



# **Legend Power Systems Inc.**

## **CONSOLIDATED FINANCIAL STATEMENTS For the years ended September 30, 2025 and 2024**

(Expressed in Canadian Dollars)

# Legend Power Systems Inc.

## CONSOLIDATED FINANCIAL STATEMENTS

Years ended September 30, 2025 and 2024

(Expressed in Canadian Dollars)

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To the Shareholders of Legend Power Systems Inc.:

### Opinion

We have audited the consolidated financial statements of Legend Power Systems Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at September 30, 2025 and September 30, 2024, and the consolidated statements of loss and comprehensive loss, changes in equity (deficiency) and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at September 30, 2025 and September 30, 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board.

### Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company has incurred a net loss and had negative cash flows from operations during the year ended September 30, 2025 and, as of that date, the Company had an accumulated deficit. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

### Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Brent Wolfe.

Vancouver, British Columbia

January 28, 2026

*MNP* LLP

Chartered Professional Accountants

**Legend Power Systems Inc.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(Expressed in Canadian Dollars)

		September 30, 2025	September 30, 2024
	Notes	\$	\$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		52,749	236,722
Trade and other receivables	5(i)	222,451	294,881
Due from customers on contract	5(ii)	45,769	28,954
Prepaid expenses and deposits		141,707	124,568
Inventory	6	1,238,751	1,681,478
<b>Total current assets</b>		<b>1,701,427</b>	<b>2,366,603</b>
<b>Non-current assets</b>			
Property and equipment	7	50,481	72,253
Right of use assets	8	250,352	351,843
Intangible assets	9	6,941	11,456
<b>Total non-current assets</b>		<b>307,774</b>	<b>435,552</b>
<b>Total assets</b>		<b>2,009,201</b>	<b>2,802,155</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)</b>			
<b>Current liabilities</b>			
Account payable		904,756	676,741
Accrued liabilities		487,051	422,046
Deferred revenue		531,897	364,607
Lease liability	8	143,173	127,883
Warranty provision	11	26,077	32,664
<b>Total current liabilities</b>		<b>2,092,954</b>	<b>1,623,941</b>
<b>Non-current liabilities</b>			
Warranty provision	11	10,337	20,744
Lease liability	8	68,948	196,944
<b>Total liabilities</b>		<b>2,172,239</b>	<b>1,841,629</b>
<b>Shareholders' equity (deficiency)</b>			
Share capital	12(i)	63,916,933	62,006,475
Contributed surplus		12,004,494	11,728,605
Accumulated other comprehensive loss		(24,790)	(6,679)
Deficit		(76,059,675)	(72,767,875)
<b>Total shareholders' equity (deficiency)</b>		<b>(163,038)</b>	<b>960,526</b>
<b>Total liabilities and shareholders' equity (deficiency)</b>		<b>2,009,201</b>	<b>2,802,155</b>
Nature of Business and Going Concern (Note 1)			
Segments (Note 4)			
Commitments and Contingencies (Note 13)			
Subsequent Event (Note 19)			

APPROVED BY THE BOARD OF DIRECTORS AND AUTHORIZED FOR ISSUE ON JANUARY 28, 2026

"Cos LaPorta", Director

"Randy Buchamer", Director

*The accompanying notes are an integral part of these consolidated financial statements.*

**Legend Power Systems Inc.**  
**CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
(Expressed in Canadian Dollars)

		For the years ended September 30,	
		2025	2024
		\$	\$
	Notes		
<b>Revenue</b>		1,680,052	1,872,973
<b>Cost of sales</b>	6	1,287,059	1,170,121
<b>Gross margin</b>		392,993	702,852
<b>Expenses</b>			
Salaries and consulting		2,367,926	2,519,678
General and administrative		524,977	522,867
Selling costs		68,430	194,818
Share-based compensation	12(ii)	287,944	256,979
Professional fees		172,176	194,592
Warranty recovery	11	(17,020)	(30,213)
Product development		137,116	173,046
Foreign exchange loss (gain)		21,182	(1,222)
Amortization and depreciation	7,8,9	136,022	138,349
Bad debt (recovery) expense	5(i)	(28,028)	45,439
<b>Total expenses</b>		3,670,725	4,014,333
<b>Operating loss</b>		(3,277,732)	(3,311,481)
Interest expense on leases	8	(15,330)	(21,164)
Other income		1,262	29,136
<b>Net loss for the year</b>		(3,291,800)	(3,303,509)
<b>Other comprehensive loss:</b>			
Exchange difference arising on translation of foreign operations		(18,111)	(15)
<b>Comprehensive loss for the year</b>		(3,309,911)	(3,303,524)
<b>Basic and diluted loss per share</b>		(.02)	(.03)
<b>Weighted average number of common shares outstanding, basic and diluted</b>		139,277,124	131,705,483

*The accompanying notes are an integral part of these consolidated financial statements.*

## Legend Power Systems Inc.

### CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)

(Expressed in Canadian Dollars)

	Notes	Number of shares issued #	Share capital \$	Contributed surplus \$	Deficit \$	Accumulated other comprehensive gain (loss) \$	Total shareholders' equity (deficiency) \$
<b>Balance at September 30, 2023</b>		<b>131,694,417</b>	<b>61,993,475</b>	<b>11,472,126</b>	<b>(69,464,366)</b>	<b>(6,664)</b>	<b>3,994,571</b>
Warrant exercised	12(iii)	50,000	13,000	(500)	-	-	12,500
Share-based compensation	12(ii)	-	-	256,979	-	-	256,979
Net loss and comprehensive loss		-	-	-	(3,303,509)	(15)	(3,303,524)
<b>Balance at September 30, 2024</b>		<b>131,744,417</b>	<b>62,006,475</b>	<b>11,728,605</b>	<b>(72,767,875)</b>	<b>(6,679)</b>	<b>960,526</b>
Private placement, net	12(i)	8,961,610	1,597,013	-	-	-	1,597,013
Warrants exercised	12(iii)	1,205,560	313,445	(12,055)	-	-	301,390
Share-based compensation	12(ii)	-	-	287,944	-	-	287,944
Net loss and comprehensive loss		-	-	-	(3,291,800)	(18,111)	(3,309,911)
<b>Balance at September 30, 2025</b>		<b>141,911,587</b>	<b>63,916,933</b>	<b>12,004,494</b>	<b>(76,059,675)</b>	<b>(24,790)</b>	<b>(163,038)</b>

*The accompanying notes are an integral part of these consolidated financial statements.*

**Legend Power Systems Inc.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in Canadian Dollars)

	Notes	For the years ended September 30,	
		2025	2024
		\$	\$
<b>Cash flows used in operating activities</b>			
Net loss for the year		(3,291,800)	(3,303,509)
Items not affecting cash:			
Share-based payment	12(ii)	287,944	256,979
Amortization and depreciation	7,8,9	188,940	170,376
Provision for slow moving inventory	6	97,524	74,610
Bad debt (recovery) expense	5(i)	(28,028)	45,439
Interest on lease liability	8	22,881	28,501
Lease termination	8	-	(167)
Warranty expense (recovery)	11	(17,020)	(30,213)
Changes in non-cash working capital items:			
Receivables, prepaids and deposits		83,797	(165,695)
Due from customers on contract		(16,815)	(29,143)
Inventory		345,203	123,473
Accounts payable and accrued liabilities		289,624	597,789
Deferred revenue		166,802	153,889
Warranty liability	11	-	(12,800)
		(1,870,948)	(2,090,471)
<b>Cash flows used in investing activities</b>			
Purchase of property and equipment	7	(2,294)	(2,912)
Purchase of intangible assets	9	-	(4,925)
		(2,294)	(7,837)
<b>Cash flows (used in) provided by financing activities</b>			
Proceeds from warrants exercised	12(i)	301,390	12,500
Proceeds from private placement, net	12(i)	1,597,013	-
Repayment of lease obligation	8	(194,455)	(183,314)
		1,703,948	(170,814)
<b>Effects of foreign exchange translation in cash</b>		(14,679)	(492)
<b>Net change in cash and cash equivalents for the year</b>		(169,294)	(2,269,122)
<b>Cash and cash equivalents, beginning of the year</b>		236,722	2,506,336
<b>Cash and cash equivalents, end of the year</b>		<b>52,749</b>	<b>236,722</b>

*The accompanying notes are an integral part of these consolidated financial statements.*

**Legend Power Systems Inc.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended September 30, 2025 and 2024**  
(Expressed in Canadian Dollars)

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**1. NATURE OF BUSINESS AND GOING CONCERN**

Legend Power Systems Inc. (hereafter referred to as the “Company” or “Legend”) is incorporated under the laws of the Province of British Columbia and was established as a legal entity on June 4, 1987. The Company’s principal business activities are the assembly, marketing and sale of a patented device, the “SmartGATE™”, which enables dynamic power management of an entire commercial or industrial building. The Company’s common shares are listed on the TSX Venture Exchange.

The Company’s principal office is located at 1480 Frances Street, Vancouver, BC, V5L 1Y9, Canada.

The Company has seen an increased rate of inflation globally, which has created challenges for the Company in securing certain inventory components at reasonable prices and in a timely manner. The Company also continues to experience supply chain constraints, which to date, have not resulted in any lost business.

As described in Note 2 of these consolidated financial statements, management makes estimates and assumptions in preparing the consolidated financial statements. Actual results could differ materially from these estimates, in which case the impact would be recognized in the consolidated financial statements in future periods.

**Going concern uncertainty**

These consolidated financial statements of the Company for the years ended September 30, 2025, and 2024 (“financial statements”) have been prepared on a going concern basis that presumes the realization of assets and discharge of liabilities in the normal course of business. The financial statements do not include any adjustments to the amounts and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

For the year ended September 30, 2025, the Company has an accumulated deficit of \$76,059,675 (2024 – \$72,767,875), net loss of \$3,291,800 (2024 – \$3,303,509) and negative cash flows from operations of \$1,870,948 (2024 – \$2,090,471). Whether, and when, the Company can attain profitability and positive cash flows from operations is subject to material uncertainty. The application of the going concern assumption is dependent upon the Company’s ability to generate future profitable operations and obtain necessary financing to do so. The Company may need to raise additional capital in order to fund its planned operations and meet its obligations. While the Company has been successful in obtaining financing to date and believes it will be able to obtain sufficient funds in the future and ultimately achieve profitability and positive cash flows from operations, there can be no assurance that the Company will achieve profitability and be able to do so on terms favorable for the Company. The above events and conditions indicate there is a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

**2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE**

**Basis of consolidation**

The consolidated financial statements include the accounts of the Company and all of its subsidiaries. The subsidiaries of the Company are as follows:

Legend Power Systems Corp. – (USA) active	100%
0809882 B.C. Ltd. – (Canada) inactive	100%
LPSI (Barbados) Limited – (Barbados) inactive	100%

**Legend Power Systems Inc.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended September 30, 2025 and 2024**

(Expressed in Canadian Dollars)

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Assets, liabilities, revenue and expenses of the subsidiaries are recognized in accordance with the Company's accounting policies. Inter-company transactions and balances are eliminated upon consolidation.

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS®") as issued by the International Accounting Standards Board ("IASB"). These consolidated financial statements have been prepared on a going concern basis, under the historical cost convention, except for certain financial assets and financial liabilities which are measured at fair value and certain equity instruments and warrants that are within the scope of IFRS 2 Share-based payment, as explained in the accounting policies below.

The functional currency of the Company, and its Canadian and Barbados subsidiaries is the Canadian dollar. The functional currency of the Company's U.S. subsidiary is the United States dollar. The consolidated financial statements are presented in Canadian dollars.

**Critical judgments and sources of estimation uncertainty**

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

*Critical judgments*

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements:

- i) The Company's assessment of its ability to continue as a going concern requires judgments about the Company's ability to execute its strategy by funding future working capital requirements. The Company's objectives are to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern and maintain adequate levels of funding to support its ongoing operations and development such that it can continue to provide returns to shareholders and benefits for other stakeholders.
- ii) The determination of an entity's functional currency is a matter of judgment based on an assessment of the specific facts and circumstances relevant to determining the primary economic environment of each individual entity within the group. The Company reconsiders the functional currencies used when there is a change in events or conditions considered in determining the primary economic environment of each entity.

*Estimation uncertainty*

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

**Legend Power Systems Inc.**  
**Notes to the Consolidated Financial Statements**  
**For the years ended September 30, 2025 and 2024**  
(Expressed in Canadian Dollars)

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- i) Provision for future warranty expense was forecasted by management based on recent historical experience and expectations of future warranty claim activity.
- ii) Provisions for impairment of inventory were made using the best estimate of net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs to complete the sale for finished goods and replacement cost for raw materials.
- iii) Expected credit losses are estimates based on observations of historical collection history. Given the nature, balances and the collection history of the Company's receivables, Management has applied a nominal loss allowance.
- iv) For those contracts that include both a system and its installation, the Company utilizes Management's best estimate of the relative fair value of revenue generated from the products delivered and the installation services provided. Installation revenue fair value is based on actual third-party contractor pricing by product size multiplied by either; i) the average gross margin achieved by the Company over the preceding two fiscal years or; ii) the implied gross margin specific to a multi system order. The relative fair value of product is the difference between total sale price to customer and fair value estimate of installation revenue.
- v) The fair value of share-based compensation and warrants are estimated using the Black-Scholes option pricing model and rely on a number of estimates, such as the expected term, expected dividend yield, the volatility of the underlying share price, the risk-free rate of return, and the estimated rate of forfeiture. Such estimates and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates of share-based compensation and warrants.
- vi) In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

**3. SUMMARY OF MATERIAL ACCOUNTING POLICIES**

**Foreign currency translation**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in net loss. Foreign currency translations arising as the result of conversions from functional currency to presentation currency are classified as comprehensive loss and presented accordingly.

**Legend Power Systems Inc.**  
**Notes to the Consolidated Financial Statements**  
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**Cash and cash equivalents**

Cash and cash equivalents are comprised of cash on hand, deposits in banks and investment with maturities of 12 months or less from the acquisition date, cashable within 30 days.

**Financial Instruments**

Item	Fiscal Years 2025 and 2024
Cash and cash equivalents	Amortized cost
Trade receivables	Amortized cost
Due from customers on contract	Amortized cost
Accounts payable	Amortized cost
Accrued liabilities	Amortized cost
Lease liability	Amortized cost

Financial Assets

The Company classifies its financial assets in the category, “Financial assets at amortized cost”. Financial assets at amortized cost are initially recognized at fair value plus transaction cost, if any, and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date. Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as amortized cost are recognized in the consolidated statement of loss.

Financial Liabilities

Financial liabilities are recognized initially at fair value, net of transaction costs incurred and are subsequently measured at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Impairment of Financial Assets at Amortized Cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables, the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized. Given the nature, balances and the collection history of the Company’s receivables, management has applied a nominal loss allowance at September 30, 2025

**Inventory**

Inventory consists of components, work in progress & finished sub-components and finished goods. Components are valued at the lower of cost and net realizable value, with cost determined using the

**Legend Power Systems Inc.**  
**Notes to the Consolidated Financial Statements**  
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(Expressed in Canadian Dollars)

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average cost basis. Work in progress consists of components which have been assembled to completed sub-assemblies and includes direct and indirect production labour as well as production facility overhead costs. Finished goods consist of various sub-assemblies which to complete require additional production labour as well as production facility overhead costs.

The carrying value of inventory is analyzed by management for possible impairment at each reporting period and is carried at the lesser of cost or net realizable value. Inventory is subsequently recorded within cost of sales on the consolidated statements of loss and comprehensive loss at the time that the related sale of the finished good is realized in revenue.

**Right-of-use assets**

A contract is or contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. For leases entered into subsequent to the adoption of IFRS 16 on October 1, 2019 the Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct cost incurred, and lease payments made at or before the commencement date less any lease incentives received. The right-of-use assets are depreciated on a straight-line basis over its lease term. Right-of-use assets are subject to evaluation of potential impairment.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The lease payments associated with these leases are charged directly to the consolidated statements of loss on a straight-line basis of the lease term.

**Lease liabilities**

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments). The lease payments also include the exercise price of purchase options, if any, reasonably certain to be exercised by the Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term or a change in the in-substance fixed lease payments.

Depreciation of right-of-use assets is allocated on a systematic basis between general and overhead, cost of sales and inventory. Interest expense related to lease liabilities is allocated on a systematic basis between general and overhead expense, cost of sales and inventory.

**Intangible assets**

Intangible assets consist of computer software, patents, and trademarks. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment

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losses. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least annually at each year end.

Computer software relates to expenditures incurred to acquire and implement software used within the business. Software assets are amortized over their estimated useful lives which is 1-year.

Patent and trademark assets consist of professional fees incurred for the filing of patents and the registration of trademarks for product marketing purposes. Patent and trademark registration fees paid are amortized on a straight-line basis over 5 years.

**Warranty provision**

Warranty provision for the expected cost of warranty obligations is recorded as an expense at the date of the sale of a SmartGATE™ system. The provision is for estimated costs of product replacement due to a malfunction in the system after installation. The provision is based on management's best estimates incorporating a number of factors including historical number and timing of warranty claims and cost experience per claim as well as duration of warranty coverage. The Company reviews its product warranty provision quarterly with any adjustment recorded in net loss.

**Current and deferred income taxes**

Tax expense is comprised of current and deferred income taxes. Tax is recognized separately in the statement of loss and comprehensive loss, except to the extent that it relates to items recognized in other comprehensive income (loss) or directly in equity. In this case, income tax is also recognized in other comprehensive income (loss) or directly in equity, respectively.

*Current tax*

Current income tax charge is calculated based on the basis of the tax laws enacted or substantively enacted at the statement of financial position date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

*Deferred tax*

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates [and laws] that have been enacted or substantively enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

**Share-based payments**

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The fair value, at the grant date, of equity-settled share awards is charged to the statement of loss and comprehensive loss over the period for which the benefits of employee and others providing similar services are expected to be received. The corresponding accrued entitlement is recorded in contributed surplus. The fair value of awards is calculated using the Black-Scholes option pricing model which considers the following factors: exercise price, life of the award, expected forfeitures, expected volatility, risk-free interest rate and current market price of the underlying shares.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations.

**Warrants issued in equity financing transactions**

The Company engages in equity financing transactions to obtain the funds necessary to continue operations. These equity financing transactions may involve issuance of common shares or units. Units typically comprise a certain number of common shares and share purchase warrants. Depending on the terms and conditions of each equity financing transaction, the warrants are exercisable into additional common shares at a fixed price prior to expiry as stipulated by the terms of the transaction.

The Company has adopted a residual method with respect to the measurement of common shares and share purchase warrants issued as units. Proceeds are first allocated to the common shares according to the fair value of the common shares at the time of issuance and any residual in the proceeds is allocated to warrants.

**Revenue recognition**

The Company generates revenue through a) product sales and b) product sales with installation services.

The total transaction price of a customer arrangement is expected to vary depending on type of equipment and whether or not installation service is included.

When customer discounts are offered on contracts consisting of 2 or more discreet product units, the total discount is allocated to each unit based on relative stand-alone selling prices.

- i) Revenue from product sales contracts is recognized when the following conditions are met:
  - Persuasive evidence the contract exists, which occurs when the contract is signed by both the Company and the customer.
  - The performance obligation is met, which occurs on delivery to and receipt of the equipment by the customer with the exception of bill-and-hold agreements, where the customer has agreed that upon completion of the equipment and its preparation for shipping (the "Hold Date"), title to the equipment shall have passed to customer.
  - The transaction price is clearly specified in the contract. The transaction price is recognized in revenue and allocated to product revenue when the performance obligation described above has been completed.
- ii) Revenue from product sales with installation services contracts are recognized when the following conditions are met:

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- Persuasive evidence the contract exists, which occurs when the contract is signed by both the Company and the customer.
- The two performance obligations are met 1) delivery of equipment and 2) installation of the equipment at the customer's location.
- The transaction price is clearly specified in the contract. The transaction price is recognized in revenue and allocated to product revenue and installation revenue respectively when the product is delivered and then when installation is complete. Allocation of the total transaction price between equipment and installation services utilizes Management's best estimate of fair value for i) the product, which is based upon the residual amount of total transaction price after accounting for the fair value of installation services; and ii) installation services, either known in advance or is estimated based on historical third-party contractor pricing, which requires management to make certain estimates and critical judgments in the process of measuring contracts that include both a system and its installation. The total contractual consideration is allocated between product and installation services based on their relative fair value.
- Revenue from the product component is recognized as above and revenue from installation services is recognized when the equipment has been installed.

Generally, revenue is recognized as long as persuasive evidence of an arrangement exists, performance obligations have been met, the fee is fixed or determinable, and collectability is reasonably assured.

#### **Loss per share**

Basic and diluted loss per share is determined by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is not separately presented, as the effect of securities exercisable into common shares would reduce the amount presented as loss per share.

#### **Adoption of new accounting standards not yet effective**

##### *Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures*

The amendments clarify the classification of financial assets with environmental, social and corporate governance and similar features and addresses concerns raised regarding the settlement of liabilities through electronic payment systems. The amendments are effective for annual periods beginning on or after January 1, 2026, with early adoption permitted. The amendments are not expected to have a material effect on the Company's financial statements.

##### *IFRS 18 Presentation and Disclosure in Financial Statements*

IFRS 18 is effective for reporting periods beginning on January 1, 2027. IFRS 18 will supersede IAS 1 *Presentation of Financial Statements* and will result in amendments to IFRS, including IAS 8 *Basis of Preparation of Financial Statements*. Even though IFRS 18 will not have any effect on the recognition and measurement of items in the financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorization and subtotals in the statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

#### **4. SEGMENTS**

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The Company operates in Canada and United States, and has one operating segment, which derives its revenue from the sale and installation of the SmartGATE™ products.

*Information About Geographic Areas*

Non-current assets of the Company are located in Canada, as follows:

	September 30, 2025	September 30, 2024
Property and equipment	50,481	72,253
Right of use asset	250,352	351,843
Intangible asset	6,941	11,456

Revenue based on geographical segments as follows:

	September 30, 2025	September 30, 2024
Revenue		
Canada	1,444,703	1,193,681
United States	235,349	679,292
	1,680,052	1,872,973

**5. RECEIVABLES**

i) Trade receivables

Aging of trade receivables as follows:

Trade receivables	Total due	0-30 days	31-90 days	90+ days
	\$	\$	\$	\$
September 30, 2025	222,451	215,661	-	6,790
September 30, 2024	294,881	285,964	1,695	7,222

During the year ended September 30, 2025, the Company recovered trade receivables previously expensed in the amount of \$28,028 (2024 - bad debt of \$45,439) from bad debt and the expected credit loss was nominal (2024 – nominal).

ii) Due from customers on contract

At September 30, 2025, due from customers on contract amounted to \$45,769 and at September 30, 2024, was \$28,954. These amounts relate to equipment delivered and/or installation services performed for sales where revenue has been recognized, and customers had not yet been invoiced.

**6. INVENTORY**

Inventories consist of the following, as at September 30, 2025 and September 30, 2024:

	September 30, 2025	September 30, 2024
	\$	\$
Finished products ("SmartGATE")	115,267	128,769
Work in progress and finished sub-components	155,746	410,970
Transformers and components	913,399	1,009,011
Inventory in transit	54,339	132,728
	1,238,751	1,681,478

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During the year ended September 30, 2025, inventories were recognized as cost of sales in the amount of \$905,585 (2024 – \$916,651). During the year ended September 30, 2025, the Company recorded a provision on slow-moving inventory of \$135,785 (2024 – \$74,610). Total provision recognized against inventory as at September 30, 2025, was \$309,653 (2024 - \$228,359).

**7. PROPERTY AND EQUIPMENT**

	Computer equipment	Equipment and furniture	Leasehold improvements	Total
	\$	\$	\$	\$
<b>Cost</b>				
Balance, September 30, 2023	139,884	747,702	44,245	931,831
Additions	2,912	-	-	2,912
Balance, September 30, 2024	142,796	747,702	44,245	934,743
Additions	-	2,294	-	2,294
Balance, September 30, 2025	142,796	749,996	44,245	937,037
<b>Accumulated depreciation</b>				
Balance, September 30, 2023	137,495	642,639	39,711	819,845
Additions	2,668	36,692	3,285	42,645
Balance, September 30, 2024	140,163	679,331	42,996	862,490
Additions	1,377	21,610	1,079	24,066
Balance, September 30, 2025	141,540	700,941	44,075	886,556
<b>Net book value</b>				
<b>At September 30, 2024</b>	<b>2,633</b>	<b>68,371</b>	<b>1,249</b>	<b>72,253</b>
<b>At September 30, 2025</b>	<b>1,256</b>	<b>49,055</b>	<b>170</b>	<b>50,481</b>

**8. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES**

**Office lease**

In September 2023, the Company extended its Vancouver head office lease for an additional 3 years. The Company's estimated incremental borrowing rate at the extension date of the lease was 8.29%, which has been used to determine the present value of the minimum lease payments. Extension of lease term resulted in an adjustment in the amount of \$350,112 to the right-of-use asset and lease liability.

On January 1, 2025, certain costs related to property tax and insurance premiums associated to the leased asset became known and unavoidable for the upcoming year. As a result, those payments become fixed in-substance at that time, giving rise to a lease modification. An adjustment was made in the amount of \$58,868 (2024 - \$51,405) to the right-of-use asset and lease liability.

During the year ended September 30, 2025, depreciation of \$52,918 (2024 - \$45,613) and interest of \$7,551 (2024 - \$10,409) was allocated to inventory and cost of sales.

**Office equipment**

The Company entered into a 5-year photocopier lease on June 1, 2019. The Company's estimated incremental borrowing rate at the inception of the lease of 10% has been used to determine the present value of the minimum lease payments which was determined to be \$7,844 as of October 1, 2019.

In January 2024, the Company terminated office equipment lease and recognized a gain of \$167 in other income.

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Set out below are the carrying amounts of the Company's right-of-use assets and lease liabilities.

**Right-of-use Assets**

	Office lease	Equipment lease	Total
	\$	\$	\$
<b>Cost</b>			
Balance, September 30, 2023	982,196	7,844	990,040
Effect of lease modification	51,405	-	51,405
Lease termination	-	(7,844)	(7,844)
Balance, September 30, 2024	1,033,601	-	1,033,601
Effect of lease modification	58,868	-	58,868
Balance, September 30, 2025	1,092,469	-	1,092,469
<b>Accumulated depreciation</b>			
Balance, September 30, 2023	544,975	6,723	551,698
Additions	136,783	461	137,244
Lease termination	-	(7,184)	(7,184)
Balance, September 30, 2024	681,758	-	681,758
Additions	160,359	-	160,359
Balance, September 30, 2025	842,117	-	842,117
<b>Net book value</b>			
<b>At September 30, 2024</b>	<b>351,843</b>	<b>-</b>	<b>351,843</b>
<b>At September 30, 2025</b>	<b>250,352</b>	<b>-</b>	<b>250,352</b>

**Lease Obligations**

	Office lease	Equipment lease	Total
	\$	\$	\$
Balance, September 30, 2023	424,613	1,377	425,990
Effect of lease modification	51,405	-	51,405
Lease payments	(182,731)	(583)	(183,314)
Interest portion of payments	31,540	33	31,573
Lease termination	-	(827)	(827)
Balance, September 30, 2024	324,827	-	324,827
Effect of lease modification	58,868	-	58,868
Lease payments	(194,455)	-	(194,455)
Interest portion of payments	22,881	-	22,881
Balance, September 30, 2025	212,121	-	212,121
Lease payable, current	143,173	-	143,173
Lease payable, non-current	68,948	-	68,948
Total lease payable	212,121	-	212,121

Short-term leases are not included in the calculation of lease liabilities. For the year ended September 30, 2025, \$1,883 (2024 - \$1,570) of short-term lease expenses were recognized in general and administrative expense.

The future undiscounted minimum lease commitments for the Company's leases are as follows:

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	Office lease	Total
	\$	\$
Less than 1 year	153,890	153,890
Between 2 and 3 years	70,140	70,140
<b>Total</b>	<b>224,030</b>	<b>224,030</b>

**9. INTANGIBLE ASSETS**

	Patents	Computer software	Total
	\$	\$	\$
<b>Cost</b>			
Balance, September 30, 2023	1,655,750	184,084	1,839,834
Additions	4,925	-	4,925
Balance, September 30, 2024	1,660,675	184,084	1,844,759
Balance, September 30, 2025	1,660,675	184,084	1,844,759
<b>Accumulated depreciation</b>			
Balance, September 30, 2023	1,645,146	184,084	1,829,230
Additions	4,073	-	4,073
Balance, September 30, 2024	1,649,219	184,084	1,833,303
Additions	4,515	-	4,515
Balance, September 30, 2025	1,653,734	184,084	1,837,818
<b>Carrying amount</b>			
<b>At September 30, 2024</b>	<b>11,456</b>	<b>-</b>	<b>11,456</b>
<b>At September 30, 2025</b>	<b>6,941</b>	<b>-</b>	<b>6,941</b>

**10. COVID SUBSIDIES**

During the year ended September 30, 2025, the Company received a total of USD\$33,287 (2024 - USD\$nil) in COVID related subsidies from the IRS.

**11. WARRANTY PROVISION**

	Total
	\$
Balance, September 30, 2023	96,429
Warranty fulfillment	(12,800)
Decrease in provision	(30,213)
Adjustment	(8)
Balance, September 30, 2024	53,408
Decreased in provision	(17,020)
Adjustment	25
Balance, September 30, 2025	36,413
Warranty provision, current	26,077
Warranty provision, non-current	10,337
<b>Total</b>	<b>36,414</b>

The Company provides a variable length warranty on its equipment of between 1 and 10 years. The warranty provision will be used to fulfill warranty claims, should they arise, over the warranty period

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provided to customers. As at September 30, 2025, the average remaining years of equipment under warranty was 2.55 years (September 30, 2024 – 3.33 years).

**12. SHARE CAPITAL AND CONTRIBUTED SURPLUS**

i) Share Capital

The Company's authorized share capital is an unlimited number of common shares without par value. At September 30, 2025, the Company had 141,911,587 (2024 – 131,744,417) shares issued and outstanding. All issued common shares are fully paid. Contributed Surplus consists of the accumulated fair value of common share options recognized as share-based compensation, fair value of warrants and fair value of broker warrants.

During the year ended September 30, 2025, the Company closed a non-brokered private placement by issuing a total of 8,961,610 units, for gross proceeds of \$1,613,090. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share at an exercise price of \$0.30 at any time up to 24 months following the closing date of the offering. The Company incurred share issuance cost of \$16,077.

During the year ended September 30, 2025, a total of 1,205,560 (2024 – 50,000) shares were issued upon the exercise of stock warrants for gross proceeds of \$301,390 (2024 - \$12,500).

ii) Stock Options

The Company has an incentive share option plan (the "Plan"). Under the Plan a total of 10% of the Company's outstanding common shares are reserved for the issuance of share options to directors, officers, employees and consultants. The terms of each option award are fixed by the directors at the time of grant. Share options awarded have a maximum term of five years. Share options vest over various time periods from the grant date to five years at the discretion of the board of directors.

During the year ended September 30, 2025, the following stock options were granted:

- November 5, 2024 – 2,400,000 with an exercise price of \$0.22 and a 5-year term<sup>1</sup>;
- November 5, 2024 – 2,800,000 with an exercise price of \$0.22 and a 5-year term<sup>2</sup>; and
- July 21, 2025 – 225,000 with an exercise price of \$0.12 and a 5-year term<sup>1</sup>

During the year ended September 30, 2024, the following stock options were granted:

- October 3, 2023 – 100,000 with an exercise price of \$0.18 and a 5-year term<sup>1</sup>; and
- November 1, 2023 – 275,000 with an exercise price of \$0.18 and a 5-year term<sup>1</sup>

The options granted during the year ended September 30, 2025 and 2024, vest as to:

- <sup>1</sup> 1/6 vest on the 6-month anniversary of grant and each 6-month anniversary thereafter
- <sup>2</sup> Vest on performance milestone being met

A summary of the Company's share options outstanding at September 30, 2025, including the changes during the year, is as follows:

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	Share options	Weighted average exercise price
		\$
Balance, September 30, 2023	9,344,081	0.32
Granted	375,000	0.18
Expired	(1,740,000)	0.18
Forfeited	(308,515)	0.35
Balance, September 30, 2024	7,670,566	0.32
Granted	5,425,000	0.22
Expired	(970,565)	0.31
Forfeited	(1,476,665)	0.22
Balance, September 30, 2025	10,648,336	0.27

The weighted average remaining contractual life of stock options outstanding as of September 30, 2025, is 2.59 years (September 30, 2024 – 2.37 years).

During the year ended September 30, 2025, \$287,944 (2024 - \$256,979) was recorded to share-based compensation expense for vesting of incentive stock options.

The fair value of share options awarded to employees, directors and consultants was estimated on the dates of award using the Black-Scholes option-pricing model with the following assumptions during the years ended September 30, 2025 and 2024:

	September 30, 2025	September 30, 2024
Risk-free interest rate (average)	3.07%	4.29%
Estimated volatility (average)	83%	94%
Expected life (average)	3.87	3.80
Forfeiture rate (average)	20.72%	21.52%
Dividend rate (average)	0.00%	0.00%

The Black-Scholes option pricing model was developed for use in estimating the fair value of share options that have no vesting provisions and are fully transferable. Also, option-pricing models require the use of estimates and assumptions including the expected volatility. The Company uses expected volatility rates, which are based upon historical volatility rates. Changes in the underlying assumptions can materially affect the fair value estimates.

The following table summarizes share options outstanding and exercisable at September 30, 2025:

Options outstanding	Options exercisable	Exercise price	Calendar year of expiry
		\$	
1,535,001	1,535,001	0.47 - 0.47	2025
520,000	520,000	0.39 - 0.75	2026
2,343,334	2,329,171	0.19 - 0.33	2027
2,250,001	1,479,177	0.18 - 0.33	2028
3,800,000	400,000	0.22 - 0.22	2029
200,000	-	0.12 - 0.12	2030
10,648,336	6,263,349		

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The following table summarizes share options outstanding and exercisable at September 30, 2024:

<b>Options outstanding</b>	<b>Options exercisable</b>	<b>Exercise price</b>	<b>Calendar year of expiry</b>
		\$	
735,000	735,000	0.18 - 0.75	2024
1,770,565	1,770,565	0.17 - 0.47	2025
520,000	503,334	0.39 - 0.75	2026
2,345,001	1,739,180	0.19 - 0.33	2027
2,300,000	725,006	0.18 - 0.33	2028
7,670,566	5,473,085		

iii) Warrants

The continuity of share purchase warrants is as follows:

	<b>Warrants</b>	<b>Weighted average exercise price</b>
		\$
Balance, September 30, 2023	14,117,113	0.25
Expired	(50,000)	0.25
Balance, September 30, 2024	14,067,113	0.25
Granted	8,961,610	0.30
Exercised	(1,205,560)	0.25
Balance, September 30, 2025	21,823,163	0.27

  

<b>Warrants outstanding</b>	<b>Warrants exercisable</b>	<b>Exercise price</b>	<b>Calendar year of expiry</b>
		\$	
21,823,163	21,823,163	0.25 - 0.30	2026
21,823,163	21,823,163		

The weighted average remaining contractual life of warrants outstanding as of September 30, 2025, is 1.02 years (September 30, 2024 - 0.84 years).

During the year ended September 30, 2025, the Company:

- a) Issued 8,961,610 unit warrants in connection with the non-brokered private placement which based on the residual method were fair valued at \$nil and recorded in contributed surplus
- b) Amended the expiry date of 12,861,553 warrants issued on July 31, 2025 and August 22, 2025, to July 31, 2026 and August 22, 2026, respectively.

**13. COMMITMENTS AND CONTINGENCIES**

The Company has an employment agreement with the President and CEO and COO of the Company that contains severance provisions whereby termination without cause could result in additional costs to the Company unless re-negotiated or settled otherwise.

**14. RELATED PARTY DISCLOSURES**

The Company considers a person or entity a related party if they are a member of key management personnel, including their close relatives, an associate or joint venture, those having significant influence over the Company, as well as entities that are controlled by related parties. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

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The Company entered into the following related party transactions during the years ended September 30, 2025 and 2024:

(i) Transactions with Key Management Personnel:

The following amounts were incurred with respect to Key Management Personnel; being the Company's CEO, COO and the CFO:

	<b>2025</b>	<b>2024</b>
	\$	\$
Salaries and consulting fees to key management personnel	553,000	519,875
Share-based compensation	145,181	64,609
Car allowance	9,600	9,600
	<u>707,781</u>	<u>594,084</u>

At September 30, 2025, a total of \$50,733 (September 30, 2024 - \$6,825) was due to related parties for deferred salaries and consulting fees.

(ii) Transactions with Directors:

The following amounts were incurred with respect to non-executive directors of the Company:

	<b>2025</b>	<b>2024</b>
	\$	\$
Share-based compensation	54,001	137,083
	<u>54,001</u>	<u>137,083</u>

**15. INCOME TAXES**

The following table reconciles the expected income tax expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the statement of operations and comprehensive loss for the year ended September 30, 2025 and September 30, 2024:

	<b>2025</b>	<b>2024</b>
	\$	\$
Net loss before tax	(3,291,800)	(3,303,509)
Statutory tax rate	26.7%	26.7%
Expected income tax (recovery)	(879,081)	(882,208)
Non-deductible and other items	131,613	115,964
Expiry of Tax losses	273,318	-
Effect of foreign jurisdiction tax rates	(5,973)	(4,446)
Effect of foreign exchange	(102,722)	6,657
Share issuance costs	(4,293)	-
Change in estimates	4,165	(25,732)
Change in deferred tax asset not recognized	582,973	789,765
Total income tax expense (recovery)	<u>-</u>	<u>-</u>

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. Details of deferred tax assets (liabilities) are as follows:

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	2025	2024
	\$	\$
Non-capital loss carryforwards	66,857	93,960
Right to use assets	(66,857)	(93,960)
Net deferred tax assets (liabilities)	-	-

The unrecognized deductible temporary differences as at September 30, 2025 and September 30, 2024, is comprised of the following:

	2025	2024
	\$	\$
Net operating losses carryforward and non-capital losses carryforwards	54,307,110	51,838,149
Accrued vacation	137,583	98,093
Financing costs	31,221	303,912
Property and equipment	1,298,710	1,324,998
Lease liabilities	212,120	324,826
Capital losses	479,254	479,254
Inventory	249,184	172,337
Intangible assets	2,890	376
Warranty provision	33,880	52,369
Total unrecognized deductible temporary differences	56,751,952	54,594,314

The Company has not recognized a deferred tax asset in respect of non-capital loss carryforwards of approximately \$54,307,110 (2024 - \$51,838,149) which may be carried forward to apply against future income for Canadian and US income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

Expiry	\$
2025	62,879
2026	568,882
2027	262,589
2028	1,449,192
2029	1,992,294
2030	2,903,957
2031	2,841,914
2032	2,265,542
2033	2,114,681
2034	1,710,282
2035	2,059,345
2036	2,071,104
2037	1,664,207
2038	1,381,356
2039	2,011,450
2040	2,964,327
2041	2,217,845
2042	3,592,826
2043	2,835,555
2044	2,538,120
2045	2,263,518
Indefinite	12,535,245
<b>Total</b>	<b>54,307,110</b>

The amount of aggregate temporary difference associated with an intercompany receivable that is considered part of the Company's net investment in subsidiary for which deferred tax liabilities have not been recognized is \$44,984 (2024 - \$385,213).

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**16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

**Financial instruments**

The Company's financial instruments consist of cash and cash equivalents, trade receivables, due from customers on contract, accounts payable, accrued liabilities and lease liability. The carrying values of these financial instruments are not based on fair value but approximate their fair values because of their short-term nature.

**Risk management**

The risks associated with these financial instruments and the policies regarding their management are discussed below. Management monitors these risk exposures to ensure appropriate measures are implemented in a timely and effective manner.

**Foreign currency risk**

The Company is exposed to the US dollar versus Canadian dollar exchange rate fluctuation risks through operations of its US subsidiary and expenses incurred in US dollars. As at September 30, 2025, all of Company's liquid assets and liabilities were held in Canadian dollars and US dollars. A significant change in the USD exchange rate relative to the Canadian dollar could affect the Company's results of operations. A change in the value of US dollar by 10% relative to the value of the Canadian dollar would have affected the Company's results of operations for the year ended September 30, 2025, by approximately \$97,100 (2024 - \$81,790).

**Interest rate risk**

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk due to its potential impact on cash and cash equivalents. The Company earns interest on deposits based on current market interest rates, which during the year ended September 30, 2025, averaged 3.47% (2024 – 5.26%). A 1% nominal change in interest rates would have affected the Company's results of operations for the year ended September 30, 2025, by approximately \$400 (2024 - \$7,100). The Company does not have any interest-bearing liabilities.

**Credit risk**

Credit risk is the risk of an unexpected loss if the counterparty to a financial instrument fails to meet its contractual obligations. The credit risk associated with cash is believed to be minimal as cash is on deposit with Canadian and foreign banks that are deemed to be creditworthy. Receivables are comprised primarily of amounts due from various customers. The Company is exposed to credit risk through accounts receivable from customers. At September 30, 2025, trade receivables from one customer accounted for 90% of the Company's trade receivable balance. At September 30, 2024, trade receivables from three customers accounted for 12%, 16%, and 63%, respectively, of the Company's trade receivable balance for a total 91% in aggregate. Given the nature, balances and the collection history of the Company's receivables, Management has applied a nominal loss allowance as at September 30, 2025 (September 30, 2024 – nominal).

**Concentration risk**

During the year ended September 30, 2025, two customers accounted for 70% and 12% (2024 - two customers accounted for 35% and 51%), of the Company's revenues.

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**Liquidity risk**

Liquidity risk is managed by ensuring sufficient financial resources are available to meet obligations associated with financial liabilities. The Company has in place a planning and budgeting process which helps determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. As at September 30, 2025, the Company had cash and cash equivalents of \$52,749 (September 30, 2024 – \$236,722) to settle its current liabilities of \$2,092,954 (September 30, 2024 – \$1,623,941).

**17. LOSS PER SHARE**

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	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Basic	(.02)	(.03)
Diluted	(.02)	(.03)

Common share equivalents that could potentially dilute net income per basic share in the future, were not included in the computation of diluted earnings per share because the impact would have been anti-dilutive, and which included all issued stock options (note 12(ii)) and warrants (note 12(iii)).

**18. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern and maintain adequate levels of funding to support its ongoing operations and development such that it can continue to provide returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the Company's underlying assets. The Company plans to use funds from the future sale of products to fund operations and expansion activities.

**19. SUBSEQUENT EVENT**

In January 2026, the Company closed a non-brokered private placement by issuing a total of 13,328,167 units, for gross proceeds of \$1,599,380. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share at an exercise price of \$0.12 at any time up to 24 months following the closing date of the offering.