Hybrid Power Solutions Inc.
Management Discussion and Analysis
For the three months ended August 31, 2026
(Expressed in Canadian Dollars)

The following management discussion and analysis (MD&A) of the Company's financial condition and results of operations for the three months ended August 31, 2026, should be read in conjunction with the condensed consolidated interim financial statements for the three months ended August 31, 2026, and 2025, and the audited consolidated financial statements for the years ended May 31, 2026 and 2025.

The date of this management's discussion and analysis ("MD&A") is October 29, 2026. Unless otherwise indicated, all financial data in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee. This MD&A has been prepared pursuant to the disclosure requirements under National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators.

All currency amounts are expressed in Canadian dollars, unless otherwise noted.

This MD&A was approved by the Directors on October 29, 2026.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation ("forward-looking information"). Such forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under "risks and uncertainties" in this MD&A. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is given as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking information.

NON-IFRS MEASURES

Certain financial measures used in this MD&A make reference to certain non-IFRS measures. These non-IFRS measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing a further understanding of results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of the financial information of the Company reported under IFRS. Earnings before interest, taxes, depreciation, and amortization ("EBITDA") should not be construed as alternatives to net income/loss determined in accordance with IFRS. EBITDA

does not have any standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other issuers.

OVERALL PERFORMANCE

NATURE OF BUSINESS

Hybrid Power Solutions Inc. (the "Company") was incorporated on December 7, 2015, under the laws of Ontario, and continued into British Columbia under the Business Corporations Act (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 located in Toronto, Ontario. HPS Solar Inc., a wholly owned subsidiary of the Company, was incorporated under the laws of Ontario on March 17, 2022.

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 now also listed on the Over-the-Counter Quotation Board ("OTCQB") exchange under the symbol HPSIF and Frankfurt Stock Exchange ("FSE") under the symbol E092.

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.

OPERATIONAL UPDATES

During the three months ended August 31, 2026, and subsequently:

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

On September 18, 2026, the Company issued 12,350,000 units (the "Units") at a price of CAD $0.05 per Unit for gross proceeds of CAD $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 CAD $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 CAD $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 CAD $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 CAD $0.06 for a period of 24 months from the Closing.

On August 18, 2026, The Company has requested that the Debenture holder agree to a limited extension of the Original Maturity Date from August 18, 2026 to September 18, 2026 (the "Extended Maturity Date") in order to allow the Company to complete its ongoing financing and working-capital initiatives. In consideration of the Extension, the Company has paid to the Debenture holder a one-time all-inclusive fee of $10,000 (the "Extension Fee"), which the fee was in full satisfaction of all consideration for the Extension and all interest that would otherwise accrue on the Remaining Principal during the Extension Period.

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 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 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 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 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.

As of May 31, 2026, the Company had 104,029,950 (May 31, 2025 – 85,214,534) shares outstanding. On March 9, 2026, the Company granted 66,667 non-assignable RSUs to an employee (2022 OMNIBUS EQUITY INCENTIVE COMPENSATION PLAN). The RSUs vested 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, as part of the Life Offering Financing for gross proceeds of approximately $53,025. 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.

In connection with the Life Offering Financing, the Company paid cash finder's fees of approximately $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 financing are intended to be used for company operations, product and research and development, sales growth initiatives, marketing, and general corporate and administrative purposes.

On December 29, 2025, the company closed another tranche of Life Offering Financing for gross proceeds of $12,000 from the sale 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.

On December 29, 2025, the company closed first tranche of Life Offering Financing for gross proceeds of $1,014,899.94 from the sale of 16,914,999 units ("Unit") of the Company at a price of $0.06 per Unit (the "Life Offering") under the Listed Issue Financing Exemption.

● Each Unit will consist of one Common share in the capital of the Company (a "Share") and one whole common share purchase warrant (a "Warrant");

● Each whole Warrant will be exercisable to acquire one Share at an exercise price of $0.10 per Share for a period of 24 months from the date of issuance, subject to the following acceleration right.

On October 8, 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.

On July 15, 2025, the Company granted 500,000 stock options to an arm's length party at a price of $0.065 per share, exercisable for a period of two years. The stock options vested starting on the initial grant date July 15, 2025.

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 and 20,000 warrants for an aggregate original principal amount of $500,000;

● 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 from August, 2025;

● 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 $0.05;

● Each Warrant entitles the holder thereof to acquire one Common Share at an exercise price of $0.06 (the "Exercise Price") at any time up to 2 years following the Closing Date. In the event the Company issues additional warrants at a price lower than the Exercise Price, the Exercise Price will be adjusted down to that same price.

OVERALL PERFORMANCE

Summary of Financial and Operating Results

For the Three Months Ended August 31, 2026 and 2025

Selected financial information has been summarized from the Company's consolidated financial statements for the three months ended August 31, 2026 and 2025:

	Three months ended August 31,	
	2026	**2025**
Revenue	$ 630,383	$ 298,926
Cost of sales	(567,530)	(276,689)
Operating expenses	(806,985)	(668,159)
Other expenses	(272,090)	18,235
Net loss and comprehensive loss	(1,016,223)	(627,687)
Loss per share – basic and diluted	(0.01)	(0.01)

Revenue

For the three months ended August 31, 2026, the Company generated total revenues of $630,383, an increase of $331,457 compared to revenues of $298,926 for the three months ended August 31, 2025. Revenue for the three months ended August 31, 2026, consisted of the sale and in some cases selling of products including solar panels, portable battery systems, and other energy related products, and franchise revenues. Revenues from the sale of products increased from $290,776 during the three months ended August 31, 2025, to $622,233 during the three months ended August 31, 2026 as a result of high-value units sold in the current period. The Company is continuing to focus its efforts on the development, and manufacturing of direct-to-consumer cleantech products and formation of its franchise business run under the Company's subsidiary HPS Solar Inc. The Company's franchise business consists of a franchise network of solar power installers that operate under the Company's trademark and offer the sale of the Company's products. During the three months ended August 31, 2026, the Company generated a total of $8,150 in franchise fee revenues.

Cost of Sales and Gross Profit

For the three months ended August 31, 2026, the Company's costs of sales and gross profit were $567,530 and $62,852, respectively, compared to $276,689, and $22,237 for the three months ended August 31, 2025. The gross profit margin increased from approximately 7% for the three months ended August 31, 2025, to

approximately 10% for the three months ended August 31, 2026. An improved gross profit margin was realized for the three months ended August 31, 2026 mainly due to the high- valued units sold, which allowed fixed production and operating costs to be spread over a larger revenue base.

Other income (expenses)

Other income (expenses) for the three months ended August 31, 2026 and 2025 were $(272,090) and $18,235, respectively. This increase was primarily attributable to higher accretion expense, loss on the sale of building and equipment, higher interest expense and loss from the revaluation of the derivative liability, partially offset by higher government assistance compared to the same period in the prior year.

Operating Expenses

Operating expenses for the three months ended August 31, 2026 and 2025, are summarized as follows (in Canadian Dollars):

For the three months ended August 31,	**2026**	**2025**	**Change $**	**Change %**
Advertising expense	18,646	2,932	15,714	536%
General and administrative	177,059	108,695	68,364	63%
Salaries and benefits	366,410	313,317	53,093	17%
Professional fees	143,215	138,302	4,913	4%
Research and development	19,099	18,182	917	5%
Share-based compensation	82,557	86,731	(4,174)	(5) %
Total operating expenses	**$ 806,985**	**$ 668,159**	**$ 138,826**	**21%**

For the three months ended August 31, 2026, total expenses increased by $138,826 compared to the same period in the prior year. The increase is largely a result of the increase in the advertising fees, Salaries and benefits and General and administrative expenses incurred during the three months ended August 31, 2026, which was partially offset by the decrease in Share-based compensation.

Advertising expense increased by $15,714 from $2,932 for the three months ended August 31, 2025, to $18,646 for the three months ended August 31, 2026. The increase was primarily attributable to fees incurred for market-making services and advertising activities to promote brand awareness during the current period.

General and administrative expenses increased by $68,364 compared to the same period of the prior year. The increase was due to an increase in bad debt provision, business travel, automobile costs, telephone & internet dues and subscriptions, rent, repairs & maintenance which was further offset by the decrease in depreciation, bank fees, insurance, education and training during the current period.

Salaries and benefits increased by $53,093 from $313,317 for the three months ended August 31, 2025, to $366,410 for the three months ended August 31, 2026. The increase was a result of combination of employee turn-over and pay raised of some of the employees.

Professional fees increased by $4,913 from $138,302 for the three months ended August 31, 2025, to $143,215 for the three months ended August 31, 2026. The increase was primarily attributable to outsourced services incurred during the current period which was further offset by the lower audit fee provision.

Assets

Total assets as of August 31, 2026 and May 31, 2026, were $2,958,009 and $2,068,507, respectively.

The increase in total assets of $889,502 was primarily due to increases in Inventory, cash, and accounts receivable. The decrease in property and equipment from $243,726 on May 31, 2026, to $131,375 on August 31, 2026, was primarily due to disposal of assets and amortization. Inventory increased from $622,165 on May 31, 2026, to $1,168,987 on August 31, 2026, which was due to purchasing materials for production to cater higher demand. The increase in prepaid expenses from $145,935 on May 31, 2026, to $334,127 on August 31, 2026, was primarily due to the company incurring prepaid deposits, prepaid inventory, professional fees and insurance costs.

Liabilities

The total long-term liabilities as of August 31, 2026 and May 31, 2026, were $1,419,443 and $1,289,493 respectively. The increase in long-term liabilities was primarily due to an increase in the long-term portion of the loans obtained.

Shareholder's deficiency

As at August 31, 2026, the Company had a shareholder's deficit of $1,865,425, compared to $2,811,929 as at May 31, 2026. The improvement in shareholders' equity was primarily attributable to an increase in share capital and reserves of $1,962,726 during the three months ended August 31, 2026, partially offset by the net loss incurred during the period.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected financial information from the Company's unaudited condensed consolidated interim financial statements for the most recent eight quarters:

Quarter Ended	Total Revenue ($)	Comprehensive Loss ($)	Net Loss ($)	Basic and Diluted Loss per Share ($)
August 31, 2026	630,383	1,016,223	1,016,223	0.01
May 31, 2026	886,333	369,467	369,467	0.00
February 28, 2026	488,308	762,027	762,027	0.01
November 30, 2025	279,445	871,826	871,826	0.01
August 31, 2025	298,926	627,687	627,687	0.01
May 31, 2025	109,846	506,523	506,523	0.01
February 28, 2025	619,539	739,734	739,734	0.01
November 30, 2024	1,033,133	559,914	559,914	0.01

During the three months ended August 31, 2026, the comprehensive loss increased by $646,756 as compared to the three months ended May 31, 2026 as a result of decreased revenue, increased accretion expense, interest expense, loss on sale of property and equipment and loss on revaluation of derivative liability.

During the three months ended May 31, 2026, the comprehensive loss decreased by $392,560 as compared to the three months ended February 28, 2026 as a result of increased revenue.

During the three months ended February 28, 2026, the comprehensive loss decreased by $109,798 as compared to the three months ended November 30, 2025. This decrease was mainly due to increase in total revenue of $208,863, the decrease in operating expenses and gain on revaluation of derivative liability.

During the three months ended November 30, 2025, the comprehensive loss increased by $244,138 as compared to the three months ended August 31, 2025. This increase was mainly due to the increase in operating expenses and loss on revaluation of derivative liability and decreased revenue.

During the three months ended August 31, 2025, the comprehensive loss increased by $121,165 as compared to the three months ended May 31, 2025 as a result of increased operating expenses.

During the three months ended May 31, 2025, the comprehensive loss decreased by $233,212 as compared to the three months ended February 28, 2025 as a result of decreased operating expenses.

During the three months ended February 28, 2025, the comprehensive loss increased by $179,820 as compared to the three months ended November 30, 2024 as a result of decreased revenue.

LIQUIDITY AND CAPITAL RESOURCES

Working capital deficiency

As of August 31, 2026, the Company had a shareholders' deficiency of $1,865,425 and a working capital deficiency of $730,796, compared to a shareholders' deficiency of $2,811,929 and a working capital deficiency of $1,853,561 as of May 31, 2026.

The working capital deficiency decreased by $1,122,765, from $1,853,561 as at May 31, 2026, to $730,796 as at August 31, 2026. This improvement was primarily attributable to an increase in current assets of $935,813, driven by higher inventory and accounts receivable balances, and a decrease in current liabilities of $186,952.

Cash Flows

A summary of cash flows for the three months ended August 31, 2026 and August 31, 2025 is as follows:

Three months ended August 31,		**2026**		**2025**		**Change**
Operating activities	$	(1,719,641)	$	(559,929)	$	(1,159,713)
Investing activities		2,343		(1,180)		3,523
Financing activities		1,786,970		678,345		1,108,625
Increase (decrease) in cash	**$**	**69,672**	**$**	**117,236**	**$**	**(47,565)**

Cash flows used in operating activities increased by $1,159,713, from $559,929 in 2025 to $1,719,641 in 2026. The increase in cash was primarily driven by working capital invested into inventory ($546,823), accounts receivable ($268,802), and prepaid expenses ($188,191) which were partially offset by warranty obligations ($6,569) and contract costs ($2,389).

Cash flows from investing activities increased by $3,523, primarily due to the proceeds of $30,000 from the sale of property and equipment, partially offset by purchases of furniture and fixtures, equipment and cost of upgrade of ERP system of $27,657 during the current period.

Cash flows from financing activities increased by $1,108,625, which is primarily due to the net proceeds from loans of $103,076 and share issuances after share issuance costs of $1,686,840, compared to no share issuance proceeds in the prior-year period.

RELATED PARTY DISCLOSURES

The Company defines its related parties as its key members of management, companies controlled by its key members of management, and family members of its key members management. Key management consists of the Directors and Officers who are responsible for planning, directing, and controlling the activities of the Company.

Related party transactions and balances

Remuneration attributed to key management personnel for the three months ended August 31, 2026 and 2025, are summarized as follows:

		August 31, 2026		August 31, 2025
Salaries and benefits	**$**	**37,500**	**$**	**37,500**
Share-based compensation		26,850		-
Related party compensation		**31,000**		**28,000**
Total	**$**	**95,350**	**$**	**65,500**

For the three months ended August 31, 2026, the Company paid salaries and benefits of $37,500 (2025 – $37,500) to Francois Byrne, the Chief Executive Officer and a shareholder of the Company, and $25,000 (2025 – $25,000) to a family member of a member of key management and $6,000 director fee for the company's directors.

As of August 31, 2026, loans payable included $22,523 (August 31, 2025 - $7,384) due from Francois Byrne, the CEO and a shareholder of the Company.

As of August 31, 2026, loans payable included $162,753 (August 31, 2025 - $231,327) 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 will be renewed yearly by December 15.

As of August 31, 2026, loans payable included $130,000 (August 31, 2025 - $130,000) owing under a promissory note due to 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.

As of August 31, 2026, loans payable included $232,203 (August 31, 2025 - $204,233) due to Marie-Claude Renaud, a shareholder of the Company.

As of August 31, 2026, accounts payable included $523,107(August 31, 2025 - $446,873 owing to a Company controlled by the former CFO for services provided in the previous periods. The Company incurred a total of $19,373 from a shareholder for accrued interest fees for three month ended August 31, 2026 (August 31, 2025 - $5,179).

USE OF JUDGMENTS, ESTIMATES AND ASSUMPTIONS

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 financial

statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The 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.

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.

Income taxes

Income 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).

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 August 31, 2026.

Government assistance

Government assistance is recognized in the statement of loss and comprehensive loss over the periods in which the Company recognizes as expenses the related costs for which the assistance is intended to reimburse.

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:

Property and equipment – useful lives

The Company estimates the useful lives and selects methods used to allocate amortization 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.

Provision for expected credit losses (ECL)

For trade receivables and contract assets, 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 expected credit loss, management takes into account historical experience, current collection trends, age of receivables and when warranted and available, the financial condition of specific counterparties.

Sales returns and warranty

Revenue is recorded net of discounts. The Company provides a 30-month commercial or 60-month standard warranty on its products and a 30-day return period on unused and unopened products. The Company also offers a 30-month warranty on its Batt Pack Energy, Batt Pack Pro, Jupiter and Spark products. An allowance is made for warranty claims based on estimated expenditures in the remaining warranty period as well as estimated returns.

Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in leases where it is the lessee. As such, it uses its Incremental Borrowing Rate ("IBR") to measure 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.

Leases – Estimating the lease term

The Company assesses the lease term based on the conditions of the lease and determines whether it will extend the lease at the end of the lease contract or exercise an early termination option. When it is reasonably certain that the extension or early termination options will be exercised, the Company determines the lease to be the lesser of the original lease term, the original lease term plus the extension option, or the remaining lease term assuming exercise of the early termination option. Extension of the lease or exercise of an early termination option could affect future results.

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 considered 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.

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.

SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of the Company's unaudited condensed consolidated interim financial statements are consistent with those applied and disclosed in Note 3 to the Company's audited financial statements for the year ended May 31, 2026.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

There is no material proposed transactions as at the date of this MD&A.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Basis of Fair Value

	Level		August 31, 2026		May 31, 2026
FINANCIAL ASSETS					
FVTPL					
Cash	1	$	304,172	$	234,500
Other assets, at amortized cost					
Accounts and royalty receivables			861,665		735,485
Total financial assets		**$**	**1,165,837**	**$**	**969,985**

	Level		August 31, 2026		May 31, 2026
FINANCIAL LIABILITIES					
Other liabilities, at amortized cost					
Accounts payable and accrued liabilities			1,986,771		2,004,749
Convertible debentures			350,000		417,507
Derivative Liability	**3**		295,542		272,009
Loans payable			1,978,040		1,947,961
Total financial liabilities		$	**4,610,353**	$	**4,642,226**

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company uses judgment to select the methods used to make certain assumptions and in performing the fair value calculations in order to determine (a) the values attributed to each component of a transaction at the time of issuance; (b) the fair value measurements for certain instruments that require subsequent

measurement at fair value on a recurring basis; and (c) for disclosing the fair value of financial instruments subsequently carried at amortized cost. These valuation estimates could be significantly different because of the use of judgment and the inherent uncertainty in estimating the fair value of these instruments that are not quoted in an active market.

The carrying value of the Company's financial instruments approximate their fair values due to their short-term maturities. Cash is measured at fair value on a recurring basis.

RISKS

Limited Operating History

The Company is subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered during these early stages of operations.

Limited Business History

The Company has not had any history of earnings; has not paid any dividends and it is unlikely that the Company will pay any dividends in the immediate or foreseeable future. The Company will generate earnings in the near future. The success of the Company will depend entirely on the expertise, ability, judgment, discretion, integrity and good faith of its management.

The Company has limited financial resources and there is no assurance that additional funding will be available to the Company for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such an event, the probability of a profitable resale of the Common Shares would be diminished.

Research and Development Activities

It is important for the Company to continue to invest steadily in research and development. However, because the Company will compete in a constantly evolving market, it may pursue research and development projects that do not result in viable commercial products. Any failure to translate research and development expenditures into successful new product introductions could have an adverse effect on the Company's business.

Technical Risks

Technical risks are inherent in the development process, in that an immature technology could present unexpected challenges that exceed the planned time or money to overcome. There can be no guarantee that the Company will be able to overcome technical risks.

Inability to Protect Intellectual Property

The Company owns certain material intellectual property which is not yet registered. The Company may file patent, trademark and copyright applications in the United States, Canada and in other foreign countries as part of its strategy to protect its intellectual property. However, these registrations may provide only limited protection of the Company's intellectual property.

The Company considers its rights to its products, know-how and trade secrets, to represent a significant portion of its net assets. The Company has, therefore, utilized a combination of security measures, confidentiality policies, contractual arrangements to protect its proprietary formulations and other valuable trade secrets. The Company may be unable to obtain registrations for its intellectual property rights for various reasons, including refusal by regulatory authorities to register trademarks or other intellectual property protections, prior registrations of which it is not aware, or it may encounter claims from prior users of similar intellectual property in areas where it operates or intends to conduct operations. There can be no assurances that any steps taken by the Company to protect its intellectual property will be adequate to prevent misappropriation or independent third-party development of the Company's intellectual property.

Product Errors or Defects

Errors or defects in the Company's products could result in losses to the Company's customers or users. The Company's customers and users may seek significant compensation from us for any losses they suffer or cease conducting business with us altogether. Furthermore, a customer or user could share information about bad experiences on social media, which could result in damage to the Company's reputation and loss of future revenue. There can be no assurance that any actions we take in an attempt to limit the Company's exposure to claims would work as expected or be adequate or would otherwise protect us from liabilities or damages with respect to any particular claim. Even if not successful, a claim brought against us by any of the Company's customers or users would likely be time-consuming and costly to defend.

Manufacture or Design Defects

Our products may contain defects in design and manufacture that may cause them not to perform as expected or that may require repair. The Company offers a six-month commercial warranty or twelve-month standard warranty. The Company also offers a two year or 500 cycle warranty on its batteries, whichever comes first.

Unpredictability of Contract Procurement

The Company relies on the continued procurement of contracts to sustain its revenues. Significant fluctuations in the procurement of contracts may occur due to several factors, including decreased demand, supply chain deficiencies, unpredictability of the timing of development, and inability to find third party buyers in a timely manner, on favorable terms and conditions, or at all. If the Company does not obtain any projects or the number of contracts decreases substantially, this would have a material adverse effect on the Company's profitability, results of operations and financial condition.

Contractual Risk

The Company is a party to various contracts, and it is always possible that the other contracting parties may not fully perform their obligations. Any dereliction of contractual duties could and may have a material adverse effect on the Company's ability to generate revenue.

Operating Risk and Insurance Coverage

The Company intends to obtain insurance to protect its assets, operations and employees. While the Company believes insurance coverage can adequately address all material risks to which it may be exposed and is adequate and customary in its current state of operations, such insurance is subject to coverage limits and exclusions and may not be available for all risks and hazards to which the Company is exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations and financial condition could be materially adversely affected.

Additional Financing

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its current business strategy. The Company intends to fund its business objectives by way of additional offerings of equity and/or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. The Company will require additional financing to fund its operations until positive cash flow is achieved.

Achieving our projected development goals in the announced and expected time frames

From time to time, the Company sets goals for, and makes statements regarding, the expectations and timing of the accomplishment of certain objectives that are material to our success. The actual timing of these events can vary dramatically. If the Company fails to achieve one or more of these milestones as planned, there is a risk that the Company's operations, financial condition and the price of the Company's Common Shares could be materially adversely affected. In the past, following periods of volatility in the market price of public company securities, shareholders have often instituted class action securities litigation against those companies. There is a risk that the Company could be subject to such litigation.

Brand Image, Reputation and Marketing Initiatives

Any adverse publicity concerning marketing practices, market trends or consumer dissatisfaction relating directly to the Company or relating to the any of the clean energy industry as a whole may damage the Company's corporate reputation and brand image, undermine customer confidence and reduce long-term demand for its products.

The impact of adverse publicity on the Company's operations may be magnified due to the rapidly changing media environment. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative information about the Company, its brand(s) or products on social and digital media, whether valid or not, could seriously damage its brand(s) and reputation quickly, forcing the Company to actively respond to (and curtail to the extent possible) negative feedback received. If the Company is unable to manage its digital activities and interactions, its product sales, financial condition and operating results could be materially and adversely affected.

The success of the Company's sales and marketing initiatives and practices may be subject to risk, including uncertainties about consumer acceptance, current inventory levels and the ability to communicate key brand and corporate messages to digital audiences. The success of these initiatives is also subject to potential restrictions on product marketing via extensive government regulations and product specific policies. Furthermore, consumers and competitors may challenge certain marketing materials and practices by claiming, among other things, false and misleading advertising. A significant claim of judgement against the Company could result in monetary damages and limit the Company's ability to maintain sales and marketing practices and negatively impact its profitability. Even if such a claim is unsuccessful or unwarranted, the negative publicity surrounding such assertions could negatively impact the Company's business operations.

Competition

The Company's primary competitors have greater substantial financial, marketing and production resources; the Company may not have access to such a wide breadth of resources and therefore it may be unsuccessful in competing against current and future competitors. These competitors have diversified portfolios and likely benefit from greater economies of scale due to their size and global manufacturing capabilities. The Company may also face competition from new and emerging businesses that may enter its existing or future markets.

Many of the Company's competitors and potential competitors have longer operating histories, greater brand recognition and loyalty, facilities devoted to research and development, a larger customer base as well as operations dedicated towards identifying consumer preferences, strong industry relationships with both customers and distributors, as well as significantly greater financial, sales, marketing, manufacturing, distribution, technical, and other resources than the Company has. As a result, they may be able to respond more quickly to customer requirements and devote greater resources towards price-based promotional activities better than the Company can. These competitors may also be able to adapt more quickly to new or emerging technologies and standards and may be able to deliver services that are comparable or superior to that of the Company's services at a far more reduced rate. Such pressures may also restrict the Company's ability to increase prices in response to commodities such as ingredients and equipment, wages and other applicable cost increases. If the Company is unable to compete effectively, its financial condition and operating results may suffer.

Negative Cash Flows from Operations

For the three months ended August 31, 2026, the Company sustained net losses of $1,016,223 and had negative cash flow from operating activities of $1,719,641. The Company continues to have negative operating cash flow. It is possible the Company may have negative cash flow in any future period and as a result, the Company may need to use available cash, including proceeds from the Offering and any future financings to fund any such negative cash flow.

Decreased Demand for the Company's Products

Demand for the Company's products will depend on consumer preferences and how successfully the Company can predict, identify and interpret the preferences and habits of consumers, and to offer products that appeal to their preferences, including concerns regarding product attributes and ingredients at a competitive cost. If the Company does not accurately predict shifts in consumer preferences or fails to introduce new and improved product offerings, sales could decline. In addition, due to the immense competition within the industry, it is imperative the Company is able to offer an array of products that

satisfy the broad spectrum of consumer preferences. If the Company fails to expand their product offerings successfully across product categories or is unable to rapidly develop products in faster growing and more profitable categories, demand for its products will decrease and profitability could suffer.
Additionally, the willingness of consumers to purchase portable battery products depends in part on local economic conditions. The Company must anticipate market trends and the price, performance and functionality requirements of current and potential future customers and must successfully adapt its product offerings to meet these requirements. Failure to do so will have a negative adverse effect on the Company.

There are well documented market trends which suggest demand from consumers shifting from basic to premium products. Customers interested in portable power products are looking for mobile power that is easy to use and maintain but offers the power and portability found in gas generators with the advantages offered by all electric systems. The residential solar market is looking for an easy to operate, attractive power system that can serve not only as a backup power system but also as a way to reduce power costs. While the Company's new products appear to address these demands, it is not possible to predict the level of success that these new products will have in the market. Failure to penetrate these markets in a successful and timely manner will have a negative adverse effect on the Company.

Demand for Solar Power

The Company may be adversely affected by volatile solar energy market and industry conditions, specifically the demand for the Company's products and services may decline. The solar energy market and industry may from time-to-time experience oversupply, which may adversely affect the Company. Oversupply conditions across the value chain can put pressure on average selling prices, resulting in lower revenue for many industry participants, including the Company. If the supply of solar systems grows faster than demand, demand and the average selling price for our products could be materially and adversely affected.

The solar power market is still at a relatively early stage of development and future demand for solar power products and services is uncertain. Market data for the solar power industry is not as readily available as for more established industries, where trends are more reliably assessed from data gathered over a longer period.
Many factors may affect the viability of solar power technology and the demand for solar power products, including:

- the cost-effectiveness, performance and reliability of solar power products and services, including the Company's solar power projects compared to conventional and other renewable energy sources and products and services;
- the availability of government subsidies and incentives to support the development of the solar power industry;
- the availability and cost of capital, including long-term debt and tax equity, for solar power projects;
- the success of other alternative energy technologies, such as wind power, hydroelectric power, geothermal power, and biomass fuel;
- fluctuations in economic and market conditions that affect the viability of conventional and other renewable energy sources, such as increases or decreases in the prices of oil, gas and other fossil fuels;
- capital expenditures by end users of solar power products and services, which tend to decrease when the economy slows; and
- the availability of favorable regulation for solar power within the electric power industry and the broader energy industry.

If solar power technology is not suitable for widespread adoption or if sufficient demand for solar power products and services does not develop or takes longer to develop than anticipated, this may be a material adverse effect on the Company's profitability, results of operation and financial condition.

Reliance on Industry Suppliers and Manufacturers

In order to continue executing its business strategy, the Company will rely on third party suppliers to provide certain goods necessary to enable the Company to manufacture, package and distribute its products, in particular key raw materials and necessary packaging materials. The Company may be unable to arrange for the manufacture of its products in a timely fashion, or at all, if any of its suppliers should cease or interrupt production or otherwise fail to supply the Company, or if certain supply agreements are suspended, terminated or otherwise expire without renewal, the Company's activities and results could be materially adversely affected. The Company's ability to deliver according to market demands and contractual commitments depends significantly on obtaining a timely and adequate supply of materials, equipment components (when and if necessary), production capacity and other vital offerings and solutions on competitive terms.

Access to and Cost of Raw Materials

The Company is dependent on a sufficient supply of raw materials and any ingredients that are required to meet current and future customer demand for the Company's products. These materials are necessary for the commercial production of the Company's various product offerings. Variations in supply and demand of these materials at global or regional levels, weather conditions, regulatory changes, geopolitical events and an outbreak of a virus could substantially impact the price and availability of both, raw materials and materials needed to package the Company's products, which could result in loss of sales or claims against the Company as well as adversely affect its brand and reputation. Profitability of the Company is sensitive to fluctuations in wholesale prices of these raw materials as well as other factors such as energy, fuel, equipment, labour and shipping costs and other market conditions, all of which are external factors, beyond the Company's control.

RISK MANAGEMENT

The Company is exposed, through its operations, to the following financial risks:

a) Market Risk
b) Credit Risk
c) Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies, and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

The directors and officers have overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The directors and officers review the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them from previous reported periods unless otherwise stated in the note.

The overall objective of the directors and officers is to set policies that seek to reduce risk as much as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

a) Market Risk

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

(i) Foreign Currency 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 large 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 trade receivables, accounts payable and accrued liabilities. A change of 1% in the U.S./CDN exchange rate would not have had a material impact on the net loss.

(ii) 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. 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.

b) 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 three months ended August 31, 2026, the Company recorded $65,733 in bad debt expense (August 31, 2025 – $7,241).

The following table provides disclosures about credit risk exposure and expected credit losses on individual trade receivables as at August 31, 2026:

August 31, 2026

	Aging Bucket					
	Current	**Overdue 1-30 days**	**Overdue 31-60 days**	**Overdue 61-90 days**	**Overdue 91+ days**	**Total**
Gross carrying amount	149,701	199,545	34,676	175,510	395,888	955,319
Loss allowance	(1,497)	(3,991)	(1,387)	(14,041)	(81,512)	(102,427)
Net	148,204	195,554	33,289	161,469	314,376	852,891
ECL rate	1%	2%	4%	8%	21%	11%

May 31, 2026

	Aging Bucket					
	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
Loss 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%	-	8%	15%	5%

The continuity of expected credit losses ("ECL") is summarized in the table below:

		Three months ended August 31, 2026		Year ended May 31, 2026
Balance, beginning	$	**36,695**	$	118,748
Additions to ECL allowance recognized during the period/year		**65,733**		42,015
Write offs		-		(124,068)
Ending ECL	**$**	**102,427**	**$**	36,695

c) 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 has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. Historically, the Company's sources of funding have been through loans, and loans from the CEO and a shareholder of the Company. The Company's access to financing is uncertain. There can be no assurance of continued access to significant debt or equity funding. The following table displays the Company's ageing undiscounted obligations.

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

	Less than one year	**One to two years**	**Two to three years**	**More than three years**	**Total**
Accounts payable and accrued liabilities	1,986,771	-	-	-	1,986,771
Convertible debentures	350,000	-	-	-	350,000
Derivative Liability	295,542	-	-	-	295,542
Lease contract liabilities	16,580	16,580	12,140	47,606	92,907
Loans payable	536,627	192,712	434,412	1,525,863	2,689,614
	3,185,520	209,293	446,552	1,573,469	5,414,834

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 contract liabilities	18,736	18,736	16,227	43,538	97,237
Loans payable	631,850	97,673	410,856	1,434,387	2,574,767
	3,440,166	116,409	427,083	1,477,925	5,461,583

OUTSTANDING SHARE DATA

	August 31, 2026	May 31, 2026	As of October 29, 2026
Common shares	142,977,950	104,029,950	155,327,950
Restricted share units	2,048,940	2,048,940	2,048,940
Warrants	63,700,789	35,636,089	76,350,789
Options	5,468,838	5,368,838	5,468,838