DISCLAIMER FOR FORWARD-LOOKING INFORMATION

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of September 30, 2022. These assumptions, which include, management's current expectations, estimates and assumptions about the global economic environment may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) inability to locate and identify potential business acquisitions, (3) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (4) other factors beyond our control. There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. Unless otherwise required by applicable securities laws, the Issuer disclaims any obligation to update any forward-looking statements, whether as a result of new events, circumstances and information, future events or results or otherwise. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

References to EBITDA in this MD&A refer to net earnings from continuing operations before interest, taxes and tax recoveries, amortization, deferred income tax recovery, unrealized foreign exchange losses, non-cash share-based expenses (Black-Scholes option pricing model) and write-off of assets. EBITDA is not an earnings measure recognized by IFRS and does not have a standardized meaning prescribed by IFRS. Management believes that EBITDA is an alternative measure in evaluating the Company's business performance. Readers are cautioned that EBITDA should not be construed as an alternative to net income as determined under IFRS; nor as an indicator of financial performance as determined by IFRS; nor a calculation of cash flow from operating activities as determined under IFRS; nor as a measure of liquidity and cash flow under IFRS. The Company's method of calculating EBITDA may differ from methods used by other Companies and, accordingly, the Company's EBITDA may not be comparable to similar measures used by any other Company.

DATE AND BASIS OF DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") of HydroGraph Clean Power Inc. (the "Company" or "HydroGraph") should be read in conjunction with the consolidated financial statements and notes thereto for the year ended September 30, 2022. Such financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in US dollars unless otherwise indicated.

OVERALL PERFORMANCE

Nature of Business

HydroGraph was incorporated under the Laws of the Province of British Columbia on September 26, 2017 as Carbon-2D graphene Enterprises Inc. The address of the Company's corporate office, principal place of business is 1 King Street West, Suite 4800-118, Toronto, ON, Canada, and Company's registered and records office address is 704-595 Howe Street, Vancouver, British Columbia, Canada. As of September

30, 2022, the Company's principal business activity was the research, development, marketing and commercialization of patented technology to produce graphene, hydrogen, syngas and other products and business opportunities.

At September 30, 2022, the Company had not yet achieved profitable operations, had accumulated a deficit of $5,046,959 (September 30, 2021 – $1,905,525) and had working capital of $3,334,607 (September 30, 2021 – deficiency of $242,029), consisting primarily of cash less accounts payable and accrued liabilities. The Company expects to incur further development costs and operating losses in the development of its business. It is expected that these funds and the planned fundraising in 2023 fiscal year will be sufficient to complete its business as discussed in "Financing" below. The Company's ability to continue as a going concern is dependent upon its ability to manufacture commercial scale quantities of graphene, to develop applications for are target end markets, and to identify, evaluate and negotiate customer supply agreements.

Description of Business

The Company is engaged in developing and commercializing processes of high-quality graphene to create customized graphene solutions for specific applications using detonation of hydrocarbon gases. The Hyperion System, a proprietary detonation method used by the Company to produce graphene was discovered by Kansas State University ("KSU") and patented in 2016. Acetylene and oxygen in specific ratios are pumped into a chamber and detonated with a spark from electrodes to create consistent high quality graphene in gram amounts. The detonated graphene is considered synthetic graphene versus using conventional exfoliation of naturally occurring graphite to produce graphene.

It was subsequently discovered that syngas could be produced from the same detonation process. Methane and oxygen are mixed in specific ratios in a pre-mix device, pumped into a natural gas internal combustion engine and detonated by sparks from a sparkplug like device to produce syngas. Through a secondary process called membrane separation, pure hydrogen is extracted with carbon monoxide as a by-product. This process is still in the R&D phase..

The Company has received an exclusive multi-country license from KSU to commercialize their patented detonation process to produce and graphene and hydrogen gas. (See the "License Agreement"). Using KSU intellectual property and associated licensing agreement, the Company began construction of commercial scale production and R&D facility in Manhattan KS, USA.

Business Development

Over the past three years, the Company's activities have focused on funding, work to develop processes to manufacture quality graphene, and to create customized graphene solutions for specific applications and customers. In December 2021, the Company began trading on the Canadian Stock Exchange and subsequently began trading on the US Over the Counter (OTC) Market at the end of 2022.

For the 2022, the Company was focused on transforming the Company from an R&D oriented company to one concentrating on commercialization and product placement in the market. The change followed Harold Davidson's resignation as CEO and Chairman of the Board of Directors, the appointment of Stuart Jara as CEO and Chairman of the Board of Directors and the promotion of Kjirstin Breure as President and Board Director in January 2022. Key achievements during this period included the start of construction of commercial scale graphene production, build out of the business development team and substantial engagement with targeted customers. The company continues recruiting key personnel to operate the new production facility in Kansas and business development specialist. Robert Wowk was appointed CFO in November 2022 with Mathew Lee remaining with the organization as Chief Accounting Officer.

During the period, the company also made significant progress completing the build out of its commercial scale production facility in Manhattan, Kansas which can house a series of modular production units with a total capacity of 60 metric tons per year. The Company moved all production from KSU to this new company facility, producing multiple grades of graphene including various types of both fractal graphene and reactive graphene. Work completed to date confirms that the capital cost of expanding production as business grows will be one the lowest in the industry. This site will also be the home of the Company's continuing R&D efforts related to hydrogen production and other advance materials based on core detonation technology.

In 2022, the Company went through an extensive product quality audit and earned the certification of Verified Graphene Producer by the independent industry organization, Graphene Council. The rigorous review scope included the production quality management system and the testing of the quality and consistency of HydroGraph's graphene product. The Company is the only graphene company in the Americas to achieve this certification. The Company believes that this certification further differentiates it from other graphene producers. As a result of the certification, the company is seeing a significant increase in customer inquiries.

As at September 30, 2022, the Company had expended a total of $3,178,078 to develop its technology and $760,058 to develop its production facility.

Financing

On September 14, 2022, the Company issued 35,151,666 units at a price of $0.12 CAD per unit for gross proceeds of $3,209,045. Each unit is comprised of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder thereof to purchase one common share at a price of $0.20 CAD per common share. The warrants were ascribed a value of $1,085,730 using the Black Scholes pricing model with the following inputs: volatility of 100%, share price on grant date of $0.17 CAD interest rate of 3.72%, expected life of two years and 0% dividend yield. The warrants expire two years from the date of issuance. In connection with the financing, the Company issued 1,942,033 broker warrants with an ascribed value of $119,959 and incurred $177,287 in cash finders' fees. As at September 30, 2022, $71,851 from the unit issuance had yet to be received is included in share subscriptions receivable.

SELECTED ANNUAL INFORMATION

	Year ended September 30, 2022	Year ended September 30, 2021
	$	$
Sales	5,099	-
Gross profit	1,668	-
Expenses including non-cash items	(2,916,794)	(1,576,835)
Net loss	(2,982,512)	(1,508,991)
Weight average number of common shares outstanding	117,227,253	73,255,641
Loss per share	(0.03)	(0.02)
Cash	2,801,029	276,809
Working capital (deficiency)	3,262,869	(242,029)
Total assets	7,938,735	8,273,944
Shareholders' equity	7,486,387	2,252,840
Long-term financial liabilities	243,337	318,245
Dividends paid per share	-	-

RESULTS OF OPERATIONS

Overall

Operations during the year ended September 30, 2022, were primarily related to building out the production facility and production team, research, development, marketing and commercialization of patented technology to produce graphene, hydrogen, syngas, and other products and business opportunities as described above. There were no legal proceedings, contingent liabilities, and defaults under debt or other contractual obligations, breach of any laws or special resolutions during the year ended September 30, 2022.

Sales

During the year ended September 30, 2022, the Company had sales of $5,099 (2021 - $7,980). Gross profit was $1,668 in the current year compared to $7,980 during the year ended September 30, 2021.

Operating Expenses

During the year ended September 30, 2022, the Company had a net loss of $2,982,512 (2021 – $1,508,991), comprised mostly of operating expenses. Operating expenses primarily consisted of professional fees of $913,256 (2021 - $239,974), non-cash stock-based compensation of $536,416 (2021 - $292,000), salaries of $416,816 (2021 - $338,523), and travel and promotion of $290,191 (2021 – 162,684).

Professional fees were higher in 2022 related to the preparation of prospectus documents and the Company's public listing. Stock-based compensation increased due to additional stock option grants that were approved for directors and officers during the year. Salaries were higher in 2022 due to increased activities and the hiring of additional personnel. Travel and promotion were higher in 2022 related to customer engagement, website development and branding exercises.

EBITDA

	Year ended September 30, 2022	Year ended September 30, 2021
	$	$
Net loss	(2,982,512)	(1,508,991)
Depreciation	189,941	24,291
Stock-based compensation	536,416	292,000
Fair value change in derivative liability	285,231	-
Foreign exchange	211,206	59,864
EBITDA (Loss)	(1,759,718)	(1,132,836)

SUMMARY OF QUARTERLY RESULTS

	30-Sep-22	30-Jun-22	31-Mar-22	31-Dec-21	30-Sep-21	30-Jun-21	31-Mar-21	31-Dec-20
			$	$	$	$	$	$
Current Assets	3,471,880	2,263,139	3,192,246	4,002,671	5,460,831	5,553,927	937,645	153,191
Right-of use Asset	286,097	300,895	315,693	330,491	345,289	-	-	4,856
Fixed Assets, net	1,002,680	958,206	554,680	291,008	123,124	-	-	-
Technology and development costs	3,178,078	3,178,078	3,172,285	2,608,493	2,344,701	2,192,670	1,592,670	1,550,170
Total Assets	7,938,735	6,700,318	7,234,904	7,232,663	8,273,945	7,746,597	2,530,315	1,708,217
Current Liabilities	209,011	1,064,606	948,694	363,589	5,702,859	5,384,200	186,078	181,442
CEBA Loan	19,264	21,241	20,617	20,011	19,423	18,852	18,298	17,761
Lease Liability	224,073	259,658	272,973	304,715	298,823	-	-	-
Shareholders' Equity	12,374,324	9,333,372	9,306,208	8,940,208	4,158,265	3,453,265	2,962,765	2,010,729
Deficit	(4,887,937)	(3,984,352)	(3,313,588)	(2,395,860)	(1,905,425)	(1,109,720)	(636,826)	(501,715)
Total Liabilities and Shareholders' Equity	7,938,735	6,694,525	7,234,904	7,232,663	8,273,945	7,746,597	2,530,315	1,708,217
Revenue	5,099	-	-	-	-	7,980	-	-
Operating Expenses	900,922	599,348	926,089	490,435	765,704	480,875	135,110	105,281
Loss and Comprehensive Loss for Period	1,336,271	651,371	926,089	490,435	765,704	472,895	135,110	105,281
Basic and diluted loss per share	(0)	(0)	(0.01)	(0.00)	(0.02)	(0.01)	(0.00)	(0.00)
Weighted average number of common shares outstanding	117,227,253	119,535,892	119,535,892	95,583,234	83,687,513	83,687,513	66,025,043	54,731,792

As described in the description of business above, the Company entered into a technology license letter of intent with Kansas State University in 2017. During the quarters ended September 30, 2021, the Company continued to invest the majority of capital raised into development of the KSU technology license. During the quarter ended December 31, 2021, the Company began development of a production facility in Kansas, that facility was completed in June 2022. The Company raised equity in the quarters ended December 31, 2020, March 31, 2021, June 30, 2021, and September 30, 2022 as detailed above, resulting in an increase in the cash balance.

During the quarter ended June 30, 2021, the Company received $5,250,386 subscription receipts to acquire units at a price of $0.20 per unit, as described in 1.2 Financing above.

The right-of-use asset relates to the leased production facilities and office premises. The lease began on August 1, 2021.

Current liabilities are comprised primarily of trade payables accrued liabilities. Liabilities have increased steadily as the Company continues to execute on its business plan.

Operating expenses have increased since September 30, 2021 primarily related to an increase in operational activity since going public.

LIQUIDITY AND CAPITAL RESOURCES

The Company is developing its licensed technology and new business opportunities and therefore has incurred losses and negative cash flows from operations. The Company's sole source of funding has been the issuance of common shares for cash, through private placement. The Company's ability to raise cash depends on various capital market conditions. There is no assurance that the Company will be able to obtain any additional financing on terms acceptable to the Company. The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. Actual funding requirements may vary from those planned due to a number of factors, including timing on securing customer contracts..

There can be no certainty that the Company's existing cash balances or that the proceeds from the issuance of its common shares will provide sufficient funds for all of the Company's cash requirements. Should the need arise, the Company may pursue other financing options or rely on joint venture partners to supply some of funds required to develop any opportunities. There is no assurance that the Company will be successful in obtaining the funds it may require to sustain operations or that the terms of any financing obtained will be acceptable.

As at September 30, 2022, the Company had cash on hand of $2,801,029 (September 30,2021 – $276,809).

During the year ended September 30, 2022, cash used in operating activities was $3,580,193 (2021 – $921,252), cash used in investing activities was $1,843,682 (2021 – $1,302,441), cash provided by financing activities was $7,948,095 (2021 – $7,539,892). The increase in cash used in operating activities is primarily related to the increase in operating loss and deposits, less increased accounts payable. The increase in operating loss is described in Results of Operations above. The cash used in investing activities in is primarily related to development costs and KSU success fees, as well as completing the production facility and hiring the production team in Kansas. The cash provided by financing activities is primarily related to shares issued for cash and subscriptions for private placements to fund operations and development of the licensed technology.

OFF BALANCE SHEET ARRANGEMENTS

there were no off-balance sheet arrangements to which the Company was committed.

TRANSACTIONS WITH RELATED PARTIES

Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the board of directors, the Chief Executive Officer and the Chief Financial Officer. During the year ended September 30, 2022 and 2021, key management compensation included the following:

	September 30, 2022	September 30, 2021
	$	$
Management and director compensation		
Stuart Jara, CEO and director	105,000	-
Kjirstin Breure, President and director	137,361	47,360
Mathew Lee, CAO, previous CFO	22,767	-
David Williams, Director	18,750	-
Harold Davidson, previous CEO	61,593	61,800
Logan Anderson, previous CFO	12,590	16,000
Sub-total	358,061	125,160
Share-based payments	536,416	169,077
Total	894,477	294,237

As at September 30, 2022, $12,443 (2021 – $36,882) was due to related parties of the Company and has been included in accounts payable and accrued liabilities on the consolidated statement of financial position.

PROPOSED TRANSACTIONS

There are not proposed transactions at this time.

FOURTH QUARTER ANALYSIS

Activity increased significantly during the three months ended September 30, 2022. The Company closed a financing, the funds of which were used to continue progress in completing the build out of its commercial scale production facility as well as hiring additional personnel to oversee sales initiatives, and kick of its investor outreach program.

CRITICAL ACCOUNTING ESTIMATES

The Company has outlined the basis of its critical accounting estimates in Note 3 of the September 30, 2022 consolidated financial statements.

CHANGES IN ACCOUNTING POLICIES

There were no new accounting policies adopted during the year.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value, by reference to the reliability of the inputs used to estimate the fair values:

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
Level 3 – Inputs that are not based on observable market data.

As at September 30, 2022, the Company's financial instruments consisted of cash, tax receivable, accounts payable and accrued liabilities, lease liabilities, and the CEBA loan. Cash is measured at fair value in accordance with Level 1. The fair value of tax receivable, accounts payable and accrued liabilities, lease liabilities, and the CEBA loan approximate their carrying values because of the short-term nature of these instruments.

Financial risk management objectives and policies

The risks associated with financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in United States Dollars. The Company's corporate office is based in Canada. At September 30, 2022, with other variables unchanged, a 1% movement in the US dollar against the Canadian dollar would not have a material impact on the net loss and comprehensive loss.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term. The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and GST receivable. To minimize the credit risk on cash, the Company places the instrument with a chartered financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk, the Company maintains a balance between continuity of funding and development activity. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

At September 30, 2022, the contractual maturities of the Company's obligations are as follows:

	Carrying Amount	Contractual Cash Flows	Less than 1 Year	1-2 Years
	$	$	$	$
Accounts payable and accrued liabilities	134,260	134,260	134,260	-
CEBA loan	19,264	19,264	19,264	-
	153,524	153,524	153,524	-

OTHER MD&A REQUIREMENTS

Share Capital

The authorized share capital consists of an unlimited number of common shares without par value.

The total number of common shares issued and outstanding as of the date of this MD&A is 154,687,558. The number of options and warrants outstanding as of the date of this MD&A is 14,890,000 and 50,555,616, respectively.

RISK FACTORS AND UNCERTAINTIES

The Company is pursuing the opportunity to exploit patented technology to produce graphene, hydrogen, syngas, and other products and business opportunities. Due to the nature of the Company's business and the present stage of its activities, many risk factors will apply. The risks described below are not the only ones facing the Company. Additional risks not presently known to the Company may also impair the business operations.

An investment in the Company is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in the Company. The Directors consider the following risks and other factors to be the most significant for potential investors in the Company, but the risks listed do not necessarily comprise all those associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business.

If any of the following risks actually occur, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected. In such a case, the price of the Common Shares could decline, and investors may lose all or part of their investment.

How risk is related to return

Generally, there is a strong relationship between the amount of risk associated with a particular investment, and that investment's long-term potential to increase in value.

Investments that have a lower risk also tend to have lower returns because factors that can affect the value of the investment, the risks, are well known or are well controlled and have already been worked into the price of the investment. On the other hand, investments that could have potentially higher returns if conditions for success are favourable also risk generating equally higher losses if conditions become unfavourable. This is because the factors affecting the value of such investments are unknown or difficult to control.

Dilution

The financial risk of the Company's future activities will be borne to a significant degree by purchasers of the Common Shares. If the Company issues Common Shares from its treasury for financing purposes, control of the Company may change, and purchasers may suffer additional dilution.

No Market for Securities

There is currently no market through which any of the Common Shares, may be sold and there is no assurance that such securities of the Company will be listed for trading on a stock exchange, or if listed, will provide a liquid market for such securities. Until the Common Shares are listed on a stock exchange, holders of the Common Shares may not be able to sell their Common Shares. Even if a listing is obtained, there can be no assurance that an active public market for the Common Shares will develop or be sustained after Listing. The offering price determined by the Company was based upon several factors and may bear no relationship to the price that will prevail in the public market. The holding of Common Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Common Shares should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

Negative Cash Flow from Operating Activities

The Company's activities have been focused on developing its technology and accordingly cash flow is negative, and the Company has been required to raise funds through equity financings.

Current Market Volatility

The securities markets in the United States and Canada have recently experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company. The value of the Common Shares distributed hereunder will be affected by such volatility.

Personnel

The Company has a small management team and the loss of any key individual could affect the Company's business. Additionally, the Company will be required to secure other personnel to facilitate its development plans. Any inability to secure and/or retain appropriate personnel may have a materially adverse impact on the business and operations of the Company.

Tax Issues

Income tax consequences in relation to the securities offered will vary according to the circumstances of each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisers prior to purchasing the securities.

Smaller Companies

The share price of publicly traded smaller companies can be highly volatile. The value of the Common Shares may go down as well as up and, in particular, the share price may be subject to sudden and large falls in value given the restricted marketability of the Common Shares.

Competition

Both the hydrogen and graphene industries are characterized by larger companies with more financial resources than the Company. There is no assurance that the Company will be able to effectively compete in that environment.

Illiquidity

The Common Shares are not listed on a stock exchange. Investors should be aware that there may never be a market for the Common Shares and an investor may never realize a return on their investment. The Common Shares, therefore, may not be suitable as a short-term investment.

Going Concern and Financing Risks

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it to sustain operations. Although the Company has been successful in the past in obtaining financing through the issuance of common shares, there can be no assurance that it will be able to obtain the necessary financing and raise capital sufficient to cover its operating costs.

Licensed Technology

The Company believes the licensed technology will be commercially scalable and the products can be profitably marketed. There can be no assurance that the Company will be able to develop the technology to the point that may be required to carry out its business plans, on reasonable terms, or at all. Delays, or a failure to develop such economically viable products or a failure to comply with the terms of the license could have a material adverse effect on the Company.

General Economic Conditions

The recent events in global financial markets have had a profound impact on the global economy. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability. These factors could have a material adverse effect on the Company's financial condition and results of operations.

Coronavirus (COVID-19)

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. However, COVID-19 may directly impact the Company by disrupting the financial markets of which the Company relies on for raising funds or interfering with its supply chains.

Graphene Production Risk Factors

Limited Production

The Company's production plan calls for being able to produce 10 MT/year from the facility in Manhattan, KS by the end of calendar year 2023. To achieve that level of production, the company needs to ensure values, pumps and electrodes are sufficiently robust to produce product on a continuous basis. The Company is currently rigorously testing components but the Company cannot guarantee this will be successfully achieved.

EPA Review

The US Environmental Protection Agency (EPA) requires most nano materials to be reviewed to ensure no impact to people and the environment. This is a requirement for all producers in the USA and for all graphene products used in the USA regardless of where the product was produced. The Company is working closely with the EPA to ensure risks are mitigated and expect EPA clearance in calendar year 2023 but cannot guarantee timing or quantify any potential financial impact of any EPA or other regulatory requirements.

Graphene Market Acceptance

While the Company believes the addressable market for various forms of graphene product could grow to $2.5 billion by 2028, the market for today graphene is less than $100 million due to lack of high-quality product and high costs. Additionally, some customization of graphene will be required depending on application and customer. As such it may take considerable time for customers to adopt graphene which could delay potential future revenue and/or profitability for the Company.

Future Product Development

The Company continues to invest resources in the next generation of products using core detonation technology including hydrogen. Development in some cases is very early stages and there is no certainty on successful commercialization.

General

Although management believes that the above risks fairly and comprehensibly illustrate all material risks facing the Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks.

Although the Directors will seek to minimize the impact of the risk factors, an investment in the Company should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specializes in investments of this nature before making any decision to invest.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A on January 27, 2023.