

**BRAILLE ENERGY SYSTEMS INC.**

**(formerly Mincom Capital Inc.)**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**For the three and nine month periods ended June 30, 2024**

## **BRILLE ENERGY SYSTEMS INC.**

**(formerly Mincom Capital Inc.)**

### **MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTH PERIODS ENDED JUNE 30, 2024**

The following Management Discussion and Analysis (“MD&A”) reviews the operating results, financial condition and future prospects of Braille Energy Systems Inc. (formerly Mincom Capital Inc.), (“BESI” or the “Company”), current as of August 27, 2024. It should be read in conjunction with the Company’s interim unaudited consolidated financial statements and notes thereto for the three and nine month periods ended June 30, 2024, and the audited financial statements and notes thereto for the year ended September 30, 2023 which were prepared in accordance with International Financial Reporting Standards (“IFRS”). The reporting currency is in Canadian dollars. All currency amounts herein are expressed in Canadian Dollars unless otherwise indicated.

This MD&A contains or may refer to certain statements that may be deemed “forward-looking statements”. Forward-looking statements include estimates and statements that describe the Company’s future development plans, objectives or goals, including words to the effect that the Company expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as “anticipates”, “believes”, “could”, “estimates”, “predict”, “seek”, “potential”, “continue”, “intend”, “plan”, “expects”, “may”, “shall”, “will”, or “would” and similar expressions. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Forward-looking statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices for lithium ion batteries, AGM batteries ; supply of inventory; new opportunities; continued availability of capital and financing; general economic, market or business conditions, foreign currency exchange rate; and litigation, legislative, environmental or other judicial, regulatory, political and competitive developments. These and other factors should be considered carefully and readers should not place undue reliance on the Company’s forward-looking statements. BESI does not undertake to update any forward-looking statement that may be made from time to time by Management or on its behalf, except in accordance with applicable public disclosure rules and regulations

#### **Nature of Business**

BESI was incorporated on May 24, 2011 as Mincom Capital Inc., under the Canada Business Corporations Act. The Company was a Capital Pool Company (“CPC”), as defined in Policy 2.4 of the TSX-V Corporate Finance Manual (“Policy 2.4”) from incorporation to May 9, 2014, following the issuance of the TSX Venture Exchange’s Final Bulletin approving the Company’s acquisition of the Romer property, in Québec, as its Qualifying Transaction (“QT”). Subsequent to the completion of the QT in accordance with Policy 2.4, BESI commenced operations as a Tier 2 mining issuer.

On June 21, 2018, and pursuant to the Final Bulletin issued by the Exchange dated July 25, 2018, the Company closed the acquisition and change of business transaction (Note 4 to the annual audited consolidated financial statements for the year ended September 30, 2018), whereby it acquired an 89.95% ownership interest in Braille Holdings Inc. (“Braille Holdings”). Braille Holdings is a holding company that wholly owns a 100% equity interest in Braille Battery Inc. (“Braille Battery”). Braille Battery is a battery-manufacturing and energy storage company supplying batteries to the professional motor sports industry and has developed a line of lightweight high powered battery systems for the transportation market.

Braille Holdings was incorporated on May 6, 2010, under the laws of the State of Florida. Braille Battery was incorporated on January 1, 2009, under the laws of the State of Florida. The principal place of business for both entities is located at 6935 15<sup>th</sup> Street East, Building 115, Sarasota, FL 34243.

Following the close of BESI’s acquisition of its interest in Braille Holdings, the Company subsequently changed its name from Mincom Capital Inc. to Braille Energy Systems Inc. and is now a Tier 2 Technology Issuer and the majority shareholder of Braille Holdings. Braille Holdings is a holding

company and does not carry on business other than to hold all the issued and outstanding shares of Braille Battery.

The principal business of BESI is now Braille Battery's battery-manufacturing and energy storage operations. BESI's future development plans includes to expand its market penetration into a wider range of market segments that require light weight, high-performing energy solutions, using scientifically advanced materials.

The head office of the Company is located at 945 Princess St., Box 117, Kingston, Ontario, K7L 0E9.

## **Corporate Development Highlights**

### Braille Energy Systems Inc. Provides Operational Update

On November 2, 2021, the Company, announced the following operational updates:

**Sarasota Facility Expansion Complete:** The expansion of Braille Battery's Sarasota facility, announced in a press release on July 13, 2021, has now been completed. The expansion will allow Braille to augment its production capabilities and increase its finished goods inventory and on-hand supply of critical materials.

**New Centre of Excellence for Battery Technology:** Braille Energy Systems Inc (BESI) will establish a Centre of Excellence for Battery Technology in Kingston, Ontario, Canada, in Q2 of 2022. The new BESI facility's mandate is to perform engineering research into mechanical and materials properties to enhance the efficiency of energy conversion and energy storage in energy storage systems (ESS). This new BESI R&D facility also has a mandate to develop technologies that improve the environmental impact of ESS with respect to raw material consumption, production methods and end of life streams.

**Kingston Manufacturing Facility:** BESI plans to open a manufacturing facility in Kingston, where it will leverage its core competence in the manufacture of high density/high reliability battery packs and expand its manufacturing scope into system solution for Mission Critical energy storage. BESI is applying its high-reliability battery pack designs to create scalable and modular solutions for challenging applications such as:

- Backup power systems for data centres and commercial/industrial facilities such as hospitals and air traffic control towers;
- Low voltage DC backup for wireless communications infrastructure;
- Low voltage 120VDC backups for DC-driven industrial loads

Additionally, Braille Battery Inc. announced it completed the terms of the Federal Aviation Administration (FAA) Civil Penalty issued in 2018 by executing the final payment on September 30, 2021.

The Company updated its Fixed Stock Option Plan. At the shareholders meeting held May 21, 2021, shareholders of the Company approved a fixed 20% incentive stock option plan to replace the previous fixed stock option plan. Pursuant to the Amended Plan, the number of options available under the plan is 14,877,949 common shares in the capital of the Company which may be granted to directors, officers, employees, and consultants of the Company from time to time. The Amended Plan also permits options granted under the Amended Plan to be exercised at a price not less than the Discounted Market Price (as such term is defined in the policies of the TSXV), subject to a minimum exercise price of \$0.05.

### Braille Energy Systems Inc. Announces Appointment of Ivan Gissing to role of Chief Technology Officer

On January 11, 2022 the Company announced the appointment of Ivan Gissing (P. Eng.) to the newly developed role of Chief Technology Officer. Mr. Gissing will also continue in his current role of General Manager.

### Braille Energy Systems Inc. Announces Grant of Options

On February 17, 2022, the Company announced the grant of 6,300,000 incentive stock options to its directors, officers, employees, and consultants. The options are to purchase up to 6,300,000 common shares of the Company at an exercise price of \$0.18 per share and expire on February 17, 2027.

### Braille Energy Systems Inc. Retains Refined Substance to Provide IR Services

On February 17, 2022, the Company announced that it has retained Refined Substance Inc. ("Refined Substance") to provide investor relations consulting services. Refined Substance is a Montreal-based communications and marketing firm providing investor relations services for the mining industry. Under the terms of the agreement, Refined Substance will provide investor relations services, including press release drafting and dissemination, responding to investor inquiries, and communications. Compensation payable in cash to Refined Substance will be based on an hourly rate invoiced monthly. There are no performance factors contained in the agreement. The agreement is effective as of September 30, 2021 and may be terminated upon 30 days' notice. The anticipated cost to the Company related to the agreement is \$1,000 per month. Refined Substance and the Company are arm's length parties. Refined Substance is principally owned by Kimberly Darlington.

### Braille Energy Systems Inc. Announces Grant of Options

On February 22, 2022, the Company announced the resignation of board member James J. Greenberger. The resignation was effective February 17, 2022.

### Braille Energy Systems Provides Update on Proposed Sale of Romer Property

On April 5, 2022 the Company provided an update to the proposed sale of its Romer Property to Stria Lithium Inc. ("Stria") previously announced in its March 4, 2022 news release.

Braille received conditional approval of the Proposed Transaction from the TSX- V on March 16, 2022. Conditions necessary for the Exchange's final approval include delivery to the Exchange of an independent Geological Report of the Property, evidence of disinterested shareholder approval of the Proposed Transaction and a copy of the final executed acquisition agreement.

At the scheduled annual and special meeting of shareholders of May 19, 2022, Braille shareholders approved the Proposed Transaction. Braille and Stria completed and executed a definitive agreement of purchase and sale of the Property as announced on April 6, 2022. IOS Services Géoscientifiques has been engaged to complete an independent Geological Report.

On June 21, 2022, the Company updated to the proposed sale of the Romer Property (the "Property") to Stria Lithium Inc. previously announced in news releases dated March 4, 2022, April 5, 2022, and April 7, 2022 (the "Proposed Transaction"). On August 11, 2022 the Company announced it closed the transaction.

### Braille Energy Systems Inc. Enters Into Product Certification Phase of Energy Storage System (ESS)

On May 5, 2022, the Company, announced that its initial suite of energy storage system (ESS) products is moving from the development phase into the commercialization stage.

A key element of market launch is product certification to UL9540 standard; this commercialization step will commence in the coming weeks with an RFQ issued to several NRTL (Nationally Recognized Testing Laboratory) accredited agencies for the certification project for BESI ESS products.

### Braille Energy Systems Inc. Provides Operational and Business Update

On July 27, 2022, the Company announced the following operational and business updates:

- The Company is now moving to the UL9540 certification phase of its ESS (Energy Storage System)

product, bringing it closer to launching its GEN1 system in early Q1 '23. Further to the previously announced RFQ review process, we have chosen CSA Group as our NRTL (Nationally Recognized Testing Laboratory) partner to certify our Energy Storage System products.

- Braille Battery expands its business reach into European Motorsports Market with the hiring of Oliver Fall as its Director of Motorsports Business Development, EMEA.

#### Braille Energy Systems Inc. Announces Formation of New Business And Product Innovation

On September 29, 2022 the Company, announced the formation of ELECTRAFY as a registered brand for its new commercial business.

Leveraging the proven Braille Energy LFP (lithium iron phosphate) battery technology as the basis for its product design, ELECTRAFY's primary focus will be the design and manufacturing of fully integrated Back-up Power Systems (BPS) and as well as stand-alone Energy Storage Systems (ESS). ELECTRAFY is in the final commercialization stages for its Residential and Industrial BPS product portfolio developed for the North American market.

The importance of secure, reliable energy storage and backup storage systems is increasingly clear, and several journalists and experts have weighed in on the subject. Katherine Blunt of The Wall Street Journal (Feb 18 '22) published that America's power grid is increasingly unreliable and that the problem is likely to get worse before it gets better (<https://www.wsj.com/articles/americas-power-grid-is-increasingly-unreliable-11645196772>).

Tim McLaughlin of Reuters (May 12 '22) states that nation's transmission network, plagued by outages and increasingly severe weather, needs a trillion-dollar overhaul to handle the Biden administration's promised clean-energy revolution (<https://www.reuters.com/investigates/special-report/usa-renewables-electric-grid/>).

Peter Behr & Jason Plautz of E&E News (May 19 '22) provide a sobering report of increased risk of power outages this summer in central & upper MidWest, Texas and Southern California due to extreme heat, wildfires, and extended drought (<https://www.eenews.net/articles/grid-monitor-warns-of-u-s-blackouts-in-sobering-report/>).

#### Braille Energy Systems Inc. Adopts Shareholder Rights Plan

On November 25, 2022, the Company announced it adopted a shareholder rights plan (the "Rights Plan") effective November 24, 2022.

The adoption of the Rights Plan is intended to ensure, to the extent possible, that all shareholders of the Company are treated fairly in connection with any take-over bid for the Company's shares and to protect against acquisitions of control of the Company through purchases of shares that are exempt from applicable Canadian take-over bid rules, also referred to as "creeping" take-over bids. The Rights Plan is substantially similar to shareholder rights plans adopted by other Canadian issuers and, it was not adopted in response to any specific proposal or intention to acquire control of the Company.

Subject to the terms of the Rights Plan, in the event that rights become exercisable under the Rights Plan, holders of the rights (other than the acquiring person and certain other customary parties, including parties acting jointly or in concert with the acquiring person) will be permitted to exercise their rights to purchase additional common shares of the Company at a 50% discount to the then prevailing market price of the common shares. Pursuant to the Rights Plan, one right attaches to each issued and outstanding common share.

The Rights Plan was ratified by shareholders of the Company at BESI's 2023 annual meeting of shareholders held in May 2023 and approved by the TSX Venture Exchange. A copy of the Rights Plan will be filed under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## Braille Energy Systems Inc. Announces Acquisition of 3iFirebulb Fire Detection & Suppression Technology

On December 12, 2022, the Company announced it continues to enhance the technology in its leading-edge, North American manufactured Energy Storage Solutions (ESS) with the addition of the "3iFirebulb Passive Fire Detection and Suppression Technology" to its Lithium battery modules.

The Company announced it signed a Letter of Intent ("LOI") dated December 7, 2022, with GH Innovation Ltd., a private corporation incorporated under the laws of the UK. The general terms and conditions of the proposed purchase grant exclusive rights for the Company to acquire the intellectual property related to 3iFirebulb (the "Asset"). The deal consists of a one (1) year commercialization agreement effective January 1<sup>st</sup>, 2023, followed by the purchase of the intellectual property, including its patent file, from GH Innovation Ltd. (the "Transaction").

Firebulb technology is an absolute game changer for the Lithium Battery Industry. The 3iFirebulb passive technology is a preemptive detection and suppression system that prevents fires caused by thermal runaway events in Lithium batteries.

Braille Energy is now in the commercial launch phase of its UL9540 approved Residential Energy Back-up Power Systems, with initial deliveries scheduled for Q2 2023. Braille manufactures both the ESS system and its Lithium Battery Modules in North America. The addition of 3iFirebulb technology solidifies Braille as not only a high-performance product but also at the leading edge of safe design.

Subject to the conditions set forth in the LOI, the Company will pay GH Innovation an annual consideration of £200,004 (\$334,436.60 CDN) to deliver the successful commercialization and marketing of the Firebulb IP. As defined in the letter of intent, the Company will purchase the Commercialized IP for the additional consideration of £1,500,000 (One million, five hundred thousand Great British Pounds) (\$2,507,903 CDN) ("Purchase Price").

The proposed acquisition of the exclusive rights to 3iFirebulb intellectual property remains subject to standard closing conditions, including a satisfactory due diligence of the related intellectual property, the execution of a definitive agreement, and TSX Venture Exchange ("the Exchange") approval.

Several recent news stories from around the world underscore the need for greater safeguards against lithium-ion battery fires, supporting the value of the Company's investment in 3iFirebulb technology:

[Dozens injured as lithium battery fire rips through Manhattan high-rise: 'Unbelievably dangerous' \(yahoo.com\)](#): November 5, 2022

[Vancouver news: Lithium-ion batteries linked to deadly fires | CTV News](#): June 13, 2022

[Lithium battery fires and safety - Renew](#): April 21, 2022

Concurrent with this announcement, prior to the close of the proposed Transaction, the Company plans to complete an equity financing to raise up to CAN\$1,000,000. Proceeds of the financing will be used to pay a portion of the Purchase Price.

About 3iFireBulb (GH Innovation Ltd)

3iFireBulb technology is specifically designed for use on lithium battery thermal runaway and offers rapid and unique fire safety functionality to deal with thermal runaway fire risks. 3iFireBulb has been designed by GH Innovation Ltd., a UK-based innovation company that conceptualizes and designs unique fire detection and suppression systems for specialist fire risks.

GH Innovation Ltd. is led by Gary Hudson, MIET, MIFireE. Gary has over 16 years' experience as a senior electrical and fire systems engineer for the UK nuclear industry. He also supported a role as a Fire prevention expert for World Association of Nuclear Operators and previously worked for the UK Ministry of Defence engineering on Nuclear Submarines and Weapons Systems.

GH Innovation's last project was the development of an award-winning (UK electrical industry 2018 industrial product of the year) patented thermochromic technology for use as a predictive fire and downtime detection device in critical power infrastructure. The GH Innovation-developed technology

was acquired by a US company in 2022 who are the global leader in Safety & Reliability solutions for critical asset monitoring, inspection, and management.

#### Braille Energy Systems Inc. Announces Braille Battery Distribution Agreement with Landport Batteries in Europe

On December 13, 2022, the Company announced it signed an agreement with Landport Batteries ([Landport Batteries - Landport \(landportbv.com\)](https://www.landportbatteries.com)), based in the Netherlands. Landport is a major distributor throughout Europe via its network of 500 partners in 35 countries and will bring increased visibility to the Braille Battery brand immediately. The agreement is effective January 1, 2023 and covers a term of three (3) years, with an option to renew it on an annual basis thereafter.

#### About Landport Batteries

Landport Batteries, founded in 1993, is a European Battery Specialist offering an extensive range of batteries and battery chargers for various motorcycle, automotive and industrial applications. Selling over 1,500,000 batteries annually, its main customers consist of manufacturers, importers, wholesalers, wholesale organizations and chain stores.

Since 2002, Landport Batteries has been part of the Louwman Group, which is one of the largest automotive distributors in Europe and is active in the mobility aids industry. The Dutch family-owned Louwman Group, founded in 1923, consists of import companies for the Toyota, Lexus, Morgan and Suzuki car brands, the latter including motorcycles and outboard marine engines. In addition, Louwman Group is active in retail, leasing and finance, parts supply, logistics and the distribution of mobility aids for the elderly and the physically challenged.

#### Braille Energy Systems Inc. Provides Update on Commercial Availability of its Lithium Modules and Home Back-Up Power System

On January 18, 2023 the Company announced that its North American-designed Electrafy ESS Lithium Battery Modules will be commercially available beginning in May 2023. The modular systems feature the industry-leading FireBulb thermal runaway detection and response technology which was acquired by the Company in late 2022.

Shortly thereafter, the Electrafy Home Back-up Power System, featuring the Electrafy ESS Lithium Module, will also be made commercially available.

Additionally, the Company is currently in discussions with lithium battery companies to license its Firebulb thermal runaway detection and response technology. The stationary battery storage market alone was valued at USD \$71 billion in 2022, and is expected to grow at more than 27% CAGR from 2023 to 2032 (source: Global Market Insights).

#### Braille Energy Systems Inc. Announces Non-Brokered Private Placement

On April 11, 2023, the Company announced it closed a non-brokered private placement of 10,735,290 units (the "Units") of the Company at a price of \$0.085 per Unit (the "Offering Price") for aggregate gross proceeds to the Company of \$912,500 (the "Offering"). Each Unit consists of one common share (a "Common Share") in the capital of the Company and one-half of one non-transferable common share purchase warrant (each whole warrant, a "Warrant") of the Company. Each whole Warrant will entitle the holder thereof to acquire one Common Share at an exercise price per Common Share of \$0.12 for a period of 24 months from the closing of the Offering (the "Closing Date"). Notwithstanding the foregoing, if at any time after four (4) months and one (1) day following the Closing, the trading price of the Common Shares on the TSX Venture Exchange is equal to or exceeds \$0.40 for 10 consecutive trading days, as evidenced by the price at the close of market, Braille shall be entitled to notify the holders of Warrants of its intention to force the exercise of the Warrants. Upon the issuance of such notice, the holders of Warrants shall have 30 days to exercise the Warrants, failing which the Warrants will automatically expire.

In connection with the closing of the Offering, the Company paid a cash finder's fee totalling \$19,250 and issued 226,470 finder warrants (the "Finder Warrants"). The cash finders fee represents 3.5% of

the gross proceeds from a portion of the Offering and the Finder Warrants represents 3.5% of the number of Units sold to subscribers introduced by the finder. Each Finder Warrant issued as part of the Offering entitles the finder to purchase one Common Share at a price of \$0.12 for a period of 24 months from the closing of the Offering. The net proceeds of this financing will be used to maintain the Company's existing operations and general working capital requirements.

The Units were be sold on a private placement basis to accredited investors pursuant to the "accredited investor" exemption or other available and agreed upon exemptions from prospectus requirements. The Units, including all underlying securities thereof, will have a hold period of four months and one day from the date of issue. The Offering is subject to TSX-V final approval.

The Offering constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") because Insider of the Company, being Jeffrey York and Lindsay Weatherdon, will participate in the Offering. The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of the Private Placement as the fair market value (as determined under MI 61-101) of the Insider participation in the Private Placement is below 25% of the Company's market capitalization (as determined in accordance with MI 61-101).

#### Braille Energy Systems Inc. Engages Atrium Research Corporation

On April 20, 2023, the Company announced it engaged the services of Atrium Research Corporation, an issuer paid research report producer ("Atrium"). Atrium will produce a number of research reports based on publicly available information, industry data, and discussions with management to assist the Company in presenting its investment case to potential investors. In exchange for its research services, Atrium will receive cash compensation in the amount of \$3,000 per month for a term of 12 months. Atrium and the Company are arm's length parties, and Atrium holds no shares or options to purchase shares in the issued and outstanding capital of Braille.

#### Braille Energy Systems Inc. Provides Operational and Business Update As of July 27, 2023

On July 27, 2023, the Company announced the following operational and business updates:

- Braille Battery Inc. (Sarasota, FL) continues with its commitment to become a volume scale Battery Manufacturing Facility. The Company announces it will be expanding its product range of "Made in USA" Power Sports Batteries to provide additional ultra-high cranking and high-capacity lithium batteries of its Motorcycle V-Twin segment, ATV/UTVs and personal watercrafts.
- Braille Energy's ELECTRAFY RESIDENTIAL AND INDUSTRIAL BACK-UP POWER SYSTEM product development is nearing completion, including certification, and discussions have begun with industry leading organizations to bring the product to North American residential and industrial customers.
- Firebulb Lithium Battery Fire Hazard Detection/Warning System: The commercial development of this system, first announced in our press release of December 12, 2022, is nearing completion. Our primary focus continues to be the prediction of thermal runaway in lithium batteries, which can lead to serious property damage due to its destructive nature. Our current product range is focused on the following key pillars...
  - In-home/residential charging with alarm notification prior to a fire event occurring
  - Integrated charging disconnect system for lithium batteries
  - Peak Shaving and solar-based Residential Lithium Energy Storage Systems (ESS)
  - Industrial Lithium ESS Systems

#### Braille Energy Systems Inc. Provides Operational and Business Update

On January 31, 2024 the Company provided the following updates on its operations and business activities:

Braille Battery Inc.: Braille Battery reported that significant technical and operational requirements for expansion activities into European markets were completed in 2023 and revenue activities in the European market are now expected to begin with the spring/summer 2024 performance racing season. In the last few months of 2023, Braille Battery developed two new industry-leading battery capacity products designed to meet the needs of the important and growing powersports market. These products, which will be available to consumers starting in February 2024, broaden Braille's product offering in this space and complement its successful G30H product. As these new higher capacity products provide a solution that is not currently available with lithium batteries, Braille expects them to be met with widespread demand in the US market.

Meanwhile, Braille's G30H product has been selected and utilized by the factory race team for the largest powersports manufacturing company in the US.

BESI: BESI's ELECTRAFY RESIDENTIAL AND INDUSTRIAL BACK-UP POWER SYSTEM (Electrafy) is in the commercial selling phase, with active discussions taking place with key partners to bring Electrafy to the North American market. The company has achieved another milestone with its first test installation of an Electrafy System in a Canadian residence that was approved and certified by the local authorities.

Early Alert™ Lithium Battery Fire Detection System: Early Alert, formerly FireBulb, addresses the safety issues related to lithium battery fires that have caused widespread concern as the adoption of lithium battery technology grows. Early Alert is now in the final stages of its commercial development, and the Company plans to launch its first product focused on electric bikes and scooters by Fall 2024.

#### Braille Energy Enters Initial Production Phase of Its Electrafy Home Back-Up Power System

On March 7, 2024 the Company announced it has entered the initial production phase for its Electrafy Home Back-up Power System. The Company also advised it has received an initial Purchase Order for \$132,775.00 from Electrification Made Easy Inc., a re-seller in Atlantic Canada, through a partnership with Callbecks Home Hardware.

#### Braille Energy Systems Inc. Announces Grant of Options

Subsequent to the quarter ended June 30, 2024, on July 10, 2024 the Company announced the grant of 5,632,949 incentive stock options to its directors, officers, consultants, and employees. The options are to purchase up to 5,632,949 common shares of the Company at an exercise price of \$0.09 per share and expire on July 9, 2029.

#### Braille Energy Systems Announces and Closes Non-Brokered Private Placement

Subsequent to the quarter ended June 30, 2024, on August 1, 2024, the Company announced arranged a non-brokered private placement of up to 4,444,444 units of the Company at a price of \$0.09 per Unit for aggregate gross proceeds to the Company of up to \$400,000. Each Unit consisted of one common share in the capital of the Company and one non-transferable common share purchase warrant of the Company. Each whole Warrant entitles the holder thereof to acquire one Common Share at an exercise price per Common Share of \$0.10 for a period of 24 months from the closing of the Offering.

No commissions or fees were payable in connection with this financing. The net proceeds of this financing will be used to maintain the Company's existing operations and general working capital requirements.

Insiders of the Company participated in the Offering and subscribed for up to 2,222,222 Units for aggregate gross proceeds of \$200,000. The Offering was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of securities being issued to insiders nor the consideration being paid by insiders exceeded 25% of the Company's market capitalization.

#### Principal Products, Services, and Operations

BESI's core business is Braille Battery's battery manufacturing and energy storage solutions operations. This Florida-based company is the pioneer of a complete line of lightweight high-powered battery systems for the professional motor sports industry and transportation market. Braille Battery developed the world's first commercially available automotive lithium starting battery and has grown to become the highest volume producer of automotive lithium starting batteries.

Braille Battery's technological achievements include battery containment using composite technologies; thermal management, high amperage solutions, high vibration designs, novel battery chemistries, battery controls and dual use chemistries. Braille Battery's manufacturing facility houses management offices, design and engineering, research and development, manufacturing, logistics and fulfillment. Braille is an FDA manufacturer and is GSA / CCR registered.

Braille Battery's achievements include numerous firsts in the industry, among them: development of the first carbon fiber battery; first Lithium-Ion automotive original equipment starting battery; first carbon Li-Ion battery; first European Community RoHS environmentally approved automotive battery; first lithium battery to win a Formula 1 Championship; first lithium battery to win Daytona 500, NASCAR and Le Mans Championships.

### Principal Products and Services

Braille Battery manufactures its own lithium-ion battery line and distributes a full multi-level line of batteries and accessories pre-assembled by a network of suppliers. Braille Battery's products are sold through distributors and on-line, to individuals and companies for the automotive racing industry. Prior to the Company's purchase of its interest in Braille Battery, Braille Battery's revenues were approximately US\$2 million in 2014 and decreased to US\$1.86 million in 2015 and remaining at the same level in 2016 and 2017 at approximately US\$1.86 million. Revenue for the 2018 fiscal year was approximately \$2.5M of which \$691,201 was recognized in the 101 days after BEI acquired its interest in Braille and the year ended September 30, 2018. Revenue for the 2023 fiscal year was \$3,759,702 (compared to \$4,099,855 in 2022).

### Operations

Braille Battery assembles its products at its facility in Sarasota, Florida by combining prefabricated components delivered by third-party suppliers and in-house fabricated components. Braille Battery offers custom designed battery application solutions. Customers can input their specific requirements for a custom battery and Braille Battery will assemble the product to the customers' specifications.

Braille Battery's manufacturing and assembly operations are located in Sarasota Florida, its current sole manufacturing and assembly location. Machinery and equipment required to operate the business are owned and leased by Braille Battery. Raw materials and component parts are widely available. Battery cells and parts are purchased from a network of approximately twenty-two different suppliers.

Braille Battery is the battery provider for a number of professional auto racing series, including Indycar, DTM, SuperGT and Australian V8 Supercars, along with many of the prototypes and GT cars in the IMSA TUDOR sports car series. Braille Battery is also a supplier to teams in Open Wheel, Drag Racing, Rally, and SCCA. Braille Battery's brand names include Micro-lite, Green-lite, Super 16 Volt Lithium, Intensity, Intensity Carbon, and Fleet-lite. Its AGM brands include: Endurance Series, Carbon AGM and Lightweight AGM.

Braille Battery has seven employees in administrative, marketing, sales, and manufacturing departments all located in Sarasota.

### Market

Braille Battery manufactures, markets and sells Lithium and AGM battery and charging solutions to industries requiring light-weight, fast-charging, high-capacity, long runtime, safe, dependable energy systems. The main market segment to which Braille Battery sells its principal products is the automotive racing industry. This includes professional racing series, individual professional racing teams, and amateurs and hobbyists.

### Braille Battery Marketing and Strategies

Braille Battery products are marketed through direct sales, participation in industry events and trade shows, including the SEMA and PRI Shows. Braille Battery has adopted a tiered pricing policy. Market prices are offered to retail customers, and discounts are provided on volume orders by wholesalers, distributors, and dealers. Braille Battery batteries are designed, intended, promoted, sold and

warrantied in street and race vehicles, where many companies void warranty when used in racing applications. Braille Battery is also expanding into other verticals including Marine and Commercial Trucking Applications.

### **Competitive Conditions**

Braille Battery's direct competitors are other light weight lithium ion battery producers: Smart Battery, Optima (Johnson Controls), Odyssey (Energys), XS Power, Super B, Lithium Pros. Braille Battery also competes, indirectly lead acid battery companies such as East Penn and Crown.

Braille Battery products are priced as premium products. In the lightweight AGM line, Braille Battery offers more power (pound for pound) compared to competitors. In the lithium market, Braille Battery's lithium batteries are used in more original equipment manufacturer (OEM) factory race cars and professional race series. Political conditions which embrace non-traditional energy storage devices, such as lithium ion batteries will encourage new competitors into the marketplace specifically in Europe and China.

### **Braille Battery Future Development**

BESI plans to expand Braille Battery's market penetration into a wider range of market segments that require light weight, high-performing energy solutions, using scientifically advanced materials. To this end;

- the Company is currently working on portable battery solutions in partnership with a clean water technology company.
  - developing a range of back-up energy storage batteries for both industrial and in-home use
- Development of ELECTRAFY

#### Development of ELECTRAFY

The ELECTRAFY Residential and Industrial Back-up Power System (Electrafy) is in the commercial selling phase, with active discussions taking place with key partners to bring Electrafy to the North American market. The Company completed its first test installation of an Electrafy System in a Canadian residence that was approved and certified by the local authorities.

#### Early Alerttm Lithium Battery Fire Detection System:

Early Alert, formerly FireBulb, addresses the safety issues related to lithium battery fires that have caused widespread concern as the adoption of lithium battery technology grows. Early Alert is now in the final stages of its commercial development, and the Company plans to launch its first product focused on electric bikes and scooters by Fall 2024.

## Financial Information

The following selected financial data is derived from the unaudited interim financial statements of the Company for the three and nine month periods ended June 30, 2024 and 2023 that were prepared in accordance with IFRS.

### Selected Financial Information

	Three months ended June 30, 2024	Three months ended June 30, 2023	Nine months ended June 30, 2024	Nine months ended June 30, 2023
	\$	\$	\$	\$
<b>Statement of Comprehensive Loss</b>				
Revenue	922,637	1,141,233	2,699,547	3,123,361
Cost of Goods Sold	(596,957)	(908,222)	(1,857,292)	(2,325,718)
Gross Profit	325,680	233,011	842,255	797,643
Operations Expenses	(605,627)	(1,052,962)	(1,952,020)	(3,189,340)
Net Profit (Loss) Before Tax	(308,322)	(816,847)	(1,155,515)	(2,368,375)
Other Comprehensive Income	8,376	(32,379)	13,428	(42,998)
Total Comprehensive Profit (Loss)	(299,946)	(849,226)	(1,142,087)	(2,411,373)
Basic and Diluted Loss per Common Share	(0.003)	(0.010)	(0.010)	(0.030)
Basic and Diluted Weighted-Average				
Number of Common Shares Outstanding	93,701,576	90,495,336	92,428,377	84,124,944
	Nine months ended June 30, 2024	Nine months ended June 30, 2023		
<b>Statement of Cash Flows</b>				
Cash Flows From Operating Activities	(62,115)	(2,713,456)		
Cash Flows From (Used In) Investing Activities	10,950	(75,742)		
Cash Flows From (Used in) Financing Activities	(29,351)	747,249		
Decrease in Cash	(80,516)	(2,041,949)		
	June 30, 2024	June 30, 2023	September 30, 2023	September 30, 2022
As at	\$	\$	\$	\$
<b>Statement of Financial Position</b>				
Cash	60,341	431,072	140,278	2,475,869
Trade and Other Receivables	151,957	392,627	252,484	127,858
Marketable Securities	32,550	-	109,250	-
Inventory	1,383,954	1,551,592	1,833,228	1,295,506
Prepaid Expenses	101,726	255,635	317,791	348,429
Property Plant and Equipment	136,009	174,734	166,944	131,399
Right of Use Assets	355,612	470,448	447,859	586,003
Total Assets	2,332,805	3,459,411	3,283,925	5,128,592
Current Liabilities	1,801,717	1,320,789	1,706,944	1,486,970
Total Liabilities	2,103,021	1,760,535	2,064,015	2,026,544
Shareholders' Equity	229,784	1,698,876	1,219,910	3,102,048

### Dividend Payment

Since its incorporation, the Company has not paid any dividends on its outstanding common shares. Any future dividend payment will depend on the Company's financial needs to fund its battery manufacturing and energy storage operations and exploration and development programs, future growth, and any other factors the board may deem necessary to consider. It is highly unlikely that any dividends will be paid in the near future.

## **Results of Operations for the Three and Nine Month Period Ended June 30, 2024**

### **Revenue and Other Income**

During the three and nine month periods ended June 30, 2024, the Company recognized revenues totalling \$922,637 and \$2,699,547 respectively (compared to \$1,141,233 and \$3,123,361 in the three and nine month periods ended June 30, 2023). There was 19% decrease in the revenue recognised in the three month period ended June 30, 2024 compared to the revenue recognised in the period ended June 30, 2023.

## **Results of Operations for the Three and Nine Month Period Ended June 30, 2024**

During the three and nine month period ended June 30, 2024, the Company realized a net loss of \$308,322 and \$1,155,515 respectively (compared to net loss of \$816,847 and \$2,368,375 in the three and nine month period ended June 30, 2023). During the three and nine month period ended June 30, 2024, the Company's operating expenses were \$605,627 and \$1,952,020 respectively (compared to \$1,052,962 and \$3,189,340 in the three and nine month period ended June 30, 2023).

The decreased operating expenses in the three and nine month period ended June 30, 2024 are attributed to;

- Salaries and benefits for the three and nine month periods ended June 30, 2024 were \$125,173 and \$492,226 (compared to \$261,801 and \$769,506 for the three and nine month periods ended June 30, 2023). The decrease is attributed to the Company reducing the size of its team in response to decreasing sales.
- Professional fees for the three and nine month periods ended June 30, 2024 was \$7,955 and \$79,237 (compared to \$31,270 and \$272,343 for the three and nine month periods ended June 30, 2023). The decrease is attributed to the Company reducing the team of consultants engaged to meet its objectives.
- Travel and Promotion expense for the three and nine month periods ended June 30, 2024 was \$17,941 and \$65,727 (compared to \$63,092 and \$190,836 for the three and nine month periods ended June 30, 2023). The decrease is attributed to the Company reducing the number of conferences it attends.
- Research expense recognised for the three and nine month periods ended June 30, 2024 was \$85,551 and \$150,418 (compared to \$136,197 and \$338,825 for the three and nine month periods ended June 30, 2023). The ongoing and decreasing research expense was related to the development of the Electrafy Energy Storage System.

The Company recognised a total comprehensive loss of \$299,946 for the three month period ended June 30, 2024, representing a loss of \$0.003 per share and a total comprehensive loss of \$1,142,087 for the nine month period ended June 30, 2024, representing a loss of \$0.01 per share. This is compared to total comprehensive losses of \$849,226 and \$2,411,373 recognized in the three and nine month period ended June 30, 2023, respectively, representing a loss of \$0.01 and \$0.03 per share respectively.

### **Cost of Goods Sold and Operating Expenses and Other Expenses**

During the three and nine month periods ended June 30, 2024, the Company's cost of goods sold were \$596,957 and \$1,857,292 with gross profits of \$325,680 and \$842,255 respectively. This is compared to cost of goods sold of \$908,222 and \$2,325,718 reported in the three and nine month periods ended June 30, 2023, with gross profits of \$233,011 and \$797,643.

### **Quarterly Information**

The following selected financial data is derived from the unaudited interim financial statements of the Company, which were prepared in accordance with IFRS.

Period Ended	Other Income	Net Income (Loss)	Loss per share
	\$	\$	\$
30/06/24	(28,375)	(308,322)	(0.003)
31/03/24	8,500	(335,518)	(0.004)
31/12/23	(49,887)	(491,675)	(0.005)
30/09/23	17,409	(538,958)	(0.010)
30/06/23	3,104	(816,847)	(0.010)
31/03/23	4,476	(722,266)	(0.010)
30/12/22	(5,256)	(829,262)	(0.010)
30/09/22	305,350	(590,202)	(0.003)
30/06/22	26,846	(227,581)	(0.003)
30/03/22	(880)	(1,614,901)	(0.020)
30/12/21	(5,998)	(336,509)	(0.004)
30/09/21	(88,543)	(461,051)	(0.006)

- During the quarter ended September 30, 2021, the Company represented amounts previously reported as Other Income as Government Assistance on the consolidated statements of loss and comprehensive loss. This accounts for the negative Other Income in the quarter ended September 30, 2021 presented in the above table.
- During the quarter ended March 31, 2022, the Company recognized stock based compensation of \$1,353,484 following the grant of 6,300,000 options to directors, officers, employees, and consultants at an exercise price of \$0.18 per share expiring February 17, 2027.

### Liquidity and Capital Resources

The Company has a working capital of \$39,467 at June 30, 2024 (working capital of \$962,178 at September 30, 2023), including \$60,341 in cash and current liabilities totalling \$1,801,717 due within the next 12 months, as compared to a working capital of \$1,493,440 at June 30, 2023.

BESI's budget, on a consolidated basis with Braille Holdings (following the close of the transaction whereby the Company purchased 89.95% interest in Braille Holdings from Grafoid as announced during the quarter ended June 30, 2020) for the next fiscal year will be \$5.6M. The budget covers the operation expenditures of Braille Battery, Braille Holdings' wholly owned subsidiary. The Company's ability to continue as a going concern is dependent on Braille Battery's revenues generated from the battery sales, as well as additional financing, through various means including but not limited to equity financing and the exercise of convertible securities, to operate its battery company, discharge its current liabilities, meet its corporate administrative expenses.

### Contractual Obligations and Off-Balance Sheet Arrangements

As of June 30, 2024, the Company has no off balance sheet arrangements and no contractual obligations except as disclosed in Note 20 to the audited financial statements for the fiscal year ended September 30, 2023.

### Commitment and Proposed Transactions

As of June 30, 2024, and as of the date of this report the Company did not have any commitments outstanding. There are no undisclosed pending proposed transactions that would materially affect the performance or operation of the Company.

## Related Party Transactions

### Amounts Due From Related Parties

As at	June 30, 2024	September 30, 2023
	\$	\$
Grafoid Inc.	23,057	8,091
Focus Graphite Inc.	4,989	4,000
Stria Lithium Inc.	4,989	4,000
	<b>33,035</b>	16,091

### Amounts Due to Related Parties

As at	June 30, 2024	September 30, 2023
	\$	\$
Grafoid Inc.	26,207	-
Thombeth Holdings Inc.	168,485	121,680
JJJY Holdings Inc.	75,326	-
	<b>270,018</b>	121,680

#### Thombeth Holdings Inc.

As at June 30, 2024, included in amounts due to related parties was \$168,485 due to Thombeth Holdings Inc. ("Thombeth"), a company owned by an officer/director of the Company (\$121,680 as at September 30, 2023). The amount relates to multiple loans made to the Company for the purpose of providing short-term working capital. The loans bear interest at rates ranging from 0% to 12% and are all payable on demand.

During the three and nine month periods ended June 30, 2024, the Company was charged \$61,547 and \$183,455 (2023 - \$60,706 and \$182,753) by Thombeth for consulting fees. As at June 30, 2024, included in accounts payable and accrued liabilities is an amount of \$88,571 (\$38,714 as at September 30, 2023).

#### JJJY Holdings Inc.

As at June 30, 2024, included in amounts due to related parties was \$75,326 due to JJY Holdings Inc. ("JJY"), a company owned by a director of the Company (\$Nil as at September 30, 2023). The amount relates to a loan made to the Company for the purpose of providing short-term working capital. The loan is non-interest bearing and is payable on demand.

#### 9176055 Canada Inc.

During the three and nine month periods ended June 30, 2024, the Company was charged \$19,062 and \$57,186 (2023 - \$19,062 and \$57,186) by 9176055 Canada Inc. ("9176055"), a company owned by an officer of the Company, for consulting fees.

### Key Management Compensation

The following table reflects compensation of key management personnel (Directors and Officers of the Company):

	Three months ended June 30,		Nine months ended June 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Consulting fees	80,609	79,768	240,641	239,939
Stock-based compensation	8,649	28,329	41,282	96,961
	<b>89,258</b>	108,097	<b>281,923</b>	336,900

### Financial Instruments

The Company's financial instruments consist of cash, trade receivables, amounts due from related parties, marketable securities, accounts payable and accrued liabilities, current portion of long-term debt, lease obligation, amounts due to related parties and long-term debt. The fair value of these financial instruments approximates their carrying value due to their short-term nature except for long-term debt where the fair value approximates its carrying value due to being subject to market rate interest. The fair value of the Company's marketable securities is based on quoted prices in an active market (Level 1).

The classification of financial instruments is as follows:

As at	June 30, 2024	September 30, 2023
	\$	\$
<b>Financial assets</b>		
Amortized cost		
Cash	60,341	140,278
Trade receivables	129,015	231,235
Amounts due from related parties	33,035	16,091
Fair value through profit or loss		
Marketable securities	32,550	109,250
<b>Total financial assets</b>	<b>254,941</b>	<b>496,854</b>
<b>Financial liabilities</b>		
Amortized cost		
Accounts payable and accrued liabilities	(1,282,786)	(1,279,286)
Current portion of long-term debt	-	(40,000)
Lease obligation	(434,910)	(522,325)
Amounts due to related parties	(270,018)	(121,680)
Long-term debt	(37,435)	-
<b>Total financial liabilities</b>	<b>(2,025,149)</b>	<b>(1,963,291)</b>

## Outstanding Share Data

Common shares and convertible securities outstanding at August 27, 2024 consist of the following:

Securities	Expiry Date	Exercise Price	Number of Securities Outstanding
Common shares	-	-	98,154,481
Warrants	August 1, 2026	\$0.12	10,038,556
Options	July 9, 2029	\$0.05 to \$0.24	14,142,949

## Subsequent Events

### Braille Energy Systems Inc. Announces Grant of Options

*Refer to the “Corporate Development Highlights”*

### Braille Energy Systems Announces and Closes Non-Brokered Private Placement

*Refer to the “Corporate Development Highlights”*

## Risk Management Objectives and Policies

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarized in Note 16. The main types of risks are interest rate risk, market risk, credit risk and liquidity risk.

The Company's risk management is coordinated at its headquarters, in close cooperation with the board of directors, and focuses on actively securing the Company's short to medium-term cash flows by minimizing exposure to financial markets. Long-term investments are managed to generate lasting returns. The Company does not actively engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Company is exposed are described below.

### **Interest Rate Risk**

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's financial assets exposed to interest rate risk include cash held in interest bearing bank accounts with variable interest rates. The Company has not entered into any derivative contracts to manage this risk. The Company's policy as it relates to its cash balances is to invest excess cash in highly liquid, low-risk, short-term interest-bearing investments with maturities of 360 days or less from the original date of acquisition. As at June 30, 2024, the Company had cash balances of \$60,341 and interest income derived from these investments during the nine month period ended June 30, 2024 was \$Nil (2023 - \$19,572). The Company has limited exposure to financial risk arising from fluctuations in variable interest rates earned on cash given that the amount of interest earned by the Company is not significant.

Under the Canada Emergency Bank Account (“CEBA”) program, part of the Government of Canada's economic response plan to help Canadian businesses deal with the COVID-19 pandemic, the Company received loans totaling \$60,000, with \$40,000 received in fiscal 2020 and another \$20,000 received in fiscal 2021.

In January 2024, the Company received a refinancing loan in the amount of \$40,000 from the financial institution that facilitated the CEBA loan (the “Refinancing Loan”) and repaid \$40,000 of the CEBA loan. In doing so, the Company qualified for partial loan forgiveness in the amount of \$20,000, effectively

settling the balance of the CEBA loan. The Refinancing Loan bears interest at the rate of prime plus 2.84% and is repayable in monthly instalments of approximately \$850 over 60 months. As at June 30, 2024, the balance of the loan is \$37,435.

### **Currency Risk**

The Company is exposed to market risk through its use of financial instruments and specifically to currency risk and other price risk, which result from its operating activities.

Through its subsidiary, Braille Battery Inc., the Company operates internationally and is therefore subject to foreign currency risk. The Company reports its financial results in Canadian dollars, however most of the Company's revenue is transacted in US dollars. The Company incurs expenses in both Canadian and US dollars. To date, the Company has not used foreign currency forward contracts or other hedging strategies to manage its foreign currency exposure.

### **Credit Risk**

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. A customer is considered to be in default when the trade receivable ages beyond 30 days. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties.

It is management's opinion that the Company is not exposed to significant credit risk. The Company's financial assets exposed to credit risk are cash and trade receivables and maximum exposure is equal to the carrying values of these assets, totalling \$189,356 at June 30, 2024 (\$371,513 at September 30, 2023). Credit risk for cash is considered negligible since the counterparties are reputable banks with high quality external credit ratings. Trade receivables consist of amounts due from a large number of customers in the automotive industry and from various geographical areas. Credit risk is mitigated by requiring new customers to either prepay for their purchase or to apply for short term credit by going through the Company's credit evaluation and monitoring system.

None of the Company's financial assets are secured by collateral or other credit enhancements. Management considers that all the above financial assets that are not impaired or past due for each of the reporting dates are of good credit quality.

### **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity needs by carefully monitoring cash inflows and outflows in day-to-day business. The Company considers expected cash flows from financial assets in assessing and managing liquidity risk. As at June 30, 2024, the Company had working capital of \$39,467, including cash of \$60,341 and current liabilities of \$1,801,717, due within the next 12 months. During the nine month period ended June 30, 2024, the Company had negative cash flows from operations of \$62,115. There has been no change to management's assessment of liquidity risk compared with the prior period.

The Company has financial liabilities of \$2,025,149 of which \$1,723,845 are due within twelve months and \$301,304 are due in 1 to 5 years.

### **Capital Management**

The Company manages its capital to ensure its ability to continue as a going concern and to provide an adequate return to its shareholders. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares through equity offerings or acquire/dispose of assets. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than that of the TSX Venture Exchange ("TSXV") which

requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of June 30, 2024, the Company was non-compliant with respect to the above TSXV capital requirement. Any impact of non-compliance is at the discretion of the TSXV.

Management reviews its capital management approach on an ongoing basis. There have been no changes to the Company's capital management approach during the nine month period ended June 30, 2024.

### **Contingent Liability**

The Company is subject to claims and legal actions that arise in the ordinary course of business. It is the opinion of management that any ultimate liability that may arise from such matters would not have a significant adverse effect on the consolidated financial statements of the Company.

During the year ended September 30, 2021, a legal claim was brought against the Company by a former officer of the Company. Pleadings are closed but productions have not been exchanged nor have examinations for discovery been completed. As such, it is too early to evaluate this claim.

### **Risk Factors for Braille Battery Business**

Risk factors for Braille Battery include, but are not limited to; the reliance on intellectual property, costs of production, production capacity and supply chain risks, regulatory burdens and compliance with law regulating the manufacture or transportation of batteries, dependence on a single assembly facility for the near-term, risks related to international sales, warranty claims and product liability, adverse business or financial conditions affecting the automobile and energy storage industries, unprofitable operating history, regulatory investigations and reliance on key personnel.

### **Reliance on Patent License**

The products made by Braille Battery rely on intellectual property. The terms of the license may change or be subject to expiry or termination challenged by a third party at any time. The ownership of intellectual property licensed under a license agreement may be challenged or disputed by a third party at any time. Grafoid holds the patents on which Braille Battery relies.

### **Commodities Markets and Production Cost**

The Company may face rising prices of raw materials necessary to produce the products it sells. The result could include higher cost of production, inability to produce its products in sufficient quantity and quality, inability to sell its technology and products, inability to produce in large enough quantities, and the possibility of technology obsolescence such that licensing interests disappear. BEI depends on certain raw materials for the manufacture of anodes, cathode and separators. Such raw materials, especially lithium salts may be in short supply. As Lithium-ion battery demands escalates there could be significant raw material shortage and BEI may be unable to produce or deliver products to its customers or meet its cost targets due to escalation of prices of its raw materials.

### **Production Capacity**

The Company may not be able to meet its targets which includes the inability to convert pipeline to purchase orders or if such purchase orders are received, the inability to deliver on those purchase orders or the inability to collect on those purchase orders, even if the product is delivered. BEI may not be able to establish anticipated levels of high-volume production on a timely, cost-effective basis or at all. It has never assembled batteries in substantially large quantities and it may not be able to maintain future commercial production at planned levels.

### **Laws Regulating the Manufacture or Transportation of Batteries**

Laws regulating the manufacture or transportation of batteries may be enacted which could result in a delay in the production of batteries or the imposition of additional costs that could harm BEI's ability to be profitable. Laws and regulations exist today, and additional laws and regulations may be

enacted in the future, which impose environmental, health and safety controls on the storage, use and disposal of certain chemicals and metals used in the manufacturing and assembly of lithium-ion batteries. Complying with any laws or regulations could require significant time and resources from its technical staff and possible redesign of one or more of Braille Battery's products, which may result in substantial expenditures and delays in the production of one or more of its products, all of which could harm the Resulting Issuer's business and reduce its future profitability. The transportation of lithium and lithium-ion batteries is regulated both domestically and internationally. Compliance with these regulations, when applicable, increases the cost of producing and delivering products.

### **Supply Chain Risks**

The Company may be exposed to supply chain risks. If the supply chain cannot deliver the amount of products required or fails to deliver the products with sufficient quality, BESI will not be able to assemble and deliver its products.

### **Risks of Industry That Produces Devices Or Products Containing Energy**

BESI may be exposed to certain risks as a result of being in an industry that produces devices or products containing energy. Lithium-ion polymer batteries can become hazardous under some circumstances. In the event of a short circuit or other physical, electrical or thermal damage to these batteries, chemical reactions may occur that release excess heat or gases, which could create dangerous situations, including fire, explosions and releases of toxic fumes. The Company's batteries may emit smoke, catch fire or emit gas, any of which may expose the Company to product liability litigation. In addition, these batteries incorporate potentially hazardous materials, which may require special handling, and safety problems may develop in the future. Product failure or improper use of lithium-ion polymer battery products, such as the improper management of the charging/discharging system, may also result in dangerous situations. The raising of any health or safety concerns could affect BESI's reputation and sales. Moreover, changes in environmental or other regulations affecting the assembly, transportation or sale of the Company's products could adversely affect its ability to assemble or sell its products or result in increased costs or liability.

### **Resources to Process and Remedy Warranty Claims**

BESI may be required to devote significant financial and management resources to processing and remedying warranty claims. If product liability issues arise, the Company could incur significant expenses and suffer damage to its reputation and the market acceptance of its products.

### **Pandemic Risk**

The outbreak and spread of COVID-19, declared a pandemic by the World Health Organization, has already had significant human, political, and economic consequences around the world. COVID-19 is still evolving, and its full impact remains to be determined. However, its effects include financial market volatility, interest rate cuts, disrupted movement of people and diminished consumer confidence. The effects of the coronavirus may be difficult to assess or predict with meaningful precision both generally and as an industry- or issuer-specific basis. This is an uncertain issue where actual effects will depend on many factors beyond the control of the Company.

### **International Operations and Sales Subject To Certain Risks**

The Company's international operations and sales subject the entity to a number of risks, including unfavorable political, regulatory, labor and tax conditions. Risks inherent to international operations and sales, include, but are not limited to, the following:

- difficulty in enforcing agreements, judgments and arbitration awards in foreign legal systems;
- fluctuations in exchange rates may affect product demand and may adversely affect our profitability in U.S. dollars to the extent the cost of raw materials and labor is denominated in a foreign currency;
- impediments to the flow of foreign exchange capital payments and receipts due

to exchange controls instituted by certain foreign governments and the fact that the local currencies of these countries are not freely convertible;

- inability to obtain, maintain or enforce intellectual property rights;
- changes in general economic and political conditions;

**Additional Information and Continuous Disclosure**

This Management's Discussion and Analysis has been prepared as of August 27, 2024. Additional information on the Company is available through regular filings on SEDAR ([www.sedar.com](http://www.sedar.com)).

*(s) Lindsay Weatherdon*

Chief Executive Officer

*(s) Judith T. Mazvihwa-MacLean*

Chief Financial Officer