

The logo for Etrion, featuring the word "etrion" in a lowercase, red, sans-serif font. The background of the page is composed of several large, overlapping rectangular blocks in shades of gray and red. A prominent dark gray block covers the left side and extends towards the top. A red block is at the top right. A white horizontal band is positioned below the top gray blocks, containing the logo and title. Below this band, there are more gray blocks of varying shades, and a red block at the bottom left.

Management's Discussion and Analysis
Three and Nine Months Ended September 30, 2024

At a Glance

Etrion Corporation

Etrion Corporation was created as a renewable energy development company. From our inception we have been committed to contributing to the diversification of the energy mix by leveraging the abundance of renewable resources to generate clean, reliable and cost-effective solar energy.

In 2021, Etrion sold all its operating and under construction solar parks in Japan to two different Japanese consortiums. Any cash remaining at the completion of the windup activities and settlement of all liabilities of the Company will be distributed to shareholders.



For more information about our Company,
take a look on our website at: www.etrion.com

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Management's discussion and analysis

Management's discussion and analysis

This management's discussion and analysis ("MD&A") for Etrion Corporation ("Etrion" or the "Company" or, together with its subsidiaries, the "Group") is intended to provide an overview of the Group's operations, financial performance and a description of current and future business opportunities. This MD&A, prepared as of November 4, 2024, should be read in conjunction with the Company's condensed consolidated interim financial statements and accompanying notes for the three and nine months ended September 30, 2024. Financial information is reported in both United States dollars ("\$" or "USD") and in Euros ("€") because the Company's previously outstanding corporate bonds were denominated in the latter currency. In addition, certain material financial information has also been reported in Japanese yen ("¥") because the Company has its main business activities in Japan. Exchange rates for the relevant currencies of the Group with respect to the \$ and the ¥ are as follows:

| | ¥/€ | ¥/\$ | €/ \$ |
|------------------------------------|--------|--------|-------|
| Closing rate at September 30, 2024 | 0.0063 | 0.0070 | 1.12 |
| Closing rate at September 30, 2023 | 0.0063 | 0.0067 | 1.07 |
| Nine months average rate 2024 | 0.0061 | 0.0066 | 1.09 |
| Nine months average rate 2023 | 0.0067 | 0.0072 | 1.08 |

Non-IFRS financial measures and forward-looking statements

The terms "adjusted net income (loss)", "earnings before interest, tax, depreciation and amortization" ("EBITDA"), "Adjusted EBITDA", "solar segments EBITDA" and "adjusted operating cash flow", used throughout this MD&A, are non-IFRS measures and therefore do not have standardized meanings prescribed by IFRS and may not be comparable to similar measures disclosed by other companies. The basis for calculation has not changed and has been applied consistently by the Company over all periods presented. Adjusted net income (loss) is a useful metric to quantify the Company's ability to generate cash before extraordinary and non-cash accounting transactions recognized in the financial statements (the most comparable IFRS measure is net income (loss) as reconciled on page 11). EBITDA is useful to analyze and compare profitability between companies and industries because it eliminates the effects of financing and certain accounting policy decisions, while Adjusted EBITDA is also useful because it excludes expenses that are expected to be non-recurring (the most comparable IFRS measure for both EBITDA and Adjusted EBITDA is net income (loss) as reconciled on page 11). In addition, adjusted operating cash flow is used by investors to compare cash flows from operating activities without the effects of certain volatile items that can positively or negatively affect changes in working capital and are viewed as not directly related to a company's operating performance (the most comparable IFRS measure is cash flow used in operations as reconciled on page 11). This MD&A contains forward-looking information based on the Company's current expectations, estimates, projections and assumptions. This information is subject to a number of risks and uncertainties, many of which are beyond the Company's control. Users of this information are cautioned that actual results may differ materially from the information contained herein. For information on material risk factors and assumptions underlying the forward-looking information, refer to the "Cautionary statement regarding forward-looking information" on page 17.

THIRD QUARTER 2024 HIGHLIGHTS

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Thrid quarter 2024 highlights

| USD thousands (unless otherwise stated) | Three months ended | | Nine months ended | |
|---|--------------------|----------------|-------------------|-----------------|
| | Q3-24 | Q3-23 | Q3-24 | Q3-23 |
| Financial results from continuing operations | | | | |
| EBITDA | 916 | (806) | 18 | (1,570) |
| Adjusted EBITDA | (419) | (806) | (1,317) | (1,570) |
| Net income (loss) | 338 | (1,262) | (744) | (12,331) |

| | September 30 2024 | December 31 2023 |
|----------------------|----------------------|---------------------|
| Balance sheet | | |
| Total assets | 7,383 | 10,217 |
| Unrestricted cash | 7,137 | 9,924 |
| Working capital | 6,497 | 7,576 |

Operational highlights

- The Company sold all the solar assets in 2021 and did not develop any new project during the three and nine months ended September 30, 2024.

Financial highlights

- Etrion closed the third quarter of 2024 with an unrestricted cash balance of \$7.1 million and positive working capital of \$6.5 million.
- On September 30, 2024, the Group's Luxembourg subsidiary received an earn-out payment of \$1.2 million. This payment relates to a reimbursement for grid connection costs associated with a former Japanese asset that was sold in 2021.
- In September 2024, the Group's Japanese subsidiary realized \$0.2 million in proceeds from the sale of specific permits and rights associated with a wind project previously abandoned.

BUSINESS REVIEW

Business review

Business overview

Etrion Corporation was created as an independent renewable energy developer. Etrion's largest shareholder is the Lundin family, which owns approximately 36% of the Company's shares directly and through various trusts. Etrion is based in Geneva, Switzerland. As of the date of this MD&A, the Company has no employees.

In 2021, Etrion sold all its operating and under construction solar parks in Japan to two different Japanese consortiums and therefore it has disposed of all of its solar assets. On August 24, 2021, the Company distributed \$109.2 million to the shareholders as a return of capital, and the share capital was reduced accordingly.

After the sale of all of the Company's assets and partial return of capital to shareholders, the Company applied to voluntarily delist the common shares. Such delisting from the TSX became effective after the close of trading on September 17, 2021 and from the Nasdaq after the close of trading on January 4, 2022.

The Company retained a cash reserve to address any potential warranty and damage claims from the sale of the Niigata asset in Japan, corporate obligations, and wind-up cost. In January, 2023, and in May, 2024 all warranties for damages given by the Company to the buyers of the Japanese Niigata solar park expired.

The Company has been actively pursuing reimbursement of certain tax payments (Tremonti Ambiente) in Italy regarding years 2010-2013, 2014-2015 and 2016-2017 before the Italian Courts. On July 27th, 2022, the Regional Tax Court in Rome ruled partially in favor of the Company and recognized the right of refund of EUR 6 million (gross) for the 2010-2013 tax years. However, the Rome tax authority has lodged an appeal with the Supreme Court. As a consequence of the appeal filed with the Supreme Court, the Company must await the outcome, a process that could span from two to five years, before determining its complete entitlement to this refund. The Company has forsaken all other tax claims following favourable rulings.

Any cash remaining at the completion of the windup activities, collection of contingent assets and settlement of all liabilities of the Company will be distributed to shareholders.

FINANCIAL REVIEW

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Financial review

Financial results

Selected financial information

During the three and nine months ended September 30, 2024, the Group's performance and results were primarily influenced by the absence of business activities and the associated expenses related to operating Etrion as a public company. Selected IFRS consolidated financial information, is as follows:

| USD thousands (except per share data) | Three months ended | | Nine months ended | |
|---|--------------------|-----------------|-------------------|-----------------|
| | Q3-24 | Q3-23 | Q3-24 | Q3-23 |
| Revenue | - | - | - | - |
| Gross profit | - | - | - | - |
| Net income (loss) for the period | 338 | (1,262) | (744) | (12,331) |
| Net income (loss) attributable to owners of Etrion | 338 | (1,262) | (744) | (12,331) |
| Basic and diluted loss per share for the period: | \$0.00 | \$(0.00) | \$(0.00) | \$(0.04) |
| Net income (loss) for the period | 338 | (1,262) | (744) | (12,331) |
| Adjustments to net income (loss) for: | | | | |
| Net income tax expense | 21 | 10 | 70 | 75 |
| Net finance costs | 541 | 446 | 541 | 10,686 |
| Changes in working capital | 137 | (83) | (1,807) | - |
| Income tax paid | (64) | - | (137) | (227) |
| Operating cash inflow (outflow) | 973 | (889) | (2,077) | (1,797) |

Summarized consolidated balance sheet information, prepared in accordance with IFRS, is as follows:

| USD thousands | September 30 2024 | December 31 2023 |
|--------------------------|----------------------|---------------------|
| Non-current assets | - | - |
| Current assets | 7,383 | 10,217 |
| Total assets | 7,383 | 10,217 |
| Non-current liabilities | 214 | 219 |
| Current liabilities | 640 | 2,641 |
| Total liabilities | 854 | 2,860 |
| Net assets | 7,383 | 10,217 |

Financial review

Continued

Non-GAAP performance measures

| Reconciliation of adjusted net income (loss) to net loss USD thousands | Three months ended | | Nine months ended | |
|--|--------------------|----------------|-------------------|-----------------|
| | Q3-24 | Q3-23 | Q3-24 | Q3-23 |
| Net income (loss) from operations | 338 | (1,262) | (744) | (12,331) |
| Adjustments for non-recurring | | | | |
| - Japanese assets sold earn-out | (1,168) | - | (1,168) | - |
| - Gain on sale of wind project | (167) | - | (167) | - |
| Adjusted net loss | (997) | (1,262) | (2,079) | (12,331) |
| | | | | |
| Reconciliation of adjusted operating cash flows to operating cash flows USD thousands | Three months ended | | Nine months ended | |
| | Q3-24 | Q3-23 | Q3-24 | Q3-23 |
| Operating cash outflow operations | 973 | (889) | (2,077) | (1,797) |
| - Changes in working capital | (137) | 83 | 1,807 | 227 |
| - Income tax paid | 64 | - | 137 | - |
| Adjusted operating cash inflow (outflow) | 900 | 806 | (133) | (1,570) |
| | | | | |
| Reconciliation of Adjusted EBITDA to EBITDA USD thousands | Three months ended | | Nine months ended | |
| | Q3-24 | Q3-23 | Q3-24 | Q3-23 |
| Net income (loss) from operations | 338 | (1,262) | (744) | (12,331) |
| Adjustments for: | | | | |
| Net income tax expense | 21 | 10 | 70 | 75 |
| Net finance costs | 557 | 466 | 692 | 10,686 |
| EBITDA | 916 | (806) | 18 | (1,570) |
| Adjustment for non-recurring items: | | | | |
| Adjustments for non-recurring | (1,335) | - | (1,335) | - |
| Adjusted EBITDA | (419) | (806) | (1,317) | (1,570) |

Financial review

Continued

Quarterly selected financial information

Selected consolidated financial information, prepared in accordance with IFRS, is as follows:

| USD thousands (except per share data) | Q3-24 | Q2-24 | Q1-24 | Q4-23 | Q3-23 | Q2-23 | Q1-23 | Q4-22 |
|--|--------|----------|----------|--------|----------|----------|----------|--------|
| Revenue | - | - | - | - | - | - | - | - |
| Net income (loss) | 338 | (547) | (535) | 7,064 | (1,262) | (9,795) | (1,274) | 430 |
| Net (loss) income from operations attributable to owners of Etrion | 338 | (547) | (535) | 7,064 | (1,262) | (9,795) | (1,274) | 430 |
| Net income (loss) attributable to owners of Etrion | 338 | (547) | (535) | 7,064 | (1,262) | (9,795) | (1,274) | 430 |
| Basic and diluted (loss) earnings per share: | | | | | | | | |
| From operations attributable to owners of Etrion | \$0.00 | \$(0.00) | \$(0.00) | \$0.02 | \$(0.00) | \$(0.03) | \$(0.00) | \$0.00 |

The Company is no longer producing electricity and generating revenue, following the sale of all solar assets in 2021. The Group's condensed consolidated interim financial statements are presented in \$, which is the Group's presentation currency. The Company's functional currency is the ¥. The condensed consolidated interim financial statements have been prepared in accordance with IFRS.

Financial review

Continued

General and administrative expenses

| USD thousands | Three months ended | | Nine months ended | |
|--------------------------------------|--------------------|------------|-------------------|--------------|
| | Q3-24 | Q3-23 | Q3-24 | Q3-23 |
| Salaries and benefits | - | 70 | - | 70 |
| Board of Directors fees and expenses | 10 | 33 | 78 | 92 |
| Professional fees | 284 | 225 | 601 | 685 |
| Listing and marketing | 14 | 14 | 80 | 72 |
| Office lease | 3 | 3 | 8 | 8 |
| Office, travel and other | 66 | 22 | 128 | 146 |
| Taxes other than income | - | 293 | 141 | 373 |
| Total G&A | 377 | 660 | 1,036 | 1,446 |

During the three and six nines ended June 30, 2024, general and administrative expenses decreased by 43% and 28%, compared with the same period in 2023 mainly due to the reduced exposure to wealth taxes in Luxembourg.

Other income

| USD thousands | Three months ended | | Nine months ended | |
|------------------------------|--------------------|----------|-------------------|----------|
| | Q3-24 | Q3-23 | Q3-24 | Q3-23 |
| Assets sale earn-out | 1,168 | - | 1,168 | - |
| Gain on sale of wind project | 167 | - | 167 | - |
| Other expense, net | (42) | 7 | (281) | - |
| Total other income | 1,293 | 7 | 1,054 | - |

On September 30, 2024, the Group's Luxembourg subsidiary received an earn-out payment of \$1.2 million. This payment relates to a reimbursement for grid connection costs associated with a former Japanese asset that was sold in 2021. In September 2024, the Group's Japanese subsidiary realized \$0.2 million in proceeds from the sale of specific permits and rights associated with a wind project previously abandoned.

Net finance costs

| USD thousands | Three months ended | | Nine months ended | |
|-------------------------|--------------------|------------|-------------------|---------------|
| | Q3-24 | Q3-23 | Q3-24 | Q3-23 |
| Foreign exchange loss | 541 | 76 | 541 | 8,887 |
| Interest expense | 5 | 370 | 140 | 1,799 |
| Other finance cost, net | 11 | 153 | 11 | 124 |
| Net finance cost | 557 | 599 | 692 | 10,810 |

During the three and nine months ended September 30, 2024, the Group recognized an unrealized foreign exchange loss of \$0.5 million (2023: loss of \$0.1 million) and \$0.5 million (2023: loss \$8.9 million).

Income tax expense

| USD thousands | Three months ended | | Nine months ended | |
|---------------------------------|--------------------|-----------|-------------------|-----------|
| | Q3-24 | Q3-23 | Q3-24 | Q3-23 |
| Income tax | 21 | 10 | 70 | 75 |
| Total income tax expense | 21 | 10 | 70 | 75 |

During the three and nine months ended September 30, 2024, the Group recognized an income tax expense of \$21 thousand (2023: \$10 thousand) and \$70 thousand (2023: \$75 thousand) associated with its management services subsidiaries.

Financial review

Continued

Financial position

Liquidity and financing

Cash position

| | September 30 | December 31 |
|--|--------------|--------------|
| USD thousands | 2024 | 2023 |
| Cash and cash equivalents | 7,137 | 9,924 |
| Total cash and cash equivalents | 7,137 | 9,924 |

Unrestricted cash analysis

The Group's cash and cash equivalents at September 30, 2024, included unrestricted cash of \$7.1 million. The Company's management is confident that the Group will be able to fund its working capital requirements for at least 12 months from the date of these consolidated financial statements.

Working capital

At the date of this MD&A, the Group had no more contractual obligations in regards of project loans and O&M contracts. The only obligations pertain to the trade and other payables amounting of \$0.8 million as of September 30, 2024, of which \$0.6 is due within one year. All of the contractual obligations will be funded from existing cash available, with no additional capital investments to be made by the Group.

Net equity

During the nine months ended September 30, 2024, total equity attributable to owners of the Company decreased by \$0.8 million from a net asset position of \$7.3 million at December 31, 2023, to a net asset position of \$6.5 million at September 30, 2024. During the period the company recognized a net comprehensive loss of \$0.9 million.

Outstanding share data

At the date of this MD&A, the Company had 334,094,324 common shares (November 24, 2023: 334,094,324).

Off-balance sheet arrangements

The Group had no off-balance sheet arrangements at September 30, 2024, and December 31, 2023.

Capital investments

Following the completion of the sale of its Japanese solar assets, the Group has no required capital investments.

Critical accounting policies and estimates

In connection with the preparation of the Company's condensed interim consolidated financial statements, the Company's management has made assumptions and estimates about future events and applied judgments that affect the reported values of assets, liabilities, revenues, expenses and related disclosures. These assumptions, estimates and judgments are based on historical experience, current trends and other factors that the Company's management believes to be relevant at the time the consolidated financial statements are prepared. On a regular basis, the Company's management reviews the accounting policies, assumptions, estimates and judgments to ensure that the consolidated financial statements are presented fairly in accordance with IFRS. However, because future events and their effects cannot be determined with certainty, actual results could differ from these assumptions and estimates, and such differences could be material.

There has been no change to the critical accounting estimates and assumptions used in the preparation of the Company's condensed consolidated interim financial statements for the three and nine months ended September 30, 2024, from those disclosed in the notes to the Company's consolidated financial statements for the year ended December 31, 2023.

Financial review

Continued

Related parties

For the purposes of preparing the Company's condensed interim consolidated financial statements, parties are considered to be related if one party has the ability to control the other party, or if one party can exercise significant influence over the other party in making financial and operational decisions. The Company's major shareholder is the Lundin family, which collectively owns directly and through various investment trusts approximately 36% of the Company's common shares. All related party transactions are made on terms equivalent to those made on an arm's length basis. The related party transactions disclosed in the notes to the Company's condensed consolidated interim financial statements for the three and nine months ended September 30, 2024, are summarized below.

Related party transactions

Orrön Energy AB

The Group receives professional services from Orrön Energy AB, for market and investor relation activities in Sweden and general and administrative expenses, respectively. During the three and nine months ended September 30, 2024, the Group incurred general and administrative expenses of \$nil (2023: \$nil) and of \$nil (2023: \$2 thousand) from Orrön Energy AB. At September 30, 2024, the Group owed no amounts in relation to these expenses. (December 31, 2023: nil).

Key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. The key management of the Group include members of the Board of Directors, the Chief Executive Officer and Chief Financial Officer, Marco A. Northland.

Luna Capital Holding LLC

On January 1, 2024, the Company signed a new consulting agreement with Mr. Northland, through his wholly owned Company, Luna Capital Holdings, LLC, for Mr. Northland to continue to render the services of a Chief Executive Officer and Chief Financial Officer. The contract may be terminated by either party giving at least thirty days advance written notice to the other party. The total amount under this contract is CHF 6,500 per month. During the three and nine months ended September 30, 2024, the Group incurred general and administrative expenses of \$22 thousand (2023: \$1355 thousand) and \$66 thousand (2023: \$160 thousand) under the Luna Capital agreements.

OTHER DISCLOSURES

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Other disclosures

Risks and uncertainties

Following the completion of the sale of its solar projects, the only material risks to which the Group is exposed are corporate level liabilities and anticipated expenses to cover continuing operations and windup costs.

Disclosure controls and internal control over financial reporting

In accordance with National Instrument 52-109 Certification of Disclosures in Issuers' Annual and Interim Filings, the Company's Chief Executive Officer and Chief Financial Officer are required to:

- design or supervise the design and evaluate the effectiveness of the Group's disclosure controls and procedures ("DC&P"); and
- design or supervise the design and evaluate the effectiveness of the Group's internal controls over financial reporting ("ICFR").

The Company's Chief Executive Officer and Chief Financial Officer have not identified any material weakness in the Group's DC&P and ICFR.

Cautionary statement regarding forward-looking information

Forward-looking information and statements are included throughout this MD&A and include, but are not limited to, statements with respect to the possibility that the Company may pursue an alternative business venture or proceed to wind up its activities and dissolve following the completion of the sale of its solar assets and the anticipated distribution of remaining available funds to shareholders in connection with the dissolution of the Company. The above constitute forward-looking information, within the meaning of applicable Canadian securities legislation, which involves risks, uncertainties and factors that could cause actual results or events to differ materially from current expectations, including, without limitation: uncertainties with respect to the Company's ongoing activities following the completion of such sale; the risk that the Company may have insufficient funds to satisfy its future obligations, uncertainties with respect to the determination of whether the Company will pursue an alternative business venture or proceed with dissolution and winding-up; uncertainties with respect to the timing of any such determination; in the case of a determination to proceed with an alternative business, the nature of such business; and, in the case of a the dissolution and winding-up of the Company, the amount of funds that will be available for distribution at the time of dissolution. All such forward-looking information is based on certain assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes are appropriate in the circumstances. In addition to the assumptions set out elsewhere in this MD&A, such assumptions include, but are not limited to assumptions as to the amount of funds that will be required to satisfy potential warranty claims under the sale agreements, other corporate level liabilities and anticipated

expenses to cover continuing operations and windup costs. Actual results, performance or achievements could differ materially from those expressed in, or implied by, such forward-looking information and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur, or, if any of them do so, what benefits will be derived therefrom. Investors should not place undue reliance on forward-looking information. Except as required by law, Etrion does not intend to update or revise any forward-looking information, whether as a result of new information, future events or otherwise. The information contained in this MD&A is expressly qualified by this cautionary statement.

Additional information

Additional information regarding the Company, including its Annual Information Form, may be found on the SEDAR website at www.sedar.com or by visiting the Company's website at www.etrion.com