ALKALINE FUEL CELL POWER CORP.

Management’s Discussion and Analysis

For the year ended December 31, 2021
Date of this report and forward-looking statements

This management's discussion and analysis (“MD&A”) provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the year ended December 31, 2021, compared to the year ended December 31, 2020. This report prepared as at March 31, 2021 intends to complement and supplement our consolidated financial statements (the “financial statements”) as at December 31, 2021. Readers are also advised to read the Company’s audited financial statements (the “financial statements”) and accompanying notes for the year ended December 31, 2021, (the “financial statements”), which have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

Our financial statements have been prepared using accounting policies consistent with IFRS. All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

Where we say “we”, “us”, “our”, the “Company” or “AFCP”, we mean Alkaline Fuel Cell Power Corp., as it may apply.

This MD&A may contain “forward-looking statements” which reflect the Company’s current expectations regarding future results of operations, performance and achievements of the Company. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as “anticipate,” “believe,” “estimate,” “expect” and similar expressions. The statements reflect the current beliefs of the management of the Company and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance or achievements of the Issuer to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Overall Performance

The Company is a renewable energy technology company engaged in the development of renewable energy and fuel cell technology. On July 16, 2021, the Company’s common shares were listed for trading on the NEO Exchange Inc. (“NEO”) under the symbol PWWR. The Company was able to gain access to sufficient capital through recent private placements. The Company has begun operations in Europe and recently formed Fuel Cell Power NV and Fuel Cell s.r.o, its operating subsidiaries which reside in Belgium and the Czech Republic, respectively.

The AFCP system offers fuel cell power generation potential with low implementation costs not seen by industry to date and does not require combustion, which leads to zero emissions with pure water as the only by-product. The solution represents a clean electrical power conversion/generation system akin to a small power station that provides electricity and an equivalent amount of heat for various purposes. With a virtually silent process and no vibration, and a compact size equivalent to conventional modern natural gas boilers, the AFCP solution is ideal for residential use as a boiler replacement.

Our target markets include those where there is a requirement for small-scale power and heat such as individual households, apartment buildings, office spaces and small commercial spaces with a power requirement of less than 50kW, and access to a hydrogen feed line. The AFCP fuel cell's compact size, virtually silent operation and zero emissions output make it ideally suited for the domestic environment, offering a clean alternative to conventional modern natural gas boilers. In the UK alone, heating represents an estimated 40% of that country's energy consumption with approximately 14% of GHGs being emitted from homes; a similar emission level to that from cars in the UK.
Overall Performance (continued)

The AFCP system is expected to be delivered in a compact, containerized format that will allow for ease of scalability to accommodate higher output capacities and represents a cleaner alternative energy source for domestic and commercial buildings across Europe. With hydrogen serving as the power source, AFCP’s New System offers benefits to decarbonise industrial processes, reduce greenhouse gas emissions and offer a cleaner energy solution. Hydrogen has the potential to serve as a feedstock, a fuel or energy, and offers numerous potential uses with zero CO2 emissions. These factors also make hydrogen essential to support the European Union’s commitment to reach carbon neutrality by 2050 while striving to achieve zero pollution.

The Company intends to apply for six patents in connection with its new, Micro-CHP alkaline fuel cell technology over the coming 12 months, and to complete the first electrode and stack production for the prototype system by the end of March, 2022.

The Company also anticipates having completed the first full 4kW system in a laboratory configuration by the end of 2022 and to receive Conform European accreditation (a European Union product traceability system) along with the installation of the first of two 4kW prototype systems by the end of June, 2023.

While the Company actively strives to advance commercial production of the New System and meet the milestones outlined above, work will steadily continue on ongoing design, development, assembly and testing of lab-scale systems. Following refinement of the overall system design based on results from lab-scale testing, AFCP can move to development, assembly and testing of field trial systems, which feature regular monitoring and support. The Company will then undertake regulatory testing and refinement of the system design and continue with the development of ancillary equipment such as system enclosure options. The final phases including confirmation of shipping, installation, commissioning and final support documentation in concert with commercialization is targeted for the end of 2024.

Appointments and Resignations

On January 4, 2021, Eugene Beukman resigned as Chief Executive Officer of the Company and was replaced by Jef Spaepen.

On March 18, 2021, Jo Verstappen was appointed to act as the Chief Operating Officer of the Company and the Chief Executive Officer of the Company’s subsidiary, Fuel Cell Power NV.

On March 18, 2021, Gerard Sauer was appointed to act as the Chairman of the Company’s Advisory Board and the Project Manager of the Company’s subsidiary, Fuel Cell Power NV.

On March 18, 2021, Luc Pauwels was appointed to act as the Business Director of the Company’s subsidiary, Fuel Cell Power NV.

On March 4, 2022, Matthew Fish has been appointed as interim Chief Executive Officer of the Company upon the departure of Mr. Jef Spaepen. Mr. Fish specializes in corporate and securities law. In addition, Dr. Richard Lu has joined the board of directors, who replaces Mr. Eugene Beukman who has resigned as a director of the Company.

Capital Activities

On January 14, 2021, the Company closed a non-brokered private placement for the sale of 16,000,000 common shares of the Company at a price of $0.005 per common share for gross proceeds of $80,000.

On January 14, 2021, the Company closed a separate non-brokered private placement for the sale of 76,000,000 common shares of the Company at a price of $0.02 per common share for gross proceeds of $1,520,000.
Overall Performance (continued)

On December 31, 2020, the Company entered into a consulting agreement with the incoming CEO in which the CEO will receive 18,000,000 common shares of the Company and a monthly consulting fee of €15,000. The agreement commenced January 4, 2021 and will be in effect until termination by either party. On January 14, 2021, the Company issued the 18,000,000 common shares to the incoming CEO.

On January 14, 2021, the Company issued 2,500,000 common shares at deemed price of $0.005 per share for total value of $12,500 pursuant to a finder’s fee agreement with a non-arm’s length party for services regarding the finding of the new CEO for the Company.

On April 1, 2021, the Company closed a non-brokered private placement for the sale of 19,085,383 units of the Company at a price of $0.33 per unit for gross proceeds of $6,298,176. Each unit consists of one common share of the Company and one transferable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional share at a price of $0.75 per warrant share for a period of two years from the date of issuance, subject to an accelerated expiry if the closing price of the Company's shares is greater than $1.50 per Share for a minimum of 10 consecutive trading days. The Company will give notice to the holders of the warrants of such accelerated expiry and the warrants will expire 30 days thereafter.

On April 9, 2021, the Company closed a non-brokered private placement for the sale of 21,651,715 units of the Company at a price of $0.33 per unit for gross proceeds of $7,145,066. Each unit consists of one common share of the Company and one transferable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional share at a price of $0.75 per warrant Share for a period of two years from the date of issuance, subject to an accelerated expiry if the closing price of the Company's shares is greater than $1.50 per Share for a minimum of 10 consecutive trading days. The Company will give notice to the holders of the warrants of such accelerated expiry and the warrants will expire 30 days thereafter.

On May 7, 2021, the Company announced that it will be extending the expiry date of a total of 40,737,098 share purchase warrants and 257,112 finder’s share purchase warrants, all of which are exercisable at $0.75 per share for a period of two years (collectively, the “Warrants”) to May 7, 2023. The Warrants were issued pursuant to the non-brokered private placement which closed over two tranches in April. The Warrants previously expired on March 31, 2023. The warrants will remain subject to an accelerated expiry if the closing price of the Company's shares is greater than $1.50 per share for a minimum of 10 consecutive trading days.

On May 7, 2021, the Company closed a non-brokered private placement for the sale of 3,202,296 units of the Company at a price of $0.33 per unit for gross proceeds of $1,056,758. Each unit consists of one common share of the Company and one transferable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional share at a price of CDN$0.75 per warrant Share for a period of two years from the date of issuance, subject to an accelerated expiry if the closing price of the Company's shares is greater than $1.50 per Share for a minimum of 10 consecutive trading days. The Company will give notice to the holders of the warrants of such accelerated expiry and the warrants will expire 30 days thereafter.

On July 14, 2021, the Company issued 200,000 common shares pursuant to option exercises for gross proceeds of $66,000.

In October 2021, the Company’s shareholders approved a restricted share unit plan to grant restricted share units (“RSU’s”) to directors, officers, key employees and consultants of the Company (the “2021 RSU Plan”), and a 20% rolling stock option plan (the “2021 Option Plan”).

Pursuant to the 2021 RSU Plan, the Company may reserve up to a maximum of 20% of the issued and outstanding common shares at the time of grant for awards granted under the 2021 RSU Plan. The 2021 Option Plan provides for a maximum of number of shares proposed to be granted under the 2021 Option Plan equal to 20% of the issued and outstanding shares at the time of grant.
Overall Performance (continued)

On March 4, 2022, the Company announced that it had entered into an agreement to acquire 100% of the Combined Heat and Power (CHP) generation business (the "AI Business") of AI Renewable 2018-I Limited Partnership, AI Renewable 2020-I Limited Partnership and 2191 Yonge Ltd. (collectively, “AI”). AI uses a clean and renewable single fuel source energy technology that generates both electricity and heat.

Pursuant to the terms of the definitive agreements, the consideration contemplated (the "Purchase Price") shall consist of 22,575,758 common shares of Alkaline Fuel Cell Power Corp. (the "Consideration Shares") and $3,000,000 in cash consideration. In connection with the execution of the definitive agreements, the Company advanced a $2,000,000 loan to the vendors, which will be applied against the cash consideration on closing. The remaining $1,000,000 cash payment shall be paid no later than January 2, 2023. The closing of the Transaction is subject to completion of satisfactory due-diligence by the Company and the acceptance of the Transaction by the NEO Exchange. In addition to the Purchase Price payable on closing, the Company shall pay to the vendors additional consideration upon the achievement of certain milestones described below:

Milestone #1 - If the AI Business obtains “Green Loans” and/or government grants for the AI Business and/or their customers of $2,500,000 more for the installation of CHP units in buildings within 18 months following the closing ("Milestone #1"), the vendors will be compensated with additional common shares in the capital of the Company (the "Common Shares") equal to the greater value of 1,000,000 Common Shares or the number of Common Shares worth $1,000,000 (each a "Milestone #1 Common Share"). The deemed value of each Milestone #1 Common Share being the 5 day volume weighted average price (the "VWAP") of the common shares of the Company calculated from the date that the Milestone #1 payment has been earned.

Milestone #2 - If the AI Business signs contracts to install CHP units in buildings containing not less than 2,000 additional residential units over a minimum of 7 buildings (excluding 2181 Yonge and 2191 Yonge) within 24 month period following the closing ("Milestone #2"), the vendors will be rewarded with additional Common Shares equal to the greater value of Common Shares worth $2,000,000 or 2,000,000 Common Shares (each a “Milestone #2 Common Share”). The deemed value of each Milestone #2 Common Share shall be based on the 5 days VWAP of the Common Shares calculated from the date that the Milestone #2 payment has been earned.

Results of Operations

During the year December 31, 2021, the Company recorded a loss of $9,534,847 compared to a loss of $84,961 during the year ended December 31, 2020 (the “comparative period”). The increase in loss is primarily due to increased activities related to changing its principal business to the development of renewable energy and fuel cell technology. Some of the significant changes to operations are as follows:

- Management and Consulting fees of $2,307,220 (2020 - $36,375) are fees accrued to directors, officers and consultants of the Company. Expenses during the period increased due to fees charged by incoming officers of the Company for the management of the Company and its subsidiary. The Company also engaged additional consultants during 2021 as operations increased.
- Marketing and advertising of $2,433,743 (2020 - $nil) increased as a result of the general increase in activities and development of the Company’s new principal business, specifically the engagement of a marketing firm to provide a comprehensive market awareness program in the European Union.
- Professional fees of $413,095 (2020- $42,591) include audit, accounting and legal fees. The increase is attributed to legal and accounting costs associated with the costs incurred for listing on the NEO exchange as well as for the formation of its subsidiaries Fuel Cell Power NV and Fuel Cell Power s.r.o. and a general increase in the complexity of the Company’s operations.
- Regulatory and filing fees of $151,814 (2020 - $4,115) relates to filing and listing fees and transfer agent fees. Fees incurred during the period were higher due to the completion of multiple share issuances and listing on the NEO exchange.
Results of Operations (continued)

- General and administrative expenses of $429,204 (2020 – $1,248) consists of corporate administration, office expenses and bank charges. The Company incurred these fees to maintain the Company’s good standing. Increase in expense during the period is due to increases in upkeeping costs for the subsidiaries’ offices operating in Belgium and the Czech Republic.
- Share-based compensation of $2,972,701 (2020 - $Nil) relating to the issuance of 3,000,000 stock options at an exercise price of $0.25 per option for 5 years, 13,812,500 stock options at an exercise price of $0.33 per option for five years to management and consultants and 200,000 stock options at an exercise price of $0.33 per option for five years to consultants. The Company did not grant any stock options in the comparative period.
- Wages and salaries of $269,571 (2020 - $Nil) relating to compensation expense for employees increased as a result of the addition of new employees to facilitate the development of the Company’s new principal business in 2021.

The Company has not paid any dividends on its common shares and has no present intention of paying dividends, as it anticipates that all available funds for the foreseeable future will be used to finance its business activities.

Cash Flow Analysis

Operating Activities

During the year ended December 31, 2021 and 2020, cash used in operating activities was $6,754,366 and $20,503 respectively. The increase in cash outflow is due to increase in operating costs for the Company’s recent activities related to changing its principal business and the increased operations of the new business. During the comparative period, the Company was largely inactive.

Investing activities

During the year ended December 31, 2021 and 2020, cash used in investing activities was $2,242,187 and $Nil respectively. The increase in cash outflow is mainly due to a deposit made for the acquisition of the AI Business. The increase was also due to equipment purchased and lease liability payments related to the Company’s newly formed subsidiaries. During the comparative period, the Company did not use any cash in investing activities.

Financing activities

During the year ended December 31, 2021 and 2020, cash provided by financing activities was $15,078,474 and $Nil respectively. The increase in cash inflow is due to proceeds from share issuances of $15,065,607 for private placements completed in the current period and $66,000 of proceeds upon the exercise of options. During the comparative period, the Company did not raise any cash from financing activities.

Summary of Quarterly Results

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<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>Total assets</td>
<td>$8,968,472</td>
<td>$10,391,437</td>
<td>$13,627,437</td>
<td>$6,025,177</td>
</tr>
<tr>
<td>Working capital (deficiency)</td>
<td>6,112,617</td>
<td>9,652,753</td>
<td>13,377,650</td>
<td>5,618,232</td>
</tr>
<tr>
<td>Loss for the period</td>
<td>(1,282,471)</td>
<td>(3,583,707)</td>
<td>(4,111,210)</td>
<td>(335,978)</td>
</tr>
<tr>
<td>Loss per share</td>
<td>(0.01)</td>
<td>(0.02)</td>
<td>(0.03)</td>
<td>(0.00)</td>
</tr>
</tbody>
</table>
Summary of Quarterly Results (continued)

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<tr>
<th></th>
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</tr>
</thead>
<tbody>
<tr>
<td>Total assets</td>
<td>$14,800</td>
<td>$14,818</td>
<td>$14,456</td>
<td>$18,970</td>
</tr>
<tr>
<td>Working capital deficiency</td>
<td>(291,331)</td>
<td>(268,156)</td>
<td>(252,387)</td>
<td>(229,405)</td>
</tr>
<tr>
<td>Loss for the period</td>
<td>(23,175)</td>
<td>(15,769)</td>
<td>(22,982)</td>
<td>(23,035)</td>
</tr>
<tr>
<td>Loss per share</td>
<td>(0.00)</td>
<td>(0.00)</td>
<td>(0.00)</td>
<td>(0.01)</td>
</tr>
</tbody>
</table>

Fluctuations in assets are mostly due to cash being used in operational activities. Over the four quarters from March 31, 2020 to December 31, 2020, operational losses remained fairly consistent due to attempts to preserve cash spending on general and administrative expenses, and the fact that the company was still seeking operational opportunities. In addition, the working capital deficiency increased over these four quarters as the Company maintained operations and had difficulty raising capital from capital markets.

During the three months ended March 31, 2021, the three months ended June 30, 2021 and the three months ended September 30, 2021, the Company was able to raise capital from private placements as it changed its principal business to the development of renewable energy and fuel cell technology. The capital raise resulted in an increase in total assets and working capital mainly from the increase in cash. In addition, the change of principal business and commencement of the new operations resulted in an increase in operating expenses and net loss during these periods. Net loss increased further during the three-months ended June 30, 2021 over the three months March 31, 2021, September 30, 2021 and December 31, 2021, as a result of the grant of stock options and $2,923,742 of related share-based compensation expense.

Total assets and working capital decreased from June 30, 2021 to September 30, 2021 and to December 31, 2021 due to a decrease in cash as the Company expended cash for operations.

### Liquidity and Capital Resources

The Company is in a new entrant in the renewable energy technology market and is in early stages of technology development and therefore has no regular cash flow. The financial statements for the period ended December 31, 2021 have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Accordingly, the financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The working capital (working capital deficiency) of the Company is as follows:

<table>
<thead>
<tr>
<th></th>
<th>December 31, 2021 $</th>
<th>December 31, 2020 $</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash</td>
<td>5,869,082</td>
<td>14,395</td>
</tr>
<tr>
<td>Sales tax recoverable</td>
<td>185,143</td>
<td>405</td>
</tr>
<tr>
<td>Prepaid</td>
<td>512,611</td>
<td>-</td>
</tr>
<tr>
<td>Accounts payable and accrued liabilities</td>
<td>(326,871)</td>
<td>(219,170)</td>
</tr>
<tr>
<td>Promissory notes</td>
<td>(80,000)</td>
<td>(86,961)</td>
</tr>
<tr>
<td>Lease liability – current portion</td>
<td>(47,348)</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td>6,112,617</td>
<td>(291,331)</td>
</tr>
</tbody>
</table>
Liquidity and Capital Resources (continued)

The continuing operations of the Company are dependent upon its ability to obtain support from its creditors, to raise adequate financing and to commence profitable operations in the future. Management intends to finance operating costs and fund its renewable energy and fuel cell technology development activities over the next twelve months from existing cash, private placements of common shares and/or loans from directors and companies controlled by directors.

To date, the Company has not earned significant revenues and is considered to be in the development stage. As at December 31, 2021, the Company had working capital of $6,112,617 and cash on hand of $5,869,082 compared to a working capital deficiency of $291,331 and cash on hand of $14,395 at December 31, 2020.

Risk, Uncertainties and Outlook

The business of renewable energy and fuel cell development involves a high degree of risk. The Company’s success depends on the development of marketable proprietary technology which cannot be guaranteed. At present, the Company has not developed a prototype energy cell or fuel cell. Other risks facing the Company include competition with players that have successfully developed energy or fuel cell technology, as well as other new entrants in the field due to high interest from capital markets. Other risks include rights to intellectual property, rapid technological change, fluctuations in energy prices, fluctuations in exchange rates, share price volatility and uncertainty of additional financing.

Contingencies

The Company has no contingencies as at the date of this MD&A.

Off Balance Sheet Arrangements

The Company has no off-Balance Sheet arrangements as at the date of this MD&A.

Related Party Transactions

The Directors and Executive Officers of the Company are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jef Spaepen</td>
<td>Former Chief Executive Officer</td>
</tr>
<tr>
<td>Matthew Fish</td>
<td>Interim Chief Executive Officer</td>
</tr>
<tr>
<td>Jo Verstappen</td>
<td>Chief Operating Officer, Chief Executive Officer of Fuel Cell Power NV</td>
</tr>
<tr>
<td>Gerard Sauer</td>
<td>Chairman of the Company’s Advisory Board, Project Manager of Fuel Cell Power NV</td>
</tr>
<tr>
<td>Luc Pauwels</td>
<td>Business Director of Fuel Cell Power NV</td>
</tr>
<tr>
<td>Eugene Beukman</td>
<td>Former Chief Executive Officer and Director</td>
</tr>
<tr>
<td>Joel Dumaresq</td>
<td>Chief Financial Officer and Director</td>
</tr>
<tr>
<td>Troy Grant</td>
<td>Director</td>
</tr>
<tr>
<td>Maciej Lis</td>
<td>Director</td>
</tr>
<tr>
<td>Dr. Richard Lu</td>
<td>Director</td>
</tr>
</tbody>
</table>

Included in accounts payable and accrued liabilities and loans at December 31, 2021 is $128,852 (December 31, 2020 - $185,632) owing to companies controlled by directors, former directors and officers of the Company. These amounts are non-interest bearing with no stated terms of repayment.

On January 14, 2021, the Company issued 2,500,000 common shares at a value of $0.005 per share for total value of $12,500 pursuant to a finder’s fee agreement with a non-arm’s length party for services regarding the finding of the new CEO for the Company. This was recorded as consulting fees in the statement of comprehensive loss.

On January 14, 2021, the Company issued 18,000,000 common shares of the Company to the incoming CEO pursuant to a consulting agreement entered with the incoming CEO. The 18,000,000 common shares were issued at a value of $0.005 per share for total value of $90,000, which was recorded to consulting fees in the statement of comprehensive loss.
Related Party Transactions (continued)

On January 14, 2021, the Company granted incentive stock options to the Chairman of the Company to purchase an aggregate of 2,000,000 common shares at an exercise price of $0.33 per common share for up to five years. The options vested upon grant and the Company recorded the fair value of $12,117 to share-based compensation in the statement of comprehensive loss.

On January 14, 2021, the Company granted incentive stock options to the COO of the Company to purchase an aggregate of 3,000,000 common shares at an exercise price of $0.25 per common share for up to five years. The options vested upon grant and the Company recorded the fair value of $20,684 to share-based compensation in the statement of comprehensive loss.

On July 27, 2021, the Company entered into a consulting agreement with First Marketing GmbH who will provide investor relations and marketing services in consideration for $2,220,150 (€1,500,000). First Marketing GmbH is arm's length to the Company; however, its three principals previously purchased shares of the Company representing approximately 19.6% of the Company’s issued and outstanding share capital.

During the year ended December 31, 2021 and 2020, the Company entered into the following transactions with related parties and incurred payments to key management personnel, which were in the normal course of operations.

<table>
<thead>
<tr>
<th>Year ended</th>
<th>December 31, 2021</th>
<th>December 31, 2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>Professional fees to a company controlled by a director and former director of the Company</td>
<td>115,500</td>
<td>36,000</td>
</tr>
<tr>
<td>Corporate service fees to a company controlled by a director of the Company</td>
<td>123,351</td>
<td>36,375</td>
</tr>
<tr>
<td>Rent to companies controlled by the CEO and a former director of the Company</td>
<td>13,834</td>
<td>-</td>
</tr>
<tr>
<td>Consulting fees to a company controlled by the CEO of the Company</td>
<td>378,127</td>
<td>-</td>
</tr>
<tr>
<td>Consulting fees to a company controlled by the COO of the Company</td>
<td>301,868</td>
<td>-</td>
</tr>
<tr>
<td>Consulting fees to a company controlled by the chairman of the advisory board of the Company</td>
<td>156,871</td>
<td>-</td>
</tr>
<tr>
<td>Share-based compensation to related parties</td>
<td>32,801</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1,122,352</strong></td>
<td><strong>72,375</strong></td>
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Voluntary De-listing from the TSX-V and Listing on NEO Exchange

The Company received approval from the TSX-V to delist all of its common shares from the TSX-V, effective at the close of business on December 31, 2018. The Company obtained approval for the delisting by way of written consent from a majority of the shareholders of the common shares, excluding those common shares held by officers or directors. Subsequent to delisting, the Company continued to be a reporting issuer in certain jurisdictions in Canada and remained subject to continuous disclosure requirements. Black Isle’s current shareholders remained shareholders of the Company.

On July 16, 2021, the Company’s common shares were listed for trading on the NEO Exchange Inc. (“NEO”) under the symbol PWWR.

Proposed Transactions

There are no proposed transactions other than the acquisition of the AI Business as described previously.
Critical Accounting Judgements

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company’s financial statements include:

- the assessment of the Company’s ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- Determining whether lease contract contains an identified asset, whether the Company has the right to control the asset, and the lease term. The lease term is based on considering facts and circumstances, both qualitative and quantitative, that can create economic incentive to exercise renewal options.
- the fair value of stock-based compensation requires estimates of assumptions that are used in the black-scholes option pricing model.
- The assessment of whether expenditures qualify as intangible assets under IAS 38 Intangible Assets. No such costs have been capitalized as at December 31, 2021.

Changes in Accounting Policies including Initial Adoption

The preparation of financial statements requires that the Company’s management make judgments and estimates of effects of uncertain future events on the carrying amounts of the Company’s assets and liabilities at the end of the reporting period. Actual future outcomes could differ from present estimates and judgments, potentially having material future effects on the Company’s financial statements. Estimates are reviewed on an ongoing basis and are based on historical experience and other facts and circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company’s assets and liabilities are accounted for prospectively.

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company’s financial statements.

Financial Instruments and Other Instruments

The Company’s financial instruments consist of cash, receivables, promissory notes, lease liabilities and trade and other payables. Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant credit, liquidity or market risks arising from these financial instruments.

The Company’s financial instruments are exposed to certain financial risks and the risk exposure is summarized as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company has cash and short-term loan balances. The bank account is held with a major Canadian bank. As all of the Company’s cash is held by one bank, there is a concentration of credit risk with the bank. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The Company’s secondary exposure to risk is on its receivables. This risk is minimal as receivables consist primarily of refundable government sales taxes.

Currency Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to currency risk as it incurs expenditures that are denominated in United States dollar, the Euro, and the Czech Koruna, while its functional currency is the Canadian dollar. The Company does not hedge its exposure to fluctuations in foreign exchange rates. The Company’s cash is held in Canadian dollars and Euros. Some of the Company’s operating expenses were denominated in Euros and the Czech Koruna. The Company managed its exposure to foreign currency fluctuations by maintaining foreign currency bank accounts to offset foreign currency payables where possible. Management relied on the natural hedge created by this matching process and thus has chosen not to otherwise hedge its foreign exchange risk. Foreign exchange risk is assessed as nominal as at December 31, 2021.
Interest rate risk

Interest rate risk is the risk due to variability of interest rates. The Company is exposed to interest rate risk on its bank account. The income earned on the bank account is subject to the movements in interest rates. The Company has cash balances and minimal interest-bearing debt; therefore, interest rate risk is nominal.

Liquidity and funding risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital to continue its operations and discharge its commitments as they become due. Management has been raising equity financing as required to carry on operations. Funding risk is the risk that market conditions will impact the Company’s ability to raise capital through equity markets under acceptable terms and conditions. Under current market conditions both liquidity and funding risk exist but have been mitigated by raising significant funds during fiscal 2021.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk. Management believes that interest rate risk to the Company is nominal as it is subject to this risk only on its bank account. The Company is exposed to currency rate risk as described above. The Company is not affected by price risk as its still in the development stage.

Management of industry risk

The Company is engaged primarily engaged in the development, production, sale, maintenance of renewable energy and fuel cells. The Company may be at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations.

Other Requirements

Outstanding Share Data

As at the date of this report, the Company has:

a) 168,257,571 common shares outstanding;
b) 16,812,500 stock options outstanding; and
c) 47,015,150 share purchase warrants outstanding.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.SEDAR.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.
Forward-Looking Statements

This MD&A contains certain forward-looking statements relating, but not limited to, the Company’s operations, anticipated financial performance, business prospects and strategies. Forward-looking information typically contains statements with words such as "may", "will", "should", "expects", "projects", "plans", "anticipates" or similar expressions suggesting future outcomes.

The Company does not have a history of earnings. These statements represent management’s expectations or beliefs concerning, among other things, future performance and financial results and various components thereof. Readers are cautioned not to place undue reliance on forward-looking information because it is possible that predictions, forecasts, projections and other forms of forward-looking assumptions will not be achieved by the Corporation. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, including but not limited to: changes in business strategies; general economic and business conditions; the effects of competition; changes in laws and regulations, including environmental and regulatory laws; and various events that could disrupt operations. Actual performance and financial results in future periods may differ materially from any projections of future performance or results expressed or implied by forward-looking statements.

The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information, whether as a result of new information, future events or otherwise, or the foregoing list of factors affecting such information.