Notice of Annual General and Special Meeting of Shareholders of

**BATTERY ROAD CAPITAL CORP.**

To be held on the 14th day of October, 2021
Information herein is at September 15, 2021 (except where otherwise noted)

Dated as of September 15, 2021

*This Management Information Circular and the accompanying materials require your immediate attention. If you are uncertain as to how to deal with these documents or the matters to which they refer, please consult a professional advisor.*

*Neither the TSX Venture Exchange Inc. (the "Exchange") nor any securities regulatory authority has in any way passed upon the merits of the Qualifying Transaction described in this Circular.*

**BATTERY ROAD CAPITAL CORP.**

**Suite 2001 – 1969 Upper Water Street**

**Halifax, NS B3J 3R7**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT:

The annual general and special meeting ("**Meeting**") of the shareholders ("**Shareholders**") of Battery Road Capital Corp. (**"Battery Road"** or the "**Corporation**") will be held at the offices of Battery Road, Suite 2001, 1969 Upper Water Street, Purdy's Tower II, Halifax, Nova Scotia on **October 14, 2021 at 9:00 a.m. (Atlantic Time)** for the following purposes:

1. to receive and consider the financial statements of Battery Road for the fiscal year ended April 30, 2021, together with the report of the auditors thereon;

2. to consider and, if deemed advisable, approve, as an ordinary resolution, auditors for the forthcoming year, Manning Elliott LLP, at a remuneration to be fixed by the directors;

3. to consider and, if deemed advisable as an ordinary resolution, elect the current directors of the Corporation to serve from the close of the Meeting until the close of the next annual meeting of shareholders of the Corporation, or until their successors are elected or appointed, or until the Contingent Director Appointment takes effect on completion of the Qualifying Transaction;

4. to consider and, if deemed advisable, approve as an ordinary resolution Battery Road's Stock Option Plan, as required annually under the policies of the TSXV;

5. to consider and, if deemed advisable, approve as an ordinary resolution of disinterested shareholders the Qualifying Transaction of the Corporation pursuant to TSXV policy 2.4;

6. to consider and, if deemed advisable, approve as an ordinary resolution of disinterested shareholders the Numus Financing Agreement, which provides for the payment of fees and commissions by the Corporation to Numus Capital with respect to the concurrent private placement conducted as part of the Qualifying Transaction;

7. to consider and, if deemed advisable, approve as an ordinary resolution of disinterested shareholders the E-Tech Debentures Conversion, which will result in Battery Road Post-Split Shares being issued to certain Related Parties in exchange for E-Tech Namibia Ordinary Shares that they will receive upon conversion of the E-Tech Debentures;

8. to consider and, if deemed advisable, approve as an ordinary resolution of disinterested shareholders the Numus Support Services Agreement, which will result in fees payable to Numus Financial, all as describes in the attached Circular;

9. to consider and, if deemed advisable, approve as a special resolution a stock split (the "**Split**") of the common shares of the Corporation on the basis of 2 post-split common shares of the Corporation issued for every 1 pre-split common share of the Corporation outstanding at the effective time of the Split;

10. to consider and, if deemed advisable, approve as a special resolution the change of the Corporation's name to 'E-Tech Resources Inc.'.

11. to appoint directors of the Corporation contingent on completion of the Qualifying Transaction and subject to completion of the Qualifying Transaction; and

12. to transact such other business as may properly be brought before the Battery Road Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Circular.

Only Shareholders of record as of the close of business on September 13, 2021 are entitled to receive notice of the Meeting and to vote at the Meeting.

To assure your representation at the Meeting as a **Registered Shareholder**, please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation's transfer agent, **Computershare Investor Services Inc.,** not later than **October 12, 2021 at 9:00 a.m. (Atlantic Time)**. A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

(a) by **mail** in the enclosed envelope;

(b) by the **Internet** or **telephone** as described on the enclosed proxy; or

(c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5H 2Y1.

**Non-Registered Shareholders** whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found in the attached Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted, you should sign and return all proxies and voting instruction forms that you receive.

Dated at Halifax, Nova Scotia, as at the 15th day of September, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

*(Signed) "James Megann"*

President and Chief Executive Officer

# BATTERY ROAD CAPITAL CORP.

## MANAGEMENT INFORMATION CIRCULAR

## TABLE OF CONTENTS

# BATTERY ROAD CAPITAL CORP.

## MANAGEMENT INFORMATION CIRCULAR

## TABLE OF CONTENTS

## BATTERY ROAD CAPITAL CORP.

### MANAGEMENT INFORMATION CIRCULAR

### TABLE OF CONTENTS

## BATTERY ROAD CAPITAL CORP.

### MANAGEMENT INFORMATION CIRCULAR

### TABLE OF CONTENTS

## NOTE TO UNITED STATES SHAREHOLDERS

The transactions contemplated herein are being undertaken by Canadian issuers in accordance with Canadian corporate and securities laws. Shareholders should be aware that disclosure requirements under such Canadian laws are different from requirements under United States corporate and securities laws relating to issuers organized under United States laws, and this Circular has not been filed with or approved by the United States Securities and Exchange Commission or the securities regulatory authority of any state within the United States. Likewise, information concerning the operations of each of E-Tech Kalapuse Mining (Pty.) Ltd. ("**E-Tech Namibia**") and Battery Road Capital Corp. ("**Battery Road**") has been prepared in accordance with Canadian standards, and may not be comparable to similar information for issuers organized in the United States.

The financial statements of E-Tech Namibia and Battery Road included in this Circular have been prepared in accordance with IFRS, and thus may not be comparable to financial statements prepared in accordance with accounting principles generally accepted in the United States of America. Completion of the transactions described herein may have tax consequences under the laws of both the United States and Canada, and neither Battery Road nor E-Tech Namibia undertakes to describe any such tax consequences under the laws of the United States in this Circular. United States shareholders of E-Tech Namibia or Battery Road are advised to consult their tax advisors to determine any particular tax consequences to them of the transactions to be effected in connection with the Transaction.

THE BATTERY ROAD COMMON SHARES TO BE EXCHANGED PURSUANT TO THE TRANSACTIONS HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES, AND SUCH SECURITIES ARE BEING ISSUED IN RELIANCE UPON EXEMPTIONS FROM REGISTRATION UNDER APPLICABLE UNITED STATES FEDERAL AND STATE SECURITIES LAWS. AS A RESULT, BATTERY ROAD COMMON SHARES ISSUED TO UNITED STATES SHAREHOLDERS MAY BE SUBJECT TO CERTAIN RESTRICTIONS ON TRANSFER UNDER APPLICABLE U.S. FEDERAL AND STATE SECURITIES LAWS.

UNITED STATES HOLDERS OF E-TECH NAMIBIA OR BATTERY ROAD SECURITIES SHOULD CONSULT THEIR OWN TAX, LEGAL AND FINANCIAL ADVISORS REGARDING THE PARTICULAR CONSEQUENCES TO THEM OF THE TRANSACTION.

All capitalized terms used and not otherwise defined above shall have the meanings ascribed thereto in the Glossary of Defined Terms in this Circular.

## NOTICE CONCERNING FORWARD-LOOKING STATEMENTS

This Circular contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Battery Road, E-Tech Namibia and/or the Resulting Issuer to be materially different from any future results, performance or achievements expressed or implied by the forward- looking statements. Examples of such statements include: (A) the intention to complete the Transactions and all of its components; (B) the description of the Resulting Issuer that assumes completion of the Transaction; (C) the intention to grow the business and the proposed operations of the Resulting Issuer; (D) the level of working capital and cash-flow at closing and in the future, including whether cash-flow is positive or negative; (E) expectations or anticipations regarding the market and market participants, the terms and effects of marketing plans and strategies, treatment of the Resulting Issuer under governmental regulatory regimes and tax laws, and the evolution of the regulatory environment and regime; (F) proposals regarding the governance, operations and compensation matters for the Resulting Issuer; (G) the viability of the anticipated expansion of mining operations of E-Tech Namibia and the Resulting Issuer; and, (H) disclosure relating to future exploration and development activities of the Resulting Issuer. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Circular. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to the efficiency and results of operations of E-Tech Namibia and/or the Resulting Issuer, the economy generally, market participants' interest in the Resulting Issuer's services and products, market and competitive conditions, the regulatory and foreign environment, regulations pertaining specifically to the mining industry, future value of mined minerals, current and future stock prices, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, fluctuations in foreign currency exchange rates, business prospects and opportunities, transportation delays, accidents, labour disputes and other risks of the industry, political developments, arbitrary changes in law, delays in obtaining governmental approvals and anticipated and unanticipated costs, as well as to the ability of Battery Road, E-Tech Namibia and/or the Resulting Issuer to: (a) satisfy the conditions under the Share Exchange Agreement and for the Qualifying Transaction; (b) satisfy the requirements of the Exchange with respect to the Transactions and the Qualifying Transaction such that the Exchange will issue the Final Exchange Bulletin; (c) obtain necessary financing as and when additional financing is required; and (d) successfully integrate Battery Road and E-Tech Namibia and manage risks. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievement may vary materially from those expressed or implied by the forward-looking information contained in this Circular.

While Battery Road anticipates that subsequent events and developments may cause its views to change, each of Battery Road, E-Tech Namibia and the Resulting Issuer specifically disclaims any obligation to update these forward-looking statements. These forward-looking statements should not be relied upon as representing the views of any of Battery Road, E-Tech Namibia and the Resulting Issuer as of any date subsequent to the date of this Circular. Although Battery Road has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

The factors identified above are not intended to represent a complete list of the factors that could affect Battery Road, E-Tech Namibia and/or the Resulting Issuer. Additional factors are noted under the section headed "*Summary of the Information Circular – Risk Factors*" in this Circular. The forward-looking statements contained in this Circular are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this Circular are made as of the date of this Circular and none of Battery Road, E-Tech Namibia or the Resulting Issuer undertakes an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities legislation.

## GLOSSARY

The following terms used in this Circular have the meanings set forth below.

"**Affiliate**" means a company that is affiliated with another company as described below.

A company is an "**Affiliate**" of another company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A company is "**controlled**" by a Person if:

(a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person, or

(b) an Affiliate of that Person or an Affiliate of any company controlled by that Person;

"**Agent**" means the agent brokering the Concurrent Private Placement, being Numus Capital;

"**Associate**" when used to indicate a relationship with a person or company, means:

(a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,

(b) any partner of the person or company,

(c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity,

(d) in the case of a person, a relative of that person, including:

(i) that person's spouse or child, or

(ii) any relative of the person or of his spouse who has the same residence as that person;

but

(e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company;

"**Auditor Resolution**" has the meaning assigned thereto in the section headed "*Approvals – Approval of Certain Transactions – Appointment of Auditor*".

"**Battery Road**" means Battery Road Capital Corp., a company incorporated pursuant to the provisions of the CBCA on April 20, 2018;

"**Battery Road Board**" means the board of directors of Battery Road;

"**Battery Road Common Shares**" means the common shares in the capital of Battery Road;

"**Battery Road Disinterested Shareholders**" means the holders of Battery Road Common Shares who are permitted to vote pursuant to MI 61-101, in respect of the Numus Support Services Agreement, E-Tech Debentures Conversion, Numus Financing Agreement, and the QT Resolution as described under the section headed "*Description of the Transactions - Exchange and Securities Laws Matters– Majority of the Minority Shareholder Approval*";

"**Battery Road Meeting**" means the annual general and special meeting of Battery Road Shareholders held on October 14, 2021 at which the Battery Road Shareholders approved the following items of business:

(a) the Interim Director Appointment Resolution;

(b) the Auditor Resolution;

(c) the Stock Option Plan Resolution;

(d) the QT Resolution;

(e) the Transaction Resolutions;

(f) the Split Resolution;

(g) the Name Change Resolution; and,

(h) the Contingent Director Appointment Resolution;

"**Battery Road Named Executives**" means the following individuals in respect of Battery Road:

(a) the CEO;

(b) the CFO;

(c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with Form 51-102F6, for that financial year; and

(d) each individual who would be a Battery Road Named Executive under paragraph (c) above but for the fact that the individual was neither an executive officer of Battery Road, nor acting in a similar capacity, at the end of that financial year;

"**Battery Road Shareholders**" means the shareholders of Battery Road at the relevant time;

"**Business Day**" means any day other than a Saturday, Sunday or a statutory holiday in the Province of Nova Scotia;

"**CBCA**" means the *Canada Business Corporations Act*, as amended from time to time;

"**Circular**" means this Management Information Circular;

"**Closing**" means the closing of the Transaction;

"**Company**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;

"**Completion of the Qualifying Transaction**" means the date the Final Exchange Bulletin is issued by the Exchange;

"**Concurrent Private Placement**" has the meaning attributed to that term at "*Description of the Transactions – Concurrent Private Placement and Subscription Receipt Conversion*";

"**Contingent Director Appointment Resolution**" has the meaning attributed to that term under "*Approvals – Approval of Certain Transactions – Contingent Appointment of Directors Subject to Completion of Qualifying Transaction*";

"**Contingent Director Appointments**" means the appointment of new directors as detailed below under "*Approvals – Approval of Certain Transactions – Contingent Appointment of Directors Subject to*

*Completion of Qualifying Transaction*" to be approved by the Battery Road Shareholders at the Battery Road Meeting and which is to effected at the time of the Closing of the Transaction;

"**Control Person**" means any person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer;

"**CP**" means Competent Person;

"**CPC**" means a corporation:

(a) that has been incorporated or organized in a jurisdiction of Canada;

(b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and

(c) in regard to which the completion of the Qualifying Transaction has not yet occurred;

"**CPC Escrow Agreement**" means the Form 2F - CPC Escrow Agreement dated September 26, 2018 among Battery Road, the Escrow Agent and certain shareholders of Battery Road, as amended from time to time;

"**CPC Policy**" means Exchange Policy 2.4 – *Capital Pool Companies*;

"**CPC Policy Amendments**" means changes to the CPC Policy effective January 1, 2021;

"**Discounted Market Price**" has the meaning ascribed to such term in Exchange Policy 1.1 – *Interpretation*;

"**Escrow Release Conditions**" means the following, all as satisfied in form and substance satisfactory to the Escrow Agent: (i) the Corporation and E-Tech Namibia shall have delivered notice, acknowledged by Numus Capital to the Escrow Receipt Agent confirming that the Transactions are closed;

"**Escrowed Funds**" has the meaning attributed to that term at "*Description of the Transactions – Concurrent Private Placement and Subscription Receipt Conversion*";

"**Escrowed Proceeds**" has the meaning attributed to that term at the section headed "*Description of the Transactions – Subscription Receipt Conversion and Subscription Receipt Conversion*";

"**E-Tech Debentures**" has the meaning given under the heading "*Description of the Transactions – E-Tech Debentures Conversion*";

"**E-Tech Debentures Conversion**" has the meaning given under the heading "*Description of the Transactions – E-Tech Debentures Conversion*";

"**E-Tech Debentures Conversion Resolution**" has the meaning assigned thereto in the section headed "*Approvals – Approval of Certain Transactions – E-Tech Debentures Conversion Approval*";

"**E-Tech Namibia**" means E-Tech Kalapuse Mining (Pty.) Ltd, a company organized under the laws of Namibia on March 25, 2015;

"**E-Tech Namibia Board**" means the board of directors of E-Tech Namibia;

"**E-Tech Namibia Business**" means the business carried on by E-Tech Namibia, as of the date hereof;

"**E-Tech Namibia Ordinary Shares**" means the ordinary shares in the capital of E-Tech Namibia;

"**E-Tech Namibia Named Executives**" means the following individuals in respect of E-Tech Namibia:

(a) the CEO;

(b) the CFO;

(c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with Form 51-102F6, for that financial year; and

(d) each individual who would be a E-Tech Namibia Named Executive under paragraph (c) above but for the fact that the individual was neither an executive officer of E-Tech Namibia, nor acting in a similar capacity, at the end of that financial year;

"**E-Tech Namibia Shareholders**" means the shareholders of E-Tech Namibia at the relevant time;

"**Escrow Agent**" means Computershare Investor Services Inc., in its capacities, as the context requires: (A) as escrow agent for the Subscription Receipts; (B) Common Shares held in escrow under the CPC Escrow Agreement; and (C) as escrow agent for the Value Security Escrow Agreement to be entered into prior to or at the Closing;

"**Eureka Project**" means the Eureka neodymium and praseodymium project, located in central west Namibia which hosts the Eureka deposit which is made up of monazite-bearing carbonatite dykes intruding quartzo- feldspathic rocks of the Etusis Formation;

"**Exchange**" means the TSX Venture Exchange Inc.;

"**Exchange Ratio**" means the ratio for the exchange of Battery Road Common Shares for E-Tech Namibia Ordinary Shares under the Share Exchange, being one hundred eleven thousand, one hundred and eleven decimal two (111,111.2) Post-Split Shares for every one (1) E-Tech Namibia Ordinary Share;

"**EPLs**" means exclusive prospecting licences;

"**ERLs**" means exclusive reconnaissance licences;

"**Final Exchange Bulletin**" means the Exchange Bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction;

"**Final Prospectus**" means the final prospectus of Battery Road dated August 10, 2018;

"**Form 51-102F6**" means Form 51-102F6 – *Statement of Executive Compensation*, promulgated pursuant to the *Securities Act* (Ontario) and regulations thereto and other securities law authorities;

"**Governmental Authority**" means any foreign, national, provincial, local or state government, any political subdivision or any governmental, judicial, public or statutory instrumentality, court, tribunal, agency (including those pertaining to health, safety or the environment), authority, body or entity, or other regulatory bureau, authority, body or entity having legal jurisdiction over the activity or person or entity in question including, without limitation, the Exchange;

"**IFRS**" means International Financial Reporting Standards;

"**Insider**" if used in relation to an issuer, means:

(a) a director or senior officer of the issuer;

(b) a director or senior officer of the company that is an Insider or subsidiary of the issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or

(d) the issuer itself if it holds any of its own securities;

"**Interim Director Appointment Resolution**" has the meaning assigned thereto in the section headed *"Approvals – Approval of Certain Transactions – Appointment of Directors".*

"**IPO**" means initial public offering;

"**KGD**" means Kalapuse General Dealer CC, a company formed in Namibia.

"**KGD MOU**" means the memorandum of understanding among E-Tech Namibia and KGD dated August 19, 2016.

"**Licence**" means the Exclusive Prospecting Licence 6762 covering the Eureka Project area in the Erongo Region of Namibia;

"**Member**" has the meaning ascribed to such term in Rule A of the rules and policies of the Exchange;

"**Minister**" means Minister of Mines and Energy;

"**MI 61-101**" means Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*

"**Name Change**" has the meaning assigned thereto in the section headed "*Description of the Transactions – Name Change*";

"**Name Change Resolution**" has the meaning assigned thereto in the section headed "*Approvals – Approval of Certain Transactions – Name Change Subject to Completion of Qualifying Transaction*";

"**Non-Arm's Length Party**" means, in relation to a company, a promoter, officer, director, other Insider or Control Person of that company and any Associates or Affiliates of any such persons, and, in relation to an individual, means any Associate of the individual or any company of which the individual is a promoter, officer, director, Insider or Control Person;

"**Non-Arm's Length Qualifying Transaction**" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be the subject of the proposed Qualifying Transaction;

"**Numus Capital**" means Numus Capital Corp., a company formed under the federal laws of Canada, a wholly-owned subsidiary of Numus Financial;

"**Numus Financing Compensation**" has the meaning assigned thereto in the section headed "*Description of the Transactions – Concurrent Private Placement and Subscription Receipt Conversion*";

"**Numus Financial**" means Numus Financial Inc., a company formed under the federal laws of Canada;

"**Numus Financing Agreement**" means the agreement among Numus Capital and Battery Road on terms dated April 16, 2021 to provide for Numus Capital to raise $5,000,000 on market terms for Battery Road as part, or all of the Concurrent Private Placement, as amended from time to time;

"**Numus Financing Agreement Resolution**" has the meaning assigned thereto in the section headed "*Approvals – Approval of Certain Transactions – Numus Financing Agreement Approval*";

"**Numus Support Services Agreement**" means an agreement among E-Tech Namibia, Battery Road and Numus Financial dated May 25, 2021 and effective on completion of the Qualifying Transaction wherein Numus Financial will provide support services including but not limited to: financial controller services, marketing, regulatory compliance support, investor communications support, social media services, capital raises or as an agent pertaining to the Transactions on a preferred supplier basis;

"**Numus Support Services Resolution**" has the meaning assigned thereto in the section headed "*Approvals – Approval of Certain Transactions – Numus Support Services Agreement Approval*";

"**Person**" means a company or individual;

"**Plan**" means the 10% "rolling" incentive stock option plan of Battery Road;

"**Post-Split Shares**" has the meaning assigned thereto in the section headed "*Description of the Transactions - Split of Common Shares on 2:1 Basis*";

"**Pre-Split Shares**" has the meaning assigned thereto in the section headed "*Description of the Transactions - Split of Common Shares on 2:1 Basis*";

"**Principal**" means:

(a) a Person who acted as a Promoter of the issuer within two years or Associates or Affiliates thereof, before the IPO prospectus or Final Exchange Bulletin;

(b) a director or senior officer of the issuer or any of its material operating Subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;

(c) a "20% holder" – a Person that holds securities carrying more than 20% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions;

(d) a "10% holder" – a Person that:

  (i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and

  (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating Subsidiaries.

In calculating these percentages, securities that may be issued to the holder under outstanding convertible securities are included in both the holder's securities and the total securities outstanding.

A company more than 50% held by one or more Principals will be treated as a Principal. (In calculating this percentage, include securities of the entity that may be issued to the Principals under outstanding convertible securities in both the securities of the entity held by the Principals and the total securities of the entity outstanding.) Any securities of the issuer that this entity holds will be subject to escrow requirements.

A Principal's spouse and their relatives that live at the same address as the Principal will also be treated as Principals and any securities of the issuer they hold will be subject to escrow requirements;

"**Promoter**" means:

(a) a person or company who, acting alone or in conjunction with one or more other persons, companies or a combination thereof, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of an issuer; or

(b) a person or company who, in connection with the founding, organizing or substantial reorganizing of the business of an issuer, directly or indirectly, receives in consideration of services or property, or both services and property, 10 per cent or more of any class of securities of the issuer or 10 per cent or more of the proceeds from the sale of any class of securities of a particular issue, but a person or company who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter within the meaning of this definition if such person or company does not otherwise take part in founding, organizing, or substantially reorganizing the business;

"**Prospecting Activities MOA**" means the Memorandum of Agreement for Prospecting Activities among Herman Klein and E-Tech Namibia dated September 5, 2016.

"**QT Resolution**" has the meaning assigned thereto in the section headed "*Approvals – Approval of Certain Transactions – Approval of Qualifying Transaction*".

"**Qualifying Transaction**" means a transaction where a CPC acquires Significant Assets other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means, and, specifically in the case of Battery Road, means the Transactions, as more particularly described herein;

"**Related Party**" has the meaning ascribed to that term under MI 61-101.

"**Related Party Transaction**" has the meaning ascribed to that term in Exchange Policy 5.9 and MI 61-101, and includes a related party transaction that is determined by the Exchange to be a related party transaction;

"**Release Deadline**" means at or prior to 5:00 p.m. (Montreal time) on the later of: (a) December 31, 2021; and (b) such later date as the Corporation, E-Tech Namibia and the Escrow Agent may agree to in writing;

"**Resulting Issuer**" means the issuer that was formerly a CPC that exists upon the issuance of the Final Exchange Bulletin;

"**Resulting Issuer Board**" means the board of directors of the Resulting Issuer;

"**Resulting Issuer Common Shares**" means the common shares in the capital of the Resulting Issuer;

"**Resulting Issuer Shareholders**" means the shareholders of the Resulting Issuer at the relevant time;

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval;

"**Share Exchange**" means the transfer of common shares of Battery Road and E-Tech Namibia in accordance with the terms and conditions of the Share Exchange Agreement which shall result in the acquisition by Battery Road of all of the issued and outstanding securities of E-Tech Namibia;

"**Share Exchange Agreement**" means the share transfer agreement dated October 10, 2020 between Battery Road, E-Tech Namibia and the E-Tech Namibia Shareholders containing the terms and conditions of the Share Exchange, as amended from time to time;

"**Significant Assets**" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any concurrent transactions, would result in the CPC meeting the initial listing requirements of the Exchange;

"**Split**" has the meaning assigned thereto in the section headed "*Description of the Transactions - Split of Common Shares on 2:1 Basis*";

"**Split Resolution**" has the meaning assigned thereto in the section headed "*Approvals – Approval of Certain Transactions – Stock Split*";

"**Stock Option Plan Resolution**" has the meaning assigned thereto in the section headed "*Approvals – Approval of Certain Transactions – Approval of Stock Option Plan*".

**"Subscription Receipts**" has the meaning assigned thereto in the section headed "*Description of the Transactions - Concurrent Private Placement and Subscription Receipt Conversion*";

**"Subscription Receipt Agreement"** means the subscription receipt agreement among Battery Road, Numus Capital, in its capacity as agent for the Subscription Receipt Offering, and the Escrow Agent dated June 8, 2021;

"**Subscription Receipt Conversion**" has the meaning assigned thereto in the section headed "*Description of the Transactions - Split of Common Shares on 2:1 Basis*";

"**Subscription Receipt Offering**" means the offering by Battery Road of 20,000,000 Subscription Receipts at a price of $0.25 per Subscription Receipt pursuant to the terms of the Subscription Receipt Agreement.

"**Subsidiary**" includes, with respect to any person, company, partnership, limited partnership, trust or other entity, any company, partnership, limited partnership, trust or other entity controlled, directly or indirectly, by such person, company, partnership, limited partnership, trust or other entity;

"**Tax Act**" means the *Income Tax Act* (Canada) and the regulations thereunder, as amended;

"**Taxation Year**" means the taxation year of the Resulting Issuer for the purposes of the Tax Act;

"**Title Opinion**" means the legal opinion of Ellis Shilengudwa Inc. prepared in relation to the Qualifying Transaction;

"**Transfer Agent**" means Computershare Investor Services Inc., the transfer agent and registrar of Battery Road;

"**Transactions**" means collectively:

a) the Concurrent Private Placement, including the Subscription Receipt Conversion;
b) the E-Tech Debentures Conversion;
c) the Share Exchange;
d) the Contingent Director Appointments;
e) entry into the Numus Support Services Agreement;
f) the Share Split; and,
g) the Name Change.

"**Transaction Resolutions**" has the meaning assigned thereto in the section headed "*Approvals – Approval of Certain Transactions – Numus Support Services Agreement Approval*".

## SUMMARY OF THE INFORMATION CIRCULAR

***The following is a summary of information relating to Battery Road, E-Tech Namibia and the Resulting Issuer (assuming completion of the Share Exchange) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Circular.***

**Capitalized terms are defined in the Glossary. Unless otherwise stated, all references in this Circular to "$" or "dollars" mean the lawful currency of Canada and "NAD$" or "N$" or "Namibian Dollars" are references to the lawful currency of Namibia. Information contained herein is current as of the date of this Information Circular unless otherwise indicated.**

### Meeting and Record Date

The Meeting is scheduled to be held at 9:00 a.m. (Atlantic Time) on October 14, 2021 at the offices of Battery Road, Suite 2001, 1969 Upper Water Street, Purdy's Tower II, Halifax, Nova Scotia.

The Board has fixed the Record Date for determining Shareholders who are entitled to receive notice of and vote at the Meeting as September 13, 2021.

### Interim Director Appointment Resolution

Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of Shareholders appointing directors of the Corporation to serve until the next annual meeting of the Shareholders or until the position is otherwise vacated, or the Contingent Director Appointment Resolution takes effect on completion of the Transactions.

For more information, see the section headed "*Business to be Conducted at the Meeting – Appointment of Directors*".

### Appointment of Auditor

Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of Shareholders confirming the appointment of Manning Elliott LLP as auditor of the Corporation until the next annual meeting of Shareholders of the Corporation, at a remuneration to be fixed by the Board.

For more information, see the section headed "*Business to be Conducted at the Meeting – Appointment of Auditor*".

### Approval of Option Plan

Policy 4.4 of the TSXV requires that rolling stock option plans must receive shareholder approval yearly, at the issuer's annual general meeting. In accordance with Policy 4.4, Shareholders will be asked to consider and if deemed appropriate, approve an ordinary resolution approving, adopting and ratifying the Plan.

For more information, see the section headed "*Business to be Conducted at the Meeting – Approval of Stock Option Plan*".

### Approval of Qualifying Transaction

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of disinterested Shareholders approving the Transactions constituting the Qualifying Transaction of the Corporation under the CPC Policy.

For more information, see the section headed "*Business to be Conducted at the Meeting – Approval of Qualifying Transaction*".

### Share Exchange

Management of Battery Road has identified the acquisition of E-Tech Namibia as an appropriate transaction to constitute its Qualifying Transaction.

Pursuant to the terms of the Share Exchange Agreement, Battery Road proposes to acquire each of the 333 issued and outstanding E-Tech Namibia Ordinary Shares (assuming conversion of the E-Tech Debentures, with accrued interest up to September 30, 2021) in exchange for 37,000,030 Post-Split Shares of Battery Road. Existing shareholders of E-Tech Namibia Ordinary Shares are expected to receive 22,222,240 Post-Split Shares of Battery Road at a deemed value of $0.108 per share or

$2,400,000 in aggregate at closing of the Transactions. Pursuant to the Transactions, the holders of the E-Tech Namibia Ordinary Shares will become shareholders of the Resulting Issuer, including the holders of the E-Tech Debentures upon the E-Tech Debentures Conversion.

The purchase price in connection with the Transactions was determined pursuant to arm's length negotiations. The Resulting Issuer will assume the obligation of E-Tech Namibia under the KGD MOU to pay a royalty of 1.5% of the gross value of products sold from mining the Eureka Project to KGD.

In accordance with applicable securities law and the CPC Policy, Shareholders are not being asked to vote to approve the Share Exchange.

For more information, see the section headed "*Description of the Transactions – Share Exchange*".

**Concurrent Private Placement and Numus Financing Agreement Resolution**

Under the terms of the Numus Financing Agreement, Battery Road has, as of June 8, 2021, completed an offering of Subscription Receipts convertible into Post-Split Shares on a 1:1 basis upon closing of the Transactions without further action by the subscription receipt holder for gross proceeds of $5 million at a price of $0.25 per Subscription Receipt and a deemed issue price of $0.25 per Post-Split Share. The Concurrent Private Placement was conducted by Numus Capital and will result in the payment of: a) fees of $350,000 being 7% of the gross proceeds received by Battery Road from the sale of any Subscription Receipts; and b) compensation warrants entitling Numus Capital to purchase 1,400,000 Post-Split Shares in the Corporation being equal to seven percent (7%) of the Subscription Receipts in the Offering, at an exercise price of $0.25 per Post-Split Shares (subject to adjustment if the Split does not occur).

Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of disinterested Shareholders approving the Numus Financing Agreement, which provides for the payment of fees and commissions by the Corporation to Numus Capital with respect to the concurrent private placement conducted as part of the Qualifying Transaction.

The entry into the Numus Financing Agreement requires the approval of a majority of the votes cast by Battery Road Disinterested Shareholders present in person or represented by proxy at the Meeting.

For more information, see the section headed "*Description of the Transactions – Concurrent Private Placement and Subscription Receipt Conversion*".

**E-Tech Debenture Conversion Resolution**

Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of disinterested Shareholders approving the E-Tech Debentures Conversion, which will result in Battery Road Post-Split Shares being issued to certain Related Parties in exchange for E-Tech Namibia Ordinary Shares that they will receive upon conversion of the E-Tech Debentures.

The E-Tech Debentures Conversion requires the approval of a majority of the votes cast by Battery Road Disinterested Shareholders present in person or represented by proxy at the Meeting.

For more information, see the section headed "*Description of the Transactions – E-Tech Debentures Conversion*".

**Numus Support Services Resolution**

Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of disinterested Shareholders approving the Numus Support Services Agreement, which will result in fees payable to Numus Financial.

The entry into the Numus Support Services Agreement requires the approval of a majority of the votes cast by Battery Road Disinterested Shareholders present in person or represented by proxy at the Meeting.

For more information, see the section headed "*Description of the Transactions – Numus Support Service Agreement*".

**Split Resolution**

Shareholders will be asked to consider and, if thought appropriate, approve a special resolution approving a stock split of the common shares of the Corporation on the basis of 2 Post-Split Shares issued for every 1 Pre-Split Share outstanding at the effective time of the Split.

For more information, see the section headed "*Description of the Transactions – Split of Common Shares on 2:1 Basis*".

**Name Change Resolution**

Shareholders will be asked to consider and, if deemed appropriate, to pass a special resolution changing the name of the Corporation, contingent upon completion of the Transactions, to "E-Tech Resources Inc.".

For more information, see the section headed "*Description of the Transactions – Name Change*".

**Contingent Director Appointment Resolution**

Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of Shareholders appointing directors of the Resulting Issuer following completion of the Qualifying Transaction of the Corporation.

James Megann, Daniel Whittaker and Carl Sheppard are currently the members of the Board of the Corporation. However, following the completion of the Qualifying Transaction, the board of directors of the Resulting Issuer will be reconstituted to consist of the following five individuals: Chris Drysdale, John Philpott, Daniel Whittaker, Ken Marshall and Edward Loye.

For more information, see the section headed "*Approvals – Approval of Certain Transactions – Contingent Appointment of Directors Subject to Completion of Qualifying Transaction*".

**Related Party Interests**

Mr. Wade Dawe beneficially owns, directly or indirectly, in excess of 20% of each of Battery Road and Numus Financial. Each of the Numus Support Services Agreement, the E-Tech Debentures Conversion and Numus Financing Agreement involves directly or indirectly a transfer of assets between Battery Road on the one hand and Numus Financial and its Affiliates on the other, and is being considered a "Related Party Transaction" for purposes of MI 61-101 and Exchange Policy 5.9 and must therefore be approved by more than 50% of the votes cast by Battery Road Disinterested Shareholders present in person or represented by proxy at the Meeting.

E-Tech Namibia has issued the E-Tech Convertible Debentures in connection with the Transactions at the time of closing in the aggregate principal amount of $1,500,000, with interest calculable at 12% annually. The E-Tech Convertible Debenture holders have agreed to waive interest accrual past September 30, 2021 to facilitate closing of the Transactions, as such, no additional interest will accrue to the E-Tech Debentures after September 30, 2021. The E-Tech Debentures are convertible, with interest, into an aggregate of E-Tech Namibia Ordinary Shares at a price of $12,000 per E-Tech Namibia Ordinary Share immediately prior to the closing of the Share Exchange. It is expected that the E-Tech Debentures will be converted into E-Tech Namibia Ordinary Shares immediately prior to the closing of the Share Exchange, and such E-Tech Namibia Ordinary Shares will be exchanged for Post-Split Shares on the same terms as the Share Exchange. At the Closing of the Transactions, Non-Arm's Length Parties to Battery Road (and their Associated and Affiliated parties) are expected to hold E-Tech Debenture as follows:

| Holder | Principal Amount | Estimated Interest Accrued (1) | Equivalent E-Tech Namibia Ordinary Shares (including estimated converted interest) | Equivalent Post-Split Shares of Battery Road (including estimated converted interest) | Deemed price per Post-Split Share |
|---|---|---|---|---|---|
| Wade Dawe(2) | $245,000 | $15,680 | 21.73 | 2,413,706 | $0.108 |
| James Megann(3) | $105,000 | $6,720 | 9.31 | 1,034,445 | $0.108 |

| | | | | | |
|---|---|---|---|---|---|
| Numus Financial | $605,000 | $38,720 | 53.65 | 5,960,375 | $0.108 |
| Daniel Whittaker(4) | $100,000 | $6,400 | 8.86 | 985,186 | $0.108 |
| Evan Dawe(5) | $35,000 | $2,240 | 3.11 | 344,815 | $0.108 |
| Other Arm's Length Holders | $410,000 | $26,240 | 36.34 | 4,039,263 | $0.108 |
| **Total(6)** | $1,500,000 | $96,000 | 133.00 | 14,777,790 | $0.108 |

*Notes:*

*(1) Actual amount of interest, and therefore Post-Split Shares ultimately received by each debenture holder, and price per Post-Split Share will vary depending on the date of conversion of the E-Tech Debentures. The Post-Split Shares noted in the table assume the conversion of the E-Tech Debentures, with estimated interest, on September 30, 2021. The E-Tech Debenture holders have agreed to waive interest accrual past September 30, 2021 to facilitate closing of the Transactions and no additional interest will accrue above these amounts.*

*(2) Includes debentures held by Associated family members not listed individually and Affiliate, Brigus Capital Inc.*

*(3) Includes debentures held by Affiliate John St. Capital Inc.*

*(4) Includes debentures held by Affiliate Birchpoint Holdings Incorporated.*

*(5) Related party to Numus Financial.*

*(6) As of August 31, 2021, $1,500,000 in principal has been advanced to E-Tech Namibia.*

Further information on the background to the issuance of the E-Tech Debentures is below under the section headed "*Description of the Transactions – Related Party Transactions – Background and Approval Process*".

The Resulting Issuer will enter into a post-transaction support and services agreement with Numus Financial wherein Numus Financial will provide consulting services including financial controller services, office space, and other staff for a monthly fee of $12,200 plus additional expenses for extra services provided, if applicable. All fees are payable in cash. Pursuant to the agreement, Numus Financial will have a right of first refusal to act as an advisor on future transactions of the Resulting Issuer subject to TSXV approval. The agreement is subject to an aggregate break fee of $169,200 (18 months of consulting remuneration, 6 months of controller remuneration and 6 months of office services) if terminated by the Resulting Issuer without just cause. The Numus Support Services Agreement also carries a penalty provision of $200,000 payable if the Resulting Issuer solicits employees of Numus Financial. In a worst-case scenario where all penalty fees are owing (including under the non-solicitation clauses) an aggregate penalty of $369,200 would be owing by the Resulting Issuer to Numus Financial.

Under the Numus Support Services Agreement, Numus Financial will provide:

- general consulting services for a monthly fee of $8,000 subject to an 18-month break fee, being $144,000, if terminated without just cause;
- financial controller services including management of accounts payable, preparation of deposits, reconciliations, payroll administration, book-keeping, audit assistance, tax assistance, and quarterly filings assistance for a monthly fee of $2,500 for a minimum of 12 months, subject to a break fee of 6-months, being $15,000, if terminated without just cause;
- office services including provision of office facilities for one staff member at a rate of $1,700 per staff member per month (commencing with a single employee), subject to a break fee of 6-months, being $10,200, if terminated without just cause;
- special services not listed in the agreement, which will be estimated and billed as incurred.

For more information, see the section headed "*Description of the Transactions – Numus Support Services Agreement*".

The Concurrent Private Placement was conducted by Numus Capital and will result in the payment of: a) fees of $350,000 being 7% of the gross proceeds received by Battery Road from the sale of Subscription Receipts; and b) compensation warrants entitling Numus Capital to purchase 1,400,000 Post-Split

Shares in the Corporation being equal to seven percent (7%) of the Subscription Receipts in the Concurrent Private Placement, at an exercise price of $0.25 per Post-Split Share (subject to adjustment if the Split does not occur) (collectively the "**Numus Financing Compensation**"). Pursuant to the Numus Financing Agreement, the Numus Financing Compensation is only payable upon completion of the Transactions and, with the exception of the compensation warrants, is payable in cash withheld from the gross proceeds of the Concurrent Private Placement when released from escrow.

For more information about the Numus Financing Compensation see the section headed "*Description of the Transactions – Concurrent Private Placement and Subscription Receipt Agreement*".

**Arm's Length Qualifying Transaction**

The Share exchange does not constitute a Non-Arm's Length Qualifying Transaction for the purposes of the CPC Policy.

For more information, see the section headed "*Description of the Transactions – Exchange and Securities Law Matters – Arm's Length Qualifying Transaction*".

**Funds Available to Resulting Issuer and Principal Purpose**

The table below sets forth the estimated total funds available to the Resulting Issuer upon completion of the Transactions.

| **Purpose** | **Assumes Completion of Transactions including Concurrent Private Placement $** |
|---|---|
| Estimated working capital of Battery Road as of August 31, 2021 | 162,000 |
| Estimated working capital deficiency of E-Tech Namibia as of August 31, 2021 | (1,191,000) |
| Gross proceeds of Concurrent Private Placement | 5,000,000 |
| **Estimated available funds:** | 3,971,000 |

The table below sets forth the principal purposes for which the estimated funds available to the Resulting Issuer upon completion of the Transactions will be used for the next 12 months. The following are estimates only – there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult at this time to definitively project the total funds necessary to effect the planned undertakings of the Resulting Issuer, and as such management considers it to be in the best interest of the Resulting Issuer and its shareholders to permit management a reasonable degree of flexibility as to how the Resulting Issuer's funds are employed among the below uses or for other purposes, if and when the need arises.

| **Purpose** | **Assumes Completion of Concurrent Private Placement $** |
|---|---|
| **Estimated available funds** | 3,971,000 |
| Agent's commission on concurrent financing | 350,000 |
| Legal fees for concurrent private placement | 50,000 |
| Professional fees and closing costs[(1)] | 75,000 |
| **Remainder of Initial Recommended Exploration Program** | |
| Drilling and related costs | 215,000 |
| Analytical costs for accumulated drill samples | 352,000 |

| | |
|---|---|
| Trenching and sample storage | 20,000 |
| Update inferred resource and technical reporting | 85,000 |
| **Additional Recommended Exploration Program** | |
| Wider early-stage exploration | 300,000 |
| Infill and extension drilling | 150,000 |
| Analytical and metallurgical testing | 185,000 |
| Baseline environmental | 60,000 |
| Geological compilation | 160,000 |
| **Committed amounts to Kalapuse General Dealers & Landowners** | 100,000 |
| **General and administrative** | |
| Salaries and benefits | 594,000 |
| Numus service agreement | 146,400 |
| Professional fees | 96,000 |
| Public company costs | 60,000 |
| General and administrative | 180,000 |
| **Unallocated working capital** | 792,600 |

*Notes:*
*(1) Estimated in the pro-forma consolidated statement of financial position as $150,000 with approximately $75,000 being incurred since April 30, 2021.*

For more information, see the section headed "*Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*".

**Pro Forma Consolidated Financial Information**

The pro forma statement of financial position of the Resulting Issuer after giving effect to the Transactions is attached as Schedule E. A summary of such statements follows below.

| **Balance Sheet Date** | **As at April 30, 2021 (Unaudited) $** |
|---|---|
| Cash | 4,992,895 |
| Resource Properties | 1,708,100 |
| Other assets | 39,269 |
| Total assets | 6,740,264 |
| Liabilities | 638,887 |
| Share capital | 12,485,066 |
| Contributed surplus | 337,958 |
| Deficit | (6,721,647) |
| Shareholders' equity | 6,101,377 |

**Current Listing Status**

Battery Road is currently listed on the Exchange, however, because the Corporation did not complete its Qualifying Transaction within 24 months of its IPO, trading in the Battery Road Common Shares was halted on October 2, 2020 under the CPC Policy. The Battery Road Common Shares will be eligible to be traded on the Exchange again following approval by Shareholders and completion of the Qualifying Transaction.

Until the halt is lifted by the Exchange following the completion of a Qualifying Transaction, no public market exists for the Battery Road Common Shares.

For more information, see the section headed "*Description of the Transactions – Conditions to Closing*".

**Market Price of Securities**

The Battery Road Common Shares have been listed and posted for trading on the Exchange since October 1, 2018 at close of business. The following table sets forth certain trading information for the Battery Road Common Shares on the Exchange for the periods noted below.

| Period | High | Low | Trading Volume |
|---|---|---|---|
| September 1, 2020 – September 30, 2020 | 0.27 | 0.17 | 30,000 |
| October 1, 2020 – October 31, 2020[(1)] | 0.25 | 0.25 | - |
| November 1, 2020 – November 30, 2020 | 0.25 | 0.25 | - |
| December 1, 2020 – December 31, 2020 | 0.25 | 0.25 | - |
| January 1, 2021 – January 31, 2021 | 0.25 | 0.25 | - |
| February 1, 2021 – February 28, 2021 | 0.25 | 0.25 | - |
| March 1, 2021 – March 31, 2021 | 0.25 | 0.25 | - |
| April 1, 2021 – April 30, 2021 | 0.25 | 0.25 | - |
| May 1, 2021 – May 31, 2021 | 0.25 | 0.25 | - |
| June 1, 2021 – June 30, 2021 | 0.25 | 0.25 | - |
| July 1, 2021 – July 31, 2021 | 0.25 | 0.25 | - |
| August 1, 2021 – August 31, 2021 | 0.25 | 0.25 | - |

*Notes:*
*(1) Stock halted from trading on October 2, 2020.*

For more information, see the section headed "*Information Concerning Battery Road Capital Corp. – Market Price and Trading Volume Data* ".

**Conflicts of Interest**

There may be potential conflicts of interest to which some of the directors, officers and Insiders of the Resulting Issuer will be subject in connection with the operations of the Resulting Issuer. Some of the directors, officers and Insiders may have been engaged in, are engaged in or will continue to be engaged in corporations or businesses which may be in competition with those of the Resulting Issuer. Accordingly, situations may arise where some or all of the directors, officers and Insiders of the Resulting Issuer will be in direct competition with the Resulting Issuer. Conflicts, if any, will be subject to the procedures and remedies as provided under the CBCA. See the section headed "*Summary of the Circular - Risk Factors*".

**Interests of Experts**

No person or company who is named as having prepared or certified a part of the Circular or prepared or certified a report or valuation described or included in the Circular has, or will have, immediately following completion of the Transactions, any direct or indirect interest in the E-Tech Namibia Business or in Battery Road or in the Resulting Issuer.

For more information, see the section headed "*General Matters – Experts*".

**Risk Factors**

In evaluating the Transactions and other matters concerning the Corporation discussed in this Circular, Shareholders should carefully consider the risks relating to the Transactions and other matters set out in this Circular under the section headed "*Risk Factors*". These risk factors are not a definitive list of all risks relating to the Transactions or other matters addressed in this Circular. Additional risks and uncertainties, including those currently unknown or considered immaterial by the Corporation, may also adversely affect the Transactions or the business of the Corporation, E-Tech Namibia or the Resulting Issuer following the completion of the Qualifying Transaction or execution of any other matters contemplated in this Circular.

**Conditional Listing Approval**

The Exchange has conditionally accepted the Share Exchange as the Corporation's Qualifying Transaction subject to Battery Road fulfilling all of the requirement of the Exchange.

## INFORMATION REGARDING ORGANIZATION AND CONDUCT OF MEETING

**THIS MANAGEMENT INFORMATION CIRCULAR ("CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY OR ON BEHALF OF THE MANAGEMENT OF BATTERY ROAD CAPITAL CORP.** ("**Battery Road**" or the "**Corporation**") for use at the annual general and special meeting of the shareholders of the Corporation ("**Shareholders**") to be held at Battery Road 's offices, Suite 2001, 1969 Upper Water Street, Purdy's Tower II, Halifax, Nova Scotia, on **October 14 at 9:00 a.m. (Atlantic Time)** ("**Meeting**"), or at any adjournment thereof, for the purposes set forth in the accompanying notice of meeting ("**Notice of Meeting**").

### SOLICITATION OF PROXIES

The solicitation of proxies is intended to be primarily by mail but may also be made by telephone, fax, email or other electronic means of communication or in person by the directors and officers of the Corporation. The Corporation does not reimburse Shareholders, nominees, or agents for their costs of obtaining authorization from their principals to sign forms of proxy. All costs of solicitation by management will be borne by the Corporation.

### APPOINTMENT AND REVOCATION OF PROXIES

Shareholders of the Corporation may be "Registered Shareholders" or "Non-Registered Shareholders". If common shares of the Corporation ("**Common Shares**") are registered in the Shareholder's name, they are said to be owned by a "**Registered Shareholder**". If Common Shares are registered in the name of an intermediary and not registered in the Shareholder's name, they are said to be owned by a "**Non-Registered Shareholder**". An intermediary is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates. The instructions provided below set forth the different procedures for voting Common Shares at the Meeting to be followed by Registered Shareholders and Non-Registered Shareholders.

The persons named in the enclosed instrument appointing proxy are officers and directors of the Corporation. **Each Shareholder has the right to appoint a person or company (who need not be a Shareholder) to attend and act for him or her at the Meeting other than the persons designated in the enclosed form of proxy**. Shareholders who have given a proxy also have the right to revoke it insofar as it has not been exercised. The right to appoint an alternate proxyholder and the right to revoke a proxy may be exercised by following the procedures set out below under the sections headed "*Registered Shareholders*" or "*Non-Registered Shareholders*", as applicable.

If any Shareholder receives more than one (1) proxy or voting instruction form, it is because that Shareholder's shares are registered in more than one form. In such cases, Shareholders should sign and submit all proxies or voting instruction forms received by them in accordance with the instructions provided.

### REGISTERED SHAREHOLDERS

Registered Shareholders have two (2) methods by which they can vote their Common Shares at the Meeting, namely in person or by proxy. To assure representation at the Meeting, Registered Shareholders are encouraged to return the proxy included with the Circular. Sending in a proxy will not prevent a Registered Shareholder from voting in person at the Meeting. The vote will be taken and counted at the Meeting. Registered Shareholders who do not plan to attend the Meeting or who do not wish to vote in person can vote by proxy.

Proxies must be received by the Corporation's transfer agent, **Computershare Investor Services Inc.** ("**Computershare** "), not later than **October 12, 2021 at 9:00 a.m. (Atlantic Time)**. A Registered Shareholder must return the completed proxy to Computershare, as follows:

(a) by **mail** in the enclosed envelope; or

(b) by the **Internet** or **telephone** as described on the enclosed proxy; or

(c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5H 2Y1.

To exercise the right to appoint a person or company to attend and act for a Registered Shareholder at the Meeting, such Shareholder must strike out the names of the persons designated on the enclosed instrument appointing a proxy and insert the name of the alternate appointee in the blank space provided for that purpose.

To exercise the right to revoke a proxy, in addition to any other manner permitted by law, a Shareholder who has given a proxy may revoke it by instrument in writing, executed by the Shareholder or his or her attorney authorized in writing, or if the Shareholder is a corporation, by a duly authorized officer or attorney thereof, and deposited: (i) at the registered office of the Corporation, 600-1741 Lower Water Street, Halifax NS, B3J 0J2, Attention: Andrew Burke RE: Battery Road Capital Corp., at any time up to and including the last business day preceding the Meeting at which the proxy is to be used, or at any adjournment thereof, or (ii) with the Chairman of the Meeting on the date of the Meeting, or at any adjournment thereof, and upon either of such deposits the proxy is revoked.

## NON-REGISTERED SHAREHOLDERS

Non-Registered Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "**NOBOs**". Non-Registered Shareholders who have objected to their intermediary disclosing the ownership information about themselves to the Corporation are referred to as "**OBOs**".

Pursuant to National Instrument 54-101 of the Canadian Securities Administrators ("**NI 54-101**"), the Corporation has distributed copies of proxy-related materials in connection with this Meeting (including this Circular) directly to NOBOs and indirectly to OBOs. The Corporation is not relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of proxy-related materials in connection with the Meeting.

The Corporation will not be paying for intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the proxy-related materials and related documents. Accordingly, an OBO will not receive copies of the proxy-related materials and related documents unless the OBO's intermediary assumes the costs of delivery.

*Meeting Materials Received by OBOs from Intermediaries*

OBOs who receive meeting materials will typically be given the ability to provide voting instructions in one of two ways:

i. Usually, an OBO will be given a Voting Instruction Form ("**VIF**"), which must be completed and signed by the OBO in accordance with the instructions provided by the intermediary. In this case, the mechanisms described above for Registered Shareholders cannot be used and the instructions provided by the intermediary must be followed.
ii. Occasionally, an OBO may be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of Common Shares owned by the OBO but is otherwise not completed. This form of proxy does not need to be signed by the OBO but must be completed by the OBO and returned to Computershare in the manner described above for Registered Shareholders.

The purpose of these procedures is to allow OBOs to direct the proxy voting of the Common Shares that they own but that are not registered in their name. **Should an OBO who receives either a form of proxy or a VIF wish to attend and vote at the Meeting in person (or have another person attend and vote on their behalf), the OBO should strike out the names of the persons designated on the enclosed form of proxy and insert the OBO's name (or the name of his or her alternate appointee) in the blank space provided for that purpose or, in the case of a VIF, follow the corresponding instructions provided by the intermediary.** In either case, OBOs who received meeting materials from their intermediary should carefully follow the instructions provided by the intermediary.

To exercise the right to revoke a proxy, an OBO who has completed a proxy (or a VIF, as applicable) should carefully follow the instructions provided by the intermediary.

Proxies returned by intermediaries as "non-votes" because the intermediary has not received instructions from the OBO with respect to the voting of certain Common Shares or, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those Common Shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Common Shares represented by such “non-votes” will, however, be counted in determining whether there is a quorum.

*Meeting Materials Received by NOBOs from the Corporation*

As permitted under NI 54-101, the Corporation has used a NOBO list to send the meeting materials directly to the NOBOs whose names appear on that list. If you are a NOBO and the Corporation’s transfer agent, Computershare, has sent these materials directly to you, your name and address and information about your holdings of Common Shares have been obtained from the intermediary holding such Common Shares on your behalf in accordance with applicable securities regulatory requirements.

As a result, any NOBO of the Corporation can expect to receive a scannable VIF from Computershare. Please complete and return the VIF to Computershare in the envelope provided. In addition, telephone voting and internet voting are available as further described in the VIF. Instructions in respect of the procedure for telephone and internet voting can be found in the VIF. Computershare will tabulate the results of the VIFs received from the Corporation's NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIFs received by Computershare.

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. The intermediary holding Common Shares on your behalf has appointed you as the proxyholder of such Common Shares, and therefore you can provide your voting instructions by completing the proxy included with this Circular in the same way as a Registered Shareholder. Please refer to the information under the section headed "*Information Regarding the Organization and Conduct of the Meeting – Registered Shareholders*" for a description of the procedure to return a proxy, your right to appoint another person or company to attend the meeting, and your right to revoke the proxy.

Although a Non-Registered Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, a Non-Registered Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the Common Shares in that capacity. Non-Registered Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the Registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same in accordance with the instructions provided.

## EXERCISE OF PROXIES

Where a choice is specified, the Common Shares represented by proxy will be voted for, withheld from voting or voted against, as directed by the Shareholders, on any poll or ballot that may be called. **Where no choice is specified, the proxy will confer discretionary authority and will be voted in favour of all matters referred to on the form of proxy. The proxy also confers discretionary authority on the persons designated in the proxy to vote for, withhold from voting, or vote against amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters not specifically mentioned in the Notice of Meeting but which may properly come before the Meeting.**

Management has no present knowledge of any amendments or variations to matters identified in the Notice of Meeting or any business that will be presented at the Meeting other than that referred to in the Notice of Meeting. However, if any other matters properly come before the Meeting, it is the intention of the person named in the enclosed instrument appointing proxy to vote in accordance with the recommendations of the management of the Corporation.

## NOTICE-AND-ACCESS

The Corporation is not sending the Meeting Materials to Registered Shareholders or Non-Registered Shareholders using notice-and-access delivery procedures defined under NI 54-101 and National Instrument 51-102, *Continuous Disclosure Obligations*.

## EXERCISE OF PROXIES

Where a choice is specified, the Common Shares represented by proxy will be voted for, withheld from voting or voted against, as directed, on any poll or ballot that may be called. **Where no choice is specified, the proxy will confer discretionary authority and will be voted in favour of all matters referred to on the form of proxy. The proxy also confers discretionary authority to vote for, withhold from voting,**

**or vote against amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters not specifically mentioned in the Notice of Meeting but which may properly come before the Meeting.**

Management has no present knowledge of any amendments or variations to matters identified in the Notice of Meeting or any business that will be presented at the Meeting other than that referred to in the Notice of Meeting. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the enclosed instrument appointing a proxy to vote in accordance with the recommendations of management of the Corporation.

## VOTING SHARES

The authorized capital of the Corporation consists of an unlimited number of Common Shares, of which 12,985,750 are issued and outstanding as of the date hereof.

The board of directors of the Corporation ("**Board**" or "**Board of Directors**") has fixed the record date for the Meeting as the close of business on September 13, 2021 ("**Record Date**"). Only Shareholders of record as of the close of business on the Record Date will be entitled to vote at the Meeting. Shareholders entitled to vote shall have one (1) vote each on a show of hands and one (1) vote per Common Share on a poll.

## QUORUM

Quorum for the meeting shall be persons present holding or representing by proxy not less than 25% of the total number of the issued shares of the Corporation for the time being enjoying voting rights at such meeting.

## PRINCIPAL SHAREHOLDERS

As of the date hereof, to the knowledge of the directors and executive officers of the Corporation, no person or company beneficially owns, or exercises control or direction over, directly or indirectly, ten percent (10%) or more of the voting rights attached to the outstanding Common Shares except as follows:

| Name | Number of Common Shares Owned, Controlled or Directed (4) | Percentage of Common Shares (5) |
|---|---|---|
| Wade Dawe (1) | 3,000,000 | 23.1% |
| James Megann (2) | 2,000,000 | 15.4% |
| Numus Financial (3) | 500,000 | 3.9% |

Notes:

(1) The shares are owned by Brigus Capital Inc., a company controlled by Wade Dawe.
(2) The shares are owned by John St. Capital Inc., a company controlled by James Megann.
(3) Wade Dawe controls 48% of the voting shares of Numus Financial and is a director as well as the Chairman and CEO; James Megann controls 40% of the voting shares of Numus Financial and is a director and Managing Partner.
(4) Figures are provided on a Pre-Split basis.
(5) Percentages are on a Pre-Split basis based on 12,985,750 common shares outstanding.

## MAJORITY OF THE MINORITY SHAREHOLDER APPROVAL

Pursuant to Exchange Policy 5.9 and MI 61-101, because the Numus Support Services Agreement, E-Tech Debentures Conversion and Numus Financing Agreement are considered Related Party Transactions, they must be approved by more than 50% of the votes cast by Battery Road Disinterested Shareholders present in person or represented by proxy at the Meeting.

## INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the Directors or Executive Officers of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than: (1) the election of directors, (2) as directors and officers they are eligible to receive grants of options under the Plan; and, (3) the Transaction Resolutions as described in this Circular.

# BUSINESS TO BE CONDUCTED AT THE MEETING

## PRESENTATION OF FINANCIAL STATEMENTS

The financial statements of the Corporation, the auditor's report thereon and management's discussion and analysis for the year ended April 30, 2021, are filed on SEDAR under the Corporation's profile and will be presented to the Shareholders at the Meeting.

## ELECTION OF DIRECTORS

*Interim Appointments*

The Articles of Incorporation of the Corporation provide that the size of the Board must consist of not less than one (1) director and not more than ten (10) directors to be elected annually.

The persons named in the list that follows are current directors of the Corporation and have all confirmed their willingness to continue to serve as directors, if re-elected. The term of office of each director elected will be until the next annual meeting of the Shareholders or until the position is otherwise vacated

| Name, City and Province of Residence | Principal Occupation | Director Since | Current Position(s) with the Corporation | Number of Common Shares Held (2) |
|---|---|---|---|---|
| Daniel Whittaker (1)<br>Halifax, Nova Scotia, Canada | President, Chief Executive Officer and Chairman of Antler Gold Inc., a mineral exploration company. | April 29, 2018 | Director | 300,000 |
| James Megann (1)<br>Halifax, Nova Scotia, Canada | Managing Director, Numus Financial Inc., a venture capital firm; Ultimate Designated Person, Numus Capital Corp., an Exempt Market Dealer. | April 29, 2018 | President and Chief Executive Officer; Director | 2,000,000 (3) |
| Carl Sheppard (1)<br>St. John's, Newfoundland, Canada | President and Managing Partner, Strategic Concepts, Inc., a business consulting firm. | April 29, 2018 | Director | 1,000,000 (4) |

Notes:

(1) Member of the Audit Committee.
(2) The totals provided are on a pre-Transactions basis.
(3) 2,000,000 of Mr. Megann's shares are held indirectly by John St. Capital Inc., a company controlled by Mr. Megann.
(4) 500,000 of Mr. Sheppard's shares are held indirectly by Strategic Concepts, Inc., a company controlled by Mr. Sheppard.

*James Megann – President, Chief Executive Officer, and Director*

For additional information relating to Mr. Megann please see the section headed "*Information Concerning the Resulting Issuer – Directors and Officers and Promoters – Management and Director Information".*

*Daniel Whittaker – Director*

For additional information relating to Mr. Whittaker please see the section headed *"Information Concerning the Resulting Issuer – Directors and Officers and Promoters – Management and Director Information".*

*Carl Sheppard – Director*

Mr. Sheppard is the founder and President of Strategic Concepts, Inc. and SCI Resource Software Inc., which provide a range of business advisory, consulting and software services to companies throughout Canada. The company has developed proprietary resource management software and other analytical tools to model economic impacts, labour capacity, project commitments, skills availability, employment and industrial benefits. Strategic Concepts, Inc. has been monitoring procurement activities and industrial benefits on various large resource projects throughout Canada since 2002. As a consultant, Mr. Sheppard has participated in numerous start-ups and has provided guidance on strategic plans, cost/benefit reports and business plans targeted at the identification and analysis of business opportunities. Mr. Sheppard has served as an officer, director, and committee chair for a number of private and public companies including Stockport Exploration Inc. (now Sona Nanotech Inc.), eXeBlock Technology Corporation, and Nwest Energy Inc. He has a Masters of Development Economics from Dalhousie University and also holds a Bachelor of Arts Honours degree from York University's Glendon College and a Bachelor of Arts degree from Memorial University.

*Orders, Penalties and Bankruptcies*

To the knowledge of the Corporation, no director to be nominated for election at the Meeting:

1. is at the date of this Circular, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:
    a. was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
    b. was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,
2. is at the date of this Circular, or has been, within 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while such nominee was acting in that capacity, or within a year of such nominee ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
3. has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such nominee.

For the purposes of the above section, the term "order" means:

1. a cease trade order;
2. an order similar to a cease trade order; or
3. an order that denied the relevant company access to any exemption under securities legislation

that was in effect for a period of more than 30 consecutive days.

To the knowledge of the Corporation, as of the date hereof, no director nominated for election at the Meeting has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or any other penalties or sanctions imposed by a court or regulatory body.

## APPOINTMENT OF AUDITOR

Manning Elliott LLP has been the auditor of the Corporation since its incorporation. The Shareholders will be asked at the Meeting to vote for the appointment of Manning Elliott LLP as auditor of the

Corporation until the next annual meeting of Shareholders of the Corporation, at a remuneration to be fixed by the Board.

## APPROVAL OF STOCK OPTION PLAN

The Corporation adopted a 10% "rolling" incentive stock option plan ("**Plan**"), which was originally approved by the Board of Directors on August 10, 2018 and included in the Corporation's Prospectus. The rules of the Exchange provide that a rolling stock option plan must be re-approved by shareholders every year.

The purpose of the Plan is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation to acquire Common Shares, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

The following information is intended as a brief description of the Plan, and is qualified in its entirety by reference to the Plan itself, which is attached as Schedule F. In addition, upon request, the Corporation will promptly provide a copy of the Plan free of charge to any Shareholder. To request a copy of the Plan, Shareholders should contact Garry Stewart, Corporate Secretary, Suite 2001 - 1969 Upper Water Street, Purdy's Wharf Tower II, Halifax NS B3J 3R7.

*The Plan*

The Plan is administered by the Board, but may be administered by a committee of the Board to which the Board has delegated its duties and powers under the Plan. Under the Stock Option Plan, the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements and applicable securities legislation, grant to directors, officers, employees and technical consultants of Battery Road, non-transferable options to purchase Battery Road Common Shares, provided that the number of Battery Road Common Shares reserved for issuance pursuant to such options will not exceed 10% of the total number of then-issued and outstanding Battery Road Common Shares. Such Battery Road options will be exercisable for a period of up to ten (10) years from the date of grant. The number of Battery Road Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the number of outstanding Battery Road Common Shares at the time of closing of Battery Road's IPO and the number of Battery Road Common Shares reserved for issuance to all technical consultants will not exceed 2% of the number of outstanding Battery Road Common Shares at the time of closing of Battery Road's IPO. Battery Road options allotted to persons who do not continue as a director, officer, technical consultant or employee of the Resulting Issuer following the completion of the Qualifying Transaction must be exercised within the greater of 12 months after completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with Battery Road, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of 12 months after such death, subject to the expiry date of such option. Any Battery Road Common Shares acquired pursuant to the exercise of options prior to completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

The CPC Policy imposes certain restrictions on stock options during the period that the Corporation remains a CPC. Such restrictions shall remain in place until the Exchange issues the Final Exchange Bulletin:

1. stock options under the Plan or any other plan of the Corporation shall only be granted to directors, officers and technical consultants of the Corporation;
2. stock options granted under the Plan or any other plan of the Corporation shall only entitle the holder to acquire Battery Road Common Shares;
3. the maximum number of Battery Road Common Shares reserved under option for issuance to any individual director or officer shall not exceed five percent (5%) of the Battery Road Common Shares to be outstanding at the closing of the Offering;
4. the number of Battery Road Common Shares reserved for issuance to all technical consultants under the Plan or any other plan of the Corporation shall not exceed 2% of the issued and outstanding Battery Road Common Shares;

5. the Corporation is prohibited from granting options to any person providing investor relations activities, promotional or market-making services;
6. options granted to any person that does not continue as a director, officer or employee of the resulting issuer have a maximum term of the later of 12 months after the Completion of the Qualifying Transaction and 90 days after such person ceases to become a director, officer or employee of the Resulting Issuer;
7. the exercise price per Common Share under any stock option granted by the Corporation while it is a CPC may not be less than the greater of $0.10 and the Discounted Market Price (as defined under Exchange policies);
8. no stock option granted may be exercised before the Completion of the Qualifying Transaction unless the optionee agrees in writing to deposit the shares acquired into escrow until the issuance of the Final Exchange Bulletin; and
9. any Battery Road Common Shares acquired pursuant to the exercise of stock options prior to the Completion of the Qualifying Transaction must be deposited in escrow and will be subject in escrow until the Final Exchange Bulletin is issued.

*Existing Stock Options*

There are no Battery Road options outstanding as of the date of this Circular.

## QUALIFYING TRANSACTION

Pursuant to the terms of CPC Policy, the Corporation intends to seek disinterested shareholder approval for, and undertake the following Transactions outlined in this circular in series:

a) the Concurrent Private Placement, including the Subscription Receipt Conversion;
b) the E-Tech Debentures Conversion;
c) the Share Exchange;
d) the Contingent Director Appointments;
e) entry into the Numus Support Services Agreement;
f) the Share Split; and,
g) the Name Change;

with such Transactions collectively constituting the Qualifying Transaction of the Corporation. For additional information about the Qualifying Transaction see the sections headed *"Information Concerning Battery Road Capital Corp. – Qualifying Transaction"*

For additional information about the Concurrent Private Placement and Subscription Receipt Conversion please see the section headed "*Description of the Transactions – Concurrent Private Placement and Subscription Receipt Conversion*".

For additional information about the E-Tech Debenture Conversion please see the section headed "*Description of the Transactions –E-Tech Debenture Conversion*".

For additional information about the Share Exchange please see the section headed "*Description of the Transactions – Share Exchange*".

For additional information about the Contingent Director Appointments please see the section headed "*Description of the Transactions –Post- Qualifying Transaction Appointments*".

For additional information about the Numus Support Services Agreement please see the section headed "*Description of the Transactions –Numus Support Services Agreement*".

For additional information about the Share Split please see the section headed "*Description of the Transactions –Split of Common Shares on 2:1 Basis*".

For additional information about the Name Change please see the section headed "*Description of the Transactions –Name Change*".

## OTHER MATTERS

The Corporation knows of no other matters to be brought before the meeting. If any amendment, variation or other business is properly brought before the meeting, the enclosed form of proxy and voting instruction confers discretion on the persons named on the form of proxy to vote on such matters.

# DESCRIPTION OF THE TRANSACTIONS

## SHARE EXCHANGE

Pursuant to the terms of the Share Exchange Agreement, Battery Road proposes to acquire each of the 333 issued and outstanding E-Tech Namibia Ordinary Shares (assuming conversion of the E-Tech Debentures, and accrued interest up to September 30, 2021) in exchange for 37,000,030 Post-Split Shares of Battery Road. Existing shareholders of E-Tech Namibia Ordinary Shares are expected to receive 22,222,240 Post-Split Shares of Battery Road at a deemed value of $0.108 per share or $2,400,000 in aggregate at closing of the Transactions. Pursuant to the Transactions, the holders of the E-Tech Namibia Ordinary Shares will become shareholders of the Resulting Issuer, including the holders of the E-Tech Debentures upon the E-Tech Debentures Conversion.

Management of Battery Road has identified the acquisition of E-Tech Namibia as an appropriate transaction to constitute its Qualifying Transaction. It is proposed that Battery Road would acquire all of the issued and outstanding securities of E-Tech Namibia in exchange for a number of Battery Road Common Shares described herein.

The purchase price in connection with the Transactions was determined pursuant to arm's length negotiations.

## SPLIT OF COMMON SHARES ON 2:1 BASIS

Subject to regulatory approval Battery Road will undertake a stock split (the "**Split**") of the common shares of the Corporation ("**Pre-Split Shares**") immediately prior to the Share Exchange and Subscription Receipt Conversion on the basis of 2 post-split common shares of the Corporation ("**Post-Split Shares**") issued for every 1 Pre-Split Share outstanding at the effective time of the Split).

The record date and mailing date for the Split will be determined by the Directors of Battery Road subsequent to the publishing of this circular. If the Split Resolution is passed at the Meeting and the Split is implemented, then in accordance with TSXV rules, a press release will be issued promptly thereafter describing the Split record date and other details relating to the Split. The Split will be conducted via the 'push-out' method pursuant to which certificates representing the additional shares issued upon the Split will be sent out to registered shareholders. No action on the part of shareholders will be required to receive such Post-Split Shares.

## CONCURRENT PRIVATE PLACEMENT AND SUBSCRIPTION RECEIPT CONVERSION

Under the terms of the Numus Financing Agreement, Battery Road has completed an offering of subscription receipts convertible into Post-Split Shares on a 1:1 basis upon closing of the Transactions without further action by the subscription receipt holder (the "**Subscription Receipts**") for gross proceeds of $5 million (the "**Concurrent Private Placement**") at a price of $0.25 per Subscription Receipt and a deemed issue price of $0.25 per Post-Split Share. The Concurrent Private Placement closed in escrow on June 8, 2021. The Concurrent Private Placement was conducted by the Agent and will result in the payment of: a) fees of $350,000 being 7% of the gross proceeds received by Battery Road from the sale of Subscription Receipts; and b) compensation warrants entitling the Agent to purchase 1,400,000 Post-Split Shares in the Corporation being equal to seven percent (7%) of the Subscription Receipts in the Concurrent Private Placement, at an exercise price of $0.25 per Post-Split Share (subject to adjustment if the Split does not occur) (collectively the "**Numus Financing Compensation**"). Pursuant to the Numus Financing Agreement, the Numus Financing Compensation is only payable upon completion of the Transactions and, with the exception of the compensation warrants, is payable in cash withheld from the gross proceeds of the Concurrent Private Placement when released from escrow. For more information about the Split see the section headed "*Description of the Transactions – Split of Common Shares on 2:1 Basis*".

Pursuant to the terms of the Subscription Receipt Agreement, pending the satisfaction or waiver (to the extent such waiver is permitted) of the Escrow Release Conditions, 100% of the aggregate gross proceeds raised in connection with the Offering (the "**Escrowed Proceeds**"), are to be delivered to and held in escrow on behalf of subscription receipt holders by the Escrow Agent, and invested in an interest bearing account (the Escrowed Proceeds, together with all interest, if any, earned thereon, the "**Escrowed Funds**") unless otherwise directed.

If the Escrow Release Conditions are satisfied at or prior to the Release Deadline, subscription receipt holders will be entitled to receive, pursuant to subscription agreements, without payment of additional consideration or the undertaking of any further action, one Post-Split Share for each Subscription Receipt then held, and the Escrowed Proceeds (less any fees payable to the Agent payable by the Issuer pursuant to the terms of the Numus Financing Agreement, which amount shall be released to Numus Capital) shall be released in accordance with the terms of the Subscription Receipt Agreement.

If the Escrow Release Conditions are not satisfied at or prior to the Release Deadline, the Subscription receipt holders will, within five (5) Business Days of the Release Deadline, be entitled to receive the aggregate subscription amount paid for their Subscription Receipts, plus their pro rata portion of any interest actually earned on the Escrowed Proceeds, less applicable withholding taxes, if any.

## E-TECH DEBENTURES CONVERSION

E-Tech Namibia has issued convertible debentures in connection with the Transactions estimated at the time of closing to be in the aggregate principal amount of $1,500,000, with interest calculable at 12% annually (the "**E-Tech Debentures**"). The E-Tech Debenture holders have agreed to waive interest accrual past September 30, 2021 to facilitate closing of the Transactions as such, no additional interest will accrue to the E-Tech Debentures after September 30, 2021. Further information on the background to the issuance of the E-Tech Debentures is below under the heading "*Description of the Transactions – Exchange and Securities Law Matters– Background and Approval Process*"). The E-Tech Debentures are convertible, with interest, into E-Tech Namibia Ordinary Shares at a price of $12,000 per E-Tech Namibia Ordinary Share immediately prior to the closing of the Share Exchange. It is expected that the E-Tech Debentures will be converted into E-Tech Namibia Ordinary Shares immediately prior to the closing of the Share Exchange, and such E-Tech Namibia Ordinary Shares will be exchanged for Post-Split Shares on the same terms as the Share Exchange (collectively the "**E-Tech Debentures Conversion**"). At the Closing of the Transactions, Non-Arm's Length Parties to Battery Road (and their Associated and Affiliated parties) are expected to hold E-Tech Debentures as follows:

| **Holder** | **Principal Amount** | **Estimated Interest Accrued** (1) | **Equivalent E-Tech Namibia Ordinary Shares (including estimated converted interest)** | **Equivalent Post-Split Shares of Battery Road (including estimated converted interest)** | **Deemed price per Post-Split Share** |
|---|---|---|---|---|---|
| Wade Dawe(2) | $245,000 | $15,680 | 21.73 | 2,413,706 | $0.108 |
| James Megann(3) | $105,000 | $6,720 | 9.31 | 1,034,445 | $0.108 |
| Numus Financial | $605,000 | $38,720 | 53.65 | 5,960,375 | $0.108 |
| Daniel Whittaker(4) | $100,000 | $6,400 | 8.86 | 985,186 | $0.108 |
| Evan Dawe(5) | $35,000 | $2,240 | 3.11 | 344,815 | $0.108 |
| Other Arm's Length Holders | $410,000 | $26,240 | 36.34 | 4,039,263 | $0.108 |
| **Total**(6) | $1,500,000 | $96,000 | 133.00 | 14,777,790 | $0.108 |

*Notes:*

(1) *Actual amount of interest, and therefore Post-Split Shares ultimately received by each debenture holder, and price per Post-Split Share will vary depending on the date of conversion of the E-Tech Debentures. The Post-Split Shares noted in the table assume the conversion of the E-Tech Debentures, with estimated interest, on September 30, 2021. The E-Tech Debenture holders have agreed to waive interest accrual past September 30, 2021 to facilitate closing of the Transactions and no additional interest will accrue above these amounts.*

(2) *Includes debentures held by Associated family members not listed individually and Affiliate, Brigus Capital Inc.*

(3) *Includes debentures held by Affiliate John St. Capital Inc.*

(4) *Includes debentures held by Affiliate Birchpoint Holdings Incorporated*

(5) *Related party to Numus Financial*

(6) *Conversion of E-Tech debentures will be for a <u>maximum</u> of $1.5 million plus accrued interest. As of August 31, 2021, $1,500,000 in principal has been advanced to E-Tech Namibia.*

## NAME CHANGE

After completion of the Split. Battery Road will change its name and continue conducting business as E-Tech Resources Inc. (the "**Name Change**").

## POST-QUALIFYING TRANSACTION APPOINTMENTS

The Corporation will also appoint, contingent on the completion of the Transactions, a new board of directors for the Resulting Issuer (the "**Contingent Directors**") consisting of Chris Drysdale, John Philpott, Daniel Whittaker, Ken Marshall and Edward Loye.

For information relating to the Contingent Directors, please see the section headed "*Information concerning the Resulting Issuer- Directors and Officers and Promoters – Management and Director Information".*

## NUMUS SUPPORT SERVICES AGREEMENT

The Resulting Issuer will enter into a post-transaction support and services agreement with Numus Financial wherein Numus Financial will provide consulting services including financial controller services, office space, and other office staff for a monthly fee of $12,200 plus additional expenses for extra services provided, if applicable. All fees are payable in cash. Pursuant to the agreement, Numus Financial will have a right of first refusal to act as an advisor on future transactions of the Resulting Issuer subject to TSXV approval. The agreement is subject to an aggregate break fee of $169,200 (18 months of consulting remuneration, 6 months of controller remuneration and 6 months of office services) if terminated by the Resulting Issuer without just cause. The Numus Support Services Agreement also carries a penalty provision of $200,000 payable if the Resulting Issuer solicits employees of Numus Financial. In a worst-case scenario where all penalty fees are owing (including under the non-solicitation clauses) an aggregate penalty of $369,200 would be owing by the Resulting Issuer to Numus Financial.

Under the Numus Support Services Agreement, Numus Financial will provide:

- general consulting services for a monthly fee of $8,000 subject to an 18-month break fee, being $144,000, if terminated without just cause;
- financial controller services including management of accounts payable, preparation of deposits, reconciliations, payroll administration, book-keeping, audit assistance, tax assistance, and quarterly filings assistance for a monthly fee of $2,500 for a minimum of 12 months, subject to a break fee of 6-months, being $15,000, if terminated without just cause;
- office services including provision of office facilities for one staff member at a rate of $1,700 per staff member per month (commencing with a single employee), subject to a break fee of 6-months, being $10,200, if terminated without just cause;
- special services not listed in the agreement, which will be estimated and billed as incurred.

## CONDITIONS TO CLOSING

Completion of the Transactions is subject to a number of conditions, including but not limited to:

- the parties receiving all requisite regulatory approval, including the approval of the TSXV, and any third-party approvals and authorizations;

- each of the parties required by the TSXV entering into an escrow agreement upon the terms and conditions imposed pursuant to the policies of the TSXV;
- completion of the Concurrent Private Placement;
- the Resulting Issuer meeting the applicable Initial Listing Requirements of the TSXV as a Mining Issuer; and,
- certain amendments to the Exclusive Prospecting License 6762 covering the Eureka Project (granted by Ministry of Mines and Energy) relating to local ownership and management.

The Transactions are subject to certain conditions, including but not limited to the Exchange being satisfied that after completion of the Transactions, the Resulting Issuer will satisfy the Exchange's initial listing requirements in order to become a Tier 1 – Mining Issuer on the Exchange.

Battery Road is required to complete a Qualifying Transaction with this requirement being satisfied by the Exchange issuing a Final Exchange Bulletin that evidences the Exchange's final acceptance and the closing of the Qualifying Transaction. However, because this requirement was not met within 24 months of its IPO, trading in the Battery Road Common Shares was halted on October 2, 2020 under the CPC Policy. The Battery Road Common Shares will be eligible to be traded on the Exchange again following approval by Shareholders and completion of the Qualifying Transaction.

The Transactions will result in the following:

(a) Battery Road will complete the Concurrent Private Placement and place proceeds in escrow pursuant to the terms of the Subscription Receipt Agreement;

(b) the Split will occur, resulting in 25,971,500 Post-Split Shares being issued and outstanding to current shareholders of Battery Road;

(c) the E-Tech Debentures, together with interest thereon, will convert into E-Tech Namibia Ordinary Shares, which will further be converted into 14,777,790 Post-Split Shares of Battery Road in the Share Exchange;

(d) Battery Road will complete the Share Exchange by issuing Post-Split Shares to the E-Tech Namibia Shareholders (excluding above noted holders of converted E-Tech Debentures) in exchange for all outstanding E-Tech Namibia Ordinary Shares, at the Exchange Ratio, resulting in the issuance of 22,222,240 Post-Split Shares of Battery Road as aggregate consideration;

(e) Battery Road will issue and pay the Numus Financing Compensation;

(f) Daniel Whittaker, Chris Drysdale, John Philpott, Ken Marshall, and Edward Loye's appointment as directors of the Resulting Issuer will become effective;

(g) proceeds of the Concurrent Private Placement will be released from escrow to Battery Road;

(h) the Subscription Receipts will convert into 20,000,000 Post-Split Shares resulting in an aggregate of 20,000,000 Post-Split Shares being issued;

(i) Battery Road will effect the Name Change;

(j) Resulting Issuer will ultimately have an aggregate issued and outstanding capital of 82,971,530 Post-Split Shares;

(k) the Resulting issuer will enter into the Numus Support Services Agreement; and,

(l) E-Tech Namibia will continue business as a direct, wholly-owned Subsidiary of the Resulting Issuer.

## EXCHANGE AND SECURITIES LAW MATTERS

*Related Party Transactions*

MI 61-101 and Exchange Policy 5.9 regulate certain transactions to ensure equality of treatment among securityholders for certain transactions, including those with Related Parties. For such transactions, these rules may require certain enhanced disclosure, approval by a majority of securityholders excluding “interested parties” or “Related Parties”, independent valuations and, in certain instances, approval and oversight of the transaction by a special committee of independent directors. Battery Road is being treated as a “Related Party” to Numus Financial and its affiliates for the purposes of the Transactions as a result of common ownership. In particular, Mr. Wade Dawe beneficially owns, directly or indirectly, in excess of 20% of each of Battery Road and Numus Financial. Each of the Numus Support Services Agreement, the E-Tech Debentures Conversion and Numus Financing Agreement involves directly or indirectly a transfer of assets between Battery Road on the one hand and Numus Financial and its Affiliates on the other, and is being considered a “Related Party Transaction” for purposes of MI 61-101 and Exchange Policy 5.9.

For more information about the Numus Financing Agreement, see the section headed "*Description of the Transactions – Concurrent Private Placement and Subscription Receipt Conversion*". For more information about the E-Tech Debentures Conversion, see the section headed "*Description of the Transactions – E-Tech Debentures Conversion*". For more information about the Numus Support Services Agreement, see the section headed "*Description of the Transactions – Numus Support Services Agreement*".

*Majority of the Minority Shareholder Approval*

Pursuant to Exchange Policy 5.9 and MI 61-101, the Numus Support Services Agreement, the E-Tech Debentures Conversion and Numus Financing Agreement must be approved by more than 50% of the votes cast by Battery Road Disinterested Shareholders present in person or represented by proxy at the Meeting.

For the purpose of the Numus Financing Agreement Resolution, and the Numus Support Services Resolution votes from shares held by each of Numus Financial as well as Wade Dawe, and James Megann, being its directors, officers and/or 10% shareholders, and Torrent Capital and any of their related parties, being in aggregate 5,850,000 Common Shares (on a pre-Transactions basis), will be excluded from the votes. See “*Glossary – Battery Road Disinterested Shareholders”*.

For the purpose of the E-Tech Debenture Conversion Resolution, and the QT Resolution votes from shares held by each of Numus Financial as well as Wade Dawe, and James Megann, being its directors, officers and/or 10% shareholders, Daniel Whittaker, and Torrent Capital and any of their related parties, being in aggregate 6,150,000 Common Shares (on a pre-Transactions basis), will be excluded from the votes. See “*Glossary – Battery Road Disinterested Shareholders”*.

Participation of related parties in the Concurrent Private Placement, including future directors of the Resulting Issuer, totals $607,500 and falls below the threshold for shareholder approval under applicable securities laws. Battery Road is relying upon an exemption for shareholder approval under section 5.7(1)(b) of MI 61-101 on the basis that the fair market value of the securities purchased by interested parties to the Offering is not more than $2,500,000 and the Concurrent Private Placement has been approved by the independent director of Battery Road.

*Valuation Exemption*

Battery Road is not required to obtain a formal valuation under MI 61-101 as Battery Road is exempt from the formal valuation requirements of MI 61-101 pursuant to subsection 4.4(a) of MI 61-101 on the basis that the Battery Road Common Shares are listed on the Exchange.

Further to subsection 4.2(3) of MI 61-101, Battery Road confirms that: (i) neither Battery Road nor any of its directors or senior officers are aware of any prior valuation in respect of Battery Road that has been made in the 24 months preceding the date of this Circular; and (ii) Battery Road did not receive any bona fide prior offer relating to the subject matter of, or otherwise being relevant to, the Share Exchange, during the 24 months before the date of execution of the Share Exchange Agreement.

*Background and Approval Process*

Directors and officers of Battery Road have previously created CPCs that have successfully completed qualifying transactions, including one that resulted in Antler Gold Inc. (TSXV:ANTL). Antler Gold Inc. is a gold exploration company focused on the acquisition and exploration of gold projects in Namibia. Daniel Whittaker, President and Chief Executive Officer of Antler Gold Inc., is a director of Battery Road. The opportunity to acquire E-Tech Namibia was first identified by Chris Drysdale. Mr. Drysdale is an experienced professional with international experience in the mineral and exploration industry and currently serves as Corporate Development for Antler Gold Inc. Negotiation of the terms were conducted primarily between James Megann with assistance from Chris Drysdale on behalf of Battery Road, and on behalf of the shareholders of E-Tech Namibia primarily by Edward Loye and Sean Lapham.

As part of the negotiations, the parties identified the following financing needs in connection with the Share Exchange:

a) the E-Tech Namibia Shareholders required some financing to meet certain financial obligations in advance of expected Closing;
b) the E-Tech Namibia Shareholders expressed the desire for short term financing to advance the business plans of E-Tech Namibia in advance of expected Closing; and
c) the E-Tech Namibia Shareholders and Battery Road agreed that additional longer-term financing would be required to fulfill the business plan of the Resulting Issuer.

Numus Financial is a venture capital firm focused on early-stage, high-growth companies. Numus Financial provides financing, strategic advice and operational support for companies. Numus Capital is registered as an exempt market securities dealer and is a wholly owned subsidiary of Numus Financial. James Megann, an officer and director of Numus Financial, offered to provide short-term financing to the E-Tech Namibia Shareholders and E-Tech Namibia to satisfy its financing requirements in advance of Closing. To accomplish this, the E-Tech Namibia Shareholders, primarily Messers. Loye and Lapham with their advisors, negotiated the terms of the E-Tech Debentures with Numus Financial, primarily through Mr. Megann. Numus Financial subsequently assigned some of the Convertible Debentures to other holders. For further details of the E-Tech Debentures, see the section headed "*Description of the Transactions – E-Tech Debentures Conversion*".

Mr. Megann as an officer and director of Numus Capital, offered to provide the Concurrent Private Placement financing to E-Tech Namibia to satisfy its longer-term financing requirements. To accomplish this, E-Tech Namibia, primarily Messers. Loye and Lapham with their advisors, negotiated the terms of the Concurrent Private Placement with Numus Capital, primarily through Mr. Megann. For further details of the Concurrent Private Placement, see the section titled "*Description of Transactions – Concurrent Private Placement and Subscription Receipt Conversion*".

In negotiating the Transactions and determining the needs if the Resulting Issuer, the parties concluded it would be in the best interests of the Resulting Issuer to have access to resources of Numus Financial. To accomplish this, E-Tech Namibia, primarily Messers. Loye and Lapham with their advisors, negotiated the Numus Support Services Agreement with Numus Financial, primarily through Mr. Megann. For further details of the Numus Support Services Agreement, see the section titled "*Description of Transactions – Numus Support Services Agreement*".

Each of the E-Tech Debentures Conversion, Concurrent Private Placement and Numus Support Services Agreement and the circumstances and terms thereof were approved by Carl Sheppard, a director of Battery Road who is independent of the Transactions (other than as a shareholder of Battery Road on the same terms as all other shareholders of Battery Road).

*Arm's Length Qualifying Transaction*

The Share Exchange Agreement was negotiated at arm's length between Battery Road and the of E-Tech Namibia Shareholders at the relevant times. The purchase price in connection with the Transactions was determined pursuant to these arm's length negotiations.

Pursuant to the CPC Policy, the Qualifying Transaction is not a "Non-Arm's Length Qualifying Transaction".

Battery Road does not consider the E-Tech Debentures, or resulting E-Tech Namibia Ordinary Shares issued as a result thereof as creating any 'Control Person' under the CPC Policy because the E-Tech Namibia Ordinary Shares issued on exchange of the E-Tech Debentures do not materially affect the control of E-Tech Namibia. Accordingly, the Qualifying Transaction is not a 'Non-Arm's Length Qualifying Transaction' under the CPC Policy but the E-Tech Debenture Conversion, being a related party transaction, will remain subject to minority approval.

## APPROVALS

### APPROVAL OF CERTAIN TRANSACTIONS

*Appointment of Directors*

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of Shareholders in the form set out below, appointing directors of the Corporation to serve until the next annual meeting of the Shareholders or until the position is otherwise vacated, or the Contingent Director Appointment Resolution takes effect on completion of the Transactions (the "**Interim Director Appointment Resolution**").

The text of the resolution to be submitted to Shareholders at the Meeting is set forth below:

> "BE IT RESOLVED THAT:
>
> James Megann, Daniel Whittaker, and Carl Sheppard be appointed as directors of the Corporation until their re-election or replacement at the next annual meeting of Shareholders or until such position is otherwise vacated including by reason of contemplated replacement on completion of the Qualifying Transaction by the Contingent Director Appointments outlined in the Corporation's management information circular dated September 15, 2021 ."

More information concerning the candidates for directors of the Corporation can be found under "*Business to be Conducted at the Meeting- Election of Directors – Interim Appointments*".

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS APPROVE THE INTERIM DIRECTOR APPOINTMENT RESOLUTION. UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE INTERIM DIRECTOR APPOINTMENT RESOLUTION.**

*Appointment of Auditor*

Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of Shareholders in the form set out below, confirming the appointment of Manning Elliott LLP as auditor of the Corporation until the next annual meeting of Shareholders of the Corporation, at a remuneration to be fixed by the Board. (the "**Auditor Resolution**").

The text of the resolution to be submitted to Shareholders at the Meeting is set forth below:

> "BE IT RESOLVED THAT:
>
> Manning Elliot LLP be appointed as auditor of the Corporation until the next annual meeting of Shareholders of the Corporation, at a remuneration to be fixed by the Board."

More information concerning the auditor can be found under "*Business to be Conducted at the Meeting- Appointment of Auditor*".

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS APPROVE THE AUDITOR RESOLUTION. UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE AUDITOR RESOLUTION.**

*Approval of Stock Option Plan*

Policy 4.4 of the TSXV requires that rolling stock option plans must receive shareholder approval yearly, at the issuer's annual general meeting. In accordance with Policy 4.4, Shareholders will be asked to consider and if deemed appropriate, approve the following ordinary resolution approving, adopting and ratifying the Plan (the "**Stock Option Plan Resolution**"):

> "BE IT RESOLVED as an ordinary resolution of the Shareholders of the Corporation that:
>
> 1. the Plan, as included in its entirety in Appendix F to the Corporation's management information circular dated September 15, 2021, is hereby ratified, confirmed and approved;

2. the form of the Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the Shareholders; and

3. any one of the directors or officers of the Corporation is hereby authorized to take all such actions and execute and deliver all such documents as are necessary or desirable for the implementation of this resolution."

For information about the stock option plan of Battery Road see the section headed "*Business to be Conducted at the Meeting – Approval of Stock Option Plan – The Plan*" or schedule F for a full copy of the Plan.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS APPROVE THE STOCK OPTION PLAN RESOLUTION. UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE STOCK OPTION PLAN RESOLUTION.**

*Approval of Qualifying Transaction*

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of disinterested Shareholders in the form set forth below approving the Transactions constituting the Qualifying Transaction of the Corporation (the "**QT Resolution**").

The QT Resolution requires the approval of a majority of the votes cast by Battery Road Disinterested Shareholders present in person or represented by proxy at the Meeting. In aggregate 6,150,000 Common Shares, will be excluded from the votes. See "*Description of the Transaction – Exchange and Securities Law Matters"* The text of the resolution to be submitted to Battery Road Disinterested Shareholders at the Meeting is set forth below:

"BE IT RESOLVED as an ordinary resolution of the Shareholders of the Corporation that:

1. The Transactions, as defined in the Corporation's management information circular dated September 15, are hereby ratified, confirmed and approved and shall constitute the Qualifying Transaction of the Corporation;

2. any one of the directors or officers of the Corporation is hereby authorized to take all such actions and execute and deliver all such documents as are necessary or desirable for the implementation of this resolution."

For additional information concerning the Qualifying Transaction see the sections headed *"Information Concerning Battery Road Capital Corp. – Qualifying Transaction"* and "*Business to be Conducted at the Meeting –Qualifying Transaction*".

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS APPROVE THE QT RESOLUTION. UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE QT RESOLUTION.**

*Numus Financing Agreement Approval*

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of disinterested Shareholders in the form set forth below approving the Numus Financing Agreement, which provides for the payment of fees and commissions by the Corporation to Numus Capital with respect to the concurrent private placement conducted as part of the Qualifying Transaction (the "**Numus Financing Agreement Resolution**").

The entry into the Numus Financing Agreement requires the approval of a majority of the votes cast by Battery Road Disinterested Shareholders present in person or represented by proxy at the Meeting. In aggregate 5,850,000 Common Shares, will be excluded from the votes. See "*Description of the Transaction – Exchange and Securities Law Matters"*. The text of the resolution to be submitted to Battery Road Disinterested Shareholders at the Meeting is set forth below:

"BE IT RESOLVED THAT:

The execution and delivery of the Numus Financing Agreement and the performance by the Corporation of its obligations under the Numus Financing Agreement and all documents related thereto, including the payment of a) fees equivalent to 7% of the gross proceeds received by Battery Road from the sale of any Subscription Receipts; and b) issuance of compensation warrants entitling Numus Capital to purchase 1,400,000 post-split Shares in the Corporation being equal to seven percent (7%) of the Subscription Receipts in the offering, at an exercise price of $0.25 per post-split Shares (subject to adjustment if the Split does not occur) are hereby authorized, confirmed and approved."

For more information, see the section headed "*Description of the Transactions*".

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS APPROVE THE NUMUS FINANCING AGREEMENT RESOLUTION. UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE NUMUS FINANCING AGREEMENT RESOLUTION.**

*E-Tech Debentures Conversion Approval*

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of disinterested Shareholders in the form set forth below approving the E-Tech Debentures Conversion, which will result in Battery Road Post-Split Shares being issued to certain Related Parties in exchange for E-Tech Namibia Ordinary Shares that they will receive upon conversion of the E-Tech Debentures (the "**E-Tech Debentures Conversion Resolution**").

The E-Tech Debentures Conversion requires the approval of a majority of the votes cast by Battery Road Disinterested Shareholders present in person or represented by proxy at the Meeting. In aggregate 6,150,000 Common Shares, will be excluded from the votes. See "*Description of the Transaction – Exchange and Securities Law Matters"* The text of the resolution to be submitted to Battery Road Disinterested Shareholders at the Meeting is set forth below:

"BE IT RESOLVED THAT:

The issue of Battery Road shares to Related Parties in exchange for E-Tech Namibia Ordinary Shares that they will receive upon conversion of the E-Tech Debentures immediately prior to the Share Exchange (as such terms are defined in the management information circular of the Corporation dated September 15, 2021) are hereby authorized, confirmed and approved."

For more information, see the section headed "*Description of the Transactions- E-Tech Debenture Conversion*".

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS APPROVE THE E-TECH DEBENTURES CONVERSION RESOLUTION. UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE E-TECH DEBENTURES CONVERSION RESOLUTION.**

*Numus Support Services Agreement Approval*

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of disinterested Shareholders in the form set forth below approving the Numus Support Services Agreement, which will result in fees payable to Numus Financial (the "**Numus Support Services Resolution**" and together with the Numus Financing Agreement Resolution and the E-Tech Debenture Conversion, the "**Transaction Resolutions**"). For more information about the terms of the Numus Support Services Agreement see the section headed "*Description of the Transactions – Numus Support Services Agreement*".

The entry into the Numus Support Services Agreement requires the approval of a majority of the votes cast by Battery Road Disinterested Shareholders present in person or represented by proxy at the Meeting. In aggregate 5,850,000 Common Shares, will be excluded from the votes. See "*Description of the Transaction – Exchange and Securities Law Matters".* The text of the resolution to be submitted to Battery Road Disinterested Shareholders at the Meeting is set forth below:

"BE IT RESOLVED THAT:

The execution and delivery of the Numus Support Services Agreement and all documents related thereto and the performance by the Corporation of its obligations under the Numus Support Services Agreement and all documents related thereto be and are hereby authorized, confirmed and approved."

For more information see the section headed "*Description of the Transactions- Numus Support Services Agreement*".

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS APPROVE THE NUMUS SUPPORT SERVICES RESOLUTION. UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE NUMUS SUPPORT SERVICES RESOLUTION.**

*Stock Split*

At the Meeting, Shareholders will be asked to consider and, if thought appropriate, approve a special resolution (the "**Split Resolution**") approving a stock split of the common shares of the Corporation on the basis of 2 Post-Split Shares issued for every 1 Pre-Split Share outstanding at the effective time of the Split.

The record date for the Split will be determined by the Board of the Corporation subsequent to the issuance of this circular. If the Split Resolution is passed at the Meeting and the Split is implemented, then in accordance with TSXV rules, a press release will be issued promptly thereafter describing the Split record date and other details relating to the Split.

Pursuant to s 173(1)(h) of the CBCA, changing the shares of any class, whether issued or unissued, into a different number of shares of the same class is a fundamental change requiring special approval of shareholders.

The text of the resolution to be submitted to Shareholders at the Meeting is set forth below:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. effective as of such record date approved by the Board of Directors, the division of each common share of the Corporation on the basis of 2 common shares issued for every 1 common issued and outstanding at the effective time of this resolution is hereby authorized and approved effective upon the closing of the Transactions (as such term is defined in the management information circular of the Corporation dated September 15, 2021). The number of shares issuable to any Shareholder with fractional shares as a result of the Split shall be rounded down to the nearest whole number, and such remaining fractional shares shall not be issued.

2. The authorized capital of the Corporation shall remain as an unlimited number of common shares."

More information concerning the Split can be found under "*Description of the Transactions – Split of Common Shares on 2:1 Basis*".

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS APPROVE THE SPLIT. UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE SPLIT RESOLUTION.**

*Name Change Subject to Completion of Qualifying Transaction*

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass a special resolution (the "**Name Change Resolution**") of Shareholders in the form set forth below changing the name of the Corporation, contingent upon completion of the Transactions, to "E-Tech Resources Inc."**.**

Pursuant to s 173(1)(a) of the CBCA, the change in a corporation's name is a fundamental change requiring special approval of shareholders.

The text of the resolution to be submitted to Shareholders at the Meeting is set forth below:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

Effective upon completion of the Qualifying Transaction, the name of the Corporation be changed from:

'Battery Road Capital Corp.'

to

‘E-Tech Resources Inc.’”

and that Articles of Amendment relating to the name change be filed with the Director under the *Canada Business Corporations Act*.

More information concerning the name change can be found under “*Description of the Transactions – Name Change*”.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS APPROVE THE NAME CHANGE. UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE NAME CHANGE RESOLUTION.**

*Contingent Appointment of Directors Subject to Completion of Qualifying Transaction*

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution of Shareholders in the form set out below, appointing directors of the Resulting Issuer following completion of the Qualifying Transaction of the Corporation (the “**Contingent Director Appointment Resolution**”).

James Megann, Daniel Whittaker and Carl Sheppard are currently the members of the Board of the Corporation. However, following the completion of the Qualifying Transaction, the board of directors of the Resulting Issuer will be reconstituted to consist of the following five individuals: Chris Drysdale, John Philpott, Daniel Whittaker, Ken Marshall and Edward Loye (the “**Contingent Director Appointments**”). The text of the resolution to be submitted to Shareholders at the Meeting is set forth below:

“BE IT RESOLVED THAT:

Effective upon completion of the Qualifying Transaction, the Corporation accept resignations of James Megann and Carl Sheppard as directors of the Resulting Issuer and hereby appoints Chris Drysdale, John Philpott, Daniel Whittaker, Ken Marshall and Edward Loye as directors of the Resulting Issuer to hold office from the date of completion of the Qualifying Transaction until their re-election or replacement at the next annual meeting of Shareholders.”

More information concerning the candidates for directors of the Resulting Issuer can be found below under the section headed “*Information Concerning the Resulting Issuer – Directors and Officers*” or above under the section headed “*Description of the Transactions –Post- Qualifying Transaction Appointments*”.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS APPROVE THE CONTINGENT DIRECTOR APPOINTMENT RESOLUTION. UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE CONTINGENT DIRECTOR APPOINTMENT RESOLUTION.**

## DISSENT RIGHTS

In accordance with section 190 of the CBCA it is the position of Battery Road that dissent rights under the CBCA are not triggered by the Transactions. The statutory provisions covering the right to dissent are technical and complex. It is strongly suggested that any Shareholders wishing to dissent seek independent legal advice well in advance of the Special Meeting, as the failure to strictly comply with the requirements set forth in section 190 of the CBCA may result in the loss of any right to dissent, if available.

**INFORMATION CONCERNING BATTERY ROAD CAPITAL CORP.**

## CORPORATE STRUCTURE

### *Name and Incorporation*

Battery Road's full corporate name is "Battery Road Capital Corp." Battery Road was incorporated pursuant to the CBCA on April 20, 2018 and completed its IPO on the TSXV under the CPC Policy on with a listing date of October 1, 2018 at close of business. The head office and registered office of Battery Road are located at 1969 Upper Water Street, Suite 2001, Purdy's Wharf Tower II, Halifax, Nova Scotia, B3J 3R7.

## GENERAL DEVELOPMENT OF THE BUSINESS

### *History*

Battery Road is a CPC and to date has not carried on any operations. The principal business of Battery Road has been to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction and, having identified and evaluated such opportunities, to negotiate participation in a Qualifying Transaction, subject to acceptance by the TSXV.

The Battery Road Common Shares were listed for trading on the TSXV on October 1, 2018 at the close of business under the symbol "BTRY.P".

The authorized share capital of Battery Road consists of an unlimited number of Battery Road Common Shares without nominal or par value, and an unlimited number of preferred shares without nominal or par value. As at the date hereof, the issued capital of Battery Road consists of 12,985,750 Battery Road Common Shares without par value (not including and shares issued pursuant to the Concurrent Private Placement), all of which have been duly issued and are outstanding as fully paid and non-assessable shares. No preferred shares are issued and outstanding. The Battery Road Shareholders are entitled to receive notice of and attend all meetings of the Battery Road Shareholders and are entitled to one vote at such meetings, in respect of each Battery Road Common Share held. In the event of the liquidation, dissolution or winding-up of Battery Road, the Battery Road Shareholders are entitled to share ratably in the remaining assets of Battery Road.

Battery Road has no Subsidiaries.

## SELECTED FINANCIAL INFORMATION AND MD&A

Since Battery Road is a CPC, other than its IPO, its business to date has consisted solely of identifying a suitable Qualifying Transaction. Since incorporation, Battery Road has incurred costs in carrying out its IPO, in seeking, evaluating and negotiating potential Qualifying Transactions, and in meeting the disclosure obligations imposed upon it as a reporting issuer. The following tables set out selected historical financial information for Battery Road for the fiscal years ended April 30, 2021, 2020, and 2019. Such information is derived from the Management Discussion and Analysis for the year ended April 30, 2021 attached to this circular as Schedule "B" and should be read in conjunction with the financial statements of Battery Road attached as Schedule "A" to this Circular.

| **Income Statement Data** | **Fiscal Year ended April 30, 2021 (Audited) $** | **Fiscal Year Ended April 30, 2020 (Audited) $** | **Fiscal Year Ended April 30, 2019 (Audited) $** |
|---|---|---|---|
| Revenues | - | - | - |
| Total expenses | 231,844 | 29,874 | 75,599 |
| Net loss | (231,844) | (29,874) | (75,599) |

| Balance Sheet Date | Fiscal Year ended April 30, 2021 (Audited) $ | Fiscal Year Ended April 30, 2020 (Audited) $ | Fiscal Year Ended April 30, 2019 (Audited) $ |
|---|---|---|---|
| Cash and cash equivalents | 519,835 | 641,329 | 680,736 |
| Total assets | 523,822 | 645,316 | 684,723 |
| Liabilities | 86,762 | 14,462 | 23,995 |
| Shareholders' equity | 437,060 | 630,854 | 660,728 |

Battery Road continues to expect to generate negative cash flow from operating activities in the future until Battery Road commences revenue generation upon completion of the Qualifying Transaction and in accordance with the business of E-Tech Namibia.

As of April 30, 2021, Battery Road had working capital in the amount of $437,060, has no outstanding capital commitments, and had not pledged any of its assets as security for loans, or otherwise, and was not subject to any debt covenants. Management of Battery Road believes that Battery Road has sufficient working capital to meet its anticipated financial obligations for 2021, and to pursue another Qualifying Transaction should the Transactions not be completed.

See Schedule "B" to this Circular for Battery Road's management's discussion and analysis of financial condition and result of operations for the fiscal years ended April 30, 2021 and 2020.

Additional information relating to the Corporation is available on SEDAR. To request a copy of the Corporation's financial statements and management discussion and analysis, Shareholders should contact Garry Stewart, Corporate Secretary, Suite 2001 - 1969 Upper Water Street, Purdy's Wharf Tower II, Halifax NS B3J 3R7.

## DESCRIPTION OF THE SECURITIES

Battery Road is authorized to issue an unlimited number of Battery Road Common Shares without nominal or par value, and an unlimited number of preferred shares without nominal or par value. As at the date hereof, the issued capital of Battery Road consists of 12,985,750 Battery Road Common Shares without par value, all of which have been duly issued and are outstanding as fully paid and non-assessable shares. No preferred shares are issued and outstanding. As at the date hereof, an aggregate of 8,600,000 Battery Road Common Shares are currently held in escrow pursuant to the policies of the TSXV.

The holders of Battery Road Common Shares are entitled to dividends, if, as and when declared by the directors, to one vote per Battery Road Common Share at meetings of the Battery Road Shareholders, upon dissolution, to share equally in such assets of Battery Road as are distributable to the holders of Battery Road Common Shares.

Upon completion of its Initial Public Offering, Battery Road reserved, in aggregate, 400,000 Battery Road Common Shares for issuance upon exercise of the Battery Road broker warrants issued in connection with the Initial Public Offering. 385,750 of these Battery Road broker warrants have been converted into 385,750 Battery Road Common Shares and the remaining 14,250 broker warrants expired unexercised during the year ended April 30, 2021. As of the date hereof, there are no outstanding broker warrants.

In addition to the securities noted above, Battery Road has closed the Concurrent Private Placement in escrow as described in the section headed *"Description of the Transactions – Concurrent Private Placement and Subscription Receipt Conversion"* and the section headed "*Information Concerning Battery Road Capital Corp. – Concurrent Financing".*

## CONCURRENT FINANCING

Under the terms of the Numus Financing Agreement, Battery Road has completed in escrow an offering of 20,000,000 subscription receipts convertible into Post-Split Shares on a 1:1 basis upon closing of the Transactions at a price of $0.25 per Subscription Receipt and a deemed issue price of $0.25 per Post-Split Share as of June 8, 2021. If the Numus Financing Agreement Resolution is approved by shareholders, the Numus Financing Compensation will include the issuance of 1,400,000 Numus Compensation Warrants exercisable into Post-Split Shares on a 1:1 basis. For more information about the Concurrent Private Placement and the Numus Financing Compensation see the section headed "*Description of the Transactions – Concurrent Private Placement and Subscription Receipt Conversion*".

## QUALIFYING TRANSACTION

Battery Road desires to undertake a Qualifying Transaction pursuant to the CPC Policy with steps outlined in the section headed "Description of the Transaction".

There is no direct, indirect, or beneficial interest of any Non-Arm's Length Party to Battery Road in any of the shareholders of E-Tech Namibia, or the Significant Assets (as defined in the CPC Policy, and in this instance represented by the Eureka Project).

Battery Road operates at arm's length to the existing shareholders of E-Tech Namibia except with respect to holders of the E-Tech Debentures, some of which are Non-Arm's Length Parties to Battery Road who will become temporary shareholders of E-Tech Namibia upon the E-Tech Debentures Conversion. For more information about the identity of these Non-Arm's Length Parties and particulars of the conversion of the E-Tech Debentures see the section headed *"Description of the Transaction – E-Tech Debentures Conversion".*

There are no Non-Arm's Length Parties to Battery Road that are Insiders of E-Tech Namibia except for Numus Financial and its related parties when aggregated which will, due to the E-Tech Debentures initially converting into E-Tech Namibia Ordinary Shares, prior to conversion into Post Split Shares of Battery Road, be an Insider of E-Tech Namibia for a moment in time during the E-Tech Debenture Conversion by holding in excess of 10% of its voting shares. For more information about the identity of these Non-Arm's Length Parties and particulars of the conversion of the E-Tech Debentures see the section headed *"Description of the Transaction – E-Tech Debentures Conversion".*

Other than the relationships among the holders of E-Tech Debentures to Battery Road disclosed in the section headed *"Description of the Transaction – E-Tech Debentures Conversion"*, there is no relationship between or among the Non-Arm's Length Parties to Battery Road and the Non-Arm's Length Parties to the Qualifying Transaction (as such term is defined in the CPC Policy).

There are no finder's fees or commissions paid or payable to any party in relation to the Qualifying Transaction other than fees owing to the Agent relating to the Concurrent Private Placement. For more information about the Concurrent Private Placement and fees associated therewith see the section headed "*Description of the Transactions – Concurrent Private Placement and Subscription Receipt Conversion*".

There are no deposits, advances, or loans made or to be made by Battery Road to E-Tech Namibia contemplated in the Transactions.

Pursuant to the CPC Policy, the Qualifying Transaction is not a "Non-Arm's Length Qualifying Transaction". For more information about the Transaction see the section headed "*Description of the Transactions – Exchange and Securities Law Matters – Arm's Length Qualifying Transaction*".

The Transactions contemplated in the Qualifying Transaction as a whole will be subject to shareholder approval and related-party aspects of the Transactions and elements of the Transactions requiring special approvals of shareholders are subject to levels of shareholder approval set out in the section headed "*Approvals".*

## OPTIONS TO PURCHASE SECURITIES OF BATTERY ROAD

There are no Battery Road options outstanding as of the date of this Circular.

For information about the stock option plan of Battery Road see the section headed "*Description of the Transactions – Approval of Stock Option Plan – The Plan"* or schedule F for a full copy of the Plan.

For more information, please see the Final Prospectus of Battery Road, dated August 10, 2018, available at www.sedar.com.

## PRIOR SALES

Since the date of incorporation of Battery Road, an aggregate of 12,985,750 Battery Road Common Shares have been issued as follows:

| Date of Issue | Number of Battery Road Common Shares Issued | Aggregate Issue Price | Issue Price Per Battery Road Common Share | Nature of Consideration Received |
|---|---|---|---|---|
| April 28, 2018 | 8,600,000 | $430,000 | $0.05 | Cash |
| October 2, 2018 | 4,000,000 | $400,000 | $0.10 | Cash |
| November 1, 2018 | 5,250 | $525 | $0.10 | Cash |
| October 2, 2020 | 380,500 | $38,050 | $0.10 | Cash |
| **Total:** | **12,985,750(1)** | **$868,575** | | |

*Notes:*

*(1) Although the Concurrent Private Placement closed in escrow on June 8, 2021, the securities issued in the Concurrent Private Placement are not included in the total in order to show pre-transactions totals.*

## MARKET PRICE AND TRADING VOLUME DATA

The Battery Road Common Shares have been listed and posted for trading on the Exchange since October 1, 2018 at close of business. The following table sets forth certain trading information for the Battery Road Common Shares on the Exchange for the period noted below.

| Period | High | Low | Trading Volume |
|---|---|---|---|
| September 1, 2020 – September 30, 2020 | 0.27 | 0.17 | 30,000 |
| October 1, 2020 – October 31, 2020(1) | 0.25 | 0.25 | - |
| November 1, 2020 – November 30, 2020 | 0.25 | 0.25 | - |
| December 1, 2020 – December 31, 2020 | 0.25 | 0.25 | - |
| January 1, 2021 – January 31, 2021 | 0.25 | 0.25 | - |
| February 1, 2021 – February 28, 2021 | 0.25 | 0.25 | - |
| March 1, 2021 – March 31, 2021 | 0.25 | 0.25 | - |
| April 1, 2021 – April 30, 2021 | 0.25 | 0.25 | - |
| May 1, 2021 – May 31, 2021 | 0.25 | 0.25 | - |
| June 1, 2021 – June 30, 2021 | 0.25 | 0.25 | - |
| July 1, 2021 – July 31, 2021 | 0.25 | 0.25 | - |
| August 1, 2021 – August 31, 2021 | 0.25 | 0.25 | - |

*Notes:*

*(1) Stock halted from trading on October 2, 2020.*

## NON-ARM'S LENGTH TRANSACTIONS

Battery Road proposes to obtain services from Numus Capital relating to the Concurrent Private Placement through the Numus Financing Agreement. For more information about particulars of the Numus Financing Agreement and the Numus Financing Compensation payable thereunder see the section headed *"Description of the Transaction – Concurrent Private Placement and Subscription Receipt Conversion"*. For more information about shareholder approvals related to the Numus Financing Agreement see the section headed "*Description of the Transactions – Exchange and Securities Law Matters*".

Battery Road proposes to obtain services from Numus Financial relating to post-transaction services through the Numus Support Services Agreement. For more information about particulars of the Numus Support Services Agreement and the compensation payable thereunder see the section headed *"Description of the Transaction – Numus Support Services Agreement"*. For more information about shareholder approvals related to the Numus Support Services Agreement see the section headed "*Description of the Transactions – Exchange and Securities Law Matters*".

Battery Road proposes to obtain E-Tech Namibia Ordinary Shares from Non-Arm's Length Parties holding E-Tech Debentures in exchange for shares of Battery Road. For more information about the Conversion of the E-Tech Debentures into shares of Battery Road see the section headed *"Description of the Transaction"*. For more information about shareholder approvals related to the E-Tech Debentures

Convesion see the section headed "*Description of the Transactions – Exchange and Securities Law Matters*".

## EXECUTIVE COMPENSATION

The following table sets forth the information required under *Form 51-102F6V, Statement of Executive Compensation – Venture Issuers* ("**Form 51-102F6V**") regarding all compensation paid, payable, awarded, granted, given, or otherwise provided during the Corporation's most recently completed financial year (year ended April 30, 2021) to all persons acting as directors or as "**Named Executive Officers**" or "**NEOs**".

The following persons are Named Executive Officers of the Corporation under Form 51-102F6V:

a. the Corporation's Chief Executive Officer ("**CEO**");

b. the Corporation's Chief Financial Officer ("**CFO**");

c. in respect of the Corporation and any subsidiaries, the most highly compensated executive officer other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was more than $150,000 for that financial year; and

d. any additional individuals who would have been a NEO under (c) except that the individual was not an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year.

For the year ended April 30,2021, the Corporation had two NEOs, James Megann, the President and CEO, and Garry Stewart, the CFO.

***Table of compensation excluding compensation securities*** (1)

| Name and position | Year | Salary, consulting fee, retainer or commission ($) | Bonus ($) | Committee or meeting fees ($) | Value of perquisites ($) | Value of all other compensation ($) | Total compensation ($) |
|---|---|---|---|---|---|---|---|
| **James Megann,** Director, President and CEO | 2021 | - | - | - | - | - | - |
| | 2020 | - | - | - | - | - | - |
| **Garry Stewart,** CFO | 2021 | - | - | - | - | - | - |
| | 2020 | - | - | - | - | - | - |
| **Daniel Whittaker,** Director | 2021 | - | - | - | - | - | - |
| | 2020 | - | - | - | - | - | - |
| **Carl Sheppard,** Director | 2021 | - | - | - | - | - | - |
| | 2020 | - | - | - | - | - | - |

Notes:

(1) James Megann, Daniel Whittaker and Carl Sheppard have served as directors of the Corporation since April 29, 2018. Mr. Megann and Garry Stewart have served as officers of the Corporation since April 29, 2018.

No compensation securities were granted to directors and NEOs during the most recently completed financial year.

*Stock Option Plans and Other Incentive Plans*

The Plan is the sole equity compensation plan adopted by the Corporation. For information about the stock option plan of Battery Road see the section headed "*Business to be Conducted at the Meeting – Approval of Stock Option Plan – The Plan"* or schedule F for a full copy of the Plan.

*Employment, Consulting and Management Agreements*

Battery Road does not currently have employment, consulting, or management agreements with its NEOs or directors.

*Oversight and Description of Director and Named Executive Officer Compensation*

The Corporation's Board of Directors is responsible for the oversight of the Corporation's strategy, policies and programs for the compensation and development of senior officers and directors.

*Named Executive Officer Compensation*

The Corporation does not currently have a formal executive compensation program in place. Named Executive Officers are eligible to receive options pursuant to the Plan at the discretion of the Board. In determining the compensation and option grants for NEOs, the Board conducts an informal survey of comparable data from similar public companies taking into account the size, financial strength and level of activity of the Corporation.

*Director Compensation*

The Corporation does not pay its non-management board members an annual retainer fee.

Directors are eligible to receive options pursuant to the Plan at the discretion of the Board. Directors are entitled to be reimbursed for travel and other out-of-pocket expenses incurred for attendance at directors' meetings but are not compensated for travel time in connection with attendance at the board meetings.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Circular in the sections headed *"Description of the Transactions – Exchange and Securities Law Matters"*, *"Description of the Transaction – E-Tech Debentures Conversion"*, or *"Information Concerning Battery Road Capital Corp. – Qualifying Transaction"* none of the directors, executive officers or principal shareholders of the Corporation, or associates or affiliates of any of these persons, had any material interest, direct or indirect, in any transaction since April 20, 2020, the date of incorporation of the Corporation, or in any proposed transaction which, in either case, has materially affected or would materially affect the Corporation.

## MANAGEMENT CONTRACTS

During the most recently completed financial year, no management functions of the Corporation were, to any substantial degree, performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

## CORPORATE GOVERNANCE

The Board endorses the efforts of the securities commissions or similar regulatory authorities across Canada in continuing the evolution of good corporate governance practices. The Board is committed to adhering to the highest standards in all aspects of its activities.

The corporate governance practices described below are subject to change as the Corporation evolves. Some of its practices are representative of its junior size; however, the Corporation has undertaken to periodically monitor and refine such practices as the size and scope of its operations increase. The Board shall remain sensitive to corporate governance issues and shall continuously seek to set up the necessary measures, control mechanisms and structures to ensure an effective discharge of its responsibilities without creating additional undue overhead costs and reducing the return on shareholders' equity.

## BOARD OF DIRECTORS

The Board is currently comprised of three (3) directors, two (2) of whom are "independent" within the meaning of National Instrument 52-110, Audit Committees ("**NI 52-110**"). Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which could, in the view of the Corporation's board of directors, be reasonably expected to interfere with the exercise of the directors' independent judgment. In addition, certain individuals, by definition, are deemed to have a "material relationship" with the Corporation and therefore are deemed not to be independent.

Daniel Whittaker and Carl Sheppard are considered independent of the Corporation. James Megann is not considered independent as he is the President and CEO of the Corporation.

The Board of Directors meets throughout the year, usually at least once per calendar quarter. The frequency of the meetings and the nature of the meeting agendas are dependent on the nature of the business and affairs which the Corporation faces from time to time. The independent directors are given the opportunity to meet separately at the end of each meeting of the Board of Directors, but do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. Having considered the current size of the Board of Directors, the number of independent directors on the Board and the experience of the independent directors with other reporting issuers, the Board believes that separate meetings of the independent directors provide sufficient leadership for the independent directors.

*Directorships*

The following current directors of the Corporation are presently serving as directors of other reporting issuers:

| Director | Name of Other Reporting Issuer |
|---|---|
| Daniel Whittaker | Antler Gold Inc.<br>Sona Nanotech Inc. |
| James Megann | Torrent Capital Ltd.<br>Antler Gold Inc.<br>Sona Nanotech Inc. |

*Orientation and Continuing Education*

The Board has an informal program for the orientation and education of new recruits to the Board of Directors. The Corporation ensures that all new directors meet with management and incumbent directors and are provided with written materials that provide background as to the Corporation's business and outline the securities law obligations and restrictions on members of the Board of Directors and the Corporation.

The Board of Directors endeavours to facilitate continuing education for directors to ensure they keep up to date on changing governance issues and requirements and legislation or regulations in their field of experience and maintain the skills and knowledge necessary to meet their obligations as directors of the Corporation.

*Mandate*

The mandate of the Board is to act in the best interests of the Corporation and to supervise management. The Board will be responsible for approving long-term strategic plans and annual operating budgets recommended by management. The Boards' consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions. Any responsibility which is not delegated to management or to the committees of the Board remains with the Board. The

Board meets on a regular basis consistent with the state of the Corporation's affairs and also from time to time as deemed necessary to enable it to fulfill its responsibilities.

*Ethical Business Conduct*

Certain of the Corporation's directors serve as directors or officers of other reporting issuers or have significant shareholdings in other companies. To the extent that such other companies may participate in business ventures in which the Corporation may participate, the directors may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Board, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms and such director will not participate in negotiating and concluding terms of any proposed transaction. In addition, any director or officer who may have an interest in a transaction or agreement with the Corporation is required to disclose such interest and abstain from discussions and voting in respect to same if the interest is material or if required to do so by corporate or securities law.

*Nomination of Directors*

The Board has not appointed a nominating committee and does not have a formal process for identifying new candidates for Board nomination. When required, the Board will identify potential candidates for Board membership and make recommendations for nomination based on an individual's character, integrity, judgment and record of achievement and any other qualifications which would add to the Board's decision making process and enhance the overall management of the Corporation's business.

*Compensation*

Remuneration of the executive officers of the Corporation is determined by the Board. The Board also administers the Corporation's Plan, including any option grants to the directors and officers. At this stage in the Corporation's development, the Corporation has not adopted a formal compensation plan and does not have a compensation committee.

*Audit Committee*

Audit Committee's Charter

The audit committee has a written charter, a copy of which is included in Schedule G, which discloses its responsibilities, powers and operations.

Composition of the Audit Committee

The members of the audit committee are Daniel Whittaker, Carl Sheppard and James Megann. Messrs. Whittaker and Sheppard are independent, and all members of the audit committee are considered financially literate within the meaning of NI 52-110. The members of the audit committee encourage independent dialogue through routine meetings and adherence to the audit committee charter, which each work to enforce independently and as a group.

Relevant Education and Experience

For a summary of the education and experience of each audit committee member relevant to their responsibilities on the audit committee, see their biographies included under "*Business to be Conducted at the Meeting - Election of Directors- Interim Appointments*".

Reliance on Certain Exemptions

At no time since incorporation has the Corporation relied upon the exemptions in section 2.4 of *NI 52-110 (De Minimis Non-audit Services*), subsection 6.1.1(4) of *NI 52-110 (Circumstance Affecting the Business or Operations of the Venture Issuer)*, subsection 6.1.1(5) of *NI 52-110 (Events Outside Control of Member)*, subsection 6.1.1(6) of *NI 52-110 (Death, Incapacity or Resignation)* or an exemption from

NI 52-110, in whole or in part, granted under Part 8 (Exemption) of NI 52-110. The Corporation is relying on the exemption set out in section 6.1 of NI 52-110 applicable to venture issuers.

Pre-Approval Policies and Procedures

Except as otherwise set forth in the audit committee charter, the audit committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Services Fees

The aggregate fees incurred for audit and non-audit services provided by Manning Elliott LLP for the financial years ended April 30, 2021, 2020 and 2019 are as follows:

| Nature of Services | Year ended April 30, 2021 | Year ended April 30, 2020 | Year ended April 30, 2019 |
|---|---|---|---|
| Audit Fees(1) | $8,050 | $6,325 | $5,500 |
| Audit-Related Fees(2) | 14,950 | - | - |
| Tax Fees(3) | - | - | - |
| All Other Fees(4) | - | - | - |
| **Total** | **$23,000** | **$6,325** | **$5,500** |

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit of the Corporation's financial statements, including the audit of the Corporation's opening financial statements as a capital pool company. Audit Fees also include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements, including audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditors, including employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This includes fees for tax compliance, tax planning and tax advice.

(4) "All Other Fees" include other non-audit services.

*Assessments*

The responsibility for assessing directors on an ongoing basis is assumed in full by the Board and every director is entitled to bring the matter to the Board of Directors. The Board does not perform regular assessments; however, the Board believes that the size of the Corporation facilitates informal discussion and evaluation of the Board, its committees and its members.

*Director Term Limits*

The Corporation has not adopted director term limits for directors. However, the Chairman and/or lead independent director and the Board regularly assess the effectiveness and contribution of directors. The Corporation feels that its current governance system is sufficient to ensure that the Board from year to year is composed of directors with the appropriate knowledge and skills necessary to enhance the long-term performance of the Corporation. Furthermore, the Corporation recognizes the significant value that can be offered by long-serving directors, including the breadth of experience and familiarity with the Corporation and its industry of those members that have joined the Board. As such, the Corporation believes that it would not be best suited to the needs of the Corporation to adopt director terms limits or any formal board renewal mechanisms other than those already in place and discussed in this Circular.

*Diversity of Board and Management*

The Canada Business Corporations Act, which governs the Corporation, has been recently amended to require the Corporation to disclose the number and percentage of Board seats and senior management positions occupied by women, aboriginal peoples, persons with disabilities, and members of visible minorities. The Corporation does not have a person in these categories who serves on the Board (0%) or in a senior management position (0%). The Corporation does not have a written policy, or targets relating to the identification and nomination of persons in such designated groups. The Board and management of the Corporation believe that diversity and inclusion is important to the future development and success of the Corporation, and qualified candidates in such designated groups will certainly be welcomed and considered for positions on the Board and in senior management as the Corporation grows. Following the Transaction, the Board of the Resulting Issuer will have a person in the foregoing categories who serves on the Board (0%) or in a senior management position (0%).

*Ethical Business Conduct*

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by the applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

*Gender Diversity*

The Corporation currently does not have a formal policy related to the representation of women on the Board or with the management team. However, the Board is aware of the benefit of diversity on the Board and within the management team of the Corporation. The Corporation ensures there is a diverse Board, with a sufficient number of directors, to encourage a variety of opinions and insights on matters which come before the Board, while at the same time limiting its membership to a number of directors that facilitates effective and efficient decision-making. Recommendations concerning director appointments are based on merit and performance, with diversity taken into consideration. Diversity is considered advantageous as it relates to qualifications, insights and experiences.

The Board has not adopted targets regarding the representation of women on the Board and in executive officer positions due to the small size of the Corporation and the need to consider a balance of criteria in each individual appointment. It is important that each appointment to the Board or in executive officer positions be made based on the merits of the individual and the need of the Corporation at that point in time. In addition, targets based on specific criteria such as gender could limit the Board's ability to ensure that the overall composition of the Board or management of the Corporation meets the needs of the Corporation. Currently none (0%) of the executive officers or the directors of the Corporation is female.

## LEGAL PROCEEDINGS

Battery Road is not currently a party to any legal proceedings, nor is Battery Road currently contemplating any legal proceedings, which are material to its business. Management of Battery Road is currently not aware of any legal proceedings contemplated against Battery Road or any legal proceedings of which Battery Road's property is the subject matter.

## AUDITOR, TRANSFER AGENT AND REGISTRAR

*Auditor*

The auditor for Battery Road is Manning Elliott LLP, 1030 West Georgia St., Suite 1700, Vancouver, British Columbia V6E 2Y3.

*Transfer Agent and Registrar*

The transfer agent and registrar for the Battery Road Common Shares is Computershare Investor Services Inc., 1500 Robert-Bourassa Blvd., 7th Floor, Montréal, Québec H3A 3S8.

## MATERIAL CONTRACTS

Battery Road has not entered into any contracts material to investors in the Battery Road Common Shares since incorporation, and is not expected to enter into any material contracts prior to the Closing, other than contracts in the ordinary course of business, except:

(a) the CPC Escrow Agreement;

(b) the Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated September 26, 2018, between Battery Road and Computershare Investor Services Inc.;

(c) the Numus Financing Agreement;

(d) the Subscription Receipt Agreement; and,

(e) the Share Exchange Agreement.

Copies of these agreements are, or will upon finalization and execution, be available for inspection, without charge, at the offices of Stewart McKelvey, legal counsel to Battery Road, at 1741 Lower Water St #600, Halifax, NS B3J 0J2, at any time during ordinary business hours and until 30 days after the completion of the Transactions.

## INFORMATION CONCERNING E-TECH NAMIBIA

### CORPORATE STRUCTURE

*Name and Incorporation*

E-Tech Namibia's full corporate name is "E-Tech Kalapuse Mining (Pty.) Ltd.". E-Tech Namibia was incorporated under the laws of Namibia on March 25, 2015 as 'Flower Investments Two (Proprietary) Limited' with registration number 2015/0237 and changed its corporate name to 'E-Tech Kalapuse Mining (Proprietary) Limited' on June 17, 2016. E-Tech Namibia is authorized to issue 4,000 E-Tech Namibia Ordinary Shares, of which there are currently 200 E-Tech Namibia Ordinary Shares issued and outstanding not including any E-Tech Namibia Ordinary Shares resulting from the future conversion of the E-Tech Debentures into E-Tech Namibia Ordinary Shares.

Under the E-Tech Debentures, debenture holders may convert the E-Tech Debentures, plus accrued interest, into an additional 133 E-Tech Namibia Ordinary Shares presuming conversion on September 30, 2021. The E-Tech Debenture holders have agreed to waive interest accrual past September 30, 2021 to facilitate closing of the Transactions and no additional E-Tech Namibia Ordinary Shares will be issuable above such amount.

After the E-Tech Debentures Conversion there will be 333 issued and outstanding E-Tech Namibia Ordinary Shares.

The head office and registered office of E-Tech Namibia are located on the 12th Floor Sanlam Centre, Box 2558, 157 Independence Avenue, Windhoek, Namibia.

A technical report titled *Independent Technical Report, Eureka Rare Earth Project, Namibia* with respect to the Eureka Project dated effective August 2, 2021 has been prepared by Mssrs Martin Pittuck and Keith Webb of SRK Consulting (UK) Ltd. and is filed with this circular.

*Intercorporate Relationships*

E-Tech Namibia does not currently have any subsidiaries.

### GENERAL DEVELOPMENT OF THE E-TECH NAMIBIA BUSINESS

*History*

E-Tech Namibia was incorporated on March 25, 2015. It is advancing its business through its wholly-owned Eureka Project ("EPL 6762"). The Eureka Project is situated in the Karibib District of the Erongo Region, Namibia. The Project sits within state owned "Eureka Farm 99". E-Tech Namibia acquired the Eureka Project licence by entering into the KGD MOU wherein E-Tech Namibia agreed to:

- pay an initial non-refundable payment of £7,500 (exclusive of VAT) to KGD (the "**Initial KGD Payment**"), which has been paid in full at this time;
- pay a second non-refundable payment to KGD of £7,500 (exclusive of VAT) for the successful completion of phase 1 and excision of the area of Interest into a new exclusive prospecting license (the "**Second KGD Payment**"), of which £3,250 has been paid at this time;
- pay a third non-refundable payment to KGD of £50,000 (exclusive of VAT) upon successful completion of phase 2 and commencement of a pre-feasibility study (the "**Third KGD Payment**");
- pay KGD a royalty of 1.5% of the gross value of products sold from mining the deposit until production is terminated (the "**KGD Royalty**").

The Eureka Project licence was excised from KGD's original EPL parcel with assent to the division of the parcel from Namibia's Ministry of Mines & Energy received on June 12, 2017. The Eureka Project licence was initially awarded to E-Tech Namibia for a three-year term on February 12, 2018 for the purpose of exploring for base and rare metals, industrial minerals, nuclear fuel minerals and precious metals. On February 12, 2021, EPL 6762 was renewed on July 20, 2021 from the Ministry of Mines and Energy of Namibia and expires July 19, 2023.

Upon the successful conclusion of a prefeasibility study ("**PFS**"), the Eureka Project can progress to definitive feasibility studies and mine development. At this time, the Third KGD Payment will be owed. The Resulting Issuer will assume the obligation of E-Tech Namibia with respect to the KGD Royalty as well as any outstanding obligations remaining with respect to the Second KGD Payment, and Third KGD Payment.

An Environmental Clearance Certificate ("ECC") to undertake prospecting activities was originally granted to E-Tech Namibia on behalf of KGD on November 30, 2016 by Namibia's Ministry of Environment & Tourism. Following the issuance of the Eureka Project licence to E-Tech Namibia, an updated ECC to undertake prospecting activities was granted on August 3, 2018 with a three-year term ending August 2, 2021 and a further updated ECC was granted on August 23, 2021 which expires August 23, 2024. The ECC was undertaken by Alex Speiser Environmental Consultants CC who will carry out bi-annual environmental status reports on the EPL.

The Resulting Issuer has proposed an exploration plan with a budget of $2,603,400. For additional information see the sections headed "*Information Concerning E-Tech Namibia - Eureka Project Description - Current Exploration and Development Activities" and "Information Concerning the Resulting Issuer – Available Funds and Principal Purposes - Principal Purpose of Funds".*

ASEC undertook the Environmental Impact Assessment ("EIA") process to compile an Environmental Scoping Report and Management Plan for the proposed exploration activities on EPL 6762. E-Tech Namibia continues to retain ASEC to carry out bi-annual environmental status reports on the EPL. The environmental aspects associated with the E-Tech Namibia's exploration activities have been successfully identified, assessed, and deemed to be of very low impact as part the completed EIA Scoping report. The company continues to successfully instate relevant mitigation measures that were identified in the EMP.

E-Tech Namibia entered into the Prospecting Activities MOA on September 5, 2016 with the state appointed farmer under Section 52 of Act No.33 of the Minerals (Prospecting and Mining) Act, 1992. This law stipulates that a prospector shall be granted access and may undertake prospecting activities, including pitting (excluding soil sampling), trenching and drilling operations by means of percussion and/or diamond drills. Under this agreement E-Tech Namibia is obligated to pay a reconnaissance prospecting phase fee of N$2,500 per month. This obligation, and the Prospecting Activities MOU, will be assumed by the Resulting issuer.

Upon listing of the Resulting Issuer, the Prospecting Activities MOU will remain valid for the period of validity of EPL 6762 – until July 19, 2023.

On October 10, 2020, E-Tech Namibia entered into the Share Exchange Agreement with, *inter alios*, Battery Road to complete the Transactions which would constitute Battery Road's Qualifying Transaction pursuant to the policies of the Exchange.

## NARRATIVE DESCRIPTION OF THE E-TECH NAMIBIA BUSINESS

### Technical Glossary

"**Actlabs**" means Activation Laboratories Ltd.;

"**MME**" means Ministry of Mines and Energy;

"**MET**" means Ministry of Environment and Tourism;

"**BGS**" means Baker Geological Services Ltd;

"**CP**" means Competent Person;

"**CPR**" means Competent Person Report;

"**DD**" means Diamond Drilling;

"**DGPS**" means Differential GPS;

"**ECC**" means Environmental Clearance Certificate;

"**EIA**" means Environmental Impact Assessment;

"**EPL**" means Exclusive Prospecting Licence;

"**ERL**" means exclusive Reconnaissance Licences;

"**HREE**" means heavy rare earth elements;

"**JORC Code**" means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia, as amended;

"**LREE**" means light rare earths elements;

"**Mid REEs**" means the fifteen "lanthanide" elements near to the base of the Periodic Table, plus Scandium and Yttrium;

"**Minerals Act 1992**" means Minerals (Prospecting and Mining) Act, 1992;

"**MLs**" means mining licences;

"**MDRLs**" means mineral deposit retention licences;

"**NdPr**" means neodymium and praseodymium;

"**OK**" means Ordinary Kriging;

"**PFS**" mean Prefeasibility Study;

"**QAQC**" means Quality Assurance/Quality Control;

"**REE**" means Rare Earth Elements;

"**RLs**" means reconnaissance licences;

"**RC**" means Reverse Circulation;

"**TREO**" means Total Rare Earth Oxide;

"**WMC**" means Western Mining Corporation.

E-Tech Namibia is a mineral exploration company with exploration operations on the Eureka Project located in the Erongo Region, Namibia. The primary business of E-Tech Namibia is advancing it's Eureka Project through its wholly owned EPL 6762.

*Background on REE market*

REE include the fifteen "lanthanide" elements near to the base of the Periodic Table, plus Scandium and Yttrium. They are all chemically similar and occur in the same host minerals. REE are not that rare, similar in crustal abundance to Tin and Lead, but because of their geochemical properties, the REE are typically dispersed, making minable concentrations of them rare. REE are categorised into LREE (Lanthanum to Samarium) and HREE (Europium to Lutetium). The latter are less common and consequently more expensive but are used in a lot less quantities compared to LREE.

REEs have unique chemical behaviours. This makes them indispensable and non-replaceable in many electronic, optical, magnetic, and catalytic applications.

| **Main Light Rare Earth Elements** | **Examples of LREE Applications** |
|---|---|
| Lanthanum | Batteries, chemical catalyst, hydrogen storage alloys in fuel-cells |
| Cerium | Auto-catalysts, chemical catalyst, glass polishing, metal alloys |
| Praseodymium | High power magnets in EV motors & wind turbines, speakers, robotics |
| Neodymium | High power magnets in EV motors & wind turbines, speakers, robotics |
| Samarium | High temperature permanent magnets |
| Europium | Fluorescent lighting, plasma and LEDs screens |

| | |
|---|---|
| Gadolinium | Medicine: magnetic resonance imaging (MRI) contrast agent |

*REE Supply*

In 2020, global rare earth production was estimated to be 240,000 tonnes rare earth oxide (REO). In 2019, this was estimated to be 213,000 tonnes. China accounted for 60% of the production in 2020, with six state owned enterprises forming the majority of supply (Roskill).

Production has more than doubled in 10 years from approximately 100,000 tonnes REO to 240,000 tonnes in 2020.The growth in the REE market has been led by higher volume, but lower value, Cerium and Lanthanum with their widespread use in glass polishing and chemical catalysis applications. Notably, there has also been steady growth by the lower volume, but higher value, magnet metals Nd and Pr. Mid REEs (Sm, Eu, Gd), and HREE (Dy, Tb, Y and other) have seen modest volume growth in comparison to the LREE (La, Ce, Pr, Nd).

*The EV Market*

Adamas Intelligence forecasts that global annual EV sales will increase from 4.3 million units in 2018 to 12.5 million in 2025 and 32 million in 2030. With upwards of 80% of all EVs projected to use permanent magnet traction motors in the years ahead, the rapid rise in EV sales is expected to fuel a projected 350% increase in demand for rare earths used in EV traction motors between 2018 and 2025, and a further 127% increase in demand between 2025 and 2030.

*Pricing of REEs*

Individual REE metals, REO, and other REE compounds are not sold on international metal markets but instead are determined by intermediate traders and end buyers, akin to other minor metals and industrial minerals.

REE mineral concentrate is the first point along the supply chain that value can be realised from a mine. Added value comes from intermediate “cracking” of the concentrate to a more valuable mixed REE compound. Further added value is achieved from the separation of the individual REO from the intermediate product. Additional value-add is achieved from converting to metal or other customer specific compounds.

In terms of the initial ore mineral concentrate, prices are dictated by their contained TREO distribution and content (i.e. the contained TREO grade, and the basket price of the proportions of the individual REO making up the TREO.) The contained REO basket price is used as a basis for payability reduction, typically discounted by approximately 60-70% taking into account the processing costs required to attain those separated REOs.

## EUREKA PROJECT SUMMARY

*Property Description and Location*

The Eureka Project is situated in the Karibib District of the Erongo Region, Namibia. The Eureka deposit lies within Exclusive Prospecting Licence (“**EPL**”) number EPL 6762; which covers Eureka Farm 99 and Sukses Farm 90 and encompasses a roughly rectangular area totaling 3,474 ha. Coordinates for the EPL (both Lat-Long and WGS 84 UTM Zone 33S) are provided in Table 1 and shown in Figure A.

**Table 1: Licence coordinates for EPL 6762.**

| POINT | LONGITUDE | LATITUDE |
|---|---|---|
| 1 | 15.23110479 | -22.00832942 |
| 2 | 15.24990324 | -22.00000013 |
| 3 | 15.27896487 | -22.00009618 |
| 4 | 15.27914855 | -22.06510977 |
| 5 | 15.23121859 | -22.06518448 |
| POINT | UTM X | UTM Y |

| | | |
|---|---|---|
| 1 | 523855.687 | 7559939.922 |
| 2 | 523853.486 | 7566233.066 |
| 3 | 525795.291 | 7567151.954 |
| 4 | 528795.053 | 7567136.137 |
| 5 | 528795.053 | 7559939.922 |

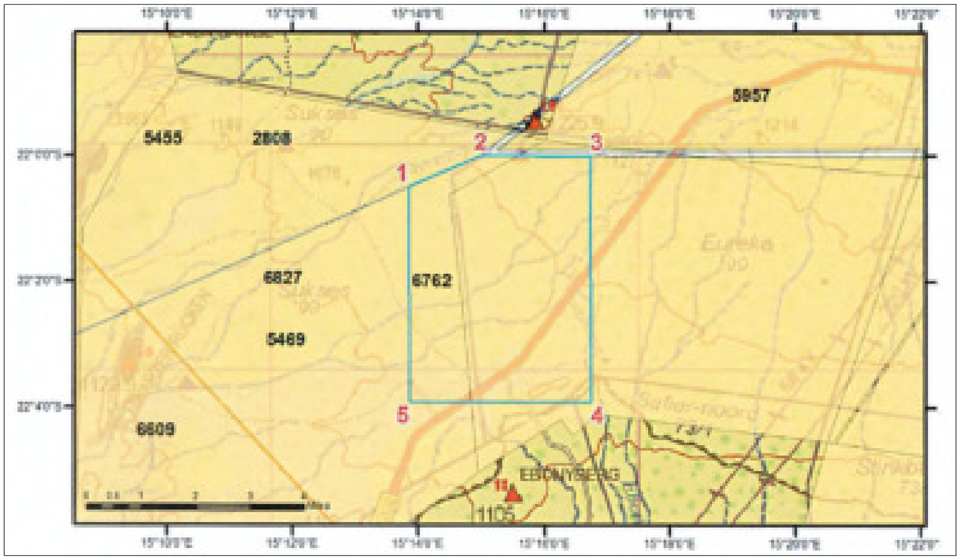



**Figure A: EPL 6762 outlined**

*Surface Rights and Exploration Access*

The Project sits within state owned "Eureka Farm 99". E-Tech Namibia entered into a compensation agreement on September 5, 2016 with the state appointed farmer under Section 52 of Act No.33 of the Minerals (Prospecting and Mining) Act, 1992 which stipulates that the Prospector shall be granted access and may undertake prospecting including pitting trenching and drilling operations by means of percussion and/or diamond drills.

EPL 6762 was then awarded to E-Tech Namibia on February 12, 2018 for a 3-year duration; and for the exploration of base and rare metals, industrial minerals, nuclear fuel minerals and precious metals until February 12, 2021. EPL 6762 was renewed on July 20, 2021 from the Ministry of Mines and Energy of Namibia and expires July 19, 2023.

*Environmental monitoring*

An ECC to undertake prospecting activities was originally granted to E-Tech Namibia on behalf of KGD on November 30, 2016 by the Ministry of Environment & Tourism, Namibia.

Following the issuance of EPL 6762 to E-Tech Namibia, an updated ECC to undertake prospecting activities was granted to E-Tech Namibia on August 3, 2018 by MET, Namibia, for a 3-year duration until August 3, 2021. The initial EIA and ECC application was completed by Alex Speiser Environmental Consultants (CC), who performance bi-annual environmental status reports for the ECC and the EPL. A renewal ECC application will be submitted 90 days prior to the ECC renewal date of August 2, 2021.

An ECC renewal application was filed on June 2, 2021 and a further updated ECC was granted on August 23, 2021 which expires August 23, 2024. Environmental Impact Assessments and ECC's are regulated by the MET in terms of the Environmental Management Act, 7 of 2007 which was gazetted on December 27, 2007 (Government Gazette No. 3966).

The initial EIA and ECC application, the update and the renewal was undertaken by Alex Speiser Environmental Consultants CC ("ASEC"). ASEC undertook the Environmental Impact Assessment ("EIA") process and to compiled an Environmental Scoping Report and Management Plan ("EMP") for the proposed exploration activities on EPL 6762. E-Tech Namibian continues retain ASEC to carry out bi-annual environmental status reports on the EPL. The environmental aspects associated with the E-Tech Namibia's exploration activities have been successfully identified, assessed, and deemed to be of very low impact as part the completed EIA Scoping report. The company continues to successfully instated relevant mitigation measures that were identified in the EMP.

No environmental liabilities have been identified by the work undertaken to date.

## EUREKA PROJECT DESCRIPTION

### Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Eureka REE Project is situated in the heart of the Erongo Region of Namibia, the "mining corridor of Namibia". Neighbouring mines in the region include Rossing Uranium, Navachab Gold, Afritin Tin, Namib Lead Zinc. The Site is situated in flat semi-arid topography 35 kms west of the town of Usakos in the Erongo District of Namibia. The Site is directly connected by tarred road to both the capital Windhoek (250 kms), and the municipality of Swakopmund (100 kms), as well as the deep-water port facilities at Walvis Bay (140 kms). The B2 Trans-Kalahari Highway passes within 2 km of the Site.

Namibia has a warm desert to semi-arid climate with two distinct wet seasons either side of summer. The pre-summer rainy season runs from September and November and is much less intense than the post-summer rainy season which runs between February and April. The project area is rocky semi-arid desert terrain at the boundary between the Namib Desert and the Great Escarpment. The project area is flat, arid and climatically stable with very low rainfall even during the rainy seasons.

Namibia is mining-friendly, with a clear and transparent mining code for the entire project lifecycle (exploration, development and construction), and internationally recognized as one of the African continent's most social and politically stable jurisdictions.

Namibia is bordered by South Africa to the South, Angola to the North and Botswana to the East. In addition, Namibia shares narrow sections of border with Zambia and Zimbabwe along the Caprivi Strip and it is possible to enter Namibia by road from a number of locations. Namibia has a well-established road infrastructure with the majority of towns and communities accessible by a network of well-maintained gravel trunk, main and district roads totalling a distance of some 48,100 km, including 4,500 km of tarred roads.

Namibia has well-established infrastructure with paved highways, railway, power and water all in close proximity to the project. A high tension, 200 kV AC, power lines run in close proximity to the Project, with a substation approximately 10 km to the SSE. The Trans-Kalahari and the Trans-Caprivi highways provide tarred road links between the Namibian port of Walvis Bay on the Atlantic coast, and landlocked neighbouring countries. The Trans-Kalahari highway passes within 2 km of the project site providing direct access to the capital Windhoek as well as port facilities at Walvis Bay. The Project is 250 km by road from the capital Windhoek, a journey of approximately 2.5 hours.

Namibia's railway network is managed by TransNamib Holdings Ltd. and comprises some 2,380 km of 1.067 m narrow gauge railway lines. The main line runs from the South African border at Ariamsvlei, through Windhoek and terminates at Walvis Bay, passing within 4 km of the project site.

There are daily direct air links to Namibia through Johannesburg, Cape Town, Frankfurt, Harare, Addis Ababa, Doha and Luanda. Namibia has three international airports; Hosea Kutako, Eros and Walvis Bay with Hosea Kutako airport (30 km east of Windhoek) handling the vast majority of international flights. Walvis Bay is the main deep-water port in Namibia, with a smaller secondary port at Luderitz. The port of Walvis Bay has a depth of 12.8 m and can accommodate container vessels with a maximum capacity of 2,400 tonnes. A new cargo and container quay wall which is 500 m in length with a channel draft of 8.15 m, and which can accommodate vessels up to 150 m in length, has recently been completed at Walvis Bay Harbour. The majority of Namibia's exports and imports travel through Walvis Bay, typically from/to southern, western and central Africa and Europe.

Namibia has a strong history of mining and exploration; skilled professionals and drilling and exploration services are readily available within country. The country's local mining skill set is of a high standard, with an extensive literate and multi-lingual workforce. Local labour is easily sourced, either from the farms within the permit area, or from the larger towns of Usakos and Swakopmund. Namibia has a strong history of mining and exploration, with significant exploration and mining for Uranium conducted within the area. This means that skilled professionals, as well as drilling and exploration services are easily sourced within country. High tension, 200 kV AC, power lines run close to the Site, with a substation approximately 10 km to the SSE.

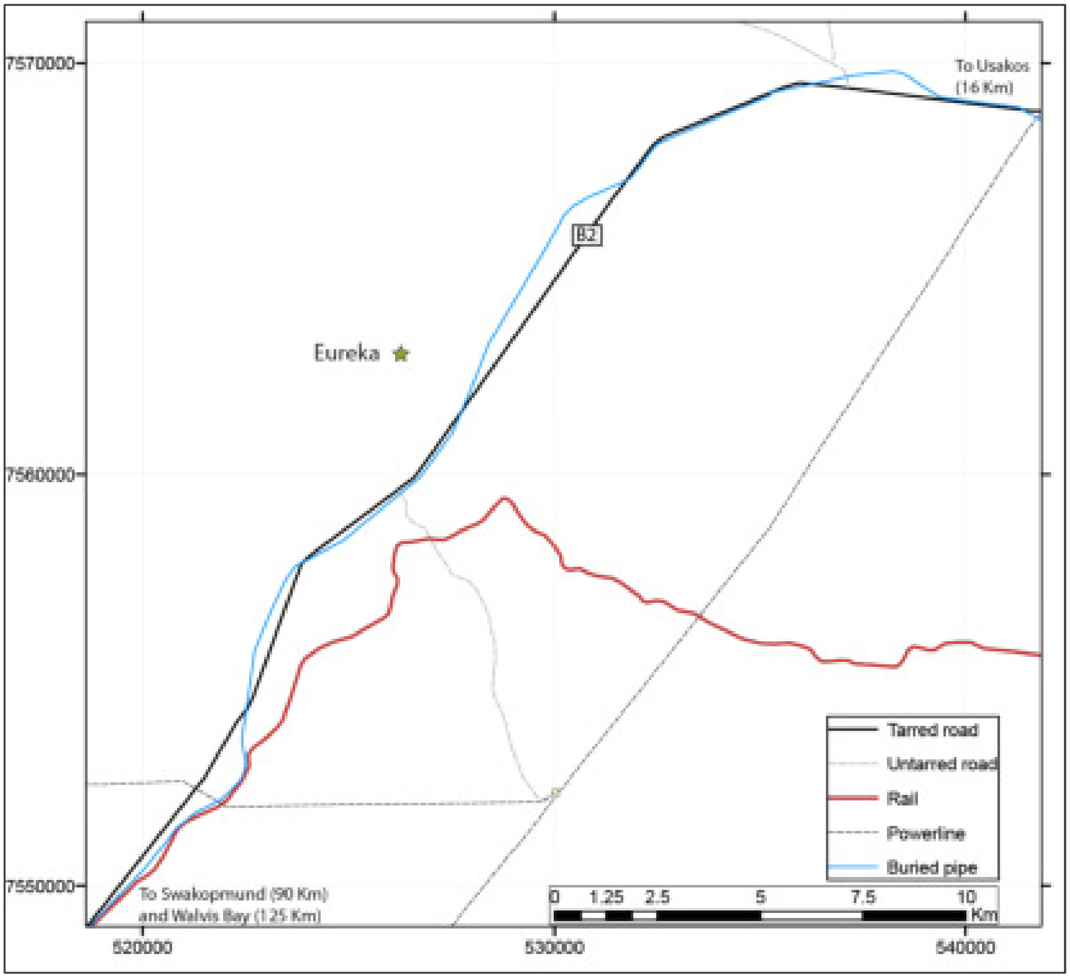



**Figure B: Eureka Project local infrastructure.**

*History of the Eureka Project*

1960s - When the Eureka Deposit was first described in the 1960s, the exact nature of the deposit was unknown. Carbonatites, an unusual type of volcanic rock known to host REEs, were not well understood at the time. However, even 50 years ago, the presence of unusually large (+10cm) monazite crystals (a well-known REE ore) in a carbonate (dolomite) host rock was a noteworthy occurrence.

1980s - During the mid-1980s the Eureka Deposit was drilled for the first time by WMC. This occurred at the same time as WMC's Olympic Dam project in Australia was gaining increasing attention and traction. At the initial drilling, only a handful of shallow 20 m holes were sunk at the Eureka Deposit, intersecting a series of steeply angled carbonatite veins (known as dykes) to 5 m in width. WMC declared a modest grade tonnage estimate of 30,000 tonnes at 6% TREO from their shallow probing. The market for REE in the mid-1980s was not strong (pre-Nd magnets), and with WMC preoccupied by their other assets, the Eureka Deposit was momentarily forgotten, and remained a mineralogical curiosity for the size and quality of the monazite crystals.

2000s - In the 2000s, the Eureka Deposit fell under the licence areas of Australian listed company Reefton Mining. Reefton Mining held a swath of licences in Namibia for a range of commodities and the Eureka Deposit remained neglected and untested during the first REE boom (2008-2013).

*Geology Setting - The regional, local and property geology.*

The Project is located within the Southern Central Zone of the Neoproterozoic Damara Belt. The intrusive that hosts the mineralisation at Eureka was emplaced at a similar time to the regional granites, it is the only currently known alkaline intrusion related to the Damara Orogeny. The intrusives that host the mineralisation at Eureka have been dated as being emplaced at a similar time to the regional granites, with an emplacement age of 548 ± 4 Ma (Gonçalves et al., 2017) and is the only currently known alkaline intrusion related to the Damara Orogeny.

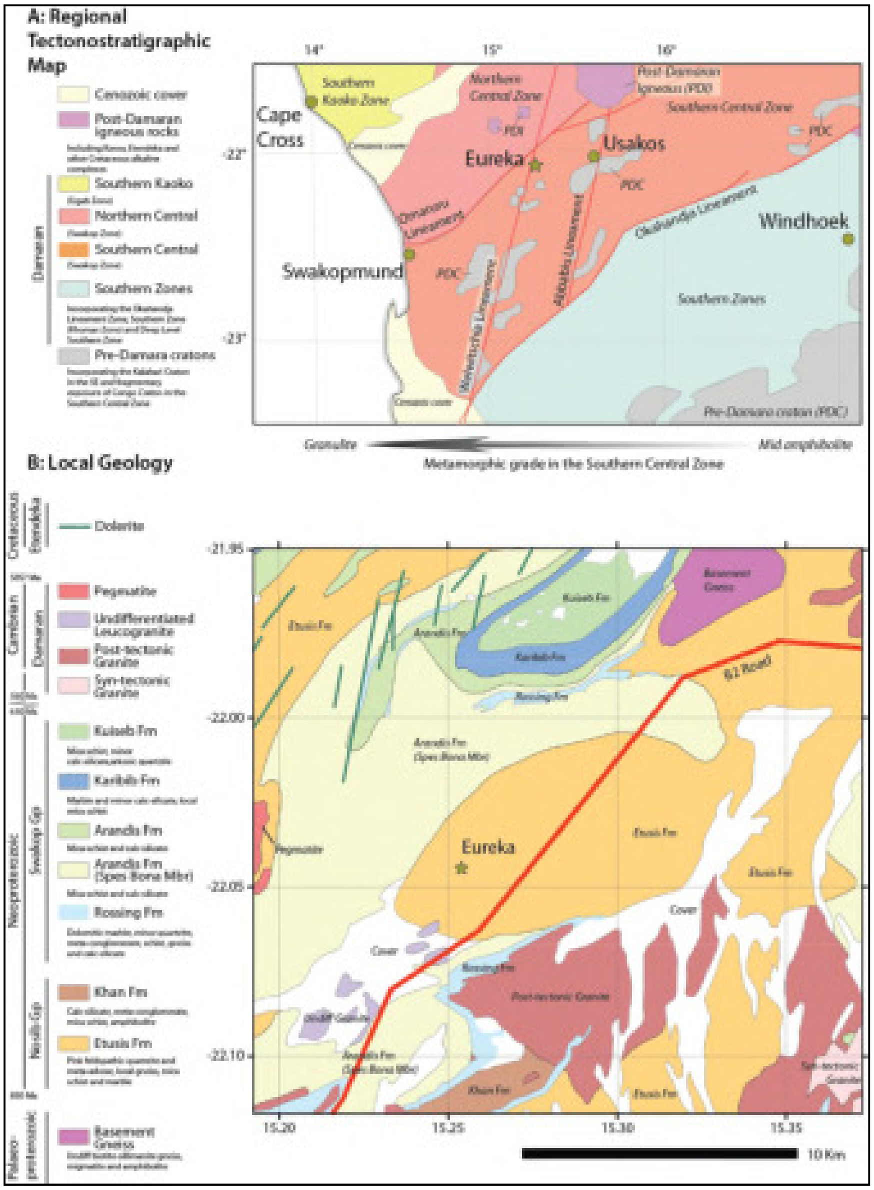



**Figure C: Geological context of the Project, Miller (2008) and Corner (2008)**

At least 14 REE-bearing dolomite carbonatite dykes have been identified at Eureka intruding quartzo-feldspathic and calc-silicate rocks of the Etusis and Khan formations respectively. These dykes are generally greater than 0.5 m thick and there are many additional thinner veinlets of the same material. These dykes are principally composed of coarse (1–2 mm) dolomite, with a variable abundance of monazite (~1 mm to >7 cm), magnetite, graphite, calcite, hematite and minor quartz. Locally, the dykes are surrounded by a thin selvage of skarn-like rock comprising diopside, actinolite, monazite, and graphite.

*Exploration History*

Exploration work undertaken by E-Tech Namibia

2016 - During Q4 2016, E-Tech commissioned a ground magnetic and radiometric survey over the Eureka Deposit area. In addition to known outcropping areas of carbonatite, this work generated a number of targets to be followed up by drilling.

2017 – In Q1 March 2017, E-Tech completed 19 reverse circulation drillholes for a total of 610 m. Surveying of the holes was undertaken by Terratec Geophysical Services, and included downhole geophysical and Optical Televiewer ('OTV') surveys to create a detailed visual and geophysical map of each drillhole.

In Q3 2017, following the completion of the initial geophysical surveys and drilling, a gravity orientation study was completed to define the gravity response of the mineralised carbonatite dykes and identify other potential targets in the proximity of the known outcropping mineralisation. The magnetic, radiometric and gravity surveys were able to identify anomalies associated with known mineralisation and provide targets for further exploration.

2019 - During Q2 2019, E-Tech undertook 1.2 km of trenching, following up on the new targets generated from the reverse circulation drilling and geophysics. In conjunction, E-Tech carried out reconnaissance mapping of the area around the known mineralisation, finding mineralised samples approximately 250 m along strike of known mineralisation and two new mineralisation targets respectively 150 and 500 m to the south of known mineralisation. Alongside this work, an aerial topographic imagery survey was carried out, covering an area of approximately 1.5 x 1.0 km, centred on the known mineralisation.

2020 – In Q4 2020, E-Tech undertook a second trenching programme which commenced in the latter half of November 2020; 17 trenches were completed covering a total of 2.45 km. The trenches were designed to test the eastern part of Zone 1 where the current resource model is expected to continue along strike in a south easterly direction; and they extended to the southwest. The majority of the trenches were planned to provide more comprehensive coverage on Zone 3 and extend the trenched area to the south and east.

2021 - A 3.3 km RC drilling programme which was completed between December 2020 and August 2021. This represented 2.3 km less than originally planned as some of the deeper RC drillholes testing produced undesirable wet RC samples which meant it was not possible to properly drill and sample to the desired depths. Due to this operational constraint, diamond drilling recently commenced to provide the deeper planned drilling intersections.

Metallurgy and processing work undertaken by E-Tech

Q4 2016 - E-Tech collected a 300 kg bulk sample for metallurgical testing. A representative 100 kg crushed split of this sample was submitted to SGS Mineral Services, UK ("SGS") for gravity release analysis over a range of size fractions. Liberation of the REE ore mineral (monazite) occurred at all size fractions tested, with the best liberation characteristics below 250 µm and the best concentration of monazite achieved in the -125 to +75 µm size range (with ~75% recovery to gravity concentrate). Of the original 100kg, 90 kg was milled to 250 µm and processed on a Holman 2000 shaking table. A firstpass recovery of 65% to gravity concentrate was achieved on the unwashed grind for the majority of REE tested. Subsequent dry, low-intensity, magnetic separation of the gravity concentrate further increased the concentrate grades from 46.98% to 59.31% TREO, through the removal of magnetite. Using the low intensity magnet, 99% of the magnetite was removed without loss of REE. SGS provided recommendations for improved recovery by further milling, washing and processing of middlings and tailings with a combination of gravity and magnetic separation.

Following the initial metallurgical testing program, a number of samples of the gravity and magnetic separation concentrates were submitted to Actlabs (Canada) for umpire analysis. The original concentrates produced by SGS were analysed at Wheal Jane Laboratories by the ICP-OES method. This method has known limitations with accurately measuring actinides, such as Th and U, which are of specific importance for rare earth projects as levels of these contaminants have implications for processing and transport of a final concentrate. The umpire analysis provided comparable REE grades but significantly lower values for Th and U which were closer to the values expected from spot analysis of monazite grains by LA-ICPMS ("Laser Ablation Induced Coupled Plasma Mass Spectrometry").

In addition to the umpire analysis, a sample of the magnetic concentrate produced by SGS was subjected to a second pass of dry magnetic separation by E-Tech staff and then submitted to Actlabs for analysis. The second pass magnetic separation also showed improved recovery over the single pass separation employed by SGS.

During Q4 2019, E-Tech collected a 1 tonne bulk sample of carbonatite from a fresh test pit (excavated during Q2 2019) on Area 1. The sample was collected in the same manner as outlined above for the Q4 2016 metallurgical testing. The bulk sample was submitted for further metallurgical testing and was sent to Bond Mining Equipment of Klerksdorp, South Africa. The aim of this test work was to further develop and optimise the processing flowsheet design for a potential gravity plant at the Eureka Project location.

*Mineralisation*

Mineralised dykes and veins occur in four areas termed ‘Zones 1–4’. Zones 1 and 2 contain the same dykes and are separated by a dry river bed. Zone 3 occurs some 200 m south of Zones 1 and 2 and Zone 4 is located approximately 500 m south of Zone 3. Figure D shows the location of carbonatite dykes (purple lines), outcrop (purple circles) and trenches; green and cream dots indicate exposure of calc-silicate rocks and Etusis Formation rocks, respectively. The colour overlay represents the results of a radiometric survey.

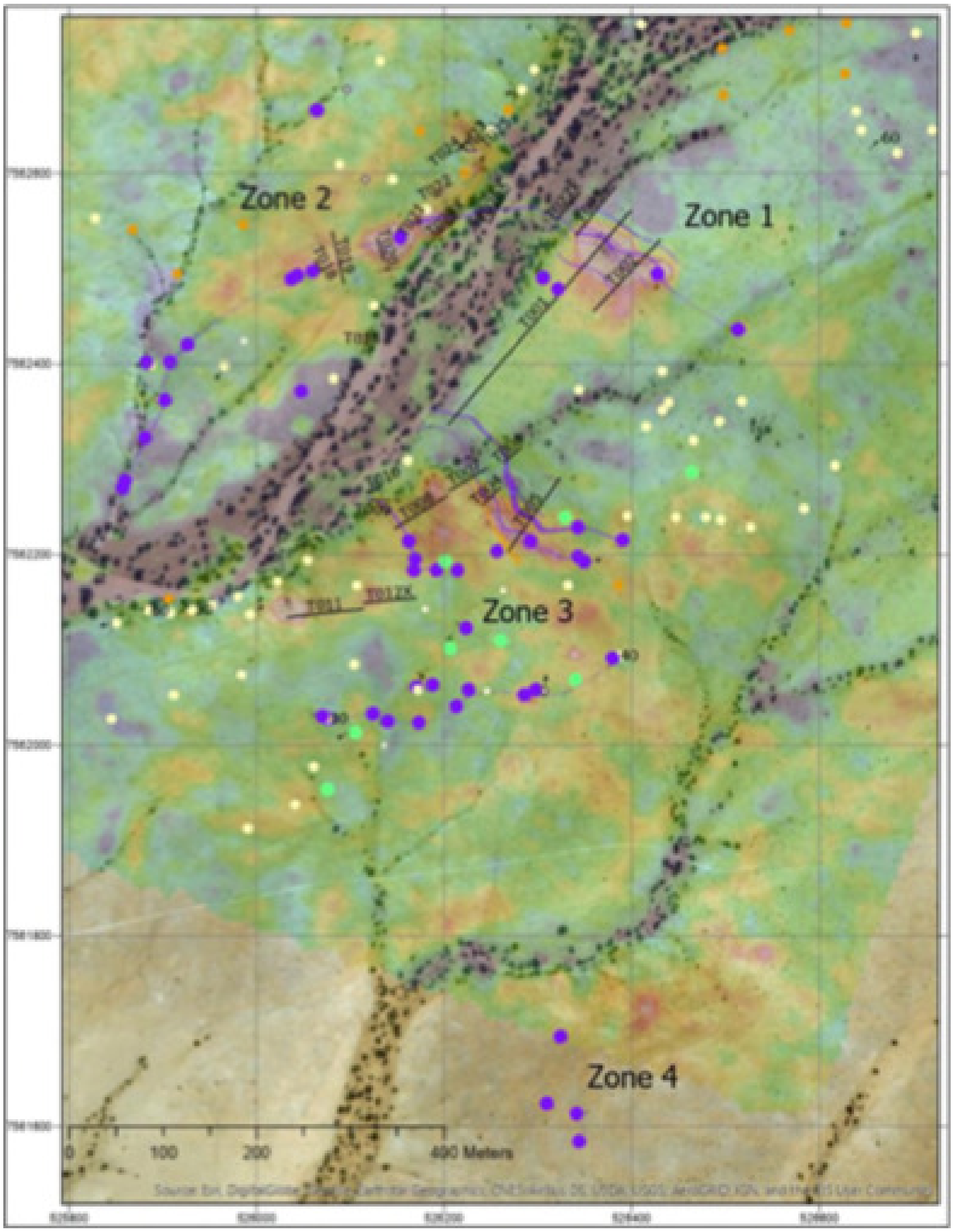



**Figure D: 1:5000 map of Zones 1–4,**

Zones 1 and 2

Zone 1 contains 3 major mineralised dykes, locally connected by at least 3 thinner veins. At Zone 2, trenching was less extensive, but at least three individual dykes occur. Two are 10 m apart, while a third occurs approximately 30 m further north. Trenches and limited drilling data from the dry riverbed between Zones 1 and 2 suggest that the dykes in each zone are connected along strike as shown in Figure D above.

The true thickness of the dykes in Zones 1 and 2 varies between 0.5 and 4 m. At Zone 1, drilling intercepts indicate the dykes dip at 75° to the north. At Zone 2, drilling intercepts indicate the dyke dips at 75° to the south.

Carbonatite from Zone 1 is relatively fresh, brown/ dark brown in colour and is of medium grain size. It is very rich in monazite, with the largest grains reaching up to 30 cm but most, on average, are around 1–2 cm (Figure F).

Zone 3

Zone 3 occurs approximately 250 m south of Zones 1 and 2. At least 5 carbonatite dykes have been identified in outcrop and trenches in Zone 3, as well as some additional thinner carbonatite veins. Approximately 100 m to the south of the Zone 3 trenches are a series of E-W striking mineralised carbonatite outcrops shown in Figure D which represents additional exploration potential.

Mineralisation in Zone 3 is less uniform than in Zones 1 and 2. The central dyke is monazite-bearing over a distance of 75 m, the other dykes are also mineralised to a lesser extent. The monazite-bearing dyke is approximately 2.5 m thick and dips 75° to the southwest. Pegmatite dykes also occur in Zone 3, aligned approximately NW-SE.

Zone 4

Zone 4 is located approximately 500 m south of Zone 3. It comprises an area of carbonatite outcrop with associated high scintillometer count rates, offering considerable exploration potential. At present, however, limited trenching has taken place in Zone 4 but samples will not be assayed until further the Transaction is complete.

**Figure E: Monazite grains (orange) in a dolomite matrix (dark brown).**

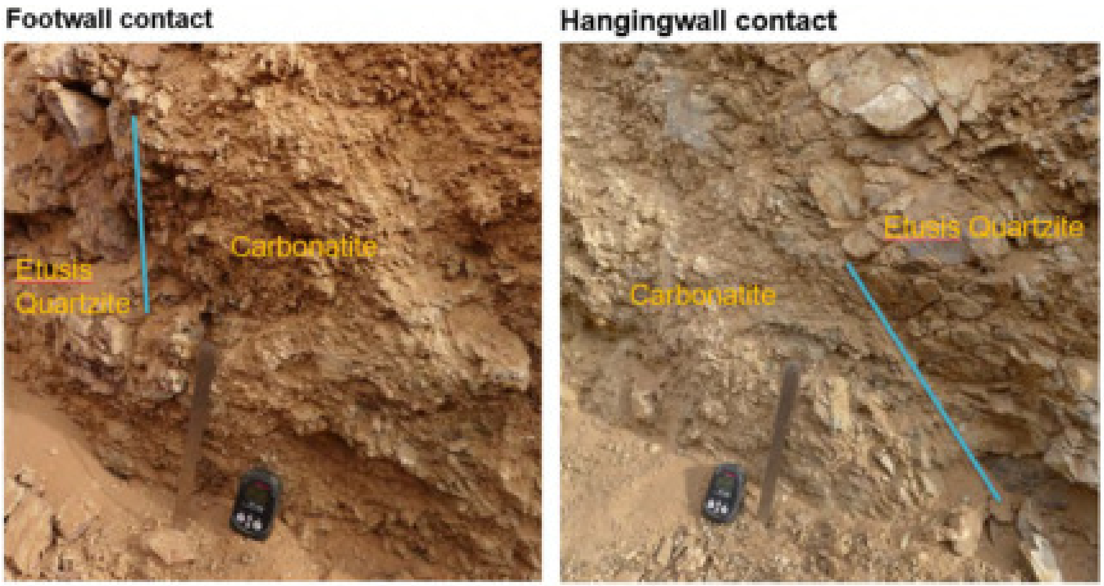



**Figure F: Trench cutting of weathered carbonatite.**

Drilling

In March 2017 19-hole RC drilling campaign (totaling 610 m) were drilled. Drilling was undertaken by Hammerstein Mining & Drilling cc. using a conventional RC rig with onboard compressor. Drilling used a 133 mm diameter hammer; a sample was collected from each drilled metre using a labelled woven sack before splitting. Holes were cased using steel casing to solid ground (typically 3 m), sufficient casing was left above ground to allow the collar ID, depth, azimuth and end of hole depth to be welded to the casing to permit easy identification of holes in the field. A variable drill spacing has been used during the drilling campaign based on the scale and complexity of surface outcrop for each zone. An approximate 30 m spacing has been used for Zone 1, 15 m for Zone 2 and 25 m for Zone 3. Collars were initially located using a handheld Garmin 62s GPS, and subsequently captured by DGPS with a locational accuracy of <20 cm.

An additional 3.3 km RC drilling programme was completed between December 2020 and August 2021. Seven RC drillholes were completed in Zone 1 stepping back to provide deeper intersections. 16 RC drillholes were completed in Zone 3 significantly improving the coverage achieved in the earlier 2017 drilling campaign which was used for the MRE. Three of the Zone 1 RC drillholes were stopped before reaching target depth upon encountering wet samples, due to this operational constraint, five diamond drillholes were drilled starting in mid-June 2021, to provide the deeper planned drilling intersections.

Figure G shows the collar positions of the 2020 and 2021 RC drillholes (blue) and diamond drillholes (red) in relation to trenches and the collars of the RC drillholes used for the MRE (black). Rad Eye results, whilst not conclusive, suggest that a number of monazite-bearing dykes potentially have been intersected by the new RC drillholes. These intersects will only be confirmed to once assay results are obtained. The samples collected from the 2020-2021 RC and diamond drilling programmes will not be submitted for assay until the Transaction is complete.

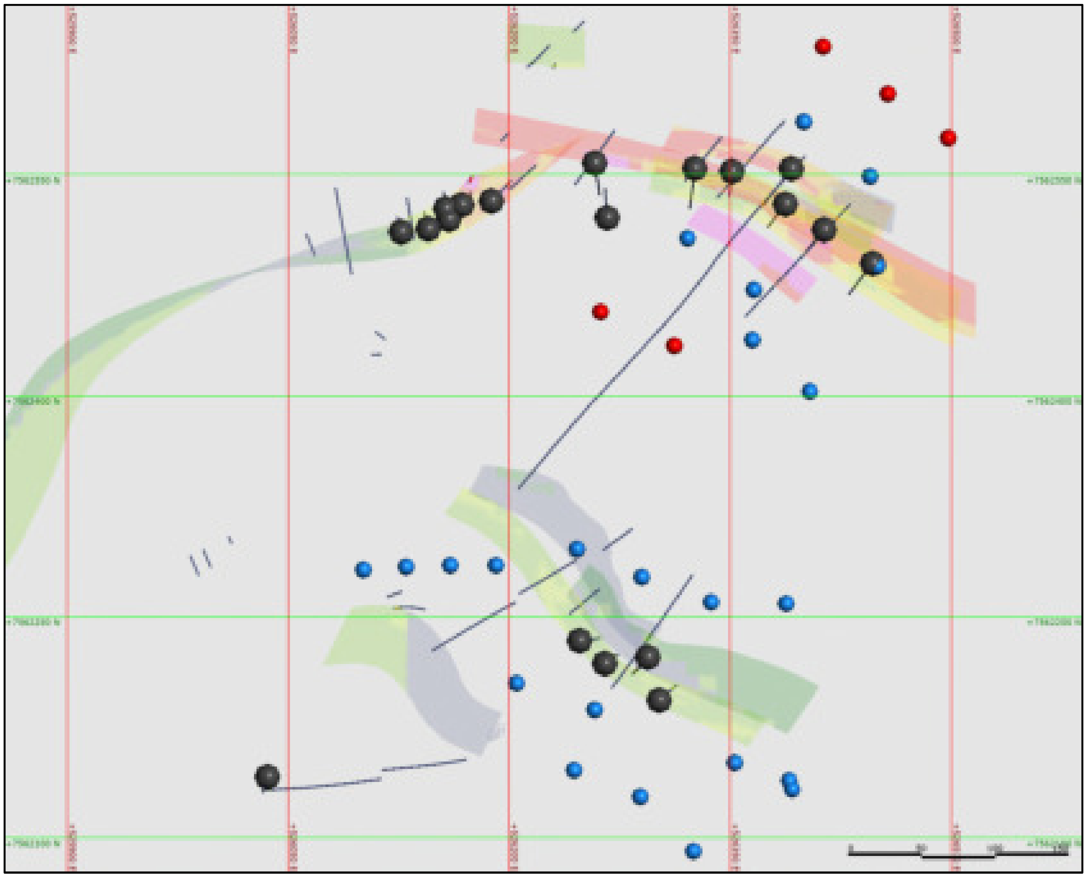


**Figure G: 2020-2021 RC and DD drilling locations with respect to MRE RC and trenching locations**

Logging

RC chips collected from each metre was logged for major rock type. In addition, scintillometer counts per second were recorded for each metre using a "ThermoScientific Rad Eye PRD" device to identify elevated radiation levels associated with carbonatite intervals. Each metre was also tested for reaction to dilute hydrochloric acid to help identify carbonate bearing lithologies. The weight of each sample sack was also recorded to monitor recoveries. A sample of the dust and washed chips for each metre were laid out into a chip pad and photographed, an example chip pad is shown in Figure H.


**Figure H: RC chip pad showing the dust and chips for each metre drilled. The third row demarcates carbonatite samples.**

Downhole Surveys

Immediately after the completion of 2017 RC drill program, down hole deviation, optical scanner and spectral gamma logging of all holes was completed by Terratec Geophysical Services. A downhole optical scan and spectral gamma plot through a typical mineralised horizon is presented in Figure I. These logs have been integral in helping E-Tech map the mineralised dykes as well as providing information about the nature of contacts and orientation of structures. The dykes give an increased gamma response above the relatively stable background signal and often have a subtle brown/orange appearance.

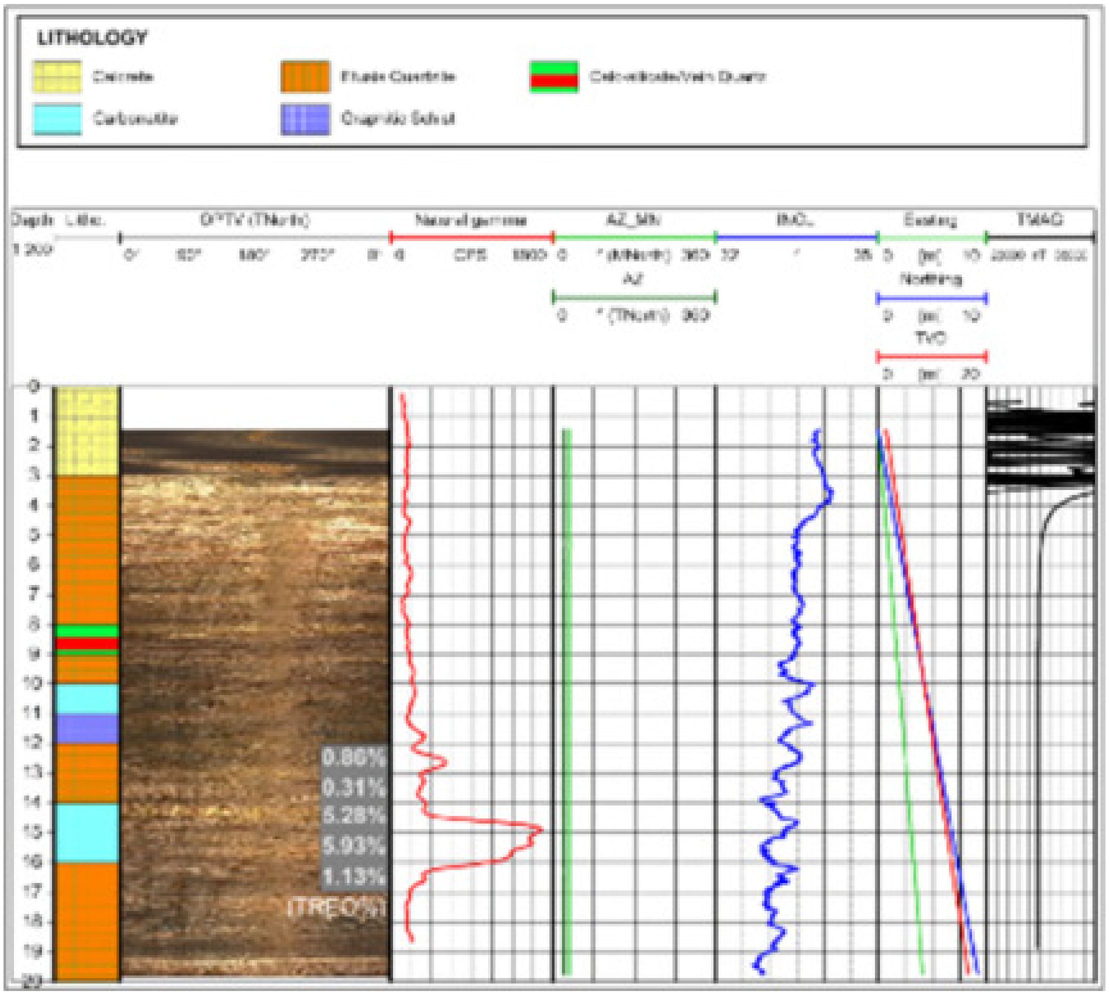



**Figure I: Downhole optical scan and gamma log through the mineralised carbonatite in hole EU008.**

The continuous downhole deviation survey, in conjunction with the DGPS unit used to locate the drillhole collars provides an accurate 3D position for the drillhole sample locations. The deviation data captured in the first 5 m of each hole has been disregarded due to the impact of the steel casing on the magnetic field readings.

*Sampling and Analysis*

Drilling Sampling Procedure

Sampling of RC chips from 2017 RC drilling was conducted in two stages. Each drilled metre was collected from the rig-mounted cyclone and then split in a 7:1 (8 way) splitter, the split fraction was then split again 1:1 (2 way) to create two approximately 2 kg sub-samples. One sample was retained as a reference sample for future work, the other sample was then collected as a laboratory sample stream. All sample bags were marked with the hole ID and the interval depth.

In the second stage, samples to be sent for assay were selected based on lithological logging (carbonatite) and/or elevated radiation (>60 cps typically). The selected samples were re-bagged into bags marked with a sample code and a corresponding sample ticket was placed into the bag with the sample. A sample sheet was created to catalogue the samples that had been selected for analysis which was entered into the company's database. The samples were laid out for submission, photographed and then sealed into rice sacks and submitted as a single batch.

Diamond drillcore from the 2020/2021 drilling campaign has been visually logged and stored in core boxes on site ready for core sawing and sampling to be undertaken when the Transaction is completed. Rad Eye results, whilst not conclusive, suggest that a number of monazite-bearing dykes potentially have been intersected by the new RC drillholes. These intersects will only be confirmed to once assay results are obtained. The samples collected from the 2020-2021 RC and diamond drilling programmes will not be submitted for assay until the Transaction is complete.

Trench Sampling Procedure

Sampling of the trenches was conducted for each metre along the length of the trench by creating 1 m composite chip samples for each interval. Approximately 3–4 kg of material was collected for analysis by channel sampling with a geologist's pick through the largely friable material exposed in the trenches. Each sample was assigned a unique sample code from a sample ticket book and a corresponding ticket stub was inserted into each bag. CRM, blank and duplicate samples were then inserted into the sample series following the same methodology as described for the RC drilling. The same analytical procedures described in the previous sections for RC samples is applicable to the trench samples.

Sample Preparation

Samples were transported to Windhoek by Dr Tim Smalley in a 4x4 vehicle covered by tarpaulin. Sample preparation was undertaken at Actlabs using the RX1 methodology. This sample preparation involves crushing the sample to 90% passing 2 mm, riffle splitting a 250 g sub-sample and pulverizing to 95% passing 105 µm. E-Tech staff conducted an inspection of the preparation laboratory prior to submission and found it to be clean and well organized.

Sample Analysis

After sample preparation, a 50 g pulp was submitted to Actlabs Ancaster- Ontario, Canada for REE analysis by method 8-REE. The analytical method is described below:

- Sample ground to 95%-200 mesh to ensure complete fusion of resistate minerals;
- Lithium metaborate/tetraborate fusion;
- Analysis by ICP-OES and ICP-MS; and
- Mass balance calculated as an additional quality control technique to ensure complete analysis.

Laboratory Accreditation

Actlabs Ancaster, Ontario is ISO 17025 accredited and/or certified to 9001: 2008

QA/QC Samples

Standards, blanks and field duplicates were added into the sample sequence every 15 to 20 samples. Two REE standards were used both of which were sourced from Geostats PTY. GRE-2 (4.31% TREO) and GRE-06 (41.71% TREO). Blank material was sourced locally from weathered marble material, taken from the Karibib Marble formation and is considered to be free from REE. Field duplicates were created by splitting the original sample into two sub samples, each of which was assigned a unique sample code and inserted into the sample stream. A total of 346 normal samples and 30 QA/QC samples have been submitted for analysis. In SRK's view, the sample collection methods used for RC drilling and trenching and the subsequent sample preparation methods are standard for exploration projects. The QAQC programme with an 8% submission rate is appropriate at this early stage whilst total sample numbers are relatively low.

Duplicate and Replicate Samples

Labelled duplicate sample meters of all holes drilled in the 2017 RC drilling campaign are locked in a shipping container at Farm Eureka 99. Labelled duplicate sample meters from the trenches dug in May 2019 are also stored in the same shipping container. Pulps and rejects are held at Actlabs Namibian Laboratory, Cobalt Street, Windhoek, Namibia. 150kg of metallurgical samples are stored in a locked shipping container at Truro Storage Containers, Chacewater, Cornwall, TR4 8NS, UK

*Mineral Resources and Mineral Reserves*

Baker Geological Services Ltd ("BGS") prepared a 3D block model for Area 1 from the Eureka Project and undertook statistical and geostatistical studies to determine appropriate interpolation parameters.

Grades of TREO%, and where possible, Th, U, La, Ce, Pr, Nd, Sm, Eu, Gd, Tb, Dy, Ho, Er, Tm, Yb, Lu, Sc and Y were then interpolated into the empty block model using Ordinary Kriging ("OK") with the following post estimation processes being completed:

- Slope of Regression calculation to enable an assessment of the quality of the estimate;
- Conversion of all REE to oxides;
- Calculation of the combined LREOs; and
- Calculation of the combined HREOs.

The resulting block model grades were validated through visual and statistical methods with the input data and estimated block model grades showing a good correlation to one another despite the limited amount of data available.

SRK Consulting Ltd. ("SRK") has reviewed and adopted the geological models, made spot checks of the drilling database entries against assay certificates and has classified and run pit shells on the block model. SRK has then undertaken the work required to determine the reasonable prospects for eventual economic extraction, by limiting the reported tonnage to a pit shell and by applying a suitable cut-off grade of 1.3% TREO which was based on:

- benchmarked cost parameters;
- a review of prevailing metal prices; and
- a review of E-Tech's expectations with respect to concentrate quality and pricing discounts.

SRK has then reported a Mineral Resource statement in accordance with guidelines and terminology given in the December 2012 Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves prepared by the Joint Ore Reserves Committee of the Australian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Minerals Council of Australia ("the JORC Code").

The JORC Code is recognized under NI 43-101 as an acceptable foreign code that governs the estimation and disclosure of Mineral Resources and Mineral Reserves. The JORC Code uses definitions and categories that are consistent with the International Reporting Template, published by the Committee for Mineral Reserves International Reporting Standards ("the CRIRSCO Template").

The Mineral Resource statement has been prepared by Mr Martin Pittuck, CEng., MIMMM, FGS who is a Qualified Person ("QP") according to the definition of this given in NI 43-101. Mr Pittuck is a full-time employee of SRK and is independent of Battery Road, E-Tech Metals and their subsidiaries. The statement is effective as of February 2, 2021.

The Mineral Resource statement is given in Table ES 1 below.

| Category | Tonnage (Kt) | Grade (%TREO) | Of which NdPrO* |
|---|---|---|---|
| Measured | - | - | - |
| Indicated | - | - | - |
| Inferred | 310 | 4.8 | 0.7 |

**Table ES 1: Eureka REE Project, Mineral Resource, February 2021**
*the sum of the individual %$Nd_2O_3$ and %$Pr_2O_3$ grades

E-Tech Namibia has previously completed cost effective exploration work on the Eureka Project resulting in a maiden Inferred Mineral Resource of 310 Kt at an average grade of 4.8% TREO which has reasonable potential to be economically exploited by open pit mining and small-scale mill and gravity circuits.

In terms of adding to the Mineral Resource, there are additional areas which warrant further mapping and trenching based on the area where geophysics has produced radiometric anomalies, and beyond this in the rest of the licence area. SRK has therefore also reported an Exploration Target of between 500 Kt and 1,500 Kt at a grade of between 2% and 5% TREO. The Eureka deposit's combination of monomineralic REE-ore composition, potential for low-cost concentrate production through conventional gravity processing, and favourable deposit accessibility and jurisdiction, present an attractive REE sector investment opportunity. While there remains considerable potential to increase the size of the deposit; it will be as important to de-risk the Project going forward by addressing the multidisciplinary aspects in a staged manner. SRK believes there is good potential to increase the Mineral Resource on the Project through additional exploration and develop the many technical-economic aspects towards favourable outcomes. Inferred Mineral Resources have a low level of confidence by definition, and infill drilling with better quality sampling is required to increase the level of confidence and classify Indicated Mineral Resources in order to advance the Project to a Prefeasibility Study. Whilst SRK expects this to succeed, there is no guarantee that the Inferred Mineral Resources will be converted to Indicated Mineral Resources following infill drilling. SRK is of the opinion that the E-Tech Namibia team has been prudent with plans and costs to date and has established relationships with employees and contractors which lend confidence to planning and budgeting at this stage.

*Current Exploration and Development Activities*

The Resulting Issuer expects to carry exploration programs on the Eureka Project mainly guided by recommendations from the NI43-101 Technical Report drafted by SRK. Following the milestone achievement of a maiden Mineral Resource estimate and the positive results from the initial metallurgical testing, it is recommended that the Project be advanced in a staged manner towards a Preliminary Economic Assessment Study ("PEA") contingent on results of each phase of work. Phase 1a work was budgeted at approx. $672,000 and the budget for Phase 1b, is dependent upon results of the Phase 1a work but is estimated to be $855,000 as outlined below:

| Phase | Timeframe | Description | Budget (C$) |
|---|---|---|---|
| 1a | Month 1 – 6 | Completion of drilling program, assaying of RC. Trenching and Diamond drilling samples | 215,000 |
| 1a | Month 4-6 | Updating of Inferred Mineral Resources and Technical Report. | 85,000 |
| 1a-1b | Month 1-14 | RC, Trenching and Core and sample storage | 20,000 |
| 1a | Month 1-6 | Assaying of samples collected in the 2020-2021 trenching, RC drilling and dd programmes. | 352,000 |
| 1a-1b | Month 1-14 | Wider early-stage exploration to identify new areas of interest for extension areas. | 300,000 |
| 1-1b | Month 1-14 | Follow up infill and extension drilling | 150,000 |
| 1-1b | Month 1-14 | Continued assaying and Metallurgical testing | 185,000 |
| 1-1b | Month 1-14 | Baseline Enviromental, ongoing monitoring and assessment | 60,000 |
| 1-1b | Month 6-14 | Compilation of updated resource | 160,000 |
| **Sub-total** | | | **1,527,000** |
| Corporate | Month 1-14 | Working capital, administration, contingency | 1,076,400 |

| | | | |
|---|---|---|---|
| 1a-1c | | | |
| **Total** | | | **2,603,400** |

Phase 1 of the development program is sub-divided as follows to allow for periodic review in a reasonable timeframe:

*Phase 1a: Continued Exploration and Mineral Resource Estimate Update*

This phase includes:

- Maintaining environmental monitoring.
- Metallurgical test work on representative composite samples for continuing beneficiation optimisation work.
- Completion of core logging, core sampling and assaying of samples collected form initial diamond drilling completed for depth extent.
- Assaying of samples collected in the 2020-2021 trenching and drilling programmes.
- Updating of the Mineral Resource estimate and technical report.

*Phase 1b: 12 month PEA programme*

*This phase includes:*

- 2,500 m of trenching and mapping in the area to the east of Zones 2, 3 & 4.
- Follow-up drilling and infill drilling: 4,000 m of diamond core drilling to test the depth extensions in Zone 1 and Zone 3, as well as selective infilling existing drilling whilst gathering structural and geotechnical data, based on results from Phase 1a.
- 3,500 m of RC Drilling to test the lateral and depth extent of newly identified targets, based on trenching results over Zones 2, 3 & 4.
- Regional early-stage exploration focused on identifying new areas of interest for possible further extension areas through field mapping, ground geophysics, ground truthing, trenching and initial RC drilling
- Metallurgical test work on material for continuing beneficiation optimisation work, based on results from Phase 1a.
- Marketing investigations to define the quality and specification of REE concentrate product and deliverable tonnages. Sending test material to interested offtake parties for independent assessment of price indicators. The potential of a value added intermediate “cracked” REE product to also be evaluated.
- Concurrent environmental monitoring and assessment, as well as stakeholder and community engagement.
- Updating of Mineral Resource Estimate targeting some Indicated Mineral Resources defined from the infill drilling, although there is no guarantee that this will be achieved.
- completion of a Preliminary Economic Assessment.
- Deploying remaining funds to progress PFS tasks, dependant on results.
    - conducting and confirming socio/environmental work
    - engineering studies for
        - surface infrastructure,
        - process plant and waste disposal designs.

*If budget allows, further work could include concept/optmization studies for value adding mixed LREO production, or investment in other exploration targets in the wider property.*

*Mining Regulatory Framework in Namibia*

In 1992 the Namibian parliament enacted the Minerals Act, 1992, which established the current mineral rights licencing regime in Namibia, and which regime is administered by the Minister of Mines and Energy.

*Types of Licenses*

In terms of the Minerals Act, 1992, there are two main categories of licences relating to minerals:

Category 1 Non-exclusive prospecting licences and mining claims, which are reserved for Namibian citizens or corporate entities in which only Namibian citizens may hold an interest.

Category 2 The ‘‘mineral licences’’, under which category fall the following licences:

- exclusive prospecting licences (‘‘EPLs’’);
- reconnaissance licences (‘‘RLs’’);
- exclusive reconnaissance licences (‘‘ERLs’’);
- mining licences (‘‘MLs’’); and
- mineral deposit retention licenses (‘‘MDRLs’’).

Eligible Licence Holders In terms of section 46 of the Minerals Act, 1992, mineral licences and interests in mineral licences may only be granted to:

- a Namibian citizen who has reached the age of 18 (eighteen) years; or
- a company incorporated under the laws of Namibia, including an external company.

The Minerals Act, 1992 contains no legal restriction on the percentage of foreign shareholding in a company holding a mineral licence, however, since about the year 2015, the Minister has generally only been prepared to issue mineral licences subject to the condition that Namibian citizens should hold at least 5% (five percent) of the shares in an eligible licence holder which is a company as contemplated above.

*In respect of Environmental Obligations*

Section 27(3) of the Environmental Management Act 7 of 2007, as amended provides that a person may not undertake a listed activity, unless such person holds an ECC in relation to that activity. The applicable listed activities for E-Tech Namibia are: (i) the construction of facilities for any process or activities which requires a licence, right or other form of authorisation, and the renewal of a licence, right or other form of authorisation, under the Minerals Act; and (ii) mining or other forms of extraction of natural resources, whether regulated by law or not.

An Environmental Clearance Certificate (“ECC”) issued by the Ministry of Environment & Tourism, Namibia (“MET”), is the only permit required to undertake prospecting activities. An ECC was originally granted to E-Tech Namibia on behalf of KGD on November 30, 2016 and an updated ECC was granted on August 3, 2018 which has a 3 year duration ending August 2, 2021. A further updated ECC was granted on August 23, 2021 which expires August 23, 2024.

*In respect of Surface Rights*

EPL 6762 is located within state owned “Eureka Farm 99”.. Under section 52(1)(a)(i) of the Minerals Act, no licence holder may exercise any rights in respect of that licence before the holder enters into an agreement with the landowner relating to the payment of compensation.

E-Tech Namibia has entered the Prospecting Activities MOA with the landowner, as required under section 52(1)(a)(i). The agreement was entered into with the landowner on September 5, 2016.

*In respect to Exclusive Prospecting Licences*

An EPL is granted and issued under Part X of the Minerals Act, 1992. EPL 6762 was issued on February 12, 2018. EPL 6762 was renewed on July 20, 2021 from the Ministry of Mines and Energy of Namibia and expires July 19, 2023.

*Rights of an EPL holder*

Rights of an EPL holder are subject to the provisions of section 67 of the Minerals Act, 1992. The holder of an EPL shall be entitled:

a) to carry on prospecting operations in the prospecting area to which such licence relates in respect of such mineral or group of minerals specified in such licence.
b) to remove any mineral or group of minerals other than a controlled mineral or sample of such mineral or group of minerals, for any purpose other than sale or disposal, from any place where it was found or incidentally won in the course of prospecting operations, to any other place within Namibia.
c) with the permission in writing of the Commissioner, to remove any mineral or group of minerals other than a controlled mineral or sample of such mineral or group of minerals, or to sell or otherwise dispose of any such mineral or group of minerals, outside of Namibia.

d) to carry on such other operations, including the erection or construction of accessory works, as may be reasonably necessary for, or in connection with, such prospecting operations or selling or disposal contemplated in paragraph (a), (b) or (c).

*Renewal of Exclusive Prospecting Licence*

Renewal of EPLs are subject to provisions of section 72 of the Minerals Act, 1992.

It is outlined that an application for the renewal of an EPL shall be made 90 days before the date on which such licence will expire.

The Minister shall grant an application for the renewal of an EPL if the Minister is satisfied with the manner in which the programme of prospecting operations has been carried out or the expenditure expended in respect of such operation.

The Minister shall not refuse to grant an application for the renewal of an EPL if the holder:

(a) (i) has complied with all the terms and conditions of such licence.

(ii) has complied with the proposed programme of prospecting operations; and

(iii) has expended the expenditure in respect of such operations as in accordance with the terms of such mineral agreement.

(b) has satisfied the Minister on reasonable grounds:

(i) with the proposed programme of prospecting operations or the proposed expenditure to be expended in respect of such operations.

(ii) that the person concerned has the technical and financial resources to carry on such prospecting operations.

(c) on the grounds thereof that such holder has contravened or failed to comply with any provision of this Act or any term and condition of such licence, unless the Minister has by notice in writing informed such holder of his or her intention to so refuse such application:

(i) setting out particulars of the contravention or failure in question; and

(ii) requiring such holder to make representations to the Minister in relation to such contravention or failure or to remedy such contravention or failure on or before a date specified in such notice, and such holder has failed to so remedy such contravention or failure or make representations.

## SIGNIFICANT ACQUISITIONS

There have been no significant acquisitions by E-Tech Namibia since the beginning of E-Tech Namibia's most recently completed financial year and there are no probable significant acquisitions that have progressed to a state where a reasonable person would believe that the likelihood of E-Tech Namibia, or the Resulting Issuer completing the acquisition is high, and that, if completed by E-Tech Namibia or the Resulting Issuer at the date of this Circular, would be a significant acquisition.

## SELECTED FINANCIAL INFORMATION AND MD&A OF E-TECH NAMIBIA

*Resource Property Expenditures*

The following tables detail the acquisition costs and the exploration expenditures incurred on the resource properties during the period ended June 30, 2021 and the years ended March 31, 2021, 2020 and 2019.

| **EPL 6762** | **Total June 30, 2021** | | **Total March 31, 2021** | | **Total March 31, 2020** | | **Total March 31, 2019** | |
|---|---|---|---|---|---|---|---|---|
| | **NAD$** | **C$(1)** | **NAD$** | **C$(1)** | **NAD$** | **C$(1)** | **NAD$** | **C$(1)** |
| EPL Number 6762 | 3,000 | 259 | 185,519 | 15,678 | 2,000 | 157 | - | - |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Geophysical, Geological and Environmental Consulting | 785,545 | 67,840 | 2,810,087 | 237,480 | 305,451 | 24,030 | 87,512 | 8,039 |
| Field equipment and Rental | 293,341 | 25,333 | 352,042 | 29,751 | 231,012 | 18,174 | 13,540 | 1,244 |
| Drilling, Sample Preparation, Analysis, and Transport | 6,482,649 | 559,841 | 4,376,217 | 369,835 | 82,092 | 6,458 | - | - |
| **TOTAL** | **7,564,535** | **653,273** | **7,723,865** | **652,744** | **620,555** | **48,819** | **101,052** | **9,283** |
| Opening balance(2) | 9,332,220 | 805,931 | 1,608,355 | 135,922 | 987,800 | 77,710 | 886,748 | 81,456 |
| **Ending balance** | **16,896,755** | **1,459,204** | **9,332,220** | **788,666** | **1,608,355** | **126,529** | **987,800** | **90,739** |

*Notes:*

(1) *NAD$ converted at foreign exchange spot rates of C$0.08636 to N$1 for the period ended June 30, 2021, C$0.08451 to N$1 for fiscal 2021, C$0.07867 to N$1 for fiscal 2020, and C$0.09186 to N$1 for fiscal 2019.*

(2) *Opening balances presented in C$ have been adjusted from historical foreign exchange rates to the spot rate for the period.*

EPL 6762 was renewed on July 20, 2021 from the Ministry of Mines and Energy of Namibia and expires July 19, 2023. EPL 6762 pertains to the magisterial District “G” (Karibib) in Namibia. ELP 6762 has been duly issued by the Minister to E-tech Namibia and is validly existing under the applicable Namibian Laws. For more information, see the section headed *“Information Concerning E-Tech Namibia – Eureka Project Summary – Mining Regulatory Framework in Namibia”.*

E-Tech Namibia continues to have the full and exclusive right, including receipt of all required permits, licenses and other applicable government approvals in respect of EPL 6762, enabling E-Tech Namibia to carry out its business operations as per the most recent work program filed with the Ministry.

## SELECTED ANNUAL AND QUARTERLY INFORMATION

### *Annual Information*

The following table details the annual results for E-Tech Namibia for the period ended June 30, 2021 and for the years ended March 31, 2021, 2020 and 2019:

| | June 30, 2021 | | March 31, 2021 | | March 31, 2020 | | March 31, 2019 | |
|---|---|---|---|---|---|---|---|---|
| | NAD$ | C$(1) | NAD$ | C$(1) | NAD$ | C$(1) | NAD$ | C$(1) |
| Net loss and comprehensive loss | (1,133,721) | (98,622) | (2,485,560) | (201,430) | (294,969) | (26,580) | (81,953) | (7,848) |
| Total assets | 17,572,323 | 1,517,546 | 10,134,503 | 856,467 | 1,807,162 | 142,169 | 991,294 | 91,060 |
| Total liabilities | 21,450,367 | 1,852,454 | 12,878,826 | 1,088,390 | 2,065,925 | 162,526 | 955,088 | 87,734 |
| Equity and capital contribution | (3,878,044) | (334,908) | (2,744,323) | (231,923) | (258,763) | (20,357) | 36,206 | 3,326 |
| Cash dividends per common share | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

*Notes:*

*(1) NAD$ converted at foreign exchange spot rate of C$0.08636 to N$1 for June 30, 2021, C$0.08451 to N$1 for fiscal 2021, C$0.07867 to N$1 for fiscal 2020, and C$0.09186 to N$1 for fiscal 2019. For the net loss and comprehensive loss, NAD$ converted at foreign exchange average rate of C$0.08699 to N$1 for the period ended June 30, 2021, C$0.08104 to N$1 for fiscal 2021, C$0.09011 to N$1 for fiscal 2020, and C$0.09576 to N$1 for fiscal 2019.*

E-Tech Namibia expects to record losses until such time as an economic resource is developed and exploited on its exploration properties. E-Tech Namibia's net loss could be significantly affected by any impairment or abandonment of any resource property.

*Summary of Quarterly Results*

The below table expresses quarterly results of E-Tech Namibia in thousands of Namibian dollars ("NAD"), except per share amounts:

| | **Q1 2022** | **Q4 2021** | **Q3 2021** | **Q2 2021** | **Q1 2021** | **Q4 2020** | **Q3 2020** | **Q2 2020** |
|---|---|---|---|---|---|---|---|---|
| | **NAD$** | **NAD$** | **NAD$** | **NAD$** | **NAD$** | **NAD$** | **NAD$** | **NAD$** |
| Net loss for the period | 1,134 | 1,519 | 857 | 11 | 99 | 133 | 138 | 2 |
| Basic & diluted net loss per share | 5,669 | 7,595 | 4,285 | 56 | 494 | 665 | 689 | 9 |
| Total assets | 17,572 | 10,135 | 5,105 | 1,759 | 1,759 | 1,807 | 1,548 | 1,243 |
| Total liabilities | 21,450 | 12,879 | 6,332 | 2,092 | 2,092 | 2,066 | 1,584 | 1,230 |
| Cash dividends per common share | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

The below table expresses the same quarterly results of E-Tech Namibia in thousands of Canadian dollars, except per share amounts:

| | **Q1 2022** | **Q4 2021** | **Q3 2021** | **Q2 2021** | **Q1 2021** | **Q4 2020** | **Q3 2020** | **Q2 2020** |
|---|---|---|---|---|---|---|---|---|
| | **C$**(1) | **C$** | **C$** | **C$** | **C$** | **C$** | **C$** | **C$** |
| Net loss for the period | 99 | 123 | 69 | 1 | 8 | 12 | 12 | - |
| Basic & diluted net loss per share | 493 | 615 | 347 | 4 | 40 | 60 | 62 | 1 |
| Total assets | 1,518 | 857 | 431 | 149 | 138 | 142 | 122 | 98 |
| Total liabilities | 1,852 | 1,088 | 535 | 177 | 165 | 163 | 125 | 97 |
| Cash dividends per common share | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

*Notes:*

*(1) NAD$ converted at foreign exchange spot rate of C$0.08636 to N$1 for June 30, 2021, C$0.08451 to N$1 for fiscal 2021 and C$0.07867 to N$1 for fiscal 2020. For the net loss and comprehensive loss for the periods, NAD$ converted at foreign exchange average rate of C$0.08699 to N$1 for the period ended June 30, 2021, C$0.08104 to N$1 for fiscal 2021 and C$0.09011 to N$1 for fiscal 2020.*

*Results of operations for the three-month period ended June 30, 2021*

During the three-month period ended June 30, 2021, E-Tech Namibia had a net loss of N$1,133,721 (C$98,622), compared to a net loss of N$98,730 (C$8,001) during the three-month period ended June 30, 2020. The increase was due to higher administrative expenditures as E-Tech Namibia commenced its programs and increased its activity in fiscal 2021. During the current period, E-Tech Namibia incurred N$254,920 in consulting fees, N$258,357 in office expenses, and N$268,450 in accounting and audit fees, which increased due to the work required related to the Transaction with Battery Road. Costs incurred during the three-month period ended June 30, 2020 were minimal and included N$14,001 in property investigation costs and N$83,893 in accounting fees.

E-Tech Namibia incurred finance costs of N$370,000 during the current period, compared to $nil during the period ended June 30, 2020. The finance costs related to interest accrued on E-Tech Namibia's convertible debentures. In addition, a realized foreign exchange loss of N$177,678 and an unrealized foreign exchange gain of N$196,942 were recognized during the current period, representing foreign exchange on E-Tech Namibia's loans and advances denominated in other currencies.

*Results of operations for the year ended March 31, 2021*

During the year ended March 31, 2021, E-Tech Namibia had a net loss of N$2,485,560 (C$201,430), compared to a net loss of N$294,969 (C$26,580) during the year ended March 31, 2020. The increase was due to higher administrative expenditures as E-Tech Namibia commenced its programs and increased its activity in fiscal 2021. During the year ended March 31, 2021, E-Tech Namibia incurred N$126,219 in property investigation costs, N$328,653 in consulting fees, and N$181,377 in salaries and wages. Other expenses incurred during due to the increase of activity in E-Tech Namibia were N$127,700 in travel and N$132,750 in office expenses, which were nil and N$5,357 respectively during the year ended March 31, 2020 when E-Tech Namibia was essentially inactive.

E-Tech Namibia's accounting and audit expenses increased by approximately N$773,000 during the year ended March 31, 2021, due to higher fees associated with the audit and accounting work required related to the Transaction with Battery Road. E-Tech Namibia incurred finance costs of N$267,473, compared to N$13,437 for the year ended March 31, 2021. In addition, a foreign exchange loss of N$371,492 was recognized during the year ended March 31, 2021, representing foreign exchange on E-Tech Namibia's loans and advances denominated in other currencies.

*Liquidity and Capital Resources*

| | **As at June 30, 2021** | | **As at March 31, 2021** | | **As at March 31, 2020** | | **As at March 31, 2019** | |
|---|---|---|---|---|---|---|---|---|
| | **NAD$** | **C$(2)** | **NAD$** | **C$(2)** | **NAD$** | **C$(2)** | **NAD$** | **C$(2)** |
| Cash | 267,020 | 23,060 | 655,307 | 55,380 | 198,807 | 15,640 | 3,494 | 321 |
| Resource properties | 16,896,755 | 1,459,204 | 9,332,220 | 788,666 | 1,608,355 | 126,529 | 987,800 | 90,739 |
| Property, plant and equipment | 408,548 | 35,282 | 146,976 | 12,421 | - | - | - | - |
| Total assets | 17,572,323 | 1,517,546 | 10,134,503 | 856,467 | 1,807,162 | 142,169 | 991,294 | 91,060 |
| Total liabilities | 21,450,367 | 1,852,454 | 12,878,826 | 1,088,390 | 2,065,925 | 162,526 | 955,088 | 87,734 |
| Shareholders' equity and capital contribution | (3,878,044) | (334,908) | (2,744,323) | (231,923) | (258,763) | (20,357) | 36,206 | 3,326 |
| Working capital(1) | (21,183,347) | (1,829,394) | (12,223,519) | (1,033,010) | (1,867,118) | (146,886) | (951,594) | (87,413) |

*Notes:*

*(1) Estimated working capital of E-Tech Namibia includes N$15,057,070 of E-Tech Debentures at June 30, 2021 and N$8,993,154 of E-Tech Debentures at March 31, 2021, which are recorded as a current liability of E-Tech Namibia but are expected to be converted to E-Tech Ordinary Shares pursuant to the Transactions.*

*(2) NAD$ converted at foreign exchange spot rate of C$0.08636 to N$1 for June 30, 2021, C$0.08451 to N$1 for fiscal 2021, C$0.07867 to N$1 for fiscal 2020, and C$0.09186 to N$1 for fiscal 2019. .*

At June 30, 2021, E-Tech Namibia had cash of N$267,020 (C$23,060) and negative working capital of N$21,183,347 (C$1,829,394), compared to the March 31, 2021 cash balance of N$655,307 (C$55,380) and negative working capital of N$12,223,519 (C$1,033,010). During the three-month period ended June 30, 2021, E-Tech Namibia used cash of N$289,462 on additions to property, plant and equipment and spent N$7,564,535 on its resource property expenditures in Namibia (June 30, 2020 – N$294,045 on operating activities and N$943 on resource property expenditures).

Contributions of N$3,673,318 were received from related parties during the three-month period ended June

30, 2021, including an increase of N$6,063,916 in convertible debentures, compared to N$206,562 received from related parties during the prior period.

During the period ended June 30, 2021 and the year ended March 31, 2021, E-Tech Namibia received a loan from Numus Financial Inc. ("Numus") in the amount of N$6,063,916 for the period ended June 30, 2021, including accrued interest of N$570,000, and N$8,993,154 as at March 31, 2021, including accrued interest of N$200,000. The loan is in the form of a convertible debenture, which will immediately, prior to the completion of the Transactions with Battery Road, be directly or indirectly settled in exchange for E-tech Namibia Ordinary Shares. Any E-tech Namibia Ordinary Shares issued pursuant to the settlement will be exchanged for Post-Split Shares of Battery Road based on the exchange ratio for the Transactions.

Management estimates current working capital may not be sufficient to fund all of E-Tech Namibia's planned expenditures. E-Tech Namibia has recorded losses since incorporation to the current year and expects to incur losses for the foreseeable future as exploration activities and associated executive, marketing and administration costs continue on E-Tech Namibia 's projects. The ability of E-Tech Namibia to continue as a going concern is dependent on securing additional financing or monetizing assets. There is no certainty that E-Tech Namibia will be able to obtain additional financing or capital contributions in the future. The reader should refer to the "Going Concern" disclosure under the Report of the Directors of E-Tech Namibia's audited financial statements for the year ended March 31, 2021.

## DESCRIPTION OF SECURITIES

E-Tech Namibia is authorized to issue 4,000 E-Tech Namibia Ordinary Shares, of which 200 E-Tech Namibia Ordinary Shares are issued and outstanding as fully paid and non-assessable as at the date hereof.

Other than the issued and outstanding E-Tech Namibia Ordinary Shares E-Tech Namibia also has outstanding the E-Tech Debentures, permitting debenture holders to convert, in aggregate $1,500,000 plus interest into 133 E-Tech Namibia Ordinary Shares (presuming conversion occurs on September 30, 2021) which will equate to 14,777,790 Post-Split Shares of Battery Road after completion of the Transactions described in "*Description of the Transactions*".

The E-Tech Debentures bear interest at a rate of 12% annually and have a maturity date of March 31, 2021 or such later date as may be agreed by E-Tech Namibia and the holder thereof (the "**Maturity Date**"). The E-Tech Debenture holders have agreed to waive interest accrual past September 30, 2021 to facilitate closing of the Transactions and no additional interest will accrue after such date. The E-Tech Debentures may be converted into fully paid and non-assessable E-Tech Namibia Ordinary Shares ("**Conversion Shares**") on the occurrence of a share exchange, amalgamation, merger, consolidation, plan of arrangement or other transaction with a reporting issuer which may constitute a reverse takeover (a "**Liquidity Transaction**") at the election of the debenture holder. The Conversion Shares will then convert into shares of the Reporting Issuer involved in the Liquidity Transaction at the same exchange ratio as other E-Tech Namibia Ordinary Shareholders in the Liquidity Transaction. The conversion price of the E-Tech Debentures is equal to the value per E-Tech Namibia Ordinary Share attributed to such shares in the Liquidity Transaction. In the event no Liquidity Transaction occurs, prepayment shall occur on the Maturity date. The E-Tech Debentures are unsecured.

## CONSOLIDATED CAPITALIZATION

| Designation of Security | Amount Authorized | Amount Outstanding as of September 30, 2021 | Amount Outstanding after conversion of E-Tech Debentures |
|---|---|---|---|
| Ordinary Shares | 4,000 | 200 | 333 |
| E-Tech Debentures | - | 133 (1) | - |

*Notes: (1) This is equivalent number of E-Tech Namibia Ordinary Shares issuable on E-Tech Debentures Conversion, assuming conversion occurs on September 30, 2021.*

## PRIOR SALES

E-Tech Namibia has not issued any E-Tech Namibia Ordinary Shares in the past 12 months preceding the date of this Circular.

The table below outlines the issuance of E-Tech Debentures over the past 12 months preceding the date of this Circular. For more information, see the sections headed "*Description of the Transactions – E-Tech Debentures Conversion*" and "*Description of the Transactions – Exchange and Securities Law Matters – Background and Approval Process*".

| Designation of Security | Amount Sold[(1)] ($) | Equivalent in Ordinary Shares of E-Tech Namibia (including converted interest) | Equivalent in Post-Split Shares | Date |
|---|---|---|---|---|
| Ordinary Shares | - | - | - | - |
| E-Tech Debentures | 1,016,120 [(1)] | 84.69 | 9,408,526 | November 2, 2020 |
| E-Tech Debentures | 579,880 [(2)] | 48.31 | 5,369,264 | May 18, 2021 |

*Notes: (1) This row shows the total amount of debenture and estimated interest from Numus Financial, Evan Dawe, Wade Dawe, and James Megann with conversion of debenture and interest estimated as of September 30, 2021 as outlined in "Description of the Transactions – E-Tech Debentures Conversion".*

*(2) This row shows the aggregate amount of debentures and estimated interest from all E-Tech Debenture holders except Numus Financial, Evan Dawe, Wade Dawe, and James Megann with conversion of debentures and interest estimated as of September 30, 2021 as outlined in "Description of the Transactions – E-Tech Debentures Conversion".*

## EXECUTIVE COMPENSATION

### *Overview*

The following table sets out the compensation for the E-Tech Namibia Named Executives for the years ended March 31, 2019, March 31, 2020, and March 31, 2021:

| Name and Principal Position[(4)] | Fiscal Year | Salary (N$/C$ equivalent) | Share-Based Awards ($) | Option-Based Awards ($) | Non-Equity Incentive Plan Compensation ($) | Pension Value ($) | All Other Compensation ($) | Total Compensation ($) |
|---|---|---|---|---|---|---|---|---|
| Ambrosius Iipinge<br>Windhoek, Namibia<br>No formal title | 2019 | - | - | - | - | - | - | - |
| | 2020 | - | - | - | - | - | - | - |
| | 2021 | - | - | - | - | - | - | - [(1)] |
| Tim Smalley<br>London, England<br>Public Officer and Secretary | 2019 | N$147,200<br>C$12,909 | - | - | - | - | - | $12,909 |
| | 2020 | N$257,600<br>C$22,592 | - | - | - | - | - | $22,592 |
| | 2021 | N$267,238<br>C$23,436 | - | - | - | - | - | $23,436[(2)] |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Edward Loye<br>London, England<br>No formal title | 2019 | - | - | - | - | - | - | - |
| | 2020 | - | - | - | - | - | - | - |
| | 2021 | N$1,071,634<br>C$93,982 | - | - | - | - | - | $93,982(3) |

*Notes: (1) Ambrosius Iipinge has no salary but was compensated by the parent company of E-Tech Namibia, E-Tech Metals Limited since March 31, 2020 in the amount of N$77,000 (C$ equivalent - $6,753, converted at a foreign exchange rate of C$0.0877 to N$1). This amount was paid by the parent company, E-tech Metals Limited.*

*(2) Tim Smalley's 2021 compensation is converted at a foreign exchange rate of C$0.0877 to N$1).*

*(3) Edward Loye received compensation of N$1,071,634 during fiscal 2021, converted at a foreign exchange rate of C$0.0877 to N$1.*

*(4) E-Tech Namibia does not formally name officers other than a 'Public Officer and Secretary' (Tim Smalley) in keeping with common practice in Namibia.*

*Pension Plan and Incentive Awards*

E-Tech Namibia has no incentive plans, or pension plans for executives or employees.

*Outstanding Share-Based Awards and Option-Based Awards*

E-Tech Namibia has no outstanding share-based awards or option-based awards granted by E-Tech Namibia to the E-Tech Namibia Named Executives from incorporation to the date hereof.

*Executive Employment Contracts*

E-Tech Namibia has a formal Agreement for Consulting Services with Edward Loye dated October 29, 2020 (the "**Loye Consulting Agreement**") wherein Edward Loye provides a minimum of 30 hours of work to E-Tech Namibia in any one-month period of time during the term of the agreement for a monthly fee of $6,500.

E-Tech Namibia has a formal Agreement for Consulting Services with Timothy John Smalley dated October 29, 2020 (the "**Smalley Consulting Agreement**") wherein Timothy John Smalley provides a minimum of 30 hours of work to E-Tech Namibia in any one-month period of time during the term of the agreement for a monthly fee of $4,000.

E-Tech Namibia has entered into a consulting services agreement with HiTech Materials Advisory dated March 5, 2021 (the "**Loois Consulting Agreement**") wherein Elbert Loois will provide services to E-Tech Namibia at an annual rate of $175,000 for the equivalent of full-time services.

## LEGAL PROCEEDINGS

Except as disclosed in this Circular, management of E-Tech Namibia is not aware of any material pending or threatened proceedings.

## NON-ARM'S LENGTH TRANSACTIONS

Since the date of incorporation of E-Tech Namibia, it has not acquired any assets or services from (i) any director, officer or promoter of E-Tech Namibia; (ii) any party disclosed in this Circular as a principal securityholder; or (iii) an Associate or Affiliate of any of the persons or companies referred to in section (i) or (ii), other than the following:

1. E-Tech Metals Limited shareholder loan to E-Tech Namibia in aggregate amount of N$2,587,540 (C$218,673) as at March 31, 2021, which was repaid during the period ended June 30, 2021 from funds received from issuance of E-Tech Debentures.

2. During the period ended June 30, 2021, consulting fees of N$386,947 (C$33,660) were charged by two directors of E-Tech Namibia. During the year ended March 31, 2021, consulting fees of N$1,338,872 (C$117,418) were paid to two directors of E-Tech Namibia (March 31, 2020 - N$257,600 (C$22,582) paid to a director of E-Tech Namibia).

## MATERIAL CONTRACTS

The following is a list of each material contract of E-Tech Namibia, other than contracts entered into in the ordinary course of business, that were entered into since the date of incorporation of E-Tech Namibia:

(a) the Share Exchange Agreement;

(b) the Numus Financing Agreement;

(c) the Numus Support Services Agreement;

(d) the E-Tech Debentures;

(e) the Loye Consulting Agreement;

(f) The Smalley Consulting Agreement;

(g) The Loois Consulting Agreement;

(h) The KGD MOU; and,

(i) The Prospecting Activities MOA.

Copies of the contracts may be inspected, without charge, during business hours at 12th Floor Sanlam Centre, Box 2558, 157 Independence Avenue, Windhoek, Namibia until the date of closing of the Transactions and for a period of thirty (30) days thereafter.

**INFORMATION CONCERNING THE RESULTING ISSUER**

Information contained in this part is forward-looking in nature and assumes completion of the Transactions. See the section headed "*Notice Concerning Forward-Looking Statements*".

## CORPORATE STRUCTURE

### *Name and Incorporation*

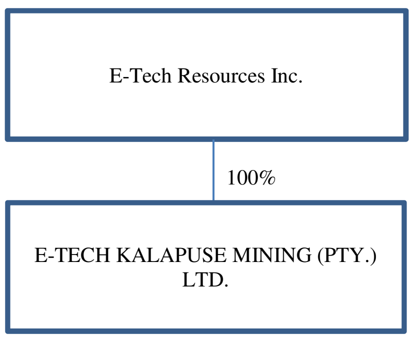
The corporate name of the Resulting Issuer is expected to be "E-Tech Resources Inc." or such similar name as may be approved by the Battery Road Board, in its discretion, and accepted by the Exchange. The Resulting Issuer will be a corporation Incorporated under the CBCA. The Resulting Issuer's head and registered office address will be Suite 2001, 1969 Upper Water St, Halifax, NS, B3J 3R7. The Corporation is seeking approval at the Meeting to approve to change the name of the Corporation to "E-Tech Resources Inc." following the completion of the Transactions.

The Resulting Issuer's business will be focused on the development of neodymium and praseodymium production from the Eureka Project, in which the company owns a 100% share.

### *Intercorporate Relationships*

Following closing of the Transactions, E-Tech Namibia will be a wholly-owned Subsidiary of the Resulting Issuer.

The following chart is an illustration of the organizational structure of the Resulting Issuer.




## NARRATIVE DESCRIPTION OF THE BUSINESS

Following the Qualifying Transaction, the resulting issuer will continue to be a company incorporated pursuant to the provisions of the CBCA. The Resulting Issuer will be a holding company holding all of the outstanding shares of E-Tech Namibia as its wholly-owned Subsidiary continuing to carry on the E-Tech Namibia Business described above under the section headed "*Information Concerning E-Namibia – Narrative Description of the E-Tech Namibia Business*".

Upon completion of the Qualifying Transaction, the resulting issuers business will be focused on the exploration and development of the REE Eureka Project located in the Erongo Region, Namibia, in which the Resulting Issuer owns a 100% interest. The Resulting Issuer will also focus its efforts on the investigation of downstream merger and acquisition expected to create significant synergies and value. The near-term development objectives of the Resulting Issuer will be to further de-risk the Eureka project through the systematic upgrading and updating of the Mineral Resource Estimate.

### *Business Objectives and Milestones*

Operations

The Resulting Issuer's primary objective upon completion of the Qualifying Transaction is to carry out the exploration and development of the Eureka Project in Namibia. The Corporation intends to explore and develop the Eureka Project into one of the world's feasible sources of NdPr, which are the critical rare earth metals with applications in modern energy technologies. The company is advancing a range of discoveries, prospects and targets across EPL 6762, utilizing an approach geared towards further discovery.

The Resulting Issuer will continue to be focused on the acquisition and development of feasible REE projects, while at the same time investigating the potential for downstream processing.

### Exploration and Development

The near-term development objectives for the Resulting Issuer are carrying out exploration programs on the Eureka Project mainly guided by recommendations from the NI43-101 Technical Report drafted by SRK. Following the milestone achievement of a maiden Mineral Resource estimate and the positive results from the initial metallurgical testing and advancement of the Eureka Project in a staged manner towards a Preliminary Economic Assessment Study contingent on results of each phase of work. See the section headed "*Information Concerning E-Tech Namibia - Eureka Project Description - Current Exploration and Development Activities*" for additional information regarding the proposed exploration programs.

See the section headed "*Information Concerning E-Tech Namibia – Narrative Description of the E-Tech Namibia Business*" for additional information about E-Tech Namibia. See the section headed "*Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*" for additional information concerning available funds.

## DESCRIPTION OF SECURITIES

The authorized share capital of the Resulting Issuer will consist of an unlimited number of common shares without nominal or par value, and an unlimited number of preferred shares without nominal or par value.

The holders of Resulting Issuer Common Shares will be entitled to dividends, if, as and when declared by the directors, to one vote per Resulting Issuer Common Share at meetings of the Shareholders of the Resulting Issuer, upon dissolution, to share equally in such assets of the Resulting Issuer as are distributable to the holders of Resulting Issuer Common Shares.

## PRO FORMA CONSOLIDATED CAPITALIZATION

### *Pro Forma Consolidated Capitalization*

The following table sets out the pro forma capitalization of the Resulting Issuer prior to and after giving effect to the Transactions. This table should be read in conjunction with the pro forma financial statement for the Resulting Issuer included in this Circular.

As of the date hereof no securities of the Resulting Issuer will be subject to option or be subject to the stock option plan of Battery Road on the completion of the Transactions. For more Information about the stock option plan of the Resulting Issuer See the section headed *"Information Concerning the Resulting Issuer – Stock Option Plan"*

| **Designation of Security** | **Amount Authorized** | **Amount Outstanding prior to the Transactions** | **Amount Outstanding After Giving Effect to the Transactions (1) (2)** |
|---|---|---|---|
| Common Shares | Unlimited | 12,985,750 | 82,971,530 |
| Preferred Shares | Unlimited | None | None |

*Notes:*

*(1) Presumes completion of the Split, the Concurrent Private Placement, Share Exchange, and conversion of E-Tech Debentures, including estimated accrued interest to September 30, 2021. The number of shares to be issued to the E-Tech Debenture holders are expected to increase if the Transactions closes after September 30, 2021.*

*(2) As at April 30, 2021, the Resulting Issuer had share capital of $12,485,066 and shareholders' equity of $6,101,377 on a consolidated basis on a pro forma basis after giving effect to the Transactions.*

*Fully Diluted Share Capital*

The following table sets out the fully diluted share capital of the Resulting Issuer after giving effect to the Transactions:

| | **Resulting Issuer Common Shares after giving effect to the Transactions(1)** | **Percentage(1)** |
|---|---|---|
| Resulting Issuer Common Shares held by holders of Subscription Receipts after the Subscription Receipt Conversion | 20,000,000 | 21.6% |
| Resulting Issuer Common Shares held by former E-Tech Namibia Shareholders (excluding E-Tech Debentures holders) | 22,222,240 | 24% |
| Resulting Issuer Common Shares held by E-Tech Debentures holders(2) | 14,777,790 | 15.9% |
| Resulting Issuer Common Shares held by former Battery Road Shareholders | 25,971,500 | 28% |
| Resulting Issuer Common Shares reserved for conversion of Numus Compensation Warrants | 1,400,000 | 1.5% |
| Resulting Issuer Common Shares reserved for issuance under the Resulting Issuer Stock Option Plan | 8,297,153(3) | 9.0% |
| **Total Number of Diluted Securities** | 92,668,683 | **100.0%** |

*Notes:*

*(1) Presumes completion of the Split, the Concurrent Private Placement, Share Exchange, and conversion of E-Tech Debentures.*

*(2) Includes accrued interest converted into E-Tech Namibia Ordinary Shares and then converted into Post-Split Shares under the Share Exchange with estimated conversion date of September 30, 2021. The E-Tech Debenture holders have agreed to waive interest accrual past September 30, 2021 to facilitate closing of the Transactions and no additional interest will accrue and be convertible into Resulting Issuer Common Shares above these amounts.*

*(3) 450,000 options are expected to be issued to Elbert Loois pursuant to the terms of the Loois Consulting Agreement with E-Tech Namibia that will be assumed by the Resulting Issuer but will not be issued as part of the Qualifying Transaction. This figure represents 10% of issued shares upon closing.*

## AVAILABLE FUNDS AND PRINCIPAL PURPOSES

*Funds Available*

The table below sets forth the estimated total funds available to the Resulting Issuer upon completion of the Transactions. For additional information on use of funds please see the section headed "*Information Concerning the Resulting Issuer – Available Funds and Principal Purposes – Principal Purpose of Funds*"

| Purpose | Assumes Completion of Transactions including Concurrent Private Placement<br>$ |
|---|---|
| Estimated working capital of Battery Road as of August 31, 2021 | 162,000 |
| Estimated working capital deficiency of E-Tech Namibia as of August 31, 2021[(1)] | (1,191,000) |
| Gross proceeds of Concurrent Private Placement | 5,000,000 |
| **Estimated available funds** | 3,971,000 |

*Notes:*

*(1) Estimated working capital of E-Tech Namibia excludes the amount of the E-Tech Debentures, which are expected to be converted to E-Tech Ordinary Shares.*

### *Dividends*

It is not anticipated that the Resulting Issuer will pay any cash dividends in the foreseeable future. It is expected that the Resulting Issuer will use its earnings to finance further business development. Any future determination to pay dividends will be at the discretion of the Resulting Issuer Board and will depend on, among other things, the Resulting Issuer's results of operations, current and anticipated cash requirements and surplus, financial condition, contractual restrictions and financing agreement covenants, solvency tests imposed by corporate law and other factors that the Resulting Issuer Board may deem relevant. Apart from those imposed by statute, there are no restrictions on the Resulting Issuer's ability to pay dividends.

### *Principal Purpose of Funds*

The table below sets forth the principal purposes for which the estimated funds available to the Resulting Issuer upon completion of the Transactions will be used for the next 12 months. The following are estimates only – there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult at this time to definitively project the total funds necessary to effect the planned undertakings of the Resulting Issuer, and as such management considers it to be in the best interest of the Resulting Issuer and its shareholders to permit management a reasonable degree of flexibility as to how the Resulting Issuer's funds are employed among the below uses or for other purposes, if and when the need arises. For additional information on estimated costs please see the section headed "*Information Concerning the Resulting Issuer – Narrative Description of the Business – Business Objectives and Milestones*". For additional information on available funds please see the section headed "*Information Concerning the Resulting Issuer – Available Funds and Principal Purposes – Funds Available*"

| Purpose | Assumes Completion of Concurrent Private Placement<br>$ |
|---|---|
| **Estimated available funds** | 3,971,000 |
| Agent's commission on concurrent financing | 350,000 |
| Legal fees for concurrent private placement | 50,000 |
| Professional fees and closing costs[(1)] | 75,000 |
| **Remainder of Initial Recommended Exploration Program** | |
| Drilling and related costs | 215,000 |
| Analytical costs for accumulated drill samples | 352,000 |
| Trenching and sample storage | 20,000 |
| Update inferred resource and technical reporting | 85,000 |
| **Additional Recommended Exploration Program** | |
| Wider early-stage exploration | 300,000 |
| Infill and extension drilling | 150,000 |
| Analytical and metallurgical testing | 185,000 |
| Baseline environmental | 60,000 |
| Geological compilation | 160,000 |

| | |
|---|---|
| **Committed amounts to Kalapuse General Dealers & Landowners** | 100,000 |
| **General and administrative** | |
| Salaries and benefits | 594,000 |
| Numus service agreement | 146,400 |
| Professional fees | 96,000 |
| Public company costs | 60,000 |
| General and administrative | 180,000 |
| **Unallocated working capital** | 792,600 |

*Notes:*

*(1) Estimated in the pro-forma consolidated statement of financial position as $150,000 with approximately $75,000 being incurred since April 30, 2021.*

## PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and senior officers of each of Battery Road and E-Tech Namibia, as of the date hereof, no shareholder is anticipated to own of record or beneficially, directly or indirectly, or exercise control or direction over, more than 10% of any class of voting securities of the Resulting Issuer after giving effect to the Transactions except as outlined below.

| Name | Number of Common Shares of Battery Road Controlled prior to the Transactions | Number of Common Shares of Battery Road being Distributed through the Transactions(2) | Number of Common Shares of Battery Road Controlled after the Transactions(3) | % of Common Shares of Battery Road Controlled after the Transactions | Ownership (beneficial or as of record, or both) |
|---|---|---|---|---|---|
| Numus Financial(1) | 5,550,000 | 14,958,526 | 20,508,526(4) | 24.7% | Both (see footnotes) |

*(1) This reflects holdings of Numus Financial, Numus Capital, Wade Dawe, Evan Dawe, and James Megann. Numus Capital is a wholly owned subsidiary of Numus Financial. Wade Dawe is Chairman and CEO of Numus Financial. Jim Megann is Principal and Managing Partner of Numus Financial. Evan Dawe is an Insider of Numus Financial.*

*(2) 5,550,000 shares to be issued pursuant to the Split and 9,408,526 shares to be issued pursuant to the conversion of the E-Tech Debentures (effective date of September 30, 2021).*

*(3) On a fully-diluted basis, Numus Financial, Numus Capital, Wade Dawe, Evan Dawe, and James Megann will control, directly and/or indirectly, 21,908,526 Battery Road Common shares, or 26.0%, after the Transactions.*

*(4) This figure includes Post-Split Shares held by Numus Financial (6,960,375 Post-Split Shares), Wade Dawe (8,068,891 Post-Split Shares), James Megann (5,034,445 Post-Split Shares), Evan Dawe (444,815 Post Split Shares). In addition, Numus Capital Corp. will own 1,400,000 warrants.*

## DIRECTORS AND OFFICERS AND PROMOTERS

*Name, Address, Occupation and Security Holdings*

Following completion of the Transactions the following will be the directors, senior officers, and Promoters of the Resulting Issuer:

| Name and Municipality of Residence | Position/Offices to be Held | Served as director or officer of Battery Road as a Capital Pool Company | Principal Occupation During Past 5 years | Number of Resulting Issuer Common Shares Beneficially Owned or Controlled after giving effect to the Transactions | Percentage of Resulting Issuer Common Shares Beneficially Owned or Controlled after giving effect to the Transactions |
|---|---|---|---|---|---|
| Elbert Loois Dusseldorf, Germany | Chief Executive Officer | N/A | Principal at HiTech Materials Advisory | - | - |
| Chris Drysdale Kohmas, Namibia | Director | N/A | Antler Gold Inc., Vice President of Operations and Corporate Development | 40,000 (1) | 0.05% |
| John Philpott Elmsdale, Canada | Director | N/A | CEO, Canabo Medical Inc. (now operating as Aleafia), CEO Canam Physician Recruiting Inc. | 120,000 (2) | 0.14% |
| Daniel Whittaker Halifax, Canada | Director | April 29, 2018 - present | President and CEO, Antler Gold Inc. | 2,385,186 (3) | 2.87% |
| Ken Marshall St. John's, Canada | Director | N/A | President & CEO, eXeBlock Technology Corporation, Senior VP, National Residential Marketing of Rogers Communication | 100,000 | 0.12% |
| Edward Loye London, England | Director | N/A | Managing Director - E-Tech Metals Ltd. | 6,591,765(4) | 7.94% |
| Rob Randall Halifax, Canada | Chief Financial Officer, Secretary | N/A | CFO of Torrent Capital Ltd., Antler Gold Inc., Sona Nanotech Inc. and eXeBlock Technology Corporation | 600,000(5) | 0.72% |

*Notes:*

(1) *Includes shares from conversion of Subscription Receipts in Concurrent Private Placement.*

(2) *Includes shares from conversion of Subscription Receipts in Concurrent Private Placement.*

(3) *1,785,186 shares held through Birchpoint Holdings Inc., which is controlled by Daniel Whittaker, and 600,000 held personally by Daniel Whittaker.*

(4) *This calculation reflects that Common Shares of Battery Road issued to E-Tech Metals Ltd. will be distributed among shareholders thereof pro rata concurrent with the closing of the transactions.*

(5) *Held by spouse.*

Assuming completion of the Transactions, the proposed directors and officers of the Resulting Issuer will beneficially own, directly or indirectly, or exercise control or direction over, an aggregate of 9,836,951

Common Shares, representing approximately 11.9% of the issued and outstanding Common Shares of the Resulting Issuer.

*Management and Director Information*

The following are brief résumés of the proposed directors and officers of the Resulting Issuer. Each member of senior management devotes a majority of their business hours to their respective duties to the company, and their respective employment agreements will also provide for customary non-disclosure and non-competition obligations. The non-management directors of the Resulting Issuer will not work full time for the Resulting Issuer but will devote such time as is required in connection with their duties.

John Philpott – Director, (age: 55)

As President and CEO of Canabo Medical Corp, John led the executive team through a successful public listing for Canabo (TSX.V:CMC ) followed by managing the merger of Canabo with Aleafia Health Inc. (TSX.V:ALEF) in a transaction valued at $40 million resulting in combined operation with a market cap over $200 million at the close of the merger. Canabo was a venture backed company with the objective of becoming a leading clinic operation in Canada for the education of physicians, diagnosis and prescription fulfillment for medical marijuana patients; and to develop a leading patient research database to support the proliferation of medical marijuana products. In less than two years, he scaled the company from one Toronto clinic with two part-time physicians to 24 clinics across Canada, 140 recruited physicians supported by a national call center.

CanAm has been a leading physician recruitment and placement company in the Canadian and international markets for over 20 years. As CEO of CanAm Physician Recruiting, Inc., John consults with physicians, hospital administrators, government officials, and private clinic owners John and his associate recruiter staff have successfully placed and managed career transitions for over thousands of doctors. CanAm continues to thrive with a focus on the Canadian market.

Born and raised in Newfoundland, John graduated from Memorial University in St. John's NFLD with a Bachelor in Mechanical Engineering in 1995 after completing a three-year Petroleum Engineering Technology program at the Cabot Institute of Applied Engineer Science. He worked as an engineer in Canada, the U.S., and overseas before founding CanAm Physician Recruiting Inc. in 1997.

In 2013, John became a member of Canadian Management Consultant (CMC) and obtained certification through the Executive stream in 2014. John is an active volunteer serving on numerous boards and executive committees such as CMC Atlantic Canada chapter, the Halifax Club (the oldest business club in North America), East Hants Sportsplex (a $22-million facility) and Oakfield Golf & Country Club. In his leisure time, John is an avid outdoorsman who enjoys golf, fly fishing, hunting and cooking. Mr. Philpott intends to devote approximately 10% of his working time to the affairs of the Resulting Issuer.

Chris Drysdale – Director, (age: 33)

Mr. Drysdale is an experienced professional with international experience in the mineral and exploration industry and currently serves as Vice-President Operations and Corporate Development for Antler Gold Inc. (TSXV:ANTL), a gold exploration company focused on the acquisition and exploration of gold projects in Namibia. He has previously served as the Kenyan Country Manager for Stockport Exploration Inc., overseeing the operations for all aspects of its gold exploration and production activities throughout East Africa. Prior to that, Mr. Drysdale worked as a Field Exploration Geologist for Remote Exploration Services (Pty) Ltd., a geological consulting firm based out of South Africa servicing all aspects of the mineral industry. Mr. Drysdale has a progressive and diverse background with extensive work experience in Namibia, and has been involved in various mineral projects throughout Africa.

Mr. Drysdale received a BSc in 2010 and is currently enrolled in an MBA program at the University of Stellenbosch. Mr. Drysdale intends to devote approximately 30% of his working time to the affairs of the Resulting Issuer.

Daniel Whittaker – Director, (age: 62)

Mr. Whittaker is the current CEO of Antler Gold Inc. and has held senior positions in the mineral industry for the last 20 years. Most recently, he was a founder of GoGold Resources Inc., a mineral exploration, development and production company. Daniel held senior management positions with GoGold from

January 2008 to January 2016 and also served as a director of GoGold from inception to January 2013. He founded Ucore Rare Metals Inc. in 2006 and served as an officer and director to March 2008.

Mr. Whittaker holds a Bachelor of Arts in Economics Degree and a Masters of Business Administration from the Richard Ivey School of Business at the University of Western Ontario. He also has held the Chartered Financial Analyst designation from the CFA Institute since 1995. Mr. Whittaker intends to devote approximately 15% of his working time to the affairs of the Resulting Issuer.

Ken Marshall – Director, (age: 58)

Ken Marshall has extensive experience in the Information Technology and Telecommunications Sectors, having served in various positions at Rogers Communications throughout his career. Mr. Marshall was the Senior VP, National Residential Marketing (Toronto) where he led the Wireline Marketing Group in the launch of the Ignite platform, and also served as the Regional President (Atlantic Region) and the Vice President - Enterprise Business Unit.

Mr. Marshall has spent his post telecom time working with emerging start-up organizations, and serves on the Boards of Genesis, Newfoundland and Labrador's primary innovation hub and incubator; Celtx, an online platform for film, video and game production; eXeBlock Technology Corporation focusing on opportunities in digital identity and authentication; and Metricsflow, a B2B platform to significantly enhance website attribution.

Mr. Marshall obtained a Bachelor of Commerce (Hons.) from Memorial University in 1984 and a Masters Business Administration (Finance) from Dalhousie University in 1985. Mr. Marshall intends to devote approximately 10% of his working time to the affairs of the Resulting Issuer.

Edward Loye – Director, (age: 43)

Mr. Loye has worked on the characterization of Rare Earth Element deposits for 8 years, notably in Namibia and as a member of staff at Camborne School of Mines, University of Exeter, UK. Ed has developed an extensive network across the REE supply chain and played a key role in securing £2.7 million in 2014 from the UK Government for REE research within the Security of Supply RARE Programme. Mr. Loye managed the academic and industrial collaborators across this international consortium of REE experts.

In 2015, he co-founded E-Tech Metals to pursue and strategize the geological delineation and prospectivity of the Eureka Project in Namibia. Mr. Loye has since instigated metallurgical test work and managed the drilling and trenching campaigns on site

Mr. Loye completed a BSc Applied Geology at the University of Plymouth, UK in 2000, a MSc Mining Geology in 2012 and a Masters by Research MRES in 2013 at the Camborne School of Mines, University of Exeter, UK. Mr Loye is a Fellow of the Geological Society of London FGS and a Master of Camborne School of Mines MCSM. Mr. Loye intends to devote approximately 25% of his working time to the affairs of the Resulting Issuer.

Elbert Loois – CEO, (age: 45)

Elbert brings over 20 years of management and consulting experience for business development, M&A, and sustainable supply strategy within the raw materials, automotive, and clean technology industries. He has extensive experience in developing sustainable supply and off taking strategies. He has worked with international OEMs and tier 1 suppliers to develop critical material supply strategies.

He has been responsible for the portfolio management of international mining projects at RWE Power and has also served as CEO of the largest German mining consulting company, DMT-IMC. Furthermore, he worked as a senior mining engineer in opencast mining and underground projects and as R&D manager for operational mining technology.

Elbert completed an MBA from Alliance Manchester Business School in 2009. Additionally, he holds a Master of Science degree in Mining Engineering from Delft University of Technology in the Netherlands. Mr. Loois intends to devote approximately 100% of his working time to the affairs of the Resulting Issuer.

Rob Randall – CFO, Secretary (age:58)

Mr. Randall has served as a contract CFO for a number of TSXV-listed companies and has extensive public company financial experience. Rob currently serves as the Chief Financial Officer of Torrent Capital Ltd. (TSX.V: TORR), Sona Nanotech Inc. (CSE: SONA), Antler Gold Inc. (TSX.V: ANTL) and eXeBlock Technology Corporation (CSE: XBLK). Rob was the Corporate Controller of Etruscan Resources Inc. from 1997 to 2011 overseeing the financial operations for all aspects of its gold exploration and production activities throughout West Africa, as well as its diamond operations in South Africa and resource exploration in Namibia. He also served as Controller of Nova Gold Resources Inc. from 1997 to 2001.

Rob graduated with a Commerce Degree from Saint Mary's University in Halifax and obtained his CA designation in 1987 with Coopers and Lybrand where he was appointed as a Principal in 1995. He is a member of CPA Canada and the Chartered Professional Accountants of Nova Scotia. Rob is active in his community as a Board member and Past Chair and Treasurer of the Nova Scotia Sport Hall of Fame. Mr. Randall intends to devote approximately 25% of his working time to the affairs of the Resulting Issuer.

*Corporate Cease Trade Orders or Bankruptcies*

No director, officer or promoter of the Resulting issuer within 10 years before the date of the Circular/information circular, has been, a director, officer or promoter of any person or company that, while that person was acting in that capacity, (a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities law, for a period of more than 30 consecutive days; or (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

*Interests of Management in Material Transactions*

No director, officer, beneficial owner of 10 percent of any class of voting shares, or associates or affiliates thereof, of the Resulting issuer has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Resulting Issuer except the interest of Numus Financial, Wade Dawe and James Megann (collectively holders of more than 10% of the common shares of Battery Road Capital Corp.) in both the predecessor to the Resulting Issuer (Battery Road Capital Corp.) and the target company (E-Tech Namibia) in the Qualifying Transaction as outlined in section headed "*Description of the Transactions – Exchange and Securities Law Matters – Related Party Transactions*".

*Penalties or Sanctions*

No director, officer or Promoter of the Resulting Issuer, or shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable securityholder making a decision about the Transactions.

*Personal Bankruptcies*

No director, officer or Promoter of the Resulting Issuer, or shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or personal holding company of any such persons, has within the past ten years, as applicable, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

*Conflicts of Interest*

There may be potential conflicts of interest to which some of the directors, officers and Insiders of the Resulting Issuer will be subject in connection with the operations of the Resulting Issuer. Some of the directors, officers and Insiders may have been engaged in, are engaged in or will continue to be engaged in corporations or businesses which may be in competition with those of the Resulting Issuer. Accordingly, situations may arise where some or all of the directors, officers and Insiders of the Resulting

Issuer will be in direct competition with the Resulting Issuer. Conflicts, if any, will be subject to the procedures and remedies as provided under the CBCA. See the section headed "*Summary of the Circular - Risk Factors*".

*Other Reporting Issuer Experience*

The following table sets out the proposed directors and officers of the Resulting Issuer that are, or have been within the last five (5) years, directors or officers of other reporting issuers.

| Name | Name of Reporting Issuer | Name of Exchange or Market | Position | From | To |
|---|---|---|---|---|---|
| Elbert Loois | - | - | - | - | - |
| Chris Drysdale | Antler Gold Inc. | TSX-V | Senior Officer | 2021-02-16 | Present |
| John Philpott | Aleafia Health Inc. (formerly Canabo Medical Inc.) | TSX | Director | 2016-11-09 | 2018-05-31 |
| Daniel Whittaker | Sona Nanotech Inc.<br>Battery Road Capital Corp.<br>Antler Gold Inc.<br>GoGold Resources Inc. | CSE<br>TSXV<br>TSXV<br>TSX | Director<br>Director<br>Director, Senior Officer<br>Senior Officer | 2018-08-08<br>2018-08-14<br>2016-08-19<br>2010-01-22 | Present<br>Present<br>Present<br>2016-01-07 |
| Ken Marshall | eXeBlock Technology Corporation | CSE | Director, Senior Officer | 2019-09-01 | Present |
| Edward Loye | - | - | - | - | - |
| Rob Randall | Torrent Capital Ltd.<br>Antler Gold Inc.<br>Sona Nanotech Inc.<br>eXeBlock Technology Corporation<br>Goldspot Discoveries Corp.<br>Canabo Medical Inc.<br>G6 Metals Corp. | TSX-V<br>TSX-V<br>CSE<br>CSE<br>TSX-V<br>TSX-V<br>TSX-V | CFO<br>CFO<br>CFO<br>CFO<br>CFO<br>CFO<br>CFO | 2016-08-10<br>2016-11-08<br>2012-06-29<br>2017-09-13<br>2017-07-31<br>2016-11-09<br>2014-08-08 | Present<br>Present<br>Present<br>Present<br>2019-02-08<br>2017-06-22<br>2016-07-25 |

*Audit Committee*

The Resulting Issuer's audit committee is expected to be re-constituted following completion of the Transactions, such that the audit committee will be chaired by Mr. Whittaker, with Messrs. Philpott and Marshall as the other members and continue to use the charter in Schedule G until such time as the Board adopts a new charter.

*Compensation Committee*

The Resulting Issuer's compensation committee is expected to be formed following completion of the Transactions, such that the compensation committee will be chaired by Mr. Philpott, with Messrs. Whittaker and Drysdale as the other members.

*Nominating Committee*

The Resulting Issuer's nominating committee is expected to be formed following completion of the Transactions, such that the nominating committee will be chaired by Mr. Marshall, with Messrs. Whittaker and Loye as the other members.

*M&A Committee*

The Resulting Issuer's mergers and acquisitions committee is expected to be formed following completion of the Transactions, such that the mergers and acquisitions committee will be chaired by Mr. Drysdale, with Mr. Whittaker as the other member.

## CORPORATE GOVERNANCE

National Instrument 58-101 (Disclosure of Corporate Governance Practices) ("**NI 58-101**") prescribes certain disclosure by the Corporation of its corporate governance practices. This section sets out the Corporation's approach to corporate governance and addresses the Corporation's compliance with NI 58-101.

*Independent Directors*

National Instrument 52-110 ("**NI 52-110**") provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment. Of the proposed nominees, none are "inside" or management directors and accordingly is considered not "independent". Each of the directors are considered by the Board to be "independent", within the meaning of NI 52-110. In making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

*Mandate*

The mandate of the Board is to act in the best interests of the Corporation and to supervise management. The Board will be responsible for approving long-term strategic plans and annual operating budgets recommended by management. The Boards' consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions. Any responsibility which is not delegated to management or to the committees of the Board remains with the Board. The Board meets on a regular basis consistent with the state of the Corporation's affairs and also from time to time as deemed necessary to enable it to fulfill its responsibilities.

*Orientation and Continuing Education*

When new directors are appointed, they will receive orientation, commensurate with their previous experience, on the Corporation's properties, business and industry and on the responsibilities of directors. Board meetings may also include presentations by the Corporation's management and employees to give the directors additional insight into the Corporation's business.

*Ethical Business Conduct*

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by the applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

The Corporation currently does not have an ethical business practices policy but intends to draft and implement such a policy prior to the Closing of the Transaction.

*Nomination of Directors*

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Corporation, this policy will be reviewed.

*Other Directorships*

The following table sets forth the directors of the Corporation who currently hold directorships with other reporting issuers:

| Name | Reporting Issuer |
|---|---|
| Daniel Whittaker | Sona Nanotech Inc.<br>Antler Gold Inc. |
| Ken Marshall | eXeBlock Technology Corporation |

*Compensation*

The Board will determine the compensation for the directors and Named Executive Officers of the Corporation. A summary of the compensation expected to be received by the Named Executive Officers and directors of the Resulting Issuer is provided in this Circular under the section headed "*Information Concerning the Resulting Issuer - Statement of Executive Compensation*". Other than the Audit Committee described in this Circular under the section headed "*Information Concerning the Resulting Issuer - Audit Committee*", the Board has no other committees.

*Assessments*

The Board regularly assesses its own effectiveness and the effectiveness and contribution of each Board committee and director.

*Director Term Limits and Other Mechanisms of Board Renewal*

The Board has no policy relating to term limits. Each board member must be re-elected at each Annual general Meeting of the Issuer.

*Policies Regarding the Representation of Women on the Board*

The Resulting Issuer does not have a formal written policy relating to the identification and nomination of women directors approved by the Board at this time.

*Consideration of the Representation of Women in the Director Identification and Selection Process*

At this time the Board does not give specific consideration of the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the board because it has not produced a formal policy outlining appropriate considerations at this time.

*Consideration Given to the Representation of Women in Executive Officer Appointments*

At this time the Board does not give specific consideration to the level of representation of women in executive officer positions when making executive officer appointments because it has not produced a formal policy outlining appropriate considerations at this time.

*Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions*

The Resulting Issuer has not adopted a target number or percentage, or a range of numbers or percentages, of women on the Board or in executive officer positions of the Resulting Issuer by a specific date regarding women on the Board because it has not produced a formal policy outlining appropriate considerations at this time.

*Number of Women on the Board and in Executive Officer Positions*

There are no (0%) directors on the Board who are women. There are no (0%) executive officers of the Resulting Issuer who are women.

*Further Governance Policies*

The Resulting Issuer intends to produce the following written for review and eventual adoption by the Board: 1) Disclosure Policy; 2) Related party transactions policy; and 3) Corporate Governance policy.

## STATEMENT OF EXECUTIVE COMPENSATION

*Overview*

The Resulting Issuer's proposed executive compensation program will be designed to provide short and long-term rewards to its executive officers that are consistent with individual and corporate performance and their contribution to the Resulting Issuer's short and long-term objectives. The objectives of the Resulting Issuer with respect to compensation of executive officers will be to provide compensation levels necessary to attract and retain high quality executives and to motivate key executives to contribute to the interests of the Resulting Issuer. These objectives are intended to be met by the principal components of the Resulting Issuer's proposed executive compensation program, which will be focused on a combination of base compensation, bonus remuneration and long term incentives in the form of stock options.

It is expected that management, the members of the Compensation Committee of the Resulting Issuer, and the Resulting Issuer Board will each rely on their concurrent and past experiences and collective knowledge of both public and private companies. Generally, determinations as to executive compensation are expected to be based, ultimately, on (i) informal discussion among Resulting Issuer Board members and management, (ii) negotiation with the executive in question and (iii) a view to what is in the best interests of the Resulting Issuer and its various stakeholders. Periodically, the Compensation Committee of the Resulting Issuer or the Resulting Issuer Board may seek and receive professional advice from external independent compensation experts with respect to the compensation levels for the Resulting Issuer's executive officers.

## COMPENSATION COMPONENTS

*Base Salaries*

Base salary will be reflective of responsibilities and annual increases should, at a minimum, reflect inflationary pressures and changes in duties. At the date of hire, base salary will be determined using a number of factors including industry comparators and relevant experience and is set out in the employment agreement. Annual increases will be determined based upon reference to data on compensation levels of executives in comparable companies as well as the annual performance evaluation and underlying economic circumstances.

*Annual Incentive Compensation and Benefits*

Cash bonuses may be awarded to recognize the achievement of annual corporate objectives and to recognize contributions that enhance the intrinsic value of the Resulting Issuer. It is anticipated that benefits commensurate with those paid to senior officers of companies of similar size and scope to the Resulting Issuer will be paid to its executive officers.

The annual incentive plan will be a cash performance plan under which a payment is made to executives following the end of the Resulting Issuer's fiscal year, based on the achievement of established corporate and individual goals and objectives. It is anticipated that the annual objectives of the Resulting Issuer will be presented to the Compensation Committee of the Resulting Issuer or the Resulting Issuer Board at the relevant time followed by periodic updates. Following the completion of the fiscal year, it is anticipated that an evaluation of corporate performance versus objectives would be undertaken and the Resulting Issuer Board, on recommendation from the Compensation Committee as applicable, would then be expected to have final approval of the amounts paid to the Chief Executive Officer and his direct reports under the annual incentive plan.

*Long Term Incentives and Stock Options*

The long-term component of compensation for executive officers is expected to continue to be based on stock options. This component of compensation is intended to reinforce management's commitment to long term improvements in the Resulting Issuer's performance.

The stock option plan of the Resulting Issuer may include initial option grants upon hire and executives may be eligible for an annual award of stock options. An initial grant of options could occur at the initial hire date for each executive which is proportionate to annual base salary. Thereafter, options could be granted on an annual basis based upon guidelines set by the Compensation Committee of the Resulting Issuer or the Resulting Issuer Board. The annual option grants for the executive officers of the Resulting Issuer are expected to be determined by the Compensation Committee of the Resulting Issuer or the Resulting Issuer Board based upon pre-determined guidelines. Annual option awards would be made during the first quarter of the fiscal year following the completion of the annual audit and the determination of financial performance for the preceding year. The amount of options previously granted to an executive is not expected to be a factor in determining the amount of the annual option award.

Following closing of the Transactions, the Resulting Issuer does not anticipate other forms of compensation. However, the Resulting Issuer may in the future evaluate alternatives or additional programs which would be enacted with the objective of providing key employees with short and long-term incentives through employee retention and performance bonuses.

*Summary Compensation Table*

Upon completion of the Transactions, the Resulting Issuer will have 2 executive officers. The following table sets forth the proposed compensation for those officers for the 12-month period following the completion of the Transactions, however, the actual award amounts, if any, will be determined by the Resulting Issuer Board:

| Name and Principal Position | Salary ($) | Share-Based Awards ($) | Option-Based Awards ($) | Non-Equity Incentive Plan Compensation ($) | | Pension Value ($) | All Other Compensation ($) | Total Compensation ($) |
|---|---|---|---|---|---|---|---|---|
| | | | | Annual Incentive Plans | Long-Term Incentive Plans | | | |
| Elbert Loois, CEO | 175,000 | - | - (1) | - | - | - | 100,000(2) | 275,000 |
| Rob Randall, CFO, Secretary | 60,000 | - | - | - | - | - | - | 60,000 |

*Notes:*

*(1) Pursuant to the terms of the Loois Consulting Agreement, 450,000 options are issuable to Elbert Loois on completion of the Qualifying Transaction at market price.*

*(2) Up to an aggregate bonus of $100,000 in first 12 months subject to meeting specified targets and milestones.*

*Employment Agreements*

E-Tech Namibia has entered into a consulting services agreement with HiTech Materials Advisory dated March 5, 2021 (the "**Loois Consulting Agreement**") wherein Elbert Loois will provide services to E-Tech Namibia at an annual rate of $175,000 for the equivalent of full-time services.

In connection with the closing of the Transactions, the Resulting Issuer will assume the Loois Consulting Agreement and Rob Randall will invoice the Resulting Issuer for services on an hourly basis.

*Compensation of Directors*

It is anticipated that the directors of the Resulting Issuer will be paid fees for their services. However, the amounts of such fees will be determined in the discretion of the Resulting Issuer Board following completion of the Qualifying Transaction.

It is also expected that the Resulting Issuer will grant stock options to directors in recognition of their service as directors of the Resulting Issuer. The actual timing, amounts, terms (including exercise price and vesting terms) of these future option-based awards will similarly be considered and determined in the discretion of the Resulting Issuer Board following completion of the Qualifying Transaction.

*Insurance Coverage for Directors and Officers and Indemnification*

The Resulting Issuer will obtain a directors' and officers' liability insurance policy, which will cover corporate indemnification of directors and officers and individual directors and officers of the Resulting Issuer in certain circumstances. In addition, the Resulting Issuer will enter into indemnification agreements with its directors and officers for liabilities and costs in respect of any action or suit against them in connection with the execution of their duties, subject to customary limitations prescribed by applicable law.

*Indebtedness of Directors and Officers*

None of the officers or directors of Battery Road or E-Tech Namibia and none of the proposed directors or officers of the Resulting Issuer, have been indebted to either Battery Road or E-Tech Namibia at any time during the most recently completed fiscal year of Battery Road or E-Tech Namibia, as applicable, nor has Battery Road or E-Tech Namibia guaranteed or otherwise supported the indebtedness of any such person during that period.

*Investor Relations Arrangements*

E-Tech Namibia has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Resulting Issuer or its securities or to engage in activities for the purpose of stabilizing the market. Any such agreement or understanding that may be entered into following the Closing will be at the determination of the Board.

*Options to Purchase Securities*

At the completion of the Transactions there will be no options to purchase securities of the Resulting Issuer issued and outstanding. Pursuant to the terms of the Loois Consulting Agreement, 450,000 options are issuable to Elbert Loois on completion of the Qualifying Transaction at market price to be set after a market stabilization period of at least 10 trading days after listing of the Resulting Issuer.

## SUBSIDIARY OFFICERS AND DIRECTORS

The officers of E-Tech Namibia once it is a wholly owned subsidiary of the Resulting Issuer will be: Rob Randall (Chief Financial Officer), Chris Drysdale (Secretary), and Elbert Loois (President).

The directors of E-Tech Namibia once it is a wholly owned subsidiary of the Resulting Issuer will be: Rob Randall, Chris Drysdale, and Elbert Loois.

## STOCK OPTION PLAN

The Battery Road Stock Option Plan will continue to operate as the Resulting Issuer's stock option plan following the completion of the Qualifying Transactions (the "**Resulting Issuer Stock Option Plan**").

The Resulting Issuer Stock Option Plan will enable the Resulting Issuer to advance its interests by encouraging the directors, officers, employees and consultants of the Resulting Issuer and its affiliates to acquire Common Shares, thereby: (i) increasing the proprietary interests of such persons in the Resulting Issuer; (ii) aligning the interests of such persons with the interests of the Resulting Issuer's shareholders generally; (iii) encouraging such persons to remain associated with the Resulting Issuer; (iv) furnishing such persons with an additional incentive in their efforts on behalf of the Resulting Issuer and (v) attracting new directors, officers, employees and consultants.

The Resulting Issuer Stock Option Plan will provide that the Resulting Issuer Board may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to the Resulting Issuer, non-transferable options to purchase shares, provided that the number of shares reserved for issue will not exceed 10% of the number of then outstanding shares as at the date of the grant. Subject to the terms of grant as may be determined by the Resulting Issuer Board at the time options are granted, options may be exercisable for a period of up to ten years after the date of grant thereof. The number of shares reserved for issue to any individual director or officer in a 12-month period will not exceed five per cent (5%) of the number of then-outstanding shares and the number of shares reserved for issue to any consultants or persons conducting investor relations activities in a 12-month period will not exceed two per cent (2%) of the number of then-outstanding shares.

The Resulting Issuer Stock Option Plan will be administered by the Resulting Issuer Board which may grant options to directors, officers, employees and consultants of the Resulting Issuer and its affiliates. The Resulting Issuer Board has the discretion to determine to whom options will be granted, the number and exercise price of such options and the terms and time frames in which the options will vest and be exercisable. Options, however, may only be exercisable for a maximum of ten calendar years from the date of grant and the exercise price of the options must be no less than the Discounted Market Price as defined in Exchange Policy 1.1 – *Interpretation*.

Upon completion of the Qualifying Transaction, it is anticipated that the Resulting Issuer Stock Option Plan will have no granted and outstanding Resulting Issuer Options. See the section headed "*Information Concerning the Resulting Issuer – Pro Forma Consolidated Capitalization*".

## ESCROWED SECURITIES

*CPC Escrow Agreement*

As of the date of this Circular, 8,600,000 of the 8,600,000 Battery Road Common Shares issued by Battery Road prior to the IPO which are still outstanding are deposited with the Escrow Agent under the CPC Escrow Agreement.

All Battery Road Common Shares acquired on exercise of Battery Road options prior to the completion of the Qualifying Transaction, if any, must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

In addition, all Battery Road Common Shares acquired in the secondary market prior to the Closing by any person or company who becomes a Control Person, if any, are required to be deposited in escrow.

The following table sets forth the relevant particulars of the Battery Road Common Shares held in escrow under the CPC Escrow Agreement as of the date of this Circular, and of the Resulting Issuer Common Shares that will be held in escrow upon Closing under the CPC Escrow Agreement:

| Name and Municipality of Residence of Securityholder | Designation of Class | Before Giving Effect to the Transactions | | After Giving Effect to the Transactions[2] | |
|---|---|---|---|---|---|
| | | Number of Securities held in Escrow | Percent of Class[1] | Number of Securities to be held in Escrow | Percent of Class |
| 3250460 Nova Scotia Limited[3] Halifax, Nova Scotia | Common | 100,000 | 0.77% | 200,000 | 0.24% |
| Brigus Capital Inc.[4] Halifax, Nova Scotia | Common | 3,000,000 | 23.10% | 6,000,000 | 7.23% |
| Evans, Joel Halifax, Nova Scotia | Common | 40,000 | 0.31% | 80,000 | 0.10% |
| Gaunce, Phillip Dartmouth, Nova Scotia | Common | 500,000 | 3.85% | 1,000,000 | 1.21% |
| Horton, Jennifer Halifax, Nova Scotia | Common | 100,000 | 0.77% | 200,000 | 0.24% |
| Isabelle, Brenan Halifax, Nova Scotia | Common | 30,000 | 0.23% | 60,000 | 0.07% |
| John St. Capital Inc.[5] Fall River, Nova Scotia | Common | 2,000,000 | 15.40% | 4,000,000 | 4.82% |
| Lessard, Maxime Halifax, Canada | Common | 75,000 | 0.58% | 150,000 | 0.18% |
| MacNeil, Brittany Halifax, Nova Scotia | Common | 30,000 | 0.23% | 60,000 | 0.07% |
| Numus Financial Inc.[6] Halifax, Nova Scotia | Common | 500,000 | 3.85% | 1,000,000 | 1.21% |
| Oliver, Sarah Halifax, Nova Scotia | Common | 75,000 | 0.58% | 150,000 | 0.18% |
| Pomeroy, Heather Halifax, Nova Scotia | Common | 100,000 | 0.77% | 200,000 | 0.24% |
| Randall, Lois Halifax, Nova Scotia | Common | 100,000 | 0.77% | 200,000 | 0.24% |
| Sheppard, William Carl | Common | 500,000 | 3.85% | 1,000,000 | 1.21% |

| Name and Municipality of Residence of Securityholder | Designation of Class | Before Giving Effect to the Transactions | | After Giving Effect to the Transactions(2) | |
|---|---|---|---|---|---|
| | | Number of Securities held in Escrow | Percent of Class(1) | Number of Securities to be held in Escrow | Percent of Class |
| St. John's, Newfoundland | | | | | |
| Smith, Andrew Neil Halifax, Nova Scotia | Common | 300,000 | 2.31% | 600,000 | 0.72% |
| Stewart, Garry Halifax, Nova Scotia | Common | 100,000 | 0.77% | 200,000 | 0.24% |
| Strategic Concepts Inc.(7) St. John's, Newfoundland | Common | 500,000 | 3.85% | 1,000,000 | 1.21% |
| Torrent Capital Ltd.(8) Halifax, Nova Scotia | Common | 250,000 | 1.93% | 500,000 | 0.60% |
| Whittaker, Daniel Halifax, Nova Scotia | Common | 300,000 | 2.31% | 600,000 | 0.72% |
| **TOTAL:** | | **8,600,000** | **66.23%** | **17,200,000** | **20.73%** |

*Note:*
*(1) Percentage based on 12,985,750 outstanding Battery Road shares*
*(2) Presumes 82,971,530 common shares of Battery Road shares outstanding after the Transactions.*
*(3) Controlled by Dennis Ryan.*
*(4) Controlled by Wade Dawe.*
*(5) Controlled by James Megann.*
*(6) No controlling party. Insiders are Wade Dawe, James Megann, and Evan Dawe.*
*(7) Controlled by William Carl Sheppard.*
*(8) Reporting Issuer.*

Pursuant to the results of a shareholder meeting held by Battery Road on June 28, 2021, certain elements of the CPC Escrow Agreement were amended to reflect changes to the CPC Policy adopted by the TSXV effective January 1, 2021.

Under the CPC Escrow Agreement, as amended 25% of the escrowed securities will be released from escrow on the date the Exchange issues a final bulletin for the Corporation's Qualifying Transaction, and 25% of the escrowed securities will be released from escrow on each of the 6, 12 and 18 months following such date.

If a Final Exchange Bulletin is not issued, the escrowed Battery Road Common Shares held in escrow under the CPC Escrow Agreement will not be released. Under the CPC Escrow Agreement, each Non-Arm's Length Party to Battery Road who holds escrowed Battery Road Common Shares acquired at a price below the offering price of its IPO has irrevocably authorized and directed the Escrow Agent to immediately cancel all of those escrowed Battery Road Common Shares upon the issuance by the Exchange of an Exchange Bulletin delisting the Battery Road Common Shares prior to completion of a Qualifying Transaction.

*Terms of Escrow for the Securities Held by Principals*

In accordance with Exchange Policy 5.4, securities of the Resulting Issuer held by Principals (as such term is defined in Exchange Policy 1.1) of the Resulting Issuer may be required to be deposited into escrow under the terms of the Surplus Escrow Agreement. The following table set out, as of the date hereof and the knowledge of Battery Road and E-Tech Namibia, the name and municipality of residence of the holders of securities of the Resulting Issuer following completion of the Transactions will be placed in escrow:

| Name and Municipality of Residence of Securityholder[1] | Designation of Class | Before Giving Effect to the Transactions | | After Giving Effect to the Transactions[4] | | |
|---|---|---|---|---|---|---|
| | | Number of Securities to be held in Escrow | Percentage of Class[2] | Total Securities | Percentage of Class[3] | Securities Subject to Escrow |
| Daniel Whittaker<br>Halifax, Nova Scotia | Common Shares | 300,000 | 2.31% | 1,785,186 [6] | 2.87% | 985,186 [7] |
| Edward Loye<br>London, England | Common Shares | - | - | 6,591,765 | 7.94% | 6,591,765 |
| Numus Financial Inc.[5]<br>Halifax, Nova Scotia | Common Shares | 500,000 | 3.85% | 5,960,375 | 8.39% | 5,960,375 |
| | Warrants[8] | - | - | 1,400,000[9] | 1.69%[9] | 1,400,000[9] |
| Rob Randall<br>Halifax, Nova Scotia | Common Shares | 100,000 | 0.77% | 400,000 [10] | 0.72% | - [11] |
| John Philpott<br>Elmsdale, Canada | Common Shares | - | - | 120,000 | 0.14% | - [12] |
| Chris Drysdale<br>Kohmas, Namibia | Common Shares | - | - | 40,000 | 0.05% | - [13] |
| Ken Marshall<br>St. John's Newfoundland | Common Shares | - | - | 100,000 | 0.12% | - [14] |
| James Megann[15]<br>Halifax, Nova Scotia | Common Shares | 2,000,000 | 15.40% | 1,034,445[16] | 6.07% | 1,034,445[16] |
| Wade Dawe [17]<br>Halifax, Nova Scotia | Common Shares | 3,000,000 | 23.10% | 2,068,891[18] | 9.72% | 2,068,891[18] |

*Notes:*

*(1) Presumes E-Tech Metals Ltd. shares of Resulting Issuer are disbursed to shareholders of E-Tech Metals Ltd. pro rata.*

*(2) Percent based on 12,985,750 common shares outstanding in Battery Road.*

*(3) Percent based on 82,971,530 common shares outstanding in Battery Road.*

*(4) Presumes completion of the Split, the Concurrent Private Placement, Share Exchange, and conversion of the E-Tech Debentures.*

*(5) The figures listed for Numus Financial Inc. include direct and/or indirect holdings of Numus Financial Inc. Each of Wade Dawe and James Megann are Control Persons and Insiders of Numus Financial Inc., and Evan Dawe is an Insider of Numus Financial Inc. In aggregate 21,463,711 Post-Split Shares are held by Numus Financial Inc. and related parties (5,960,375 held by Numus Financial; 8,068,891 held by Wade Dawe; 5,034,445 held by James Megann; and, 1,400,000 warrants by Numus Capital).*

*(6) 1,785,186 shares held through Birchpoint Holdings Inc., which is controlled by Daniel Whittaker. Excludes additional 600,000 shares subject to CPC escrow agreement disclosed above.*

*(7) Excludes 800,000 common shares purchased in Concurrent Private Placement, not subject to escrow. Excludes additional 600,000 shares subject to CPC escrow agreement disclosed above.*

*(8) All warrants held by Numus Capital Corp., a subsidiary of Numus Financial Inc.*

*(9) Presumes exercise of Numus Compensation Warrants for 1,400,000 Post-Split Shares.*

*(10) 400,000 held by spouse.*

*(11) Excludes 400,000 common shares purchased in Concurrent Private Placement, not subject to escrow. Excludes additional 200,000 shares subject to CPC escrow agreement disclosed above held by spouse.*

*(12) Excludes 120,000 common shares purchased in Concurrent Private Placement, not subject to escrow.*

(13) *Excludes 40,000 common shares purchased in Concurrent Private Placement, not subject to escrow.*
(14) *Excludes 100,000 common shares purchased in Concurrent Private Placement, not subject to escrow.*
(15) *Shares are held by John St. Capital Corp., controlled by James Megann.*
(16) *Excludes additional 4,000,000 shares subject to CPC escrow agreement disclosed above.*
(17) *Shares are held by Brigus Capital Inc., controlled by Wade Dawe.*
(18) *Excludes additional 6,000,000 shares subject to CPC escrow agreement disclosed above.*

*Securities Exempt from Escrow*

Under TSXV policy 5.4 securities issued in connection with a private placement to a person who will be a Principal of the Resulting Issuer are generally exempt from escrow in specified conditions including where: (i) the private placement is announced at least five trading days after the news release announcing an agreement in principle in relation to a Qualifying Transaction, and the pricing for the financing is at not less than the discounted market price. In the event the Concurrent Private Placement is completed, the securities of the Resulting Issuer purchased by principals in the Concurrent Private Placement set forth in the above-noted table will not be subject to escrow requirements.

*Value Escrow Agreement*

The securities of the Resulting Issuer set forth in the above-noted table will be held in escrow by the Escrow Agent, upon completion of the Transactions, pursuant to the terms of the tier 2 Value Escrow Agreement. The securities shall be released as to: 10% immediately following the issuance of the final TSXV bulletin approving the Qualified Transaction (the "**Final TSXV Bulletin**"); and 15% six months after the Final TSXV Bulletin; 15% 12 months from the Final TSXV Bulletin; 15% 18 months from the Final TSXV Bulletin; 15% 24 months from the Final Exchange Bulletin; 15% 30 from the Final TSXV Bulletin and 15% 36 months from the Final TSXV Bulletin.

*Seed Share Resale Restrictions*

Pursuant to TSXV Policy 5.4 - Escrow, Vendor Consideration and Resale Restrictions, certain non-principal shareholders of E-Tech Namibia Ordinary Shares, upon exchange into Resulting Issuer Shares, will be subject to seed share resale restrictions (each, an "**SSRR**"). SSRRs are TSXV hold periods of various lengths which apply where seed shares are issued to non-principals by private companies at a price below $0.05. The terms of the SSRRs are based on the length of time such E-Tech Namibia Ordinary Shares have been held and the price at which such shares were originally issued.

The following non-principal shareholders of E-Tech Namibia Ordinary Shares who will hold an aggregate of 15,630,475 Resulting Issuer Common Shares that will be subject to SSRRs upon the completion of the Transaction. Such Resulting Issuer Common Shares will be issued with a restrictive legend that will permit the securities to be released as follows: 10% immediately following the issuance of the Final TSXV Bulletin; and 15% six months after the Final TSXV Bulletin; 15% 12 months from the Final TSXV Bulletin; 15% 18 months from the Final TSXV Bulletin; 15% 24 months from the Final Exchange Bulletin; 15% 30 from the Final TSXV Bulletin and 15% 36 months from the Final TSXV Bulletin.

| Name of shareholder | Designation of Class | Number of Securities to be held in Escrow |
|---|---|---|
| Kalapuse General Dealer (Pty) Ltd. | Common Shares | 4,444,448 |
| Hebron Prospecting (Pty) Ltd. | Common Shares | 1,111,112 |
| Sean Lapham | Common Shares | 6,704,125 |
| Dr. Sam Broom-Fendley | Common Shares | 636,704 |
| James Ramsdale-Smith | Common Shares | 749,065 |

| Name of shareholder | Designation of Class | Number of Securities to be held in Escrow |
|---|---|---|
| Oliver Jones | Common Shares | 823,971 |
| Dr. Timothy Smalley | Common Shares | 1,161,050 |

The following non-principal shareholders of E-Tech Namibia Ordinary Shares resulting from the E-Tech Debenture Conversion who will hold an aggregate of 4,728,893 Resulting Issuer Common Shares that will be subject to SSRRs upon the completion of the Transaction. Such Resulting Issuer Common Shares will be issued with a restrictive legend that will permit the securities to be released as follows: 20% immediately following the issuance of the Final TSXV Bulletin; and 20% three months after the Final TSXV Bulletin; 20% 6 months from the Final TSXV Bulletin; 20% 9 months from the Final TSXV Bulletin; and 20% 12 months from the Final Exchange Bulletin.

| Name of shareholder | Designation of Class | Number of Securities to be held in Escrow (1) |
|---|---|---|
| Evan Dawe | Common Shares | 344,815 |
| Jessie Dawe | Common Shares | 344,815 |
| Maple Bark Holdings Ltd. | Common Shares | 4,039,263 |

*Notes:*

*(1) Includes accrued interest converted into E-Tech Namibia Ordinary Shares and then converted into Post-Split Shares under the Share Exchange with estimated conversion date of September 30, 2021. The E-Tech Debenture holders have agreed to waive interest accrual past September 30, 2021 to facilitate closing of the Transactions and no additional Post-Split Shares would be issued above these amounts.*

*General*

The Exchange’s prior consent must be obtained before a transfer within escrow of escrowed Resulting Issuer Common Shares. Generally, the Exchange will only permit a transfer within escrow to be made to incoming Principals in connection with a proposed Qualifying Transaction.

Where securities which are required to be held in escrow are held by a non-individual (a “**holding company**”), each holding company pursuant to the applicable escrow agreement, has agreed, or will agree, not to carry out any transactions during the currency of the escrow agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

The escrow agreements described above provide, *inter alia*, that all voting rights attached to escrowed securities shall be exercised by the registered holder of such securities.

*Other Resale Restrictions*

To the knowledge of Battery Road as of the date of this information there are no securities of any class of the Resulting Issuer anticipated to be subject to restrictions on their resale to the Exchange’s Seed Share Resale Restrictions or a voluntary pooling or similar arrangement.

## AUDITOR, TRANSFER AGENT AND REGISTRAR

### AUDITOR

The auditor for the Resulting Issuer is expected to be Manning Elliott LLP, 1030 West Georgia St., Suite 1700, Vancouver, British Columbia V6E 2Y3.

### TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Resulting Issuer Common Shares will be Computershare Investor Services Inc. located at 1500 Robert-Bourassa Blvd., 7th Floor, Montréal, Québec H3A 3S8.

## RISK FACTORS

There are inherent risks in the business of Battery Road and in the business of E-Tech Namibia. The Transactions must be considered speculative due to the nature of the business of Battery Road and E-Tech Namibia, and each company's relatively formative stage of development. Battery Road Shareholders must rely on the ability, expertise, judgment, discretion, integrity and good faith of the management of Battery Road and the Resulting Issuer. There is no guarantee that the Resulting Issuer will be able to secure future financing to meet its future needs on reasonable terms. The business of the Resulting Issuer will be subject to risks and hazards related to Battery Road and E-Tech Namibia, some of which are beyond its control.

For a description of the risk factors facing Battery Road as a CPC, please see Battery Road's Final Prospectus, dated August 10, 2018, available at www.sedar.com.

The following risk factors should be carefully considered in evaluating E-Tech Namibia, the Resulting Issuer and the Qualifying Transaction. The risks presented below may not be all of the risks that E-Tech Namibia and the Resulting Issuer may face. It is believed that these are factors that could cause actual results to be different from expected and historical results. Other sections of this Circular include additional factors that could have an effect on the business and financial performance of the business following the completion of the Qualifying Transaction. The market in which E-Tech Namibia currently competes is very competitive and evolving rapidly. Sometimes new risks emerge and management may not be able to predict all of them or be able to predict how they may cause actual results to be different from those contained in any forward-looking statements. You should not rely upon forward- looking statements as a prediction of future results. For the purposes of the risk factors presented below and herein, references to "E-Tech Namibia" and/or the "Resulting Issuer", based on the context, shall be, and be deemed to be, also references to Amalco and the business of the Resulting Issuer and its subsidiaries. See the section headed "*Risk Factors*" for a detailed summary of the risk factors.

*Completion of the Transactions and Exchange Approval*

The completion of the Transactions is subject to several conditions precedent. There can be no assurances that the Share Exchange will be completed on the terms set out in the Share Exchange Agreement, as negotiated, or at all. In the event that any of the conditions precedent are not satisfied or waived, the Transactions may not be completed. In addition, there is no guarantee that the Resulting Issuer will be able to satisfy the requirements of the Exchange such that it will issue the Final Exchange Bulletin, or the requirements of the Exchange such that it will list the Resulting Issuer Common Shares.

*Limited Operating History*

Battery Road is a relatively new company with limited operating history and no history of business or mining operations, revenue generation or production history. Battery Road has yet to generate a profit from its activities. E-Tech Namibia began carrying on business in 2015 and has not generated any revenue from its operations. E-Tech Namibia is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and limited revenues. There is no assurance that E-Tech Namibia or the Resulting Issuer will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations. The Resulting Issuer will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Resulting Issuer may take several years to achieve positive cash flow from operations, if the milestone is ever achieved.

*Exploration, Development and Operating Risks*

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Resulting Issuer's resource base.

E-Tech Namibia and the Resulting Issuer's operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Corporation.

The Resulting Issuer and E-Tech Namibia will be affected by a number of operational risks and may not be adequately insured for certain risks, including: labour disputes; catastrophic accidents; fires; blockades or other acts of social activism; changes in the regulatory environment; impact of non-compliance with laws and regulations; natural phenomena, such as inclement weather conditions, drought, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of technologies, personal injury or death, environmental damage, adverse impacts on operation, costs, monetary losses, potential legal liability and adverse governmental action, any of which could have an adverse impact on future cash flows, earnings and financial condition. Also, the Resulting Issuer may be subject to or affected by liability or sustain loss for certain risks and hazards against which the Resulting Issuer cannot insure or which the Resulting Issuer may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Resulting Issuer's future cash flows, earnings, results of operations and financial condition.

*Substantial Capital Requirements and Liquidity*

Substantial additional funds for the establishment of the Resulting Issuer's current and planned exploration operations will be required. No assurances can be given that the Resulting Issuer will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Resulting Issuer may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Resulting Issuer or at all. If the Resulting Issuer is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

*Fluctuating Mineral Prices*

The economics of rare earth exploration is affected by many factors beyond the Resulting Issuer's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the Resulting Issuer's properties.

*Regulatory Requirements*

The current or future operations of the Resulting Issuer require permits from various governmental authorities and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Resulting Issuer may require for the facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulation would not have an adverse effect on any exploration and development project which the Corporation might undertake. Namibia is part of the South African Rand Common Monetary Area ("CMA") which has exchange controls that require that dividends, loans, repayment of loans and payment of all invoices to parties outside the CMA require prior approval of the Bank of Namibia and there can be no assurance that the Resulting Issuer will obtain the requisite approvals in the future to repay loans or pay invoices to parties outside the CMA, thereby potentially restricting the Resulting Issuer from repatriating funds and using those funds for other purposes.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulation and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Resulting Issuer and cause increases in capital expenditures or exploration and development costs or require abandonment or delays in the development of new properties.

*Financing Risks*

The premises and operation of E-Tech Namibia's facilities and business are capital intensive, and the Resulting Issuer is expected to incur operating losses as it continues to expend funds to develop its business operations. As E-Tech Namibia will have limited revenue, its ability to continue operations will be largely reliant on its continued attractiveness to investors. In order to execute the anticipated growth strategy, E-Tech Namibia or the Resulting Issuer may require some additional equity and/or debt financing to support on-going operations, to undertake capital expenditures or to undertake acquisitions or other Share Exchange transactions. There can be no assurance that additional financing will be available to E-Tech Namibia when needed or on terms which are commercially acceptable to E-Tech Namibia or the Resulting Issuer, respectively. E-Tech Namibia's inability to raise financing to support on-going operations or to fund capital expenditures or acquisitions could limit its growth and may have a material adverse effect upon future profitability. The Resulting Issuer may require additional financing to fund its operations to the point where it is generating positive cash flows.

If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Resulting Issuer Common Shares.

Even if its financial resources upon completion of the Transaction are sufficient to fund its current operations, there is no guarantee that the Resulting Issuer will be able to achieve its business objectives. The continued development of the Resulting Issuer following the Transaction will require substantial additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Resulting Issuer going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Resulting Issuer. In addition, from time to time, the Resulting Issuer may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase the Resulting Issuer's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Resulting Issuer to obtain additional capital and to pursue business opportunities, including potential acquisitions.

*Dilution of Battery Road and Resulting Issuer Shareholders*

Battery Road currently has 12,985,750 Battery Road Common Shares issued and outstanding. It is anticipated that, upon completion of the Transactions, Battery Road will have issued at least an aggregate of 69,985,780 Battery Road Post-Split Common Shares to current Battery Road Shareholders, E-Tech Namibia Shareholders, E-Tech Debentures holders, and subscribers to the Concurrent Private Placement. This increase in the number of Battery Road Common Shares issued and outstanding, and the sales of such Battery Road Common Shares, may have a depressive effect on the price of the Resulting Issuer Common Shares. In addition, as a result of the issuance of such additional Battery Road Common Shares, the voting power of the existing Battery Road Shareholders will be substantially diluted.

The E-Tech Debentures will continue to accrue interest prior to their conversion for E-Tech Namibia Ordinary Shares, which will ultimately be converted into Post-Split Shares of Battery Road. Depending on the closing date of the Transactions, further dilution could be possible as a result of accrued and converting interest on the E-Tech Debentures.

The Resulting Issuer may, in its sole discretion in accordance with its constating documents and subject to applicable laws, including the policies of the Exchange, issue additional Resulting Issuer Common Shares or other securities (equity, debt or otherwise) from time to time, as part of additional equity financing or otherwise, and the interests of the holders of Resulting Issuer Common Shares may be diluted thereby.

*Title to Properties*

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Resulting Issuer cannot give an assurance that title to its exploration properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Resulting Issuer does not have title to its exploration properties could cause the Resulting Issuer to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

*Requirement for Permits and Licenses*

A substantial number of permits and licenses may be required should the Resulting Issuer proceed beyond exploration; such licenses and permits may be difficult to obtain and may be subject to changes in regulations and in various operational circumstances. It is uncertain whether the Resulting Issuer will be able to obtain all such licenses and permits.

*Competition*

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Resulting Issuer competes with other mining companies, many of which have greater financial, technical and other resources than the Resulting Issuer, for, among other things, the acquisition of minerals claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

*Reliance on Management and Key Employees*

The success of the Resulting Issuer and E-Tech Namibia will be largely dependent upon on the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Resulting Issuer and E-Tech Namibia's business and prospects. The Resulting Issuer and E-Tech Namibia will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Resulting Issuer and E-Tech Namibia can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Resulting Issuer and E-Tech Namibia and their prospects.

*No Mineral Resources or Reserves*

E-Tech Namibia's exploration properties are very early-stage exploration properties, and no mineral reserve estimates can be predicted or estimated in respect of the property. Mineral resources and reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Resources and reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates, may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different mineral grades, may cause a mining operation to be unprofitable in any particular accounting period.

*Environmental Risks*

The Resulting Issuer's exploration and evaluation programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, provincial and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

*Governmental Regulations and Processing Licenses and Permits*

The activities of the Resulting Issuer are subject to Namibian approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances and other matters. There is no assurance that the supportive political and economic conditions that currently exist in Namibia will remain. Although E-Tech Namibia 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 which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Resulting Issuer. In particular, the renewal of the prospection licence is subject to regulatory approval. Further, the mining licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Resulting Issuer's investments in such projects may decline.

*Local Resident Concerns*

Apart from ordinary environmental issues, work on, or the development and mining of the Resulting Issuer's group of properties could be subject to resistance from local residents that could either prevent or delay exploration and development of the property.

*Management Inexperience in Developing Mines*

The management of the Resulting Issuer has some experience in exploring for minerals but may lack all or some of the necessary technical training and experience to successfully develop and operate a mine. Without adequate training or experience in these areas, management may not be fully aware of many of the specific requirements related to working within the mining industry and their decisions and choices may not take into account all available and necessary engineering or managerial approaches that experienced mine operating companies commonly use to successfully develop a mine. Consequently, the Resulting Issuer's operations, earnings and ultimate financial success could be materially adversely affected.

*Uninsurable Risks*

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks and the Resulting Issuer may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Resulting Issuer's results of operations and financial condition and could cause a decline in the value of the Resulting Issuer's shares. The Resulting Issuer does not intend to maintain insurance against environmental risks.

*Covid 19 Pandemic*

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. The Resulting Issuer may incur significant delays in planned exploration activity, impacting its ability to meet obligations under current regulations or its agreements and may reduce its ability to source financing for future activities. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and conditions of the Resulting Issuer in future periods at this time.

*Resale of Shares*

There can be no assurance that the publicly-traded market price of the Resulting Issuer Shares will be high enough to create a positive return for the existing investors. Further, there can be no assurance that the Resulting Issuer Shares will be sufficiently liquid so as to permit investors to sell their position in the Resulting Issuer without adversely affecting the stock price. In such event, the probability of resale of the Resulting Issuer Shares would be diminished.

As well, the continued operation of the Resulting Issuer may be dependent upon its ability to procure additional financing in the short term and to generate operating revenues in the longer term. There can be no assurance that any such financing can be obtained or that revenues can be generated. If the Resulting Issuer is unable to obtain such additional financing or generate such revenues, investors may be unable to sell their Issuer Shares and any investment in the Resulting Issuer may be lost.

*Cyclical Downturn*

A significant operating risk affecting E-Tech Namibia and the Resulting Issuer is a downturn in demand for its services due a decrease in activity in the mining industry. A severe and persistent downturn in the mining industry would have severe consequences on the business of the company. In many cases, capital markets are the only source of funds available to junior mining companies and any change in the outlook for the sector or the lack of success of a specific exploration program can quickly impair the ability of these juniors to raise capital to pay for their consulting services.

*Market for Securities*

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continuing fluctuations in price will not occur. It may be anticipated that any quoted market for the Resulting Issuer Shares will be subject to market trends generally, notwithstanding any potential success of the Resulting Issuer in creating revenues, cash flows or earnings. The value of the Resulting Issuer Shares will be affected by such volatility. An active public market for the Resulting Issuer Shares might not develop or be sustained after the completion of the Listing. If an active public market for the Resulting Issuer Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline.

*Global Financial Conditions*

Current global financial conditions have been subject to increased volatility and access to financial markets has been severely restricted. These factors may impact the ability of the Resulting Issuer to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Resulting Issuer. If these increased levels of volatility and market turmoil continue, the Resulting Issuer's operations could be adversely impacted and the value and the price of the Resulting Issuer Shares could continue to be adversely affected.

*Management of Growth*

The Resulting Issuer and E-Tech Namibia may experience a period of significant growth in the number of personnel that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train, motivate and manage the workforce. E-Tech Namibia's current and planned personnel, systems, procedures and controls may be inadequate to support its future operations.

*Electronic Communication Security Risks*

A significant potential vulnerability of electronic communications is the security of transmission of confidential information over public networks. Anyone who is able to circumvent the E-Tech Namibia's security measures could misappropriate proprietary information or cause interruptions in its operations. E-Tech Namibia may be required to expend capital and other resources to protect against such security breaches or to alleviate problems caused by such breaches.

*Tax Risk*

The Resulting Issuer will be considered to have been carrying on business in Namibia for purposes of the *Income Tax Act* (the "**Tax Act**"). There is risk that foreign governments may look to increase their tax revenues or levy additional taxes. While E-Tech Namibia does not foresee any adverse tax affects, there is no guarantee that governments will not impose such additional adverse taxes in the future.

*Currency Fluctuations*

Due to E-Tech Namibia's present operations, and after completion of the Transactions, E-Tech Namibia's intention is to have future operations in jurisdictions outside Canada, the Resulting Issuer is expected to be exposed to significant currency fluctuations. Recent events in the global financial markets have been coupled with increased volatility in the currency markets. Fluctuations in the exchange rate between the US dollar and other currencies, such as the South African Rand and Namibian Dollar, may have a material adverse effect on the Resulting Issuer's business, financial condition and operating results. The Resulting Issuer may, after completion of the Transactions, expand operations globally so it may be subject to additional gains and losses against additional currencies. E-Tech Namibia does not currently have a foreign exchange hedging program in place. Even if the E-Tech Namibia or the Resulting Issuer develops a hedging program, it may not hedge its entire exposure to any one foreign currency and it may not hedge its exposure at all with respect to certain foreign currencies.

*Conflicts of Interest*

Because directors and officers of the Resulting Issuer are or may become directors or officers of other reporting companies or have significant shareholdings in other mineral companies, the directors and officers of the Resulting Issuer may have a conflict of interest in conducting their duties. The Resulting Issuer and its directors and officers will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the directors of the Resulting Issuer, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Resulting Issuer will establish a special committee of independent directors to review a matter in which several directors, or officers, may have a conflict. In determining whether or not the Resulting Issuer will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Resulting Issuer, the degree of risk to which the Resulting Issuer may be exposed and its financial position at that time.

*Competitive Markets*

E-Tech Namibia faces competition and new competitors will continue to emerge throughout the world. Services offered by the E-Tech Namibia's competitors may take a larger market share than anticipated, which could cause revenue generated from E-Tech Namibia's or the Resulting Issuer's products and services to fall below expectations. It is expected that competition in these markets will intensify.

If competitors of the Resulting Issuer develop and market more successful products or services, offer competitive products or services at lower price points, or if the Resulting Issuer does not produce consistently high-quality and well-received products and services, revenues, margins, and profitability of the Resulting Issuer will decline.

The Resulting Issuer's ability to compete effectively will depend on, among other things, the Resulting Issuer's pricing of services and equipment, quality of customer service, development of new and enhanced products and services in response to customer demands and changing technology, reach and quality of sales and distribution channels and capital resources. Competition could lead to a reduction in the rate at which the Resulting Issuer adds new customers, a decrease in the size of the Resulting Issuer's market share and a decline in its customers. Examples include but are not limited to competition from other companies in the same industry as the Resulting Issuer.

Also, E-Tech Namibia is in competition with other exploration companies for the hiring of specialised services and contracting. As e.g. specialised geophysical, geological and metallurgical services are in limited supply in Namibia, this can lead to increased waiting and turnaround times, the availability of personnel and/or increased costs in situations of high demand and thus have an adverse effect on the exploration and development program.

*Uncertainty and Adverse Changes in the Economy*

Adverse changes in the economy could negatively impact the Resulting Issuer's business. Future economic distress may result in a decrease in demand for the Resulting Issuer's products, which could have a material adverse impact on the Resulting Issuer's operating results and financial condition. Uncertainty and adverse changes in the economy could also increase costs associated with developing and publishing products, increase the cost and decrease the availability of sources of financing, and increase the Resulting Issuer's exposure to material losses from bad debts, any of which could have a material adverse impact on the financial condition and operating results of the Resulting Issuer.

*Litigation*

The Resulting Issuer and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

*Dividends*

To date, the Battery Road has not paid any dividends on its outstanding shares. Any decision to pay dividends on the shares of the Resulting Issuer will be made by its board of directors on the basis of the Resulting Issuer's earnings, financial requirements and other conditions.

## GENERAL MATTERS

### SPONSORSHIP

Sponsorship for the Qualifying Transaction is required by the CPC Policy unless an exemption from the sponsorship requirement is granted to Battery Road by the Exchange. Battery Road has applied for, and the Exchange an exemption from the sponsorship requirement pursuant to the exemption from sponsorship under Exchange Policy 2.2, section 3.1(b). In the event that an exemption is not available, a sponsor will be identified at a later date and will be announced in a subsequent press release of Battery Road. An agreement to sponsor should not be construed as an assurance with respect to the merits of the transaction or the likelihood of completion of the proposed Qualifying Transaction.

### PROPOSALS BY SHAREHOLDERS

Pursuant to the CBCA, resolutions intended to be presented by Shareholders for action at the next annual meeting must comply with the provisions of the CBCA and be deposited at the Corporation's head office not later than June 15, 2022, in order to be included in the management information circular relating to the next annual meeting.

## EXPERTS

The financial statements of Battery Road included in this Circular have been audited by Manning Elliott, located at 1030 West Georgia St., Suite 1700, Vancouver, British Columbia V6E 2Y3, as set forth in their audit reports. Manning Elliott, is the independent auditor of Battery Road and is independent within the meaning of the Rules of Professional Conduct of Chartered Professional Accountants of British Columbia.

The financial statements of E-Tech Namibia included in this Circular have been audited by Grant Thornton, at its offices at 12th floor Sanlam Centre Independence Avenue, Windhoek, Namibia, as set forth in their independent auditor's reports. Grant Thornton is the independent auditor of E-Tech Namibia and is independent within the meaning of the Rules of Professional Conduct of Chartered Professional Accountants of Namibia.

The Title Opinion was prepared by Dr. H.M. van den Berg of Ellis Shilengudwa Inc. at its offices on 1st Floor, 1@Steps Offices c/o Grove & Chasie St, Windhoek, Namibia.

The technical report was produced by Mssrs Martin Pittuck and Keith Webb of SRK Consulting (UK) Ltd. at its offices in 5th Floor, Churchill House, 17 Churchill Way, Cardiff, CF10 2HH, Wales, UK.

No person or company who is named as having prepared or certified a part of the Circular or prepared or certified a report or valuation described or included in the Circular has, or will have, immediately following completion of the Transactions, any direct or indirect interest in the E-Tech Namibia Business or in Battery Road or in the Resulting Issuer.

## OTHER MATERIAL FACTS

There are no additional material facts about Battery Road, E-Tech Namibia, the Resulting Issuer or the Transactions that are not otherwise disclosed and are necessary in order for the Circular to contain full, true and plain disclosure of all material facts relating to Battery Road, E-Tech Namibia and the Resulting Issuer.

## BOARD APPROVAL

The Battery Road Board has approved the contents of this Circular and the sending of this Circular. Where information contained in this Circular rests particularly within the knowledge of a Person other than Battery Road, Battery Road has relied upon information furnished by such Person.

## CERTIFICATE OF BATTERY ROAD CAPITAL CORP.

DATE September 15, 2021

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of Battery Road Capital Corp. assuming completion of the Qualifying Transaction.

By: (Signed) *"James Megann"*
James Megann
Chief Executive Officer

By: (Signed) *"Garry Stewart"*
Garry Stewart
Chief Financial Officer

On behalf of the board of directors of Battery Road Capital Corp.:

By: (Signed) *"Daniel Whittaker"*
Daniel Whittaker
Director

By: (Signed) *"James Megann"*
James Megann
Director

By: (Signed) *"William Carl Sheppard"*
William Carl Sheppard
Director

**CERTIFICATE OF E-TECH KALAPUSE MINING (PTY.) LTD.**

DATE September 15, 2021

The foregoing, as it relates to E-TECH KALAPUSE MINING (PTY.) LTD. constitutes full, true and plain disclosure of all material facts relating to the securities of E-TECH KALAPUSE MINING (PTY.) LTD.

In place of the CEO and CFO:

By: (Signed) *"Edward Rolstone Loye"*
Edward Rolstone Loye
Director

By: (Signed) *"Timothy John Smalley"*
Timothy John Smalley
Director

On behalf of the board of directors of E-TECH KALAPUSE MINING (PTY.) LTD.

By: (Signed) *"Edward Rolstone Loye"*
Edward Rolstone Loye
Director

By: (Signed) *"Timothy John Smalley"*
Timothy John Smalley
Director

By: (Signed) *"Sean Ashley Lapham"*
Sean Ashley Lapham
Director

By: (Signed) *"James Alan Ramsdale-Smith"*
James Alan Ramsdale-Smith
Director

By: (Signed) *"Ambrosius Hinanentu Iipinge"*
Ambrosius Hinanentu Iipinge
Director

## ACKNOWLEDGEMENT – PERSONAL INFORMATION

"**Personal Information**" means any information about an identifiable individual, and includes information contained in any items in the attached Circular that are analogous to items 4.2, 11, 12.1, 15, 17.2, 18.2, 23, 24, 26, 31.3, 32, 33, 34, 35, 36, 37, 38, 40, and 41 of Form 3B2 of the Exchange, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

(a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B to the Corporate Finance Manual of the Exchange ("**Appendix 6B**")) pursuant to this Circular; and

(b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6B or as otherwise identified by the Exchange, from time to time.

Dated at as of September 15, 2021

**BATTERY ROAD CAPITAL CORP.**

Per: (Signed) *"James Megann"*
Name: James Megann
Title: Chief Executive Officer

SCHEDULE “A”

FINANCIAL STATEMENTS OF BATTERY ROAD CAPITAL CORP.

[see attached]

# Battery Road Capital Corp.
## (Capital Pool Company)

### FINANCIAL STATEMENTS

### For the years ended April 30, 2021 and 2020
### (Expressed in Canadian dollars)

manning elliott

17th floor, 1030 West Georgia St., Vancouver, BC, Canada V6E 2Y3

**Tel:** 604. 714. 3600 **Fax:** 604. 714. 3669 **Web:** manningelliott.com

## INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Battery Road Capital Corp.

### Opinion

We have audited the financial statements of Battery Road Capital Corp. (the "Company") which comprise the statements of financial position as at April 30, 2021 and 2020, and the statements of comprehensive loss, changes in equity and cash flows for the years then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

### Basis for Opinion

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

### Emphasis of Matter - Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the accompanying financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Other Information

Management is responsible for the other information, which comprises the information included in the Company's Management Discussion & Analysis to be filed with the relevant Canadian securities commissions.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

**Auditors' Responsibilities for the Audit of the Financial Statements**

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Fernando J. Costa.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
July 30, 2021

**Battery Road Capital Corp.**
**(Capital Pool Company)**
**Statements of Financial Position**
**As at April 30, 2021 and 2020**
**(Expressed in Canadian dollars)**

| | 2021 | 2020 |
|---|---|---|
| | $ | $ |
| **Assets** | | |
| **Current assets** | | |
| Cash | 519,835 | 641,329 |
| Prepaid expenses | 3,987 | 3,987 |
| | 523,822 | 645,316 |
| **Liabilities** | | |
| **Current liabilities** | | |
| Accounts payable and accrued liabilities | 86,762 | 14,462 |
| **Equity** | | |
| Share capital, net of share issuance costs (note 5) | 780,745 | 722,483 |
| Contributed surplus | 757 | - |
| Warrants (note 5) | - | 20,969 |
| Deficit | (344,442) | (112,598) |
| | 437,060 | 630,854 |
| | 523,822 | 645,316 |

Nature of operations and going concern (note 1)
Subsequent events (note 9)

Approved and authorized for issue on behalf of the Board on July 30, 2021

"James Megann", Director

"William Carl Sheppard", Director

The accompanying notes form an integral part of these financial statements

**Battery Road Capital Corp.**
**(Capital Pool Company)**
**Statements of Comprehensive Loss**
**For the years ended April 30, 2021 and 2020**
**(Expressed in Canadian dollars)**

| | 2021 | 2020 |
|---|---|---|
| | $ | $ |
| **Expenses** | | |
| Office and communications | 248 | 1,362 |
| Professional fees | 200,086 | 6,619 |
| Securities and regulatory | 31,510 | 21,893 |
| **Net loss and comprehensive loss for the year** | 231,844 | 29,874 |
| **Basic and diluted loss per share** | (0.02) | (0.00) |
| **Weighted average number of common shares outstanding** | 12,825,210 | 12,605,250 |

The accompanying notes form an integral part of these financial statements

**Battery Road Capital Corp.**
**(Capital Pool Company)**
**Statements of Changes in Equity**
**For the years ended April 30, 2021 and 2020**
**(Expressed in Canadian dollars)**

| | Common shares | | | | | |
|---|---|---|---|---|---|---|
| | **Number of shares** | **Amount** | **Contribute d Surplus** | **Warrants** | **Deficit** | **Total** |
| | | $ | $ | $ | $ | $ |
| **Balance, April 30, 2019** | 12,605,250 | 722,483 | - | 20,969 | (82,724) | 660,728 |
| Comprehensive loss for the year | - | - | - | - | (29,874) | (29,874) |
| **Balance, April 30, 2020** | 12,605,250 | 722,483 | - | 20,969 | (112,598) | 630,854 |
| Shares issued on exercise of warrants | 380,500 | 58,262 | - | (20,212) | - | 38,050 |
| Warrants expired | - | - | 757 | (757) | - | - |
| Comprehensive loss for the year | - | - | - | - | (231,844) | (231,844) |
| **Balance, April 30, 2021** | 12,985,750 | 780,745 | 757 | - | (344,442) | 437,060 |

The accompanying notes form an integral part of these financial statements

**Battery Road Capital Corp.**
**(Capital Pool Company)**
**Statements of Cash Flows**
**For the years ended April 30, 2021 and 2020**
**(Expressed in Canadian dollars)**

| | 2021 | 2020 |
|---|---|---|
| | $ | $ |
| **Cash provided by (used in):** | | |
| **Operating activities** | | |
| Net loss | (231,844) | (29,874) |
| Changes in non-cash working capital balances: | | |
| Increase (decrease) in accounts payable and accrued liabilities | 72,300 | (9,533) |
| Cash provided used in operating activities | (159,544) | (39,407) |
| **Financing activities** | | |
| Proceeds from the exercise of warrants | 38,050 | - |
| Cash provided by financing activities | 38,050 | - |
| Change in cash | (121,494) | (39,407) |
| Cash, beginning | 641,329 | 680,736 |
| Cash, ending | 519,835 | 641,329 |
| Supplemental cash flow disclosures: | | |
| Income taxes paid | - | - |
| Interest paid | - | - |

The accompanying notes form an integral part of these financial statements

1. Nature of operations and going concern

Nature of operations

Battery Road Capital Corp. (the "Corporation") was incorporated under the Canada Business Corporations Act on April 20, 2018. The Corporation is classified as a Capital Pool Company as defined in the TSX Venture Exchange (the “Exchange”) Policy 2.4. The principal business of the Corporation is the identification and evaluation of a Qualifying Transaction (“QT”) and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. The head office and the registered office of the Corporation are located at 1741 Upper Water Street, Suite 600, Halifax, Nova Scotia, B3J 0J2.

The Corporation commenced trading on October 2, 2018 under the symbol BTRY.P (TSXV) and on October 2, 2020, the Corporation’s shares were halt traded by the TSXV, as the Corporation was unable to complete a QT within 24 months of listing. Subsequent to year end, disinterested shareholders of the Corporation passed a resolution removing the consequences associated with the Corporation not completing a QT within 24 months of its listing date in accordance with certain changes to Exchange Policy 2.4.

The financial statements were approved by the Board of Directors on July 30, 2021.

Going concern

These financial statements have been prepared on a going concern basis. The going concern basis of presentation assumes that the Corporation will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Corporation incurred a net loss for the year ended April 30, 2021 of $231,844 (2020 - $29,874) and has no operations at this time which will generate revenue. These circumstances have resulted in a material uncertainty that may cast significant doubt about the ability of the Corporation to continue as a going concern. Management believes the Corporation has sufficient working capital to maintain its activities for the upcoming fiscal year.

The Corporation is currently investigating prospective acquisitions and is devoting all of its present efforts to securing and establishing a new business. Management cannot provide assurance that the Corporation will ultimately achieve profitable operations, become cash flow positive, or raise additional debt and/or equity capital.

The ability of the Corporation to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent on the successful completion of the actions taken or planned, some of which are described above, which management believes will mitigate the adverse conditions and events which raise doubt about the validity of the going concern assumption used in preparing these financial statements. There is no certainty that these and other strategies will be sufficient to permit the Corporation to continue as a going concern.

The financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these financial statements, then adjustments would be necessary to the carrying values of assets and liabilities.

1. Nature of operations and going concern (continued)

Going concern (continued)

Since very early in 2020 and continuing through 2021, the outbreak of the novel strain of coronavirus, specifically identified as “Covid-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the Covid-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and conditions of the Corporation in future periods.

2. Significant accounting policies

The financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IASB”) and interpretations of the IFRS Interpretations Committee (“IFRIC”).

Basis of presentation

The financial statements have been prepared on a historical cost basis except for any financial assets and liabilities classified as available for sale. The Corporation’s functional currency is the Canadian dollar, and these financial statements are presented in Canadian dollars.

a) Share-based payments

The Corporation has a stock option plan that is described in note 5. The Corporation accounts for stock options using the fair value method by applying the Black-Scholes model. The estimated fair value of all stock options granted is recorded in the statement of loss over their vesting periods.

b) Share issuance costs

Costs directly attributable to the raising of capital are charged against the related share capital. Costs related to shares not yet issued are recorded as deferred share issuance costs. These costs are deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

c) Loss per share

Basic loss per share is computed by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding during the period. The Corporation applies the treasury stock method in calculating diluted loss per share. Diluted loss per share excludes all dilutive potential common shares if their effect is anti-dilutive.

2. Significant accounting policies (continued)

d) Income taxes

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period, the Corporation reassesses unrecognized deferred tax assets. The Corporation recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

e) Significant accounting estimates and judgments

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

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

i. the measurement of deferred income tax assets and liabilities

Significant accounting judgments

i. the determination of the likelihood of utilizing tax carry-forwards and recognition of deferred income tax assets or liabilities
ii. the evaluation of the Corporation's ability to continue as a going concern

2. Significant accounting policies (continued)

f) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets – Classification

The Corporation classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through Other Comprehensive Income ("OCI"), or through profit or loss), and
- Those to be measured at amortized cost.

The classification depends on the Corporation's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

Financial assets - Measurement

At initial recognition, the Corporation measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Corporation classifies its debt instruments:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method. The Corporation has not designated any financial assets at amortized cost.

- Fair value through OCI ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method. The Corporation has not designated any financial assets at FVOCI.

2. Significant accounting policies (continued)

f) Financial instruments (continued)

- Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss and Comprehensive Loss in the period in which it arises. The Corporation has designated its cash at FVTPL.

Financial liabilities

The Corporation classifies its financial liabilities into the following categories:

- Financial liabilities at FVTPL; and
- Amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows:

- the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and
- the remaining amount of the change in the fair value is presented in profit or loss.

The Corporation has not designated any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

The Corporation has designated accounts payable at amortized cost.

*Impairment of financial assets at amortized cost*

The Corporation recognizes an allowance using the expected credit loss (ECL) model on financial assets classified as amortized cost. The Corporation has elected to use the simplified approach for measuring ECL by using a lifetime expected loss allowance for all accounts receivable. Under this model, impairment provisions are based on credit risk characteristics and days past due. When there is no reasonable expectation of collection, financial assets classified as amortized cost are written off. Indications of credit risk arise based on failure to pay and other factors. Should objective events occur after an impairment loss is recognized, a reversal of impairment is recognized in the statement of loss and comprehensive loss.

3. Transaction with E-Tech Kalapuse Mining (Pty) Ltd

During the year ended April 30, 2021, the Corporation announced that it has entered into a definitive share exchange agreement (the “Definitive Agreement”) dated as of October 10, 2020 with E-Tech Kalapuse Mining (Pty) Ltd. ("E-Tech Namibia"), an arm’s length party to the Corporation, and the holders of all of the outstanding shares of E-Tech Namibia (the "E-Tech Namibia Shares"), to provide for the completion of a business combination with the Corporation. The combined entity (the "Resulting Issuer") will continue the business of E-Tech Namibia and initially will be engaged in the exploration and development of prospective mineral properties located in Namibia, with a focus on rare earth exploration and development.

On June 2, 2021, the Corporation entered into an agreement amending its Definitive Agreement with E-Tech Namibia. Amendments included (i) a financing be conducted through the issuance of subscription receipts as opposed to a financing conducted by offering shares of E-Tech Namibia (the “Offering”), (ii) the proposed completion of a stock split on the basis of 2 post-split common shares of the Corporation for every 1 pre-split common share, and (iii) the exchange ratio of the Share Exchange has been adjusted for the stock split such that each ordinary share of E-Tech Namibia will convert into 111,111.2 post-split shares of the Corporation.

The agreement with E-Tech Namibia is intended to constitute the Qualifying Transaction of the Corporation, as such term is defined in Policy 2.4 of the TSXV and will result in a reverse takeover of Battery Road.

To give effect to the amended Definitive Agreement, parties to the agreement will take several actions (collectively, the “Transactions”), including:

- The Corporation will conduct a 2 for 1 stock split and name change;
- The Corporation will conduct a concurrent financing subscription receipts to convert into post-split shares of the Corporation;
- Convertible debentures of E-Tech Namibia will convert into ordinary shares of E-Tech Namibia;
- The exchange of shares contemplated in the Definitive Agreement and the additional shares of E-Tech Namibia issued upon conversion of the convertible debentures of E-Tech Namibia will occur;
- Subscription receipts issued under the Offering will convert into post-split shares of the Corporation; and
- The Corporation will enter into a post-transaction support and services agreement with Numus Financial Inc. (the “Services Agreement”)

As a result of the Transactions, the Corporation will have acquired each of the issued and outstanding E-Tech Namibia Shares pursuant to the terms of the Definitive Agreement, in exchange for 111,111.2 common shares of the Resulting Issuer (the "Exchange Ratio"). Existing shareholders of E-Tech Namibia’s 200 issued and outstanding E-Tech Namibia Shares are expected to receive 22,222,240 common shares of the Resulting Issuer in aggregate at closing of the Transactions. Holders of E-Tech Namibia’s convertible debentures in the amount of $1,596,000 are expected to receive 133 shares of E-Tech Namibia upon conversion, which will be exchanged for 14,777,790 common shares of the Resulting Issuer. It is also expected that 20,000,000 common shares of the Corporation will be issued pursuant to the Offering and conversion into post-split shares of the Corporation.

**(Expressed in Canadian dollars)**

3. Transaction with E-Tech Kalapuse Mining (Pty) Ltd (continued)

Effective upon completion of the Transactions, the Resulting Issuer will enter into a Services Agreement with Numus Financial Inc., a related party company owned by significant shareholders of the Corporation. Pursuant to the Services Agreement, Numus Financial Inc. will provide consulting services and controller services for a monthly fee of $10,500 and rent and other office costs at a monthly fee of $1,700, continuing until both parties mutually agree to terminate. Pursuant to the Services Agreement, Numus Financial Inc. will also have a right of first refusal to act as an advisor on future transactions of the Resulting Issuer at a fee of 1.5% of the transaction value. The Services Agreement will be subject to a break fee of $169,200 (18 months of consulting remuneration, six (6) months of controller remuneration and six (6) months of office services) if terminated by the Resulting Issuer without just cause. The Services Agreement will also include a non-solicitation of Numus Financial Inc. employees, with a penalty of $200,000 for non-compliance.

The Transactions are subject to a number of conditions, including the approval of the TSXV, and have not been completed as of the date of these financial statements.

4. Capital management

The Corporation manages its capital structure and makes adjustments to it, based on the funds available to the Corporation, in order to support the identification and evaluation of a QT and continue as a going concern. The Corporation considers capital to be all accounts in equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Corporation's management to sustain future development of the business. Additional funds may be required to finance the Corporation's QT.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities, or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the Exchange.

5. Share capital

a) Common shares:

The Corporation is authorized to issue an unlimited number of common shares without par value. As at April 30, 2021, there were 12,985,750 common shares outstanding, of which 8,600,000 common shares are in escrow.

| | **Number of Shares** | **Value $** |
|---|---|---|
| **Outstanding, April 30, 2019 and 2020** | 12,605,250 | 722,483 |
| Shares issued pursuant to warrants exercised | 380,500 | 58,262 |
| **Outstanding, April 30, 2021** | 12,985,750 | 780,745 |

On October 2, 2020, the Corporation received proceeds of $38,050 from the exercise of 380,500 warrants. The value of the warrants exercised was $20,212, and the share price on the date the warrants were exercised was $0.25.

**(Expressed in Canadian dollars)**

5. Share capital (continued)

a) Common shares (continued):

There were no changes to the common shares issued during the year ended April 30, 2020.

b) Warrants:

Warrant activity during the years ended April 30, 2021 and 2020 was as follows:

| | Number of Warrants | Value $ |
|---|---|---|
| **Outstanding, April 30, 2019 and 2020** | 394,750 | 20,969 |
| Warrants exercised | (380,500) | (20,212) |
| Warrants expired | (14,250) | (757) |
| **Outstanding, April 30, 2021** | - | - |

There were no warrants issued during the years ended April 30, 2021 and 2020.

During the year ended April 30, 2021, 380,500 warrants were exercised for gross proceeds of $38,050, and 14,250 warrants expired unexercised. As at April 30, 2021, the Corporation had no warrants outstanding.

c) Stock option plan:

The Corporation has a common share purchase option plan (the "Plan") for directors, officers, employees and consultants. The total number of options issued and outstanding at any time cannot exceed 10% of the issued and outstanding common shares of the Corporation unless shareholder and regulatory approvals are obtained. Options granted under the Plan have a ten-year term and are non-transferable. Unless otherwise determined by the Board of Directors, options vest immediately upon granting and may be exercised until the greater of twelve months after the completion of the QT and ninety days following the date of termination of employment or holding office as a director or officer of the Corporation and, in the case of death, expire within one year thereafter. Options are granted at a price no lower than the market price of the common shares less any discounts allowed by the TSX Venture Exchange at the time of the grant.

No options were issued during the years ended April 30, 2021 and 2020.

6. Key management compensation and related party transactions

Key management personnel consist of officers and directors of the Corporation. There were no transactions with related parties and no remuneration paid to key management personnel during the years ended April 30, 2021 and 2020.

7. Financial instruments and risk management

The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- Cash and accounts payable approximate their carrying amounts largely due to the short-term maturities of these instruments.
- Fair values of quoted instruments are based on price quotations at the reporting date. The fair value of unquoted instruments and other financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk, and maturities.

Fair value hierarchy

As at April 30, 2021, the Corporation held the following financial instruments measured at fair value: cash (Level 1).

The Corporation uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- ***Level 1***: quoted (unadjusted) prices in active markets for identical assets or liabilities.
- ***Level 2***: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- ***Level 3***: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

| **Assets measured at fair value** | **April 30, 2021** | **Level 1** | **Level 2** | **Level 3** |
|---|---|---|---|---|
| Cash | $ 519,835 | $ 519,835 | $ - | $ - |
| **Liabilities measured at fair value** | $ - | $ - | $ - | $ - |

During the year ended April 30, 2021, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements.

Credit risk

The Corporation's financial asset is cash. The Corporation's maximum exposure to credit risk, as at year end, is the carrying value of its financial asset. The Corporation manages credit risk by maintaining its cash in trust with the Corporation’s lawyer or with a reputable Canadian bank.

**(Expressed in Canadian dollars)**

7. Financial instruments and risk management (continued)

Liquidity risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2021, the Corporation had a cash balance of $519,835, which was on deposit with a Canadian bank (2020 - $641,329). The Corporation's ability to continue to meet its liabilities when due, beyond the current cash balance, is dependent on future support of shareholders through public or private equity offerings. Refer to note 1, Going Concern.

8. Income taxes

The Corporation's effective income tax rate differs from the amount that would be computed from applying the federal and provincial statutory rate of 29% (2020 – 31%) to the pre-tax net loss for the year. The reasons for the difference are as follows:

| | 2021 | 2020 |
|---|---|---|
| | $ | $ |
| Net loss before income taxes | 231,844 | 29,874 |
| Income tax recovery based on substantively enacted rates | 67,235 | 9,261 |
| Permanent differences and other | (5,281) | (3,998) |
| Changes in tax benefits not recognized | (61,954) | (5,263) |
| Net deferred tax (recovery) | - | - |

There are no deferred tax assets or liabilities presented in the statement of financial position. This potential future tax benefit has not been recognized in these financial statements since the Corporation cannot be assured that it is probable that such benefit will be utilized in future years.

The tax effect of deductible and taxable temporary differences that give rise to the Corporation's deferred income tax asset shown below:

| | 2021 | 2020 |
|---|---|---|
| | $ | $ |
| Non-capital losses carried forward | 112,872 | 42,749 |
| Share issuance costs | 12,153 | 15,151 |
| Total gross deferred income tax assets | 125,025 | 57,900 |
| Deferred tax assets not recognized | (125,025) | (57,900) |
| Net deferred income tax assets (liabilities) | - | - |

The deferred tax assets have not been recognized because at this stage of the Corporation's development, it is not determinable that future taxable profit will be available against which the Corporation can utilize such deferred tax assets.

As at April 30, 2021, the Corporation has non-capital tax losses of approximately $389,000 (2020 - $147,000) available for carry-forward to reduce future years' taxable income. These non-capital tax losses expire between 2038 and 2041.

9. Subsequent events

On June 2, 2021, the Corporation entered into an agreement amending its Definitive Agreement with E-Tech Namibia. Amendments included (i) the Offering to be increased and conducted through the issuance of subscription receipts as opposed to a financing conducted by offering shares of E-Tech Namibia, (ii) the proposed completion of a stock split on the basis of 2 post-split common shares of the Corporation for every 1 pre-split common share, and (iii) the exchange ratio of the Share Exchange has been adjusted for the stock split such that each ordinary share of E-Tech Namibia will convert into 111,111.2 post-split shares of the Corporation. See note 3 for further details.

Also subsequent to year end, the Corporation announced and completed an Offering of subscription receipts at a price of $0.25, each convertible into one post-split Battery Road share, subject to adjustment if the split does not occur. 20,000,000 subscription receipts were issued for aggregate gross proceeds of $5,000,000. Insiders of the Corporation subscribed for 880,000 subscription receipts for proceeds of $220,000. The gross proceeds raised in connection with the Offering, including fees owing to the Agent, will be held in escrow on behalf of the subscribers by Computershare Trust Company of Canada (the “Escrow Agent”).

In connection with the Offering, Numus Capital Corp., a related party (the “Agent”), will receive, conditional upon closing of the share exchange as per the Definitive Agreement, (a) a cash commission equal to 7.0% of the aggregate gross proceeds raised by the Corporation from the sale of any subscription receipts in connection with the Offering; and (b) such number of convertible compensation warrants entitling the Agent to purchase that number of post-split shares in the Corporation equal to seven percent (7%) of the subscription receipts in the Offering, with conversion terms adjusted if the Split does not occur. This is expected to equate to 1,400,000 post-split shares after exercise of the warrants. The compensation warrants may be exercised for a period of 24 months after the closing of the Transactions.

The escrowed funds, less the fees payable to the Agent, will be released to the Corporation upon receipt by the Escrow Agent of a written joint notice of the Corporation and E-Tech Namibia stating that the share exchange contemplated in the Definitive Agreement has closed, at which time each subscription receipt shall automatically be exchanged for post-split shares.

The Transactions have not been completed as of the date of this report and are subject to TSX Venture Exchange and shareholder approval.

SCHEDULE “B”

MANAGEMENT’S DISCUSSION AND ANALYSIS OF BATTERY ROAD CAPITAL CORP.

[see attached]

# BATTERY ROAD CAPITAL CORP.
## Management Discussion and Analysis
## Annual Report – April 30, 2021

*This Management Discussion and Analysis ("MD&A") of Battery Road Capital Corp. ("Battery Road" or the "Corporation") provides analysis of the Corporation's financial results for the year ended April 30, 2021. The following information should be read in conjunction with the audited financial statements and the notes to the audited financial statements for the years ended April 30, 2021 and 2020, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise noted.*

*This discussion includes certain statements that may be deemed "forward-looking statements". Forward-looking statements usually include words such as may, will, would, expect, plan, anticipate, budget, estimates, potential, believe, intend, or other similar words. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing and general economic, market or business conditions. The Corporation does not update or revise forward-looking information even if new information becomes available unless legislation requires us to do so. Investors should not place undue reliance on forward-looking statements. Additional details of the specific risks associated with the operations of the Corporation and such forward-looking statements are set out below under "Risks and Uncertainties". Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.*

*During the year ended April 30, 2021 and subsequent to the end of the year, the outbreak of the novel strain of coronavirus, specifically identified as "SARS-CoV-2," and commonly referred to as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. This has led to significant economic uncertainty, and it is not possible for the Corporation to reliably estimate the length and severity of these developments and the impact on the financial results and conditions of the Corporation at this time.*

### Date of Report

This MD&A is prepared as of July 30, 2021.

### Corporate Profile and Overall Performance

Battery Road Capital Corp. ("Battery Road" or the "Corporation") was incorporated under the Canada Business Corporations Act on April 20, 2018. The Corporation is classified as a "Capital Pool Company" for the purposes of Policy 2.4 of the TSX Venture Exchange Inc. (the "TSXV" or the "Exchange"). As a result, the Corporation's principal business is the identification and evaluation of a Qualifying Transaction ("QT") and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests.

Until completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described in the Corporation's prospectus dated August 10, 2018, the funds raised pursuant to the Corporation's Initial Public Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and, to the extent permitted by Policy 2.4, for general and administrative expenses.

**Initial Public Offering**

On August 10, 2018, the Corporation filed a Prospectus in respect of an Initial Public Offering ("IPO"). The Corporation's IPO was completed on October 2, 2018 with the issuance of 4,000,000 common shares at a price of $0.10 per share, for gross proceeds of $400,000. The total cost of issuing the shares was $105,696. In connection with the financing, the Corporation entered into an Agency Agreement with Haywood Securities Inc. (the "Agent"). As part of the Agency Agreement, the Agent received a cash commission of 10% of gross proceeds, or $40,000, a corporate finance fee of $10,000, and a legal cost reimbursement of $10,000. Additional costs of the IPO included other legal costs of $24,448. The Agent was also granted an option to acquire 10% of the common shares issued in connection with the IPO at a price of $0.10 per common share, exercisable for a period ending twenty-four months from the date the Corporation's common shares are listed on the Exchange. These broker warrants were valued at $21,248 using the Black-Scholes valuation method.

The Corporation commenced trading on the Exchange on October 2, 2018 under the symbol BTRY.P.

**Qualifying Transaction**

On October 2, 2020, the Corporation's shares were halted by the TSXV as the Corporation was unable to complete a QT within the time period permitted. Subsequent to year end, disinterested shareholders of the Corporation passed a resolution removing the consequences associated with the Corporation not completing a QT within 24 months of its listing date in accordance with certain changes to Exchange Policy 2.4.

On October 14, 2020, the Corporation announced that it has entered into a definitive share exchange agreement (the "Definitive Agreement") dated as of October 10, 2020 with E-Tech Kalapuse Mining (Pty) Ltd. ("E-Tech Namibia"), an arm's length party to the Corporation, and the holders of all of the outstanding shares of E-Tech Namibia (the "E-Tech Namibia Shares"), to provide for the completion of a business combination with the Corporation. The combined entity (the "Resulting Issuer") will continue the business of E-Tech Namibia and initially will be engaged in the exploration and development of prospective mineral properties located in Namibia, with a focus on rare earth exploration and development.

On June 2, 2021, the Corporation entered into an agreement amending its Definitive Agreement with E-Tech Namibia. Amendments included (i) a financing be conducted through the issuance of subscription receipts as opposed to a financing conducted by offering shares of E-Tech Namibia (the "Offering"), (ii) the proposed completion of a stock split on the basis of 2 post-split common shares of the Corporation for every 1 pre-split common share, and (iii) the exchange ratio of the Share Exchange has been adjusted for the stock split such that each ordinary share of E-Tech Namibia will convert into 111,111.2 post-split shares of the Corporation.

The agreement with E-Tech Namibia is intended to constitute the Qualifying Transaction of the Corporation, as such term is defined in Policy 2.4 of the TSX-V and will result in a reverse takeover of the Corporation.

To give effect to the amended Definitive Agreement, parties to the agreement will take several actions (collectively, the "Transactions"), including:

- The Corporation will conduct a 2 for 1 stock split and name change;
- The Corporation will conduct a concurrent financing subscription receipts to convert into post-split shares of the Corporation;
- Convertible debentures of E-Tech Namibia will convert into ordinary shares of E-Tech Namibia;
- The exchange of shares contemplated in the Definitive Agreement and the additional shares of E-Tech Namibia issued upon conversion of the convertible debentures of E-Tech Namibia will occur;
- Subscription receipts issued under the Offering will convert into post-split shares of the Corporation; and
- The Corporation will enter into a post-transaction support and services agreement with Numus Financial Inc.

As a result of the Transactions, the Corporation will have acquired each of the issued and outstanding E-Tech Namibia Shares pursuant to the terms of the Definitive Agreement, in exchange for 111,111.2 common shares of the Resulting Issuer (the "Exchange Ratio"). Existing shareholders of E-Tech Namibia's 200 issued and outstanding E-Tech Namibia Shares are expected to receive 22,222,240 common shares of the Resulting Issuer in aggregate at closing of the Transactions. Holders of E-Tech Namibia's convertible debentures in the amount of $1,596,000 are expected to receive 133 shares of E-Tech Namibia upon conversion, which will be exchanged for 14,777,790 common shares of the Resulting Issuer. It is also expected that 20,000,000 common shares of the Corporation will be issued pursuant to the Offering and conversion into post-split shares of the Corporation.

Effective upon completion of the Transactions, the Resulting Issuer will enter into a Services Agreement with Numus Financial Inc., a related party company owned by significant shareholders of the Corporation. Pursuant to the Services Agreement, Numus Financial Inc. will provide consulting services and controller services for a monthly fee of $10,500 and rent and other office costs at a monthly fee of $1,700, continuing until both parties mutually agree to terminate. Pursuant to the Services Agreement, Numus Financial Inc. will also have a right of first refusal to act as an advisor on future transactions of the Resulting Issuer at a fee of 1.5% of the transaction value. The Services Agreement will be subject to a break fee of $169,200 (18 months of consulting remuneration, six (6) months of controller remuneration and six (6) months of office services) if terminated by the Resulting Issuer without just cause. The Services Agreement will also include a non-solicitation of Numus Financial Inc. employees, with a penalty of $200,000 for non-compliance.

The Transactions are subject to a number of conditions, including the approval of the TSX-V, and have not been completed as of the date of date of this report. There is no guarantee that the Corporation will be able to complete the Transactions.

## Results of Operations

### Year ended April 30, 2021

The Corporation's only activity to date has been to attempt to identify businesses with a view to completing a Qualifying Transaction. During the year ended April 30, 2021, the Corporation had a net loss of $231,844 compared to a net loss of $29,874 during the year ended April 30, 2020. The current year loss related primarily to professional fees of $200,086, which included legal fees and expenses related to the Transaction, as well as securities and regulatory expenses of $31,510. During the prior year, the Corporation incurred professional fees of $6,619 and securities and regulatory costs of $21,893.

**Summary of Quarterly Results**

The following are the results for the most recent quarters of the Corporation:

| | Q4 2021 | Q3 2021 | Q2 2021 | Q1 2021 | Q4 2020 | Q3 2020 | Q2 2020 | Q1 2020 |
|---|---|---|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ | $ | $ | $ |
| Net loss for the period | (86,727) | (53,417) | (85,965) | (5,735) | (6,360) | (11,432) | (5,446) | (6,636) |
| Basic & diluted net loss per share | (0.01) | (0.00) | (0.01) | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) |
| Total assets | 523,822 | 619,312 | 660,230 | 637,694 | 645,316 | 647,602 | 663,510 | 666,017 |
| Total liabilities | 86,762 | 95,525 | 83,026 | 12,575 | 14,462 | 10,388 | 14,864 | 11,925 |
| Cash dividends per common share | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

**Liquidity and Capital Resources**

At April 30, 2021, the Corporation had a working capital surplus of $437,060, including cash of $519,835, a decrease of $121,494 from cash of $641,329 as at April 30, 2020. During the year ended April 30, 2021, the Corporation paid $159,544 in operating costs, and 380,500 warrants were exercised for gross proceeds to the Corporation of $38,050. As of the date of this report, the Corporation has not paid dividends and does not have any commitments for capital expenditures.

Management believes the Corporation has sufficient working capital at this time to meet its ongoing financial obligations, however there is no revenue generated from operations, and any additional working capital would require raising additional debt and/or equity capital. Management cannot provide assurance that the Corporation will ultimately achieve profitable operations, become cash flow positive, or raise additional debt and/or equity capital.

Subsequent to year end, the Corporation announced and completed an Offering of subscription receipts at a price of $0.25, each convertible into one post-split of the Corporation share, subject to adjustment if the split does not occur. 20,000,000 subscription receipts were issued for aggregate gross proceeds of $5,000,000. The gross proceeds raised in connection with the Offering, including fees owing to the Agent, will be held in escrow on behalf of the subscribers by Computershare Trust Company of Canada (the "Escrow Agent").

In connection with the Offering, Numus Capital Corp., a related party (the "Agent"), will receive, conditional upon closing of the share exchange as per the Definitive Agreement (a) a cash commission equal to 7.0% of the aggregate gross proceeds raised by the Corporation from the sale of any subscription receipts in connection with the Offering; and (b) such number of convertible compensation warrants entitling the Agent to purchase that number of post-split shares in the Corporation equal to seven percent (7%) of the subscription receipts in the Offering, with conversion terms adjusted if the split does not occur. This is expected to equate to 1,400,000 post-split shares after exercise of the warrants. The compensation warrants may be exercised for a period of 24 months after the closing of the Transactions.

The escrowed funds, less the fees payable to the Agent, will be released to the Corporation upon receipt by the Escrow Agent of a written joint notice of the Corporation and E-Tech Namibia stating that the share exchange contemplated in the Definitive Agreement has closed, at which time each subscription receipt shall automatically be exchanged for post-split shares.

**Transactions with Related Parties**

There were no transactions with related parties and no remuneration paid to key management personnel during the year ended April 30, 2021 or during the year ended April 30, 2020. Key management personnel consists of officers and directors of the Corporation.

**Outstanding Share Data**

As at April 30, 2021 and July 30, 2021, there were 12,985,750 common shares issued and outstanding with a value of $780,745.

As at April 30, 2021 and July 30, 2021, there were no warrants issued and outstanding. 380,500 warrants were exercised during the year ended April 30, 2021 for gross proceeds of $38,050. The Corporation's share price on the day the warrants were exercised was $0.25. All remaining warrants expired unexercised on October 2, 2020.

There are no stock options outstanding as at April 30, 2021 or July 30, 2021.

**Risks and Uncertainties**

The Corporation's sole objective is to identify a satisfactory Qualifying Transaction. The closing of any proposed Qualifying Transaction is subject to a number of terms and conditions, including completion of due diligence procedures by parties to the transaction and receipt of all required regulatory approvals, and there is no assurance that a transaction will be completed. As the Corporation did not complete a Qualifying Transaction within the time permitted by the Exchange, its common shares were halted on October 2, 2020.

The Corporation does not have a source of income, has not commenced commercial operations, and has no significant assets other than cash. There can be no assurance that the Corporation will be able to raise additional funding in the future on terms acceptable to the Corporation.

The Corporation is exposed to financial instrument related risks. The type of risk exposure and the management of the exposure are as follows:

**Credit risk**

The Corporation's financial asset is cash. The Corporation's maximum exposure to credit risk, as at year end, is the carrying value of its financial asset. The Corporation mitigates its credit risk by holding cash with high-quality financing institutions or in trust with the Corporation's lawyer.

**Liquidity risk**

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2021, the Corporation had a cash balance of $519,835. The Corporation's ability to continue to meet its liabilities when due, beyond the current cash balance, is dependent on future support of shareholders through public or private equity offerings.

**Off Balance Sheet Transactions**

The Corporation does not have any off balance sheet arrangements as at April 30, 2021 or as of the date of this report.

**Significant Accounting Policies**

Refer to Note 2 of the audited financial statements for the year ended April 30, 2021 for details of the Corporation's significant accounting policies and new accounting standards effective for future periods.

**Additional Information**

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com.

SCHEDULE “C”

FINANCIAL STATEMENTS OF E-TECH KALAPUSE MINING (PTY.) LTD.

[see attached]

# E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

COMPANY REGISTRATION NUMBER 2015/0237

## ANNUAL FINANCIAL STATEMENTS

## 31 MARCH, 2021 AND 2020

E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

ANNUAL FINANCIAL STATEMENTS

31 MARCH, 2021 AND 2020

---

INDEX

**GENERAL INFORMATION**

**31 MARCH, 2021 AND 2020**

| | |
|---|---|
| COUNTRY OF INCORPORATION | Namibia |
| COMPANY REGISTRATION NUMBER | 2015/0237 |
| NATURE OF BUSINESS | Exploration, mining, production of metals and all related activities. |
| DIRECTORS | Edward Rolstone Loye<br>Ambrosius Hinanentu Iipinge<br>James Alan Smith<br>Sean Ashley Lapham<br>Timothy John Smalley |
| SECRETARY | Timothy John Smalley |
| REGISTERED ADDRESS | 12th Floor, Sanlam Centre<br>145-157 Independence Avenue<br>P O Box 2558<br>Windhoek<br>10005<br>Namibia |
| PARENT COMPANY | E-Tech Metals Limited<br>(Incorporated in the United Kingdom) |
| POSTAL ADDRESS | P O Box 2558<br>Windhoek<br>10005<br>Namibia |
| BANKERS | First National Bank of Namibia Limited |
| AUDITOR | Grant Thornton Neuhaus |

E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

STATEMENT OF RESPONSIBILITIES AND APPROVAL

31 MARCH, 2021 AND 2020

The directors are required by the Companies Act of Namibia, to maintain adequate accounting records and are responsible for the content and integrity of the financial statements and related financial information included in this report. It is their responsibility to ensure that the financial statements fairly present the state of affairs of the company at 31 March, 2021 and 2020 and the results of its operations and cash flows for the years then ended, in conformity with International Financial Reporting Standards. The external auditors are engaged to express an independent opinion on the financial statements.

The financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the board sets standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach.

The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the company's cash-flow forecast for the year to 31 March 2022 and, in the light of this review and the current financial position, they believe that the company will need to secure additional funding in order to continue as a going concern. However, there is no assurance that the company will be successful in this endeavour.

The external auditors are responsible for independently reviewing and reporting on the company's financial statements. The financial statements have been examined by the company's external auditors and their report is presented on pages 4 to 5.

The financial statements, set out on pages 6 to 25, which have been prepared on the going-concern basis, were approved and are signed by the directors on 18 August 2021.

DIRECTOR

DIRECTOR

WINDHOEK

Grant Thornton
Neuhaus

12th Floor
Sanlam Centre
Independence Avenue
P O Box 2558
Windhoek
10005
Namibia

T (+264-61) 381200
F (+264-61) 227879
E angela.pretorius@na.gt.com

**INDEPENDENT AUDITOR'S REPORT**

**TO THE SHAREHOLDERS OF**

**E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED**

**Opinion**

We have audited the financial statements of E-Tech Kalapuse Mining (Proprietary) Limited, set out on pages 8 to 26, which comprise the statement of financial position as at 31 March, 2021 and 2020, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the company as at 31 March, 2021 and 2020, and its financial performance and cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS) and the requirements of the Companies Act of Namibia.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISA). Our responsibilities under these standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants *International Code of Ethics for Professional Accountants (including International Independence Standards)* and other independence requirements applicable to performing audits of financial statements in Namibia. We have fulfilled our other ethical responsibilities in accordance with the ethical requirements applicable to performing audits in Namibia. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Emphasis of matters**

- **Material uncertainty related to going concern**

  We draw attention to the directors' report on page 6 and notes 1, 14 and 16 to the financial statements, which state that the related parties Battery Road Capital Corp. and Numus Financial Inc. have signed letters of financial guarantee and financial support, to continue to assist the company in discharging its debt obligations and to support the overall operating activities.

- **Significant events subsequent to year-end**

  We draw attention to the directors' report on pages 6 to 7 and note 18, which describes the definitive share exchange agreement between Battery Road Capital Corp. and the company and its shareholders.

Our opinion is not modified in respect of these matters.

**Other information**

The directors are responsible for the other information, which comprises the directors' report as set out on pages 6 to 7.

Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance or conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of the directors for the financial statements**

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of Namibia, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to the going-concern and using the going-concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Contd/. . . .

**Auditor's responsibilities for the audit of the financial statements**

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

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also -

* Identify and access the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

* Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

* Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

* Conclude on the appropriateness of the directors' use of the going-concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

* Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

**Report on other legal and regulatory requirements**

In terms of Section 283(3) of the Companies Act of Namibia, we report that with the written consent of all the shareholders, we have performed certain accounting and secretarial duties on behalf of the company.

**GRANT THORNTON NEUHAUS**
Registered Accountants and Auditors
Chartered Accountants (Namibia)
Per: E C Scriba (Partner)
Windhoek

18 August 2021

The directors herewith present their annual report, which forms part of the audited annual financial statements of the company for the years ended 31 March, 2021 and 2020.

## SHARE CAPITAL

The company was incorporated with an authorised share capital of 4 000 ordinary par value shares of N$1,00 each of which 200 shares had been issued to the shareholders.

## STATE OF AFFAIRS AND RESULTS

All matters material to the appreciation of the state of the company's affairs and results are disclosed in the annual financial statements and do not require further comment or explanation.

The results are attributable to the main activities of the company.

## GOING CONCERN

We draw attention to the fact that at 31 March 2021, the company had accumulated losses of N$3 144 323 (2020 : N$ 658 763). The loss is primarily as a result of no revenue being generated as the company is only in a development stage.

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The ability of the company to continue as a going concern is dependent on a number of factors. The most significant of these is that the holding company continues to procure funding for the ongoing operations for the company. As a result of the transaction described in the director's report on page 7, the company has received letters of financial support and guarantee from related parties, to continue to assist the company in discharging its debt obligations and to support the overall operating activities.

## DIVIDENDS

No dividends were declared or paid in respect of the year ended 31 March 2021 (2020 : N$ Nil).

## DIRECTORS

No changes occurred in the composition of the board and the directors of the company at the end of the financial year and at the date of this report are as stated under General Information on page 2.

## SECRETARY

Mr T J Smalley is the secretary of the company.

Contd/. . . .

## PARENT COMPANY

The company's parent company is E-Tech Metals Limited, a company incorporated in the United Kingdom.

## EVENTS SUBSEQUENT TO THE YEAR-END

The directors are aware of the following matters and circumstances arising since the end of the financial year:

- **Transaction with Battery Road Capital Corp.**

On 10 October 2020, E-Tech Kalapuse Mining (Pty) Limited (the "company") and all of its shareholders entered into a definitive share exchange agreement with Battery Road Capital Corp. ("Battery Road"), an arm's length party to the company, to provide for the completion of a business combination with Battery Road (the "Transaction").

Battery Road was incorporated under the Canada Business Corporations Act on 20 April 2018 and is classified as a "Capital Pool Company" for the purposes of Policy 2.4 of the Canadian TSX Venture Exchange Inc. (the "TSXV"). As a result, Battery Road's principal business is the identification and evaluation of a Qualifying Transaction ("QT") and once identified or evaluated, to negotiate an acquisition or participation in a business, subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. Battery Road currently has 12 985 750 issued and outstanding common shares. The Transaction is intended to constitute the QT of Battery Road, as such term is defined in Policy 2.4 of the TSXV.

Pursuant to the terms of the Definitive Agreement, new shareholders will invest approximately CAD$1 500 000 in the company by way of a convertible debenture and will acquire approximately 133 shares of the company on conversion. As a result, the company will have approximately 333 issued and outstanding common shares. Battery Road proposes to acquire each of the outstanding shares of the company, in exchange for 111 111,20 common shares of the resulting combined entity ("Resulting Issuer"). The existing and new shareholders of the company are expected to receive approximately 37 000 030 common shares of the Resulting Issuer at the closing of the Transaction, resulting in a reverse takeover of Battery Road. The Resulting Issuer will continue the business of the company and will continue to be engaged in the exploration and development of prospective mineral properties located in Namibia, with a focus on rare earth exploration and development.

The Transaction is subject to a number of conditions, including the approval of the TSXV, and has not been completed as of the date of this report. There is no guarantee that the company and Battery Road will be able to complete the Transaction.

- **Exclusive Prospecting License 6762 renewal**

Exclusive Prospecting License 6762 expired on 11 February 2021. The renewal application was filed on 3 November 2020, more than 90 days before the expiry of the EPL, in line with section 72(2)(a) of the Minerals Act. The license has been renewed on 20 July 2021 and will expire on 19 July 2023.

- **Repayment of E-Tech Metals Ltd loan**

During May 2021, and as stipulated in the definitive share exchange agreement between Battery Road Capital Corp. and E-Tech Kalapuse Mining (Pty) Ltd, Numus Financial Inc. directly settled the E-Tech Metals Ltd loan outstanding as at 31 March 2021 for an amount of CAD$239 189. Due to the fluctuations in foreign exchange rates an additional foreign exchange loss of ±N$177 000 will have to be recorded subsequent to year-end.

WINDHOEK
18 August 2021

E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH, 2021 AND 2020

| | Notes | 2021<br>N$ | 2020<br>N$ |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | 9 479 196 | 1 608 355 |
| Resource properties | 4 | 9 332 220 | 1 608 355 |
| - EPL | | 349 777 | 164 258 |
| - Exploration and evaluation assets | | 8 982 443 | 1 444 097 |
| Property, plant and equipment | 5 | 146 976 | - |
| **Current assets** | | | |
| Cash and cash equivalents | 6 | 655 307 | 198 807 |
| **TOTAL ASSETS** | | 10 134 503 | 1 807 162 |
| **EQUITY AND LIABILITIES** | | | |
| **Equity and capital contribution** | | (2 744 323) | (258 763) |
| Share capital | 7 | 400 000 | 400 000 |
| Accumulated (losses) | | (3 144 323) | (658 763) |
| **Current liabilities** | | 12 878 826 | 2 065 925 |
| Loan from parent company | 8.1 | 2 587 540 | 1 312 140 |
| Loan from local director | 8.2 | - | 573 405 |
| Convertible debentures | 8.3 | 8 993 154 | - |
| Payables | 9 | 1 298 132 | 180 380 |
| **TOTAL EQUITY AND LIABILITIES** | | 10 134 503 | 1 807 162 |

E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEARS ENDED 31 MARCH, 2021 AND 2020

| | Notes | 2021 N$ | 2020 N$ |
|---|---|---|---|
| **Administrative expenditure** | | (2 218 087) | (281 532) |
| Accounting fees | | 816 443 | 73 613 |
| Audit fees | | 105 110 | 75 000 |
| Bank charges | | 9 269 | 2 500 |
| Consulting fees | | 328 653 | 119 600 |
| Foreign exchange loss | | 371 492 | - |
| Office expenses | | 132 750 | 5 357 |
| Property investigation costs | | 126 219 | - |
| Salaries and wages | | 181 377 | - |
| Secretarial fees | | 19 074 | 5 462 |
| Travelling and accommodation | | 127 700 | - |
| Finance costs | 10 | (267 473) | (13 437) |
| **(Loss) for the year** | | (2 485 560) | (294 969) |
| Other comprehensive income | | - | - |
| **Total comprehensive (loss) for the year** | | (2 485 560) | (294 969) |
| **Weighted average number of shares outstanding during the year** | 7 | 200 | 200 |
| **Basic and diluted (loss) per share** | | (12 428) | (1 475) |

E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEARS ENDED 31 MARCH, 2021 AND 2020

| | Share capital N$ | Accumulated (loss) N$ | Total N$ |
|---|---|---|---|
| Balance at 31 March 2019 | 400 000 | (363 794) | 36 206 |
| (Loss) for the year | - | (294 969) | (294 969) |
| Balance at 31 March 2020 | 400 000 | (658 763) | (258 763) |
| (Loss) for the year | - | (2 485 560) | (2 485 560) |
| **Balance at 31 March 2021** | 400 000 | (3 144 323) | (2 744 323) |

E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEARS ENDED 31 MARCH, 2021 AND 2020

| | Note | 2021 N$ | 2020 N$ |
|---|---|---|---|
| **Operating activities** | | | |
| Cash recovered from exploration activities | | - | - |
| Cash paid to suppliers and employees | | (679 851) | (249 321) |
| Cash (utilised by) operations | A | (679 851) | (249 321) |
| Interest paid | | (267 473) | (13 437) |
| Net cash (outflow) from operating activities | | (947 324) | (262 758) |
| **Investing activities** | | | |
| Additions to property, plant and equipment | | (195 968) | - |
| Resource properties | | (7 723 865) | (620 555) |
| Net cash (outflow) from investing activities | | (7 919 833) | (620 555) |
| **Financing activities** | | | |
| Contributions from related parties | | 9 323 657 | 1 078 626 |
| **Net movement in cash and cash equivalents** | | 456 500 | 195 313 |
| **Change in cash and cash equivalents** | | | |
| Balance at beginning of the year | | 198 807 | 3 494 |
| Net movement | | 456 500 | 195 313 |
| Balance at end of the year | | 655 307 | 198 807 |
| **The balance comprises:** | | | |
| Cash at bank and on hand | | 655 307 | 198 807 |

**NOTE A**
**Reconciliation of (loss) for the year to cash (utilised by) operations**

| | 2021 | 2020 |
|---|---|---|
| (Loss) for the year | (2 485 560) | (294 969) |
| Adjusted for: | | |
| • Depreciation | 48 992 | - |
| • Net finance costs | 267 473 | 13 437 |
| • Net forex adjustments | 371 492 | - |
| Operating (loss) before working capital changes | (1 797 603) | (281 532) |
| Working capital changes: | | |
| • Increase in payables | 1 117 752 | 32 211 |
| Cash (utilised by) operations | (679 851) | (249 321) |

1. NATURE OF OPERATIONS AND GOING CONCERN

**Nature of operations**

The company is in the process of exploring its resource properties and has not yet determined whether these properties contain economically recoverable mineralisation. To date, the company has not earned revenues and is considered to be in the exploration stage.

**Material uncertainty related to going concern**

We draw attention to the fact that at 31 March 2021, the company had accumulated losses of N$3 144 323 (2020 : N$658 763).

The financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The ability of the company to continue as a going concern is dependent on a number of factors. The most significant of these are that the directors continue to procure funding for the ongoing operations for the company and that the commercial viability of the Eureka deposit can be confirmed.

The company relies on the continuous financial support from Numus Financial Inc. and no conditions exist at year-end that indicate that Numus Financial Inc. will withdraw their financial support during the next 12 months. Subsequent activities indicate that the company will continue to be in operation for the next 12 months.

2. SIGNIFICANT ACCOUNTING POLICIES

**Statement of compliance**

The annual financial statements of the company have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretation of those standards as issued by the International Accounting Standards Board (IASB) and the requirement of the Companies Act of Namibia. The directors decided to apply IFRS 6 (Capitalisation of resource properties).

The annual financial statements have been prepared on the historical cost basis with the exception of certain financial instruments which have been fairly valued.

The annual financial statements are prepared on the going-concern basis as the directors believe that the required funding will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The annual financial statements for the years ended 31 March, 2021 and 2020 were approved and authorised for issue by the board of directors.

**Basis of preparation and principal accounting policies**

The principal accounting policies that have been used in the preparation of these financial statements are summarised below. These accounting policies have been used throughout all periods presented in the financial statements.

## 2.1 Resource properties and related exploration costs

Pre-exploration expenditures are expensed as incurred. All direct costs related to the acquisition of resource property interests are capitalised by property. Exploration and evaluation costs are capitalised and have been classified as either tangible or intangible in accordance with *IFRS 6 Exploration for and Evaluation of Mineral Resources*. Tangible exploration and evaluation assets have been disclosed under property, plant and equipment.

Resource properties are initially measured at cost and include expenditures on acquisition of rights to explore, studies, exploratory drilling, trenching, sampling, metallurgical studies, and other direct costs related to exploration or evaluation of a project. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to supporting exploration activities in a particular area of interest.

Where a project is determined to be technically and commercially feasible and a decision has been made to proceed with development with respect to a particular area of interest, the relevant resource property asset is tested for impairment and the balance is reclassified as a resource property in property and equipment.

## 2.2 Mineral development expenditure

Capitalised expenditure is transferred from 'Exploration and evaluation expenditure' to 'Mines under development' once the work completed to date supports the future development of the property. After transfer of the exploration and evaluation assets, all subsequent expenditure on the development is capitalised in 'Mines under development'.

Development expenditure is net of proceeds from the sale of ore extracted during the development phase to the extent that it is considered integral to the development of the mine.

Any costs incurred in testing the assets to determine if they are functioning as intended, are capitalised, net of any proceeds received from selling any product produced while testing. Where these proceeds exceed the cost of testing, any excess is recognised in the statement of profit or loss and other comprehensive income.

After production starts, all assets included in 'Mines under development' are then transferred to 'Producing mines'.

## 2.3 Property, plant and equipment

Plant and equipment are carried at acquisition cost less subsequent depreciation and impairment losses.

Depreciation is recognised on a straight-line basis to write down the cost or valuation less estimated residual value of property, plant and equipment. The periods generally applicable are:

| | |
|---|---|
| • Computer equipment | 3 years |
| • Motor vehicles | 5 years |
| • Plant and machinery | 5 years |
| • Containers and shed | 10 years |

Material residual value estimates and estimates of useful life are updated as required, but at least annually.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss within 'other income' or 'other expenses'.

## 2.4 Impairment testing of resource properties and property, plant and equipment

For the purposes of assessing impairment, assets are grouped at the lowest level for which there are largely independent cash-inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at the cash-generating unit level.

Individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised in profit or loss for the amount by which the asset or cash-generating units' carrying amount exceeds its recoverable amount. Impairment losses for cash-generating units are charged pro rata to the assets in the cash-generating unit. All assets are subsequently assessed for indications that an impairment loss previously recognised may no longer exist. In that case the previous impairment loss is reversed through profit or loss.

## 2.5 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

## 2.6 Equity

Share capital represents the nominal value of shares plus a share premium that have been issued.

Accumulated losses include all current and prior period losses.

## 2.7 Financial assets

*Classification and subsequent measurement*

On initial recognition, a financial asset is classified and measured at: amortised cost; fair value through profit or loss or fair value through OCI.

Financial assets are not reclassified subsequent to their initial recognition unless the company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## 2.8 Financial liabilities

Financial liabilities are classified and measured at amortised cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition.

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method.

Interest expense and foreign exchange gains and losses are recognised in profit or loss.

Any gain or loss on derecognition is also recognised in profit or loss.

## 2.9 Derecognition of financial liabilities

The company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

## 2.10 Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## 2.11 Foreign currency translation

The financial statements are presented in Namibia Dollar, the functional currency.

Foreign currency transactions are translated into the functional currency of the company, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year-end exchange rates are recognised in profit or loss.

## 2.12 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in 'finance costs'.

2.13 **Operating expenses**

Operating expenses are recognised in profit or loss upon utilisation of the service or at the date of their origin.

2.14 **Post-year-end-date events**

Recognised amounts in the financial statements are adjusted to reflect events arising after the year-end date that provide evidence of conditions that existed at the year-end date. Events after the year-end date that are indicative of conditions that arose after the year-end date are dealt with by way of a note.

2.15 **Comparative figures**

Comparative figures are regrouped or restated where necessary to agree with current year classifications and comparative figures are restated in the event of a change in accounting policy or prior period error. (No regroupings or restatements were processed in these financial statements.)

2.16 **Deferred tax assets and liabilities**

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for the carry forward of unused tax losses to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2.17 **Value-added tax**

Revenues, expenses and assets are recognised net of the amount of value-added tax except:

- where the value-added tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the value-added tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- receivables and payables that are stated with the amount of value-added tax included.

The net amount of value-added tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

2.18 **Provisions, contingent liabilities and contingent assets**

Provisions for product warranties, legal disputes, onerous contracts or other claims are recognised when the company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the company and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain.

Restructuring provisions are recognised only if a detailed formal plan for the restructuring has been developed and implemented, or management has at least announced the plan's main features to those affected by it. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

2.19 **Significant accounting and management judgements, estimates and assumptions**

When preparing the financial statements, management makes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual outcomes may differ.

The estimates considered most significant are discussed below:

- Going-concern

  Current international market conditions, Covid-19, the non-viability of the Eureka deposit, potential production difficulties, local legislation and the ability to conclude and sign future sales agreements for the company's final mining product do raise a significant material uncertainty whether the company is able to realise its assets and discharges its liabilities in the normal course of business.

  The directors have applied the going-concern principle in preparing the financial statements.

2.20 **Estimation uncertainty**

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

- Impairment of exploration asset

  The exploration and evaluation asset has been tested for possible impairment as stipulated in paragraph 19 of IFRS 6 *Exploration for and Evaluation of Mineral Resources*. At this stage and based on information currently available, no indicators of impairment have been identified.

- Useful lives of depreciable assets

  Management reviews the useful lives of depreciable assets at each year-end date. As at year-end, management of the company assesses that the useful lives represent the expected utility of the assets to the company.

3. NEW AND AMENDED STANDARDS AND INTERPRETATIONS

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the company's financial statements are disclosed below.

The company intends to adopt these new and amended standards and interpretations, when they become effective.

These standards, amended standards and interpretations are not expected to have a material impact on the financial statements in future reporting periods, due to the nature of the company's business.

| **Standards and details of amendment** | **Annual periods beginning on or after** |
|---|---|
| Amendments to IFRS 4, IFRS 7, IFRS 9, IFRS 16 and IAS 39<br>- Interest rate benchmark reform Phase 2 | 1 January 2021 |
| Amendments to IFRS 1, IFRS 9 and IAS 41<br>- Annual Improvements to IFRS Standards 2018-2020 | 1 January 2022 |
| Amendments to IFRS 3<br>- Reference to the conceptual framework | 1 January 2022 |
| Amendments to IAS 1<br>- Classification of liabilities as current or non-current | 1 January 2022 |

| | | 2021 N$ | 2020 N$ |
|---|---|---|---|
| 4. | RESOURCE PROPERTIES | | |
| | Comprise the Eureka deposit: | | |
| 4.1 | **Exclusive Prospecting Licence - EPL Number 6762** | | |
| | Held for the period of 3 years from 12 February 2018 to 11 February 2021 and renewed for the period of 2 years from 20 July 2021 to 19 July 2023<br>Held for the following minerals/metals:<br>• Base and Rare Metals Industrial<br>• Minerals, Nuclear Fuel, Minerals<br>• and Precious Metals<br>in the magisterial District 'G' (Karibib) | 349 777 | 164 258 |
| 4.2 | **Exploration and evaluation costs** | | |
| | Incurred for the period 1 April 2016 to 31 March 2021<br>Asset comprises following costs capitalised in terms of<br>IFRS 6 Exploration for and Evaluation of Mineral Resources: | | |
| | • Geophysical, Geological and Environmental Consulting | 3 528 967 | 718 880 |
| | • Field Equipment and rental | 680 594 | 328 552 |
| | • Drilling, Sample Preparation, Analysis and Transport | 4 772 882 | 396 665 |
| | | 8 982 443 | 1 444 097 |
| | **Total exploration and evaluation assets** | 9 332 220 | 1 608 355 |

The above exploration and evaluation assets have been assessed as being intangible assets with indefinite useful lives. The useful lives of the intangible assets cannot at this time be accurately evaluated, as uncertainty exists regarding the project's duration, and have thus been evaluated to be indefinite.

We draw attention to the directors' report on pages 6 to 7, where it is stated that EPL 6762 has been renewed after year-end, as well as note 17 on page 25, which describes E-Tech Kalapuse Mining (Pty) Ltd's commitment to Kalapuse General Dealer (Pty) Ltd as per their Memorandum of Agreement entered into on the 10th of June 2016.

| | | 2021 N$ | 2020 N$ |
|---|---|---|---|
| 5. | PROPERTY, PLANT AND EQUIPMENT | | |
| | **Containers** | | |
| | Carrying amount at beginning of the year | - | - |
| | Additions | 195 968 | - |
| | Depreciation | (48 992) | - |
| | Carrying amount at end of the year | 146 976 | - |

Depreciation of exploration equipment is recorded as an addition to resource properties in accordance with *IFRS 6 Exploration for and Evaluation of Mineral Resources*.

| | | 2021 N$ | 2020 N$ |
|---|---|---|---|
| 6. | CASH AND CASH EQUIVALENTS | | |
| | Cash at bank | | |
| | • Current account | 655 307 | 198 807 |
| | Cash on hand | | |
| | • Petty cash | - | - |
| | Total | 655 307 | 198 807 |

Cash at bank earns interest at floating rates based on daily bank deposit rates. The carrying amount of cash and cash equivalents approximates the fair value.

| | 2021 N$ | 2020 N$ |
|---|---|---|

7. SHARE CAPITAL

The share capital of E-Tech Kalapuse Mining (Pty) Ltd consists only of fully paid ordinary shares with a par value of N$1,00. All ordinary shares are equally eligible to receive dividends and the repayment of capital and represent one vote at the shareholders' meetings of the company.

| | 2021 N$ | 2020 N$ |
|---|---|---|
| 200 Shares issued and fully paid | 200 | 200 |
| 100 of the shares were issued at a premium of N$3 998 each. Share premium (loan from parent company converted to share capital) | 399 800 | 399 800 |
| **Total issued share capital** | 400 000 | 400 000 |

8. LOANS FROM RELATED PARTIES

8.1 **Loan from parent company**

| | 2021 N$ | 2020 N$ |
|---|---|---|
| E-Tech Metals Limited | 2 587 540 | 1 312 140 |

The loan is unsecured, interest free and denominated in GBP. The loan was repaid by Numus Financial Inc. during May 2021.

8.2 **Loan from local director**

| | 2021 N$ | 2020 N$ |
|---|---|---|
| T J Smalley | - | 573 405 |

The loan was unsecured and interest free and was repaid by Numus Financial Inc. up to March 2021.

8.3 **Convertible debentures**

| | 2021 N$ | 2020 N$ |
|---|---|---|
| Numus Financial Inc. | 8 793 154 | - |
| Accrued interest | 200 000 | - |
| **Total convertible debentures** | 8 993 154 | - |

On 2 November 2020, the company entered into a non-brokered financing agreement for up to CAD$1 500 000. As at 31 March 2021 the company has drawn down an amount of N$8 793 154 (CAD$743 866) by way of issuing convertible debentures. The debentures accrue interest at 12% on a monthly basis, with a maturity date of no later than 31 December 2021 and is denominated in CAD$. The principal amount of the debentures is convertible at the maturity date at the election of the holder. The debentures are convertible into common shares of the company. The conversion price at maturity date will be CAD$12 000 per ordinary share (total: 133 ordinary shares in exchange for CAD$1 500 000 (principal amount) and CAD$96 000 accrued interest). The debentures are unsecured. For accounting purposes, the debentures have not been present valued, because, as at the date of these annual financial statements, the expected period of the debentures will not exceed one year.

| | 2021 N$ | 2020 N$ |
|---|---|---|
| **Total related party loans** | 11 580 694 | 1 885 545 |

The amounts outstanding at year-end have been used primarily to fund exploration and evaluation costs.

| | | 2021 N$ | 2020 N$ |
|---|---|---|---|
| 9. | PAYABLES | | |
| | Accruals | 1 298 132 | 180 380 |
| 10. | FINANCE COSTS | | |
| | Interest accrued on debentures | 200 000 | - |
| | Interest paid to creditors | 67 473 | 13 437 |
| | Total | 267 473 | 13 437 |

The borrowing costs have not been capitalised in the current year.

11. DIRECTORS' EMOLUMENTS

No emoluments were paid to the directors for services rendered for the year under review (2020 : N$ Nil).

Consulting services amounting to N$1 338 872 (2020 : N$257 600) were charged by two directors (see note 13.3.1).

Option fees amounting to N$153 865 (2020 : N$ Nil) were paid to an entity held by a director (see note 13.3.2).

12. TAXATION

| | 2021 N$ | 2020 N$ |
|---|---|---|
| **Calculated tax (loss)** | - | - |

No provision for current taxation has been made as no such liability is anticipated. The utilisation of the calculated tax (loss) is dependent on the company earning sufficient future taxable income.

**Prospecting and exploration expenditure carried forward**

| | 2021 N$ | 2020 N$ |
|---|---|---|
| Prospecting and exploration expenditure to be carried forward amounts to | 12 155 006 | 2 172 956 |

The above is to be utilised against future taxable income.

13. RELATED PARTY TRANSACTIONS

All related party transactions are in the normal course of operations and at arm's length and have been measured at the exchange amount, which is the amount of consideration established and agreed upon by the related parties.

13.1 **Related party relationships**

Related party relationships exist between the company and its parent company and other shareholders and directors. The parent company is E-Tech Metals Limited.

13.2 **Payables to related entities**

| | 2021 N$ | 2020 N$ |
|---|---|---|
| Aggregate amounts convertible at year-end date: | | |
| • Numus Financial Inc. | 8 993 154 | - |
| Aggregate amounts payable at year-end date: | | |
| • E-Tech Metals Limited | 2 587 540 | 1 312 140 |
| • T J Smalley | - | 573 405 |
| | 2 587 540 | 1 885 545 |

| | 2021 N$ | 2020 N$ |
|---|---|---|

13. RELATED PARTY TRANSACTIONS (contd)

13.3 **Transaction with related parties:**

13.3.1 **Consulting fees paid to**

| | 2021 N$ | 2020 N$ |
|---|---|---|
| • Dr T J Smalley | 267 238 | 257 600 |
| • Dr E Loye | 1 071 634 | - |
| | 1 338 872 | 257 600 |

13.3.2 **Option payment for EPL 6762**

| | 2021 N$ | 2020 N$ |
|---|---|---|
| • Kalapuse General Dealers (Pty) Ltd (A H Iipinge) | 153 865 | - |

13.3.3 **Transfer of expenses previously incurred by parent for the period April 2016 to December 2020**

| | 2021 N$ | 2020 N$ | 2019 N$ | 2018 N$ | 2017 N$ |
|---|---|---|---|---|---|
| Exclusive Prospecting Licence - EPL Number 6762 | - | - | - | - | 2 169 |
| Geophysical, geological and environmental consulting | 498 533 | - | - | 49 692 | 268 329 |
| Field Equipment and rental | - | 19 390 | 20 811 | 19 340 | 31 565 |
| Drilling, sample preparation, analysis and transport | 263 247 | 96 005 | 14 470 | 164 042 | 351 173 |
| Total exploration and evaluation asset transferred | 761 780 | 115 395 | 35 281 | 233 074 | 653 236 |
| | | | | | |
| Accounting fees | 26 238 | 44 524 | 15 226 | 32 360 | 41 046 |
| Other administrative costs | 14 749 | 17 313 | 3 201 | 11 588 | 48 312 |
| Property investigation costs | - | 1 630 | - | 31 286 | 76 645 |
| Salaries and wages | - | - | - | 39 098 | 142 279 |
| Travelling and accommodation | - | 90 738 | 10 853 | - | 53 389 |
| Total administrative expenditure transferred | 40 987 | 154 205 | 29 280 | 114 332 | 361 671 |

During the year, expenses previously incurred by E-Tech Metals Ltd have been transferred from the holding company to E-Tech Kalapuse Mining (Pty) Ltd. These expenses amounted to N$2 499 241, of which N$1 798 766 relate to resource properties and N$700 475 to administrative expenditure.

| | | 2021 N$ | 2020 N$ |
|---|---|---|---|

14. FINANCIAL ASSETS AND LIABILITIES

The carrying amounts presented in the restated statement of financial position relate to the following categories of assets and liabilities:

14.1 **Financial assets measured at amortised cost**

| | | 2021 N$ | 2020 N$ |
|---|---|---|---|
| Cash and cash equivalents | (Note 6) | 655 307 | 198 807 |

14.2 **Financial liabilities measured at amortised cost**

| | | 2021 N$ | 2020 N$ |
|---|---|---|---|
| Loans from related parties | (Note 8) | 11 580 694 | 1 885 545 |
| Payables | (Note 9) | 1 298 132 | 180 380 |
| Total financial liabilities | | 12 878 826 | 2 065 925 |

See notes 2.7 until 2.10 for a description of the accounting policies for each category of financial instruments. The fair values are presented in the related notes. A description of the company's risk management objectives and policies for financial instruments is given in note 15.

15. RISK MANAGEMENT OBJECTIVES AND POLICIES

The company is exposed to market risk through its use of financial instruments and specifically to liquidity risk, credit risk and interest rate risk, which result from both its operating and investing activities. The company's risk management is co-ordinated by the board of directors, and focuses on actively securing the company's short to medium term cash flows by minimising the exposure to financial markets. Long-term financial investments are managed to generate lasting returns.

The company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the company is exposed to are described below. See notes 2.7 until 2.10 for explanations about how the category of financial instruments affect their subsequent measurement and notes 14.1 and 14.2 for a summary of the company's financial assets and liabilities by category.

15.1 **Foreign currency sensitivity**

Some of the company's transactions are carried out in CAD$ and GBP, and may include US$ in the future. Exposures to currency exchange rates arise from funding received from the parent company in UK and Numus Financial Inc. in Canada. Further, the company has a GBP loan from the parent company in UK, as well as a CAD$ loan from Numus Financial Inc. in Canada, both of which have been used to fund the exploration activities. Because the loans are denominated in foreign currencies, foreign exchange adjustments have been recorded at year end to recognise the loans at fair value.

To mitigate the company's exposure to foreign currency risk, non-N$ cash flows are monitored.

Generally, the company's risk management procedures distinguish short-term foreign currency cash flows (due within 6 months) from long-term cash flows (due after 6 months). Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no further hedging activity is undertaken. Forward exchange contracts are mainly entered into for significant long-term foreign currency exposures that are not expected to be offset by other currency transactions.

15. RISK MANAGEMENT OBJECTIVES AND POLICIES (contd)

15.1 **Foreign currency sensitivity** (contd)

The company does not enter into forward exchange contracts to mitigate the exposure to foreign currency risk on the company's GBP- and CAD$-loans used to fund the exploration activities. The loans are denominated in their respective foreign currencies and are thus carried at fair value through profit and loss. Therefore, the loan is included in management's assessment of foreign currency exposure.

The loan from the parent company was repaid in GBP subsequent to year end. The previously N$-denominated loan has been changed to a GBP-denominated loan and has been recognised at fair value. As a result of this, a forex loss of N$325 428 has been recorded. The loan from Numus Financial Inc. is denominated in CAD$, and has thus also been recognized at fair value, with a forex loss of N$46 064 being recorded. Because both loans are denominated in a foreign currency, this exposes the company to a currency risk which is disclosed below. The amounts shown are those reported to key management translated into N$ at the closing rate:

| | Short-term exposure | | Long-term exposure | |
|---|---|---|---|---|
| | CAD$ | GBP | CAD$ | GBP |
| Financial assets | - | - | - | - |
| Financial liabilities | 8 993 154 | 2 587 540 | - | - |

The following table illustrates the sensitivity of profit and equity in regards to the company's financial liabilities and the CAD/N$ exchange rate and GBP/N$ exchange rate 'all other things being equal'. It assumes a +/-0% change of the N$/USD exchange rate for the year ended at 31 March 2021.

A +/-10% change is considered for both the N$/GBP and N$/CAD$ exchange rates. Both of these percentages have been determined based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis is based on the company's foreign currency financial instruments held at each reporting date and also takes into account forward exchange contracts that offset effects from changes in currency exchange rates.

For the loan from the parent company, a +/-10% change would have had the following N$ impact:

| | Foreign exchange profit/(loss) for the year | | | | Equity | | | |
|---|---|---|---|---|---|---|---|---|
| | 2021 | | 2020 | | 2021 | | 2020 | |
| | GBP | | GBP | | GBP | | GBP | |
| | +10% | -10% | +10% | -10% | +10% | -10% | +10% | -10% |
| 31 March 2021 | (298 734) | 298 734 | (560 983) | (147 724) | (298 734) | 298 734 | (560 983) | (147 724) |

For the loan from Numus Financial Inc., a +/-10% change would have had the following N$ impact:

| | Foreign exchange profit/(loss) for the year | | | | Equity | | | |
|---|---|---|---|---|---|---|---|---|
| | 2021 | | 2020 | | 2021 | | 2020 | |
| | CAD$ | | CAD$ | | CAD$ | | CAD$ | |
| | +10% | -10% | +10% | -10% | +10% | -10% | +10% | -10% |
| 31 March 2021 | (879 315) | 879 315 | - | - | (879 315) | 879 315 | - | - |

| | 2021 N$ | 2020 N$ |
|---|---|---|

15. RISK MANAGEMENT OBJECTIVES AND POLICIES (contd)

15.2 **Liquidity risk**

The company manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities, cash-outflows due in day-to-day business and by ensuring that adequate unutilised borrowing facilities are maintained.

As at 31 March 2021, the company's liabilities had contractual maturities which are summarised below:

| | 2021 N$ | 2020 N$ |
|---|---|---|
| Loans from related parties | 11 580 694 | 1 885 545 |
| Payables | 1 298 132 | 180 380 |
| | 12 878 826 | 2 065 925 |

The liquidity of the company is supplied by the parent company, E-Tech Metals Limited and by Numus Financial Inc.

Numus Financial Inc. transfers cash to the company when requested.

15.3 **Credit risk**

The company's exposure to credit risk is limited to the carrying amount of financial assets recognised at the year-end dates, as summarised below:

| | 2021 N$ | 2020 N$ |
|---|---|---|
| Classes of financial assets: | | |
| • Cash and cash equivalents | 655 307 | 198 807 |

The company continuously monitors defaults of customers and other counter-parties, identified either individually or by company, and incorporates this information into its credit risk controls. The company's policy is to deal only with creditworthy counter-parties.

The company's management considers that all the above financial assets that are not impaired for each of the reporting year under review are of good credit quality, including those that are past due.

None of the company's financial assets are secured by collateral or other credit enhancements.

In respect of trade and other receivables, the company is not exposed to any significant credit risk exposure to any single counter-party or any company of counter-parties having similar characteristics. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counter-parties are reputable banks with high quality external credit ratings.

15.4 **Interest rate risk**

The company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At year-end, the company was not exposed to changes in market interest rates as all funding is interest-free.

16. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The company monitors capital on the basis of the carrying amount of equity plus its subordinated loans as presented on the face of the statement of financial position.

The company's capital management objectives are to ensure the company's ability to continue as a going concern and to provide an adequate return to its shareholders.

The directors and management monitor the capital requirements on an ongoing basis and address shortages when identified by increasing the capital of the company or by securing additional funding in loan accounts from its shareholders.

As stipulated in the definitive share exchange agreement entered into between E-Tech Kalapuse Mining (Pty) Ltd and Numus Financial Inc., the funds advanced to the entity are to be used to satisfy certain financial obligations and to advance its exploration plans.

17. COMMITMENTS

We refer to the Memorandum of Agreement between E-Tech Kalapuse Mining (Pty) Ltd and Kalapuse General Dealers (Pty) Ltd, whereby Kalapuse General Dealers (Pty) Ltd ceded a portion of its Exclusive Prospecting License to E-Tech Kalapuse Mining (Pty) Ltd, in exchange for 20% shareholding, 3 "Option payments", payable at different stages of exploration, as well as a 1,5% royalty on the gross value of products sold from mining the deposit until completely mined or production is terminated. The first half of the second option payment of £7 500 was paid during the year, and the third and final "Option payment" is due upon completion of phase 2 and commencement of the pre-feasibility study, after which a non-refundable amount of £50 000, excluding VAT, must be paid to Kalapuse General Dealers (Pty) Ltd.

E-Tech Kalapuse Mining (Pty) Ltd has also committed to pay a monthly payment of N$2 500 to the farmer on whose farm the prospecting is taking place.

18. SUBSEQUENT EVENTS - QUALIFYING TRANSACTION

Subsequent to year-end, and between the date of the auditor's report for the 2020 annual financial statements and the date of the auditor's report for the 2021 annual financial statements, several terms regarding the qualifying transaction have changed. The principal amount to be advanced to E-Tech Kalapuse Mining (Pty) Ltd from Numus Financial Inc. has changed from CAD$1 000 000 to CAD$1 500 000, with anticipated accrued interest amounting to CAD$96 000. Due to this, the number of ordinary shares to be issued to Numus Financial Inc. has changed from 84 shares to 133 shares at CAD$12 000 per share. Battery Road is to acquire each of the outstanding shares of the company, in exchange for 111 111,2 common shares of the resulting combined entity. The existing and new shareholders of E-Tech Kalapuse Mining (Pty) Ltd are expected to receive approximately 37 000 030 common shares of the resulting combined entity at the close of the transaction and will hold approximately 58,8% of the outstanding shares of the company prior to the non-brokered private placement. Upon completion of the transaction, Battery Road Capital Corp. will have 62 971 530 issued and outstanding common shares and after the non-brokered private placement, Battery Road Capital Corp. will have 82 971 530 issued and outstanding common shares, where the 20 000 000 common shares at a price of CAD$0,25 per share are expected to raise aggregate proceeds of CAD$5 000 000 by means of a private placement. This financing has been completed subsequent to year-end, where the closing date of the subscription receipt financing was 8 June 2021.

19. SEGMENTED INFORMATION DISCLOSURE

IFRS 8 requires an entity whose debt or equity securities are publicly traded or is in the process of going public, to disclose information to enable users of its financial statements to evaluate the nature and financial effects of the different business activities in which it engages and the different economic environments in which it operates.

In the case of E-Tech Kalapuse Mining (Pty) Ltd, the entity operates in one geographical and business segment only, being the Eureka deposit in Namibia and the exploration and prospecting business segment. The company focuses its current resources on the financing of its exploration and prospecting activities, this being its only business segment.

# E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

COMPANY REGISTRATION NUMBER 2015/0237

# UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

## 30 JUNE 2021

E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

30 JUNE 2021

INDEX

## GENERAL INFORMATION

**30 JUNE 2021**

| | |
|---|---|
| COUNTRY OF INCORPORATION | Namibia |
| COMPANY REGISTRATION NUMBER | 2015/0237 |
| NATURE OF BUSINESS | Exploration, mining, production of metals and all related activities. |
| DIRECTORS | Edward Rolstone Loye<br>Ambrosius Hinanentu Iipinge<br>James Alan Smith<br>Sean Ashley Lapham<br>Timothy John Smalley |
| SECRETARY | Timothy John Smalley |
| PARENT COMPANY | E-Tech Metals Limited<br>(Incorporated in the United Kingdom) |
| BANKERS | First National Bank of Namibia Limited |

E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

MANAGEMENT RESPONSIBILITIES FOR FINANCIAL REPORTING

30 JUNE 2021

The accompanying unaudited condensed interim financial statements of E-Tech Kalapuse Mining (Pty) Ltd are the responsibility of management and have been approved by the board of directors, and have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). The unaudited condensed interim financial statements include certain amounts and assumptions that are based on management's best estimates and have been derived with careful judgment.

In fulfilling its responsibilities, management has developed and maintains a system of internal accounting controls. These controls are designed to provide reasonable assurance that the financial records are reliable for the preparation of the financial statements. The audit committee of the board of directors reviewed and approved the company's unaudited condensed interim financial statements and recommended their approval by the board of directors.

DIRECTOR, duly authorised

DIRECTOR, duly authorised

WINDHOEK
23 August 2021

E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2021

| | Notes | Unaudited 30/06/2021 N$ | Audited 31/03/2021 N$ |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | 17 305 303 | 9 479 196 |
| Resource properties | 4 | 16 896 755 | 9 332 220 |
| - EPL | | 352 777 | 349 777 |
| - Exploration and evaluation assets | | 16 543 978 | 8 982 443 |
| Property, plant and equipment | 5 | 408 548 | 146 976 |
| **Current assets** | | | |
| Cash and cash equivalents | 6 | 267 020 | 655 307 |
| **TOTAL ASSETS** | | 17 572 323 | 10 134 503 |
| **EQUITY AND LIABILITIES** | | | |
| **Equity and capital contribution** | | (3 878 044) | (2 744 323) |
| Share capital | 7 | 400 000 | 400 000 |
| Accumulated (loss) | | (4 278 044) | (3 144 323) |
| **Current liabilities** | | 21 450 367 | 12 878 826 |
| Loan from parent company | 8.1 | - | 2 587 540 |
| Convertible debentures | 8.2 | 15 057 070 | 8 993 154 |
| Payables | 9 | 6 393 297 | 1 298 132 |
| **TOTAL EQUITY AND LIABILITIES** | | 17 572 323 | 10 134 503 |

E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE PERIOD ENDED 30 JUNE 2021

| | Notes | Three-month period ended 30/06/2021 N$ | Three-month period ended 30/06/2020 N$ |
|---|---|---|---|
| **Administrative expenditure** | | (763 721) | (98 730) |
| Accounting fees | | 268 450 | 83 893 |
| Bank charges | | 1 258 | 686 |
| Consulting fees | | 254 920 | - |
| Foreign exchange (gain)/loss | | (19 264) | - |
| - Realised foreign exchange loss | | 177 678 | - |
| - Unrealised foreign exchange (gain) | | (196 942) | - |
| Office expenses | | 258 357 | 150 |
| Property investigation costs | | - | 14 001 |
| Finance costs | 10 | (370 000) | - |
| **(Loss) for the period** | | (1 133 721) | (98 730) |
| Other comprehensive income | | - | - |
| **Total comprehensive (loss) for the period** | | (1 133 721) | (98 730) |
| **Weighted average number of shares outstanding during the period** | 7 | 200 | 200 |
| **Basic and diluted (loss) per share** | | (5 669) | (494) |

**E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED**

**STATEMENT OF CHANGES IN EQUITY**

**FOR THE PERIOD ENDED 30 JUNE 2021**

| | Share capital N$ | Accumulated (loss) N$ | Total N$ |
|---|---|---|---|
| Balance at 31 March 2020 | 400 000 | (658 763) | (258 763) |
| (Loss) for the period | - | (98 730) | (98 730) |
| Balance at 30 June 2020 | 400 000 | (757 493) | (357 493) |
| (Loss) for the period | - | (2 386 830) | (2 386 830) |
| Balance at 31 March 2021 | 400 000 | (3 144 323) | (2 744 323) |
| (Loss) for the period | - | (1 133 721) | (1 133 721) |
| **Balance at 30 June 2021** | 400 000 | (4 278 044) | (3 878 044) |

E-TECH KALAPUSE MINING (PROPRIETARY) LIMITED

STATEMENT OF CASH FLOWS

FOR THE PERIOD ENDED 30 JUNE 2021

| | Note | Three-month period ended 30/06/2021 N$ | Three-month period ended 30/06/2020 N$ |
|---|---|---|---|
| **Operating activities** | | | |
| Cash recovered from exploration activities | | - | - |
| Cash paid to suppliers and employees | | 4 162 392 | (294 045) |
| Cash generated from/(utilised by) operations | A | 4 162 392 | (294 045) |
| Finance costs | | (370 000) | - |
| Net cash inflow/(outflow) from operating activities | | 3 792 392 | (294 045) |
| **Investing activities** | | | |
| Additions to property, plant and equipment | | (289 462) | - |
| Resource properties | | (7 564 535) | (943) |
| Net cash (outflow) from investing activities | | (7 853 997) | (943) |
| **Financing activities** | | | |
| Contributions from related parties | | 3 673 318 | 206 562 |
| **Net movement in cash and cash equivalents** | | (388 287) | (88 426) |
| **Change in cash and cash equivalents** | | | |
| Balance at beginning of the period | | 655 307 | 198 807 |
| Net movement | | (388 287) | (88 426) |
| Balance at end of the period | | 267 020 | 110 381 |
| **The balance comprises:** | | | |
| Cash at bank and on hand | | 267 020 | 110 381 |

**NOTE A**
**Reconciliation of (loss) for the period to cash generated from/(utilised by) operations**

| | | |
|---|---|---|
| (Loss) for the period | (1 133 721) | (98 730) |
| Adjusted for: | | |
| • Depreciation | 27 890 | - |
| • Net finance costs | 370 000 | |
| • Unrealised forex adjustments | (196 942) | - |
| Operating (loss) before working capital changes | (932 773) | (98 730) |
| Working capital changes: | | |
| • Increase/(Decrease) in payables | 5 095 165 | (195 315) |
| Cash generated from/(utilised by) operations | 4 162 392 | (294 045) |

1. NATURE OF OPERATIONS AND GOING CONCERN AND EXCLUSIVE PROSPECTING LICENCE RENEWAL

**Nature of operations**

The company is in the process of exploring its resource properties and has not yet determined whether these properties contain economically recoverable mineralization. To date, the company has not earned significant revenues and is considered to be in the exploration stage.

**Material uncertainty related to going concern**

We draw attention to the fact that at 30 June 2021, the company had accumulated losses of N$4 278 044. The loss is primarily as a result of no revenue being generated as the company is only in a development stage.

The unaudited condensed interim financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The ability of the company to continue as a going concern is dependent on a number of factors. The most significant of these are that the directors continue to procure funding for the ongoing operations for the company and that the commercial viability of the Eureka deposit can be confirmed.

The company relies on the continuous financial support from Numus Financial Inc. No conditions exist at period-end that indicate that Numus Financial Inc. will withdraw their financial support during the next 12 months. The company also relies on the proceeds from the private placing as described in note 18.2.

2. SIGNIFICANT ACCOUNTING POLICIES

**Statement of compliance**

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"), as issued by the IASB. Accordingly, certain information normally included in annual financial statements prepared in accordance with IFRS, as issued by the IASB, has been omitted or condensed. The unaudited condensed interim financial statements should be read in conjunction with the company's annual audited financial statements for the year ended March 31, 2021.

The unaudited condensed interim financial statements have been prepared on the historical cost basis with the exception of certain financial instruments which have been fairly valued.

The unaudited condensed interim financial statements are prepared on the going-concern basis as the directors believe that the required funding will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The unaudited condensed interim financial statements for the period ended June 30, 2021 (including comparatives) were approved and authorised for issue by the board of directors.

**Basis of preparation and principal accounting policies**

These unaudited condensed interim financial statements have been prepared using the same policies and methods of computation as the annual financial statements of the Company for the year ended March 31, 2021.

Refer to note 2, SIGNIFICANT ACCOUNTING POLICIES, of the Company's annual financial statements for the year ended March 31, 2021 for information on the accounting policies as well as new accounting standards adopted.

| | Unaudited 30/06/2021 N$ | Audited 31/03/2021 N$ |
|---|---|---|

3. TRANSACTION WITH BATTERY ROAD CAPITAL CORP.

On 10 October 2020, E-Tech Kalapuse Mining (Pty) Limited (the "company") and its shareholders entered into a definitive share exchange agreement with Battery Road Capital Corp. ("Battery Road") to provide for the completion of a business combination with Battery Road (the "Transaction").

Battery Road was incorporated under the Canada Business Corporations Act on 20 April 2018 and is classified as a "Capital Pool Company" for the purposes of Policy 2.4 of the Canadian TSX Venture Exchange Inc. (the "TSXV"). As a result, Battery Road's principal business is the identification and evaluation of a Qualifying Transaction ("QT") and once identified or evaluated, to negotiate an acquisition or participation in a business, subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. Battery Road currently has 25 971 500 issued and outstanding common shares. The Transaction is intended to constitute the QT of Battery Road, as such term is defined in Policy 2.4 of the TSXV.

Pursuant to the terms of the Definitive Agreement, new shareholders will invest approximately CAD$1 500 000 in the company by way of a convertible note and will acquire approximately 133 shares of the company on conversion. As a result, the company will have approximately 333 issued and outstanding common shares. Battery Road proposes to acquire each of the outstanding shares of the company, in exchange for 111 111,2 common shares of the resulting combined entity ("Resulting Issuer"). The existing and new shareholders of the company are expected to receive approximately 37 000 030 common shares of the Resulting Issuer at the closing of the Transaction, resulting in a reverse takeover of Battery Road. The Resulting Issuer will continue the business of the company and will continue to be engaged in the exploration and development of prospective mineral properties located in Namibia, with a focus on rare earth exploration and development.

The Transaction is subject to a number of conditions, including the approval of the TSXV, and this approval has not been obtained as of the date of this report. There is no guarantee that the company and Battery Road will be able to complete the Transaction.

4. RESOURCE PROPERTIES

Comprise the Eureka deposit:

4.1 **Exclusive Prospecting Licence - EPL Number 6762**

| | | |
|---|---|---|
| Held for the period of 3 years from 12 February 2018 to 11 February 2021<br>and renewed for the period of 2 years from 20 July 2021 to 19 July 2023<br>Held for the following minerals/metals:<br>• Base and Rare Metals Industrial<br>• Minerals, Nuclear Fuel, Minerals<br>• and Precious Metals<br>in the magisterial District "G" (Karibib) | 352 777 | 349 777 |

| | Unaudited 30/06/2021 N$ | Audited 31/03/2021 N$ |
|---|---|---|

4. RESOURCE PROPERTIES (contd)

**4.2 Exploration and evaluation costs**

| | | |
|---|---|---|
| Incurred for the period 1 April 2016 to 30 June 2021 | | |
| Asset comprises following costs capitalised in terms of IFRS 6 | | |
| Exploration for and Evaluation of Mineral Resources: | | |
| • Geophysical, Geological and Environmental Consulting | 4 314 512 | 3 528 967 |
| • Field Equipment and rental | 973 935 | 680 594 |
| • Drilling, Sample Preparation, Analysis and Transport | 11 255 531 | 4 772 882 |
| | 16 543 978 | 8 982 443 |
| **Total exploration and evaluation assets** | 16 896 755 | 9 332 220 |

The above exploration and evaluation assets have been assessed as being intangible assets with indefinite useful lives. The useful lives of the intangible assets cannot at this time be accurately evaluated, as uncertainty exists regarding the project's duration, and have thus been evaluated to be indefinite.

We draw attention to note 17 on page 17, which describes E-Tech Kalapuse Mining (Pty) Ltd's commitment to Kalapuse General Dealer (Pty) Ltd as per their Memorandum of Agreement entered into on the 10th of June 2016.

5. PROPERTY, PLANT AND EQUIPMENT

**Consists of containers, weather station, solar pump and machinery**

| | | |
|---|---|---|
| Carrying amount at beginning of the period | 146 976 | - |
| Additions | 289 462 | 195 968 |
| Depreciation | (27 890) | (48 992) |
| Carrying amount at end of the period | 408 548 | 146 976 |

Depreciation of exploration equipment is recorded as an addition to resource properties in accordance with *IFRS 6 Exploration for and Evaluation of Mineral Resources*.

6. CASH AND CASH EQUIVALENTS

| | | |
|---|---|---|
| Cash at bank | | |
| • Current account | 251 463 | 655 307 |
| Cash on hand | | |
| • Petty cash | 15 557 | - |
| Total | 267 020 | 655 307 |

Cash at bank earns interest at floating rates based on daily bank deposit rates. The carrying amount of cash and cash equivalents approximates the fair value.

| | Unaudited 30/06/2021 N$ | Audited 31/03/2021 N$ |
|---|---|---|

7. SHARE CAPITAL

**Share capital**

The share capital of E-Tech Kalapuse Mining (Pty) Ltd consists only of fully paid ordinary shares with a par value of N$1,00. All ordinary shares are equally eligible to receive dividends and the repayment of capital and represent one vote at the shareholders' meetings of the company.

| | Unaudited 30/06/2021 N$ | Audited 31/03/2021 N$ |
|---|---|---|
| 200 Shares issued and fully paid | 200 | 200 |
| 100 of the shares were issued at a premium of N$3 998 each. | | |
| Share premium (loan from parent company converted to share capital) | 399 800 | 399 800 |
| **Total issued share capital** | 400 000 | 400 000 |

8. AMOUNTS DUE TO RELATED PARTIES

8.1 **Loan from parent company**

| | Unaudited 30/06/2021 N$ | Audited 31/03/2021 N$ |
|---|---|---|
| E-Tech Metals Limited | - | 2 587 540 |

The loan was unsecured, interest free and denominated in GBP. The loan was repaid by Numus Financial Inc. on 25 May 2021.

8.2 **Convertible debentures**

| | Unaudited 30/06/2021 N$ | Audited 31/03/2021 N$ |
|---|---|---|
| Numus Financial Inc. | 14 487 070 | 8 793 154 |
| Accrued interest | 570 000 | 200 000 |
| **Total convertible debentures** | 15 057 070 | 8 993 154 |

On 2 November 2020, the company entered into a non-brokered financing agreement for up to CAD$1 500 000. As at 30 June 2021 the company has drawn down an amount of N$14 487 070 (CAD$1 251 104) by way of issuing convertible debentures. The debentures accrue interest at 12% on a monthly basis, with a maturity date of no later than 31 December 2021. The principal amount of the debentures is convertible at the maturity date at the election of the holder. The debentures are convertible into common shares of the company. The conversion price at maturity date will be CAD$12 000 per ordinary share (total: 133 ordinary shares in exchange for CAD$1 500 000 (principal amount) and CAD$96 000 accrued interest). The debentures are unsecured. For accounting purposes, the debentures have not been present valued, because, as at the date of these unaudited condensed interim financial statements, the expected period of the debentures will not exceed one year.

| | Unaudited 30/06/2021 N$ | Audited 31/03/2021 N$ |
|---|---|---|
| **Total related party loans** | 15 057 070 | 11 580 694 |

The amounts outstanding at period-end have been used primarily to fund exploration and evaluation costs.

| | Unaudited 30/06/2021 N$ | Audited 31/03/2021 N$ |
|---|---|---|

9. PAYABLES

| | | |
|---|---|---|
| Drilling | 5 406 035 | - |
| Consulting and financial services | 815 764 | 1 206 500 |
| Accruals | 171 498 | 91 632 |
| Total | 6 393 297 | 1 298 132 |

10. FINANCE COSTS

| | | |
|---|---|---|
| Interest accrued on debentures | 370 000 | 200 000 |
| Interest paid to creditors | - | 67 473 |
| Total | 370 000 | 267 473 |

The borrowing costs have not been capitalised in the current year.

11. DIRECTORS' EMOLUMENTS

No emoluments were paid to the directors for services rendered for the period under review (31 March 2021 : N$ Nil).

Consulting services amounting to N$386 947 (2021 : N$1 338 872) were charged by two directors (see note 13.3.1).

12. TAXATION

No provision for current taxation has been made as no such liability is anticipated. The utilisation of the calculated tax (loss) is dependent on the company earning sufficient future taxable income.

13. RELATED PARTY TRANSACTIONS

All related party transactions are in the normal course of operations and at arm's length and have been measured at the exchange amount, which is the amount of consideration established and agreed upon by the related parties.

13.1 **Related party relationships**

Related party relationships exist between the company and its parent company and other shareholders and directors. The parent company is E-Tech Metals Limited.

13.2 **Payables to related entities**

| | | |
|---|---|---|
| Aggregate amounts convertible at period-end date: | | |
| • Numus Financial Inc. | 14 487 070 | 8 993 154 |
| Aggregate amounts payable at period-end date: | | |
| • E-Tech Metals Limited | - | 2 587 540 |
| • Kalapuse General dealers (Pty) Ltd | 74 329 | 76 865 |

| | Unaudited 30/06/2021 N$ | Audited 31/03/2021 N$ |
|---|---|---|

13. RELATED PARTY TRANSACTIONS (contd)

13.3 **Transaction with related parties:**

13.3.1 **Consulting fees paid to**

| | | |
|---|---|---|
| • Dr T J Smalley | 162 150 | 267 238 |
| • Dr E Loye | 224 797 | 1 071 634 |
| | 386 947 | 1 338 872 |

13.3.2 **Option payment for EPL 6762**

| | | |
|---|---|---|
| • Kalapuse General Dealers (Pty) Ltd (A H Iipinge) | - | 153 865 |

13.3.3 **Transfer of expenses previously incurred by parent for the period April 2016 to December 2020**

| | 2021 N$ | 2020 N$ | 2019 N$ | 2018 N$ | 2017 N$ |
|---|---|---|---|---|---|
| Exclusive Prospecting Licence - EPL Number 6762 | - | - | - | - | 2 169 |
| Geophysical, geological and environmental consulting | 498 533 | - | - | 49 692 | 268 329 |
| Field Equipment and rental | - | 19 390 | 20 811 | 19 340 | 31 565 |
| Drilling, sample preparation, analysis and transport | 263 247 | 96 005 | 14 470 | 164 042 | 351 173 |
| Total exploration and evaluation asset transferred | 761 780 | 115 395 | 35 281 | 233 074 | 653 236 |
| Accounting fees | 26 238 | 44 524 | 15 226 | 32 360 | 41 046 |
| Other administrative costs | 14 749 | 17 313 | 3 201 | 11 588 | 48 312 |
| Property investigation costs | - | 1 630 | - | 31 286 | 76 645 |
| Salaries and wages | - | - | - | 39 098 | 142 279 |
| Travelling and accommodation | - | 90 738 | 10 853 | - | 53 389 |
| Total administrative expenditure transferred | 40 987 | 154 205 | 29 280 | 114 332 | 361 671 |

During the previous year, expenses previously incurred by E-Tech Metals Ltd were transferred from the holding company to E-Tech Kalapuse Mining (Pty) Ltd. These expenses amounted to N$2 499 241, of which N$1 798 766 relate to resource properties and N$700 475 to administrative expenditure.

| | | Unaudited 30/06/2021 N$ | Audited 31/03/2021 N$ |
|---|---|---|---|

14. FINANCIAL ASSETS AND LIABILITIES

The carrying amounts presented in the restated statement of financial position relate to the following categories of assets and liabilities:

14.1 **Financial assets measured at amortised cost**

| | | | |
|---|---|---|---|
| Cash and cash equivalents | (Note 6) | 267 020 | 655 307 |

14.2 **Financial liabilities measured at amortised cost**

| | | | |
|---|---|---|---|
| Loans from related parties | (Note 8) | 15 057 070 | 11 580 694 |
| Payables | (Note 9) | 6 393 297 | 1 298 132 |
| Total financial liabilities | | 21 450 367 | 12 878 826 |

The fair values are presented in the related notes. A description of the company's risk management objectives and policies for financial instruments is given in note 15.

15. RISK MANAGEMENT OBJECTIVES AND POLICIES

The company is exposed to market risk through its use of financial instruments and specifically to liquidity risk, credit risk and interest rate risk, which result from both its operating and investing activities. The company's risk management is co-ordinated by the board of directors, and focuses on actively securing the company's short to medium term cash flows by minimising the exposure to financial markets. Long-term financial investments are managed to generate lasting returns.

The company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the company is exposed to are described below. See notes 14.1 and 14.2 for a summary of the company's financial assets and liabilities by category.

15.1 **Foreign currency sensitivity**

Some of the company's transactions are carried out in CAD$ and GBP, and may include US$ in the future. Exposures to currency exchange rates arise from funding received from Numus Financial Inc. in Canada, which has been used primarily to fund the exploration activities. Because the loan is denominated in a foreign currency, foreign exchange adjustments have been recorded at period-end to recognise the loan at fair value.

To mitigate the company's exposure to foreign currency risk, non-N$ cash flows are monitored.

Generally, the company's risk management procedures distinguish short-term foreign currency cash flows (due within 6 months) from long-term cash flows (due after 6 months). Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no further hedging activity is undertaken. Forward exchange contracts are mainly entered into for significant long-term foreign currency exposures that are not expected to be offset by other currency transactions.

15. RISK MANAGEMENT OBJECTIVES AND POLICIES (contd)

15.1 **Foreign currency sensitivity**

The company does not enter into forward exchange contracts to mitigate the exposure to foreign currency risk on the company's CAD$-loan. The loan is denominated in CAD$ and is thus carried at fair value through profit and loss. Therefore, the loan is included in management's assessment of foreign currency exposure.

The loan from Numus Financial Inc. is denominated in CAD$, and has thus been recognized at fair value, with a forex gain of N$196 507 being recorded for the period ended 30 June 2021. Because this loan is denominated in a foreign currency, this exposes the company to a currency risk which is disclosed below. The amounts shown are those reported to key management translated into N$ at the closing rate:

| | Short-term exposure | | Long-term exposure | |
|---|---|---|---|---|
| | CAD$ | GBP | CAD$ | GBP |
| Financial assets | - | - | - | - |
| Financial liabilities | 15 057 070 | - | - | - |

The following table illustrates the sensitivity of profit and equity in regards to the company's financial liabilities and the CAD/N$ exchange rate and GBP/N$ exchange rate 'all other things being equal'. It assumes a +/-0% change of the N$/USD exchange rate for the period ended at 30 June 2021.

A +/-10% change is considered for both the N$/GBP and the N$/CAD$ exchange rates. Both of these percentages have been determined based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis is based on the company's foreign currency financial instruments held at each reporting date and also takes into account forward exchange contracts that offset effects from changes in currency exchange rates.

For the loan from the parent company, a +/-10% change would have had the following N$ effect:

| | (Foreign exchange loss) for the year | | | | Equity | | | |
|---|---|---|---|---|---|---|---|---|
| | 30/06/2021 | | 31/03/2021 | | 30/06/2021 | | 31/03/2021 | |
| | GBP | | GBP | | GBP | | GBP | |
| | +10% | -10% | +10% | -10% | +10% | -10% | +10% | -10% |
| 30 June 2021 | - | - | (298 734) | 298 734 | - | - | (298 734) | 298 734 |

For the loan from Numus Financial Inc., a +/-10% change would have had the following N$ impact:

| | Foreign exchange profit/(loss) for the year | | | | Equity | | | |
|---|---|---|---|---|---|---|---|---|
| | 30/06/2021 | | 31/03/2021 | | 30/06/2021 | | 31/03/2021 | |
| | CAD$ | | CAD$ | | CAD$ | | CAD$ | |
| | +10% | -10% | +10% | -10% | +10% | -10% | +10% | -10% |
| 30 June 2021 | (1 448 707) | 1 448 707 | (879 315) | 879 315 | (1 448 707) | 1 448 707 | (879 315) | 879 315 |

15. RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd)

## 15.2 Liquidity risk

The company manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities, cash-outflows due in day-to-day business and by ensuring that adequate unutilised borrowing facilities are maintained.

As at 30 June 2021, the company's liabilities had contractual maturities which are summarised below:

| | | |
|---|---|---|
| Loans from related parties | 15 057 070 | 11 580 694 |
| Payables | 6 393 297 | 1 298 132 |
| | 21 450 367 | 12 878 826 |

The liquidity of the company is supplied by Numus Financial Inc. Numus Financial Inc. transfers cash to the company when requested.

Furthermore, the liquidity will be raised through the private placing as described in note 18.2.

## 15.3 Credit risk

The company's exposure to credit risk is limited to the carrying amount of financial assets recognised at the period-end dates, as summarised below:

| | | |
|---|---|---|
| Classes of financial assets: | | |
| • Cash and cash equivalents | 267 020 | 655 307 |

The company continuously monitors defaults of customers and other counter-parties, identified either individually or by company, and incorporates this information into its credit risk controls. The company's policy is to deal only with creditworthy counter-parties.

The company's management considers that all the above financial assets that are not impaired for each of the reporting period under review are of good credit quality, including those that are past due.

None of the company's financial assets are secured by collateral or other credit enhancements.

In respect of trade and other receivables, the company is not exposed to any significant credit risk exposure to any single counter-party or any company of counter-parties having similar characteristics. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counter-parties are reputable banks with high quality external credit ratings.

## 15.4 Interest rate risk

The company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At period-end, the company was not exposed to changes in market interest rates as the funding received from Numus Financial Inc. bears interest at a fixed rate of 12%.

If the transaction described in note 3 realises, further funding from Numus Financial Inc. may be subject to interest.

16. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The company monitors capital on the basis of the carrying amount of equity plus its subordinated loans as presented on the face of the statement of financial position.

The company's capital management objectives are to ensure the company's ability to continue as a going concern and to provide an adequate return to its shareholders.

The directors and management monitor the capital requirements on an ongoing basis and address shortages when identified by increasing the capital of the company or by securing additional funding in loan accounts from its parent company and Numus Financial Inc.

As stipulated in the definitive share exchange agreement entered into between E-Tech Kalapuse Mining (Pty) Ltd and Numus Financial Inc., the funds advanced to the entity are to be used to satisfy certain financial obligations and to advance its exploration plans.

17. COMMITMENTS

We refer to the Memorandum of Agreement between E-Tech Kalapuse Mining (Pty) Ltd and Kalapuse General Dealers (Pty) Ltd, whereby Kalapuse General Dealers (Pty) Ltd ceded a portion of its Exclusive Prospecting License to E-Tech Kalapuse Mining (Pty) Ltd, in exchange for 20% shareholding, 3 "Option payments", payable at different stages of exploration, as well as a 1,5% royalty on the gross value of products sold from mining the deposit until completely mined or production is terminated. The first two payments have already been made, and the third and final "Option payment" is due upon completion of phase 2 and commencement of the pre-feasibility study, after which a non-refundable amount of £50 000, excluding VAT, must be paid to Kalapuse General Dealers (Pty) Ltd.

E-Tech Kalapuse Mining (Pty) Ltd has also committed to pay a monthly payment of N$2 500 to the farmer on whose farm the prospecting is taking place.

18. SUBSEQUENT EVENTS

18.1 **Qualifying transaction**

The principal amount to be advanced to E-Tech Kalapuse Mining (Pty) Ltd from Numus Financial Inc. amounts to CAD$1 500 000 of which CAD$1 251 104 have already been advanced up to 30 June 2021, with anticipated accrued interest amounting to CAD$96 000. The number of ordinary shares to be issued to Numus Financial Inc. amounts to 133 shares at CAD$12 000 per share. Battery Road is to acquire each of the outstanding shares of the company, in exchange for 111 111,2 common shares of the resulting combined entity. The existing and new shareholders of E-Tech Kalapuse Mining (Pty) Ltd are expected to receive approximately 37 000 030 common shares of the resulting combined entity at the close of the transaction and will hold approximately 58,8% of the outstanding shares of the company prior to the non-brokered private placement. Upon completion of the transaction and private placement, Battery Road Capital Corp. will have 82 971 530 issued and outstanding common shares.

18.2 **Private placement**

After the non-brokered private placement, Battery Road Capital Corp. will have 82 971 530 issued and outstanding common shares, where the 20 000 000 common shares at a price of CAD$0,25 per share are expected to raise aggregate proceeds of CAD$5 000 000 by means of a private placement.

19. SEGMENTED INFORMATION DISCLOSURE

IFRS 8 requires an entity whose debt or equity securities are publicly traded or is in the process of going public, to disclose information to enable users of its financial statements to evaluate the nature and financial effects of the different business activities in which it engages and the different economic environments in which it operates.

In the case of E-Tech Kalapuse Mining (Pty) Ltd, the entity operates in one geographical and business segment only, being the Eureka deposit in Namibia and the exploration and prospecting business segment. The company focuses its current resources on the financing of its exploration and prospecting activities, this being its only business segment.

SCHEDULE “D”

MANAGEMENT’S DISCUSSION AND ANALYSIS OF E-TECH KALAPUSE MINING (PTY.) LTD.

[see attached]

**E-Tech Kalapuse Mining (Proprietary) Limited**
**Management Discussion and Analysis**
**Annual Report – March 31, 2021**

*This Management's Discussion and Analysis ("MD&A") of E-Tech Kalapuse Mining (Proprietary) Limited ("Etech" or the "Company"), is dated August 18, 2021 and provides an analysis of the financial operating results for the year ended March 31, 2021. This MD&A should be read in conjunction with the audited financial statements and accompanying notes of Etech for the years ended March 31, 2021 and 2020, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are in Namibian dollars ("N$") unless otherwise specified.*

*Except for the historical statements contained herein, this MD&A presents "forward-looking statements" within the meaning of Canadian securities legislation that involve inherent risks and uncertainties. Forward-looking statements include, but are not limited to, future developments; use of funds; and the business and operations of the combined issuer after completion of a proposed Transaction. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "proposed" "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".*

*Forward-looking 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 Etech to be materially different from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to, among others, the results of due diligence activities, the actual results of current exploration activities and the interpretation of those results, changes in project parameters as plans continue to be refined; future metal prices; failure of equipment or processes to operate as anticipated; labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of exploration, general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals; as well as those factors disclosed in Etech's publicly filed documents. 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. Although the management and officers of Etech believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, 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. Accordingly, readers should not place undue reliance on forward-looking statements. Etech does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.*

*During the year ended March 31, 2021 and subsequent to the end of the year, the outbreak of the novel strain of coronavirus, specifically identified as "SARS-CoV-2," and commonly referred to as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. The Company may incur significant delays in planned exploration activity, impacting its ability to meet obligations under current regulations or its agreements and may reduce its ability to source financing for future activities. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and conditions of the Company in future periods at this time.*

## Description of Business

E-Tech Kalapuse Mining (Proprietary) Limited was incorporated under the laws of Namibia on March 25, 2015 as "Flower Investments Two (Proprietary) Limited" and changed its corporate name to E-Tech Kalapuse Mining (Proprietary) Limited on June 17, 2016. The Company is in the process of exploring its resource properties and has not yet determined whether these properties contain economically recoverable mineralization. To date, the Company has not earned significant revenues and is considered to be in the exploration stage.

## Resource Properties – Namibia

The Company's Eureka project lies within Exclusive Prospecting Licence ("EPL") number EPL 6762, which covers Eureka Farm 99 and Sukses Farm 90 and encompasses a roughly rectangular area totaling 3,474 ha. The Company obtained EPL 6762 by entering into an agreement with Kalapuse General Dealers (Pty) Ltd ("KGD"), who agreed to excise the Eureka licence area EPL 6762 from its EPL 5469 licence area with the consent of Namibia's Ministry of Mines and Energy in a letter received on June 15, 2017. Pursuant to the agreement with KGD, E-Tech Namibia agreed to:

- pay an initial non-refundable payment of £7,500 (exclusive of VAT) to KGD (the "Initial KGD Payment"), which has been paid in full at this time;
- pay a second non-refundable payment to KGD of £7,500 (exclusive of VAT) for the successful completion of phase 1 and excision of the area of Interest into a new exclusive prospecting license (the "Second KGD Payment"), of which £3,250 has been paid at this time;
- pay a third non-refundable payment to KGD of £50,000 (exclusive of VAT) upon successful completion of phase 2 and commencement of a pre-feasibility study (the "Third KGD Payment");
- pay KGD a royalty of 1.5% of the gross value of products sold from mining the deposit until production is terminated (the "KGD Royalty").

EPL 6762 was awarded to the Company on February 12, 2018 for an initial three-year duration, and for the exploration of base and rare metals, industrial minerals, nuclear fuel minerals and precious metals until February 11, 2021. Etech received a notice of preparedness to grant the renewal of EPL 6762 on July 19, 2021 from the Ministry of Mines and Energy of Namibia for a further period of two years from July 19, 2021.

An Environmental Clearance Certificate ("ECC") to undertake prospecting activities was originally granted to Etech on behalf of KGD on November 30, 2016 by the Ministry of Environment and Tourism, Namibia. Following the issuance of EPL 6762 to Etech, an updated ECC to undertake prospecting activities was granted on August 3, 2018 by the Ministry of Environment and Tourism, Namibia, for a three-year duration until August 2, 2021. The ECC was undertaken by Alex Speiser Environmental Consultants CC who carry out bi-annual environmental status reports on the EPL.

As at the date of this report, the Company only holds one EPL in Namibia which constitutes the Eureka Project.

During the year ended March 31, 2020, the Company commenced with a ground truthing program and reinterpretation of historical data. The Company then undertook a more detailed mapping, trenching and drilling program. The exploration strategy used by Etech has been focused on being cost effective, by using a traditional approach of mapping and geophysics to generate targets for more detailed investigation at later stages.

A number of positive geophysical anomalies and areas with outcropping mineralization were tested with a 19 hole Reverse Circular ("RC") drilling campaign (totaling 610 m) in March 2017. Drilling was undertaken by Hammerstein Mining & Drilling cc. using a conventional RC rig with onboard compressor. In total, 18 out of the 19 drillholes intersected mineralized carbonatite with an intersected length of between 1 and 9 m. It should be noted that intersected length is greater than the true width of the mineralization when the drilling intersection is at a shallow angle.

The deepest intersection was 60 m below surface. While mineralization was not intersected in hole EU018, which targeted an isolated radiometric anomaly below surface cover, this hole did intersect pegmatite and subsequent trenching confirmed the presence of mineralized carbonatite over half a metre with unknown orientation in the vicinity of the hole.

The historical drilling and trenching coverage has delineated a number of dykes, and in some places the dykes are well defined in 3D with the geometry having been developed from mapping and trench sampling at surface extending to depth based on shallow drillhole intersections and occasional deeper drilling intersections. The trench/drill spacing generally results in a good confidence in the geometry, however it is envisioned that additional infill trenching and drilling will be completed to improve the interpretation of the dyke continuity and thickness.

*Exploration*

*Trenching*
A second trenching programme commenced in November 2020; 17 trenches were completed covering a total of 2.45 km. Trenches were then logged with a Rad Eye and the resultant CPR readings have been plotted; samples were collected but assay results are pending. The trenches tested the eastern part of Zone 1 where the current resource model is expected to continue along strike in a south easterly direction, and they extended to the southwest of this area where a number of new drilling targets have been delineated by high Rad Eye readings.

Most of the new trenches provide more comprehensive coverage at Zone 3 and extend the previously trenched area to the south and east. A number of new drilling targets have resulted from several southeast-trending Rad Eye anomalies which tie-in to some extent with newly mapped dyke outcrops.

Four trenches were cut in Zone 4. The Rad Eye results from these along with newly mapped dyke outcrops show that similar mineralization is present although widths and grades may be less than what has been encountered in Zones 1 and 3. All trenches have been backfilled and rehabilitated to the satisfaction of the ASEC's Biannual Environmental Audit dated December 2020.

*Reverse Circular ("RC") Drilling*
A 4.5 km RC drilling program started in the first week December 2020 and is ongoing as of the date of this report. Approximately half the planned drilling has been completed as of the date of this report. Geological logs and Rad Eye results are not available at this time, and assay results are pending. However, general indications are that drilling has encountered similar monazite dykes as those intersected previously suggesting that the resource model will be infilled and extended in the next round of resource estimation. Each drilled metre was collected from the rig-mounted cyclone and then split in a 7:1 (8 way) splitter, the split fraction was then split again 1:1 (2 way) to create two approximately 2 kg sub - samples. One sample was retained as a reference sample for future work, and the other sample was collected as a laboratory sample stream. All sample bags were marked with the hole ID and the interval depth. Samples to be sent for assay were selected based on lithological logging (carbonatite) and/or elevated radiation (>60 cps typically). The selected samples were re-bagged into bags marked with a sample code and a corresponding sample ticket was placed into the bag with the sample. A sample sheet was created to catalogue the samples that had been selected for analysis which was entered into the Company's database.

The trenching and drilling discovery rate has been very good as a result of the geological interpretation, based on outcrops, and targeting radiometric anomalies generated by the REE - hosting monazite. The most obvious targets have been sampled but there remains a number of additional targets to follow up with more trenching. The drilling and trenching coverage has delineated a number of dykes. In some places the dykes are well defined in 3D with the geometry having been developed from mapping and trench sampling at surface extending to depth based on shallow drillhole intersections and occasional deeper drilling intersections. Trench/drill spacing is better than 20 m in parts of Zones 2 and 3 and is better than 40 m in most of Zone 1 where the best grades are encountered. As noted above, current trench/drill exploration results generally results in a good confidence in the geometry, however additional infill trenching and drilling should be completed to improve the interpretation of the dyke continuity and thickness so that high and low grade domains can be delineated with better confidence.

As at March 31, 2021, approximately 2.21 km of RC drilling had been completed across Zone 1 and Zone 3 respectfully. The RC program has been hampered by operational concerns, and daily drilling rates are well below originally planned rates. This is mainly due to the deeper RC drillholes producing undesirable wet RC samples which meant it was not possible to properly drill and sample to the desired depths.

**Transaction with Battery Road Capital Corp.**

On October 10, 2020, Etech and its shareholders entered into a definitive share exchange agreement with Battery Road Capital Corp. ("Battery Road") to provide for the completion of a business combination with Battery Road (the "Transaction").

Battery Road was incorporated under the Canada Business Corporations Act on April 20, 2018 and is classified as a "Capital Pool Company" for the purposes of Policy 2.4 of the Canadian TSX Venture Exchange Inc. (the "TSXV"). As a result, Battery Road's principal business is the identification and evaluation of a Qualifying Transaction ("QT") and once identified or evaluated, to negotiate an acquisition or participation in a business, subject to receipt of shareholder approval, if required and acceptance by regulatory authorities. As at March 31, 2021 and March 31, 2020, Battery Road has 12,985,750 issued and outstanding common shares. The Transaction is intended to constitute the QT of Battery Road, as such term is defined in Policy 2.4 of the TSXV.

Pursuant to the terms of the Definitive Agreement, new shareholders will invest approximately CAD$1,500,000 in Etech by way of a convertible note and will acquire approximately 133 shares of Etech on conversion, including interest. As a result, Etech will have approximately 333 issued and outstanding common shares. Battery Road proposes to acquire each of the outstanding shares of Etech in exchange for 111,111.2 common shares of the resulting combined entity (the "Resulting Issuer"). Battery Road will also contemplate the completion of a stock split on the basis of 2 post-split common shares of Battery Road for every 1 pre-split common share of Battery Road. The existing and new shareholders of Etech are expected to receive approximately 37,000,030 post-split common shares of the Resulting Issuer at the closing of the Transaction, resulting in a reverse takeover of Battery Road. The Resulting Issuer will continue the business of Etech and will continue to be engaged in the exploration and development of prospective mineral properties located in Namibia, with a focus on rare earth exploration and development.

The Transaction is subject to a number of conditions, including the approval of the TSXV, and has not been completed as of the date of this report. There is no guarantee that Etech and Battery Road will be able to complete the Transaction.

## Resource Property Expenditures

The following tables detail the acquisition costs and the exploration expenditures incurred on the resource properties during the years ended March 31, 2021, 2020 and 2019.

| Exclusive Prospecting Licence ("EPL") Number 6762 | Total March 31, 2021 | Total March 31, 2020 | Total March 31, 2019 |
|---|---|---|---|
| | **N$** | **N$** | **N$** |
| EPL Number 6762 | 185,519 | 2,000 | - |
| | | | |
| Geophysical, Geological and Environmental Consulting | 2,810,087 | 305,451 | 87,512 |
| Field Equipment and Rental | 352,042 | 231,012 | 13,540 |
| Drilling, Sample Preparation, Analysis, and Transport | 4,376,217 | 82,092 | - |
| | | | |
| **TOTAL** | **7,723,865** | **620,555** | **101,052** |
| Opening balance | 1,608,355 | 987,800 | 886,748 |
| **Ending balance** | **9,332,220** | **1,608,355** | **987,800** |

| Exclusive Prospecting Licence ("EPL") Number 6762 | Total March 31, 2021 | Total March 31, 2020 | Total March 31, 2019 |
|---|---|---|---|
| | **C$**(1) | **C$** | **C$** |
| EPL Number 6762 | 15,678 | 157 | - |
| | | | |
| Geophysical, Geological and Environmental Consulting | 237,480 | 24,030 | 8,039 |
| Field Equipment and Rental | 29,751 | 18,174 | 1,244 |
| Drilling, Sample Preparation, Analysis, and Transport | 369,835 | 6,458 | - |
| | | | |
| **TOTAL** | **652,744** | **48,819** | **9,283** |
| Opening balance(2) | 135,922 | 77,710 | 81,456 |
| **Ending balance** | **788,666** | **126,529** | **90,739** |

(1) *NAD$ converted at foreign exchange rate of C$0.08451 to N$1 for fiscal 2021, C$0.07867 to N$1 for fiscal 2020, and C$0.09186 to N$1 for fiscal 2019.*

(2) *Opening balances presented in C$ have been adjusted from historical foreign exchange rates to the spot rate for the period*

EPL Number 6762 was renewed for a period of two years commencing July 19, 2021 in the magisterial District "G" (Karibib) in Namibia. ELP 6762 has been duly issued by the Minister to E-tech Namibia and is validly existing under the applicable Namibian Laws. The Company continues to have the full and exclusive right, including receipt of all required permits, licences and other applicable government approvals in respect of EPL 6762, enabling Etech to carry out its business operations as per the most recent work program filed with the Ministry.

## Selected Annual and Quarterly Information

### Annual Information

The following table details the annual results for the years ended March 31, 2021, 2020 and 2019:

| | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|
| | **N$** | **N$** | **N$** |
| Net loss and comprehensive loss for the year | (2,485,560) | (294,969) | (81,953) |
| Total assets | 10,134,503 | 1,807,162 | 991,294 |
| Total liabilities | 12,878,826 | 2,065,925 | 955,088 |
| Equity and capital contribution | (2,744,323) | (258,763) | 36,206 |
| Cash dividends per common share | N/A | N/A | N/A |

| | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|
| | C$(1) | C$ | C$ |
| Net loss and comprehensive loss for the year | (201,430) | (26,580) | (7,848) |
| Total assets | 856,467 | 142,169 | 91,060 |
| Total liabilities | 1,088,390 | 162,526 | 87,734 |
| Equity and capital contribution | (231,923) | (20,357) | 3,326 |
| Cash dividends per common share | N/A | N/A | N/A |

(1) *NAD$ converted at foreign exchange spot rate of C$0.08451 to N$1 for fiscal 2021, C$0.07867 to N$1 for fiscal 2020, and C$0.09186 to N$1 for fiscal 2019. For the net loss and comprehensive loss for the years, NAD$ converted at foreign exchange average rate of C$0.08104 to N$1 for fiscal 2021, C$0.09011 to N$1 for fiscal 2020, and C$0.09576 to N$1 for fiscal 2019.*

The Company expects to record losses until such time as an economic resource is developed and exploited on the Company's exploration properties. The Company's net loss could be significantly affected by any impairment or abandonment of any resource property.

**Summary of Quarterly Results**

Expressed in thousands of Namibian dollars ("NAD"), except per share amounts:

| | Q4 2021 | Q3 2021 | Q2 2021 | Q1 2021 | Q4 2020 | Q3 2020 | Q2 2020 | Q1 2020 |
|---|---|---|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ | $ | $ | $ |
| Net loss for the period | 1,519 | 857 | 11 | 99 | 133 | 138 | 2 | 22 |
| Basic & diluted net loss per share | 7,595 | 4,285 | 56 | 494 | 665 | 689 | 9 | 112 |
| Total assets | 10,135 | 5,105 | 1,759 | 1,759 | 1,807 | 1,548 | 1,243 | 1,212 |
| Total liabilities | 12,879 | 6,332 | 2,092 | 2,092 | 2,066 | 1,584 | 1,230 | 1,198 |
| Cash dividends per common share | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

Expressed in thousands of Canadian dollars ("C$"), except per share amounts:

| | Q4 2021 | Q3 2021 | Q2 2021 | Q1 2021 | Q4 2020 | Q3 2020 | Q2 2020 | Q1 2020 |
|---|---|---|---|---|---|---|---|---|
| | C$(1) | C$ | C$ | C$ | C$ | C$ | C$ | C$ |
| Net loss for the period | 123 | 69 | 1 | 8 | 12 | 12 | - | 2 |
| Basic & diluted net loss per share | 747 | 347 | 5 | 40 | 61 | 63 | 1 | 10 |
| Total assets | 857 | 431 | 149 | 138 | 142 | 122 | 98 | 95 |
| Total liabilities | 1,088 | 535 | 177 | 165 | 163 | 125 | 97 | 94 |
| Cash dividends per common share | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

(1) *NAD$ converted at foreign exchange spot rate of C$0.08451 to N$1 for fiscal 2021 and C$0.07867 to N$1 for fiscal 2020. For the net loss and comprehensive loss for the years, NAD$ converted at foreign exchange average rate of C$0.08104 to N$1 for fiscal 2021 and C$0.09011 to N$1 for fiscal 2020.*

**Results of operations for the year ended March 31, 2021**

During the year ended March 31, 2021, the Company had a net loss of N$2,485,560 (C$201,430), compared to a net loss of N$294,969 (C$26,580) during the year ended March 31, 2020. The increase was due to higher administrative expenditures as the Company commenced its programs and increased its activity in fiscal 2021. During the current year, the Company incurred N$126,219 in property investigation costs, N$328,653 in consulting fees, and N$181,377 in salaries and wages. Other expenses incurred during the current period due to the increase of activity in the Company were N$127,700 in travel and N$132,750 in office expenses, which were nil and N$5,357 respectively during the prior year when the Company was essentially inactive.

The Company's accounting and audit expenses increased by approximately N$773,000 during the current year, including approximately N$584,000 incurred in the current quarter, due to higher fees associated with the audit and accounting work required related to the Transaction with Battery Road. The Company incurred finance costs of N$267,473 during the current year, including N$165,000 during the current quarter, compared to N$13,437 for the year ended March 31, 2021. In addition, a foreign exchange loss of N$371,492 was recognized during the current year, representing foreign exchange on the Company's loans and advances denominated in other currencies.

**Liquidity and Capital Resources**

| | As at March 31, 2021 N$ | As at March 31, 2020 N$ | As at March 31, 2019 N$ |
|---|---|---|---|
| Cash | 655,307 | 198,807 | 3,494 |
| Resource properties | 9,332,220 | 1,608,355 | 987,800 |
| Property, plant and equipment | 146,976 | - | - |
| Total assets | 10,134,503 | 1,807,162 | 991,294 |
| Total liabilities | 12,878,826 | 2,065,925 | 955,088 |
| Shareholders' equity and capital contribution | (2,744,323) | (258,763) | 36,206 |
| Working capital(1) | (12,223,519) | (1,867,118) | (951,594) |

*(1) Estimated working capital as at March 31, 2021 includes N$8,993,154 of E-Tech Debentures, which are recorded as a liability of E-Tech Namibia as at March 31, 2021 but are expected to be converted to E-Tech Ordinary Shares pursuant to the Transaction.*

| | As at March 31, 2021 C$(1) | As at March 31, 2020 C$ | As at March 31, 2019 C$ |
|---|---|---|---|
| Cash | 55,380 | 15,640 | 321 |
| Resource properties | 788,666 | 126,529 | 90,739 |
| Property, plant and equipment | 12,421 | - | - |
| Total assets | 856,467 | 142,169 | 91,060 |
| Total liabilities | 1,088,390 | 162,526 | 87,734 |
| Shareholders' equity and capital contribution | (231,923) | (20,357) | 3,326 |
| Working capital | (1,033,010) | (146,886) | (87,413) |

*(1) NAD$ converted at spot foreign exchange rates of C$0.08451 to N$1 for fiscal 2021, C$0.07867 to N$1 for fiscal 2020, and C$0.09186 to N$1 for fiscal 2019.*

At March 31, 2021, the Company had cash of N$655,307 (C$55,380) and negative working capital of N$12,223,519 (C$1,033,010), an increase from the March 31, 2020 cash balance of N$198,807 (C$15,640) and negative working capital of N$1,867,118 (C$146,886). During the year ended March 31, 2021, the Company used cash of N$947,324 to fund operating activities, N$195,968 on additions to property, plant and equipment, and spent N$7,723,865 on its resource property expenditures in Namibia (March 31, 2020 – N$262,758 on operating activities and N$620,555 on resource property expenditures).

Contributions of N$9,323,657 were received from related parties during the year ended March 31, 2021, including N$8,993,154 in convertible debentures, compared to N$1,078,626 received from related parties during the prior year.

During the year ended March 31, 2021, the Company received a loan from Numus Financial Inc. ("Numus") for N$8,993,154, including accrued interest of N$200,000, as at March 31, 2021 (March 31, 2020 – nil). The loan is in the form of a convertible debenture, which will immediately, prior to the completion of the Transaction with Battery Road, be directly or indirectly settled in exchange for Etech shares. Any Etech shares issued pursuant to the settlement will be exchanged for shares of Battery Road based on the exchange ratio for the Transaction.

Management estimates current working capital may not be sufficient to fund all of the Company's planned expenditures. The Company has recorded losses since incorporation to the current year and expects to incur losses for the foreseeable future as exploration activities and associated executive, marketing and administration costs continue on the Company's projects. The ability of the Company to continue as a going concern is dependent on securing additional financing or monetizing assets. There is no certainty that the Company will be able to obtain additional financing or capital contributions in the future. The reader should refer to the "Going Concern" disclosure under the Report of the Directors of the Company's audited financial statements for the year ended March 31, 2021.

**Off-Balance Sheet Arrangements**

At March 31, 2021 and the date of this report, Etech had no off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

**Transactions with Related Parties**

Related party relationships exist between Etech and its parent company, E-Tech Metals Limited, as well as other shareholders and directors and between Etech and Numus Financial Inc. pursuant to the convertible debenture. Amounts payable to the parent company as of March 31, 2021 were N$2,587,540 (March 31, 2020 – N$1,312,140). This loan has been classified as a current liability on the statement of financial position and is interest-free and denominated in GBP. The E-Tech Metals Limited loan was repaid subsequent to year end. Amounts convertible pursuant to the loan from Numus as at March 31, 2021 were N$8,993,154 (March 31, 2020 – nil), including accrued interest of N$200,000. Loans from a local director during the year ended March 31, 2020 were N$573,405 (March 31, 2021 – nil). During the year ended March 31, 2021, consulting fees of N$1,338,872 were paid to two directors of Etech (year ended March 31, 2020 – consulting fees of N$257,600 paid to a single director). In addition, option fees on EPL 6762 of N$153,865 were paid to an entity controlled by a director during the year ended March 31, 2021 (2020 – nil).

During the year ended March 31, 2021, expenses previously incurred by E-Tech Metals Limited were transferred to Etech. These expenses amounted to N$2,499,241, of which N$1,798,766 relate to resource properties and N$700,475 to administrative expenses.

**Critical Accounting Estimates**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and notes. Critical accounting estimates used in the preparation of the financial statements include the Company's estimate of recoverable value of its mineral properties and related deferred expenditures, the value of share-based compensation, and the valuation of any deferred income tax assets and liabilities. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

The Company's recoverability of the recorded value of its mineral properties and associated deferred expenses is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Company is in an industry that is dependent on a number of factors, including environmental, legal and political risks, the existence of economically recoverable reserves, and the ability of the Company to obtain necessary financing to complete the development and future profitable production or the proceeds of disposition thereof.

At the end of each reporting period, the Company assesses each of its mineral resource properties to determine whether any indication of impairment exists. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use.

Deferred income tax assets and liabilities are computed based on differences between the carrying amounts of assets and liabilities on the balance sheet and their corresponding tax values. Deferred income tax assets also result from unused loss carryforwards and other deductions to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of tax credits and unused tax losses can be utilized.

**Risks and Uncertainties**

The following are certain factors relating to the business of Etech. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks actually occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

The following is a description of certain risks and uncertainties that may affect the business of the Company.

*Limited Operating History* - The Company is a relatively new company with limited operating history and no history of business or mining operations, revenue generation or production history. The Company was incorporated in 2015 and has yet to generate a profit from its activities. The Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

*Exploration, Development and Operating Risks* - The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company's resource base.

The Company's operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

*Substantial Capital Requirements and Liquidity* - Substantial additional funds for the establishment of the Company's current and planned mining operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

*Fluctuating Mineral Prices* - The economics of mineral exploration is affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the Company's properties.

*Regulatory Requirements* - The current or future operations of the Company require permits from various governmental authorities and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulation would not have an adverse effect on any exploration and development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulation and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs or require abandonment or delays in the development of new properties.

In Namibia, an EPL is valid for a period of three years and may be renewed twice for a period of two years per renewal. Further renewals are not guaranteed and are at the sole discretion of the Minister of Mines and Energy, and only if the Minister of Mines and Energy deems it desirable in the interests of the development of the mineral resources of Namibia. There is no guarantee that the Company's EPLs will be renewed in the future.

*Financing Risks and Dilution to Shareholders* - The Company has limited financial resources and no revenues. If the Company's exploration program on its exploration properties is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favorable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

*Title to Properties* - Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to its exploration properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that Etech does not have title to its exploration properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

*Requirement for Permits and Licences* - A substantial number of permits and licences may be required should the Company proceed beyond exploration; such licences and permits may be difficult to obtain and may be subject to changes in regulations and in various operational circumstances. It is uncertain whether the Company will be able to obtain all such licences and permits.

*Competition* - There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company competes with other mining companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of minerals claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

*Reliance on Management and Dependence on Key Personnel* - The success of the Company will be largely dependent upon on the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

*No Mineral Resources or Reserves* - The Company's exploration properties are very early-stage exploration properties, and no mineral reserve estimates can be predicted or estimated in respect of the property. Mineral resources and reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Resources and reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates, may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different mineral grades, may cause a mining operation to be unprofitable in any particular accounting period.

*Environmental Risks* - The Company's exploration and evaluation programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, provincial and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

*Governmental Regulations and Processing Licences and Permits* - The activities of the Company are subject to Namibian approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances 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 which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company. Further, the mining licences and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licences. In the event of revocation, the value of the Company's investments in such projects may decline.

*Local Resident Concerns* - Apart from ordinary environmental issues, work on, or the development and mining of the Company's group of properties could be subject to resistance from local residents that could either prevent or delay exploration and development of the property.

*Management Inexperience in Developing Mines* - The management of the Company has some experience in exploring for minerals but may lack all or some of the necessary technical training and experience to successfully develop and operate a mine. Without adequate training or experience in these areas, management may not be fully aware of many of the specific requirements related to working within the mining industry and their decisions and choices may not take into account all available and necessary engineering or managerial approaches that experienced mine operating companies commonly use to successfully develop a mine. Consequently, the Company's operations, earnings and ultimate financial success could be materially adversely affected.

*Conflicts of Interest* - Certain of the directors and officers of the Company are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest.

*Uninsurable Risks* - Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company's shares. The Company does not intend to maintain insurance against environmental risks.

*Litigation* - The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

*Dividends* - To date, the Company has not paid any dividends on its outstanding shares. Any decision to pay dividends on the shares of the Company will be made by its board of directors on the basis of the Company's earnings, financial requirements and other conditions.

*COVID-19 Pandemic* - The outbreak of the novel strain of coronavirus, specifically identified as "SARS-CoV-2," and commonly referred to as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. The Company may incur significant delays in planned exploration activity, impacting its ability to meet obligations under current regulations or its agreements and may reduce its ability to source financing for future activities. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and conditions of the Company in future periods at this time.

## Disclosure Controls and Procedures and Internal Controls over Financial Reporting

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that material information is gathered and reported to senior management to permit timely decisions regarding public disclosure. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards.

TSX Venture Exchange listed companies are not required to provide representations in their annual and interim filings relating to the establishment and maintenance of DC&P and ICFR, as defined in Multinational Instrument MI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) 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 (b) processes to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

## Outstanding Share Data

As at March 31, 2021 and the date of this report, the Company had 200 outstanding common shares with a value of $400,000.

As at March 31, 2021 and the date of this report, the Company had no warrants or stock options outstanding.

**E-Tech Kalapuse Mining (Proprietary) Limited**
**Management Discussion and Analysis**
**Quarterly Report – June 30, 2021**

*This Management's Discussion and Analysis ("MD&A") of E-Tech Kalapuse Mining (Proprietary) Limited ("Etech" or the "Company"), is dated August 23, 2021 and provides an analysis of the financial operating results for the three-month period ended June 30, 2021. This MD&A should be read in conjunction with the unaudited condensed interim financial statements and accompanying notes of Etech for the three-month period ended June 30, 2021 and the audited financial statements of Etech for the years ended March 31, 2021 and 2020, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are in Namibian dollars ("N$") unless otherwise specified.*

*Except for the historical statements contained herein, this MD&A presents "forward-looking statements" within the meaning of Canadian securities legislation that involve inherent risks and uncertainties. Forward-looking statements include, but are not limited to, future developments; use of funds; and the business and operations of the combined issuer after completion of a proposed Transaction. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "proposed" "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".*

*Forward-looking 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 Etech to be materially different from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to, among others, the results of due diligence activities, the actual results of current exploration activities and the interpretation of those results, changes in project parameters as plans continue to be refined; future metal prices; failure of equipment or processes to operate as anticipated; labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of exploration, general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals; as well as those factors disclosed in Etech's publicly filed documents. 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. Although the management and officers of Etech believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, 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. Accordingly, readers should not place undue reliance on forward-looking statements. Etech does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.*

*During the period ended June 30, 2021 and subsequent to the end of the period, the outbreak of the novel strain of coronavirus, specifically identified as "SARS-CoV-2," and commonly referred to as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. The Company may incur significant delays in planned exploration activity, impacting its ability to meet obligations under current regulations or its agreements and may reduce its ability to source financing for future activities. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and conditions of the Company in future periods at this time.*

## Description of Business

E-Tech Kalapuse Mining (Proprietary) Limited was incorporated under the laws of Namibia on March 25, 2015 as "Flower Investments Two (Proprietary) Limited" and changed its corporate name to E-Tech Kalapuse Mining (Proprietary) Limited on June 17, 2016. The Company is in the process of exploring its resource properties and has not yet determined whether these properties contain economically recoverable mineralization. To date, the Company has not earned significant revenues and is considered to be in the exploration stage.

## Resource Properties – Namibia

The Company's Eureka project lies within Exclusive Prospecting Licence ("EPL") number EPL 6762, which covers Eureka Farm 99 and Sukses Farm 90 and encompasses a roughly rectangular area totaling 3,474 ha. The Company obtained EPL 6762 by entering into an agreement with Kalapuse General Dealers (Pty) Ltd ("KGD"), who agreed to excise the Eureka licence area EPL 6762 from its EPL 5469 licence area with the consent of Namibia's Ministry of Mines and Energy in a letter received on June 15, 2017. Pursuant to the agreement with KGD, E-Tech Namibia agreed to:

- pay an initial non-refundable payment of £7,500 (exclusive of VAT) to KGD (the "Initial KGD Payment"), which has been paid in full at this time;
- pay a second non-refundable payment to KGD of £7,500 (exclusive of VAT) for the successful completion of phase 1 and excision of the area of Interest into a new exclusive prospecting license (the "Second KGD Payment"), of which £3,250 has been paid at this time;
- pay a third non-refundable payment to KGD of £50,000 (exclusive of VAT) upon successful completion of phase 2 and commencement of a pre-feasibility study (the "Third KGD Payment");
- pay KGD a royalty of 1.5% of the gross value of products sold from mining the deposit until production is terminated (the "KGD Royalty").

EPL 6762 was awarded to the Company on February 12, 2018 for an initial three-year duration, and for the exploration of base and rare metals, industrial minerals, nuclear fuel minerals and precious metals until February 11, 2021. Etech received a notice of preparedness to grant the renewal of EPL 6762 on July 19, 2021 from the Ministry of Mines and Energy of Namibia for a further period of two years from July 19, 2021.

An Environmental Clearance Certificate ("ECC") to undertake prospecting activities was originally granted to Etech on behalf of KGD on November 30, 2016 by the Ministry of Environment and Tourism, Namibia. Following the issuance of EPL 6762 to Etech, an updated ECC to undertake prospecting activities was granted on August 3, 2018 by the Ministry of Environment and Tourism, Namibia, for a three-year duration until August 2, 2021. The ECC was undertaken by Alex Speiser Environmental Consultants CC who carry out bi-annual environmental status reports on the EPL.

As at the date of this report, the Company only holds one EPL in Namibia which constitutes the Eureka Project.

During the year ended March 31, 2020, the Company commenced with a ground truthing program and reinterpretation of historical data. The Company then undertook a more detailed mapping, trenching and drilling program. The exploration strategy used by Etech has been focused on being cost effective, by using a traditional approach of mapping and geophysics to generate targets for more detailed investigation at later stages.

A number of positive geophysical anomalies and areas with outcropping mineralization were tested with a 19 hole Reverse Circular ("RC") drilling campaign (totaling 610 m) in March 2017. Drilling was undertaken by Hammerstein Mining & Drilling cc. using a conventional RC rig with onboard compressor. In total, 18 out of the 19 drillholes intersected mineralized carbonatite with an intersected length of between 1 and 9 m. It should be noted that intersected length is greater than the true width of the mineralization when the drilling intersection is at a shallow angle.

The deepest intersection was 60 m below surface. While mineralization was not intersected in hole EU018, which targeted an isolated radiometric anomaly below surface cover, this hole did intersect pegmatite and subsequent trenching confirmed the presence of mineralized carbonatite over half a metre with unknown orientation in the vicinity of the hole.

The historical drilling and trenching coverage has delineated a number of dykes, and in some places the dykes are well defined in 3D with the geometry having been developed from mapping and trench sampling at surface extending to depth based on shallow drillhole intersections and occasional deeper drilling intersections. The trench/drill spacing generally results in a good confidence in the geometry, however it is envisioned that additional infill trenching and drilling will be completed to improve the interpretation of the dyke continuity and thickness.

*Exploration*

*Trenching*
A second trenching programme commenced in November 2020; 17 trenches were completed covering a total of 2.45 km. Trenches were then logged with a Rad Eye and the resultant CPR readings have been plotted; samples were collected but assay results are pending. The trenches tested the eastern part of Zone 1 where the current resource model is expected to continue along strike in a south easterly direction, and they extended to the southwest of this area where a number of new drilling targets have been delineated by high Rad Eye readings.

Most of the new trenches provide more comprehensive coverage at Zone 3 and extend the previously trenched area to the south and east. A number of new drilling targets have resulted from several southeast-trending Rad Eye anomalies which tie-in to some extent with newly mapped dyke outcrops.

Four trenches were cut in Zone 4. The Rad Eye results from these along with newly mapped dyke outcrops show that similar mineralization is present although widths and grades may be less than what has been encountered in Zones 1 and 3. All trenches have been backfilled and rehabilitated to the satisfaction of the ASEC's Biannual Environmental Audit dated December 2020.

*Reverse Circular ("RC") Drilling*
A 4.5 km RC drilling program started in the first week December 2020 and is ongoing as of the date of this report. Approximately half the planned drilling has been completed as of the date of this report. Geological logs and Rad Eye results are not available at this time, and assay results are pending. However, general indications are that drilling has encountered similar monazite dykes as those intersected previously suggesting that the resource model will be infilled and extended in the next round of resource estimation. Each drilled metre was collected from the rig-mounted cyclone and then split in a 7:1 (8 way) splitter, the split fraction was then split again 1:1 (2 way) to create two approximately 2 kg sub - samples. One sample was retained as a reference sample for future work, and the other sample was collected as a laboratory sample stream. All sample bags were marked with the hole ID and the interval depth. Samples to be sent for assay were selected based on lithological logging (carbonatite) and/or elevated radiation (>60 cps typically). The selected samples were re-bagged into bags marked with a sample code and a corresponding sample ticket was placed into the bag with the sample. A sample sheet was created to catalogue the samples that had been selected for analysis which was entered into the Company's database.

The trenching and drilling discovery rate has been very good as a result of the geological interpretation, based on outcrops, and targeting radiometric anomalies generated by the REE - hosting monazite. The most obvious targets have been sampled but there remains a number of additional targets to follow up with more trenching. The drilling and trenching coverage has delineated a number of dykes. In some places the dykes are well defined in 3D with the geometry having been developed from mapping and trench sampling at surface extending to depth based on shallow drillhole intersections and occasional deeper drilling intersections. Trench/drill spacing is better than 20 m in parts of Zones 2 and 3 and is better than 40 m in most of Zone 1 where the best grades are encountered. As noted above, current trench/drill exploration results generally results in a good confidence in the geometry, however additional infill trenching and drilling should be completed to improve the interpretation of the dyke continuity and thickness so that high and low grade domains can be delineated with better confidence.

As at June 30, 2021, approximately 2.21 km of RC drilling had been completed across Zone 1 and Zone 3 respectfully. The RC program has been hampered by operational concerns, and daily drilling rates are well below originally planned rates. This is mainly due to the deeper RC drillholes producing undesirable wet RC samples which meant it was not possible to properly drill and sample to the desired depths. Five diamond drillholes were drilled starting in mid-June 2021, each 250 m long. These have been collared with HQ and continued to depth with NQ diameter core. Core recovery has been good, exceeding 90%. The drillcore has been visually logged and then stored in core boxes on site ready for core sawing and sampling to be undertaken. Three of the diamond drillholes were collared to the northeast of the RC drillholes, to step back and provide deeper intersections at a depth known to return wet RC samples. One of the diamond drillholes provides a deep scissor pair, and the fifth aims to provide a long intersection through the geology under the river bed between Zone 1 and 2. Rad Eye results, whilst not conclusive, suggest that a number of monazite-bearing dykes potentially have been intersected by the new RC drillholes. These intersects will only be confirmed once assay results are obtained.

The samples collected from the 2020-2021 RC and diamond drilling programmes will be submitted for assay when the Transaction with Battery Road is complete.

**Transaction with Battery Road Capital Corp.**

On October 10, 2020, Etech and its shareholders entered into a definitive share exchange agreement with Battery Road Capital Corp. ("Battery Road") to provide for the completion of a business combination with Battery Road (the "Transaction").

Battery Road was incorporated under the Canada Business Corporations Act on April 20, 2018 and is classified as a "Capital Pool Company" for the purposes of Policy 2.4 of the Canadian TSX Venture Exchange Inc. (the "TSXV"). As a result, Battery Road's principal business is the identification and evaluation of a Qualifying Transaction ("QT") and once identified or evaluated, to negotiate an acquisition or participation in a business, subject to receipt of shareholder approval, if required and acceptance by regulatory authorities. As at March 31, 2021 and June 30, 2021, Battery Road has 12,985,750 issued and outstanding common shares. The Transaction is intended to constitute the QT of Battery Road, as such term is defined in Policy 2.4 of the TSXV.

Pursuant to the terms of the Definitive Agreement, new shareholders will invest approximately CAD$1,500,000 in Etech by way of a convertible note and will acquire approximately 133 shares of Etech on conversion, including interest. As a result, Etech will have approximately 333 issued and outstanding common shares. Battery Road proposes to acquire each of the outstanding shares of Etech in exchange for 111,111.2 common shares of the resulting combined entity (the "Resulting Issuer").

Battery Road will also contemplate the completion of a stock split on the basis of 2 post-split common shares of Battery Road for every 1 pre-split common share of Battery Road. The existing and new shareholders of Etech are expected to receive approximately 37,000,030 post-split common shares of the Resulting Issuer at the closing of the Transaction, resulting in a reverse takeover of Battery Road. The Resulting Issuer will continue the business of Etech and will continue to be engaged in the exploration and development of prospective mineral properties located in Namibia, with a focus on rare earth exploration and development.

The Transaction is subject to a number of conditions, including the approval of the TSXV, and has not been completed as of the date of this report. There is no guarantee that Etech and Battery Road will be able to complete the Transaction.

### Resource Property Expenditures

The following tables detail the acquisition costs and the exploration expenditures incurred on the resource properties during the three-month period ended June 30, 2021 and during the years ended March 31, 2021, 2020 and 2019.

| **Exclusive Prospecting Licence ("EPL") Number 6762** | **Total June 30, 2021** | **Total March 31, 2021** | **Total March 31, 2020** | **Total March 31, 2019** |
|---|---|---|---|---|
| | **N$** | **N$** | **N$** | **N$** |
| EPL Number 6762 | 3,000 | 185,519 | 2,000 | - |
| | | | | |
| Geophysical, Geological and Environmental Consulting | 785,545 | 2,810,087 | 305,451 | 87,512 |
| Field Equipment and Rental | 293,341 | 352,042 | 231,012 | 13,540 |
| Drilling, Sample Preparation, Analysis, and Transport | 6,482,649 | 4,376,217 | 82,092 | - |
| | | | | |
| **TOTAL** | **7,564,535** | **7,723,865** | **620,555** | **101,052** |
| Opening balance | 9,332,220 | 1,608,355 | 987,800 | 886,748 |
| **Ending balance** | **16,896,755** | **9,332,220** | **1,608,355** | **987,800** |

| **Exclusive Prospecting Licence ("EPL") Number 6762** | **Total June 30, 2021** | **Total March 31, 2021** | **Total March 31, 2020** | **Total March 31, 2019** |
|---|---|---|---|---|
| | **C$**(1) | **C$** | **C$** | **C$** |
| EPL Number 6762 | 259 | 15,678 | 157 | - |
| | | | | |
| Geophysical, Geological and Environmental Consulting | 67,840 | 237,480 | 24,030 | 8,039 |
| Field Equipment and Rental | 25,333 | 29,751 | 18,174 | 1,244 |
| Drilling, Sample Preparation, Analysis, and Transport | 559,841 | 369,835 | 6,458 | - |
| | | | | |
| **TOTAL** | **653,273** | **652,744** | **48,819** | **9,283** |
| Opening balance(2) | 805,931 | 135,922 | 77,710 | 81,456 |
| **Ending balance** | **1,459,204** | **788,666** | **126,529** | **90,739** |

(1) *NAD$ converted at foreign exchange rate of C$0.08636 to N$1 for June 30, 2021, C$0.08451 to N$1 for fiscal 2021, C$0.07867 to N$1 for fiscal 2020, and C$0.09186 to N$1 for fiscal 2019.*

(2) *Opening balances presented in C$ have been adjusted from historical foreign exchange rates to the spot rate for the period.*

EPL Number 6762 was renewed for a period of two years commencing July 19, 2021 in the magisterial District "G" (Karibib) in Namibia. ELP 6762 has been duly issued by the Minister to E-tech Namibia and is validly existing under the applicable Namibian Laws. The Company continues to have the full and exclusive right, including receipt of all required permits, licences and other applicable government approvals in respect of EPL 6762, enabling Etech to carry out its business operations as per the most recent work program filed with the Ministry.

**Selected Annual and Quarterly Information**

**Annual Information**

The following table details the annual results for the years ended March 31, 2021, 2020 and 2019 and for the period ended June 30, 2021:

| | June 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|---|
| | N$ | N$ | N$ | N$ |
| Net loss and comprehensive loss | (1,133,721) | (2,485,560) | (294,969) | (81,953) |
| Total assets | 17,572,323 | 10,134,503 | 1,807,162 | 991,294 |
| Total liabilities | 21,450,367 | 12,878,826 | 2,065,925 | 955,088 |
| Equity and capital contribution | (3,878,044) | (2,744,323) | (258,763) | 36,206 |
| Cash dividends per common share | N/A | N/A | N/A | N/A |

| | June 30, 2021 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
|---|---|---|---|---|
| | C$(1) | C$ | C$ | C$ |
| Net loss and comprehensive loss | (98,622) | (201,430) | (26,580) | (7,848) |
| Total assets | 1,517,546 | 856,467 | 142,169 | 91,060 |
| Total liabilities | 1,852,454 | 1,088,390 | 162,526 | 87,734 |
| Equity and capital contribution | (334,908) | (231,923) | (20,357) | 3,326 |
| Cash dividends per common share | N/A | N/A | N/A | N/A |

(1) *NAD$ converted at foreign exchange spot rate of C$0.08636 to N$1 for the period ended June 30, 2021, C$0.08451 to N$1 for fiscal 2021, C$0.07867 to N$1 for fiscal 2020, and C$0.09186 to N$1 for fiscal 2019. For the net loss and comprehensive loss, NAD$ converted at foreign exchange average rate of C$0.08699 to N$1 for the period ended June 30, 2021, C$0.08104 to N$1 for fiscal 2021, C$0.09011 to N$1 for fiscal 2020, and C$0.09576 to N$1 for fiscal 2019.*

The Company expects to record losses until such time as an economic resource is developed and exploited on the Company's exploration properties. The Company's net loss could be significantly affected by any impairment or abandonment of any resource property.

**Summary of Quarterly Results**

Expressed in thousands of Namibian dollars ("NAD"), except per share amounts:

| | Q1 2022 | Q4 2021 | Q3 2021 | Q2 2021 | Q1 2021 | Q4 2020 | Q3 2020 | Q2 2020 |
|---|---|---|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ | $ | $ | $ |
| Net loss for the period | 1,134 | 1,519 | 857 | 11 | 99 | 133 | 138 | 2 |
| Basic & diluted net loss per share | 5,669 | 7,595 | 4,285 | 56 | 494 | 665 | 689 | 9 |
| Total assets | 17,572 | 10,135 | 5,105 | 1,759 | 1,759 | 1,807 | 1,548 | 1,243 |
| Total liabilities | 21,450 | 12,879 | 6,332 | 2,092 | 2,092 | 2,066 | 1,584 | 1,230 |
| Cash dividends per common share | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

Expressed in thousands of Canadian dollars ("C$"), except per share amounts:

| | Q1 2022 | Q4 2021 | Q3 2021 | Q2 2021 | Q1 2021 | Q4 2020 | Q3 2020 | Q2 2020 |
|---|---|---|---|---|---|---|---|---|
| | C$(1) | C$ | C$ | C$ | C$ | C$ | C$ | C$ |
| Net loss for the period | 99 | 123 | 69 | 1 | 8 | 12 | 12 | - |
| Basic & diluted net loss per share | 493 | 615 | 347 | 4 | 40 | 60 | 62 | 1 |
| Total assets | 1,518 | 857 | 431 | 149 | 138 | 142 | 122 | 98 |
| Total liabilities | 1,852 | 1,088 | 535 | 177 | 165 | 163 | 125 | 97 |
| Cash dividends per common share | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

*(1) NAD$ converted at foreign exchange spot rate of C$0.08636 to N$1 for the period ended June 30, 2021, C$0.08451 to N$1 for fiscal 2021 and C$0.07867 to N$1 for fiscal 2020. For the net loss and comprehensive loss for the periods, NAD$ converted at foreign exchange average rate of C$0.08699 to N$1 for the period ended June 30, 2021, C$0.08104 to N$1 for fiscal 2021 and C$0.09011 to N$1 for fiscal 2020.*

## Results of operations for the three-month period ended June 30, 2021

During the three-month period ended June 30, 2021, the Company had a net loss of N$1,133,721 (C$98,622), compared to a net loss of N$98,730 (C$8,001) during the three-month period ended June 30, 2020. The increase was due to higher administrative expenditures as the Company commenced its programs and increased its activity in fiscal 2021. During the current period, the Company incurred N$254,920 in consulting fees, N$258,357 in office expenses, and N$268,450 in accounting and audit fees, which increased due to the work required related to the Transaction with Battery Road. Costs incurred during the three-month period ended June 30, 2020 were minimal and included N$14,001 in property investigation costs and N$83,893 in accounting fees.

The Company incurred finance costs of N$370,000 during the current period, compared to $nil during the period ended June 30, 2020. The finance costs related to interest accrued on the Company's convertible debentures. In addition, a realized foreign exchange loss of N$177,678 and an unrealized foreign exchange gain of N$196,942 were recognized during the current period, representing foreign exchange on the Company's loans and advances denominated in other currencies.

## Liquidity and Capital Resources

| | As at June 30, 2021 N$ | As at March 31, 2021 N$ | As at March 31, 2020 N$ | As at March 31, 2019 N$ |
|---|---|---|---|---|
| Cash | 267,020 | 655,307 | 198,807 | 3,494 |
| Resource properties | 16,896,755 | 9,332,220 | 1,608,355 | 987,800 |
| Property, plant and equipment | 408,548 | 146,976 | - | - |
| Total assets | 17,572,323 | 10,134,503 | 1,807,162 | 991,294 |
| Total liabilities | 21,450,367 | 12,878,826 | 2,065,925 | 955,088 |
| Shareholders' equity and capital contribution | (3,878,044) | (2,744,323) | (258,763) | 36,206 |
| Working capital(1) | (21,183,347) | (12,223,519) | (1,867,118) | (951,594) |

*(1) Estimated working capital at June 30, 2021 includes N$15,057,070 and estimated working capital at March 31, 2021 includes N$8,993,154 of E-Tech Debentures, which are recorded as a current liability of E-Tech Namibia on the Statements of Financial Position but are expected to be converted to E-Tech Ordinary Shares pursuant to the Transaction.*

| | As at<br>June 30, 2021<br>C$(1) | As at<br>March 31, 2021<br>C$ | As at<br>March 31, 2020<br>C$ | As at<br>March 31, 2019<br>C$ |
|---|---|---|---|---|
| Cash | 23,060 | 55,380 | 15,640 | 321 |
| Resource properties | 1,459,204 | 788,666 | 126,529 | 90,739 |
| Property, plant and equipment | 35,282 | 12,421 | - | - |
| Total assets | 1,517,546 | 856,467 | 142,169 | 91,060 |
| Total liabilities | 1,852,454 | 1,088,390 | 162,526 | 87,734 |
| Shareholders' equity and capital contribution | (334,908) | (231,923) | (20,357) | 3,326 |
| Working capital | (1,829,394) | (1,033,010) | (146,886) | (87,413) |

*(1) NAD$ converted at foreign exchange spot rate of C$0.08636 to N$1 for the period ended June 30, 2021, C$0.08451 to N$1 for fiscal 2021, C$0.07867 to N$1 for fiscal 2020, and C$0.09186 to N$1 for fiscal 2019.*

At June 30, 2021, the Company had cash of N$267,020 (C$23,060) and negative working capital of N$21,183,347 (C$1,829,394), compared to the March 31, 2021 cash balance of N$655,307 (C$55,380) and negative working capital of N$12,223,519 (C$1,033,010). During the three-month period ended June 30, 2021, the Company used cash of N$289,462 on additions to property, plant and equipment and spent N$7,564,535 on its resource property expenditures in Namibia (June 30, 2020 – N$294,045 on operating activities and N$943 on resource property expenditures).

Net contributions of N$3,673,318 were received from related parties during the three-month period ended June 30, 2021, including an increase of N$6,063,916 in the convertible debentures, compared to N$206,562 received from related parties during the prior period.

During the period ended June 30, 2021 and the year ended March 31, 2021, the Company received a loan from Numus Financial Inc. ("Numus") in the amount of N$6,063,916 for the period ended June 30, 2021, including accrued interest of N$570,000, and N$8,993,154 as at March 31, 2021, including accrued interest of N$200,000. No loans were received from Numus for the period ended June 30, 2020. The loan is in the form of a convertible debenture, which will immediately, prior to the completion of the Transaction with Battery Road, be directly or indirectly settled in exchange for Etech shares. Any Etech shares issued pursuant to the settlement will be exchanged for shares of Battery Road based on the exchange ratio for the Transaction.

Management estimates current working capital may not be sufficient to fund all of the Company's planned expenditures. The Company has recorded losses since incorporation to the current year and expects to incur losses for the foreseeable future as exploration activities and associated executive, marketing and administration costs continue on the Company's projects. The ability of the Company to continue as a going concern is dependent on securing additional financing or monetizing assets. There is no certainty that the Company will be able to obtain additional financing or capital contributions in the future. The reader should refer to the "Going Concern" disclosure under the Report of the Directors of the Company's audited financial statements for the year ended March 31, 2021.

## Off-Balance Sheet Arrangements

At June 30, 2021 and the date of this report, Etech had no off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

## Transactions with Related Parties

Related party relationships exist between Etech and its parent company, E-Tech Metals Limited, as well as other shareholders and directors and between Etech and Numus Financial Inc. pursuant to the convertible debenture. Amounts payable to the parent company as of June 30, 2021 were $nil, as the balance payable of N$2,587,540 as at March 31, 2021 was repaid during the current quarter. Amounts convertible pursuant to the loan from Numus as at June 30, 2021 were N$15,057,070 (March 31, 2021 – N$8,993,154), including accrued interest of N$570,000 (March 31, 2021 – N$200,000). During the period ended June 30, 2021, consulting fees of N$386,947 were incurred for the consulting services of two directors of the Company. During the year ended March 31, 2021, consulting fees of N$1,338,872 were paid to two directors of the Company. In addition, option fees on EPL 6762 of N$153,865 were paid to an entity controlled by a director during the year ended March 31, 2021.

During the year ended March 31, 2021, expenses previously incurred by E-Tech Metals Limited were transferred to Etech. These expenses amounted to N$2,499,241, of which N$1,798,766 relate to resource properties and N$700,475 to administrative expenses.

**Critical Accounting Estimates**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and notes. Critical accounting estimates used in the preparation of the financial statements include the Company's estimate of recoverable value of its mineral properties and related deferred expenditures, the value of share-based compensation, and the valuation of any deferred income tax assets and liabilities. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

The Company's recoverability of the recorded value of its mineral properties and associated deferred expenses is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Company is in an industry that is dependent on a number of factors, including environmental, legal and political risks, the existence of economically recoverable reserves, and the ability of the Company to obtain necessary financing to complete the development and future profitable production or the proceeds of disposition thereof.

At the end of each reporting period, the Company assesses each of its mineral resource properties to determine whether any indication of impairment exists. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use.

Deferred income tax assets and liabilities are computed based on differences between the carrying amounts of assets and liabilities on the balance sheet and their corresponding tax values. Deferred income tax assets also result from unused loss carryforwards and other deductions to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of tax credits and unused tax losses can be utilized.

**Risks and Uncertainties**

The following are certain factors relating to the business of Etech. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks actually occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

The following is a description of certain risks and uncertainties that may affect the business of the Company.

*Limited Operating History* - The Company is a relatively new company with limited operating history and no history of business or mining operations, revenue generation or production history. The Company was incorporated in 2015 and has yet to generate a profit from its activities. The Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

*Exploration, Development and Operating Risks* - The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company's resource base.

The Company's operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

*Substantial Capital Requirements and Liquidity* - Substantial additional funds for the establishment of the Company's current and planned mining operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

*Fluctuating Mineral Prices* - The economics of mineral exploration is affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the Company's properties.

*Regulatory Requirements* - The current or future operations of the Company require permits from various governmental authorities and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters.

Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulation would not have an adverse effect on any exploration and development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulation and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs or require abandonment or delays in the development of new properties.

In Namibia, an EPL is valid for a period of three years and may be renewed twice for a period of two years per renewal. Further renewals are not guaranteed and are at the sole discretion of the Minister of Mines and Energy, and only if the Minister of Mines and Energy deems it desirable in the interests of the development of the mineral resources of Namibia. There is no guarantee that the Company's EPLs will be renewed in the future.

*Financing Risks and Dilution to Shareholders* - The Company has limited financial resources and no revenues. If the Company's exploration program on its exploration properties is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favorable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

*Title to Properties* - Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to its exploration properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that Etech does not have title to its exploration properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

*Requirement for Permits and Licences* - A substantial number of permits and licences may be required should the Company proceed beyond exploration; such licences and permits may be difficult to obtain and may be subject to changes in regulations and in various operational circumstances. It is uncertain whether the Company will be able to obtain all such licences and permits.

*Competition* - There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company competes with other mining companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of minerals claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

*Reliance on Management and Dependence on Key Personnel* - The success of the Company will be largely dependent upon on the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

*No Mineral Resources or Reserves* - The Company's exploration properties are very early-stage exploration properties, and no mineral reserve estimates can be predicted or estimated in respect of the property. Mineral resources and reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Resources and reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates, may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different mineral grades, may cause a mining operation to be unprofitable in any particular accounting period.

*Environmental Risks* - The Company's exploration and evaluation programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, provincial and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

*Governmental Regulations and Processing Licences and Permits* - The activities of the Company are subject to Namibian approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances 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 which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company. Further, the mining licences and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licences. In the event of revocation, the value of the Company's investments in such projects may decline.

*Local Resident Concerns* - Apart from ordinary environmental issues, work on, or the development and mining of the Company's group of properties could be subject to resistance from local residents that could either prevent or delay exploration and development of the property.

*Management Inexperience in Developing Mines* - The management of the Company has some experience in exploring for minerals but may lack all or some of the necessary technical training and experience to successfully develop and operate a mine. Without adequate training or experience in these areas, management may not be fully aware of many of the specific requirements related to working within the mining industry and their decisions and choices may not take into account all available and necessary engineering or managerial approaches that experienced mine operating companies commonly use to successfully develop a mine. Consequently, the Company's operations, earnings and ultimate financial success could be materially adversely affected.

*Conflicts of Interest* - Certain of the directors and officers of the Company are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest.

*Uninsurable Risks* - Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company's shares. The Company does not intend to maintain insurance against environmental risks.

*Litigation* - The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

*Dividends* - To date, the Company has not paid any dividends on its outstanding shares. Any decision to pay dividends on the shares of the Company will be made by its board of directors on the basis of the Company's earnings, financial requirements and other conditions.

*COVID-19 Pandemic* - The outbreak of the novel strain of coronavirus, specifically identified as "SARS-CoV-2," and commonly referred to as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. The Company may incur significant delays in planned exploration activity, impacting its ability to meet obligations under current regulations or its agreements and may reduce its ability to source financing for future activities. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and conditions of the Company in future periods at this time.

**Disclosure Controls and Procedures and Internal Controls over Financial Reporting**

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that material information is gathered and reported to senior management to permit timely decisions regarding public disclosure. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards.

TSX Venture Exchange listed companies are not required to provide representations in their annual and interim filings relating to the establishment and maintenance of DC&P and ICFR, as defined in Multinational Instrument MI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) 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 (b) processes to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

**Outstanding Share Data**

As at June 30, 2021 and the date of this report, the Company had 200 outstanding common shares with a value of $400,000.

As at June 30, 2021 and the date of this report, the Company had no warrants or stock options outstanding.

SCHEDULE “E”

PRO FORMA FINANCIAL STATEMENT OF THE RESULTING ISSUER

[see attached]

# E-TECH RESOURCES INC.
# (formerly, Battery Road Capital Corp.)

## UNAUDITED PRO-FORMA
## Consolidated Statement of Financial Position
## (Prepared by Management)
## (Expressed in Canadian dollars)

## April 30, 2021

**E-TECH RESOURCES INC. (formerly, Battery Road Capital Corp.)**
UNAUDITED PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT APRIL 30, 2021

| | Battery Road Capital Corp. as at April 30, 2021 | E-Tech Kalapuse (Proprietary) Ltd. as at June 30, 2021 | E-Tech Kalapuse (Proprietary) Ltd. as at June 30, 2021 | Note | Pro-forma Adjustments | Pro-forma Consolidated |
|---|---|---|---|---|---|---|
| | CAD$ | NAD$ | CAD$ | | CAD$ | CAD$ |
| **ASSETS** | | | | | | |
| **Current assets** | | | | 3(d) | 5,000,000 | |
| Cash | 519,835 | 267,020 | 23,060 | 3(d) | (400,000) | 4,992,895 |
| | | | | 3(f) | (150,000) | |
| Prepaid expenses | 3,987 | - | - | | | 3,987 |
| **Resource Properties** | | | | | | |
| Resource Properties | - | 16,896,755 | 1,459,204 | 3(c) | 248,896 | 1,708,100 |
| Capital assets | - | 408,548 | 35,282 | | - | 35,282 |
| | 523,822 | 17,572,323 | 1,517,546 | | 4,698,896 | 6,740,264 |
| **LIABILITIES** | | | | | | |
| **Current liabilities** | | | | | | |
| Accounts payable and accrued liabilities | 86,762 | 6,393,297 | 552,125 | | - | 638,887 |
| **Amount due to related party:** | | | | | | |
| Numus Financial Inc. | - | 15,057,070 | 1,300,329 | 3(c) | 295,671 | - |
| | | | | 3(c) | (1,596,000) | |
| | 86,762 | 21,450,367 | 1,852,454 | | (1,300,329) | 638,887 |
| **SHAREHOLDERS' EQUITY** (note 4) | | | | | | |
| Share capital | 780,745 | 400,000 | 34,544 | 3(b) | (780,745) | 12,485,066 |
| | | | | 3(a) | 6,492,875 | |
| | | | | 3(c) | 1,596,000 | |
| | | | | 3(d) | 5,000,000 | |
| | | | | 3(d) | (400,000) | |
| | | | | 3(d) | (238,353) | |
| | | | | | 11,669,777 | |
| Contributed surplus | 757 | - | - | 3(b) | (757) | 337,958 |
| | | | | 3(d) | 238,353 | |
| | | | | 3(e) | 99,605 | |
| | | | | | 337,201 | |
| Deficit | (344,442) | (4,278,044) | (369,452) | 3(b) | 344,442 | (6,721,647) |
| | | | | 3(a) | (6,492,875) | |
| | | | | 3(a) | 437,060 | |
| | | | | 3(c) | (46,775) | |
| | | | | 3(e) | (99,605) | |
| | | | | 3(f) | (150,000) | |
| | | | | | (6,007,753) | |
| | 437,060 | (3,878,044) | (334,908) | | 5,999,225 | 6,101,377 |
| | 523,822 | 17,572,323 | 1,517,546 | | 4,698,896 | 6,740,264 |

The accompanying notes are an integral part of this unaudited pro-forma consolidated statement of financial position.

## 1. PROPOSED TRANSACTION

E-tech Resources Inc. formerly, Battery Road Capital Corp. (the "Company") and E-Tech Kalapuse Mining (Proprietary) Limited ("E-Tech Namibia"), a private company involved in the business of rare earths exploration, have entered into a definitive share exchange agreement (the "Agreement") dated October 10, 2020 under which the proposed transaction will be completed. E-Tech Namibia has 200 outstanding common shares and will convert advances received (plus applicable interest) of approximately $1,596,000 at a value $12,000 per share to issue an additional 133 common shares. Under the terms of the Agreement, the Company will complete a forward split of two common shares for each common share of the Company and the Company will acquire all of the issued and outstanding common shares of E-Tech Namibia based on 111,111.2 shares of the Company for each of the 333 common shares E-Tech Namibia after the conversion (the "Transaction"). After the two for one forward split the Company will complete a non-brokered private placement, issuing 20,000,000 common shares at an issue price of $0.25 per share to raise aggregate gross proceeds of $5,000,000 (the "Financing").

The Boards of Directors of the Company and E-Tech Namibia have each unanimously approved the terms of the Transaction. As a result, the Company will issue a total of 37,000,030 common shares to the shareholders of E-Tech Namibia. It is anticipated that upon closing, E-Tech Namibia shareholders will hold approximately 58.8% of the outstanding shares of the Company. Upon completion of the Transaction, the Company will have 62,971,530 issued and outstanding common shares and after the financing, the Company will have 82,971,530 issued and outstanding common shares.

The Transaction will be subject to certain customary conditions including approval of the Company and E-Tech Namibia's shareholders and various regulatory approvals. The Company intends to change its name to E-Tech Resources Inc. and adopt a financial year end of March 31 effective on the closing of the Transaction.

## 2. BASIS OF PRESENTATION

The unaudited pro-forma consolidated statement of financial position of the Company gives effect to the Transaction as described above. In substance, the Transaction involves E-Tech Namibia shareholders obtaining control of the Company and accordingly the Transaction will be considered a reverse takeover transaction ("RTO") with E-Tech Namibia acquiring the Company. As the Company does not meet the definition of a business under International Financial Reporting Standards ("IFRS"), the consolidated financial statements of the combined entity will represent the continuation of E-Tech Namibia. The Transaction has been accounted for as a share-based payment, in accordance with IFRS 2, by which E-Tech Namibia acquired the net assets and the Company's status as a Reporting Issuer. Accordingly, the accompanying unaudited pro-forma consolidated statement of financial position of the Company has been prepared by management using the same accounting policies as described in E-Tech Namibia's audited financial statements for the year ended March 31, 2021. There are no differing accounting policies between the Company and E-Tech Namibia.

The unaudited pro-forma consolidated statement of financial position is not necessarily indicative of the Company's consolidated financial position on closing of the Transaction had the Transaction closed on the dates assumed herein.

The unaudited pro-forma consolidated statement of financial position has been compiled from information derived from and should be read in conjunction with the following information, prepared in accordance with IFRS:

- the Company's audited annual financial statements as at and for the years ended April 30, 2021 and 2020;
- E-Tech Namibia's financial statements as at and for the quarter ended June 30, 2021 and the audited financial statements as at and for the years ended March 31, 2021 and 2020; and
- the additional information set out in Note 3 of this unaudited pro-forma consolidated statement of financial position that are directly attributable to the Transaction or factually supportable.

## 3. UNAUDITED PRO-FORMA ASSUMPTIONS AND ADJUSTMENTS

The unaudited pro-forma consolidated statement of financial position gives effect to the completion of the Transaction, incorporating the assumptions within Note 1, as if it had occurred on the date presented, April 30, 2021. Consequential adjustments to the accumulated deficit are based on the Transaction equation as described below.

The unaudited pro-forma consolidated statement of financial position has been prepared based on the following assumptions:

a) As consideration for 100% of the outstanding common shares of E-Tech Namibia, the Company will issue 37,000,030 common shares in exchange for all of outstanding common shares of E-Tech Namibia.

As a result of the share exchange, the former shareholders of E-Tech Namibia will acquire control of the Company and the Transaction will be treated as an RTO. The Transaction will be accounted for as an acquisition of the net assets and the Company's status as a Reporting Issuer by E-Tech Namibia via a share-based payment. The excess of the estimated fair value of the equity instruments that E-Tech Namibia is deemed to have issued to acquire the Company, plus the Transaction costs (both the "Consideration") and the estimated fair value of the Company's net assets, will be recorded as a charge to the accumulated deficit as a cost of obtaining the Company's status as a Reporting Issuer.

For the purposes of the pro-forma consolidated statement of financial position, management has estimated the fair value of the equity instruments deemed to be issued by the Company. The fair value of the common shares after the two for one forward split amounts to $6,492,875, based on the concurrent private placement financing of $0.25 per share. The fair value of the equity instruments is recorded as a listing fee expense.

The allocation of the Consideration for the purposes of the pro-forma consolidated statement of financial position is as follows:

**Net assets acquired:**

| | $ |
|---|---|
| Cash | 519,835 |
| Other current assets | 3,987 |
| Accounts payable and accrued liabilities | (86,762) |
| Net assets acquired | 437,060 |
| Consideration | (6,642,875) |
| Cost of Company's status as a Reporting Issuer charged to deficit | 6,205,815 |
| **Consideration:** | |
| Company common shares deemed to be issued | 6,492,875 |
| Legal and other transaction costs | 150,000 |
| | 6,642,875 |

b) As a result of the acquisition, there will be an elimination of the Company's pre-acquisition share capital of $780,745, contributed surplus of $757 and the accumulated deficit of $344,442.

c) Numus Financial Inc. has injected $1,251,104 and will invest an additional $248,896 to fund resource property expenditures. These additional advances will bring the total advances to $1,500,000, the amount which was agreed in the Definitive Agreement and subsequently increased to provide the additional required funding. These advances bear interest at 12% and E-Tech Namibia has accrued $49,225 to June 30, 2021 and an additional $46,775 will be incurred. The advances together with the applicable interest of $96,000, will be converted to shares of E-Tech Namibia based on the negotiated and agreed value of the shares of E-Tech Namibia of $12,000 per share. The total amount of $1,596,000 will be converted to 133 common shares of E-Tech Namibia.

## 3. UNAUDITED PRO-FORMA ASSUMPTIONS AND ADJUSTMENTS (continued)

d) The pro-forma consolidated statement of financial position assumes the Company completes its private placement financing, after the two for one forward split, for gross proceeds of $5,000,000 at a price of $0.25 per common share, resulting in the issuance of 20,000,000 common shares. A 7% finder's fee of $350,000 will be payable on the financing and the Company will accrue an additional $50,000 for other share issue costs. The Company will issue broker's warrants to acquire 1,400,000 common shares at an exercise price of $0.25 for two years with a fair value of $238,353. The fair value was estimated using the Black-Scholes option pricing model applying a market price and exercise price of $0.25, a risk-free rate of 1%, an expected volatility of 140% and an expected dividend yield of 0%. The finder's fee and fair value of the brokers' warrants will be recorded as a share issue cost.

e) The Company will issue 450,000 options to its incoming President & CEO with an exercise price at the market price which is estimated at $0.25 per share. The fair value was estimated using the Black-Scholes option pricing model applying a market and exercise price of $0.25, an expected life of 5 years, a risk-free rate of 1%, an expected volatility of 140% and an expected dividend yield of 0%. The fair value of the options is recorded as a listing fee expense.

f) The Company and E-Tech Namibia's additional legal and other transaction costs are estimated to be $150,000 which will be recorded as an additional listing expense.

## 4. PRO-FORMA SHAREHOLDERS' EQUITY

As a result of the Transaction and the pro-forma assumptions and adjustments, the Shareholders' Equity of the combined entity as at April 30, 2021 is comprised of the following:

| | | **Share Capital** | | | | | |
|---|---|---|---|---|---|---|---|
| | **Notes** | **# of Shares** | **Capital Stock** $ | **# of Warrants and Options** | **Contributed Surplus** $ | **Deficit** $ | **Total** $ |
| E-Tech Namibia balances prior to transactions below | | 200 | 34,544 | - | - | (369,452) | (334,908) |
| Common shares of E-Tech Namibia issued on conversion of advances and interest from Numus Financial Inc. | 3(c) | 125 | 1,500,000 | | | - | 1,500,000 |
| and other debenture holders | 3(c) | 8 | 96,000 | | | (46,775) | 49,225 |
| | | 333 | | | | | |
| Common shares of the Company – 111,111.2 common shares exchanged for each share of E-Tech Namibia | 1 | (333) | - | - | - | - | - |
| | | 111,111.2 | | | | | |
| | 1 | 37,000,030 | - | - | - | - | - |
| Shares deemed to be issued re the Company | 1 & 3(a) | 12,985,750 | 6,492,875 | - | - | (6,492,875) | - |
| Forward stock split of two common shares of the Company for every outstanding share | 1 & 3(a) | 2 | | | | | |
| | | 25,971,500 | | | | | |
| | | 62,971,530 | | | | | |
| Net asset position assumed re the Company | 3(a) | - | - | - | - | 437,060 | 437,060 |
| Shares issued in financing | 3(d) | 20,000,000 | 5,000,000 | - | - | - | 5,000,000 |
| Share issue costs | 3(d) | - | (400,000) | - | - | - | (400,000) |
| Share issue costs | 3(d) | - | (238,353) | 1,400,000 | 238,353 | - | - |
| Options issued to new President & CEO | 3(e) | - | - | 450,000 | 99,605 | (99,605) | |
| Transaction costs - cash | 3(f) | - | - | - | - | (150,000) | (150,000) |
| | | 82,971,530 | 12,485,066 | 1,850,000 | 337,958 | (6,721,647) | 6,101,377 |

## 5. INCOME TAXES

The effective income tax rate applicable to the consolidated operations is estimated to be 31%.

SCHEDULE “F”

STOCK OPTION PLAN OF BATTERY ROAD

[see attached]

# INCENTIVE STOCK OPTION PLAN

**BATTERY ROAD CAPITAL CORP.**
(the "**Corporation**")

1. The Plan

A stock option plan (the "**Plan**"), pursuant to which options to purchase common shares or such other shares as may be substituted therefor (the "**Shares**") in the capital of Battery Road Capital Corp. (the "**Corporation**") may be granted to the directors, officers, employees and consultants of the Corporation, is hereby established on the terms and conditions set forth herein.

2. Purpose

The purpose of this Plan is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation to acquire Shares, thereby: (i) increasing the proprietary interests of such persons in the Corporation; (ii) aligning the interests of such persons with the interests of the Corporation's shareholders generally; (iii) encouraging such persons to remain associated with the Corporation; (iv) furnishing such persons with an additional incentive in their efforts on behalf of the Corporation and attracting new directors, officers, employees and consultants.

3. Administration

(a) This Plan shall be administered by the board of directors of the Corporation (the "Board").

(b) Subject to the terms and conditions set forth herein, the Board is authorized to provide for the granting, exercise and method of exercise of Options (as defined in paragraph 3(d) below), all on such terms (which may vary between Options granted from time to time) as it shall determine. In addition, the Board shall have the authority to: (i) construe and interpret this Plan and all option agreements entered into hereunder; (ii) prescribe, amend and rescind rules and regulations relating to this Plan; and (iii) make all other determinations necessary or advisable for the administration of this Plan. All determinations and interpretations made by the Board shall be binding on all Participants (as hereinafter defined) and on their legal, personal representatives and beneficiaries.

(c) Notwithstanding the foregoing or any other provision contained herein, the Board shall have the right to delegate the administration and operation of this Plan, in whole or in part, to a committee of the Board or to the President or any other officer of the Corporation. Whenever used herein, the term "Board" shall be deemed to include any committee or officer to which the Board has, fully or partially, delegated responsibility and/or authority relating to the Plan or the administration and operation of this Plan pursuant to this Section 3.

(d) Options to purchase the Shares granted hereunder ("**Options**") shall be evidenced by (i) an agreement, signed on behalf of the Corporation and by the person to whom an Option is granted, which agreement shall be in such form as the Board shall approve, or (ii) a written notice or other instrument, signed by the Corporation, setting forth the material attributes of the Options.

4. Shares Subject to Plan

(a) Subject to Section 15 below, the securities that may be acquired by Participants upon the exercise of Options shall consist of authorized but unissued Shares. Whenever used herein, the term "Shares" shall be deemed to include any other securities that may be acquired by a Participant upon the exercise of an Option, the terms of which have been modified in accordance with Section 15 below.

(b) The aggregate number of Shares reserved for issuance under this Plan, together with any other share compensation arrangements that the Corporation may adopt from time to time, is equal to ten percent (10%) of the issued and outstanding Shares from time to time, unless the Corporation receives the permission of the stock exchange or exchanges on which the Shares are then listed to exceed such threshold.

(c) If any Option granted under this Plan shall expire or terminate for any reason without having been exercised in full, any unpurchased Shares to which such Option relates shall be available for the purposes of the granting of Options under this Plan.

5. Maintenance of Sufficient Capital

The Corporation shall at all times during the term of this Plan ensure that the number of Shares it is authorized to issue shall be sufficient to satisfy the Corporation's obligations under all outstanding Options granted pursuant to this Plan.

6. Eligibility and Participation

(a) The Board may, in its discretion, select any of the following persons to participate in this Plan:

(i) directors of the Corporation;

(ii) officers of the Corporation;

(iii) employees of the Corporation; and

(iv) consultants of the Corporation, provided such consultants have performed and/or continue to perform services for the Corporation on an ongoing basis or are expected to provide a service of value to the Corporation;

(any such person having been selected for participation in this Plan by the Board is herein referred to as a "**Participant**"). The Corporation represents that directors, officers, employees and consultants granted Options under this Plan are bona fide directors, officers, employees and consultants of the Corporation.

(b) The Board may from time to time, in its discretion, grant an Option to any Participant, upon such terms, conditions and limitations as the Board may determine, including the terms, conditions and limitations set forth herein, provided that Options granted to any Participant shall be approved by the shareholders of the Corporation if the rules of any stock exchange on which the Shares are listed require such approval.

7. Exercise Price

The Board shall, at the time an Option is granted under this Plan, fix the exercise price at which Shares may be acquired upon the exercise of such Option provided that such exercise price shall not be less than that from time to time permitted under the rules of any stock exchange or exchanges on which the Shares are then listed. Disinterested shareholder approval will be obtained for any reductions in the exercise price if the Participant is an insider of the Corporation at the time of the proposed amendment.

8. Number of Optioned Shares

The number of Shares that may be acquired under an Option granted to a Participant shall be determined by the Board as at the time the Option is granted, provided that:

(a) the aggregate number of options granted to any one person (and companies wholly owned by that person) in a 12 month period must not exceed 5% of the issued shares of the Corporation, calculated on the date an option is granted to the person (unless the Corporation has obtained the requisite disinterested Shareholder approval);

(b) the aggregate number of options granted to any one consultant in a 12 month period must not exceed 2% of the issued shares of the Corporation, calculated at the date an option is granted to the Consultant; and

(c) the aggregate number of options granted to all persons retained to provide investor relations activities must not exceed 2% of the issued shares of the Corporation in any 12 month period, calculated at the date an option is granted to any such Person.

9. Term

The period during which an Option may be exercised (the "**Option Period**") shall be determined by the Board at the time the Option is granted, subject to any vesting limitations which may be imposed by the Board in its sole unfettered discretion at the time such Option is granted and Sections 11, 12 and 16 below, provided that:

(a) no Option shall be exercisable for a period exceeding ten (10) years from the date the Option is granted, subject to extension permitted under the rules of any stock exchange or exchanges on which the Shares are then listed where the expiry falls within a period during which the Corporation, in accordance with restrictions imposed pursuant to the Company's internal trading policies as a result of the bona fide existence of undisclosed material information, prohibits Participants from exercising stock options ( a "**blackout period**"), which will expire upon the general disclosure of the undisclosed material information;

(i) in the event of an extension of an Option due to a blackout period the expiry date of the affected Participant's Options will be extended to no later than ten (10) business days after the expiry of the blackout period;

(ii) the automatic extension of a Participant's Options is not permitted where the Participant or the Company is subject to a cease trade order (or similar order under Securities Laws) in respect of the Company's securities at the time of the expiry of the Option;

(b) no Option in respect of which shareholder approval is required under the rules of any stock exchange or exchanges on which the Shares are then listed shall be exercisable until such time as the Option has been approved by the shareholders of the Corporation;

(c) the Board may, subject to the receipt of any necessary regulatory approvals, in its sole discretion, accelerate the time at which any Option may be exercised, in whole or in part; and

(d) Options issued to consultants performing investor relations activities must vest in stages over a period of not less than 12 months with no more than 25% of the said Options vesting in any three month period.

10. Method of Exercise of Option

(a) Except as set forth in Sections 11 and 12 below or as otherwise determined by the Board, no Option may be exercised unless the holder of such Option is, at the time the Option is exercised, a director, officer, employee or consultant of the Corporation.

(b) Options that are otherwise exercisable in accordance with the terms thereof may be exercised in whole or in part from time to time.

(c) Any Participant (or his legal, personal representative) wishing to exercise an Option shall deliver to the Corporation:

(i) a written notice expressing the intention of such Participant (or his legal, personal representative) to exercise his Option and specifying the number of Shares in respect of which the Option is exercised; and

(ii) a cash payment, certified cheque or bank draft; representing the full purchase price of the Shares in respect of which the Option is exercised.

(d) Upon the exercise of an Option as aforesaid, the Corporation shall use reasonable efforts to forthwith deliver, or cause the registrar and transfer agent of the Shares to deliver, to the relevant Participant (or his legal, personal representative) or to the order thereof, a certificate or notice representing the aggregate number of fully paid and non-assessable Shares in respect of which the Option has been duly exercised.

11. Ceasing to be a Director, Officer, Employee or Consultant

(a) Subject to paragraph 11(b) below, if any Participant shall cease to hold the position or positions of director, officer, employee or consultant of the Corporation (as the case may be) for any reason other than death or permanent disability, his Option will terminate at 6:00 p.m. (Halifax time) on the earlier of the date of the expiration of the Option Period and 90 days after the date such Participant ceases to hold the position or positions of director, officer, employee or consultant of the Corporation as the case may be.

(b) if any Participant who is engaged in investor relations activities shall cease to be employed to provide investor relations activities for any reason other than death or permanent disability, his Option will terminate at 6:00 p.m. (Halifax time) on the earlier of the date of the expiration of the Option Period and 30 days after the date such Participant ceases to be employed to provide investor relations activities.

Neither the selection of any person as a Participant nor the granting of an Option to any Participant under this Plan shall: (i) confer upon such Participant any right to continue as a director, officer, employee or consultant of the Corporation, as the case may be; or (ii) be construed as a guarantee that the Participant will continue as a director, officer, employee or consultant of the Corporation, as the case may be.

12. Death or Permanent Disability of a Participant

In the event of the death or permanent disability of a Participant, any Option previously granted to him shall be exercisable until the end of the Option Period or until the expiration of 12 months after the date of death or permanent disability of such Participant, whichever is earlier, and then, in the event of death or permanent disability, only:

(a) by the person or persons to whom the Participant's rights under the Option shall pass by the Participant's will or applicable law; and

(b) to the extent that he was entitled to exercise the Option as at the date of his death or permanent disability.

13. Rights of Participants

No person entitled to exercise any Option granted under this Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Shares issuable upon exercise of such Option until such Shares have been paid for in full and issued to such person.

14. Proceeds from Exercise of Options

The proceeds from any sale of Shares issued upon the exercise of Options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine and direct.

15. Amalgamation, Consolidation or Merger

(a) The number of Shares subject to this Plan shall be increased or decreased proportionately in the event of the subdivision or consolidation of the outstanding Shares of the Corporation, and in any such event a corresponding adjustment shall be made to the number of Shares deliverable upon the exercise of any Option granted prior to such event without any change in the total price applicable to the unexercised portion of the Option, but with a corresponding adjustment in the price for each Share that may be acquired upon the exercise of the Option.

(b) In the event that the Corporation shall amalgamate, consolidate with, or merge into another corporation, each Participant will thereafter receive, upon the exercise of such Participant's Options, the securities or property to which a holder of the number of Shares then deliverable upon the exercise of such Options would have been entitled to upon such amalgamation, consolidation, or merger and the Corporation will take steps in connection with such amalgamation, consolidation or merger as may be necessary to ensure that the provisions hereof shall thereafter be applicable, as near as reasonably may be, in relation to any securities or property thereafter deliverable upon the exercise of the Options granted herein. A sale of all or substantially all of the assets of the Corporation for a consideration (apart from the assumption of obligations) a substantial portion of which consists of securities shall be deemed a consolidation, amalgamation or merger for the purposes of this section.

(c) Adjustments under this Section 16 shall be made by the Board, whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Shares shall he issued upon the exercise of an Option following the making of any such adjustment.

16. Change of Control

Notwithstanding the provisions of section 12 or any vesting restrictions otherwise applicable to the relevant Options, in the event of a change of control of the Corporation, each Participant shall be entitled to exercise, in whole or in part, the Options granted to such Participant hereunder, either during the term of the Option or within 90 days after the date of the sale or change of control, whichever first occurs.

For the purpose of this Plan change of control of the Corporation means and shall be deemed to have occurred upon the acceptance by the holders of Shares of the Corporation, representing in the aggregate, more than 50 percent (50%) of all issued Shares of the Corporation, of any offer, whether by way of a takeover bid, for all or any of the outstanding Shares of the Corporation.

17. General Restrictions

No stock option shall be granted if:

(a) a stock option plan, together with all of the Corporation’s previously established and outstanding stock option plans or grants, could result at any time in:

(i) the number of Shares reserved for issuance under stock options granted to insiders exceeding ten percent (10%) of the issued Shares; or

(ii) the grant to insiders, within a 12 month period, of a number of options exceeding ten percent (10%) of the issued Shares; or

(b) the Corporation is decreasing the exercise price of stock options previously granted to insiders.

18. Restrictions While Corporation Remains a Capital Pool Company

**Notwithstanding any other provision contained herein, so long as the Corporation remains a capital pool company (under the TSX Venture Exchange Corporate Finance Manual), the following shall apply:**

(a) stock options under this Plan or any other plan of the Corporation shall only be granted to a director or officer of the Corporation, and where permitted by applicable securities laws, a technical consultant of the Corporation, or a company, all of whose securities are owned by such a director, officer or technical consultant;

(b) stock options granted under this Plan or any other plan of the Corporation shall only entitle the holder to acquire common shares of the Corporation ("**Common Shares**");

(c) the maximum number of common shares reserved under option for issuance to any individual director or officer shall not exceed five percent (5%) of the issued and outstanding Common Shares as at the closing of the initial public offering of the Corporation;

(d) the number of Common Shares reserved for issuance to all technical consultants under the Stock Option Plan or any other plan of the Corporation shall not exceed 2% of the issued and outstanding Common Shares as at the closing of the initial public offering of the Corporation;

(e) the Corporation is prohibited from granting options to any person providing investor relations activities, promotional or market-making services;

(f) the exercise price per Common Share under any stock option granted by the Corporation while it is a CPC may not be less than the greater of $0.10 and the Discounted Market Price (as defined in the TSX Venture Exchange policies);

(g) the number of Common Shares reserved for issuance under the Stock Option Plan will no exceed ten percent (10%) of the Common Shares outstanding;

(h) no stock option granted may be exercised before the completion of the Qualifying Transaction (as defined in the TSX Venture Exchange policies) unless the optionee agrees in writing to deposit the shares acquired into escrow until the issuance of the Final Exchange Bulletin (as defined in the TSX Venture Exchange policies); and

(i) options granted to any person that does not continue as a director, officer, technical consultant or employee of the Resulting Issuer (as defined in the TSX Venture Exchange policies) have a maximum term of the later of 12 months after the completion of the Qualifying Transaction (as defined in the TSX Venture Exchange policies) and 90 days after such person ceases to become a director, officer, technical consultant or employee of the Resulting Issuer (as defined in the TSX Venture Exchange policies).

19. Transferability

All benefits, rights and Options accruing to any Participant in accordance with the terms and conditions of this Plan shall be non-transferable and non-assignable unless specifically provided herein. During the lifetime of a Participant, any Options granted hereunder may only be exercised by the Participant and in the event of the death or permanent disability of a Participant, by the person or persons to whom the Participant's rights under the Option pass by the Participant's will or applicable law.

20. Amendment and Termination of Plan

The Board may, at any time, suspend or terminate this Plan. The Board may also, at any time, amend or revise the terms of this Plan subject to the receipt of all necessary regulatory approvals, provided that no such amendment or revision shall alter the terms of any Options theretofore granted under this Plan.

21. Necessary Approvals

The Obligation of the Corporation to issue and deliver Shares in accordance with this Plan and Options granted hereunder is subject to applicable securities legislation and to the receipt of any approvals that may be required from any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If Shares cannot be issued to a Participant upon the exercise of an Option for any reason whatsoever, the obligation of the Corporation to issue such Shares shall terminate and any funds paid to the Corporation in connection with the exercise of such Option will be returned to the relevant Participant as soon as practicable.

22. Tax Withholding

(a) The Corporation may be required by law to make source deductions in respect of Option benefits of a Participant (a "**Withholding Obligation**") and to remit to the applicable governmental authority on account of tax or other payroll deductions for such Participant an amount (the "**Withholding Amount**") calculated based on the value of the taxable benefit associated with the issuance of securities upon the exercise of the Options by such Participant. If the Corporation has a Withholding Obligation in respect of an exercise of Options by a Participant, then it is a condition to the issuance of securities upon exercise of such Options that the Participant shall pay to the Corporation, in addition to any other amounts payable in respect of the exercise of the Option, an amount of cash in respect of such source deductions as is reasonably determined by the Corporation to be the Withholding Amount. The Corporation may in its discretion waive this condition if other arrangements acceptable to the Corporation are made with the Participant to fund the Withholding Amount. Without limiting the generality of the foregoing, the Corporation may, in its sole discretion, agree with a participant that the Participant may fund the Withholding Amount by the Corporation lending the funds to the Participant on terms that may include repayment of the loan in whole or in part by the Participant authorizing the Corporation to withhold from the Participant's future compensation.

23. Stock Exchange Rules

This Plan and any option agreements entered into hereunder shall comply with the requirements from time to time of the stock exchange or exchanges on which the Shares are listed.

24. Right to Issue Other Shares

The Corporation shall not by virtue of this Plan be in any way restricted from declaring and paying stock dividends, issuing further Shares, varying or amending its share capital or corporate structure or conducting its business in any way whatsoever.

25. Notice

Any notice required to be given by this Plan shall be in writing and shall be given by registered mail, postage prepaid or delivered by courier or by facsimile transmission addressed, if to the Corporation, at its principal address as shown on its SEDAR profile; or if to a Participant, to such Participant at his address as it appears on the books of the Corporation or in the event of the address of any such Participant not so appearing then to the last known address of such Participant; or if to any other person, to the last known address of such person.

26. Gender

Whenever used herein words importing the masculine gender shall include the feminine and neuter genders and vice versa.

27. Interpretation

This Plan will be governed by and construed in accordance with the laws of the Province of Nova Scotia.

SCHEDULE “G”

AUDIT COMMITTEE CHARTER OF BATTERY ROAD

[see attached]

# AUDIT COMMITTEE CHARTER

## Purpose

The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. The committee will also be responsible for identifying principal risks of the business and ensuring appropriate risk management techniques are in place.

The Audit Committee charges management with developing and implementing procedures to:

- ensure internal controls are appropriately designed, implemented and monitored
- ensure reporting and disclosure of required information is complete, accurate, and timely.

The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the committee's responsibilities as described in the mandate.

## Composition of Committee

The committee will be composed of a minimum of three (3) Directors from the Company's Board of Directors, with a majority of the members independent. Independence of the Board members will be as defined by applicable legislation and as a minimum each independent committee member will have no direct or indirect relationship with the Company which, in the view of the Board of Directors, could reasonably interfere with the exercise of a member's independent judgment.

All members of the committee will be financially literate as defined by applicable legislation. If, upon appointment, a member to the committee is not financially literate as required, the person will be provided a three month period in which to achieve the desired level of literacy.

If any member loses their independent status following their appointment to the committee, they will be required to resign from the committee within three months of becoming non-independent. The Board will be required to replace the member within that three month time frame. If it is the Chair of the Audit Committee that loses independent status, that person shall cease to be chair immediately and be replaced as chair by an existing member of the committee with the Board being asked to replace this member within the three month time frame.

## Authority

The Committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and the Committee will set the compensation for such advisors.

The Committee has the authority to communicate directly with and to meet with the external auditors and the internal auditor, without management involvement. This extends to requiring the external auditor to report directly to the Audit Committee.

## Responsibilities

1. The Audit Committee will recommend to the Board of Directors:
   a. the external auditor to be nominated for purposes of preparing or issuing the auditor's report or performing other audit, review or attest services for the Company.
   b. the compensation of the external auditor.

2. The Audit Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing the Auditor's Report or performing other review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding

financial reporting. The Audit Committee will also ensure that the external auditor is in good standing with the Canadian Public Accountability Board ("CPAB") and will enquire if there are any sanctions imposed by the CPAB on the external auditor. The Audit Committee will also ensure that the external auditor meets the rotation requirements for partners and staff on the Company's audit.

3. The Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor. The Audit Committee has delegated to the Chair of the committee the authority to pre-approve non-audit services up to an amount of $5,000, with such pre-approved services presented to the Audit Committee at the next scheduled Audit Committee meeting following such pre-approval.

   De *minimis* non-audit services satisfy the pre-approval requirement provided:

   a. the aggregate amount of all these non-audit services that were not pre-approved is reasonably expected to constitute no more than five percent of the total amount of fees paid by the Company and its subsidiaries to the external auditors during the fiscal year in which the services are provided;

   b. the Company or subsidiaries, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and

   c. the services are promptly brought to the attention of the Audit Committee and approved, prior to the completion of the audit, by the Audit Committee or by the Chair of the Audit Committee, who has been granted authority to pre-approve non-audit engagements.

4. The Audit Committee will review and discuss with management and the external auditors the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditors' written communications to the Committee and to management.

5. The Audit Committee reviews the Company's financial statements, MD&A as well as annual and interim earnings press releases and recommends such to the Board. This is prior to public disclosure of such information.

6. The Audit Committee ensures that adequate procedures are in place for the review of financial information extracted or derived from the Company's financial statements, contained in the Company's other public disclosures and must periodically assesses the adequacy of those procedures.

7. The Audit Committee establishes procedures for:
   a. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
   b. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

8. The Audit Committee reviews and approves the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee will ensure that the policies are in compliance with legal requirements, including Multi-National Instrument 52-110.

9. The Audit Committee will, with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with Multilateral Instrument 52-109.

10. The Audit Committee will undertake a process to identify the principal risks of the business and ensure appropriate risk management techniques are in place. This will involve enquiry of management regarding how risks are managed.

**Reporting**

The reporting obligations of the Committee will include:

- Report to the Board on the proceedings of each Audit Committee meeting and on the Audit Committee's recommendations at the next regularly scheduled Board meeting.
- Review the disclosure required in the Company's Annual Information Form as Form 52-110F1.

**Meetings**

The Committee will meet at least four times per year and at least once every fiscal quarter. Meetings may also be convened at the request of the external auditor.