

WESTBRIDGE RENEWABLE ENERGY CORP.
(formerly Westbridge Energy Corporation)

Management's Discussion and Analysis

Three and Six Months Ended May 31, 2025

MANAGEMENT'S DISCUSSION & ANALYSIS

WESTBRIDGE RENEWABLE ENERGY CORP.

The effective date of this management's discussion and analysis ("MD&A") is July 30, 2025.

Introduction

The following MD&A should be read in conjunction with Westbridge Renewable Energy Corp.'s (the "Company" or "Westbridge") unaudited condensed consolidated interim financial statements and notes for the three and six months ended May 31, 2025 (the "Financial Statements"). This MD&A was prepared with reference to the MD&A disclosure requirements set out by National Instrument 51-102 - *Continuous Disclosure Obligations*. The Financial Statements, together with this MD&A, are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to future performance. Results are reported in Canadian dollars, unless otherwise noted. The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") using accounting policies consistent with IFRS. The Financial Statements and this MD&A have been reviewed by the Company's Audit Committee and approved by the Company's board of directors (the "Board of Directors").

In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included.

The results for the periods presented are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at this date, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares ("Westbridge Shares" or the "Shares"); or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors.

Additional information about Westbridge is available on SEDAR+ at www.sedarplus.ca and on Westbridge's website at www.westbridge.energy.

Caution Regarding Forward-Looking Statements

This MD&A contains certain "forward-looking information" and "forward-looking statements", as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). Such forward-looking statements are not representative of historical facts or information or current condition but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved.

The forward-looking statements contained herein may include, but are not limited to, information with respect to the Company's expectations regarding: potential future acquisitions, anticipated permit availability and timing for the projects, the execution of interconnection agreements for the projects, the anticipated timing of approval for completion of the AESO interconnection process stages at the Projects, the ability to raise funds on terms desirable to the Company, future trends regarding renewable energy generation in Canada, the United States, the United Kingdom, and Italy. These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. By identifying such statements in this manner, the Company is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance, or achievements of the Company to be materially different from those expressed or implied by such information and statements.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A are as of the date of this MD&A.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Forward-looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, and are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to availability of capital, permitting and regulatory matters, competition, unexpected costs, risks relating to epidemics and pandemics, community relations, general economic conditions, geopolitical risks, environmental matters, land use regulations and wildlife and indigenous law matters, availability of labour, access rights, title matters and the risk factors discussed in this MD&A under the heading "Risk Factors".

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. All forward-looking statements herein are qualified by this cautionary statement. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws. Accordingly, readers should not place undue reliance on forward-looking information. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of the Business

Westbridge Renewable Energy Corp. is incorporated under the laws of British Columbia, with its head office located at Suite 615 - 800 West Pender Street, Vancouver, British Columbia, V6C 2V6. The Westbridge Shares are traded on the TSX Venture Exchange (the “TSXV” or the “Exchange”) under the ticker symbol “WEB”, on the OTCQX Best Market under the ticker symbol “WEGYF”, and on the Frankfurt Stock Exchange under the ticker symbol “PUQ”. The Company’s principal activities are focused on originating and seeking to develop profitable utility-scale solar PV projects that use energy storage and enabling technologies. The Company was incorporated on February 9, 1956.

Westbridge is a Canadian renewable energy company. The Company is expert in originating and developing solar PV (photovoltaic) projects in Canada, US, the UK, and Italy. Westbridge is focussed on licensing and constructing solar power plants with on-site battery storage, partnering with world-class developers and evaluating data centre development and hydrogen energy opportunities. The company aims to address the problem of intermittency in renewable energy generation.

Trends

The Company is actively originating and developing solar PV and battery storage projects in Canada, the United States, the United Kingdom and Europe and will be considering future acquisitions of additional solar PV projects to create additional value for shareholders and minimize concentration and other risks by diversifying the Company’s portfolio. The Company seeks opportunities in jurisdictions which have generally favourable regulatory frameworks when sourcing greenfield and mid-stage renewable energy projects for development.

Canada remains supportive of renewables investment and is therefore an attractive market for developers. If the regulatory environment is to change to reduce the ease of developing renewables projects in Canada, the development market demands could be negatively affected, which may have a negative effect on the Company’s ability to generate revenues from its developments.

In Canada, regulation is generally supportive of renewable energy projects and in particular Alberta’s *Renewable Electricity Act, 2006*, seeks to achieve 30% of all power generation from renewables by 2030.

In August 2023, Alberta paused new approvals for renewable and hydro projects to review siting, reclamation, and grid reliability. The pause lifted in February 2024, with new legislation implemented in December 2024 including, among other provisions, prohibiting renewable projects on prime farmland unless co-location of agricultural operations can be demonstrated, protecting designated “pristine viewsapes,” enhancing municipal participation in hearings, and requiring stakeholder engagement on Crown land. While clarity provided by the new legislation was beneficial, developers have been facing increased costs and uncertainty and longer approval timelines in AUC proceedings, impacting project feasibility and risk.

In April 2025, the Government of Alberta introduced Bill 52 to support the rollout of the Restructured Energy Market (REM) which will change how electricity is priced and transmitted and how costs associated with transmission system upgrades are allocated between load and generation. For solar and other renewable energy projects, the bill could bring both opportunities and challenges. It enables more flexible electricity pricing and planning but also removes the long-standing “zero-congestion” policy, meaning projects may face more localized transmission constraints and variable pricing. The overall goal is to modernize the system and manage costs more efficiently.

In the United States, the solar sector experienced a significant regulatory shift following the presidential election and administration transition. On January 23, 2025, President Trump issued Executive Order 14156, declaring a national energy emergency and directing federal agencies to prioritize fossil fuel development while suspending the implementation of prior clean energy mandates.

In July 2025, President Trump signed the budget reconciliation bill, which updates tax credits for renewable energy projects and manufacturers. The bill sets key deadlines: solar and wind projects must either start construction by July 4, 2026, or be placed in service by the end of 2027 to qualify for tax credits. Other clean energy projects like storage and geothermal have until the end of 2033 to begin construction for full credits.

The 2025 budget reconciliation bill also tightens rules around when construction is considered to have started, with the administration promising stricter enforcement to prevent companies from claiming credits without substantial progress. Additionally, it changes tax credits for manufacturers of renewable equipment, limiting certain credits after 2027 and requiring higher U.S. content for some benefits. Bonus credits remain available for projects in energy transition areas and those using domestic materials, while restrictions will apply to projects incorporating foreign equipment and financing. Overall, the bill reshapes clean energy incentives with new timelines and stricter oversight.

The Company continues to monitor these policy developments closely and adjust its project pipeline and acquisition strategy to manage risk effectively.

Underlying market dynamics in the U.S. remain fundamentally strong. Load growth is accelerating, driven notably by the expansion of large-scale data centres and broader electrification trends. Concurrently, many states continue to implement aggressive decarbonization mandates, providing significant tailwinds for utility-scale solar and battery storage development. Regardless of ongoing federal policy uncertainties, these drivers remain intact and continue to underpin long-term growth opportunities.

Similar to the Company's position on the Canadian regulatory landscape, if the regulatory environment in the US were to change to the detriment of renewable energy development, the renewable energy development market demands could be negatively affected, which may have a negative effect on the Company's ability to generate revenues from its developments.

The Italian solar market has strong growth potential with currently a cumulative solar PV capacity of 37GW¹ installed as at the end of 2024, which is set to increase to 50GW of solar capacity by 2030. Due to land scarcity and high wholesale power prices, Italian solar PV projects once they are ready to build are generally trading valued at a premium compared to similar projects in Europe at the ready to build stage. The current market for ready to build assets is very liquid in Italy.

The recent volatility of power prices and intermittency of renewable energy generation has underscored the increasing importance of developing battery energy storage projects. Battery storage assets allow the Company to store energy generation until it can be economically dispatched into the grid as well as providing services to the grid with the target of improving reliability, supporting renewables integration and deferring transmission upgrades. The Company is actively developing battery storage assets, to enhance the value of its developments, however as noted above, if the regulatory or energy market frameworks were to move away from supporting such assets, or materials for the manufacture of batteries were to become significantly more costly, it may negatively impact the value and viability of the Company's assets.

Apart from the foregoing, management is not aware of any trends which may have a material impact on the business of the Company.

Sale of Canadian Projects

On June 1, 2023, the Company announced that it had entered into definitive agreements to sell five of its Canadian projects, by way of share purchase transactions for all of the issued and outstanding shares of the following subsidiaries of Westbridge: Georgetown Solar Inc. (“Georgetown”), Sunnynook Solar Energy Inc. (“Sunnynook”), Dolcy Solar Inc. (“Dolcy”), Eastervale Solar Inc. (“Eastervale”), and Red Willow Solar Inc. (“Red Willow”), (each an “SPV” and collectively, the “SPVs”) to Metka-EGN Ltd. (“Metka”), for a total cash consideration of between \$217 million and \$346 million (the “definitive agreements”). Closing of the purchase and sale of each SPV was conditional upon, among other things obtaining regulatory approvals from the AUC and none of the closings were contingent on the closing of any other transaction.

As a result of these definitive agreements, the Company received deposits relating to the sales totalling \$6,589,500 (the “Deposits” or the “Metka Deposits”). The Deposits were repayable with an effective interest rate of 15% per annum in the event that any of the projects covered by these agreements does not meet the conditions for closing. On December 13, 2023, the Company completed the sale of its subsidiary Georgetown to Metka and received cash net of deductions of \$39,044,014, realizing a gain on disposal of \$41,586,000. Subsequently, on November 5, 2024, the Company completed the sale of its subsidiary Sunnynook to Metka and received cash net of deductions of \$23,006,854 realizing a gain on disposal of \$32,280,392. The Company announced on February 5, 2025, that the outside dates for the Dolcy, Eastervale and Red Willow definitive agreements have been amended to April 30, 2025.

On May 12, 2025, the Company announced that the previously announced definitive agreements with Metka for the acquisition of the remaining Alberta-based projects expired on April 30, 2025 and the Company has returned the outstanding Deposits. The Company has retained full ownership of the Dolcy, Eastervale and Red Willow projects which represent a combined 1.8 GW of Solar and BESS in a core strategic market.

Status of the Company’s Projects

As of the effective date of this MD&A, the Company is developing twenty solar utility scale solar PV and BESS projects, having expanded the portfolio to multiple projects in Canada, USA, Italy and the UK (together “the Projects”).

The Sunnynook Project was sold to Metka was on November 1, 2024, realizing a gain on disposal of \$32,280,392.

The Georgetown Project was sold to Metka on December 13, 2023, for which cash of \$39,044,014 was received by the Company after debt repayments of \$8,519,988, realizing a gain on disposal of \$41,586,000.

The Accalia Project is in late-stage development and has secured site control in the form of long-term solar leases covering approximately 1,120 acres of land, has completed interconnection studies and has completed preliminary environmental analyses. The project is targeting a total capacity of 221MWdc.

The Dolcy Project is located in the Municipality of Wainwright, in east-central Alberta, Canada, and has secured site control through long term leases covering approximately 1,495 acres. The project is targeting a total capacity of 300MWac solar photovoltaic and 100MW of BESS. The project is in late-stage development and received power plant and substation approval from the AUC in September 2024, and is in the process of obtaining the final permit and license for the power line connection to the grid.

The Eastervale Project is located in the Municipality of Provost, in east-central Alberta, Canada, and has secured site control through long term leases covering approximately 1,272 acres. The project is targeting a total capacity of 300MWac solar photovoltaic. The project's initial application for power plant, BESS and substation application was denied by the AUC on February 20, 2025. The project is in late-stage development and the Company has revised the project design to incorporate feedback from the AUC's decision and has resubmitted its application in May 2025 for a solar PV power plant approval.

The Red Willow Project is located near Stettler, Alberta, and has secured site control through 4 long term leases covering approximately 1,920 acres. The project is targeting a total capacity of 225MWac of solar photovoltaic and up to 100MW of BESS. The project is in late-stage development and has submitted an application to the AUC for the power plant and substation approval and is anticipating a decision in late 2025.

The Company has originated two projects in Europe, comprised of the Gierre Solare Project, located in Lazio, Italy, and the NM Solare Project, located in Lazio and Umbria, Italy. The projected capacity of Gierre Solare Project is 32MW Solar PV and 30MW for the NM Solare Project. Both Projects are in mid-stage development and have secured land and grid access, completed feasibility studies, and planning applications have been submitted for both projects.

The Company has expanded its presence in the U.S. market adding an additional nine projects to its initial Accalia project in the U.S. The current U.S. portfolio is comprised of:

- the Corry Project, located in Texas, with a solar photovoltaic capacity of 325MWp and BESS capacity of 400MWh;
- the Autrey Project, located in New Mexico, with a solar photovoltaic capacity of 137MWp and BESS capacity of 200MWh;
- the Ivy Project, located in Colorado with a solar photovoltaic capacity of 207MWp and BESS capacity of 200MWh;
- the Albion Project, located in Nebraska, with a solar photovoltaic capacity of 140MWp and BESS capacity of 200MWh;
- the Southern Prairie Project, located in Louisiana with a solar photovoltaic capacity of 260MWp and BESS capacity of 400MWh;
- the Delphine Project, located in Louisiana with a solar photovoltaic capacity of 130MWp and BESS capacity of 200MWh;
- the Moundville Project, located in Alabama with a BESS capacity of 1400MWh;
- the Happy Life Project, located in Colorado with a BESS capacity of 600MWh; and
- the Aster Project, located in Alabama with a BESS capacity of 1400MWh.

All of the U.S. projects have secured land control and completed feasibility studies on grid connection capacity and environmental constraints.

The Company has expanded its presence in the Canadian market adding new Alberta BESS projects in mid-stage development. Each of the BESS Projects has site control, and environmental permitting feasibility studies completed.

In Canada, the Company has expanded its development portfolio into Ontario, securing three solar projects with a total capacity of 500MWdc.

The Company has an active project origination pipeline and expects to add additional development projects in fiscal year 2025.

Financing Activity during the year ended November 30, 2024

On December 5, 2022, Georgetown entered into a loan agreement with LRC Westbridge Investco, LLC, a lending entity established by Leyline Renewable Capital. Under this loan agreement, Georgetown may borrow up to a maximum of the US Dollar equivalent of \$4,830,000. The loan was fully drawn on the execution date. The loan is secured by a first priority security interest against the assets of Georgetown, bears interest at 12% per annum, is subject to a 2% origination fee, and matures 12 months from the date of the loan agreement. This facility was settled in full on December 13, 2023.

Effective May 23, 2023, Westbridge Renewable Energy Holdco Corp (“WEBH”) entered into a loan agreement with LRC Westbridge II Investco, LLC, a lending entity established by its manager Leyline Renewable Capital, LLC. Under this loan agreement, WEBH may borrow up to a maximum of USD 23,000,000. At May 31, 2024, the Company had drawn \$27,300,000 plus costs incurred and capitalized. The loan is secured by a first priority security interest against the shares held by WEBH in Sunnynook, Dolcy, Eastervale, and Red Willow. The loan bears interest at 12% per annum, is subject to a 2% origination fee and matures 18 months from the date of the loan agreement. On January 31, 2024, the Company made repayments totalling \$6,654,498 against this facility, and the Company made further repayments totalling \$31,300,592 on November 1, 2024, at which point this facility was settled in full.

Effective May 23, 2023, the Company entered into a loan agreement with LRC Westbridge III Investco, LLC, a lending entity established by its manager Leyline Renewable Capital, LLC. Under this loan agreement, the Company may borrow up to a maximum of USD 4,900,000. At December 1, 2023, the Company had drawn USD 1,388,590 against this loan. The loan is secured by a first priority security interest against the shares held in Westbridge Energy (U.S.) Corp, and a second priority security interest against the shares held in Sunnynook, Dolcy, Eastervale and Red Willow. The loan bears interest at 12% per annum, is subject to a 2% origination fee and maturity date occurring 18 months from the date of the loan agreement. This facility was settled in full on December 13, 2023.

Incentive Share Options

At May 31, 2025, the Company had the following share options outstanding, each enabling holders to acquire one Westbridge Share:

Number	Exercise Price	Expiry Date
1,650,000	\$ 0.30	November 2, 2026
3,075,000	\$ 0.75	March 20, 2028
100,000	\$ 1.00	May 27, 2027
930,000	\$ 0.85	January 14, 2028
5,755,000		

Events Subsequent to May 31, 2025

On June 6, 2025, the Company announced that the Exchange had approved the Company to repurchase for cancellation, up to 5,057,492 Shares in its own capital stock, representing approximately 5% of the Company's issued and outstanding Shares, through a Normal Course Issuer Bid (the "2025 NCIB"). The purchases are to be made through the facilities of TSXV during the period of June 9, 2025 to June 8, 2026, or on an earlier date in the event that the maximum number of shares sought in the 2025 NCIB has been repurchased. In the period since May 31, 2025, no Shares had been repurchased and cancelled.

On July 25, 2025, the Company announced its intention to implement a share consolidation of on the basis of one (1) post-consolidation Westbridge Share for every four (4) pre-consolidation Westbridge Shares, subject to approval from the Exchange.

Summary of Quarterly results

	May 31, 2025	February 28, 2025	November 30, 2024	August 31, 2024	May 31, 2024	February 29, 2024	November 30, 2023	August 31, 2023
General and admin expenses	\$ 966,741	\$ 1,235,791	\$ 4,126,308	\$ 983,846	\$ 5,751	\$ 8,197,022	\$ 805,388	\$ 378,681
Loss before other items	(966,741)	(1,235,791)	(4,126,308)	(983,846)	(5,751)	(8,197,022)	(805,388)	(378,681)
Interest expense	2,240	(147,801)	(239,978)	(210,513)	(320,487)	(101,281)	(624,297)	(561,919)
Interest income	222,294	64,511	(300,179)	502,003	470,532	334,679	-	-
Foreign exchange gain (loss)	234,104	(245,280)	(560,593)	303,600	34,847	114,231	9,755	(630,284)
Share based payment expense	(954,817)	(490,144)	(84,415)	(112,963)	(128,231)	(294,487)	(298,011)	(410,279)
Impairment of assets	(1,004,183)	-	(85,149)	-	-	-	-	-
Acquisition costs	-	-	-	-	-	-	(75,999)	-
Gain on disposal	-	(25,072)	32,280,393	-	(375,000)	41,961,000	-	-
Profit / (loss) before taxation	\$ (2,467,103)	\$ (2,079,577)	\$ 26,883,769	\$ (501,719)	\$ (324,091)	\$ 33,817,122	\$ (1,793,940)	\$ (1,981,162)
Taxation	(656)	-	(4,203,323)	-	-	-	2,570,858	-
Comprehensive income / (loss)	\$ (2,467,759)	\$ (2,079,577)	\$ 22,680,446	\$ (501,719)	\$ (324,091)	\$ 33,817,122	\$ 776,918	\$ (1,981,162)
Basic earning / (loss) per share	\$ (0.02)	\$ (0.02)	\$ 0.27	\$ (0.00)	\$ (0.00)	\$ 0.34	\$ 0.01	\$ (0.02)
Diluted earnings / (loss) per share	\$ (0.02)	\$ (0.02)	\$ 0.25	\$ (0.00)	\$ (0.00)	\$ 0.32	\$ 0.01	\$ (0.02)

Results of operations for the three months ended May 31, 2025

General and administrative expenses decreased in the three months ended May 31, 2025, due to an overall reduction in spend on research and origination costs on new pipeline projects, slightly offset by an increase in accounting fees associated with the audit and tax filings of the Company.

Interest expense decreased in the three months ended May 31, 2025, versus the three months ended February 28, 2025, due to the interest-bearing Deposits being settled.

Interest income increased in the three months ended May 31, 2025, versus the prior quarter 2025 due to an increase in interest bearing cash deposits.

Foreign exchange losses during the three months ended May 31, 2025, were lower than in prior quarters due to timing differences on exposure to the U.S. Dollar. The CAD Dollar strengthened slightly in relation to the U.S. Dollar during the period, offsetting a portion of the prior quarter's losses.

The share-based payment expense in the three months ended May 31, 2025, increased, versus the prior quarter, as the share options and restricted share units ("RSUs") issued in the prior quarter have continued to vest and the respective expense has been recognized for a full quarter.

General and Administrative Expenses

For the three months ended May 31, 2025, general and administrative expenses totaled \$966,741 (2024: \$5,751). These were due to:

- Office and miscellaneous of \$365,144 (2024: credit of \$591,797), which included fees payable to management of \$86,455 (2024: \$85,905)
- Investor relations fees of \$82,333 (2024: \$44,799)
- Professional fees of \$163,244 (2024: \$188,570) relating to accounting/tax fees incurred for audit of financial statements and preparation of entity tax returns, as well as legal fees associated with the maintenance of the Company's listing status;
- Depreciation of right of use assets of \$214,791 (2024: \$171,256); and
- Consultancy fees of \$141,228 (2024: \$192,924) relating to project and corporate support, including \$61,672 (2024: \$106,852) relating to research and origination costs.

For the six months ended May 31, 2025, general and administrative expenses totaled \$2,202,532 (2024: \$8,202,773). These were due to:

- Office and miscellaneous costs of \$768,911 (2024: \$6,793,715), which included fees payable to management of \$187,535 (2024: \$158,355);
- Investor relations fees of \$217,219 (2024: \$69,102)
- Professional fees of \$204,665 (2024: \$407,505) relating to accounting/tax fees incurred for audit of financial statements and preparation of entity tax returns, as well as legal fees associated with the maintenance of the Company's listing status;
- Depreciation of right of use assets of \$429,859 (2024: \$318,682); and
- Consultancy fees of \$581,878 (2024: \$613,769) relating to project and corporate support, including \$293,976 (2024: \$250,395) relating to research and origination costs.

Interest Expense and Income

For the three and six months ended May 31, 2025, interest expenses totaled \$2,240 credit (2024: \$320,487) and \$145,561 (2024: \$421,768) respectively. Interest expenses are due to interest incurred on debt that is not capitalized, the Metka Deposits, and on lease liabilities. In the three months ended May 31, 2025, project related financing fees were reclassified to the respective development asset, offsetting the additional lease interest in the quarter, resulting in a credit. The decrease in overall interest expense in 2025 is a result of the repayment of interest bearing debt in prior year, and the return of the Metka Deposits from the definitive agreements having been returned to Metka and no longer incurring interest.

Interest income for the three and six months ended May 31, 2025, totalled \$222,294 (2024: \$470,532) and \$286,805 (2024: \$805,212) respectively, relating to interest earned on cash deposits.

Foreign Exchange Gain (Loss)

For the three months ended May 31, 2025, foreign exchange gains totaled \$234,104 (2024: \$34,847 gain) and in the six months to May 31, 2025, foreign exchange losses totaled \$11,176 (2024: \$149,078 gain). Foreign exchange gains during the quarter ended May 31, 2025, were higher than in prior quarters and years due to timing differences on exposure to the U.S. Dollar. The CAD Dollar strengthened in relation to the U.S. Dollar during this period.

Share-Based Payment Expense

The share-based payment expense in the three and six months ended May 31, 2025, increased compared to the equivalent periods in 2024, due to the issuance of new options and granting of RSUs and PSUs in January and February 2025, and the vesting and exercise of prior options and RSUs granted on March 21, 2023 and May 27, 2024.

Impairment of Assets

For the three and six months ended May 31, 2025, impairment of development assets and respective lease assets was \$1,004,183 related to the withdrawal of specific BESS and solar project interconnection applications, as compared to the three months ended November 30, 2024, of \$85,149, which was related to the withdrawal of specific BESS project interconnection applications.

Liquidity and Capital Resources

At May 31, 2025, the Company had cash on hand of \$32,423,698 (November 30, 2024 - \$28,390,250) and working capital of \$30,920,951 (November 30, 2024 - \$17,833,839).

Cash inflow during the six months ended May 31, 2025, was \$4,093,124 of which:

- \$11,242,943 was provided by investing activities;
- \$1,388,861 was used in financing activities; and
- \$5,760,958 was used in operating activities.

Cash provided by investing activities consisted of \$17,183,904 primarily arising on the withdrawal of cash deposits provided to secure grid connections, which have been replaced by letters of credit. This is offset by \$1,980,961 spent on development projects and \$3,960,000 of principal on the Deposits repaid to Metka.

Cash used in financing activities consisted of \$992,712 in interest on debt repayments, \$344,189 in lease payments, and \$51,960 used to repurchase Westbridge Shares under the normal course issuer bid announced by the Company on March 18, 2024 following approval by the TSXV.

Cash used in operating activities for the six months ended May 31, 2025, is as a result of a loss from operations after adjusting for non-cash items of \$1,325,327, a net increase in accounts receivable of \$406,691, a net decrease in prepaid expenses of \$163,514, a net increase in taxes receivable of \$31,362, and a decrease in accounts payable and accrued liabilities of \$2,529,284.

At May 31, 2025, the Company remains profitable and had working capital of \$30,920,951. On December 13, 2023, the Company completed the sale of its subsidiary Georgetown to Metka and received cash net of deductions of \$39,044,014, realizing a gain on disposal of \$41,586,000. On November 1, 2024, the Company completed the sale of its subsidiary Sunnynook to Metka and received cash net of deductions of \$23,006,854 realizing a gain on disposal of \$32,280,392. Accordingly, directors are of the opinion that the Company has the requisite financial resources to continue its operations for the next twelve months.

Material Components of Expenditure on Development Projects

	Canada		US		Europe		Total
Cost and net book value:							
At November 30, 2023	\$	3,482,580	\$	4,078,129	\$	1,174,980	\$ 8,735,690
Acquisitions		-		-		-	-
Additions		-		-		-	-
Consultancy		354,012		723,010		36,890	1,113,911
Engineering		164,827		41,365		-	206,193
Environmental		444,936		55,077		-	500,014
Finance costs		1,279,086		-		-	1,279,086
Grid work inc. studies		898,664		350,127		18,890	1,267,681
Legal and professional		945,051		66,305		16,314	1,027,670
Land and permitting		444,256		475,966		434,587	1,354,808
Impairments		(133,483)		-		-	(133,483)
FX		-		131,798		17,206	149,004
At November 30, 2024		7,879,930		5,921,777		1,698,867	15,500,574
Additions		-		-		-	-
Consultancy		384,436		175,034		47,368	606,837
Engineering		51,739		-		-	51,739
Environmental		319,748		4,356		-	324,104
Finance costs		102,391		-		-	102,391
Grid work inc. studies		436,176		197,189		-	633,365
Legal and professional		506,759		4,723		19,664	531,146
Land and permitting		138,797		115,477		12,363	266,637
Impairments		(492,104)		-		(482,224)	(974,328)
FX		-		(110,810)		50,683	(60,127)
At May 31, 2025	\$	9,327,871	\$	6,307,746	\$	1,346,721	\$ 16,982,339

Commitments

The Company has no commitments for capital expenditures.

At May 31, 2025, and November 30, 2024, the Company had the following commitments under lease obligations:

	May 31, 2025		November 30, 2024	
	Present value		Present value	
Within one year	\$	430,931	\$	626,068
Within two to five years		1,454,724		1,844,591
In over 5 years		56,926		108,629
Total	\$	1,942,581	\$	2,579,288

Off-Balance Sheet Transactions

The Company does not have any off-balance sheet transactions.

Related Party Transactions for the six months ended May 31, 2025

The Company entered into the following transactions with related parties during the six months ended May 31, 2025:

		May 31, 2025	November 30, 2024
Management fees, Executive Chairman	\$	31,565	\$ 555,593
Management fees, Chief Executive Officer		45,020	4,124,395
Management fees, Chief Operating Officer		50,653	3,092,717
Management fees, Chief Financial Officer		33,648	772,156
Director's fees, Director		21,000	240,452
Rental fees, party related to Executive Chairman		5,650	-
Share based payments, directors and officers		1,177,095	316,260
Total	\$	1,364,630	\$ 9,101,573

On March 21, 2023, the Company granted 3,335,000 share options with a weighted average exercise price of \$0.75 for a period of 5 years. 1,680,000 of these share options were issued to Directors and Officers of the Company, for which a total share-based payment charge of \$48,190 was recorded in the six months to May 31, 2025.

On March 21, 2023, the Company granted 525,000 RSUs to Directors and Officers of the Company, which vest over twelve months. In the six months May 31, 2025, a share-based payment charge of \$nil (2024: \$60,246) was recorded, as the RSUs vested fully in the year ended November 30, 2024.

On January 15, 2025, the Company granted 930,000 share options with a weighted average exercise price of \$0.85 for a period of 3 years. 840,000 of these share options were issued to Directors and Officers of the Company, for which a total share-based payment charge of \$127,348 was recorded in the six months to May 31, 2025.

On January 15, 2025, the Company granted 3,670,000 RSUs which vest over twelve months. 3,360,000 of these RSUs were issued to Directors and Officers of the Company, for which a total share-based payment charge of \$1,001,556 was recorded in the three months to May 31, 2025.

On November 14, 2023, the Company acquired Willard Solar Holdings Inc and its subsidiary Willard Renewable LLC from VDA Solar Limited, a related party due to a common director, for \$197,809. No further consideration is payable on this transaction.

On November 30, 2023, the Company acquired Westbridge Renewable Energy Asset Management Limited from Horus Assets Selection Limited, a related party due to a common director, for a nominal fee. Acquisition expenses of \$75,999 were recorded as a result of this.

Financial Instruments

The Company's financial assets consist of cash, which is designated as held for trading and measured at fair value; and accounts receivable which are designated as loans and receivables and measured at amortized cost. The Company's financial liabilities consist of accounts payable and accrued liabilities which are designated as other financial liabilities and measured at amortized cost. The fair values of these financial instruments approximate their carrying values due to their short-term nature.

Outstanding Share Data

The following table summarizes the outstanding share capital as at July 30, 2025, the effective date of this MD&A:

	Number	Weighted Average	
		Price	Life in Years
Common shares – issued and outstanding	101,149,851		
Share options	5,755,000	\$0.64	1.90
Restricted share units	4,120,000		
Performance share units	50,000		
Fully Diluted	<u>111,074,851</u>		

Recent Accounting Pronouncements and Judgements

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

i) Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

ii) Share-based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive loss/income over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive income over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied. Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

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.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

iii) Property, plant and equipment – development expenditure

Development expenditure encompasses investment in new solar PV projects for costs including but not limited to:

- Consulting and planning services for regulatory and permitting activities;
- Design works;
- Environmental studies;
- Interconnection engineering services;
- Grid connection costs; and
- Planning fees.

Research and site selection costs are expensed as incurred. The costs of the development are capitalized as assets, where the investment they represent has demonstrable value and the technical and commercial feasibility is assured. Costs eligible for capitalization must be incremental, clearly identified and directly attributable to a particular project. The resulting assets are amortized over their estimated useful lives. Impairment reviews are carried out at least annually where indicators of impairment are identified. Judgement is required in the assessment of the potential value of a development project, the identification of costs eligible for capitalization and the selection of appropriate asset lives.

iv) Future accounting policies:

At the date of authorization of the consolidated financial statements, certain new standards, amendments and interpretations to existing IFRS standards have been published but are not yet effective and have not been adopted early by the Company. Management anticipates that all of the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's financial statements.

Risk Factors

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

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

Risks Relating to Company's Business

The Company's History of Operating Losses is likely to continue leading to the need for additional potentially unavailable financings and related problems

The Company has a history of losses. Despite the sales of the Georgetown and Sunnynook projects, which the Directors expect will provide sufficient resources to complete the development of the Accalia Project, the Sunnynook Project, the Dolcy Project, the Eastervale Project, the Red Willow Project, the Gierre project and the NM project (together, the "Projects"), the Company may require additional funding to meet its business objectives. Capital may need to be available to help acquire and develop future projects. The Company may not be able to obtain additional financing on reasonable terms, or at all. If equity financing is required, then such financings could result in significant dilution to existing shareholders. If the Company is unable to obtain sufficient financing, the Company might have to slow further exploration/development efforts. The Company has historically obtained its financing through the issuance of equity. The Company has no current plans to obtain financing through means other than equity financing and/or loans.

Negative Cash Flow from Operating Activities

Apart than the recent sales of the Georgetown and Sunnynook projects, the Company has no history of earnings and had no cash inflow from operating activities since inception. To date, the Company has not received any revenues from the sales of electricity generated and will not receive any further revenues until any of the Projects are operational or sold to a third party. The Company expects to continue to incur further losses until such time as any of the Projects are operational. The Company's ability to attain profitability will depend on a number of factors, some of which are outside its control. These factors include the following:

- its ability to obtain necessary permits, planning and regulatory approvals;
- its ability to obtain suitable connection to the local electricity grid;
- its ability to raise additional capital as and when needed and on acceptable terms;
- its ability to manage community relations in the vicinity of the Projects;
- electricity generation market conditions and prevailing power prices; and
- other adverse economic conditions.

Infrastructure

The development of solar PV projects depends, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources, available transmission capacity and water supply are important determinants that affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Permitting

The Company's operations are subject to receiving and maintaining permits from appropriate governmental authorities. There is no assurance that delays will not occur in connection with obtaining all necessary permits and approvals for the Company's existing projects, additional permits for any possible future changes to projects, or additional permits associated with new legislation. Prior to construction of any of its projects, the Company must receive permits from appropriate governmental authorities. There can be no assurance that the Company will obtain all permits necessary to construct or to continue developing any particular project. Any of these factors could have a material adverse effect on the Company's results of operations and financial position.

The Company may acquire businesses

As part of the Company's business strategy, the Company may originate or acquire projects that are complementary to the Company's current business. Such acquisitions may expose the Company to particular risks, including risks associated with: (i) integrating new operations, services and personnel; (ii) unknown or undisclosed liabilities; (iii) diverting resources from existing business operations; (iv) potential inability to generate sufficient revenue to offset costs; (v) acquisition expenses; and (vi) potential loss of or harm to existing relationships with employees, consultants, vendors, suppliers, contractors, and other parties from the integration of new businesses. Furthermore, any proposed acquisitions may require regulatory approval. Issues arising from such acquisitions could have a material adverse effect on the Company's business, financial conditions or results of operations.

Laws will continue to change

Local, state, provincial and federal laws and policies concerning cannabis-related conduct are changing rapidly and will continue to do so for the foreseeable future. There can be no assurance that existing renewable energy regulations and policy will not be repealed, amended or replaced. Land use, zoning, local ordinances and similar laws could be adopted or changed in a manner that makes it very difficult or impossible to transact business in certain jurisdictions. These potential changes in federal, state, provincial, and local laws are unpredictable and could have a material adverse effect on the Company's business.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, catastrophic equipment failures or unavailability of materials and equipment, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to its properties or facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in development, monetary losses and possible legal liability.

The Company's insurance will not cover all the potential risks associated with the Company's operations. Even if available, the Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards is not generally available to the Company or to other companies in its industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards that may not be insured against or that the Company may elect not to insure against because of premium costs or other reasons. Losses from these events could cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations. Should the Company be unable to fully fund the cost of remedying an environmental problem, the Company might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy, which may have a material adverse effect. The Company may suffer a material adverse effect on its business, results of operations, cash flows and financial position if it incurs a material loss related to any significant event that is not covered, or adequately covered, by its insurance policies.

The Company may become subject to liability for hazards that cannot be insured against or against which it may elect not to be so insured because of high premium costs or for other reasons. Furthermore, the Company may incur liability to third parties in excess of any insurance coverage or for which the Company is not insured arising from any damage or injury caused by the Company's operations, which may have a material adverse effect on the Company's financial position.

Increase in Costs

Changes in the Company's anticipated development costs could have a major impact on its profitability. Its main expenses are related to the development of solar PV projects, grid connection costs, project approvals and project engineering. Changes in costs of the Company's operations could occur as a result of unforeseen events, including international and local economic and political events, increased costs and scarcity of labour, regulatory hearings, engineering and permitting obstacles, and could result in changes in profitability. Many of these factors may be beyond the Company's control.

The Company relies on third party suppliers for a number of raw input materials and equipment. Any material increase in the cost of raw materials and equipment, or the inability by the Company to source third party suppliers for the supply of its raw materials, could have a material adverse effect on the Company's results of operations or financial condition.

The Company prepares estimates of future cash costs and capital costs for its operations and projects. There is no assurance that actual costs will not exceed such estimates. Exceeding cost estimates could have an adverse impact on the Company's future results of operations or financial condition.

Competition

The solar PV development industry is intensely competitive in all of its phases and the Company competes with many companies possessing greater financial and technical resources than itself. Competition is primarily for adequate land rights in favourable jurisdictions and access to transmission capacity with minimal upgrades required; the technical expertise to find and develop such properties; the labour to develop the properties; and the capital for the purpose of funding such properties. Competition in the industry may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties.

Regulatory Risks

The activities of the Company are subject to various laws governing electricity generation, taxes, labour standards and occupational health, safety, wildlife and the environment and other matters. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail development of the Company's properties. Achievement of the Company's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and obtaining all regulatory approvals, where necessary, for project development. The Company cannot predict the time required to secure all appropriate regulatory approvals or conclude any regulatory hearings which may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of the Company's projects and could have a material adverse effect on the business, results of operations and financial condition of the Company. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a material adverse effect on the Company's business, financial condition and results of operations.

Community Relations

The Company's relationships with the communities in which it operates, and other stakeholders are critical to ensure the future success of its existing operations and the construction and development of its projects. There is an increasing level of public concern relating to the perceived effect of development on the environment and on communities impacted by such activities. The evolving expectations related to human rights, indigenous rights, and environmental protection may result in opposition to the Company's current and future operations or further development or new development of the Company's projects. Such opposition may be directed through community hearings legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other forms of public expression against the Company's activities and may have a negative impact on the Company's reputation and operations.

Opposition by any of the aforementioned groups to the Company's operations may require modification of, or preclude the development of, the Company's projects or may require the Company to enter into agreements with such groups or local governments with respect to the Company's projects in some cases, causing increased cost and considerable delays to the advancement of the Company's projects. Further, publicity adverse to the Company, its operations or industry generally, could have an adverse effect on the Company and may impact relationships with the communities in which the Company operates and other stakeholders. While the Company is committed to operating in a socially responsible manner, there can be no assurance that its efforts in this respect will mitigate this potential risk.

Dependence on Management and Key Personnel

The success of the Company for the foreseeable future will depend largely upon the ability of its management team and other key personnel. The loss of any one of these individuals could have a material adverse effect on the Company's business, and the Company would need to devote substantial resources to finding replacements. The Company currently does not carry "key-man" life insurance policies covering any of these officers.

Competition for qualified and experienced personnel in the field in which the Company will operate is generally intense, and the Company will rely heavily on its ability to attract and retain qualified personnel in order to successfully implement its business objectives. The failure to attract or retain key executives and personnel could impact the Company's operations.

No Production History

The Company has closed the sale of two SPVs and its ultimate success will depend on its operating ability to generate cash flow from sales of projects or electricity generated in the future. The Company has not generated any revenue to date and there is no assurance that it will do so in the future.

The Company's business operations are at an early stage of development and its success will be largely dependent upon the outcome of its ultimate strategy of developing and constructing or selling the Projects.

Use of Funds

The Company has prepared a detailed budget setting out the way in which it proposes to expend its funds and implement its business plan. However, the quantum and timing of expenditure will necessarily be dependent upon the Company's ultimate strategy of successfully developing the Projects. As the Company continues to develop the Projects it is possible that circumstances may dictate a departure from the pre-existing budget. Further, the Company may, from time to time as opportunities arise, utilize part of its financial resources to participate in additional opportunities that arise and fit within the Company's broader objectives, as a means of advancing shareholder value.

Adverse General Economic Conditions

Events in the global financial markets in the past several years, including in relation to the COVID-19 pandemic, political unrest and wars have had a profound and lasting impact on the global economy. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's operations. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and overall liquidity, volatile energy, commodity and consumables prices and currency exchange rates could impact costs and the devaluation and volatility of global stock markets could impact the valuation of the Company's equity and other securities. These factors could have a material adverse effect on the Company's financial condition and results of operations.

Risks Relating to the Company's Use of Financial Instruments

The Company has exposure to the following risks from its use of financial instruments: credit risk, market risk and liquidity risk. Management, the Board of Directors and the Audit Committee monitor risk management activities and review the adequacy of such activities.

Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash is primarily held in large Canadian financial institutions. The Company does not have any asset-backed commercial paper.

The Company's receivables consist of government sales tax receivable due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to financial instruments included in receivables is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Market risk

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

Cash held in foreign currencies other than the Canadian dollar is subject to currency risk. The Company is exposed to currency risk by incurring certain expenditures in currencies other than the Canadian dollar. The Company also uses foreign currency contracts to manage its expected foreign operating cash flows and foreign exchange forward contracts to manage foreign exchange exposure on foreign-denominated debt.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest-bearing financial instruments are comprised of cash which bears interest at variable rates. The Company considers its interest rate risk as minimal and insignificant.

Risks Relating to the Company's Management

Conflicts of Interest

The Company's Directors and officers may act as directors and/or officers of other companies engaged in the development of large scale utility solar PV projects. As such, the Company's Directors and officers may be faced with conflicts of interests when evaluating alternative opportunities. In addition, the Company's Directors and officers may prioritize the business affairs of another Company over the affairs of the Company.

The Company's future performance is dependent on its management team

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

Risks Relating to the Westbridge Shares

Dilution

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

Tax Issues

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

General

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

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

Officers Certification of Evaluation of Disclosure Controls and Internal Controls Over Financial Reporting

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed consolidated interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited consolidated financial statements; and (ii) the condensed consolidated interim financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of: (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Other MD&A Requirements

The Company's Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company.

Additional information related to the Company can be found on SEDAR+ at www.sedarplus.ca.