going concern

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

The Company has not generated positive cash flows from operations and has historically relied on financing for its activities. During the year ended May 31, 2026, the Company incurred a net loss of \$2,631,007 (2025 - \$2,928,841) and as of May 31, 2026, had an accumulated deficit of \$16,132,419 (May 31, 2025 - 13,501,412). The Company’s ability to continue as a going concern is dependent upon raising additional capital or evaluating strategic alternatives, and/or generating profitability and positive cash flows. The Company has a track record of successfully raising capital, including issuance of convertible debentures, additionally, the Company raised capital through the issuance of share capital amounting to \$2,314,500 post year-end, however, it is not possible to predict with certainty whether additional financing will be required.

These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for these consolidated financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material.

Hybrid Power Solutions Inc.

Notes to the Consolidated Financial Statements
For the years ended May 31, 2026 and 2025
(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION

Statement of compliance

These consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (“IASB”).

Basis of presentation

These consolidated financial statements have been prepared in Canadian dollars on a historical cost basis, except for certain financial instruments, which are stated at fair value.

Basis of consolidation

These consolidated financial statements include the accounts of the Company and its subsidiary. Subsidiaries are those entities over which the Company has control. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity and be exposed to variable returns from its activities. Details of the Company’s subsidiary are follows:

SUBSIDIARIES	OWNERSHIP PERCENTAGE	JURISDICTION OF INCORPORATION
HPS Solar Inc.	100%	Ontario, Canada

Inter-company balances and transactions are eliminated on consolidation.

The consolidated financial statements were approved and authorized for issuance on September 29, 2026, by the Board of Directors.

Significant accounting judgments and estimates

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

Judgments

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

Going concern

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

Hybrid Power Solutions Inc.

Notes to the Consolidated Financial Statements
For the years ended May 31, 2026 and 2025
(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (continued)

Research and development expenditures

Costs to develop products are capitalized to the extent that the criteria for recognition as intangible assets in IAS 38 Intangible Assets are met. Those criteria require that the product is technically and economically feasible, which management assessed based on the attributes of the development project, perceived user needs, industry trends and expected future economic conditions. Management considers these factors in aggregate and applies significant judgment to determine whether the product is feasible. The Company has not capitalized any product development costs as of May 31, 2026 and 2025.

Income taxes

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

Estimates

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

Provision for expected credit losses ("ECL")

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

Inventory

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

Property and equipment – useful lives

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

Impairment of Long-Lived Assets

The Company reviews the carrying amounts of its non-financial assets, including property and equipment and right-of-use assets, when events or changes in circumstances indicate the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. The Company considers various factors including, but not limited to, the condition of its long-lived assets, economic factors that may impact the value of the long-lived assets and any indications of obsolescence.

Hybrid Power Solutions Inc.

Notes to the Consolidated Financial Statements
For the years ended May 31, 2026 and 2025
(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (continued)

Estimates (continued)

Return and warranty liability

Revenue is recorded net of the returns and refunds. The Company offers various warranties on its products, and an allowance for warranty claims is made based on the estimated number of repairs and replacements.

Leases - Estimating the incremental borrowing rate

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

Fair value of share-based payments

Management uses the Black-Scholes option-pricing model to calculate the fair value of share-based payments, including options and warrants. Management considers factors that knowledgeable, willing market participants would consider when selecting the appropriate valuation model to apply. Use of this method requires assumptions and estimates about the share price on the measurement date, expected life of the instruments, expected dividends, the risk-free rate (based on government bonds), and the expected volatility of the Company’s share price (based on weighted average historical volatility of comparable companies adjusted for changes expected due to publicly available information). In making these assumptions and estimates, management relies on historical market data. The inputs to the model are subject to estimate and changes in these inputs can materially impact the estimated fair value of these instruments. The fair value reported may not represent the transaction value if these options/warrants were exercised/exchanged at any point in time.

Compound financial instruments and fair value of derivatives

The convertible debentures have been accounted for as a compound financial instrument under IAS 32 - Financial Instruments, and had both a liability and embedded derivatives components. The conversion feature of the convertible debentures and related warrants are accounted for as derivative liabilities and are required to be fair valued on inception and at each reporting period. The estimates, assumptions and judgements made in relation to the fair value of the derivative liabilities are subject to measurement uncertainty. The valuation techniques used to determine fair value require inputs that involve assumptions and judgements such as estimating the future volatility of the stock price and expected life. Such judgements and assumptions are inherently uncertain.

Hybrid Power Solutions Inc.

Notes to the Consolidated Financial Statements
For the years ended May 31, 2026 and 2025
(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policies set out below have been applied and consistently presented in these consolidated financial statements, unless otherwise indicated.

a) **Revenue recognition**

Revenue consists of product sale revenue, franchise fee revenue, and other revenue. Revenue is recognized at the point in which the performance obligation under the terms of a contract with the customer have been satisfied and control has transferred. In the case of product sale revenue, the Company's performance obligation is typically defined as the accepted order with the customer which requires the Company to ship the requested products at agreed upon prices at the time and location of the customer's choice. The Company satisfies its performance obligation and transfers control to the customer upon shipping of the product. A provision for payment discounts and product return allowances is recorded as a reduction of sales in the same period the revenue is recognized. Franchise revenues include initial franchise fees earned on execution of a franchise agreement, royalty fees and advertising revenue are earned based on a percentage of the franchisee's gross sales each month. All franchise revenues are recognized as revenue as earned. In the case of initial franchise fees, revenue is deferred and recognized over the period of the franchise agreement. The revenue recorded is presented net of sales and other taxes the Company collects on behalf of governmental authorities. Amounts received from customers in advance of revenue recognition are recorded as contract liabilities. The Company's customer contracts do not contain a significant financing component. Incremental costs of obtaining a contract are recognized as an asset if they are expected to be recovered from the customer. As a practical expedient, incremental costs of obtaining a contract can be expensed if the amortization period would be one year or less. Costs to fulfil a contract are recognized as an asset only if they relate directly to a contract, generate or enhance resources to be used to satisfy performance obligations in future, and are expected to be recovered.

b) **Inventories and cost of sales**

Inventory consists primarily of raw materials and finished goods. Inventory is valued at the lower of cost and net realizable value with cost based upon the First In First Out ("FIFO") method of inventory costing. The net realizable value of finished goods is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale. The cost of finished goods inventory is based on landed cost, which includes all costs incurred to bring inventory to the Company's warehouse including product costs, inbound freight and duty. If the Company determines that the estimated net realizable value of its inventory is less than the carrying value of such inventory, it records a charge to cost of sales.

c) **Financial instruments**

Financial assets

Initial recognition and measurement

The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument. The Company classifies financial assets at initial recognition as financial assets: measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss. Financial assets are initially recognized at fair value plus transaction costs directly attributable to the asset, except for transaction costs for financial assets measured at fair value through profit or loss which are expensed as incurred.

Hybrid Power Solutions Inc.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c) Financial instruments (continued)

Financial assets (continued)

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Assessment and decision on the business model approach used is an accounting judgment.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

i) Financial assets at fair value through profit or loss ("FVTPL")

Financial assets measured at fair value through profit and loss are carried in the consolidated statement of financial position at fair value with changes in fair value therein, recognized in profit or loss.

ii) Financial assets measured at fair value through other comprehensive income ("FVTOCI")

Financial assets measured at fair value through other comprehensive income are measured at fair value with changes in fair value included in other comprehensive income.

iii) Financial assets measured at amortized cost

Financial assets are subsequently measured at amortized cost, using the effective interest method and net of any impairment allowance, if:

- the asset is held within a business whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest.

Impairment

In relation to the impairment of financial assets, IFRS requires an ECL model. The ECL model requires the Company to account for ECLs and changes in those ECLs at each reporting date to reflect changes in credit risk since initial recognition of the financial assets.

Derecognition

A financial asset or, where applicable, a part of a financial asset or part of a group of similar financial assets is derecognized when:

- the contractual rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

Hybrid Power Solutions Inc.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable.

Compound financial instruments

The Company's convertible debentures are segregated into their debt and equity components or derivative liability components at the date of issue, in accordance with the substance of the contractual agreements. The conversion feature of the convertible debentures is presumed to be classified as a derivative financial liability unless it meets all the criteria to recognize as an equity instrument under IAS 32, Financial Instruments: Presentation. One of the criteria is that the conversion option exchanges a fixed number of shares for a fixed amount of cash ("fixed for fixed").

If the conversion feature meets the fixed for fixed criterion, the conversion option will be classified as an equity instrument. Therefore, when the initial carrying amount of the convertible debentures is allocated to its equity and liability components, the equity component is assigned the residual amount after deducting from the fair value of the instrument, which is determined using a market rate for an equivalent non-convertible debenture. The sum of the carrying amounts assigned to the liability and equity components on initial recognition is always equal to the fair value that would be ascribed to the instrument as a whole. No gain or loss arises from initially recognizing the components of the instrument separately.

If the conversion feature does not meet the fixed for fixed criterion, the conversion option will be recorded as a derivative financial liability, which must be separately accounted for at fair value on initial recognition. Subsequent to initial recognition, the derivative financial liability is remeasured at fair value at the end of each reporting period with changes in fair value recognized in profit or loss for each reporting period, while the debt component, initially recorded net of any transaction costs, is accreted to the face value of the debt using the effective interest method.

Transaction costs are allocated to the debt and equity components or derivative liability components in proportion to the allocation of the proceeds on initial recognition, net of any related income tax benefit for the amount allocated to the equity component.

Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Inputs for assets or liabilities that are not based on observable market data, comprehensive income or loss.

Hybrid Power Solutions Inc.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c) Financial instruments (continued)

Fair value hierarchy (continued)

The Company's financial instruments are accounted for as follows:

Financial Assets

Cash	FVTPL
Accounts and other receivables	Amortized cost

Financial Liabilities

Accounts payable and accrued liabilities	Amortized cost
Loans payable	Amortized cost
Convertible debentures	Amortized cost
Derivative liabilities	FVTPL

d) Loss per share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. For diluted loss per share computations, assumptions are made regarding potential common shares outstanding during the year. The weighted average number of common shares is increased to include the number of additional common shares that would be outstanding if potentially dilutive instruments were converted or exercised. If these computations prove to be antidilutive, diluted loss per share is the same as basic loss per share.

Anti-dilutive securities include the convertible debentures, restricted share units, stock options, performance warrants and warrants (Notes 13 and 18).

e) Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the consolidated statement of loss and comprehensive loss, except to the extent that it relates to items recognized in other comprehensive loss or directly in equity. In this case the income tax is also recognized in other comprehensive loss or directly in equity, respectively.

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Hybrid Power Solutions Inc.

Notes to the Consolidated Financial Statements
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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Deferred tax

Deferred tax is recognized on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amount for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that future taxable income will be available to allow all or part of the temporary differences to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted and are expected to apply by the end of the reporting period. Deferred tax assets and deferred income tax liabilities are offset if a legally enforceable right exist to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

f) Property and equipment

Property and equipment are recorded at cost less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. This includes the purchase price, any other costs directly attributable to bringing the assets to a working condition for intended use and the costs of dismantling and removing the items and restoring the site on which they are located.

Where an item of equipment comprises significant parts with useful lives that are significantly different from that of the asset as a whole, the parts are accounted for as separate items of equipment and depreciated accordingly. An item of equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising from derecognizing an asset determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized through profit or loss.

Property and equipment are depreciated over its estimated useful life. Costs for normal repairs and maintenance that do not extend economic life or improve service potential are expensed as incurred. Costs of improvements that extend economic life or improve service potential are capitalized and depreciated over the estimated remaining useful life. The Company commences recording depreciation when the assets are in a working condition ready for use using the straight-line method at the following rates:

Class	Useful Life
Computer equipment	3 years
Equipment	3 years
Leased right of use assets	Lease term
Vehicles	15 years
Loaner units	1 - 2.5 years
Warehouse and storage facility	5 years

Hybrid Power Solutions Inc.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

g) Impairment of long-lived assets

The carrying amount of the Company's non-financial assets (which include property and equipment and ROU assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the consolidated statement of comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount. Any reversal of impairment cannot increase the carrying value of the asset to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

h) Leases

At inception, the Company assesses whether a contract contains an embedded lease. A contract contains a lease when the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Company, as lessee, is required to recognize a right-of-use asset ("ROU asset"), representing its right to use the underlying asset, and a lease liability, representing its obligation to make lease payments.

The Company recognizes a ROU asset and a lease liability at the commencement of the lease. The ROU asset is initially measured based on the present value of lease payments, plus initial direct cost, less any incentives received. It is subsequently measured at cost less accumulated depreciation, impairment losses and adjusted for certain remeasurements of the lease liability. The ROU asset is depreciated from the commencement date over the shorter of the lease term or the useful life of the underlying asset. The ROU asset is subject to testing for impairment if there is an indicator of impairment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease, or if that rate cannot be readily determined, the incremental borrowing rate. The incremental borrowing rate is the rate which the operation would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of similar value to the ROU asset in a similar economic environment.

Hybrid Power Solutions Inc.

Notes to the Consolidated Financial Statements
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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

h) Leases (continued)

Lease payments included in the measurement of the lease liability are comprised of:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Company is reasonably certain to exercise;
- lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option; and
- penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

Variable lease payments that do not depend on an index or a rate not included in the initial measurement of the ROU asset and lease liability are recognized as an expense in the consolidated statements of loss and comprehensive loss in the period in which they are incurred.

The ROU assets are presented within “Right-of-use asset” and the lease liabilities are presented in “Lease liability” on the consolidated statements of financial position. The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a remaining lease term of 12 months or less and leases of low-value assets.

i) Foreign exchange

Functional currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”), which has been determined to be the Canadian dollar for both the Company and its subsidiary.

Foreign currency transaction and balances

Transactions in currencies other than the entity’s functional currency are recorded at the average rates of exchange prevailing at the dates of the transactions. Monetary assets and liabilities are translated using the period-end foreign exchange rate. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. The resulting foreign exchange gains or losses are recorded in profit or loss.

j) Government assistance

Government grants are recognized when there is reasonable assurance that the Company has complied with the conditions of the grant. Such grants are accounted for as income on a systemic basis over the periods in which the Company recognizes expenses for the related costs for which the grants are intended to compensate. Government grants related to the acquisition or construction of property and equipment or other non-current assets are initially recognized as deferred income and are recognized in profit or loss on a systematic basis over the useful lives of the related assets. Alternatively, where appropriate, the grant may be presented as a deduction from the carrying

Hybrid Power Solutions Inc.

Notes to the Consolidated Financial Statements
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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

j) Government assistance (continued)

amount of the related asset, with the benefit recognized through reduced depreciation expense over the asset's useful life.

k) Recent accounting pronouncements

IFRS 18 "Presentation and Disclosure in Financial Statements"

In April 2024, IFRS 18 was issued to achieve comparability of the financial performance of similar entities. The standard, which replaces IAS 1, impacts the presentation of primary financial statements and notes, including the statement of earnings where companies will be required to present separate categories of income and expense for operating, investing, and financing activities with prescribed subtotals for each new category. The standard will also require management-defined performance measures to be explained and included in a separate note within the consolidated financial statements. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements, and requires retrospective application. The Company is in the process of assessing the impact of the amendment on the consolidated financial statements.

IFRS 9 and IFRS 7, Amendments to the Classification and Measurement of Financial Instruments

In May 2024, both IFRS 9 and IFRS 7 were amended to clarify that a financial liability is derecognized on the 'settlement date' and introduce an accounting policy choice to derecognize financial liabilities settled using an electronic payment system before the settlement date. Other clarifications include the classification of financial assets with environmental, social, and governance linked features via additional guidance on the assessment of contingent features. Clarifications have been made to non-recourse loans and contractually linked instruments. Additional disclosures are introduced for financial instruments with contingent features and equity instruments classified at fair value through other comprehensive income. The amendments are effective for annual periods starting on or after January 1, 2026. Early adoption is permitted, with an option to early adopt the amendments for contingent features only. The Company has not yet assessed the impact of the amendment on the consolidated financial statements.

4. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, foreign exchange rate risk and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

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 currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt and equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company has cash as of May 31, 2026, in the amount of \$234,500 (May 31, 2025 - \$62,997), in order to meet current liabilities of \$3,590,943 (May 31, 2025 - \$2,611,390). There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company. The Company monitors its risk of shortage of funds by monitoring the maturity dates of its existing liabilities.

Hybrid Power Solutions Inc.

Notes to the Consolidated Financial Statements
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4. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT (continued)

Liquidity risk (continued)

The amounts disclosed in the table are the contractual undiscounted payments as of May 31, 2026 and 2025:

As of May 31, 2026	Less than one year	One to two years	Two to three years	More than three years	Total
Accounts payable and accrued liabilities	\$ 2,004,749	\$ -	\$ -	\$ -	\$ 2,004,749
Convertible debentures	512,822				512,822
Derivative Liability	272,009				272,009
Lease liabilities	18,736	18,736	16,227	43,538	97,237
Loans payable	631,850	97,673	410,856	1,434,387	2,574,766
	\$ 3,440,166	\$ 116,409	\$ 427,083	\$ 1,477,925	\$ 5,461,583

As of May 31, 2025	Less than one year	One to two years	Two to three years	More than three years	Total
Accounts payable and accrued liabilities	\$ 1,607,583	\$ -	\$ -	\$ -	\$ 1,607,583
Lease liabilities	53,852	-	-	-	53,852
Loans payable	710,604	122,854	57,101	568,912	1,459,471
	\$ 2,372,039	\$ 122,854	\$ 57,101	\$ 568,912	\$ 3,120,906

Credit risk

Credit risk is the risk of loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and accounts receivable. The Company limits its exposure to credit loss by placing its cash with high-quality financial institutions. The Company mitigates credit risk by evaluating the creditworthiness of customers prior to conducting business with them and monitoring its exposure for credit losses with existing customers. During the year ended May 31, 2026, the Company recorded bad debts expense of \$123,007 (May 31, 2025 - expense of \$22,346).

As of May 31, 2026, the Company holds trade receivables from four customers representing 17.3%, 16.3%, 15.1% and 12.7% of total trade receivables (May 31, 2025: one customer representing 54.5%). The Company had no other customer that represented more than 10% of the Company's gross trade receivables.

Hybrid Power Solutions Inc.

Notes to the Consolidated Financial Statements
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4. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT (continued)

Credit risk (continued)

The following table provides disclosures about credit risk exposure and ECLs on individual trade, royalty and franchise fee receivables:

As of May 31, 2026		Aging Bucket				
ECL	Current	Overdue 1-30 days	Overdue 31-60 days	Overdue 61-90 days	Overdue 91+ days	Total
	\$	\$		\$	\$	
Gross carrying amount	125,699	445,492	\$ -	40,021	160,967	\$772,179
ECL allowance	(1,173)	(8,910)	-	(3,202)	(23,410)	(36,695)
Net	\$124,526	\$436,583	\$ -	\$ 36,820	\$137,557	\$735,485
ECL rate	1%	2%	0%	8%	15%	5%

As of May 31, 2025		Aging Bucket				
	Current	Overdue 1-30 days	Overdue 31-60 days	Overdue 61-90 days	Overdue 91+ days	Total
	\$	\$	\$	\$	\$	\$
Gross carrying amount	9,016	41,526	5,536	14,136	331,192	\$401,406
ECL allowance	(361)	(3,322)	(664)	(2,403)	(111,998)	(118,748)
Net	\$8,656	\$38,204	\$ 4,872	\$ 11,733	\$219,194	\$282,658
ECL rate	4%	8%	12%	17%	34%	30%

The continuity of ECLs is summarized in the table below:

	Year Ended May 31, 2026	Year Ended May 31, 2025
Balance, beginning	\$ 118,748	\$ 203,384
Additions to ECL allowance recognized	42,015	22,346
Write offs	(124,068)	(106,982)
Ending ECLs	\$ 36,695	\$ 118,748

Foreign exchange rate risk

Currency risk is the risk of loss due to the fluctuation of foreign exchange rates and the effects of these fluctuations on foreign currency denominated monetary assets and liabilities. A portion of the Company's transactions occur in US dollars; therefore, the Company is exposed to foreign currency risk at the end of the reporting period through its US dollars denominated cash, accounts receivables, accounts payable and accrued liabilities. A change of 1% in the U.S./CDN exchange rate will have an immaterial impact on the net loss.

Hybrid Power Solutions Inc.

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4. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT (continued)

Foreign exchange rate risk (continued)

The balances held in USD are summarized below presented in CAD:

As of	May 31, 2026	May 31, 2025
	\$	\$
Cash	-	22,855
Accounts receivable	235,723	68,961
Accounts payable and accrued liabilities	(195,059)	(121,687)

Interest rate risk

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

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders.

The Company depends on external financing to fund its activities. The Company considers its capital structure to consist of shareholders' deficiency, loans payable, and convertible debentures. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. Management reviews its capital management approach on a regular basis. The Company is not subject to externally imposed capital requirements, and the Company's overall strategy with respect to capital risk management remains unchanged from year ended May 31, 2026.

5. ACCOUNTS AND OTHER RECEIVABLE

	May 31, 2026	May 31, 2025
Accounts receivable	\$ 728,979	\$ 222,902
Royalty and franchise fees receivable	6,360	44,632
Sales taxes recoverable	146	15,124
	\$ 735,485	\$ 282,658

Hybrid Power Solutions Inc.

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6. PREPAID EXPENSES AND DEPOSITS

	May 31, 2026	May 31, 2025
Marketing	\$ 9,917	\$ -
Technology	10,702	20,773
Inventory prepayments	48,644	40,974
Insurance	19,342	9,308
Filing fees	3,467	17,003
Security deposit	-	12,747
Other deposits	2,363	7,362
Deferred share issuance costs	51,500	-
	\$ 145,935	\$ 108,167
Current portion	145,232	87,614
Long-term portion	703	20,553

7. INVENTORY

	May 31, 2026	May 31, 2025
Finished goods	\$ 19,875	\$ 46,300
Raw materials	602,290	758,468
	\$ 622,165	\$ 804,768

During the year ended May 31, 2026, the cost of inventories recognized as an expense totalled \$1,750,480 (2025 - \$2,249,788 (Including \$202,669 Scrapped Materials)).

Hybrid Power Solutions Inc.

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8. PROPERTY AND EQUIPMENT

Cost	Computer equipment	Equipment	Vehicles	Building Under Construction	Warehouse and Storage Facility	Loaner Units	Total
Balance, May 31, 2024	\$ 10,088	\$ 69,091	\$ 177,467	\$ 227,540	\$ 6,500	-	\$ 490,686
Additions	1,202	-	-	-	-	104,667	105,869
Government grants	-	-	(57,868)	-	-	-	(57,868)
Balance, May 31, 2025	\$ 11,290	\$ 69,091	\$ 119,601	\$ 227,540	\$ 6,500	\$ 104,667	\$ 538,689
Additions	2,218	-	-	-	-	43,674	45,892
Disposition	-	-	-	(113,194)	-	-	(113,194)
Transfers to Inventory	-	-	-	-	-	(43,757)	(43,757)
Balance, May 31, 2026	\$ 13,508	\$ 69,091	\$ 119,601	\$ 114,347	\$ 6,500	\$ 104,584	\$ 427,631
Accumulated Depreciation							
Balance, May 31, 2024	\$ 5,582	\$ 33,832	\$ 17,402	\$ -	\$ 50	-	\$ 56,867
Depreciation	2,704	14,534	10,867	-	1,300	57,919	87,324
Disposition	-	-	(9,645)	-	-	-	(9,645)
Balance, May 31, 2025	\$ 8,286	\$ 48,367	\$ 18,624	\$ -	\$ 1,350	\$ 57,919	\$ 134,546
Depreciation	2,229	10,418	7,973	-	1,300	43,664	65,584
Transfer to inventory	-	-	-	-	-	(16,225)	(16,225)
Balance, May 31, 2026	\$ 10,515	\$ 58,784	\$ 26,597	\$ -	\$ 2,650	\$ 85,358	\$ 183,905
Carrying Amounts							
As of May 31, 2025	\$ 3,004	\$ 20,724	\$ 100,977	\$ 227,540	\$ 5,150	\$ 46,748	\$ 404,143
As of May 31, 2026	\$ 2,992	\$ 10,307	\$ 93,004	\$ 114,347	\$ 3,850	\$ 19,227	\$ 243,726

Included in property and equipment is equipment under lease with a net book value of \$8,852 (2025 - \$17,705), the contractual lease payments on this lease are included in Note 9.

During the year ended May 31, 2026, the Company sold a steel building structure including all components, materials and parts for \$55,000 resulting in a loss on sale of \$58,194.

Of the total depreciation expense for the year of \$65,584, \$51,409 has been allocated to cost of sales (overhead) and \$14,175 is included in general and administrative expenses.

Hybrid Power Solutions Inc.

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9. LEASES

The Company recognized right-of-use assets and corresponding lease liabilities for leases that are within the scope of IFRS 16. The Company's lease arrangements consist of office space and motor vehicles used in its operations.

During the year ended May 31, 2026, the Company also entered into lease agreements for 2 vehicles to support its business operations. Upon commencement of each lease, the Company recognized a right-of-use asset and a corresponding lease liability measured at the present value of the remaining lease payments using the implicit rate of each lease.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the useful life of the underlying assets. Lease liabilities are measured at amortized cost using the effective interest method.

During the year ended May 31, 2022, the Company entered into a lease agreement for manufacturing and office space for a term of five years. Upon the commencement of the lease, the Company recognized a right-of-use asset of \$221,820 and a lease liability of \$221,820 using an incremental borrowing rate of 10%. The lease expired on May 31, 2026, however the Company agreed to a 3-month extension. Subsequent to yearend, the Company entered in a new lease agreement for a new manufacturing facility. The lease is for a 5 year term, with monthly payments for the first year of \$21,662 commencing November, 2026.

The below table shows the continuity of the right-of-use asset:

Right of use asset		
Cost:		
Balance as of May 31, 2024	\$	221,820
Additions		-
Disposals		-
Balance, May 31, 2025	\$	221,820
Additions		79,309
Disposals		-
Balance as of May 31, 2026	\$	301,129
Accumulated depreciation:		
Balance as of May 31, 2024	\$	133,092
Disposals		-
Depreciation		44,364
Balance as of May 31, 2025	\$	177,456
Depreciation		49,459
Balance as of May 31, 2026	\$	226,915
Net carrying value:		
As of May 31, 2025	\$	44,364
As of May 31, 2026	\$	74,214

Hybrid Power Solutions Inc.

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9. LEASES (continued)

The continuity of the Company's lease obligation is below:

Lease liabilities	
Balance, May 31, 2024	\$ 105,597
Interest	8,231
Payments	(59,976)
Balance, May 31, 2025	\$ 53,852
Additions	90,729
Interest	6,367
Payments	(67,362)
Balance, May 31, 2026	\$ 83,586
Current portion	11,547
Non-current portion	\$ 72,039

As of May 31, 2026, the Company is committed to minimum lease payments as follows:

Maturity analysis	
Less than one year	\$ 16,580
One to five years	80,657
Total undiscounted lease liability	\$ 97,237
Unamortized interest	(13,652)
Total lease liability – discounted	\$ 83,586

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payables and accrued liabilities consist of the following:

	May 31, 2026	May 31, 2025
Accounts payable	\$ 1,337,285	\$ 1,017,497
Accrued liabilities and other	507,453	438,288
Credit cards payable	156,406	148,194
Sales taxes payable	3,605	3,605
	\$ 2,004,749	\$ 1,607,583

Hybrid Power Solutions Inc.

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12. LOANS PAYABLE

A continuity of the Company's loans payable is set out below:

	BDC Loans	Shar ehold er Loan s	Scotia Bank Genesis	Meridia n OneCap Loan	Treewalk Note	Grenke Deposit	NOHF C term loan	2023 Ford Maveric k Loan	Loop Financi al Loan	Pagnatty Loan	FedDev Loan	Total
	(a, b, c, d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)		(m)	
Balance, May 31, 2024	\$ 127,870	\$ 413,634	\$ 101,666	\$ 19,564	\$ 111,371	\$ 77,993	\$ 60,824	\$ 34,678	\$ -	\$ -	\$ -	\$ 947,600
Additions	-	57,456	-	-	-	-	-	-	43,000	63,625	257,707	421,788
Interest	10,520	27,667	2,575	922	15,000	-	-	1,403	4,045	-	-	62,131
Accretion	3,673	-	-	-	-	7,435	9,806	-	-	375	4,341	25,629
Government assistance	-	-	-	-	-	-	-	-	-	-	-	-
Repayments	(43,813)	(37,988)	(69,037)	(6,910)	-	(30,540)	-	(8,823)	(32,447)	-	-	(229,558)
Conversion of Debt	-	-	-	-	-	-	-	-	-	(64,000)	-	(64,000)
Settlement of Debt	-	(29,885)	-	-	-	-	-	-	-	-	-	(29,885)
Balance, May 31, 2025	98,248	430,885	35,203	13,576	126,371	54,889	70,630	27,259	14,598	-	262,048	1,133,710
Additions	135,000	60,000	-	-	-	-	14,194	-	-	-	689,025	898,219
Interest	8,923	22,018	1,105	586	3,629	-	2,867	992	625	-	-	40,745
Accretion	2,879	-	-	-	-	4,654	5,496	-	-	-	63,544	76,573
Repayments	(47,216)	(42,072)	(25,715)	(6,910)	-	(30,540)	(25,523)	(8,087)	(15,223)	-	-	(201,286)
Balance, May 31, 2026	197,834	470,831	10,593	7,252	130,000	29,002	67,664	20,165	-	-	1,014,618	1,947,960
Current portion	61,308	470,831	10,593	6,679	130,000	29,002	40,739	8,082	-	-	-	757,234
Non-current portion	136,526	-	-	573	-	-	26,926	12,083	-	-	1,014,618	1,190,726

- (a) On April 19, 2021, the Company entered into a loan facility for up to \$70,000 with the BDC. The loan facility has an interest rate equal to BDC's floating base rate, plus 3.71% and a maturity date of March 1, 2028. The loan is personally guaranteed by the CEO of the Company. During the year ended May 31, 2026, the Company repaid \$14,731 (2025 - \$11,667) of the loan and incurred interest of \$3,064 (2025 - \$4,741). As of May 31, 2026, the loan balance is \$21,389 (May 31, 2025 - \$33,055).
- (b) On March 19, 2022, the Company entered into a loan facility for up to \$70,000 with the BDC. The loan facility has an interest rate equal to BDC's floating base rate, plus 4.57% and a maturity date of August 18, 2028. The loan is personally guaranteed by the CEO of the Company. During the year ended May 31, 2026, the Company repaid \$15,513 (2025 - \$11,667) of the loan and incurred interest of \$3,846 (2025 - \$5,759). As of May 31, 2026, the loan balance is \$26,250 (May 31, 2025 \$37,917).
- (c) On October 19, 2022, the Company entered into a loan facility for up to \$50,000 with the BDC. The loan facility does not bear interest and matures on September 17, 2028. The loan is personally guaranteed by the CEO of the Company. The loan was fair valued at \$33,680 using a discount rate of 12.00%, which was determined to be a market rate. The difference between the face value of the loan and the fair value of the loan

Hybrid Power Solutions Inc.

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12. LOANS PAYABLE (continued)

of \$16,320 was recognized as other income during the year ended May 31, 2023. During the year ended May 31, 2026, the Company repaid \$9,960 (2025 - \$9,960) of the loan and recognized accretion expense on the loan facility of \$2,879 (2025 - \$3,673). As of May 31, 2026, the loan balance is \$20,195 (May 31, 2025 - \$27,276).

- (d) On March 26, 2026, the Company entered into a loan facility for \$135,000 with the BDC. The loan facility has an annual interest rate of 10.58% and a maturity date of September 17, 2030. The loan is personally guaranteed by the CEO of the Company. During the year ended May 31, 2026, the Company repaid \$7,013 (2025 - \$nil) of the loan and incurred interest of \$2,013 (2025 - \$nil). As of May 31, 2026, the loan balance is \$130,000 (May 31, 2025 - \$nil).
- (e) From time to time, the Company receives loans from the CEO and another significant shareholder of the Company. The loans are non-interest-bearing, unsecured and due on demand. During the year ended May 31, 2026, the Company received shareholders' loans of \$60,000 (2025 - \$57,456) and repaid \$42,072 (2025 - \$67,873) and incurred interest of \$22,018 (2025 - \$27,667). As of May 31, 2026, the shareholders' loans totalled \$470,831 (May 31, 2025 - \$430,884) (Note 19).

The shareholders' loan includes mortgage proceeds personally received by the CEO and transferred to the Company. The proceeds were for the construction of the Company's building under construction. The mortgage is between the lender and the shareholder, and the Company is the guarantor for the mortgage. The total proceeds from the mortgage were \$300,000, of which \$294,507 was transferred to the Company after legal proceeds of \$5,493 were paid upon closing. The loan is interest bearing at 9.45% per annum and repayable by December 15, 2026.

- (f) On October 17, 2022, the Company entered into an auto loan agreement for \$93,788 with Scotiabank. The loan bears interest at 4.60% per annum and matures on October 17, 2026. The loan is secured against the vehicle purchased. During the year ended May 31, 2026, the Company repaid \$25,715 (2025 - \$25,715) of the loan and \$1,105 in interest (2025 - \$2,209). As of May 31, 2026, the loan balance is \$10,593 (May 31, 2025 - \$35,203).
- (g) In September 15, 2022, the Company entered into a loan agreement for \$30,439 with Meridian OneCap to purchase equipment. The loan bears interest of 5.474% annually and matures on June 15, 2027. The loan is secured by the equipment purchased. During the year ended May 31, 2026, the Company repaid \$6,910 (2025 - \$6,910) of the loan and interest of \$586 (2025 - \$922). As of May 31, 2026, the loan balance is \$7,252 (May 31, 2025 - \$13,576).
- (h) On August 28, 2023, the Company entered into a payment agreement with Treewalk Consulting Inc. ("Treewalk"), a corporation controlled by the Company's former Chief Financial Officer ("CFO"). The agreement specifies payment terms for \$688,137 in outstanding accounts payable owed to Treewalk as follows:
- \$38,137 in accounts payable is due immediately;
 - \$100,000 in accounts payable will be converted to an unsecured promissory note with the principal balance of \$100,000, bearing interest at 15% per annum and due on the earlier of: (a) August 28, 2025; and (b) the completion of an equity financing(s) by the Company (occurring after the completion of the IPO) for minimum gross proceeds of \$3,000,000;
 - On closing of the IPO, the Company will pay Treewalk \$400,000 (paid);

Hybrid Power Solutions Inc.

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12. LOANS PAYABLE (continued)

- d. The Company will facilitate a \$150,000 investment by Treewalk concurrent with and on the same terms as the IPO offering (375,000 units issued on December 1, 2023 at \$0.40 per unit, Note 18).

As a result of the Company entering into the payment agreement, \$100,000 in accounts payable was reclassified as a promissory note to loans payable with a fair value of \$100,000 on initial recognition.

During the year ended May 31, 2026, the Company repaid \$Nil on the promissory note (2025 - \$Nil) and accrued \$3,629 (2025 - \$15,000) in interest. As of May 31, 2026 the promissory note balance was \$130,000 (May 31, 2025 - \$126,371).

- (i) On June 22, 2023, the Company entered into an agreement with GC Leasing Ontario Inc. ("Grenke"), whereby Grenke would purchase certain equipment from the Company with a value of \$100,000. Grenke provided the full \$100,000 as deposit until the equipment was delivered. Subsequent to receiving the deposit, the sale was not completed, nor the equipment delivered, and it was agreed that the Company would repay the deposit amount through 48 blended principal and interest payments of \$7,635 paid quarterly. The effective interest rate on the deposit amount is 11.42%. During the year ended May 31, 2026, the Company repaid \$30,540 (2025 - \$30,540) against the deposit and accrued interest of \$4,654 (2025 - \$7,435). As of May 31, 2026 the Grenke loan balance was \$29,003 (May 31, 2025 - \$54,889).
- (j) On May 15, 2023, the Company entered into a loan and conditional contribution agreement with North Ontario Heritage Fund Corporation ("NOHFC"), the agreement closed in June 2023. Under the agreement, a loan and conditional contribution of up to \$450,000 is intended to provide government assistance towards the construction of the Company's building under construction (Note 7). Funds under the agreement are advanced once the Company has incurred eligible expenses and only after approval is received by NOHFC, subsequent to their review of supporting documentation.

Funds advanced under the agreement are allocated between a loan and conditional contribution as follows:

- a) 44% of funds advanced are considered a conditional contribution;
- b) the remaining 56% of funds advanced are considered a term loan bearing 5.95% interest per annum and maturing on the 7th anniversary subsequent to the commencement date of 48 blended principal and interest payments. The commencement date of the 48 blended principal and interest payments is the earlier of: (a) March 31, 2025, and (b) the date in which the loan is fully drawn.

During the year ended May 31, 2024, \$70,966 was advanced under the agreement as a contribution and credited as a government grant against the cost of the Company's building under construction (Note 8) and an additional \$90,320 was advanced related to the term loan portion. On initial recognition, the low interest term loan portions were determined to have a fair value of \$61,906 with the discount amount of \$36,226 being recognized as a government grant and also credited against the cost of the Company's building under construction (Note 8). The term loan is amortized using an effective interest rate of approximately 15%. During the year ended May 31, 2026, the Company paid \$ 25,523 and accrued accretion of \$5,496 (2025 - \$9,806) against the term loan. As of May 31, 2026, the outstanding term loan was \$67,664 (May 31, 2025 - \$70,630).

- (k) On September 26, 2023, the Company entered into an auto loan agreement for \$39,445 with Ford Credit Canada Company. The loan bears interest of 4.49% annually and matures on September 26, 2028. The loan is secured against the vehicle purchased. During the year ended May 31, 2026, the Company repaid \$8,087 (2025 - \$8,823) of the loan and \$992 in interest (2025 - \$1,403). As of May 31, 2026, the loan balance is \$20,165 (May 31, 2025 - \$27,260).

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12. LOANS PAYABLE (continued)

- (l) As result of Loop crediting extra \$43,000 to HPS account, the amount was converted to a loan bearing 1.7% interest, repayable monthly. For the year ended May 31, 2026 the Company repaid \$15,223 (2025 - \$30,447) of the loan and \$625 in interest (2025 - \$4,045). As of May 31, 2026, the balance is \$Nil. The balance was fully paid off as of November 30, 2025
- (m) In December 23, 2024, Hybrid Power Solutions entered into a contribution agreement under the Business Scale-Up and Productivity stream whereby the Minister (Federal Economic Development Agency for Southern Ontario) agreed to make a repayable contribution of maximum amount of \$2,250,000 in support of the Recipient's Eligible Costs until May 31, 2028. The fair value of the loan was determined using an estimate market interest rate of 12% rate per annum. The contribution is repayable from June 30, 2028 in 60 equal monthly payments, maturing on May 31, 2033. For the year ended May 31, 2026 Hybrid Power Solutions claimed \$1,242,418 with a fair value of \$689,025 (2025- claimed \$500,566 with a fair value of \$257,707).

13. CONVERTIBLE DEBENTURES

\$535,000 Convertible Debenture Financing

On August 16, 2023, the Company issued 535 secured convertible debentures to an arm's length party, for an aggregate purchase price of \$535,000 in order to provide funds for the Company's operations prior to the close of the Company's initial public offering. The convertible debentures have the following terms:

- each convertible debenture will consist of \$1,111.11 principal amount for an aggregate original principal amount of \$594,444;
- the Principal Amount will not bear interest (except that the Principal Amount will bear interest at an additional rate of 25% per annum if an event of default occurs) (as defined in the certificate representing the convertible debentures);
- the convertible debentures will mature 12 months from the date of issuance on August 16, 2024;
- subsequent to the year ended May 31, 2024, the maturity date of the debt was extended to November 16, 2024;
- Each convertible debenture is convertible at the option of the lender, in whole or in part, at any time while any principal or interest amounts remains outstanding, into common shares of the Company at a price of \$0.32;
- In the event the Company issues common shares or other instruments convertible into common shares at a price lower than \$0.32, in the year-ended May 31, 2025, the price was revised at \$0.05.

Upon initial recognition, the convertible debentures were presented as a liability and the embedded conversion feature has been presented as a derivative liability requiring bifurcation, due to the potential variability in the conversion price. On initial recognition, the derivative liability was valued first, and the residual value was assigned to the host debt component. The fair value of the derivative liability at issuance was estimated to be \$128,183 using the Black-Scholes Option Pricing Model using the following assumptions: stock price: \$0.22, risk-free rate of 5.08%, expected life of 1 year, volatility factor of 107% and dividend yield of Nil. The residual amount of \$406,817 was allocated to the host debt component. The debt issuance costs of \$53,200 were prorated and allocated to the convertible debenture and expensed to professional fees in the amount of \$40,454 and \$12,746 respectively.

The convertible debenture is amortized using the effective interest rate method. During the year ended May 31, 2025, the Company recognized \$93,259 (2024 - \$109,163) in accretion expense related to the August 16, 2023 debenture.

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13. CONVERTIBLE DEBENTURES (continued)

During the year ended May 31, 2024, the \$433,333 of the principal balance of the August 16, 2023 convertible debenture was converted into 1,354,165 common shares of the Company (Note 18). During the year ended May 31, 2025, the Company amended the terms of the note several times, resulting in decreases to the conversion price, increasing the value of the principal of the note and issuing warrants to holder of the notes. As a result of these transactions, the Company recorded a net impact of \$39,497 as gain on revaluation of derivative liability and convertible debentures, and issued a total of 3,302,857 common shares (Note 18) for the conversion of the remaining balance of the note.

\$500,000 Convertible Debenture Financing

On August 18, 2025, the Company issued 500 secured convertible debentures to an arm's length party, for an aggregate purchase price of \$500,000 in order to provide funds for the Company's operations. The convertible debentures have the following terms:

- each convertible debenture will consist of \$1,000 principal amount for an aggregate original principal amount of \$500,000; Each Warrant (together with the Debentures, the "Purchased Securities") will entitle the holder thereof to acquire one Share at an exercise price of \$0.06 for a period of two years from the Closing Date. All Debentures and Warrants purchased by the Subscriber will be represented by one certificate. In the event the Company issues additional warrants at a price lower than the exercise price (\$0.06), the exercise price will be adjusted down to that same price.
- the Principal Amount will bear interest at 12% per annum (as defined in the certificate representing the convertible debentures;)
- the convertible debentures will mature 12 months from the date of issuance on August 17, 2025;
- Each Debenture, plus accrued but unpaid interest, is convertible, in whole or in part, at any time while any principal or interest remains outstanding, into common shares of the Company at \$0.05 per common share. In the event the Company issues additional common shares or other instruments convertible into common shares at a price lower than the conversion price (\$0.05), the conversion price will be adjusted down to that same price.

Upon initial recognition, the convertible debentures were presented as a liability and the embedded conversion feature and warrant option have been presented as a derivative liability requiring bifurcation at fair value, due to the potential variability in the conversion and exercise price.

The Debt Component and conversion feature were valued using a lattice model in the FinCAD software platform, which splits the instrument into an equity (conversion) component discounted at the risk-free rate and a cash-only debt component discounted at the risk-free rate plus a credit spread. This model, rather than Black-Scholes, was required because it accommodates the Company's right to prepay or redeem at any time prior to maturity without penalty, as well as the holder's conversion right at \$0.05. The warrants were valued using Black-Scholes, with consideration for dilution. To account for the variability, the Company used multiple Black-Scholes models assigned an estimated probability to each model to determine the fair value at the grant date and at year end.

The fair value of the derivative liability at issuance was \$38,155 based on the following key inputs - stock price: \$0.045, risk-free rate of 2.67%, expected life of 1 year, volatility factor of 140% and dividend yield of Nil. The fair value of the warrant call option at grant date is \$217,715 - stock price: \$0.045, risk-free rate of 2.67%, expected life of 2.04 a year, volatility factor of 140% and dividend yield of Nil. The fair value of the Debt Host was determined based on the residual method, being \$244,130. The debt issuance costs of \$29,800 were prorated and deducted to the convertible debenture - \$14,550; Conversion Option- \$2,274; and Warrant Option- \$12,976.

The convertible debenture is amortized using the effective interest rate method. During the year ended May 31, 2026, as per agreement, the Company recognized \$187,927 (2025 - \$Nil) in accretion expense related to the August 18, 2025

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13. CONVERTIBLE DEBENTURES (continued)

debenture, and interest paid of \$47,178. For the year ended May 31, 2026, the Company also recorded a net impact of \$16,139 as loss on revaluation of derivative liability.

The continuity of the derivative liability is summarized in the table below:

		Derivative liability
Balance, May 31, 2024	\$	-
Conversion		29,230
Loss on revaluation		(29,230)
Balance, May 31, 2025	\$	-
Issued		255,870
Conversion		-
Loss on revaluation		16,139
Balance, May 31, 2026	\$	272,009

14. REVENUE

Disaggregation of revenue from contracts with customers

The Company generates revenue from selling portable battery systems and customized energy solutions and its newly formed franchise business. The following table presents a disaggregation of revenue by source:

		May 31, 2026		May 31, 2025
Royalty revenue	\$	-	\$	2,257
Advertising revenue		-		1,881
Franchise fee revenue		32,600		32,600
Other revenue		-		3,500
Product sales		1,920,411		2,760,862
Total	\$	1,953,011	\$	2,801,100

Revenue is generated in three geographical markets, being Canada, the United States and France.

The following table presents a disaggregation of revenue by geographic markets:

		May 31, 2026		May 31, 2025
Canada	\$	1,341,708	\$	989,395
United States		611,303		1,808,496
France		-		3,209
Total	\$	1,953,011	\$	2,801,100

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14. REVENUE (continued)

For the year ended May 31, 2026, the Company had four customers (year ended May 31, 2025: three) which individually contributed 10% or more of the Company's total revenue for the year. Individually, these customers represented 18.5%, 16.0%, 12.9% and 12.2% of total revenue for the year ended May 31, 2026 (year ended May 31, 2025: three customers representing 33.46%; 11.69% and 10.78%). The Company had no other customer that represented more than 10% of the Company's total revenues for the year ended May 31, 2026.

The Company provides either a 30-month commercial or a 60-month standard warranty and a 30-day return period for products shipped. The Company also offers a 30-month warranty on its Batt Pack Energy, Batt Pack Pro, Jupiter and Spark products for component parts. As of May 31, 2026, the Company has recorded a provision of \$26,918 (May 31, 2025 - \$32,689) in expected replacement parts and direct labour on future warranty claims and expected returns.

Contract assets and liabilities

As of May 31, 2026 and May 31, 2025 the Company had the following contract assets:

		May 31, 2026		May 31, 2025
Contract assets - Contract costs*	\$	12,482	\$	22,482

*The Company incurs various costs to obtain contracts, in the form of sales commissions payable upon securing new franchisees and sign-up bonuses payable upon the receipt of payment of the initial franchise fee.

The continuity of contract liabilities is summarized in the table below:

		Year ended May 31, 2026		Year-ended May 31, 2025
Balance, beginning	\$	304,225	\$	200,485
Additions to contract liabilities		768,320		585,305
Revenue earned during the year		(944,838)		(481,565)
Balance, ending	\$	127,707	\$	304,225
Current portion		100,979		244,897
Non-current portion	\$	26,728	\$	59,328

The current portion of contract liabilities consist mainly of consideration received from customers for orders received and paid for but not yet delivered. Non-current portion of contract liabilities consists of franchise fees received in advance, which will be recognized in revenue over the period of the contract. The amounts deferred include the unrecognized portion of the initial franchise fee related to access to franchise right.

15. COST OF SALES

Cost of sales for the year ended May 31, 2026 and 2025 is summarized in the table below:

		May 31, 2026		May 31, 2025
Parts, materials, overhead and direct labour	\$	1,750,480	\$	2,047,119
Shipping		132,006		243,886
Scrapped materials		-		202,669
Total	\$	1,882,486	\$	2,493,674

Hybrid Power Solutions Inc.

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16. GENERAL AND ADMINISTRATIVE EXPENSES

The following is a breakdown of general and administrative expenses for the years ended May 31 2026 and 2025:

	May 31, 2026	May 31, 2025
Automotive	\$ 31,770	\$ 30,806
Bad debts	123,007	22,346
Bank and transaction charges	35,273	37,063
Brokerage fees	7,961	6,154
Delivery	410	1,943
Depreciation	63,635	99,486
Dues and subscriptions	35,170	16,736
Education and training	4,250	804
Filing fees	10,328	47,135
Insurance	50,968	41,303
Meal and entertainment	23,321	24,115
Office and General	142,211	167,567
Rent	43,969	24,281
Repairs and maintenance	3,846	3,220
Telephone and internet	8,994	9,651
Travel	31,505	58,137
Utilities	7,303	6,715
Total	\$ 623,921	\$ 597,462

17. GOVERNMENT ASSISTANCE

The following is a breakdown of government assistance for the year ended May 31, 2026 and 2025:

	May 31, 2026	May 31, 2025
Federal Economic Development Agency for Southern Ontario (FedDev)	\$ 553,393	\$ 242,859
Ontario Centre of Innovation (OCI)	15,000	-
Other	(5,817)	12,477
Total	\$ 562,576	\$ 255,336

During the year ended May 31, 2026, Ontario Centre of Innovation (OCI) approved \$100,000 in funding of eligible expenses through CIT - Development and Commercialization (DC) Program. A 75% advance payment of \$15,000 was received on January 24, 2026 for the project of remote monitoring system of battery packs.

On December 23, 2024, Hybrid Power Solutions entered into a contribution agreement under the Business Scale-Up and Productivity stream whereby the Minister (Federal Economic Development Agency for Southern Ontario) agreed to make a repayable contribution of maximum amount of \$2,250,000 in support of the Recipient's 50% Eligible Costs.

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17. GOVERNMENT ASSISTANCE (continued)

The fair value of the loan was calculation using an estimated market interest rate of 12% rate per annum. As of May 31, 2025 Hybrid Power Solutions had claimed \$500,586 with a fair value of \$242,859.

As of May 31, 2026 Hybrid Power Solutions has claimed an aggregate amount of \$1,742,984 with a fair value of \$946,733.

The difference between the fair value of the advances on the date of receipt and the face value of the loan has been recognized as government assistance.

18. SHARE CAPITAL AND RESERVES

Authorized capital

The Company is authorized to issue an unlimited number of common shares without par value.

Issued share capital

As of May 31, 2026, the Company had 104,029,950 (May 31, 2025 – 85,214,534) shares outstanding.

During the year ended May 31, 2026:

On March 9, 2026, the Company granted 66,667 non-assignable RSUs to an employee (2022 Omnibus Equity Incentive Compensation Plan). The RSUs will vest immediately. The Company will redeem the RSUs at the time of vesting. The fair value of each RSU was determined to be \$0.045.

On January 19, 2026, the Company issued 883,750 units at a price of \$0.06 per unit, for gross proceeds of \$53,025 as part of Life Offering separate tranche. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at an exercise price of \$0.10 per share for a period of 24 months from the date of issuance.

On December 29, 2025, the Company completed a first Tranche non-brokered private placement life offering financing under the listed issuer financing exemption pursuant to Part 5A of National Instrument 45-106 – *Prospectus Exemptions*. The Company issued 16,914,999 units at a price of \$0.06 per unit, for gross proceeds of \$1,014,899. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at an exercise price of \$0.10 per share for a period of 24 months from the date of issuance.

On December 29, 2025, the Company closed another tranche of Life Offering Financing for gross proceeds of \$12,000 from the issuance of 200,000 units (“Unit”) of the Company at a price of \$0.06 per Unit (the “Life Offering”) under the Listed Issue Financing Exemption. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at an exercise price of \$0.10 per share for a period of 24 months from the date of issuance.

The combined value of the warrants issued in the Life offering were valued at \$179,987 based on the residual method.

In connection with the life offering financing, the Company paid cash finder’s fees of \$39,590 and issued 644,840 broker warrants, each exercisable at \$0.10 per share for a period of 24 months from the date of issuance.

The net proceeds from the life offering financing are intended to be used for company operations, product and research and development, sales growth initiatives, marketing, and general corporate and administrative purposes.

Hybrid Power Solutions Inc.

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18. SHARE CAPITAL AND RESERVES (continued)

Authorized capital (continued)

On October 29, 2025, the Company issued 750,000 shares at the price of \$0.05 per share to creditors. The shares for debt transaction are pursuant to a debt settlement agreement to settle the outstanding indebtedness of \$37,500.

During the year ended May 31, 2025:

On July 15, 2024, the Company closed the first and second tranche of a non-brokered prospectus offering (the "Offering") through the issuance of 3,000,000 Units at a price of \$0.20 per Unit, for gross proceeds of \$600,000. Each Unit is comprised of one common share of the Company and one common share purchase warrant (a "Warrant"), whereby each Warrant entitles the holder to acquire one common share at an exercise price of \$0.25 per Common Share within 24-months from the date of issuance. No value was allocated to the Warrants based on the residual method.

In connection with the Offering, the Company incurred cash share issuance costs of \$20,497 and issued a total of 92,500 finder's warrants (the "Finder's Warrants") to eligible finders, representing a 5.0% finder's fee on certain subscriptions. Each Finder's Warrant entitles the holder to acquire one Common Share at an exercise price of \$0.25 per common share within 24-months from the date of issuance. The fair value of the finder's warrants were determined to be \$11,638 using the Black-Scholes Option Pricing Model using the following weighted average assumptions: stock price: \$0.21, risk-free rate of 3.92%, expected life of 2 years, volatility factor of 124.58% and dividend yield of Nil.

A portion of the Offering comprising of 150,000 Units was issued to a professional advisor of the Company to partially settle an outstanding debt of \$30,000. 150,000 Units were also issued to a consulting company controlled by the Company's Shareholder, to partially settle an outstanding debt of \$30,000.

On July 24, 2024, the Company issued 35,000 common shares on the settlement of 35,000 previously vested RSUs. As a result, the Company reclassified \$14,525 in RSU reserves to share capital.

On August 22, 2024, \$20,000 of the principal balance of the August 16, 2023 convertible debentures was converted into 142,857 common shares of the Company.

On September 23, 2024, \$20,000 of the principal balance of the August 16, 2023 convertible debentures was converted into 400,000 common shares of the Company.

On September 25, 2024, \$25,000 of the principal balance of the August 16, 2023 convertible debentures was converted into 500,000 common shares of the Company.

On November 5, 2024, \$25,000 of the principal balance of the August 16, 2023 convertible debentures was converted into 500,000 common shares of the Company.

On November 22, 2024, the Company issued 50,000 common shares on the settlement of 50,000 previously vested RSUs. As a result, the Company reclassified \$16,679 in RSU reserves to share capital.

On November 25, 2024, the Company issued 290,000 common shares on the settlement of \$14,500 in outstanding debt for market-making services provided at \$0.05 per share.

On December 03, 2024, the Company issued 500,000 common shares on the settlement of 500,000 previously vested RSUs. As a result, the Company reclassified \$100,000 in RSU reserves to share capital.

Hybrid Power Solutions Inc.

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18. SHARE CAPITAL AND RESERVES (continued)

Authorized capital (continued)

On December 11, 2024, \$25,000 of the principal balance of the August 16, 2023 convertible debentures was converted into 500,000 common shares of the Company.

On December 31, 2024, \$30,000 of the principal balance of the August 16, 2023 convertible debentures was converted into 600,000 common shares of the Company.

On January 10, 2025, \$33,000 of the principal balance of the August 16, 2023 convertible debentures was converted into 660,000 common shares of the Company.

On January 17, 2025 1,219,512 Units were issued to a consulting company controlled by the Company's former Chief Financial Officer, to partially settle an outstanding debt of \$50,000.

On February 10, 2025, the Company issued 1,500,000 common shares on the settlement of 1,500,000 previously vested RSUs. As a result, the Company reclassified \$52,500 in RSU reserves to share capital.

On May 14, 2025, the Company issued 1,272,500 RSU against debt of \$64,000. As a result, the Company reclassified \$82,713 in RSU reserves to share capital.

On May 27, 2025, there was a partial exercise of warrants of 50,000 into \$2,500 at a price of \$0.05 per common share, for each warrant represented.

On May 28, 2025, there was a partial exercise of warrants of 50,000 into \$2,500 at a price of \$0.05 per common share, for each warrant represented.

On May 29, 2024, the Company closed the first tranche of a non-brokered prospectus offering. The Company issued 1,806,000 units (the "Units") of the Company at a price of \$0.30 per Unit for gross proceeds of \$541,800. Each Unit is comprised of one common share of the Company and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire one common share of the Company at an exercise price of \$0.32 per common share until May 29, 2026. The fair value of the Warrants was determined to be \$90,300 using the residual value method with a share price on date of issuance of \$0.25.

In connection with the closing of the first tranche of the non-brokered prospectus offering, the Company paid finders' fees of \$27,427 and issued an aggregate of 91,420 finder's warrants. Each finder's warrant is exercisable for a period of two years from the date of issuance at an exercise price of \$0.32 per share. The fair value of the compensation options was determined to be \$4,571 using the Black-Scholes Option Pricing Model using the following assumptions: stock price: \$0.25, risk-free rate of 4.31%, expected life of 2 years, volatility factor of 123.59% and dividend yield of Nil.

Hybrid Power Solutions Inc.

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18. SHARE CAPITAL AND RESERVES (continued)

Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, May 31, 2024	25,438,786	\$ 0.54
Granted	4,092,500	0.23
Expired	(348,006)	0.24
Cancelled	(9,000,000)	0.000001
Exercised	(100,000)	0.05
Balance, May 31, 2025	20,083,280	\$ 0.38
Granted	28,643,589	\$ 0.09
Expired	(13,090,780)	0.54
Balance, May 31, 2026	35,636,089	\$ 0.09

As of May 31, 2026, the following warrants were outstanding and exercisable:

Outstanding Number of Warrants	Exercisable Number of Warrants	Exercise Price	Expiry Date
2,200,000	2,200,000	\$0.25	July 5, 2026
82,500	82,500	\$0.25	July 5, 2026
3,000,000	-	\$0.000001	Milestones
800,000	800,000	\$0.25	July 15, 2026
10,000	10,000	\$0.25	July 15, 2026
900,000	900,000	\$0.25	February 14, 2027
10,000,000	10,000,000	\$0.06	August 31, 2027
16,914,999	16,914,999	\$0.10	December 29, 2027
200,000	200,000	\$0.10	January 19, 2028
883,750	883,750	\$0.10	January 19, 2028
644,840	644,840	\$0.10	December 29, 2027
35,636,089	32,636,089		

As of May 31, 2026, the weighted average remaining contractual life of outstanding warrants, excluding Management Performance Warrants and Personnel Performance Warrants is 0.88 years (2025 – 0.96).

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18. SHARE CAPITAL AND RESERVES (continued)

Stock Options

During the year ended May 31, 2026 the Company recognized share-based compensation of \$95,395 (2025 - \$438,546) in relation to the grant of its stock options with a corresponding credit to reserves.

On July 15, 2025, the Company granted 500,000 stock options to Jason Miller, at a price of \$0.065 per share, exercisable for a period of two years. The stock options vest over periods starting on the initial grant date July 15, 2025.

The weighted average grant date fair value of the stock options granted during the year ended May 31, 2026, was \$0.34 (2025 - \$0.40) per option. Option pricing models require the use of highly subjective estimates and assumptions including expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates. The fair value of stock options was estimated on the measurement date using the Black-Scholes Option Pricing Model.

The assumptions used to calculate the fair value were as follows:

	May 31, 2026	May 31, 2025
Risk free rate of interest	2.28%	2.73%
Expected life of options	1.5 years	2 years
Exercise price of options	\$0.065	\$0.05
Expected annualized volatility	140%	139%
Expected dividend rate	Nil	Nil

The Company has limited trading history, and therefore expected annualized volatility was determined through the use of comparable companies that are publicly listed.

A summary of the changes in the Company's stock options during the year ended May 31, 2026 are as follows:

	Number of options	Weighted average exercise price
Outstanding, May 31, 2025	4,868,838	0.38
Granted	500,000	0.065
Cancelled	-	-
Outstanding, May 31, 2026	5,368,838	\$ 0.34

As of May 31, 2026, the following options were outstanding:

Options outstanding	Options exercisable	Average Exercise price	Expiry date	Remaining contractual life (years)
5,368,838	4,320,379	\$0.34	November 29, 2028	1.5

Hybrid Power Solutions Inc.

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18. SHARE CAPITAL AND RESERVES (Continued)

Restricted Share Units ("RSUs") (continued)

On November 29, 2023, the Company granted 3,000,000 RSUs to consultants of the Company, which vested immediately.

On November 29, 2023, the Company granted a further 875,000 RSUs to directors and a consultant of the Company. 10% of the RSUs vested immediately and 15% will vest every six months after November 29, 2023.

On November 29, 2023, the Company granted a further 50,000 RSUs to a director of the Company. The RSUs will vest over 24 months subsequent to November 29, 2023, with 25% vesting every 6 months.

The fair value of each RSU was determined to be \$0.33 through estimating the value of one common share issued on closing of the Company's IPO unit offering at \$0.40 per unit.

On December 17, 2023, 1,837,500 of the vested RSUs were settled for 1,837,500 common shares and the related reserves of \$638,603 were reclassified to share capital.

On December 21, 2023, the Company granted a further 100,000 RSUs to a consultant of the Company. The RSUs vested immediately. The fair value of each RSU was determined to be \$0.59, based on the market value of the shares on the grant date.

On March 18, 2024, the Company granted 35,000 RSUs to employees of the Company. The RSUs vested on March 30, 2024. The fair value of each RSU was determined to be \$0.42, based on the market value of the shares on the grant date.

On April 26, 2024, 1,400,000 RSUs previously granted and settled were cancelled. In replacement, 1,378,940 RSUs were granted with 50,000 RSUs vesting immediately on grant, and 50,000 RSUs vesting each year on November 29 until November 29, 2033 when the remaining 878,940 RSUs will vest.

On July 12, 2024, the Company granted 500,000 RSUs to a consultant of the Company. The RSUs vest on November 13, 2024. The fair value of each RSU was determined to be \$0.20, based on the market value of the shares on the grant date.

On January 29, 2026, the Company awarded 66,667 non-assignable RSUs to an employee (2022 Omnibus Equity Incentive Compensation Plan). The RSUs will vest immediately. The Company will redeem the RSUs at the time of vesting. The fair value of each RSU was determined to be \$0.045. On March 9, 2026, the RSU was settled with issuance of 66,667 common shares at \$0.045 per share.

At the discretion of the Board of Directors, RSUs may be settled in equity, cash or a combination of both. The fair value of RSUs, which are settled in equity, are recognized as a share-based payment with a corresponding increase in reserves, over the vesting period.

During the year ended May 31, 2026, the Company recognized share-based compensation of \$85,779 (May 31, 2025 – \$413,595) relating to the vesting of the RSUs with a corresponding credit to reserves.

As of May 31, 2026, the Company had 2,048,940 RSUs outstanding and 586,667 RSUs which had fully vested but have yet to be settled (2025 – 2,048,940 & 345,000 units respectively).

Hybrid Power Solutions Inc.

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18. SHARE CAPITAL AND RESERVES (Continued)

Restricted Share Units ("RSUs") (continued)

A summary of the changes in the Company's RSUs during the year ended May 31, 2026 are as follows:

	Number of Restricted Share Units
Balance, May 31, 2025	2,048,940
Granted	66,667
Settled in common shares	(66,667)
Balance, May 31, 2026	2,048,940

A summary of share-based compensation recognized during the year ended May 31, 2026 and 2025 is as follows:

	May 31, 2026	May 31, 2025
Stock options	\$ 95,395	\$ 544,765
RSUs	85,779	413,595
Reversal on cancelation/forfeiture of unvested awards	-	(760,880)
	\$ 181,174	\$ 197,481

19. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include individuals who have the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. Key management personnel comprise the officers and directors of the Company, as well as an individual related to the CEO.

Remuneration attributed to key management personnel for the year ended May 31, 2026 and 2025 are summarized as follows:

	May 31, 2026	May 31, 2025
Salaries and benefits	\$ 150,000	\$ 150,000
Share-based compensation	93,491	496,961
Related party compensation	124,000	94,000
Total	\$ 367,491	\$ 740,961

As of May 31, 2026, loans payable (Note 12) included:

- \$10,023 (2025 - \$7,384) due from the CEO of the Company to the Company. The loan is non-interest-bearing, unsecured and due on demand.

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19. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

- b) \$222,621 (2025 - \$234,036) due to the CEO of the Company in relation to mortgage proceeds personally received by the CEO and transferred to the Company. The loan is interest bearing at 9.45% per annum and repayable by December 15, 2026;
- c) \$130,000 (2025 - \$126,371) owing under a promissory note due to a corporation controlled by a shareholder. The promissory note bears interest at 15% per annum, is unsecured and is due on the earlier of: (a) August 28, 2025, and (b) the date that the Company completes an equity financing(s) (occurring after the completion of the IPO) for minimum gross proceeds of \$3,000,000;
- d) \$258,233 (2025 - \$204,233) due to a shareholder of the Company. The loan is non-interest-bearing, unsecured and due on demand.

As of May 31, 2026, accounts payable included \$503,734 (2025 - \$441,695) owing to a company controlled by a shareholder. As of May 31, 2026, the Company incurred a total of \$62,039 accrued interest (2025-\$41,063) and professional services of \$Nil (2025- \$100,214) from the company controlled by a shareholder.

20. OTHER INCOME

Other income for the year ended May 31, 2026 and 2025 is summarized in the table below.

		May 31, 2026		May 31, 2025
Interest income		\$ -		\$22,552
Other		33,954		14,422
Total	\$	33,954	\$	36,974

21. INCOME TAXES

Income tax expense varies from the amount that would be computed by applying the basic federal and provincial tax rates to income (loss) from operations before income taxes, shown as follows:

		May 31, 2026		May 31, 2025
Loss before taxes for the year	\$	(2,631,007)	\$	(2,928,841)
Canadian federal and provincial income tax rates		26.50%		26.50%
Expected income tax expense (recovery) based on the above rates	\$	(697,217)	\$	(776,142)
Permanent differences		116,929		69,765
Effect of deductible temporary differences not recognized		580,287		628,230
True-up of prior year taxes		-		68,108
Share Issuance book to Equity		-		10,039
Income tax expense (recovery)	\$	-	\$	-

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21. INCOME TAXES (continued)

For the period ended May 31, 2026, the Company recognized a total income tax recovery of \$Nil (2025 - \$Nil). The income tax recovery consists of the following:

		May 31, 2026	May 31, 2025
Current tax expense (recovery)	\$	-	\$ -
Deferred tax expense (recovery)		-	-
Income tax expense (recovery)	\$	-	\$ -

Deferred income taxes reflect the impact of loss carry forwards and of temporary differences between amounts of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws. The following deferred tax assets and liabilities have not been recognized for accounting purposes:

		May 31, 2026	May 31, 2025
Deferred tax asset	\$	42,010	\$ 73,647
Deferred tax liability		(42,010)	(73,647)
Net deferred tax asset (liability)	\$	-	\$ -

The effect of temporary differences and loss carry forwards that give rise to significant portions of the deferred tax liability, which have not been recognized during the year are as follows:

	May 31, 2025	Recognized in profit and loss	May 31, 2026
Deferred tax asset			
Non-capital losses	\$ 61,890	\$ (39,547)	\$ 22,343
Lease liability	11,758	7,909	19,667
	\$ 73,648	\$ (31,638)	\$ 42,010
Deferred tax liability			
Loans payable	\$ (61,890)	\$ 61,890	\$ -
Right of use asset	(11,758)	(7,909)	(19,667)
Convertible debt	-	(22,343)	(22,343)
	(73,648)	31,638	(42,010)
Net deferred tax liability	\$ -	\$ -	\$ -

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21. INCOME TAXES (continued)

Gross temporary differences and loss carry forwards that give rise to significant portions of the deferred tax asset, which have not been recognized, are approximately as follows:

		May 31, 2026		May 31, 2025
Non-capital losses	\$	12,910,081	\$	10,449,348
Accounts receivable		-		101,817
Loans payable		152,610		76,037
Return and warranty liability		-		76,545
Lease liability		9,371		53,852
Share issuance costs		724,930		981,964
Financing fees		20,691		-
Reserves		62,659		-
Total	\$	13,880,342	\$	11,739,563

As of May 31, 2026, the Company had non-capital losses of approximately \$12,910,081 (2025 - \$10,449,348) that may be available to offset future income for income tax purposes, which begin to expire in 2041.

The Company has the following non-capital losses available to reduce future years' federal and provincial taxable income, which expire as follows:

2041	153,531
2042	933,977
2043	3,647,581
2044	2,860,894
2045	2,872,738
2046	2,441,360
	\$ 12,910,081

Due to the uncertainty of realization of these deductible temporary differences, the tax benefit is not reflected in the consolidated financial statements.

22. CONTINGENCIES

The Company is involved in an ongoing legal proceedings with Treewalk Consulting Inc. ("Treewalk"), controlled by the Company's former CFO, regarding disputed billings and interest charged for CFO and financial reporting services. As of May 31, 2026, the Company continues to dispute the amount charged. Because the outcome cannot be determined at this time, the management has assessed the matter and has not recognized any provision.

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23. SUBSEQUENT EVENTS

On June 10, 2026, the Company completed a non-brokered private placement financing under the listed issuer financing exemption pursuant to Part 5A of National Instrument 45-106 – *Prospectus Exemptions*. The Company issued 33,940,000 units at a price of \$0.05 per unit, for gross proceeds of approximately \$1,697,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at an exercise price of \$0.08 per share for a period of 24 months from the date of issuance.

In connection with the non-brokered private placement, the Company paid cash finder's fees of \$51,660, and issued 1,117,200 broker warrants, each exercisable at \$0.05 per share for a period of 24 months from the date of issuance.

On June 15, 2026, \$50,000 of the principal balance of the August 18, 2025 convertible debentures was converted into 1,000,000 common shares of the Company.

On June 19, 2026, \$100,000 of the principal balance of the August 18, 2025 convertible debentures was converted into 2,000,000 common shares of the Company.

On June 30, 2026, the Company issued 900,000 common shares upon the exercise of 900,000 warrants at a price of \$0.05 per common share, for gross proceeds of \$45,000.

On August 7, 2026, the Company has granted an aggregate of 100,000 stock options to a director of the Company as part of the director's yearly compensation. The options are exercisable at a price of \$0.055 per common share for a term of five years from the date of grant.

In addition, the Company has granted 1,108,000 restricted share units ("RSUs") to employees of the Company as part of its employee compensation plan. The RSUs are subject to the terms of the Company's equity incentive plan and applicable vesting conditions.

On August 27, 2026, the Company received CAD \$245,491 in funding under the December 23, 2024 contribution agreement with the Federal Economic Development Agency for Southern Ontario ("FedDev Ontario") under the Business Scale-Up and Productivity Stream.

On September 18, 2026, the Company issued 12,350,000 units (the "Units") at a price of \$0.05 per Unit for gross proceeds of \$617,500 (the "Closing"). Each Unit consists of one common share in the capital of the Company (a "Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire one additional Common Share at an exercise price of \$0.06 for a period of 24 months from the closing date of the Offering. The Warrants are subject to an acceleration clause whereby, if, on any 20 consecutive trading days occurring after four months and one day has elapsed following the Closing, the closing sales price of the Common Shares as quoted on the Canadian Securities Exchange ("CSE") is greater than a weighted average price of \$0.15 per Common Share, the Company may accelerate the expiry date of the Warrants by issuing a news release, in which case the Warrants will expire on the 30th day after the date of such news release.

In connection with the Offering, the Company paid aggregate cash finder's fees of \$15,000 to arm's length finders and issued an aggregate of 300,000 finder warrants (the "Finder Warrants"). Each Finder Warrant entitles the holder thereof to acquire one Common Share at a price of \$0.06 for a period of 24 months from the Closing.

On September 23, 2026, the Company repaid the remaining \$350,000 balance of the convertible debt in cash. As a result, the convertible debt was fully settled.