The Engine Driving Zero-Emissions

LOOP ENERGY INC.

Management's Discussion and Analysis

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023

(in Canadian dollars, amounts expressed in thousands except number of shares, per share amounts and number of units)

DATED NOVEMBER 7, 2023

Loop Energy Inc. ("Loop", "Company", "we", "us" or "our") has prepared the following management's discussion and analysis ("MD&A") for the three and nine months ended September 30, 2023, as of November 7, 2023. This MD&A has been prepared in accordance with National Instrument 51-102 – Form F1 and should be read in conjunction with the unaudited interim condensed consolidated interim financial statements of the Company and the notes thereto for the three and nine months ended September 30, 2023, and the consolidated financial statements and accompanying notes for the years ended December 31, 2022 and 2021, which have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS") and have been filed with applicable securities regulatory authorities on SEDAR at www.sedarplus.ca. All references to "$" are references to Canadian dollars, unless otherwise stated. The functional currency of certain of the Company's subsidiaries is the Renminbi and all balances have been translated to the presentation currency of the Company, the Canadian dollar.

Additional information relating to the Company, including our Annual Information Form for the year ended December 31, 2022, is available on SEDAR at www.sedarplus.ca and is also available on our website at www.loopenergy.com. The Company's common shares trade on the Toronto Stock Exchange ("TSX") under the symbol "LPEN".

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1. OVERVIEW AND HIGHLIGHTS

1.1 Loop Energy

Loop Energy is a designer and manufacturer of hydrogen fuel cell stacks for mobility and stationary applications. The Company's mission is to accelerate the hydrogen revolution and power a cleaner future. The Company is committed to delivering a high-performing and economical solution for its customers to accelerate the adoption of fuel cell technology.

Loop Energy was incorporated under the laws of British Columbia, Canada on June 21, 2000, and is headquartered in Burnaby, British Columbia.

1.1.1 Our eFlow™ Technology

A fuel cell is an environmentally clean electrochemical device that combines hydrogen fuel with oxygen to produce electricity. There are approximately 20 established manufacturers of fuel cells in the market today; however, only Loop Energy's products feature our patented eFlow™[1] fuel cell architecture.

When incorporated into mobility and stationary applications, Loop Energy's eFlow™ fuel cell stacks deliver up to 16% lower fuel consumption, up to 90% more peak power, and up to 10x better uniformity of current density[2], lowering Total Cost of Ownership and improving vehicle performance. At the core of this innovation is its signature trapezoid plate design that ensures improved uniform current density across the entire active area and increases gas velocity throughout the plate to deliver superior performance and water management.

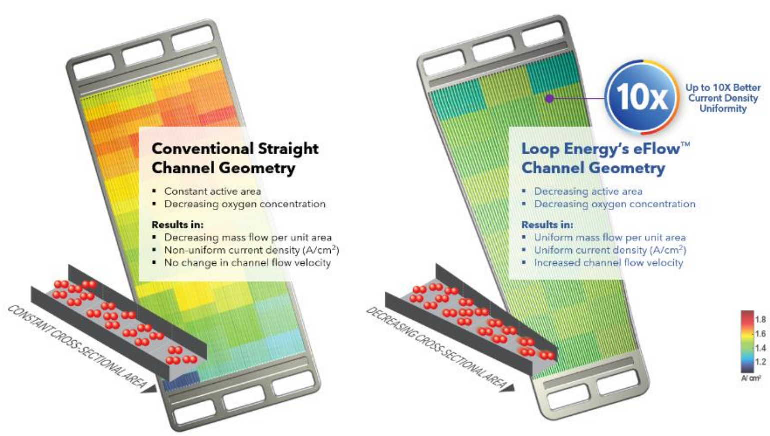

Figure 1: Conventional vs. eFlow™ Fuel Cell Bipolar Plate

While the primary focus for eFlow™'s patented modified geometry continues to be fuel cells, we are investigating the potential positive impact that eFlow™ can have on Polymer Electrolyte Membrane ("PEM") Electrolyzers. Third-party validation testing with Fraunhofer Institute for Solar Energy Systems ISE in partnership with Fraunhofer USA, demonstrated that eFlow™'s trapezoid flow field design can increase green hydrogen production. The Company

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[1] This trademark is protected under applicable intellectual property laws and is the Company's property. The Company's trademark may appear without the ™ symbol in this MD&A, but such absence is not intended to indicate, in any way, that the Company will not assert, to the fullest extent under applicable law, the Company's rights to this trademark. All other trademarks and trade names used in this MD&A are the property of their respective owners.

[2] Based on Loop's internal testing and comparisons of published studies of the performance of fuel cells from other manufacturers and competitors.

continues to invite expressions of interest for strategic partners to complete commercial trials of the use of its patented eFlow™ technology in PEM electrolyzers.

1.1.2 Commercial Strategy

eFlow is embedded in the design of bipolar plates that are the fundamental building components of every fuel cell stack. Our commercial strategy is two-fold:

1. Use eFlow technology and our fuel cell stack design expertise to develop and license custom bipolar plate and fuel cell stack solutions to large OEM customers with in-house fuel cell balance of plant design and manufacturing capabilities; and

2. Design, manufacture and sell eFlow bipolar plate and fuel cell stack products to fuel cell module and system manufacturers.

1.1.3 Underlying Market Drivers

The decarbonization of transportation via electrification and fuel switching has the potential to greatly impact emissions. The movement towards electrification has grown as countries take action to achieve commitments made in the Paris Agreement. These actions include the banning of diesel vehicles in major city centers and the progressive phasing out of internal combustion engine vehicles ("ICEVs"). Energy security concerns highlighted by the ongoing war in Ukraine and the recent Israel-Hamas war have provided further emphasis on the push away from the world's dependency on fossil fuels.

This movement is apparent in the recent growth in the number of electric vehicles ("EVs"), most commonly battery-powered ("BEVs"). Several governments around the world are combining regulatory changes with financial support for the transition to zero emission vehicle technologies. Recent examples include REPowerEU in Europe and the Inflation Reduction Act in the USA. With expanding e-commerce freight demands, we believe that zero emission vehicles are one of the only viable options for a sustainable future. Commercial vehicles powered solely by lithium-ion batteries are a part of the solution.

However, electrification is not winner-take-all. Fully battery-powered commercial vehicles are currently unable to economically meet many of the critical functional characteristics required for mass-market adoption. Commercial EVs and medium and heavy-duty BEVs currently suffer from reduced operating performance as the substantial weight, and the dimensions of battery packs limit range, reduce payload capacity and necessitate long re-charging times - all increasing TCO.

We continue to believe hydrogen fuel cells combined with lithium-ion batteries ("FCEV") are a vital component of the overall electrification solution. In this hybrid, hydrogen fuel cells act as on-board chargers and address BEV's shortcomings. While smaller deployments of FCEVs and hydrogen refueling infrastructure are costlier, benefits are compounded when fleets are deployed at scale. We believe that when FCEV fleet sizes increase, hydrogen infrastructure becomes less costly per vehicle than BEV recharging infrastructure. Given the level of enquiries, we believe that major fleet operators of commercial vehicles are beginning to recognize the potential benefits of this hybrid approach.

1.2 Recent Developments

The following highlights the significant corporate, financial events and announcements of the Company since June 30, 2023:

- On August 1, 2023, we announced that our value-added distributor in South Korea - NGVI Inc., had secured a supply contract for a hydrogen electric bus project with a second municipality in the country. The two-year government project, led by KAR Co. Ltd., will see the hydrogen electric bus put into operation in Ulju-gun, South Korea in 2024.

- On August 1, 2023, we announced that Loop Energy had been selected to supply fuel cell systems for a new fire truck platform by an established specialty vehicle OEM with significant global presence. The new hydrogen electric fire truck will be fitted with two of Loop Energy's T505 fuel cell systems. In the first stage of the roll-out plan, a pilot project will see a vehicle put into operation at an airport in Spain. In subsequent stages, the OEM is looking to scale production for use in other locations with production expected to begin in Q4 of 2023.

- On September 12, 2023, we announced that Loop Energy and TYCROP Manufacturing Ltd., a leading industrial manufacturing and engineering company based in Chilliwack BC, had been selected to provide a hydrogen electric solution for the global supply chain leader DP World pilot project to decarbonize its rubber-tired gantry cranes (RTGs) fleet at the Port of Vancouver. The design and manufacturing of DP World's RTG pilot project is led by TYCROP and brings together a consortium of companies in British Columbia, including Loop Energy as fuel cell supplier and HTEC for hydrogen fuel supply.
- On September 19, 2023, we announced further cost reduction activities and an update on the previously announced review and evaluation of strategic alternatives. Due to challenging capital market conditions the Board determined that was in the best interests of the Company to immediately execute an additional operating cost reduction program, including an approximate 65% global headcount reduction by the end of the year and the closing of production in China. Going forward, the Company will be focusing its staffing and business development efforts on fuel cell stack design, development, production and testing based on the Company's proprietary eFlow™ technology. Business development efforts will include finding potential partners to support the existing install base and exploring options for its fuel cell modules and systems business.
- On October 24, 2023, we announced that the Company had executed its first non-binding letter of intent and is considering other non-binding proposals for the acquisition of components of its module business.
- On October 24, 2023, we announced that the Company had responded to a request for proposal to develop a new hydrogen fuel cell stack and is actively in discussions with a number of other parties with respect to fuel cell stack engineering and design services.
- On October 24, 2023, we announced that the Company was engaged in discussions with potential new investors interested in supporting a smaller and more tightly focused company.
- On October 24, 2023, we announced that the change in ownership of the Company's financial advisor Credit Suisse and the strategic direction of its new owner had required a termination of its engagement as financial advisor to Loop for the strategic alternative review process.

1.3 Outlook

As previously disclosed on March 29, 2023, Loop conducted a review of strategic alternatives with our financial advisor Credit Suisse, including investigating strategic partnerships, licensing opportunities, joint development and outsourcing opportunities, and other ways to bring new capital, expertise, and resources to the business and to identify growth opportunities and ways to support Loop's expansion plan.

Following the public announcement of the strategic review and at the direction of the Board of Directors of the Company, Loop conducted a comprehensive outreach to over 130 potential counterparties. While discussions are ongoing with certain parties, no offer or proposal is currently under consideration.

Due to challenging capital market conditions, including significant stock price declines in the hydrogen fuel cell sector since the beginning of the year, and after careful consideration of its alternatives, on September 19, 2023, the Board determined that it was in the best interests of the Company to immediately execute an additional operating cost reduction program. This program includes, among other things, an approximate 65% global headcount reduction by the end of the year and the closing of production in China.

Going forward, the Company will be focusing its staffing and business development efforts on fuel cell stack design, development, production and testing based on the Company's proprietary eFlow™ technology. Business development efforts will include finding potential partners to support the existing install base and exploring options for its fuel cell modules and systems business.

As at September 30, 2023, the Company had working capital, being current assets less current liabilities, of $3.4 million. This working capital and the anticipated proceeds from the sale of components of its module business and certain fixed assets are expected to be sufficient to fund operations (with the implementation of the operating cost reduction program) to the end of Q1 2024.

This will allow the continuation of the strategic review process and outreach to potential counterparties and engagement with parties that previously expressed interest.

In addition, as part of the operating cost reduction program, the Company will be reducing product shipments through to the end of the year and accordingly may not meet prior year revenues.

2. SEPTEMBER 2023 FINANCIAL PERFORMANCE OVERVIEW

The following table highlights key financial information for the three and nine months ended September 30, 2023, as compared to the prior comparative periods.

Table 1: Selected Interim Financial information (in thousands of CAD dollars, except per share amounts)	**Three months ended September 30, 2023**	**Three months ended September 30, 2022**	**Variance $**	**Variance %**
Revenues	$ 416	$ 1,404	(988)	(70)
Cost of Sales				
Cost of goods sold	1,199	3,283	(2,084)	(63)
Change in allowance for inventory write-down	2,941	736	2,205	300
Gross margin	(3,724)	(2,615)	(1,109)	42
Expenses:	10,838	9,539	1,299	14
Cost (recoveries) expenses	(107)	(2,051)	1,944	(95)
Net expenses	10,731	7,488	3,243	43
Loss before the undernoted	(14,455)	(10,103)	(4,352)	43
Other income (expenses)	(267)	239	(506)	(212)
Net loss for the period	(14,722)	(9,864)	(4,858)	49
Other comprehensive income	(64)	9	(73)	(811)
Total comprehensive loss for the period	(14,786)	(9,855)	(4,931)	50
Loss per common share – basic and diluted	(0.43)	(0.29)	(0.14)	48

	Nine months ended September 30, 2023	**Nine months ended September 30, 2022**	**Variance $**	**Variance %**
Revenues	$ 1,653	$ 2,647	(994)	(38)
Cost of Sales				
Cost of goods sold	4,985	7,761	(2,776)	(36)
Change in allowance for inventory write-down	6,002	1,783	4,219	237
Gross margin	(9,334)	(6,897)	(2,437)	35
Expenses:	23,872	23,368	504	2
Cost (recoveries) expenses	(3,417)	(2,041)	(1,376)	67
Net expenses	20,455	21,327	(872)	(4)
Loss before the undernoted	(29,789)	(28,224)	(1,565)	6
Other income (expenses)	(433)	390	(823)	(211)
Net loss for the period	(30,222)	(27,834)	(2,388)	9
Other comprehensive income	(182)	(149)	(33)	22
Total comprehensive loss for the period	(30,404)	(27,983)	(2,421)	9
Loss per common share – basic and diluted	(0.88)	(0.83)	(0.06)	7

2.1 Revenues and Cost of Sales

Table 2: Revenues and Cost of Sales (in thousands of CAD dollars, except units sold)	**Three months ended September 30,**		**Variance**	
	2023	**2022**	**$**	**%**
Revenues	$ 416	$ 1,404	(988)	(70)
Units sold	6	22	(16)	(73)
Cost of sales				
Cost of goods sold	1,199	3,283	(2,084)	(63)
Change in inventory write-down allowance	2,941	736	2,205	300
Gross margin	(3,724)	(2,615)	(1,109)	42

	Nine months ended September 30,		**Variance**	
	2023	**2022**	**$**	**%**
Revenues	$ 1,653	$ 2,647	(994)	(38)
Units sold	25	40	(15)	(38)
Cost of sales				
Cost of goods sold	4,985	7,761	(2,776)	(36)
Change in inventory write-down allowance	6.002	1,783	4,219	237
Gross margin	(9,334)	(6,897)	(2,437)	35

The Company's revenues were $0.4 million and $1.7 million for the three and nine months ended September 30, 2023 (2022- $1.4 million and $2.6 million respectively), due to the sale of 6 units in Q323 (Q322: 22) and 25 units in 2023 (2022: 40) . The average price per unit in 2023 is similar to 2022.

Cost of sales includes the cost of materials, direct and indirect labour and overheads incurred in the manufacturing of our products, in addition to a warranty provision for products sold, inventory write-downs as required, and the cost of parts and components sold as part of the integration process as follows:

Table 3: Cost of sales (in thousands of CAD dollars)	**Three months ended September 31,**		**Variance**	
	2023	**2022**	**$**	**%**
Cost of goods sold	$ 1,199	$ 3,283	(2,084)	(63)
Change in inventory write-down allowance	2,941	736	2,205	300
Cost of sales	4,140	4,019	121	3

	Nine months ended September 30,		**Variance**	
	2023	**2022**	**$**	**%**
Cost of goods sold	$ 4,985	$ 7,761	(2,776)	(36)
Change in inventory write-down allowance	6,002	1,783	4,219	237
Cost of sales	10,987	9,544	1,443	15

Cost of sales increased to $4.1 million for the three months ended September 30, 2023 (Q322- $4.0 million), mostly due to the increase in inventory write-down allowance related to higher inventory levels and lower net realizable value. For the nine months ended September 30, 2023, cost of sales increased to $11.0 million (2022 - $9.5 million), primarily due to increase in the write-down allowance due to higher inventory levels and lower net realizable value.

A warranty provision, dependant upon the warranty period, is recorded for each applicable fuel cell unit sold. As the Company has just begun commercializing its fuel cell units and does not have a detailed warranty history, the warranty provision is a significant accounting estimate.

Due to the Company's current scale of production, and the start-up nature of our manufacturing operations, our cost per unit currently exceeds our selling price and we have a negative gross margin. We record our finished goods at the lower of costs and their net realizable value (estimated selling price less the estimated cost of completion and selling costs) recording a write down allowance when required and record a provision against our raw materials on hand.

The inventory write-down allowance increased by $2.9 million and $6.0 million during the three and nine months ended September 30, 2023, respectively (2022- $0.7 million and $1.8 million), mostly due to an increase in inventory on-hand and lower net realizable value. On September 30, 2023, the Company had inventory of $1.8 million in raw materials and $0.5 million in finished goods recorded at their net realizable value. As the inventory write-down allowance is based on the amount of inventory on hand at period end, this amount can significantly vary period over period. We expect that as we increase our scale of production and can approach a breakeven point, the write-down of inventory will decrease or will no longer be required.

2.2 Operating Expenses

Table 4: Operating expenses (in thousands of CAD dollars)	**Three months ended September 31,**		**Variance**	
	2023	**2022**	**$**	**%**
General and administrative	$ 2,561	$ 3,329	(768)	(23)
Engineering	2,458	4,126	(1,668)	(40)
Business development	859	1,794	(935)	(52)
Technology development	150	290	(140)	(48)
Impairment loss	4,810	-	4,810	100
Cost recoveries	(107)	(2,051)	1.944	(95)
Operating expenses	10,731	7,488	3,243	43

	Nine months ended September 30,		**Variance**	
	2023	**2022**	**$**	**%**
General and administrative	$ 6,888	$ 8,360	(1,472)	(18)
Engineering	8,328	9,887	(1,559)	(16)
Business development	3,183	4,189	(1,006)	(24)
Technology development	663	932	(269)	(29)
Impairment loss	4,810	-	4,810	100
Cost recoveries	(3,417)	(2,041)	(1,376)	67
Operating expenses	20,455	21,327	(872)	(4)

Operating expenses in general have decreased across most functions since Q422, after a period of continuous growth since the completion of our IPO, as the Company is streamlining its costs and focusing on key priorities while waiting for markets to recover. A quarter-by-quarter comparison for the last eight quarters is included in section 3.2.

G&A expenses were $2.6 million (Q322: $3.3 million) and $6.9 million (2022: $8.4 million) for the three and nine months ended September 30, 2023, as headcount and activity decreased in both periods.

Engineering expenses were $2.5 million (Q322: $4.1 million) and $8.3 million (2022: $9.9 million) in the three and nine months ended September 30, 2023, respectively. The decrease was primarily related to reduced product development and plate manufacturing activities, as the Company keeps focusing on key initiatives to optimize product design and costs reductions.

Business development costs decreased to $0.9 million (Q322: $1.8 million) and $3.2 million (2022: $4.2 million) in the three and nine months ended September 30, 2023, primarily due to reduced headcount and tradeshow participation in Q323.

During the three months ended September 30, 2023, the Company assessed that indicators of impairment existed due to the Company's decision to execute operating cost reduction including closure of production in China and divesting the fuel cell module business. As a result of the above indicators of impairment, the Company estimated the recoverable amount of the assets being higher of its fair value less costs of disposal and its value in use. Since the recoverable amounts of the assets were less than the carrying amount, the Company recognized a total impairment loss of $ 4.8 million on respective asset classes as disclosed in note 5 to the unaudited interim financial statements. Further discussion of the impairment is contained in the Review of Quarterly Performance section below.

$3.4 million in cost recoveries were recognized in the nine months ended September 30, 2023 (2022: $2.0 million), which includes $3.0 million related to funding received under its Sustainable Development Technology Canada ("SDTC") project, mostly related to the completion and finalization of milestones 4 and 5, which was recognized in Q123, and $0.4 million of cost recovery related to the Company's agreement with Pacific Economic Development Canada pursuant to which the Company is entitled to receive up to $9.75 million of Jobs and Growth Fund-Innovation Program ("JGF Program") funding.

Other expenses / income changed by $0.5 million and $0.8 million respectively for the three and nine months ended September 30, 2023 driven by foreign exchange losses (as opposed to gains in previous periods), lower interest income and higher interest expense due to JGF loan.

Net loss increased by $4.9 million (Q322: increased by $3.3 million) and $2.4 million (2022: increased by $10.3 million) in the three and nine months ended September 30, 2023, respectively, mostly driven by impairment losses.

Revenue and operating costs are further analyzed and discussed in section 3.1.

3. REVIEW OF QUARTERLY PERFORMANCE

The following tables highlights key financial performance for the last eight quarters and year-to-date for the past three years:

3.1 Revenues and Cost of Sales

Table 5: Quarterly and YTD Revenue and Cost of Sales (in thousands of CAD dollars)

	Quarter								YTD		
	Q323	**Q223**	**Q123**	**Q422**	**Q322**	**Q222**	**Q122**	**Q421**	**2023**	**2022**	**2021**
Revenues	$ 416	$ 334	$ 903	$ 681	$ 1,404	$ 1,065	$ 178	$ 128	$ 1,653	$ 2,647	$ 1,296
Units sold	6	4	15	9	22	16	2	1	25	40	13
Cost of sales											
Cost of goods sold	1,199	1,335	2,451	2,421	3,283	3,685	793	789	4,985	7,761	3,661
Inventory write-down allowance	2,941	1,662	1,399	1,360	736	(159)	1,206	988	6,002	1,783	812
Cost of sales	4,140	2,997	3,850	3,781	4,019	3,526	1,999	1,777	10,987	9,544	4,473
Gross margin	(3,724)	(2,663)	(2,947)	(3,100)	(2,615)	(2,461)	(1,821)	(1,649)	(9,334)	(6,897)	(3,177)

Revenues

The Company's primary source of revenues is the sale of its fuel cell modules and systems, with 6 units sold in the three months ended September 30, 2023 (2022: 22). The increase in Q2 2022 and Q3 2022 was driven by Tevva transitioning to the Production Phase of the Customer Adoption Cycle. The increase in Q1 2023 was mostly due to the delivery of units that were shipped in December 2022.

Cost of sales

Our cost of goods sold varies with the number of units sold and product mix, with Q123, Q422, Q322 and Q222 being significantly higher than other periods, consistent with unit sales in such periods. Our average cost of goods sold per unit will also vary based on the volumes and type of units and models being sold.

Due to the Company's low production volumes and the build-out of manufacturing capacity, the cost per unit currently exceeds our selling price, and as a result we have a negative gross margin. Therefore, at the end of each accounting period we are required to not only write down our finished goods to their net realizable value (estimated selling price less the estimated cost of completion and selling costs), but also record a provision against our raw materials on hand.

The inventory write-down allowance described above represents the movement in the write-down of raw materials and finished goods on hand during the period. As this is based on the amount of inventory on hand at period end, this amount can vary significantly period over period. We expect that when we increase our scale of production and approach a breakeven point, the write-down of inventory will decrease or will no longer be required. The credit recorded in Q222 reflects that the previously written down inventory was sold during the period and presented as cost of goods sold, to reflect the actual cost of inventory used. The increases from Q322 to date reflect the impact of the build up of our inventory levels during the period and in the case of Q323 the additional impact of a lower net realizable value due to the changes in the Company's business strategy.

3.2 Operating Expenses

Table 6: Quarterly and YTD Operating Expenses (in thousands of CAD dollars)

	Quarter								YTD		
	Q323	**Q223**	**Q123**	**Q422**	**Q322**	**Q222**	**Q122**	**Q421**	**2023**	**2022**	**2021**
G&A	$ 2,561	$ 1,971	$ 2,356	$ 2,372	$ 3,329	$ 2,633	$ 2,398	$ 2,600	$ 6,888	$ 8,360	$ 7,477
Engineering	2,458	2,381	3,489	3,089	4,126	3,168	2,593	2,194	8,328	9,887	5,891
BD	859	998	1,326	1,237	1,794	1,643	752	688	3,183	4,189	1,913
Tech Dev	150	254	259	439	290	215	427	295	663	932	761
Impairment loss	4,810	-	-	-	-	-	-	-	4,810	-	-
Cost recoveries	(107)	(188)	(3,122)	(594)	(2,051)	53	(43)	(33)	(3,417)	(2,041)	(1,910)
Operating expenses	10,731	5,416	4,308	6,543	7,488	7,712	6,127	5,744	20,455	21,327	14,132

General & Administrative (G&A) Expenses

The increase in Q222 compared to Q122 is mainly due to costs associated with additional headcount. The increase in Q322 compared to prior periods includes a credit loss charge of $0.7 million. The decrease in Q422, Q123 and Q223 is in line with the Company's effort to streamline costs. The increase in Q323 is mostly due to the booking of a credit loss provision of $0.5M, payment of severance and retention packages and additional legal fees.

Engineering Expenses

Engineering expenses are associated with the expansion of the Company's product lines, the evolution of the Company's fuel stack technology and initiatives to optimize product design and costs. The increase in Q322 is mostly due to increased headcount, to support the larger plate design and the 120kW product launched in September 2022. The increase in Q123 is mostly due to work related to a new 60kW product design and plate manufacturing activities which still remain. The decrease in Q223 reflects the impact of reduced headcount and activities. Q323 slight increase is due to payment of severance and retention packages and the increased costs of materials and prototypes.

Business Development Expenses

Q322 and Q222 saw an increased focus on tradeshows along with growth in technical service team to support customer integration of fuel cell modules as well as an increase in the sales team. Business Development expenses in Q422 and Q123 dropped off slightly due to reduced activity and headcount compared to previous quarters. The decrease in Q223 and Q323 is mostly due to reduced tradeshow activity and cost optimization.

Technical Development Expenses

Technical development expenses are comprised of the Company's advanced development research. The Company has continued to engage in new initiatives related to early-stage technology research and new material development, and in particular how the benefits of eFlow™'s patented modified geometry applies to electrolyzers and the potential to produce more hydrogen in a more cost-efficient manner. The increase in Q422 is associated with such additional efforts. The decrease in Q123 takes the expenses to its baseline as most of the electrolyzers work is already finished, with Q223 staying at a similar level. Q323 decrease due to lower activity as per the change in the Company's focus.

Impairment Loss

During the three months ended September 30, 2023, the Company assessed that indicators of impairment existed due to the Company's decision to execute operating cost reductions including closure of production in China and divesting the fuel cell module business.

As a result of the above indicators of impairment, the Company estimated the recoverable amount of the assets being the higher of its fair value less costs of disposal ("FVLCD") and its value-in-use. Since the recoverable amounts of the assets were less than the carrying amounts, the Company recognized a total impairment loss of $4.8 million on respective asset classes as disclosed in note 5 of the financial statements.

In determining the impairment loss, the Company has assessed its right-of-use assets and associated leasehold improvements assets and has fully impaired the carrying value of such assets to the extent that the corresponding leased space is no longer expected to be used to generate cash flows. With respect to determining the impairment amounts of specifically identified equipment, computer hardware and computer software, the Company considered the FVLCD of such assets. In China FVLCD for equipment was based on indicative values resulting from a non-binding letter of intent received from a potential buyer of specific assets. In Canada the Company has impaired any equipment specific to the manufacture of fuel cell modules. The Company then assessed if the recoverable amount of its Cash Generating Unit ("CGU") exceeds its remaining carrying value. Management prepared a value-in-use cash flow model to determine the recoverable amount of the CGU based on cash flows anticipated to be achieved in the continuing fuel cell stack business, discounted at a rate of 18%. Based on such model the recoverable amount of the CGU exceeded its carrying value, indicating no further impairment was required.

Cost Recoveries

Cost recoveries primarily relates to Sustainable Development Technology Canada ("SDTC") credits, which are recognized only when milestones are completed and approved. During each of Q322 and Q123 the Company recognized $1.8 million and $3.0 million, respectively, of cost recoveries, mostly related to achieving and finalizing SDTC milestones.

In Q322, Q422, Q123, Q223 and Q323 the Company also recorded recoveries in relation to the JGF loan, resulting in an increase in cost recoveries.

3.3 Net Loss

Table 7: Quarterly and YTD Net Loss in thousands of CAD dollars except per share amount)

	Quarter								YTD		
	Q323	**Q223**	**Q123**	**Q422**	**Q322**	**Q222**	**Q122**	**Q421**	**2023**	**2022**	**2021**
Net loss	$ (14,722)	$ (8,217)	$ (7,283)	$(9,653)	$(9,864)	$(9,923)	$ (8,047)	$ (7,457)	$(30,522)	$(27,834)	$(17,564)
Loss per common share - basic and dilute	(0.43)	(0.24)	(0.21)	(0.28)	(0.29)	(0.29)	(0.24)	(0.22)	(0.89)	(0.83)	(0.58)

After a significant drop in Q123, as a result of cost recoveries of $3.1 million and cost reduction actions defined at the end of 2022 and beginning of 2023, Net Loss has been increasing in 2023, in Q223 is due to lower cost recoveries compared to Q123, and Q323 as a result of the increase of inventory write down allowances and impairment costs.

4. FINANCIAL POSITION

The following tables summarize the financial position for the Company as at the end of each of the last eight quarters.

4.1 Assets

Table 8: Total Assets (in thousands of CAD dollars)	**Q323**	**Q223**	**Q123**	**Q422**	**Q322**	**Q222**	**Q122**	**Q421**
Current assets:								
Cash and cash equivalents	$ 5,611	$ 9,927	$ 13,163	$ 24,524	$ 36,949	$ 43,325	$ 55,730	$67,030
Accounts receivable	306	1,661	4,015	3,842	3,237	2,914	2,533	2,066
Tax credit receivable	-	-	-	-	182	1,329	1,416	1,416
Inventory	2,306	5,255	5,632	4,288	3,927	1,591	1,637	1,280
Prepaid expenses and advances	1,003	2,555	3,063	2,001	7,105	7,748	6,575	6,564
Total current assets	9,226	19,398	25,873	34,655	51,400	56,907	67,891	78,356
Non-current assets:								
Accounts receivable	-	122	186	239	289	345	412	477
Equity-accounted investment	-	-	-	-	-	-	-	-
Property, plant and equipment	17,494	23,054	21,846	20,344	13,659	10,301	8,589	5,260
Total non-current assets	17,494	23,176	22,032	20,583	13,948	10,646	9,001	5,737
Total assets	26,720	42,574	47,905	55,238	65,348	67,553	76,892	84,093

The reduced cash burn in Q322 is attributed to the draw down of non-dilutive government funding in the form of tax credits and an interest free loan from JGF, similarly in Q223 the Company received an additional $2.1 million from JGF, and GST refunds of $1.8 million. In Q323, cash burn reduced as a result of cost reduction activities and additional $0.8 million in funding received from JGF.

The decrease in Accounts Receivable in Q323 is mostly due to a decrease in revenue, and a credit loss provision of $0.5 million.

In Q323, the decrease in inventory is related to additional write-downs, whereas decline in property, plant and equipment is related to impairment losses previously described.

The following table summarises the net cash flow from operating, investing, and financing activities:

Table 8.1: Cash Flow (in thousands of CAD dollars)	**Q323**	**Q223**	**Q123**	**Q422**	**Q322**	**Q222**	**Q122**	**Q421**
Net operating cash flow	$ (4,176)	$ (3,463)	$ (9,011)	$ (6,226)	$ (8,458)	$ (10,654)	$ (7,839)	$ (6,113)
Net investing cash flow	(719)	(1,432)	(2,392)	(7,605)	(2,542)	(1,541)	(3,274)	(3,993)
Net financing cash flow	523	1,845	(91)	940	4,568	(99)	(187)	(677)
Foreign exchange	56	(186)	133	466	56	(111)	-	3
Net change in cash and cash equivalents	(4,316)	(3,236)	(11,361)	(12,425)	(6,376)	(12,405)	(11,300)	(10,780)

The change in net operating cash outflow is generally consistent with the change in net loss (refer to section 3.3). In each of Q421, Q322, Q223 and Q323, net operating cash outflow was higher than the net loss primarily due to the timing of inventory purchases, with Q421 also impacted due to the timing of payments.

Cash used in investing activities relates entirely to the purchase of capital assets and leasehold improvements. Capital assets include testing and manufacturing equipment to continue growing the Company's manufacturing, product development, testing and prototyping capabilities. As at September 30, 2023, outstanding commitments related to purchases of property, plant, and equipment were $0.2 million.

The net financing cash outflow for Q421 primarily relates to the payment of share issuance costs related to the Company's IPO. In Q322, Q422, Q223 and Q323 the Company received $4.9 million, $1.1 million, $2.1 million and $0.8 million, respectively, related to its agreement with Pacific Economic Development Canada for the JGF program.

Fluctuations in accounts receivable relate to the timing and quantum of sales of fuel cell modules by quarter and the timing of receipt of payments on such sales. The timing of collection of GST receivables has also resulted in fluctuations in receivables.

In Q322, the Company completed and submitted these filings and received $1.1 million of Scientific Research and Experimental Development (SR&ED) credits in cash, with an additional and final cash payment of $0.2 million received in October 2022.

Inventory increased in most quarters as the Company continued to build its inventory balance to meet the growing demand of its customers. The increases in Q122, Q322 and Q123 are consistent with the build up of raw materials and finished goods to meet production requirements associated with the fulfillment of purchase orders. The reduction in inventory in Q323 is the result of an increase in the allowance for inventory write-down during the period reflecting the Company's change in focus away from its fuel cell module business. The amounts recorded in the Company's statement of financial position are the estimated net realizable value of inventory. As of September 30, 2023, not including write down allowance, the Company has $13.3 million in inventory, out of which approximately 81% is raw materials.

Prepaid expenses and advances are comprised of deposits for property, plant and equipment, inventory, software and corporate G&A expenses. Increases in Q421, Q122, Q222 and Q123 are due to increases in refundable deposits made for inventory and property, plant, and equipment, as the Company continued to expand its manufacturing capabilities to continue to meet customer demands. The decrease in Q422 is mostly due to a reclassification of $3.9 million to property, plant and equipment for deposits paid for equipment to be delivered in 2023 that were no longer refundable, and in Q323 due to the receiving of equipment and raw materials for inventory.

Property, plant and equipment ("PPE"), which includes right-of-use assets associated with leases, has increased to expand the Company's testing and manufacturing capabilities, as well as during Q223 when the Company entered into new office lease in Canada, during Q322 as a result of new office and facility leases in Canada and the UK, and during Q321 as a result of a new facility lease by Loop Shanghai. The decrease in Q323 reflects the impact of impairment of PPE.

4.2 Liabilities

Table 9: Liabilities (in thousands of CAD dollars)	**Q323**	**Q223**	**Q123**	**Q422**	**Q322**	**Q222**	**Q122**	**Q421**
Current liabilities:								
Accounts payable and accrued liabilities	$ 3,412	$ 4,641	$ 4,684	$ 3,939	$ 5,312	$ 2,416	$ 3,037	$ 2,846
Current portion of lease liabilities	1,237	1,214	1,002	972	900	708	713	715
Current portion of long-term debt	175	175	175	175	175	175	175	175
Deferred revenue and recoveries	686	447	717	1,656	666	2,453	2,836	2,479
Warranty provision	290	281	253	184	427	310	138	112
Total current liabilities	5,800	6,758	6,831	6,926	7,480	6,062	6,899	6,327
Non-current liabilities:								
Lease liabilities	2,410	3,092	2,569	2,764	2,983	2,190	1,202	1,350
Long-term debt	5,953	5,347	3,993	3,928	3,226	170	195	219
Deferred revenues and recoveries	2,006	2,324	1,430	1,737	2,275	757	807	849
Warranty provision	420	410	391	373	471	185	189	193
Total non-current liabilities	10,789	11,173	8,383	8,802	8,955	3,302	2,393	2,611
Total liabilities	16,589	17,931	15,214	15,728	16,435	9,364	9,292	8,938

Accounts payable increased in Q322 and Q123 mostly due to increase in purchases for inventory and equipment and consulting services, and the difference in timing between the receipt of the goods and services and payment of the invoices. The decrease in Q323 reflects reduced payroll accruals and purchasing activity.

Lease liabilities increased in Q223 as a result of a new lease entered into in Canada, in Q322 due to new leases in Canada and the UK, in Q222 due to an extension of a facility lease in Canada, and in Q321 due to a new facility lease entered into by Loop Shanghai. The decrease in Q323, includes remeasurement of lease liability in China, as the Company does not expect to utilize the lease extension option.

Long-term debt increased in Q322, Q422, Q223 and Q323 as a result of the recording of the fair value of the loan payable to Pacific Economic Development Canada from funding received under the JGF program.

Deferred revenues and recoveries include SDTC credits received for which milestones to recognize the cost recoveries had yet to be achieved and the government grant value associated with the interest free JGF funding received from Pacific Economic Development Canada. The balance of deferred revenue and recoveries will fluctuate period to period based on the timing of receipt of grants and the timing of recognition of recoveries associated with such grants.

In Q322 another $1.8 million was recognized as a cost recovery associated with the completion of the third milestone of the SDTC project. In Q422 the Company received from SDTC a further advance payment of $0.8 million to fund the fourth milestone project which was recorded as deferred cost recovery and subsequently recognized in Q123. In Q123 the Company received from SDTC a final payment of $1.9 million in relation to completion of the fifth milestone, which was recognized completely alongside additional funding of $0.3 million upon completion of the fourth and fifth milestone.

On March 31, 2022, the Company entered into an agreement with Pacific Economic Development Canada for JGF funding of up to $9.75 million in cash to assist with project costs associated with increases in the Company's manufacturing capacity. Under the terms of the agreement the funding is repayable over 60 consecutive months commencing on April 1, 2025 and is non-interest bearing. The funds are to be received as certain milestones are accomplished over a period up to March 31, 2024. The Company received advances of JGF funding in four tranches of $4.9 million, $ 1.1 million, $2.1 million and $0.8 million during Q322, Q422, Q223 and Q323 respectively. These advances were valued at $3.1 million, $0.7 million, $1.3 million and $0.5 million respectively on the applicable payment receipt date with the discount of $1.8 million, $0.5 million, $0.8 million and $0.3 million respectively being recorded as deferred cost recovery. The Company recognized $0.1 million in each Q123 and Q223 and $0.2 million in Q323 as a cost recovery.

The increase in the non-current portion of deferred revenues and recoveries during Q322 and Q223 is related to the non-current portion of the JGF loans from Pacific and Economic Development Canada, and in Q321 is primarily due to a government grant associated with the new facility lease entered into by Loop Shanghai and all other movements are due to the timing of customer deposits and the recognition of revenues.

Since 2021, the Company records a warranty provision for the estimated costs of replacement and associated services costs that will be incurred by the Company with respect to the products sold.

4.3 Liquidity and Working Capital

Table 10: Liquidity and Working Capital

(in thousands of CAD dollars)	Q323	Q223	Q123	Q422	Q322	Q222	Q122	Q421
Cash and cash equivalents	$5,611	$9,927	$13,163	$24,524	$36,949	$43,325	$55,730	$67,030
Working capital	3,426	12,640	19,042	27,729	43,920	50,845	60,992	72,029

The Company's working capital position, being its current assets less its current liabilities, keeps declining as we have spent a majority of the funds received during the Company's IPO in Q121 on the development of our business.

The Company realized a net loss of $14.7 million in Q323 and had negative cash flows from operations of $4.2 million. The Company expects to incur further losses in the development of its business and forecasts and it will need to seek additional financing within the next six months to continue as a going concern and meet its ongoing expenditures and obligations. While the Company has been successful in securing financing in the past, there can be no assurances that it will be able to do so in the future. These conditions indicate a material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern.

While the Company has incurred losses to date, its strategy to mitigate this uncertainty is to continue its drive to attain profitable operations that are sustainable by executing a business plan that continues to focus on revenue growth, improving gross margins, maintaining discipline over operating expenses, managing working capital requirements, and securing additional financing to fund operations as needed until the Company does achieve profitable operations that are sustainable. As at September 30, 2023, the Company has working capital of $3.4 million.

The Company's primary liquidity needs for the next twelve months are to pay existing committed capital expenditures, to make scheduled repayments of debt, to pay operating expenses and to manage its working capital.

The table below outlines the Company's contractual maturities (including interest) of our financial obligations as at September 30, 2023:

Table 10.1: Obligations (In thousands of CAD dollars)	**Carrying amount $**	**Contractual cash flows $**	**Within 1 year $**	**1-3 years $**	**Thereafter $**
Accounts payable and accrued liabilities	3,412	3,412	3,412	-	-
Lease liabilities	3,647	4,410	1,291	2,218	901
Long-term debt	6,128	9,068	175	2,695	6,198
	13,187	**16,890**	**4,878**	**4,913**	**7,099**

In addition, as at September 30, 2023, the Company had committed to the following obligations that were not recognized as liabilities:

Table 10.2: Commitments (In thousands of CAD dollars)	**Contractual cash flows $**	**Within 1 year $**	**1 to 3 years $**	**thereafter $**
Property, plant and equipment	170	170	-	-
	170	**170**	**-**	**-**

4.4 Shareholders' Equity

Table 11: Shareholders' equity (in thousands of CAD dollars)	**Q323**	**Q223**	**Q123**	**Q422**	**Q322**	**Q222**	**Q122**	**Q421**
Common shares	$ 127,641	$ 127,591	$ 127,183	$ 126,828	$ 126,517	$ 126,517	$ 126,402	$ 126,310
Share-based payments reserve	8,178	7,954	8,015	7,966	8,090	7,511	6,973	6,556
Accumulated deficit	(125,506)	(110,784)	(102,567)	(95,284)	(85,631)	(75,767)	(65,844)	(57,797)
Foreign currency reserve	(182)	(118)	60	-	(63)	(72)	69	86
Total shareholders' equity	10,131	24,643	32,691	39,510	48,913	58,189	67,600	75,155

As of September 30, 2023, and at the date of this MD&A, the following equity instruments were outstanding:

Table 12: Equity Instruments	**November 07, 2023**	**September 30, 2023**
Common shares	34,393,072	34,390,682
Stock options	1,701,219	1,705,177
Warrants	66,667	66,667
Restricted Share Units	1,159,679	1,175,182

In the prospectus filed in connection with the IPO, the Company stated that it intended to use the net proceeds from the IPO for product and technology development, sales, general and administrative expenses and capital assets, as set forth in the table below. The Company's product and technology development, sales and general and administration expenses are working capital in nature.

Table 13: Use of proceeds (in thousands of CAD dollars)

Shares	Price (per share)	Net Proceeds	Intended Use	Intended use	Actual use
6,250,000	$16.00	$91,801	Product and Technology development	$19,000	$21,830
			Sales General and Administration	7,200	32,220
			Capital Assets	66,000	24,340
			Unallocated working Capital	-	9,430
			Total	**92,200**	**87,820**

The variance between the anticipated use of proceeds described in the prospectus for the Company's IPO and the actual use of proceeds from the IPO is principally the result of the impact of the COVID-19 pandemic and geopolitical events in Europe.

As set out in the prospectus for the IPO, a significant portion of the IPO proceeds were anticipated to be used on capital investment to set up a facility in Shanghai, China. With the zero-tolerance policy in certain parts of China during the pandemic, the opening of our Shanghai facility was delayed until July 2022, resulting in a significant delay in capital investment in the facility. In addition, geopolitical events in Europe have resulted in energy security becoming an increasingly important issue in Europe. This has accelerated hydrogen adoption in Europe and created an opportunity for the Company to advance its business objectives without the same degree of capital investment. This has also led to higher than anticipated sales and marketing expenditures intended to take advantage of these opportunities.

As a consequence of these developments, the Company focused its efforts on building its product portfolio and the sales and support team needed to achieve its growth targets, and in optimizing its production capacity needs. The unallocated working capital is mostly related to expenses associated with inventory and production costs. In 2023, the Company reduced its headcount and operating expenses, and expects to use the remaining proceeds to support the updated business strategy.

4.5 Related Party Transactions

The Company has related party relationships, as defined by IFRS, with its key management personnel, which includes the members of the Board of Directors and the officers of the Company. In addition to their salaries, key management personnel also participate in the Company's share-based compensation plan. Related party transactions with key management personnel were as follows:

Table 14: Related Party Transactions

(in thousands of CAD dollars)	Q323	Q223	Q123	Q422	Q322	Q222	Q122	Q421
Salaries and benefits	$ 357	$ 416	$ 532	$ 388	$ 377	$ 400	$ 531	$ 737
Share-based payments	371	81	232	191	409	341	267	278
Director fees	115	99	27	41	44	38	38	38
	843	596	791	620	830	779	836	1,053

The increases during Q421 and Q123 is related to costs associated with the departure of the Company's Chief Financial Officer at the time. The decrease in Q223 is mostly due to removal of options that were cancelled in Q123. The increase in Q323 is related to expense associated with RSUs granted during Q223.

As at September 30, 2023, the Company has $0.3 million (December 31, 2022 - $0.3M) in accounts receivable for which an allowance for credit losses has been fully provided, and Nil in accounts payable and accrued liabilities (December

31, 2022 – $0.0 million) from transactions with a joint venture. The transactions were carried out in the normal course of operations and have been measured at their exchange value.

Related party transactions and balances are disclosed in note 15 of the unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2023.

4.6 Off Balance Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements.

4.7 Selected Annual Financial Information

Not applicable

5. CRITICAL ACCOUNTING ESTIMATES, POLICIES AND RISK MATTERS

The Company's management uses its judgement when applying the Company's accounting policies in the preparation of its audited consolidated financial statements. The preparation of financial information requires management to make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and on the reported amounts of revenue and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant in the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

5.1 Key Sources of Estimation Uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the reported amount of assets, liabilities, revenues and expenses within the next financial year.

Determination of the carrying value of inventory:

In determining the lower of cost and net realizable value of inventory, the Company estimates the likelihood that inventory carrying values will be affected by changes in market pricing or demand for the products and by changes in technology or design which could make inventory on hand recoverable at less than the recorded value. The Company performs regular reviews to assess the impact of changes in technology and design, sales pricing and other changes on the carrying value of inventory. Where it is determined that such changes have occurred and will have a negative impact on the value of inventory on hand, an appropriate write-down is made.

If there is a subsequent increase in the value of inventory on hand, reversals of previous write-downs to net realizable value are made. Unforeseen changes in these factors could result in additional inventory write-downs, or reversals of previous write-downs being required. During the nine months ended September 30, 2023, the Company recorded a $7.0 million write down of its inventory to its net realizable value (nine months ended September 30, 2022 - $4.9 M).

Impairment of financial assets

In determining the expected credit loss on the Company's trade receivables, the Company has elected to measure loss allowances for trade receivables using a provision matrix which specifies fixed provision rates depending on the number of days that a trade receivable is past due, using reference to past default experience of the debtor and an analysis of the debtor's current financial position, which also forms a basis for the Company's future expectations for potential defaults of the debtor. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

As at September 30, 2023 the Company has recorded an allowance for an expected credit loss of $1.8 million (December 31, 2022 - $0.9M).

Impairment of assets

In determination of the recoverable amount of assets and its cash-generating unit ("CGU") when conducting impairment testing, the Company has determined the fair value less cost to sell of certain identified assets based on the best information available, including a non-binding letter of intent to purchase certain equipment received from a potential buyer. The Company determined the recoverable amount of its CGU based on a value-in-use model that requires management to apply judgement and estimation, including forecast future sales and costs, the terminal value and the discount rate used. During the three months ended September 30, 2023, the Company recorded an impairment loss of $4.8 million (three months ended September 30, 2022 - $nil).

Warranty provision

A provision for warranty costs is recognized when the underlying products are sold. In establishing the warranty provision, the Company estimates the likelihood that products sold will experience warranty claims and the estimated cost to resolve claims received, taking into account the nature of the contract and past and projected experience with the products, and applying a weighting of possible outcomes against the associated probabilities that the product will experience warranty claims. In making such determinations, the Company uses estimates based on the nature of the contract and past and projected experience with the products. Should these estimates prove to be incorrect, the Company may incur costs different from those provided for in the warranty provision, which would impact cost of sales in the Company's consolidated statements of loss and comprehensive loss. The Company reviews the warranty assumptions and adjusts the provision at each reporting date based on the latest information available, including the expiry of contractual obligations.

As at September 30, 2023, the Company had recorded warranty provisions of $0.7 million (December 31, 2022 - $0.6 million).

Share-based payments:

To calculate the fair value of stock options and warrants, the Company uses the Black-Scholes option pricing model. This inherently requires management to make various estimates and assumptions in relation to the expected life of the award, expected volatility, risk-free rate and forfeiture rates. Changes in any of these inputs could cause a significant change in the share-based compensation expense charged in the statements of loss and comprehensive loss and to share-based payment reserves in a given period.

The Company recognized share-based payments expense, net of recoveries on cancellations of unvested options, during the three and nine months ended September 30, 2023 and 2022 with allocations to functional expense as follows:

Table 15: Share-Based Payments (in thousands of CAD dollars)	**Three months ended September 30,**		**Nine months ended September 30,**	
	2023 $	**2022 $**	**2023 $**	**2022 $**
Engineering	40	121	140	312
General and administrative	187	337	614	971
Business development	46	112	157	314
Technology development	5	9	18	18
	278	579	**929**	1,615

5.2 Changes in Accounting Policies and Recent Accounting Pronouncements

The Company's material accounting policies are detailed in Note 3 to the Company's annual financial statements for the year ended December 31, 2022. The Company did not adopt any new accounting policies in the current period. There are no significant accounting pronouncements which are anticipated to impact the Company's financial reporting.

5.3 Financial Instruments

As at September 30, 2023, the Company's financial instruments consists of cash and cash equivalents, accounts receivable, accounts payable, lease liabilities and long-term debt.

The fair values of cash and cash equivalents, accounts receivable and accounts payable approximates their carrying values because of the short-term nature or the discount rates used in assessing the fair value of the instrument. The fair value of long-term debt was less than its carrying value by $0.4 million as a result of change in discount rate.

Fair value hierarchical levels

The Company does not have any financial instruments measured at fair value in the interim condensed consolidated statements of financial position and therefore there were no transfers between the levels of the fair value hierarchy during the three and nine months ended September 30, 2023. Additionally, there were no changes in the Company's valuation processes, valuation techniques, and types of inputs used in the fair value measurements during the three and nine months ended September 30, 2023.

Capital Management and Financial Risk Management

As at September 30, 2023, the capital structure of the Company consists of $16.3 million (December 31, 2022 - $43.6million) in shareholders' equity and debt. In accordance with the terms of the JGF Program (note 8 to the Company's financial statements), the Company shall not pay any distribution of retained earnings to shareholders until the loan contribution has been repaid in full.

The Company manages its capital to ensure, as far as possible, that it will be able to continue as a going concern while maximizing the return to stakeholders through the optimization of the debt and equity given the assumed risks of its operations. The Company considers shareholders' equity and debt as capital. The Company manages capital through its operating and financial budgeting and forecasting processes on a regular basis. The Company reviews its working capital and future cash flow forecasts which are reviewed and approved by the Board of Directors. The Company continually makes strategic and financial updates to both capital expenditure and operational budgets in order to adapt to changes in risk factors, proposed expenditure programs and market conditions.

There were no changes to the Company's approach to capital management during the nine months ended September 30, 2023.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company maintains sufficient financial liquidity to be able to meet its current operating requirements (see also discussion above in the section 4.3 "Liquidity and working Capital"). The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. As at September 30, 2023, the Company had working capital, being current assets less current liabilities, of $3.4 million. This working capital and the anticipated proceeds from the sale of components of its module business and certain fixed assets are expected to be sufficient to fund operations (with the implementation of the operating cost reduction program) to the end of Q1 2024.

The Company's primary liquidity needs for the next twelve months are to pay existing committed capital expenditures, to make scheduled repayments of debt, to pay operating expenses and to manage its working capital.

Contractual maturities of financial obligations (including interest) and the commitments that were not recognized as liabilities that exist as at September 30, 2023 are shown in section 4.3 in Tables 10.1 and 10.2 respectively.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The carrying value of the Company's cash and cash equivalents and accounts receivable, totaling $5.9 million, represents the Company's maximum exposure to credit risk.

The Company's exposure to credit risk on customer accounts receivable is influenced mainly by the individual characteristics of each debtor. The Company currently only has a small number of customers and is therefore able to monitor credit risk on an individual account basis periodically and apply lifetime expected loss provisions where any uncertainty on collectability is identified.

For the nine months ended September 30, 2023, the Company's largest customer accounted for approximately 29% of sales and the second largest accounted for 16% (nine months ended September 2022 – 78% and 7%, respectively).

At September 30, 2023, excluding a $0.9 million historic aged receivable fully provided for in the preceding year, two customers accounted for 91% of the remaining customer receivable (December 31, 2022 – one customer accounted for 87%). At September 30, 2023, the Company has $0.1 million in receivables 0-120 days past due and $1.0 million of outstanding customer receivables more than 120 days past due for which an allowance for credit loss of $0.9 million has been recorded.

There have been no significant developments in the Company's financial risk factors as included in the Company's consolidated financial statements as at and for the year ended December 31, 2022.

5.4 Risks and Uncertainties

Risk is inherent in all business activities and cannot be entirely eliminated. As a global company, we are subject to the risks arising from adverse changes in global economic and political conditions. Political conditions such as government commitments and policies towards environmental protection and renewable energy may change over time. Economic conditions in leading and emerging economies have been, and remain, unpredictable. These macroeconomic and geopolitical changes could result in decreased or delayed revenue recognition, increased costs and other potential material impacts to our business.

For full details on the risks and uncertainties affecting the Company, please refer to the Company's AIF (see section entitled "Risk Factors") for the year ended December 31, 2022, a copy of which is available on SEDAR at www.sedarplus.ca. The risks and uncertainties described in our AIF are not the only ones that we face. Additional risks and uncertainties, including those that we do not currently know of or that we deem immaterial, could materially and adversely affect the Company's investments, prospects, cash flows, results of operations or financial condition.

5.5 Management's Report on Internal Controls

We have designed disclosure controls and procedures, as defined in National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), to provide reasonable assurance that material information is identified and communicated to senior management, including the Chief Executive Officer and Chief Financial Officer, in a timely manner to allow decisions regarding required disclosures.

We have also designed internal controls over financial reporting ("ICFR"), as defined in NI 52 109, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Any system of ICFR, no matter how well designed, has inherent limitations and cannot provide absolute assurance that all misstatements and instances of fraud, if any, within the Company have been prevented or detected. The Company uses the 2013 Internal Control – Integrated Framework published by The Committee of Sponsoring Organizations of the Treadway Commission ("2013 COSO framework") as the basis for assessing its ICFR.

During the nine months ended September 30, 2023, there were no changes in internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

5.6 Cautionary Statement Regarding Forward-Looking Information

This MD&A contains certain "forward-looking statements" within the meaning of Canadian securities legislation that involve risks, uncertainties and assumptions and relate to the Company's current expectations and views of future events.

In certain cases, these forward-looking statements can be identified by words or phrases such as "forecast", "target", "goal", "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "project", "predict", or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to the Company's financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, plans and objectives. Particularly, statements regarding the Company's expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information, including:

- our liquidity needs and our ability to secure financing within the next year to meet our ongoing expenditures and obligations;
- our future growth prospects and business outlook including without limitation the expected demand for our products, the planned growth of our customer base and the expected growth of our operations globally
- our ability to secure future firm order commitments or develop further market opportunities under existing and future customer and/or partner agreements;
- our ability to meet manufacturing cost reduction targets;
- our plans to integrate certain upstream activities to drive further cost out;
- the expected rollout and timing of our planned field deployment of our next generation fuel cell stacks and the belief that the larger e-flow plate will result in significant cost reductions;
- the expected performance, durability and total cost of operation of our fuels cell systems;
- our expected manufacturing capacity and production capability;
- the timing of expected integration, testing and commissioning of our products in customer vehicles or other customer applications;
- our goal to become a leader across the entire fuel cell market;
- the estimated future TAM for hydrogen fuel cells and for our current target market;
- our anticipated completion of milestones with Pacific Economic Development Canada and receipt of associated funds as applicable;
- our belief that zero emission vehicles are one of the only viable options for a sustainable future and that hydrogen fuel cell systems (combined with Lithium-ion batteries) are the optimal solution for the commercial mobility market;
- our expectation that our patents will adequately protect our intellectual property now and in the future;
- the realization of electrification of transportation, elimination of diesel fuel and ongoing government support of such developments; and
- the extent of the disruption to and/or adverse impact on our business, operation results and financial condition as a result of the COVID-19 pandemic, including without limitation the current COVID related lockdowns in China.

Forward-looking statements are based on certain assumptions and analyses made by the Company based upon management's experience and perception of historical trends, current conditions and expected future developments, and other factors it believes are appropriate. Although the Company believes that the assumptions underlying these statements are reasonable, if any assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those anticipated in those forward-looking statements and there can be no assurance that actual results will be consistent with these forward-looking statements. Material assumptions underlying forward-looking statements in this MD&A include future expectations and assumptions regarding:

- our ability to secure adequate financing to implement our business plan and strategy on favourable terms or at all;
- our belief of the value of the total assessable market today and by 2030;
- our intention to become the market leader and moving to adjacent market applications;
- our expectation that eFlow™-equipped fuel cells will continue to offer performance improvements over time and the increased offerings for uniformity of current, increased flow velocity and water removal;
- our expectation that total cost of ownership will decrease and demand for our products will increase;
- our expectation that we will continue to scale production and decrease average unit cost;
- our belief that our market visibility will increase;
- the demand for, and supply of, hydrogen fuel cells for the commercial mobility and stationary power markets;
- the realization of electrification of transportation, elimination of diesel fuel and ongoing government support of such developments;
- our belief that hydrogen fuel cells combined with lithium-ion batteries are the optimal solution for the commercial mobility market;
- our ability to increase capacity, enhance our supply chain and reduce delivery time;
- our ability to reduce costs through scale purchasing and minimize inflation impact;
- our expectation that the write-down of inventory will decrease or will no longer be required in the future;
- our expectation that revenue will vary period to period;
- the timely availability of key equipment and components required in the manufacture of our products;
- our expectation that there are no significant unmitigated safety risks associated with the use of hydrogen;
- the availability of sufficient skilled human resources and financial capital required to meet our sales, product development and production growth aspirations; and
- the extent of the disruption to and/or adverse impact on our business, operation results and financial condition as a result of existing and unforeseen future global events, including without limitation the COVID-19 pandemic and the current war between Russia and Ukraine.

In addition, forward-looking-statements, by their nature, involve risks and uncertainties. Certain of these risks are included in "*Risks and Uncertainties*" in this MD&A and "Risk Factors" in the Company's Annual Information Form dated March 28, 2023 ("AIF"), which factors should not be considered exhaustive and should be read together with the other cautionary statements in this MD&A. Given these risks, uncertainties and assumptions, readers should not place undue reliance on forward-looking statements and the Company cautions readers that forward-looking statements are not guarantees of future performance and that its actual results of operations, financial condition and liquidity and the development of the industry in which it operates may differ materially from those made in or suggested by forward-looking statements contained in this MD&A. In addition, even if the Company's results of operations, financial condition and liquidity and the development of the industry in which it operates are consistent with the forward-looking statements contained in this MD&A, those results or developments may not be indicative of results or developments in subsequent periods. Any forward-looking statement that is made in this AIF speaks only as of the date of such statement, and the Company undertakes no obligation to update any forward-looking statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments, except as required by applicable securities laws. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data.

5.7 Non-IFRS Financial Measures

None