

REVOLVE RENEWABLE POWER CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

FOR THE THREE AND SIX MONTHS ENDED DECEMBER 31, 2022, AND 2021

(Expressed in US Dollars)

REVOLVE RENEWABLE POWER CORP.**Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)**
(Expressed in US Dollars) (Unaudited)

AS AT	Note	December 31, 2022	June 30, 2022
		\$	\$
ASSETS			
Current assets			
Cash		1,140,492	2,547,352
Cash held in trust		-	1,184,176
Receivables	7	792,298	-
Investments		18,450	19,400
Prepaid expenses and other receivables		106,618	91,301
Prepaid distributed generation assets under construction	15	465,919	-
Deposits	5	75,000	325,078
Total current assets		2,598,777	4,167,307
Electricity generating assets and goodwill		1,097,972	-
Sales tax receivable		1,653,474	298,104
Equipment	6	98,347	99,827
TOTAL ASSETS		5,448,570	4,565,238
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	8	2,003,962	398,029
Loans payable	10	1,645,417	1,241,600
		3,649,379	1,639,629
Equity			
Share capital	11	8,982,111	8,982,111
Reserves		931,606	692,679
Accumulated other comprehensive income		(60,739)	553,219
Accumulated Deficit		(7,885,397)	(7,145,641)
Equity attributable to holders of the parent		1,967,581	3,082,368
Non-controlling interest	17	(168,390)	(156,759)
Total equity		1,799,191	2,925,609
TOTAL LIABILITIES AND EQUITY		5,448,570	4,565,238
Nature of operations and going concern	1		
Subsequent events	18		

Approved and authorized by the Board on February 27, 2023

Approved on behalf of the Board:

"Steve Dalton"
 Director

"Craig Lindsay"
 Director

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

REVOLVE RENEWABLE POWER CORP.
Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
(Expressed in US Dollars) (Unaudited)

	Note	For the six month period ended		For the three month period ended	
		December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
		\$	\$	\$	\$
Revenues	4	124,339	-	99,763	-
Cost of sales		(26,506)	-	(26,506)	-
Gross profit		97,833	-	73,257	-
Operating expenses					
Consulting and professional fees		362,016	246,772	239,038	100,126
Research and development expenses		118,696	473,448	65,786	96,951
Foreign exchange		(610,850)	98,361	(722,191)	30,690
General and administrative		466,429	80,665	284,693	56,067
Interest expense	10	69,835	-	38,917	-
Management and director fees		155,714	22,529	77,311	18,156
Royalty payments		4,413	-	4,413	-
Share based compensation	11	237,133	-	237,133	-
Transaction and acquisition costs		53,504	3,405	34,217	3,405
Total operating expenses		(856,890)	(925,180)	(259,317)	(305,395)
(Loss) Income for the period		(759,057)	(925,180)	(186,060)	(305,395)
(Loss) Income attributable to:					
Equity holders of the parent		(739,756)	(875,273)	(181,445)	(293,567)
Non-controlling interest	17	(19,301)	(49,907)	(4,615)	(11,828)
(Loss) Income for the period		(759,057)	(925,180)	(186,060)	(305,395)
Other comprehensive income					
Foreign currency translation adjustment		(763,047)	(125,105)	(649,993)	(117,893)
Other comprehensive income (Loss)					
attributable to:					
Equity holders of the parent		(770,717)	(128,043)	(648,145)	(119,927)
Non-controlling interest	17	7,670	2,938	(1,848)	2,034
Other comprehensive (loss) income		(763,047)	(125,105)	(649,993)	(117,893)
Total comprehensive (Loss) income					
attributable to:					
Equity holders of the parent		(1,510,473)	(1,003,316)	(829,590)	(589,900)
Non-controlling interest		(11,631)	(46,969)	(6,463)	(37,175)
		(1,522,104)	(1,050,285)	(836,053)	(627,075)
Basic and diluted (loss) earnings per share		(0.03)	(0.06)	(0.01)	(0.03)
Weighted average number of common shares outstanding – basic and diluted		54,905,565	41,549,224	54,905,565	44,695,187

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

REVOLVE RENEWABLE POWER CORP.
Condensed Interim Consolidated Statements of Changes in Equity
(Expressed in US Dollars) (Unaudited)

	Note	Share Capital		Reserves	Cumulative translation adjustment	Accumulated deficit	Non-controlling interest	Total
		Number of common shares	Amount					
			\$	\$		\$		\$
June 30, 2021		35,100,000	1,306,801	-	86,027	(805,608)	(26,822)	560,398
Private placement Aug 2021	11	9,595,187	3,680,131	-	-	-	-	3,680,131
Foreign currency adjustment		-	-	-	(128,043)	-	(44,031)	(172,074)
Loss for the period		-	-	-	-	(875,273)	(2,938)	(878,211)
December 31, 2021		44,692,187	4,986,932	-	(42,016)	(1,680,881)	(73,791)	3,190,244
Shares issued at close of reverse takeover (RTO)		5,029,585	1,967,157	-	-	-	-	1,967,157
Shares issued in connection with the financing at the RTO		5,180,793	2,028,022	-	-	-	-	2,028,022
Options granted				692,679	6,371	-	-	699,050
Foreign currency adjustment		-	-		588,864		30,107	618,971
Loss for the period		-	-	-	-	(5,464,760)	(113,075)	(5,577,835)
June 30, 2022		54,905,565	8,982,111	692,679	553,219	(7,145,641)	(156,759)	2,925,609
Options granted		-	-	238,927	(460)	-	-	238,467
Foreign currency adjustment		-	-	-	(613,498)	-	7,670	(605,828)
Loss for the period		-	-	-	-	(739,756)	(19,301)	(759,057)
December 31, 2022		54,905,565	8,982,111	931,606	(60,739)	(7,885,397)	(168,390)	1,799,191

All common shares and per common share amounts in these condensed interim consolidated financial statements have been retroactively restated to reflect the share consolidation.

1 On March 7, 2022, upon the close of the reverse takeover transaction, the existing shares of Philippine Metals Inc. were rolled back on a 4 to 1 basis.

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

REVOLVE RENEWABLE POWER CORP.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in US Dollars) (Unaudited)

	For the Six-month period ended	
	December 31, 2022	December 31, 2021
	\$	\$
Cash flows used in operating activities		
Income (loss) for the period	(759,057)	(925,180)
Adjustments for:		
Depreciation	7,732	561
Stock based compensation	237,133	-
Foreign exchange	(610,850)	-
Change in non-cash operating working capital:		
Other receivables	-	(2,537)
Sales tax receivable	(484,927)	5,306
Prepaid expenses and other receivables	(300,736)	650
Accounts payable and accrued liabilities	197,519	(38,260)
Investments	950	-
	(1,712,236)	(959,460)
Cash flows used in investing activities		
Purchase of Centrica Mexico	(1,658,202)	-
Deposits paid	-	(250,000)
Deposits refunded	250,078	250,000
Cash acquired from Centrica acquisition	125,402	-
Equipment additions	(5,800)	-
	(1,288,522)	-
Cash flows from financing activities		
Proceeds from private placement	-	3,621,015
Cash held in trust	1,184,176	-
Loan payable	464,606	-
	1,648,782	3,621,015
Foreign exchange effect on cash	(54,884)	(112,325)
Change in cash during the period	(1,460,860)	2,661,555
Cash, beginning of the period	2,547,352	127,065
Cash, end of the period	1,140,492	2,676,295
Cash paid for interest	(69,835)	-

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Revolve Renewable Power Corp. (formerly Philippine Metals Inc.) (the "Company") was incorporated on April 7, 1989, under the laws of the Province of Alberta. On April 17, 2018, the Company was continued into the Province of British Columbia. The Company's head office is Bushfield House, 57 Bushfield Square, Philipsburgh Avenue Fairview, Dublin 3, Ireland and its registered records office address is Suite 2200, 700 West George Street, Vancouver, BC V7Y 1K8, Canada.

During the year ended June 30, 2022, the Company completed the acquisition of all the issued and outstanding shares of a private company, Revolve Renewable Power Limited (formerly Mexican Renewable Energy Limited) through a reverse takeover (or "RTO"). Upon completion of the RTO, the shareholders of Revolve Renewable Power Limited obtained control of the consolidated entity. Accordingly, Revolve Renewable Power Limited was identified as the acquirer for accounting purposes, the consolidated entity is considered to be a continuation of Revolve Renewable Power Limited, with the net assets of Revolve Renewable Power Corp. at the date of the RTO deemed to have been acquired by Revolve Renewable Power Limited (See note 3). The condensed interim consolidated financial statements for the six-month period ended December 31, 2022, include the results of operation of Revolve Renewable Power Limited for the six-month period ended December 31, 2021. The comparative figures are those of Revolve Renewable Power Limited.

On March 7, 2022, the Company completed a name change from Philippine Metals Inc. to Revolve Renewable Power Corp. in conjunction with the closing of the RTO.

The Company's principal business is that of a developer of renewable energy electricity generation projects located in the US and Mexico, which consist of an active development portfolio of 2.35GW of wind, solar and battery storage projects. This portfolio includes projects located in northeastern Mexico, New Mexico, Utah, and Colorado. These projects can be sold when various project development milestones are achieved. On the April 26, 2022, the Company announced a new division, Revolve Renewable Business Solutions, focused on distributed generation and sub 20MW renewable energy projects. This new division targets both "behind the meter" and grid-connected wind, rooftop solar, ground-mounted solar, battery storage and related energy efficiency projects. On August 26th, 2022, the Company acquired 100% interest in Centrica Business Solutions Mexico S.A. de C.V. (See note 4).

The Company does not capitalize its development activities and has accumulated losses of \$7,885,397 at December 31, 2022 (June 30, 2022 – \$7,145,641) and negative cash flow from operations of \$1,712,236 for the six months ended December 31, 2022 (2021: \$959,460).

The ability of the Company to continue as a going concern depends on selling development projects to achieve profitable operations, positive operating cash flows and obtaining the necessary financing to develop the current projects. At December 31, 2022, there are projects in progress and still pending commercialisation. The outcome of these matters cannot be predicted at this time. The Company will continue to raise additional debt and equity financing to support its operations until such time that its operations become self-sustaining, to fund its operating activities and to ensure the realization of its assets and discharge of its liabilities. There is no assurance that any such activity will generate sufficient funds for future operations. These factors indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. These condensed interim consolidated financial statements have been prepared by management on a going concern basis which assumes that the Company will realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

These condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. Such adjustments could be material.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies used in the preparation of these condensed interim consolidated financial statements.

Statement of compliance and basis of measurement

The Company prepares its annual financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretation Committee. These unaudited condensed interim consolidated financial statements as at and for the three and six months ended December 31, 2022, including comparatives, are prepared in accordance with IAS 34 Interim Financial Reporting and follow the same accounting policies and methods of application as the Company's most recent annual financial statements for the year ended June 30, 2022 which have been prepared in accordance with IFRS. Accordingly, they should be read in conjunction with the Company's most recent annual financial statements.

These consolidated financial statements of the Company have been prepared on an accrual basis, based on historical costs, except for financial instruments measured at fair value. The consolidated financial statements are presented in US dollars, which is the Company's reporting currency unless otherwise noted.

These consolidated financial statements of the Company were approved and authorized for issue by the Board of Directors on February 27, 2023.

Critical accounting estimates and judgements

The significant accounting policies used in the preparation of these financial statements:

Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred which is measured at acquisition date at fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in general and administrative expenses.

The Company determines a transaction will be considered the acquisition of a business when the acquired set of activities and assets include an input and a substantive process, that together significantly contribute to the ability to create outputs. Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any previous interest held over the net identifiable assets acquired and liability assumed).

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units (CGUs) or group of CGUs that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets

Intangible assets acquired separately are initially measured at cost plus direct acquisition costs. Intangible assets acquired in business combinations are measured at their fair value as at the acquisition date. Intangible assets with a finite useful life are amortized over their useful lives using the straight line method and are reviewed for impairment whenever there is an indication that the asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at least at each year end.

Basis of consolidation

These consolidated financial statements include the financial statements of the Company and the entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

All intercompany transactions and balances have been eliminated.

The following companies have been consolidated within these financial statements:

Entity	Country of Incorporation	Operations	Effective Interest
Revolve Renewable Power Limited (subsidiary of Revolve Renewable Power Corp.)	Republic of Ireland	Developer of renewable energy electricity generation projects located in North America	100%
Revolve Renewable Power Canada Inc. (subsidiary of Revolve Renewable Power Corp.)	Canada	Corporate entity overseeing the operations of its subsidiary	100%
Emerald Power México, S.A. de C.V. ("EPM")	Mexico	Developer of renewable energy electricity generation projects located in Mexico	100%
Revolve Presa Nueva Wind DAC ("PNW")	Republic of Ireland	Corporate entity overseeing the operations of its subsidiary	100%
Presa Nueva Eólica, S.A. de C.V. ("PNE") (subsidiary of PNW)	Mexico	Developer of renewable energy electricity generation projects located in Mexico	100%
Revolve El Mentillo Wind DAC (Revolve El Mentillo)	Republic of Ireland	Corporate entity overseeing the operations of its subsidiary	100%
Eólica El Mentillo, S.A. de C.V. ("ESS") ² (subsidiary of Revolve El Mentillo)	Mexico	Developer of renewable energy electricity generation projects located in Mexico	100%
Revolve El 24 Wind DAC ("Revolve El 24")	Republic of Ireland	Corporate entity overseeing the operations of its subsidiary	100%
EPM Eólica 24, S.A. de C.V. ("EPM 24") (subsidiary of Revolve El 24)	Mexico	Developer of renewable energy electricity generation projects located in Mexico	100%
Revolve Florida Wind DAC ("Revolve Florida Wind")	Republic of Ireland	Corporate entity overseeing the operations of its subsidiary	100%

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation (Continued)

Entity	Country of Incorporation	Operations	Effective Interest
Eolica La Florida S.A. de C.V. ¹ (subsidiary of Revolve Florida Wind)	Mexico	Developer of renewable energy electricity generation projects located in Mexico	100%
MSE Eolicse Wind Limited ("MSE Eolicse")	Republic of Ireland	Dormant	100%
Eolicse, S.A.P.I de C.V. ("Eolicse") (subsidiary of MSE Eolicse)	Mexico	Dormant	100%
MRE Mamulique Solar Limited ("Mamulique Solar")	Republic of Ireland	Dormant	100%
EPM Solar, S.A. de C.V. (subsidiary of Mamulique Solar)	Mexico	Dormant	100%
MRE US Wind & Solar Inc. ("MRE US")	USA	Corporate entity overseeing the operations of its subsidiary	90%
Revolve Renewable Power AZ LLC (subsidiary of MRE US)	USA	Sold as part of the sale of project subsequent to period end.	90%
Revolve Lordsburg Solar LLC (subsidiary of MRE US) ³	USA	Developer of renewable energy electricity generation projects located in the USA	90%
Revolve Afton Solar LLC (subsidiary of MRE US) ³	USA	Developer of renewable energy electricity generation projects located in the USA	90%
Revolve Parker Solar LLC (subsidiary of MRE US) ³	USA	Sold as part of the sale of project subsequent to period end.	90%
Revolve Vernal BESS LLC (subsidiary of MRE US) ⁷	USA	Developer of renewable energy electricity generation projects located in the USA	90%
Centrica Business Solutions Mexico S.A de C.V.	Mexico	Distributed generation business located in Mexico	100%
MRE Dolores Wind DAC	Republic of Ireland	Inactive	100%
MRE Alamito Solar Limited	Republic of Ireland	Inactive	100%
Philippine Metals Corp. (subsidiary of Revolve Renewable Power Corp.) ⁴	Canada	Inactive (Dissolved)	100%
Philippine Metals (Guernsey) Ltd. (subsidiary of Philippine Metals Corp.) ⁶	Guernsey	Inactive (Disposed of)	100%

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation (Continued)

Entity	Country of Incorporation	Operations	Effective Interest
Volcano Metals (Guernsey) Ltd. (subsidiary of Philippine Metals (Guernsey) Inc.) ⁶	Guernsey	Inactive (Disposed of)	100%
Pacific Metals Canada Philippines Inc. (subsidiary of Volcano Metals (Guernsey) Ltd.) ⁵	Philippines	Inactive (Disposed of)	100%

1 During the year ended June 30, 2022, Eólica El Sarro, S.A. de C.V. underwent a name change to Eólica La Florida, S.A. de C.V.

2 During the year ended June 30, 2022, El Sarro Solar, S.A. de C.V. underwent a name change to Eólica El Mentillo, S.A. de C.V.

3 During the year ended June 30, 2022, Revolve Lordsburg Solar LLC, Revolve Afton Solar LLC, and Revolve Parker Solar LLC were incorporated as 100% owned subsidiaries of MRE US for new business ventures.

4 During the year ended June 30, 2022, Philippine Metals CORP. was dissolved as part of the Transaction.

5 During the year ended June 30, 2022, Pacific Metals Canada Philippine Inc. was sold to an arms length third party for \$1.00 as part of the RTO.

6 During the year ended June 30, 2022, Philippine Metals (Guernsey) Ltd. and Volcano Metals (Guernsey) Ltd. were released to the arms-length party who purchased Pacific Metals Canada Philippine Inc.

7 During the period ended December 31, 2022, Revolve Vernal BESS LLC was incorporated in the state of Utah.

Standards issued but not yet effective

IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets (“IAS 37”) was amended. The amendments clarify when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract. Such costs include both the incremental costs of the contract and an allocation of other direct costs incurred on activities required to fulfill the contract. IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments.

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place at the end of the reporting period.
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability.
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

The amendment is effective for annual periods beginning on or after January 1, 2022. The adoption of this amended standard is not expected to have a significant impact on the Company’s consolidated financial statements.

3. REVERSE TAKEOVER TRANSACTION

On March 7, 2022, the Company completed a Reverse Takeover Transaction (the “Transaction”) whereby Revolve Renewable Power Corp. acquired all the issued and outstanding shares of Revolve Renewable Power Limited. The shareholders of Revolve Renewable Power Limited obtained control of the Company, and the combined entity, by obtaining control of the voting power of the Company and the resulting power to govern its financial and operating policies.

3. REVERSE TAKEOVER TRANSACTION (CONTINUED)

For accounting purposes, Revolve Renewable Power Limited has been treated as the accounting parent company (legal subsidiary) and the Company has been treated as the accounting subsidiary (legal parent) in these consolidated financial statements.

The Transaction was accounted for as a reverse takeover in accordance with guidance provided in IFRS 2, Share-based Payments and IFRS 3, Business Combinations. As the Company did not qualify as a business according to the definition in IFRS 3, the reverse takeover did not constitute a business combination, rather the Company acquired all of the issued and outstanding securities of Revolve Renewable Power Limited by way of a securities exchange transaction with all of the securityholders of Revolve Renewable Power Limited to obtain a listing status.

Accordingly, no goodwill or intangible assets were recorded with respect to the Transaction. As Revolve Renewable Power Limited was deemed the acquirer for accounting purposes, its assets, liabilities, and operations since incorporation are included in these consolidated financial statements at their historical carrying value. As part of the Transaction, all directors, officers and affected shareholders were subject to a lock up period for 90% of their shareholdings which will be released incrementally as set out in the escrow agreements over a 3-year period, at the period end there were 28,700,280 shares held in escrow, The Company's results of operations have been included from March 7, 2022.

- On August 30, 2021, Revolve Renewable Power Limited completed a non-brokered private placement of 3,838,079 units at a price of €0.815 per unit for gross proceeds of \$3,680,131 (€3,128,034). Each unit is comprised of one common share (a "Share") in the capital of the Company and one common share purchase warrant (a "Warrant") valued at \$Nil. Each Warrant will entitle the holder to purchase one additional Share at a price of €1.20 per share for a period of 18 months from closing. As part of the Transaction, the units were exchanged for 9,595,187 units of the Company at an exchange ratio of 1 unit in Revolve for 2.5 units of the Company. Each unit has an effective price of CAD \$0.50 and includes one full post consolidated common share purchase warrant entitling the holder to acquire one additional common share at a price of CAD \$0.75 per share for a period of 18 months following the closing of the Transaction.
- On December 8 and December 30, 2021, respectively, and prior to the RTO, entities subject to the RTO closed a first and second tranche of a private placement financing issuing 5,180,793 units for total gross proceeds of \$2,028,022 (CAD \$2,590,967). Each unit is comprised of one common share and one purchase warrant of the Company which entitles the holder to purchase one common share of the Company at a price of \$0.75 per warrant share for a period of 18 months following the closing of the Transaction. Pursuant to an agreement between the Company and Computershare Trust Company of Canada, signed on December 8, 2021, all proceeds from the private placement were held in escrow until all conditions of the RTO were met and the units were exchanged on a 1:1 basis at the RTO date. The funds were released to the Company on March 8, 2022.
- On March 7, 2022, the Company exchanged 35,100,000 post-consolidated common shares to the existing Revolve shareholders valued at CAD \$0.50.

3. REVERSE TAKEOVER TRANSACTION (CONTINUED)

For the acquisition of the Company by Revolve Renewable Power Limited, the consideration received is deemed to be the fair value of the net assets of the Company which on March 7, 2022, were as follows.

	\$
Cash	2,053,298
Accounts receivables	9,153
Prepaid expenses and other	5,484
Investments	19,505
Accounts payable and accrued liabilities	(298,706)
Net assets	<u>1,788,734</u>

The total consideration for the acquisition is as follows:

	\$
Fair value of shares retained by Company shareholders	3,995,178
Fair value of replacement stock options	37,996
Fair value of replacement warrants	501,411
Fair value of compensation warrants	40,607
Less: net assets acquired	<u>(1,788,734)</u>
Listing expense	2,786,458

The fair value of shares retained by Company shareholders reflects the cash consideration price of Canadian Dollars ("CAD") \$0.50 and the shares retained by the shareholders of the Company based on the capital raising price of CAD \$0.50. Replacement warrants were valued at \$501,411 (C\$640,454) using the Black-Scholes pricing model with an exercise price of CAD \$0.75, volatility of 77%, risk free rate of 1.36%, expected life of 18 months and dividend yield of nil%.

Replacement stock options are valued at \$37,996 (C\$48,532), using the Black-Scholes option pricing model with volatility of 77%, risk free rate of 1.36%, expected life of 0.33 years and dividend yield of nil%. Compensation warrants are valued at \$40,607 (C\$51,867), using the Black-Scholes option pricing model with volatility of 77%, risk free rate of 1.36%, expected life of 18 months dividend yield of nil%.

As a result of the Company not meeting the definition of a business under IFRS 3, the listing expense of \$2,786,458 has been recorded in the consolidated statement of income (loss). This represents the excess of the purchase price over the fair value of the assets and liabilities acquired.

Transaction expense relating to the RTO are included in acquisition costs on the consolidated statements of (loss) income and total \$282,613 (2021: \$Nil); and are primarily legal and professional fees incurred as part of the RTO transaction.

4. ACQUISITION OF CENTRICA BUSINESS SOLUTIONS MEXICO S.A. DE C.V.

On August 26, 2022, the Company completed its purchase of a 100% interest in Centrica Business Solutions Mexico S.A. de C.V. ("CBS Mexico") for a net consideration of \$1,332,489 (MXN\$26,569,502).

This acquisition is expected to provide the Company with an established and ongoing recurring revenue stream from six projects with a total capacity of 2.85MW and a completed 3MW project awaiting final permits and expected to be operational during H1 2023. The Company is in the process of assessing the fair value of the assets and liabilities acquired as a result of this transaction.

4. ACQUISITION OF CENTRICA BUSINESS SOLUTIONS MEXICO S.A. DE C.V. (CONTINUED)

The total receivables and other assets of \$1,798,526 (MXN\$35,862,003) indicated in the table below includes IVA receivables of \$1,088,054 (MXN\$21,695,439) and accounts receivables of \$768,134 (MXN\$15,316,336) that have been assumed as part of the acquisition of CBS Mexico. These receivables are shown on the balance sheet for the period ended December 31, 2022 in both the accounts receivable and the sales tax receivable line items. The Company has agreed to collect these historical receivables of CBS Mexico and pass back a certain portion of these proceeds collected to the seller. The Company has recorded an IVA liability of \$870,443 (MXN\$17,356,351) and an Accounts Receivable liability of \$614,507 (MXN\$12,253,069). These liabilities are only realized on receivables actually collected by the Company. Any remaining balances will be written down at the expiration of the corresponding agreements.

	\$
Total unadjusted purchase price	1,658,202
Working capital adjustment	(200,311)
Total adjusted purchase price	1,457,891
Less: cash and cash equivalents acquired	(125,402)
Total purchase price, net of cash and cash equivalents acquired	<u>1,332,489</u>
Receivables and other assets	1,798,526
Electricity generating assets and goodwill	1,097,972
Accounts payable and accrued liabilities	(79,058)
IVA repayment liability	(870,443)
Accounts receivable repayment liability	(614,507)
Net consideration	<u>1,332,489</u>

The purchase price has been allocated on the basis of the preliminary estimates of the fair value of assets and liabilities assumed, resulting in property and equipment, goodwill and intangible assets of \$1,097,972 (MXN\$21,893,315). The goodwill consists of expected synergies from combining operations of the Company and CBS Mexico, and intangible assets not qualifying for separate recognition such as formulations, proprietary technologies and acquired know-how. None of the goodwill is deductible for tax purposes. Measurement period adjustments that the Company determines to be material will be applied retrospectively to the period acquisition in the Company's consolidated financial statements. The Company expects to finalize the accounting for the acquisition by March 31, 2023.

5. DEPOSITS

During the period ended December 31, 2022, the Company had the following refundable deposits:

	December 31, 2022	June 30, 2022
Site control deposits	\$	\$
Lordsburg Solar & Storage	-	250,078
Vernal BESS	75,000	75,000
	<u>75,000</u>	<u>325,078</u>

During the period ended December 31, 2022, the Revolve Lordsburg Solar & Storage site control deposit was refunded.

6. EQUIPMENT

Equipment	Cost	Accumulated depreciation
	\$	\$
June 30, 2021	24,061	18,360
Additions	95,338	542
Foreign exchange	(3,115)	(2,445)
June 30, 2022	116,284	16,457
Additions	5,800	7,732
Foreign exchange	874	422
December 31, 2022	122,958	24,611
Net book value:		
June 30, 2022		99,827
December 31, 2022		98,347

7. ACCOUNTS RECEIVABLE

	December 31, 2022	June 30, 2022
	\$	\$
CBS Mexico (Note 4)	768,134	-
Exchange gain	2,938	-
Total current historical accounts receivable	771,072	-
Electricity generation	21,226	-
	792,298	-

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2022	June 30, 2022
	\$	\$
Accounts payable	424,131	274,416
CBS Mexico repayment liability (Note 4)	1,484,950	-
Accounts payable to related parties	-	36,334
Accrued liabilities	42,940	62,279
Accrued liabilities to related parties	51,941	25,000
	2,003,962	398,029

9. RELATED PARTY TRANSACTIONS

Key management personnel consist of members of the Company's Board of Directors and corporate officers.

During the period ended December 31, 2022, key management personnel compensation, including directors and officers, was comprised of \$231,031 (2021: \$165,716), in which \$25,000 related to directors' fees, of which \$25,000 are accrued and \$206,031 related to management, consulting, administrative and accounting fees, and salaries (2021: \$Nil, \$Nil and \$165,716, respectively).

The following are the transactions with related parties during the three and six months ended December 31, 2022, and 2021, respectively:

For the six months ended December 31	2022	2021
	\$	\$
To a company controlled by a Director and Officer of the Company for consulting and management services	83,506	98,610
To a company controlled by a Director and Officer of the Company for consulting management services	74,525	67,106
To a company controlled by an Officer of the Company for consulting management services	18,000	-
To a company controlled by an Officer of the Company for accounting and administrative services	30,000	-
To Directors of the Company for directors' fees	25,000	-
	231,031	165,716

10. LOANS PAYABLE

The Company signed a financing agreement with RE Royalties Ltd. for the provision of a \$1,180,811 (C\$1,600,000) loan to part finance the acquisition of CBS Mexico.

During the period, the Company signed a second financing agreement with RE Royalties Ltd. for the provision of a C\$1,863,379 secured loan. The secured loan will be used to partly fund the Company's first battery storage system (or "BESS"), a 3.2MWh system that will be installed at a site of a major hotel chain in Cancun, Mexico. The first tranche of the secured loan totalling \$464,606 (C\$629,541) was drawn down during the period.

Balance, June 30, 2022	\$	1,241,600
Additions	\$	464,606
Foreign exchange adjustment	\$	(60,789)
Balance, December 31, 2022	\$	1,645,417

11. SHARE CAPITAL AND EQUITY RESERVES

Common shares

The Company is authorized to issue an unlimited number of common voting shares with no par value.

Preference shares

The Company is authorized to issue an unlimited number of preference shares.

Share capital transactions

Changes in issued share capital and equity reserves for the three and six months ended December 31, 2022, were as following:

- No change.

Changes in issued share capital and equity reserves for the period ended December 31, 2021, were as following:

- Revolve Renewable Power Limited completed a non-brokered private placement of 3,838,079 units at a price of €0.815 per unit for gross proceeds of \$3,680,131 (€3,128,034). Each unit is comprised of one common share (a "Share") in the capital of the Company and one common share purchase warrant (a "Warrant") valued at \$Nil. Each Warrant will entitle the holder to purchase one additional Share at a price of €1.20 per share for a period of 18 months from closing. As part of the Transaction, the units were exchanged for 9,595,187 units of the Company at an exchange ratio of 1 unit in Revolve for 2.5 units of the Company. Each unit has an effective price of CAD \$0.50 and includes one full post consolidated common share purchase warrant entitling the holder to acquire one additional common share at a price of CAD \$0.75 per share for a period of 18 months following the closing of the Transaction.

The share option plan provides that the Board of Directors may, in accordance with TSX-V requirements, grant non-transferable share options to purchase common shares, provided that the number of common shares reserved for issuance in any twelve-month period will not exceed 10% of the issued and

outstanding common shares. Options will be exercisable for a period of up to 10 years from the date of grant at a price not less than the closing price on the last trading day before the grant of such options. Each option vesting period is determined on a grant-by-grant basis by the Board of Directors.

In March 2022, the Board granted an aggregate of 3,500,000 share options to officers, directors, employees, and consultants of the Company, exercisable at a price of C\$0.50 per share until March 7, 2025, vesting on grant. Using the Black-Scholes option pricing model, the fair value was C\$0.25 per option. Share-based compensation expense recognized in the consolidated statement of loss and comprehensive loss for these options during the year ended June 30, 2022, was \$699,050 (C\$884,761) (2021: \$nil). The assumptions were: i) expected share price volatility of 77%, ii) risk free interest rate of 1.36%; iii) dividend yield of \$nil; and iv) expected life of 3 years.

11. SHARE CAPITAL AND EQUITY RESERVES (CONTINUED)

Stock Options

In March 2022, the Company granted an aggregate of 212,500 replacement share options with a fair value of \$37,966 (C\$48,532) to Philippine Metals Inc. former officers, directors, employees, and consultants to replace previously un-expired options they held in Philippine Metals Inc. These replacement share options were exercisable at a price of C\$0.28 per share until July 6, 2022, and vested on grant. Using the Black-Scholes option pricing model, the fair value per option granted was C\$0.23 per option with the expense being recognized as part of the listing expense in the consolidated statement of loss and comprehensive income. The assumptions were: i) expected share price volatility of 77%, ii) risk free interest rate of 1.36%; iii) dividend yield of \$nil; and iv) expected life of 0.33 years.

In November 2022, the Company granted an aggregate of 1,300,000 share options to officers, directors, employees, and consultants of the Company, exercisable at a price of C\$0.50 per share until November 7, 2025, vesting on grant. Using the Black-Scholes option pricing model, the fair value per option granted was C\$0.25 per option. Share-based compensation expense recognized in the consolidated statement of loss and comprehensive loss for these options during the period ended December 31, 2022, was \$237,133 (C\$321,961) (2021: \$nil). The assumptions were: i) expected share price volatility of 104.73%, ii) risk free interest rate of 4.14%; iii) dividend yield of \$nil; and iv) expected life of 3 years.

Following is a summary of changes in share options outstanding:

	Stock options	
	Number	Weighted Average Exercise Price (CAD\$)
Balance, June 30, 2021	-	-
Granted	3,712,500	0.49
Balance, June 30, 2022	3,712,500	0.49
Granted	1,300,000	0.50
Expired	(212,500)	0.28
Balance, December 31, 2022	4,800,000	\$ 0.50

The following table summarizes information about share options outstanding at December 31, 2022:

Exercise price range	Options outstanding			Options exercisable	
	Number of stock options outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price (CAD\$)	Number of stock options exercisable	Weighted average exercise price (CAD\$)
CAD\$0.50	3,500,000	2.18	\$ 0.50	3,500,000	\$ 0.50
CAD\$0.50	1,300,000	2.85	\$ 0.50	1,300,000	\$ 0.50
	4,800,000	2.37	\$ 0.50	4,800,000	\$ 0.50

During the period ended, the 212,500 replacement options that were granted at the close of the RTO expired.

11. SHARE CAPITAL AND EQUITY RESERVES (CONTINUED)

Warrants

In March 2022, the Company issued to the agents an aggregate of 280,588 non-transferrable broker warrants to purchase one unit of the Company (a "Unit") with a fair value of \$40,607 (C\$51,867) which was charged to listing expense in the consolidated statement of loss and comprehensive loss in the year ended June 30, 2022. Each Unit consist of one common share in the capital of the Company and one common share purchase warrant ("Broker Warrant"), exercisable at a price of C\$0.50 per share until September 8, 2023. Each Broker Warrant shall entitle the holder thereof to purchase one Common Share at an exercise price of C\$0.75 for a period of 18 months following September 8, 2023.

The assumptions were: i) expected share price volatility of 77%, ii) risk free interest rate of 1.36%; iii) dividend yield of \$nil; and iv) expected life of 1.5 years.

In March 2022, the Company issued to the holders of the Philippine Metals Inc Subscription Receipts an aggregate of 5,180,793 non-transferrable warrants, exercisable at a price of C\$0.75 per share until September 8, 2023, with a fair value of \$501,411 (C\$640,454) which was charged to listing expense in the consolidated statement of loss (income) and comprehensive income in the year ended June 30, 2022. The assumptions were: i) expected share price volatility of 77%, ii) risk free interest rate of 1.36%; iii) dividend yield of \$nil; and iv) expected life of 1.5 years.

In March 2022, the Company issued to the holders of the Revolve Renewable Power Limited an aggregate of 9,595,187 non-transferrable warrants, exercisable at a price of C\$0.75 per share until September 8, 2023.

Following is a summary of changes in warrants outstanding:

	Number of Warrants	Weighted Average Exercise Price (CAD\$)
Balance, June 30, 2021	-	-
Granted	15,056,575	\$ 0.75
Balance, June 30, 2022	15,056,575	\$ 0.75
Balance, December 31, 2022	15,056,575	\$ 0.75

The following table summarizes information about warrants outstanding at December 31, 2022:

Number of Warrants	Exercise Price (CAD\$)	Expiry Date
9,595,194	0.75	September 7, 2023
5,180,793	0.75	September 8, 2023
280,588	0.50	September 8, 2023
15,056,575		

12. EARNINGS (LOSS) PER SHARE

The calculation of basic and diluted loss per share for the three and six months ended December 31, 2022, was based on the loss attributable to common shareholders of \$759,057 (2021 – \$925,180) and a weighted average number of common shares outstanding of 54,905,565 (2021 – 41,549,224).

13. FINANCIAL INSTRUMENTS

Fair values

The Company's financial instruments consist of cash, other receivables, sales tax receivable, deposits and accounts payable and accrued liabilities.

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and
Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

As at December 31, 2022, the fair values of the Company's financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments or market rates of interest.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2022, the Company had a cash balance of \$1,140,492 (June 30, 2022 - \$2,547,352) to settle current liabilities of \$2,003,962 (June 30, 2022 - \$398,029), of which \$1,484,950 (2021 - \$Nil) relate to historical receivables repayment liability (See note 4 & 8), and \$519,012 (2021 - \$58,949) relate to general accounts payable and accrued liabilities. Most of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms, with the exception of the RE Royalty Ltd. loans (note 10).

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash, sales tax receivable and deposits. The Company limits its exposure to credit loss by placing its cash with major financial institutions. Majority of the sales tax receivable arose from refundable sales tax from government taxation authorities in Mexico.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity prices.

a) Interest rate risk

The Company has cash balances and interest-bearing debt of \$1,180,811 (C\$1,600,000), maturing on June 15, 2024 with a fixed interest rate of 10% p.a. and interest-bearing debt of \$464,606 (C\$629,541), maturing 24 months from date of signing with fixed interest rate of 12% p.a. and therefore is not exposed to risk in the event of fluctuations.

13. FINANCIAL INSTRUMENTS (CONTINUED)

b) Foreign currency risk

The Company has operations in Canada, the Republic of Ireland, Mexico and the USA and is therefore exposed to foreign exchange risk arising from transactions denominated in foreign currencies including revenues earned in Mexican Pesos and loan facilities in Canadian Dollars. The operating results and the financial position of the Company are reported in US dollars. The fluctuations of the operating currencies in relation to the US dollar will, consequently, have an impact upon the reported results of the Company and may also affect the value of the Company's assets and liabilities. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risk.

c) Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices and the stock market to determine the appropriate course of action to be taken by the Company.

14. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to sustain future development of the business and to maintain flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of equity as well as cash.

The Company manages the capital structure and adjusts it in light of changes in the economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

The Company does not currently have adequate sources of capital to complete its current obligations and ultimately the development of its business and will need to raise capital by obtaining equity financing, selling assets and/or incurring debt. The Company may raise additional debt or equity financing in the near term to meet its obligations.

15. DEVELOPMENT PROJECTS

Completion of the BLM Variance process for Bouse Solar

On May 24, 2022, the Company announced that the Bureau of Land Management (the "BLM") has notified the Company that its right of way / variance land application for the 1GWac Bouse Solar and Storage project (the "Bouse Project"), located in La Paz County, Arizona has been approved for further processing.

The Bouse Project is a 1GWac solar and battery storage project, located on approximately 6,155 acres of land wholly managed by the BLM in La Paz County 27 miles east of Quartzsite, Arizona. The entire project site is located in a solar variance area as identified in BLM's Solar PEIS and Record of Decision (ROD) (BLM/DOE 2012, BLM 2012a).

15. DEVELOPMENT PROJECTS (CONTINUED)

Revolve Renewable Power AZ LLC, a 90% owned subsidiary of the Company submitted a right of way (SF299) application to the BLM in May 2021 including a Plan of Development and Variance Factor Analysis for the Bouse Project. Following the submission of the SF299 application, the Company has worked with the BLM in accordance with the right of way regulations (43 CFR 2800) published by the BLM on December 19, 2016 to advance approval of the Bouse Project. This process included various preliminary meetings with relevant federal and state agencies, tribal consultation and a public consultation meeting, held on February 2nd, 2022. Following completion of this process the Company has been officially notified of the BLM decision to approve the Bouse Project for further processing.

Presa Nueva Wind Project Land Option Agreements

On June 6, 2022, the Company announced that it successfully signed land option agreements for an additional 10,500 hectares with private land-owners in the area adjacent to the Company's existing 400MW Presa Nueva Wind Development project in the municipality of General Bravo, Mexico. The option area will be combined into a third phase of the Presa Nueva project, which is expected to have capacity of up to 300MW.

Completion of BLM Variance Process for the 250MW Parker Solar and Storage Project

On August 4, 2022, the Company announced that the United States Bureau of Land Management (the "BLM") notified the that the right of way / variance land application for the 250-megawatt Parker Solar and Storage Project, located in La Paz County, Arizona has been approved for further processing. The Company will now continue through the BLM approval process which will consist of completion of an environmental review of the Parker Project in accordance with the National Environment Policy Act of 1969 and all other applicable laws, regulations, and policies.

Signing of Energy Services Contract

On September 15, 2022, the Company announce that it has signed an energy services contract for a new 3.2MWh ("megawatt per hour") Battery Energy Storage System (or "BESS") (the "Project"). This is the first BESS project signed under the Company's recently established distributed generation (or "DG") business and complements the recently completed acquisition of Centrica Business Systems (Mexico). A 10-year Energy Services Agreement (or "ESA") has been signed between the Company and the hotel operator for the provision of peak shaving and other energy related services. Under the ESA agreement Revolve will receive an annual fixed payment in addition to sharing the energy savings delivered by the Project over the 10-year contract period. An Engineering Procurement Contract (or "EPC") has been signed with Quartux Mexico S.A. de C.V. (or "Quartux"), a highly experienced installer and operator of battery storage systems in Mexico, to deliver a turnkey solution for the installation and commissioning of the BESS system. In addition to the EPC a 10-year Maintenance Agreement has also been signed with Quartux for the day-to-day operation and optimization of the system including all routine maintenance.

The Project is targeted to be operational in Q1 2023. During the period ended December 31, 2022, the Company pre-paid Quartux \$465,919 in relation to the installation of the battery storage system.

16. SEGMENTED INFORMATION

The Company operates in two business segments, being: (1) the development of utility scale renewable energy generation projects with a particular focus on wind, solar and battery storage technologies ("renewable energy projects"); and (2) corporate overhead. The following is a summary of the business segments by geographic information:

- USA – Renewable energy projects
- Mexico – Renewable energy projects and electricity generating projects
- Republic of Ireland – corporate overhead
- Canada – corporate overhead

Geographic information for the six month period ended December 31, 2022 and year ended June 30, 2022 as follows:

Six month period ended December 31, 2022	USA	Mexico	Republic of Ireland	Canada	Total
	\$	\$	\$	\$	\$
Revenues	-	97,833	-	-	97,833
Loss for the period	(193,011)	(377,228)	469,056	(657,874)	(759,057)
Current assets	-	1,483,218	429,505	686,055	2,598,777
Non-current assets	75,024	2,766,970	7,799	-	2,849,793
Total assets	75,024	3,152,216	437,304	686,056	5,448,570
Current liabilities	(1,175)	(1,569,582)	(9,730)	(423,475)	(2,003,962)
Non-current liabilities	-	-	-	(1,645,417)	(1,645,417)
Total liabilities	(1,175)	(1,569,582)	(9,730)	(2,025,351)	(3,649,379)

Year ended June 30, 2022	USA	Mexico	Republic of Ireland	Canada	Total
	\$	\$	\$	\$	\$
Loss for the year	(1,160,127)	(654,921)	(1,328,493)	(3,312,505)	(6,456,046)
Current assets	-	63,119	1,637,050	2,467,138	4,167,307
Non-current assets	81,822	313,149	2,960	-	397,931
Total assets	81,822	376,268	1,640,010	2,467,138	4,565,238
Current liabilities	-	(16,506)	(16,479)	(365,044)	(398,029)
Non-current liabilities	-	-	-	(1,241,600)	(1,241,600)
Total liabilities	-	(16,506)	(16,479)	(1,606,644)	(1,639,629)

17. NON-CONTROLLING INTEREST

The following table presents summarized financial information before intragroup eliminations for non-wholly owned subsidiaries as at December 31, 2022, and June 30, 2022:

	December 31, 2022 \$	June 30, 2022 \$
Non-controlling interest percentage	10%	10%
Current assets	-	-
Non-current assets	-	-
Total assets	-	-
Current liabilities	1,683,899	1,567,594
Non-current liabilities	-	-
Total liabilities	1,683,899	1,567,594
Net liabilities	(1,683,899)	(1,567,594)
Non-controlling interest	(168,390)	(156,759)
Loss for the period	(193,011)	(1,160,127)
Loss attributed to non-controlling interest	(19,301)	(116,013)
Comprehensive (income)	(76,695)	(139,245)
Comprehensive income attributed to non-controlling interest	(7,670)	(13,924)

18. SUBSEQUENT EVENTS

Sale of Utility Scale Solar and Storage Project

On January 11, 2023 the Company announced the sale of its 250MW Parker Solar and Storage Project and the 1,000MW Bouse Solar and Storage Project to ENGIE IR Holdings LLC. The sale of the project was completed pursuant to a share purchase agreement dated January 10, 2023. The sale included an upfront payment of US\$2,000,000, which included the reimbursement of development costs, which has been paid on completion of the transaction. The remaining consideration is linked to each of the projects successfully completing certain pre-agreed development milestones. On completion of the transaction, ENGIE acquired 100% of the shares in Revolve Renewable AZ LLC and Revolve Parker Solar LLC on a cash and debt free basis.

The transaction included both parties entering into a put option agreement allowing ENGIE to sell the projects back to the Company for a limited period of time following the results of the next interconnection studies due for each project. Should ENGIE exercise the put option, the Company will repurchase the respective project, while also refunding ENGIE any development expenses incurred or reimbursed.

Secured loan second tranche drawdown

On January 18, 2023, the Company announced a second draw down of C\$881,313 from the C\$1,860,000 secured loan pursuant to a financing agreement signed with RE Royalties Ltd. as previously announced on October 26, 2022. The secured loan is being used to partly fund the Company's first battery storage system (or "BESS"), a 3.2MWh system that will be installed at a site of a major hotel chain in Cancun, Mexico. It is expected that this Project will be fully commissioned during Q1 2023. The financing agreement consists of a secured loan agreement and a royalty agreement.