

PRESS RELEASE

Etrion Releases 2023 Results

March 21, 2024, Geneva, Switzerland – Etrion Corporation (“Etrion” or the “Company”, and, together with its subsidiaries, the “Group”) released today its annual consolidated financial statements and related management’s discussion and analysis (“MD&A”) for the year ended December 31, 2023.

2023 HIGHLIGHTS

- Etrion closed 2023 with an unrestricted cash balance of US\$9.9 million and a positive working capital of US\$7.6 million.

Management Comments

Marco A. Northland, the Company’s Chief Executive Officer, commented, “The Company going forward will maintain very limited resources and proceed with a windup of the Company as previously disclosed”.

FINANCIAL SUMMARY

US\$ thousands (unless otherwise stated)	Three months ended		Twelve months ended	
	Q4-23	Q4-22	Q4-23	Q4-22
Financial performance from continuing operations				
EBITDA	(3,323)	(974)	(2,665)	(2,847)
Net income/(loss)	7,064	430	(5,267)	(8,522)
Financial position				
			Dec 2023	Dec 2022
Unrestricted cash			9,924	14,198
Working capital			7,576	13,540
Total assets			10,217	14,536

About Etrion

Etrion's largest shareholder is the Lundin family, which owns approximately 36% of the Company's shares directly and through various trusts.

For additional information, please visit the Company's website at www.etrion.com or contact:

Marco Northland – Chief Executive Officer and Chief Operating Officer
ceo-cfo@etrion.com

The information was submitted for publication at 11:05 p.m. CET on March 21, 2024.

Non-IFRS Measures:

This press release includes non-IFRS measures not defined under IFRS, specifically earnings before interest, taxes, depreciation and amortization ("EBITDA") and Adjusted operating cash flow. Non-IFRS measures have no standardized meaning prescribed under IFRS and therefore such measures may not be comparable with those used by other companies. EBITDA 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. In addition, EBITDA is useful to analyze and compare profitability between companies and industries because it eliminates the effects of financing and accounting policy decisions. The most comparable IFRS measure to EBITDA is net income (loss). Refer to Etrion's MD&A for the year ended December 31, 2023, for a reconciliation of EBITDA and adjusted operating cash flow reported during the period.

Forward-Looking Information:

This press release contains certain "forward-looking information". All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements relating to 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, the possibility of acquiring or commencing an alternative business and the possibility that the Company may proceed to wind up its activities and dissolve following the completion of the sale of its solar assets) constitute forward-looking information. This forward-looking information reflects the current expectations or beliefs of the Company based on information currently available to the Company as well as certain assumptions including, without limitation, assumptions as to the amount of funds that will be required to satisfy future obligations and costs associated with the dissolution of the Company. Forward-looking information is subject to a number of significant risks and uncertainties and other factors that may cause the actual results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company. Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to, the risk that the Company may have insufficient funds to satisfy its future obligations, including without limitation warranty claims under the agreements pursuant to which its projects were sold; the risk that the Company may not be successful in identifying and pursuing an alternative business; and uncertainties with respect to the timing of the any alternative business venture or the windup and the dissolution of the Company.

Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

The logo for Etrion, featuring the word "etrion" in a lowercase, red, sans-serif font. The letters are bold and have a slightly rounded, modern appearance. The background of the page is composed of several large, overlapping rectangular blocks in shades of gray and red, creating a geometric, abstract design.

etrion

Audited Consolidated Financial Statements
Year Ended December 31, 2023

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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Independent auditor's report

To the Shareholders of Etrion Corporation

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Etrion Corporation and its subsidiaries (together, the Corporation) as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards.

What we have audited

The Corporation's consolidated financial statements comprise:

- the consolidated statement of net loss and comprehensive net loss for the years ended December 31, 2023 and 2022;
- the consolidated balance sheet as at December 31, 2023 and 2022;
- the consolidated statement of changes in equity for the years then ended;
- the consolidated statement of cash flows for the years then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

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 *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Key audit matters

We have determined that there are no key audit matters to communicate in our report.

Other information

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

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

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In connection with our audit of the consolidated 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 consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Corporation'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 Corporation or to cease operations, or has no realistic alternative but to do so.

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

Auditor's responsibilities for the audit of the consolidated financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation'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 Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Corporation to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the 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 auditor's report is Colin Johnson.

PricewaterhouseCoopers SA

A handwritten signature in blue ink, appearing to read 'CJ'.

Colin Johnson

A handwritten signature in blue ink, appearing to read 'CP'.

Corinne Pointet Chambettaz

March 21, 2024

Consolidated statement of net loss and comprehensive net loss

For the years ended December 31, 2023 and 2022

Expressed in US\$'000

	Note	2023	2022
Continuing operations			
General and administrative expenses	5	(2,366)	(2,347)
Other expense, net	6	(299)	(500)
Operating loss		(2,665)	(2,847)
Finance income	7	74	14
Finance costs	7	(2,589)	(5,608)
Net finance costs		(2,515)	(5,594)
Loss before income tax		(5,180)	(8,441)
Income tax expense	8	(87)	(81)
Net loss		(5,267)	(8,522)
Other comprehensive (loss)/income			
Items that may be reclassified to profit and loss:			
(Loss) / gain on currency translation	13	(404)	3,784
Items that will not be reclassified to profit and loss:			
Actuarial gain on post-employment benefits, net of tax		-	309
Total other comprehensive (loss)/ income		(404)	4,093
Total comprehensive net loss		(5,671)	(4,429)
Loss attributable to:			
Owners of the parent		(5,267)	(8,522)
Total		(5,267)	(8,522)
Total comprehensive loss attributable to:			
Owners of the parent		(5,671)	(4,429)
Total		(5,671)	(4,429)
Basic and diluted loss per share	9	\$(0.02)	\$(0.03)

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

Consolidated balance sheet

As at December 31, 2023 and 2022

Expressed in US\$'000

	Note	December 31 2023	December 31 2022
Assets			
Current assets			
Other receivables	11	293	338
Cash and cash equivalents	10	9,924	14,198
Total current assets		10,217	14,536
Total assets		10,217	14,536
Equity			
Attributable to common shareholders			
Share capital	12	2,055	2,055
Contributed surplus		9,461	9,461
Other reserves	13	(1,266)	(862)
(Accumulated losses)/retained earnings		(2,893)	2,374
Total equity		7,357	13,028
Liabilities			
Non-current liabilities			
Employment benefit obligations	14	-	512
Trade and other payables	15	219	
Total non-current liabilities		219	512
Current liabilities			
Trade and other payables	15	2,480	916
Current tax liabilities	8	161	80
Total current liabilities		2,641	996
Total liabilities		2,860	1,508
Total equity and liabilities		10,217	14,536

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

Consolidated statement of changes in equity

For the years ended December 31, 2023 and 2022

Expressed in US\$'000

	Share capital	Contributed surplus	Other reserves	(Accumulated losses) Retained earnings	Total equity
Balance at January 1, 2022	2,055	9,461	(4,646)	10,587	17,457
Comprehensive income (loss):					
Loss for the period	-	-	-	(8,522)	(8,522)
Other comprehensive income (loss):					
Currency translation	13	-	3,784	-	3,784
Actuarial gain on post-employment benefits	14	-	-	309	309
Total comprehensive (loss) income	-	-	3,784	(8,213)	(4,429)
Balance at December 31, 2022	2,055	9,461	(862)	2,374	13,028
Balance at January 1, 2023	2,055	9,461	(862)	2,374	13,028
Comprehensive loss:					
Loss for the period	-	-	-	(5,267)	(5,267)
Other comprehensive loss:					
Currency translation	13	-	(404)	-	(404)
Actuarial gain on post-employment benefits	14	-	-	-	-
Total comprehensive loss	-	-	(404)	(5,267)	(5,671)
Balance at December 31, 2023	2,055	9,461	(1,266)	(2,893)	7,357

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

Consolidated statement of cash flows

For the years ended December 31, 2023 and 2022

Expressed in US\$'000

	Note	2023	2022
Operating activities:			
Net loss for the period		(5,267)	(8,522)
Adjustments for:			
Income tax expense	8	87	81
Foreign exchange loss	7	287	5,527
Other expense		-	500
Sub-total		(4,893)	(2,414)
Changes in working capital:			
Trade and other receivables		45	203
Trade and other payables		1,270	(2,200)
Income tax paid		(6)	(74)
Total cash flow used in operating activities		(3,584)	(4,485)
Net decrease in cash and cash equivalents		(3,584)	(4,485)
Effect of exchange rate changes on cash and cash equivalents		(690)	(1,895)
Cash and cash equivalents at the beginning of the year		14,198	20,578
Cash and cash equivalents at the end of the year	10	9,924	14,198

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

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Notes to the consolidated financial statements

As at and for the years ended December 31, 2023 and 2022

Expressed in US\$'000 unless otherwise stated

1. General information

Etrion Corporation ("Etrion" or the "Company" or, together with its subsidiaries, the "Group") is incorporated under the laws of the Province of British Columbia, Canada. The address of its registered office is 2200 HSBC Building, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8, Canada.

In 2021, Etrion sold all its operating and under construction solar parks in Japan to two different Japanese consortiums and therefore is no longer owning or operating any solar projects. 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.

Further to the sale of all of the Company's assets and the return of capital to shareholders, and in order to minimize the costs and management time associated with the listing of the Corporation's common shares on the Toronto Stock Exchange (the "TSX") and Nasdaq Stockholm stock exchange (the "Nasdaq"), 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 potential claims as well as wind-up cost. On January 31, 2023, the warranty for damages given by the Company to the buyers of the Japanese Niigata solar park expired. The only remaining warranties related to intentional breach expire in May 2024.

After completion of the tax reimbursement claim and former employee claim [Note 18](#), the Company will complete its windup activities and proceed with the dissolution of all the Company's legal entities. 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.

These consolidated financial statements are presented in United States ("US") Dollars ("\$"), which is the Group's presentation currency. The Company's Board of Directors approved these consolidated financial statements on March 21, 2024.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all periods presented unless otherwise stated.

(a) Basis of preparation

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards that are effective or available for early adoption for accounting periods beginning on January 1, 2023. The consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets and financial liabilities, such as derivative financial instruments, which are measured at fair value. The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the Company's management to exercise judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where the assumptions and estimates are significant to the consolidated financial statements, are disclosed in [Note 3](#).

(b) Changes in accounting policies and disclosures

During the year ended December 31, 2023, the Group applied the amended accounting standards, interpretations and annual improvement points that are effective as of January 1, 2023. The application of the amendments did not have a material impact on the consolidated financial statements. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. There are no other IFRS or interpretations that are not yet effective and that would be expected to have a material impact on the Group.

(c) Basis of consolidation

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control and are consolidated. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. Subsidiaries are deconsolidated from the date that control ceases in accordance with IFRS 10, ("Consolidated Financial Statements"). Non-controlling interests' share of total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance. Inter-company transactions, balances and unrealized gains or losses on transactions between Group companies are eliminated. The accounting policies used by subsidiaries, where different from those of the Group, are amended where necessary to ensure consistency with the accounting policies adopted by the Group.

The following table lists the subsidiaries of the Company with a cash position in excess of \$0.5 million included in the consolidated financial statements at and for the year ended December 31, 2023. The equity interest percentage shown in the table represents Etrion's share in voting rights in those entities. Each entity has share capital consisting of equity held directly by the Company or another of its consolidated subsidiaries.

Country of organization / Entity name	Place of Business	Equity interest
Luxembourg. Solar Resources Holding SARL	Luxembourg	100%
Japan. Etrion Japan, KK	Tokyo	100%
Switzerland. Etrion, SA	Geneva	100%

(d) Foreign currency translation

Functional currency and presentation currency

The consolidated financial statements are presented in \$, which is the Group's presentation currency, due to the Company's public corporation status in North America. Foreign exchange gains and losses are presented within finance income and costs. In preparing the consolidated financial statements, the individual financial statements of the Company's subsidiaries are translated into the functional currency of the Company, the Japanese yen. Once the financial statements have been consolidated, they are then translated into the presentation currency, the US dollar.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or, where items are remeasured at the dates of valuations. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies translated at the year-end exchange rate are recognized in profit or loss, except when deferred in other comprehensive income as qualifying cash flow hedges.

Group companies

The results and financial position of all Group entities that have a functional currency different from the presentation currency of the Group are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet item are translated at the closing exchange rates prevailing at the balance sheet date;
- income and expenses for each statement of comprehensive income item are translated at the exchange rate at the transaction date (or the annual average exchange rate if this represents a reasonable approximation); and
- all resulting exchange differences are recognized in other comprehensive income.

Exchange differences arising from the translation of monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation) are recognized initially in other comprehensive income. On the disposal or partial disposal of the net investment (reduction in ownership percentage), the amounts recognized in other comprehensive income are reclassified from equity to profit or loss. Management does not consider the repayment of quasi-equity loans designated as 'net investment' to qualify as a disposal and therefore no reclassification of exchange differences is made from equity to profit or loss when such repayment occurs. Where, as a result of a change in circumstances, a previously designated 'net investment' loan is settled (monetary items receivable from or payable to a foreign operation are actually repaid), the loan is de-designated and then exchange differences arising from the translation are accounted for in profit or loss from that point forward.

Exchange rates for the relevant currencies of the Group with respect to the US dollar are as follows: (CHF refers to Swiss francs)

	¥/\$	€/€	CAD/\$	\$/CHF
December 31, 2023	0.0071	1.10	0.75	0.84
December 31, 2022	0.0076	1.07	0.74	0.92
December 31, 2021	0.0087	1.13	0.78	0.91
Average 2023	0.0071	1.08	0.74	0.89
Average 2022	0.0077	1.05	0.76	0.95

Notes to the consolidated financial statements

As at and for the years ended December 31, 2023 and 2022

Expressed in US\$'000 unless otherwise stated

(e) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with maturities of three months or less. Restricted cash relates to cash and cash equivalents held at the project level that are restricted by the lending banks to future repayment of interest and principal and working capital requirements related to the specific project. Restricted cash and cash equivalents can be distributed from the Group's projects, subject to approval from the lending banks, either through repayment of shareholder loans or through dividend distributions.

(f) Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of new shares or share options are shown in equity as a deduction, net of tax, from the proceeds.

(g) Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date. Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

(h) Current income tax

The tax expense for the period comprises current and deferred income tax. Tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case tax is also recognized in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group operates and generates taxable income. The Company's management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(i) Provisions

Provisions are recognized when the Group has a present obligation as a result of a past event, it is probable that the Group will be required to settle the obligation and a reliable estimate of the obligation can be made. The Group recognizes a provision for the future costs expected to be incurred in relation to the decommissioning, dismantling and site restoration associated with its solar power projects in Japan with a corresponding increase in the relevant asset. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the project, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Period charges for changes in the net present value of the provision arising from discounting are included within finance costs.

(j) Interest income

Interest income is recognized using the effective interest method. When a loan or receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognized using the original effective interest rate.

3. Accounting estimates and assumptions

In connection with the preparation of the Company's 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, expenses and related disclosures. The 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.

4. Financial risk management

(a) Financial risk management

Foreign currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Euro, the Swiss franc and the US dollar. The Group's foreign currency exposure arises from commercial transactions and recognized cash assets denominated in a currency that is not the currency of the relevant Group entity. The Group does not undertake hedging arrangements to mitigate the foreign currency exposure on its net investments in foreign operations or on income from foreign operations in order to hedge the risk of foreign currency variations. The Group is primarily exposed to changes in the ¥/\$ and ¥/€ exchange rates on the cash and intercompany loans.

	<i>Impact on profit/(loss)</i>	
	2023	2022
¥/\$ increase 5% (2022: 5%)	169	185
¥/\$ decrease 5% (2022: 5%)	(187)	(204)
¥/€ increase 5% (2022: 5%)	60	4,655
¥/€ decrease 5% (2022: 5%)	(67)	(5,145)

Credit risk

Credit risk mainly arises from cash and cash equivalents and including outstanding receivables and committed transactions. The Group does not have policies in place to assign internal ratings to or set credit limits on its counterparties. The credit risk on liquid fund is considered to be limited as counterparties are financial institutions with high and medium credit ratings assigned by international credit agencies. The credit quality of financial assets that are neither past due nor impaired at December 31, 2023, can be assessed by reference to credit ratings from Standard & Poors, if available, as follow:

	2023	2022
A-	41	835
A+	4,367	6,207
A	5,497	7,135
BBB	19	21
Total cash and cash equivalents	9,924	14,198

(b) Fair value estimation

The Group's financial instruments carried at fair value are classified at the following levels within a measurement hierarchy that is based on the valuation technique used to estimate fair values:

Level 1: includes fair value measurements derived from quoted prices in active markets for identical assets or liabilities. The fair values of financial instruments traded in the active market are based on quoted market prices at the balance sheet date. At December 31, 2023 and December 31, 2022, the Group's cash and cash equivalents were classified as Level 1.

Level 2: includes fair value measurements derived from inputs other than quoted prices included within Level 1 that are observable for assets or liabilities, either directly or indirectly. At December 31, 2023 and December 31, 2022, the Group had no financial instruments classified as Level 2.

Level 3: includes fair value measurements derived from valuation techniques that include inputs for assets or liabilities that are not based on observable market data. At December 31, 2023 and December 31, 2022, the Group had no financial instruments classified as Level 3.

	December 31 2023	December 31 2022
Financial assets		
Level 1: Cash and cash equivalents	9,924	14,198
Total Financial assets	9,924	14,198

Notes to the consolidated financial statements

As at and for the years ended December 31, 2023 and 2022

Expressed in US\$'000 unless otherwise stated

5. General and administrative expenses

	2023	2022
Salaries and benefits	74	317
Pension costs	26	174
Board of Directors' fees	128	110
Professional fees	1,437	759
Listing costs	102	120
Office lease	10	51
Office, travel and other	206	336
Taxes other than income	383	480
Total general and administrative expenses	2,366	2,347

Taxes other than income refers to the net wealth tax expense for the Company's subsidiary Solar Resources Holding, Sarl. Professional fees include the cost of the services provided by Luna Capital Holding LLC. **Note 16.**

6. Other expense, net

	2023	2022
Other expense		
Unrecoverable withholding taxes	661	-
Tax reassessment former Chilean subsidiary	-	500
Total other expense	661	500
Other income	2023	2022
Change in employee payable estimate	362	-
Total other income	362	-
Total other expense, net	299	500

During the year ended 2023, the Company recorded \$0.7 million in withholding taxes that were deemed unrecoverable due to the redemption of the intercompany loan held with a subsidiary in Luxembourg. On October 28, 2022, the Group's Chilean subsidiary, Etrion Services Chile, received a tax assessment from the local tax office of approximately US\$0.5 million. During the year ended 2023, management reviewed the estimated RSU employee payable and decreased the liability by US\$0.4 million.

7. Net finance costs

	2023	2022
Finance income:		
Other finance income	74	14
Total finance income	74	14
Finance costs:		
Interest expense	2,150	-
Foreign exchange loss	287	5,527
Other finance costs	152	81
Total finance costs	2,589	5,608
Net finance costs	2,515	5,594

During 2023, the Company recognized \$2.1 million of interest expense associated with a tax reassessment from the Canadian Revenue Agency in Canada ("CRA"). During 2022, the Group recognized an unrealized foreign exchange loss of \$7.1 million, associated with intercompany loans held with a subsidiary in Luxembourg denominated in Euros that were redeemed in October 2023.

8. Income taxes

(a) Income tax expense

	2023	2022
Income tax expense:		
Corporate income tax expense	87	81
Total income tax expense	87	81

During the year ended 2023, the Group recognized an income tax expense of \$0.1 million (2022: \$0.1 million) associated with its management services subsidiaries. The Group's income tax expense is reconciled to the (loss) income before tax at the Canadian statutory tax rate as follows:

	2023	2022
Loss before income tax from continuing operations	(5,180)	(8,441)
Income tax recovery calculated at 26.5% (2022: 26.5%)	(1,373)	(2,237)
Tax effects of:		
Non-deductible expenses	-	2,418
Previously unrecognized tax losses	-	(207)
Tax losses not recognized	1,286	176
Differences in foreign rates	164	(92)
Other	10	23
Total income tax expense	87	81

(b) Current income tax liabilities

	December 31 2023	December 31 2022
Corporate income tax	161	80
Total current income tax liabilities	161	80

(c) Unrecognized deferred income tax assets

At December 31, 2023, The Group had unrecognized deferred income tax assets of \$124.1 million (2022: \$240.0 million), of which \$53.6 million (2022: \$61.0 million) expires between ten and twenty years and \$70.5 million (2022: \$179.0 million) has no expiry.

Notes to the consolidated financial statements

As at and for the years ended December 31, 2023 and 2022

Expressed in US\$'000 unless otherwise stated

9. Loss per share

Basic and diluted loss per share is calculated by dividing the net loss for the period attributable to owners of the Company by the weighted average number of shares outstanding during the period. The calculation of basic and diluted loss per share is as follows:

	2023	2022
Loss attributable to common shareholders:		
Loss from the period	(5,267)	(8,522)
Total loss attributable to common shareholders	(5,267)	(8,522)
Weighted average number of thousand shares outstanding	334,094	334,094
Basic and diluted loss per share:	\$(0.02)	\$(0.03)

10. Cash and cash equivalents

The Group's cash and cash equivalents are held in banks in Canada, Luxembourg, Switzerland, and Japan with high and medium grade credit ratings assigned by international credit agencies. The fair value of cash and cash equivalents approximates their carrying value owing to short maturities.

	December 31 2023	December 31 2022
Cash and cash equivalents	9,924	14,198
Total	9,924	14,198

The currencies of the Group's cash and cash equivalents are as follows:

	December 31 2023	December 31 2022
Japanese yen	8,424	10,875
Euros	194	137
Canadian dollars	25	2
Swiss francs	129	146
American dollars	1,152	3,038
Total cash and cash equivalents	9,924	14,198

11. Other receivables

	December 31 2023	December 31 2022
VAT account receivables	118	108
Advances paid and Prepaid expenses	122	138
Other current assets	53	92
Total other receivables	293	338

The currencies of the Group's financial assets included within other receivables are as follows:

	December 31 2023	December 31 2022
Japanese yen	9	19
Euros	85	65
Canadian dollars	-	177
American dollars	187	-
Swiss francs	12	77
Total other receivables	293	338

12. Share capital

The Company has authorized capital consisting of an unlimited number of common shares, of which 334,094,324 shares are issued and fully-paid and outstanding at December 31, 2023 (December 31, 2022: 334,094,324). In addition, the Company is authorized to issue an unlimited number of preferred shares, issuable in series, none of which have been issued. The common shares of the Company have no par value, are all the same class, carry voting rights, and entitle shareholders to receive dividends as and when declared by the Board of Directors.

13. Other reserves

	Translation reserve	Transactions with non- controlling interest	Total
At January 1, 2022	(4,311)	(335)	(4,646)
Currency translation difference:			
- Gain on translation adjustment	3,784	-	3,784
At December 31, 2022	(527)	(335)	(862)
Currency translation difference:			
- (Loss) on translation adjustment	(404)	-	(404)
At December 31, 2023	(931)	(335)	(1,266)

Translation reserve

The translation reserve is used to record foreign currency exchange differences arising from the translation of the financial statements of foreign operations. In addition, exchange differences arising from the translation of monetary items receivables from foreign operation are included in the translation reserve as described in [Note 2\(d\)](#).

14. Employment benefit obligations

	December 31 2023	December 31 2022
Other long-term benefits	-	512
Total long term employment benefit obligations	-	512

Other long-term benefits related to termination benefits of the Group's CEO, due more than twelve months after the reporting period. On May 31, 2023, Etrion terminated the employment agreement with Mr. Northland, who was acting as CEO and CFO of the Company. As at December 31, 2023, no employees remain in the company. The Group operated a defined benefit pension plan in Switzerland that was managed through a private fund. There are therefore no more open liabilities for the employer. The reconciliation of the defined benefit cost recognised in other comprehensive loss for the year ended December 31, 2023, is as follows:

	December 31 2023	December 31 2022
Actuarial gain (loss) from changes in demographics	-	-
Actuarial gain (loss) from changes in financial assumptions	-	308
Actuarial gain (loss) from experience adjustments	65	(60)
Return on plan assets	(69)	106
Change in the effect of the asset ceiling	4	(4)
Total amount recognized in other comprehensive income	-	350

The amount recognized in the balance sheet associated with the Group's Swiss pension plan is as follows:

	December 31 2023	December 31 2022
Present value of benefit obligations	-	1,885
Fair value of plan assets	-	(1,889)
Effect of asset ceiling	-	4
Net liability position	-	-

The movement in the defined benefit obligation over the year is as follows:

	2023	2022
Defined benefit obligation at the beginning	1,885	3,771
Current service cost	26	175
Employee contributions	13	70
Interest cost	19	11
Past service cost	-	(3)
Benefits paid	(1,930)	(1,788)
Remeasurement gain	(65)	(248)
Exchange differences	52	(103)
Defined benefit obligation at the end	-	1,885

The weighted average duration of the defined benefit obligation is 0 years (2022: 23.1 years). There is no maturity profile since the average remaining life before active employees reach final age according to the plan is 0 years (2022: 1.3 years). The movement in the fair value of the plan assets over the year is as follows:

	2023	2022
Fair value of plan assets at the beginning	1,889	3,460
Interest income on plan assets	19	10
Return on plan assets (excluding interest)	(69)	106
Employer contributions	26	121
Employee contributions	13	70
Benefits paid	(1,930)	(1,788)
Foreign exchange	52	(90)
Fair value of plan assets at the end	-	1,889

Notes to the consolidated financial statements

As at and for the years ended December 31, 2023 and 2022

Expressed in US\$'000 unless otherwise stated

The plan assets comprise the following:

	2023		2022	
	%	\$'000	%	\$'000
Cash and cash equivalents	0.0%	-	8.8%	166
Fixed interest rate instruments	0.0%	-	38.3%	724
Equity instruments	0.0%	-	35.1%	663
Real estate	0.0%	-	17.8%	336
Total fair value of plan assets		-		1,889

Investments are well diversified such that failure of any single investment would not have a material impact on the overall level of assets. All investment instruments are non-quoted in active markets. No asset-liability strategy was performed in the years ended December 31, 2023 and 2022.

The amount recognized in the profit or loss associated with the Group's pension plan is as follows:

	2023	2022
Current service cost	26	176
Interest expense on defined benefit obligation	19	11
Interest income on plan assets	(19)	(10)
Past service cost	-	(3)
Total expense recognized	26	174

The expense associated with the Group's pension plan of \$0.02 million for the year ended December 31, 2023 (2022: \$0.2 million), was included within general and administrative expenses. **Note 5**. The principal actuarial assumptions used to estimate the Group's pension obligation were as follows:

	2023	2022
Discount rate	1.5%	2.3%
Inflation rate	1.2%	1.2%
Interest on the saving accounts	1.5%	2.3%
Future salary increases	0.0%	0.0%
Future social security increases	1.2%	1.2%
Future pension increases	0.0%	0.0%
Retirement age (Men/Women)	65/64	65/64

Assumptions regarding future mortality are set based on actuarial advice in accordance with the BVG 2020 generational in Switzerland. The discount rate is determined by reference to the yield on high-quality corporate bonds. The rate of inflation is based on the expected value of future annual inflation adjustments in Switzerland. The rate for future salary increases is based on the average increase in the salaries paid by the Group, and the rate of pension increases is based on the annual increase in risk, retirement and survivors' benefits. Contributions to the Group's pension plan during 2024 are expected to total nil. No sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is available due to the terminateion of the pension plan.

15. Trade and other payables

	December 31 2023	December 31 2022
Financial liabilities		
Trade payables	73	73
Total financial liabilities	73	73
Accrued expenses	246	276
Interest payable	2,150	-
Other payables	230	567
Total trade and other payables	2,699	916
Current portion	2,480	916
Non-current portion	219	-

As at December 31, 2023, the Company recognized \$2.1 million of interest payable associated with a tax reassessment from the CRA in Canada. Other payables include the future estimated RSUs excess value payable to entitled employees. During the year ended 2023, management reviewed the estimated RSU employee payable and decreased the liability by US\$0.4 million. The carrying value of the Group's financial liabilities within trade and other payables approximates their fair value due to the relatively short maturity of these liabilities. The currencies of the Group's trade and other payables are as follows:

	December 31 2023	December 31 2022
Japanese yen	21	54
Euros	77	32
Canadian dollars	2,493	689
Swiss francs	108	141
Total trade and other payables	2,699	916

16. Related parties

For the purposes of preparing the Company's 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 through various trusts approximately 36% of the Company's common shares (2022: 36%). Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed below. Details of transactions between the Group and other related parties are disclosed below.

(a) Related party transactions

During the year ended December 31, 2023, and 2022, the Group entered into the following transactions with related parties:

	2023	2022
General and administrative expenses:		
Orrön Energy AB	2	8
Lundin Energy SA	-	1
Luna Capital Holding LLC	603	-
Total transactions with related parties	605	9

There were no amounts outstanding to related parties at December 31, 2023 and December 31, 2022.

There were no amounts outstanding from related parties at December 31, 2023 and December 31, 2022.

Lundin Group of companies

The Group receives professional services from various companies belonging to the Lundin Group, including Orrön Energy AB (Formerly Lundin Energy AB) and Lundin Energy SA.

Notes to the consolidated financial statements

As at and for the years ended December 31, 2023 and 2022
Expressed in US\$'000 unless otherwise stated

Luna Capital Holding LLC

On May 31, 2023, Etrion terminated the employment agreement of Mr. Northland, who was acting as CEO and CFO of the Company. Subsequently, on June 1, 2023, the Company signed a consulting agreement with Mr. Northland, through his wholly owned Company, Luna Capital Holdings, LLC, for Mr. Northland to continue to render the services as Chief Executive Officer and Chief Operating Officer. The consulting agreement was to automatically end without prior notice on May 31, 2024. On December 13, 2023, the Company and Luna Capital Holdings, LLC terminated the consulting agreement. During 2023, the Company paid a total of \$0.6 million to Luna Capital Holdings, LLC for services rendered under the consulting agreement.

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 includes members of the Board of Directors and the Chief Executive Officer. Remuneration of key management personnel is as follows:

	2023	2022
Salaries and benefits	602	698
Pension costs and other social contributions	26	128
Termination benefits	-	131
Board of Directors	12	-
Total	640	957

17. Financial assets and liabilities

	December 31, 2023			December 31, 2022		
	Financial assets at amortized cost	Fair value recognized in profit and loss	Total	Financial assets at amortized cost	Fair value recognized in profit and loss	Total
Financial assets						
Current						
Cash and cash equivalents	9,924	-	9,924	14,198	-	14,198
Total financial assets	9,924	-	9,924	14,198	-	14,198

	December 31, 2023			December 31, 2022		
	Financial and other liabilities at amortized cost	Fair value recognized in profit and loss	Total	Financial and other liabilities at amortized cost	Fair value recognized in profit and loss	Total
Financial liabilities						
Current						
Trade payables	73	-	73	73	-	73
Total financial liabilities	73	-	73	73	-	73

The Group's financial instruments carried at fair value are classified within the measurement hierarchy set out in [note 4\(b\)](#).

The Group's assets that are measured at fair value are as follows:

	December 31 2023	December 31 2022
Financial assets		
Level 1: Cash and cash equivalents	9,924	14,198
Total financial assets	9,924	14,198

18. Contingencies

(a) Former employee claim

On August 10, 2015, the Group received a litigation notice from a former employee alleging unreconciled labor-related differences. The Company's Directors believe the claim is without merit, and the Group continues to vigorously defend itself. Given the current stage of the legal process, the Company is unable to make a reliable estimate of the financial effects of the litigation and has not included a provision for liability under IAS 37 Provisions, Contingent Liabilities and Contingent Assets, in these consolidated financial statements.

(b) Tax reimbursement claim

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 favour 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 subsequently 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 will not pursue all other tax claims following the outcome of the legal rulings.

19. Subsequent events

(a) Luna Capital Holding LLC agreement

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 Operating 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.

The logo for Etrion, featuring the word "etrion" in a lowercase, red, sans-serif font. The letters are bold and have a modern, clean appearance. The background of the page is a light gray with a large, dark gray vertical bar on the left side and a red horizontal bar at the top and bottom.

Management's Discussion and Analysis
Year Ended December 31, 2023

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 March 21, 2024, should be read in conjunction with the Company's consolidated financial statements and accompanying notes for the year ended December 31, 2023. Financial information is reported in United States dollars ("\$" or "USD"). In addition, certain material financial information has also been reported in Euros ("€") because of its holding company in Luxembourg and in Japanese yen ("¥") because the Company had 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 December 31, 2023	0.0064	0.0071	1.10
Closing rate at December 31, 2022	0.0071	0.0076	1.07
Average rate 2023	0.0066	0.0071	1.08
Average rate 2022	0.0073	0.0077	1.05

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, including solar segments 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.

2023 HIGHLIGHTS

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2023 highlights

USD thousands (unless otherwise stated)	Three months ended		Twelve months ended	
	Q4-23	Q4-22	Q4-23	Q4-22
Financial results from continuing operations				
EBITDA	(3,323)	(974)	(2,665)	(2,847)
Net income (loss)	7,064	430	(5,267)	(8,522)
			December 31 2023	December 31 2022
Balance sheet				
Total assets			10,217	14,536
Unrestricted cash			9,924	14,198
Working capital			7,576	13,540

Operational highlights

- The Company sold all the solar assets in 2021 and did not develop any new project during the twelve months ended December 31, 2023.

Financial highlights

- Etrion closed the year 2023 with an unrestricted cash balance of \$9.9 million and positive working capital of \$7.6 million.

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 potential claims as well as wind-up cost. On January 31, 2023, the warranty for damages given by the Company to the buyers of the Japanese Niigata solar park expired. The only remaining warranties relates to intentional breach which shall expire in May 2024.

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 will not pursue all other tax claims following the outcome of the legal rulings.

Once the Italian Supreme Court issues a final ruling and the litigation with a former employee is concluded, The Company expects to complete its windup activities and proceed with the dissolution of all the Company's legal entities. Any cash remaining at the completion of the windup activities 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 2023, 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. The net income of \$7.1 million recognized by the Company in the fourth quarter of 2023, was due to the foreign exchange impact from the completion of the redemption of intercompany loans with the subsidiary in Luxembourg denominated in Euros, resulting in a reversal of previously recognized foreign exchange losses. Selected IFRS consolidated financial information, is as follows:

USD thousands (except per share data)	Three months ended		Twelve months ended		
	Q4-23	Q4-22	2023	2022	2021
Revenue	-	-	-	-	-
Gross profit	-	-	-	-	-
Net income (loss) for the period from continuing operations	7,064	430	(5,267)	(8,522)	(10,766)
Net income from discontinued operations	-	-	-	-	114,028
Net income (loss) attributable to owners of Etrion	7,064	430	(5,267)	(8,522)	103,262
Basic and diluted (loss) earnings per share for the period:	\$0.02	\$0.00	\$(0.02)	\$(0.03)	\$0.31
Net (loss) income for the period from continuing operations	7,064	430	(5,267)	(8,522)	(10,766)
Adjustments to net loss for:					
Net income tax expense	12	(5)	87	81	(2,603)
Depreciation	-	-	-	-	130
Share-based payment	-	-	-	-	1,676
Net finance costs	(10,399)	(1,473)	287	5,527	836
Other expense, net	-	544	-	500	1,223
Income tax (paid) recovered	(6)	(74)	(6)	(74)	(64)
Changes in working capital	1,542	(528)	1,315	(1,997)	4,741
Operating cash outflow from continuing operations	(1,787)	(1,106)	(3,584)	(4,485)	(4,827)

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

USD thousands	December 31 2023	December 31 2022	December 31 2021
Non-current assets	-	-	44
Current assets	10,217	14,536	21,119
Total assets	10,217	14,536	21,163
Non-current liabilities	219	512	1,422
Current liabilities	2,641	996	2,284
Total liabilities	2,860	1,508	3,706
Net assets	7,357	13,028	17,457

Financial review

Continued

Non-GAAP performance measures

Reconciliation of adjusted net loss to net loss USD thousands	Three months ended		Twelve months ended	
	Q4-23	Q4-22	Q4-23	Q4-22
Net income (loss)	7,064	430	(5,267)	(8,522)
Adjustments for non-recurring and non-cash items	299	500	299	500
Adjusted net income (loss)	7,363	930	(4,968)	(8,022)

Reconciliation of adjusted operating cash flows to operating cash flows USD thousands	Three months ended		Twelve months ended	
	Q4-23	Q4-22	Q4-23	Q4-22
Operating cash outflow	(1,787)	(1,106)	(3,584)	(4,485)
- Changes in working capital	(1,542)	528	(1,315)	1,997
- income tax paid	6	74	6	74
Adjusted operating cash outflow	(3,323)	(504)	(4,893)	(2,414)

Reconciliation of Adjusted EBITDA to EBITDA USD thousands	Three months ended		Twelve months ended	
	Q4-23	Q4-22	Q4-23	Q4-22
Net income / (loss)	7,064	430	(5,267)	(8,522)
Adjustments for:				
Net income tax expense	12	(5)	87	81
Net finance costs	(10,399)	(1,399)	2,515	5,594
EBITDA	(3,323)	(974)	(2,665)	(2,847)
Adjustment for non-recurring items	299	500	299	500
Adjusted EBITDA	(3,024)	(474)	(2,366)	(2,347)

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)	Q4-23	Q3-23	Q2-23	Q1-23	Q4-22	Q3-22	Q2-22	Q1-22
Revenue	-	-	-	-	-	-	-	-
Net income (loss)	7,064	(1,262)	(9,795)	(1,274)	430	77	(4,192)	(4,837)
Net (loss) income from continuing operations attributable to owners of Etrion	7,064	(1,262)	(9,795)	(1,274)	430	77	(4,192)	(4,837)
Net income (loss) attributable to owners of Etrion	7,064	(1,262)	(9,795)	(1,274)	430	77	(4,192)	(4,837)
Basic and diluted (loss) earnings per share:								
From continuing operations attributable to owners of Etrion	\$0.02	\$(0.00)	\$(0.03)	\$(0.00)	\$0.00	\$0.00	\$(0.01)	\$(0.01)

In 2023, the Company is no longer producing electricity and generating revenue, following the sale of all solar assets in 2021. The Group's consolidated financial statements are presented in \$, which is the Group's presentation currency. The Company's functional currency is the ¥. The consolidated financial statements have been prepared in accordance with IFRS.

Financial review

Continued

General and administrative expenses

USD thousands	Three months ended		Twelve months ended	
	Q4-23	Q4-22	Q4-23	Q4-22
Salaries and benefits	-	(126)	74	317
Pension costs	26	174	26	174
Board of Directors' fees and expenses	36	-	128	-
Professional fees	756	420	1,437	869
Listing and marketing	30	16	102	120
Office lease	2	1	10	51
Office, travel and other	60	38	206	336
Taxes other than income	10	(5)	383	480
Total G&A	920	518	2,366	2,347

During the three months and twelve months ended December 31, 2023, general and administrative expenses increased by \$0.4 million and \$0.1 million, respectively, compared with the same period in 2022. The increase was mainly due to professional fees including the cost of the services provided by Luna Capital Holding LLC.

Other expense, net

USD thousands	Three months ended		Twelve months ended	
	Q4-23	Q4-22	Q4-23	Q4-22
Other expense, net	299	500	299	500
Total other expense, net	299	500	299	500

During the year ended 2023, management reviewed the estimated RSU employee payable and decreased the liability by US\$0.4 million, resulting in a gain for the same amount recognized in other expense, net. The estimate revision was made based on a more realistic expected final distribution and is continued monitored.

Net finance costs

USD thousands	Three months ended		Twelve months ended	
	Q4-23	Q4-22	Q4-23	Q4-22
Other finance income	10	(7)	(74)	(14)
Interest expense	351	-	2,150	-
Foreign exchange loss (gain)	(8,600)	(1,405)	287	5,527
Other finance costs, net	(56)	13	152	81
Net finance cost	(8,295)	(1,399)	2,515	5,594

During the three and twelve months ended December 31, 2023, the Group net finance costs decreased by \$6.8 million and \$3.1 million, respectively. The foreign exchange impact in the fourth quarter of 2023 was due to the completion of the redemption of intercompany loans with the subsidiary in Luxembourg denominated in Euros, resulting in a reversal of previously recognized foreign exchange losses. During the three and twelve months ended December 31, 2023, the Company recognized \$0.4 million and \$2.2 million of interest expense associated with a tax payable in Canada fully offset in January 2024.

Income tax expense

USD thousands	Three months ended		Twelve months ended	
	Q4-23	Q4-22	Q4-23	Q4-22
Corporate income tax	12	(5)	87	81
Total income tax expense	12	(5)	87	81

During the three and twelve months ended December 31, 2023, the Group recognized an income tax expense of \$12,000 and \$87,000 associated with its management services subsidiaries (2022: Income tax recovery of \$5,000 and \$81,000).

Financial review

Continued

Financial position

Liquidity and financing

Cash position

	December 31	December 31
USD thousands	2023	2022
Cash and cash equivalents:	9,924	14,198
Total cash and cash equivalents	9,924	14,198

Unrestricted cash analysis

The Group's cash and cash equivalents at December 31, 2023, included unrestricted cash of \$9.9 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 to project loans and O&M contracts.

On January 31, 2024 the Company completed a tax carry back transaction in Canada and used carry forward losses to compensate taxable gains arising from the loan redemption to the Luxembourg subsidiary executed in October 2023.

During 2023, the Company recognized \$2.1 million of interest expense associated with a tax reassessment from the Canadian Revenue Agency in Canada ("CRA") and in January 2024, the Company fully paid to the CRA the corresponding total accrued interest until January 31, 2024 totalling \$2.3 million. After the total cash impact from interests due to the CRA in Canada paid on January 31, 2024, of \$2.3 million, the total cash balance of the company is approximately \$7.6 million.

Net equity

During 2023, total equity attributable to owners of the Company decreased by \$5.6 million from a net asset position of \$13.0 million at December 31, 2022, to a net asset position of \$7.4 million at December 31, 2023. During the period the company recognized a net comprehensive loss of \$5.6 million.

Outstanding share data

At the date of this MD&A, the Company had 334,094,324 common shares (April 27, 2023: 334,094,324).

On June 22, 2021, following the completion of the sale of the majority of the Company's Japanese assets, the outstanding RSU grants met the accelerating vesting conditions. Therefore, as of June 22, 2021, all outstanding RSUs have been fully expensed. Consequently, the original treatment was modified from equity-settled to cash-settled, and the board of directors approved the fair value of \$0.327 per RSU at the date of modification. The fair value

was measured by reference to the Company's share price at the date of the modification.

On August 24, 2021, the Company distributed \$0.327 per share to the shareholders as a return of capital for a total amount of \$109.2 million, and the share capital was reduced accordingly. The Company also distributed \$0.327 per RSU to the holders of the RSUs for a total amount of \$5.0 million. The holders of the RSUs will be entitled to additional payments in the event that further distributions of net proceeds from the sale of the Company's assets and/or certain tax refunds are made to shareholders.

Off-balance sheet arrangements

The Group had no off-balance sheet arrangements at December 31, 2023, and December 31, 2022.

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 consolidated interim financial statements for the twelve months ended December 31, 2023, from those disclosed in the notes to the Company's consolidated financial statements for the year ended December 31, 2022.

Financial review

Continued

Contingencies

On August 10, 2015, the Group received a litigation notice from a former employee alleging unreconciled labor-related differences. The Company's Directors believe the claim is without merit, and the Group intends to vigorously defend itself. Given the current stage of the legal process, the Company is unable to make a reliable estimate of the financial effects of the litigation.

Related parties

For the purposes of preparing the Company's 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 consolidated financial statements for the three and twelve months ended December 31, 2023, 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 twelve months ended December 31, 2023, the Group incurred general and administrative expenses of \$nil and \$2 thousand (2022: \$nil and \$8 thousand) from Orrön Energy AB. At December 31, 2023, the Group owed no amounts in relation to these expenses. (December 31, 2022: nil)

Luna Capital Holding LLC

On May 31, 2023, Etrion terminated the employment agreement of Mr. Northland, who was acting as CEO and CFO of the Company. Subsequently, on June 1, 2023, the Company signed a consulting agreement with Mr. Northland, through his wholly owned company, Luna Capital Holdings, LLC, for Mr. Northland to continue to render the services as Chief Executive Officer and Chief Operating Officer. The consulting agreement was to automatically end without prior notice on May 31, 2024. On December 13, 2023, the Company and Luna Capital Holdings, LLC terminated the consulting agreement. During 2023, the Company paid a total of \$0.6 million to Luna Capital Holdings, LLC for services rendered under the consulting agreement.

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 Operating 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.

Key management personnel

Key management personnel are those persons having the 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 Operating Officer, Marco A. Northland.

The key management of the Group includes members of the Board of Directors and the Chief Executive Officer. Remuneration of key management personnel is as follows:

	2023	2022
Salaries and benefits	602	698
Pension costs and other social contributions	26	128
Termination benefits	-	131
Board of Directors	12	-
Total	640	957

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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 the risk of warranty claims and uncertainties with respect to the outcome of its litigation with a former employee. The Company plans to maintain a cash reserve to cover for any liabilities that may result from potential warranty claims under the sale and purchase agreements pursuant to which its solar projects were sold, other 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, including without limitation warranty claims under the agreements pursuant to which its projects were sold and uncertainties with respect to the outcome of its current litigation; 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 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