solar alliance

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS

QUARTERLY HIGHLIGHTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

(CANADIAN DOLLARS)

SOLAR ALLIANCE ENERGY INC.
INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS - QUARTERLY HIGHLIGHTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024
DATED NOVEMBER 29, 2024
(All figures in Canadian Dollars)

The following interim Management Discussion & Analysis ("**Interim MD&A**") of Solar Alliance Energy Inc. (the "**Company**" or "**Solar Alliance**") for the three and nine months ended September 30, 2024 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management Discussion & Analysis ("**Annual MD&A**") for the fiscal year ended December 31, 2023. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Annual MD&A, audited annual consolidated financial statements of the Company for the years ended December 31, 2023, and December 31, 2022, together with the notes thereto, and unaudited interim condensed consolidated financial statements of the Company for the three and nine months ended September 30, 2024, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited interim condensed consolidated financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("**IASB**") and interpretations of the IFRS Interpretations Committee. The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of November 29, 2024, unless otherwise indicated.

Description of the Business

Solar Alliance is a reporting issuer in British Columbia and Alberta and its common shares are listed for trading on the TSX Venture Exchange ("**TSX-V**") under the symbol "SOLR" and on the OTC in the United States under the symbol "SAENF".

Solar Alliance targets commercial and industrial customers for third-party solar system sales and installations. Solar Alliance's strategy is to design, engineer and install commercial solar systems ranging in size up to several megawatts. The technical and operational expertise the Company has developed provide the foundation for sustained growth across the solar project value chain from design, engineering, installation, and potentially ownership and operations/maintenance. With a U.S. base of operations in Tennessee, Solar Alliance provides services to customers in several Southeast U.S. states.

Solar Alliance has built a strong reputation & brand recognition in the Southeast U.S commercial solar region. As a first mover in the market, we combine the stability of an operating business with exposure to a vast addressable market.

Solar Alliance's passion is improving life through ingenuity, simplicity and freedom of choice. Solar Alliance reduces or eliminates customers' vulnerability to rising energy costs, offers an environmentally friendly source of electricity generation, and provides affordable, turnkey clean energy solutions.

Operational Highlights

The following highlights are from the Company's operations during the nine months ended September 30, 2024 and the period up to the date of this Interim MD&A.

Solar Alliance experienced an active third quarter as the Company worked through the installation of several larger projects in its pipeline. The Company continues to target larger customers for third-party solar system sales and installations, specifically for utility and commercial customers.

A natural by-product of the shift to larger projects is fluctuating revenue based on project milestones. For the third quarter, the Solar Alliance team executed on several larger projects that completed post-quarter end and that revenue is expected to be recognized in future quarters.

The Company's business development efforts now include assessing specific regional requests for proposals for solar projects in the multi-megawatt range, where Solar Alliance believes it has a competitive advantage as a result of its installation experience and regional brand awareness.

Solar Alliance continues to see increased demand for commercial solar projects, and remains focused on larger, higher margin commercial solar projects to support growth. In addition to executing on larger projects, the Company is experiencing strong demand for solar projects for small and medium-sized businesses in rural communities.

A key component for small businesses wanting to reduce utility costs are Rural Energy for America Program ("REAP") grants and loans from the United States Department of Agriculture ("USDA"). Supported by funding from the U.S. Inflation Reduction Act, REAP promotes lower energy costs and resilience while opening new income opportunities for the rural small businesses and agri-businesses the USDA serves.

On March 14, 2024, the Company announced it had changed its auditor from KPMG LLP ("Former Auditor") to Kreston GTA LLP ("Successor Auditor") effective March 1, 2024. The change of auditor occurred at the request of the Company. The Company's board of directors accepted the resignation of the Former Auditor and appointed the Successor Auditor as the new auditor of the Company effective March 1, 2024, and to hold office until the close of the Company's next annual general meeting of shareholders. There were no reservations in the Former Auditor's audit reports for any financial period during which the Former Auditor was the Company's auditor.

In British Columbia, Canada, the utility BC Hydro formally launched the 2024 Call for Power on April 3, 2024. The Company has maintained a legacy wind project in the province and will be reviewing the RFP and any opportunities to participate.

On May 13, 2024 the Company announced several contract signings that contributed to a backlog of contracted projects exceeding $2.3 million and provided an update on its grant-supported project pipeline. The Company is currently working with clients to submit projects for U.S. federal grant applications with a combined $2.6 million capital cost, in addition to $1.1 million in grant-supported projects announced on April 15, 2024. The grant applications are for United States Department of Agriculture ("USDA") Rural Energy for America Program ("REAP") eligible projects. Subject to USDA approval, the Company anticipates these projects will be added to the Company's backlog as early as the end of Q3, 2024. The Company also announced it signed contracts for four medium-sized commercial projects for retail, agriculture and education customers in the Southeast U.S. All four projects are expected to be built in 2024.

On June 20, 2024, the Company announced that it was presenting at the 2024 Canadian Climate Investor Conference, taking place on Tuesday June 25, 2024 at the MaRS Discovery District in Toronto, Ontario.

On July 23, 2024, the Company announced the signing of agreements for several commercial solar projects totaling $775,000. The five projects are all scheduled to be completed by the end of 2024:

- A 74-kilowatt ("kW") solar system for a Tennessee manufacturer with a capital cost of $211,000.
- A 45-kW, $261,000 solar and battery storage system for a mechanical and engineering firm in Tennessee.
- Three 54-kW projects totaling $303,000 for a business in Kentucky.

Trends

Solar Alliance is focused on a growing commercial, small utility and community solar sectors in the United States, where the recently adopted Inflation Reduction Act (IRA) will help the U.S. solar market grow 40% over baseline projections through 2027. That is equal to 62 gigawatts (GW) of additional solar capacity, according to new forecasts in the U.S. Solar Market Insight Q3 2022 report by the Solar Energy Industries Association (SEIA) and Wood Mackenzie. Cumulative solar installations across all market segments will nearly triple in size, growing from 129 GW today to 336 GW by 2027. Solar accounted for 39% of all new electricity-generating capacity added to the US grid in the first half of 2022.

On August 16th, 2022, President Biden signed the IRA into law. The legislation provides long-term tax credits and incentives for solar energy projects and technologies. For the U.S. solar industry, the legislation gives the industry the most long-term certainty for federal tax credits it has ever had. The industry will have ten years of certainty between the extensions of the current investment tax credit (ITC) and production tax credit (PTC). Also, for the first time, the U.S. solar industry will have access to production tax credits and an investment tax credit for domestic manufacturing across the solar value chain.

Results of Operations

Revenue for the nine months ended September 30, 2024 was $3,321,692 compared to $4,839,515 in the comparative period.

Operating and selling expenditures, excluding non-cash depreciation and share-based payments, were $1,719,755 in the nine months ended September 30, 2024 compared to $1,994,973 in the comparative period, a decrease of $275,218. The decrease is mainly attributable to a decrease in professional fees.

Liquidity and Capital Resources

Solar Alliance began the 2024 fiscal year with $702,988 cash. During the nine months ended September 30, 2024, the Company used $1,487,806 in operating activities, net of working capital changes, received $nil in investing activities and received $800,000 from financing activities, to end September 30, 2024 with $15,182 cash.

On June 17, 2024, the Company issued 2,909,090 common shares at a price of $0.055 per share to settle debts of $160,000.

On June 17, 2024, the Company issued 2,300,000 common shares at a price of $0.05 per share to settle debts of $115,000.

On June 27, 2024, the Company completed a private placement through the issuance of 4,000,000 units at a price of $0.05 per unit for gross proceeds of $200,000. Each unit consists of one common share and one share purchase warrant with each warrant exercisable into one common share of the Company at a price of $0.07 per share for a period of 36 months from the closing date. The securities issued pursuant to the offering have a hold period of four months from the date of closing. The Company determined the fair value of the warrants to be $130,396. The warrants were valued using the Black-Scholes pricing model with the following assumptions: a risk-free interest rate of 3.86%; an expected volatility of 116.63%; an expected life of three years; a forfeiture rate of zero and an expected dividend of zero.

On July 19, 2024, the Company completed a private placement through the issuance of 9,000,000 units at a price of $0.05 per unit for gross proceeds of $450,000. Each unit consists of one common share and one share purchase warrant with each warrant exercisable into one common share of the Company at a price of $0.07 per share for a period of 36 months from the closing date. The securities issued pursuant to the offering have a hold period of four months from the date of closing. The Company determined the fair value of the warrants to be $130,396. The warrants were valued using the Black-Scholes pricing model with the following assumptions: a risk-free interest rate of 3.64%; an expected volatility of 98.04%; an expected life of three years; a forfeiture rate of zero and an expected dividend of zero.

On June 27, 2024, the Company completed a private placement through the issuance of 1,000,000 units at a price of $0.05 per unit for gross proceeds of $50,000. Each unit consists of one common share and one share purchase warrant with each warrant exercisable into one common share of the Company at a price of $0.07 per share for a period of 36 months from the closing date. The securities issued pursuant to the offering have a hold period of four months from the date of closing. The Company determined the fair value of the warrants to be $27,825. The warrants were valued using the Black-Scholes pricing model with the following assumptions: a risk-free interest rate of 3.35%; an expected volatility of 98.05%; an expected life of three years; a forfeiture rate of zero and an expected dividend of zero.

As at September 30, 2024, the Company had a working capital deficiency of $2,251,377 compared to a working capital deficiency of $2,312,786 at December 31, 2023. The cash inflows from Solar Alliance operations are currently not sufficient to sustain the Company's operations and to pay the Company's obligations as they become due. Management intends to continue to raise capital through a combination of revenue growth, reduced expenses, and injections of capital through debt and equity issuances. There can be no assurance that management's plans will be successful or that the Company will be able to obtain the financial resources necessary. The Company's ability to continue as a going concern is dependent on the Company's ability to raise debt or equity funding in the near term to fulfill its obligations and ultimately in self-generating income and cash flows from its operations. The conditions described above give rise to a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern.

Related Party Transactions

The following transactions and balances with related parties occurred during the nine months ended September 30, 2024:

1. Included in trade and other payables as at September 30, 2024 is $341,000 (December 31, 2023 - $289,000) due to current and former officers and directors and a significant shareholder of the Company for consulting fees, salaries and benefits and expense reimbursements.
2. Included in short-term loans as at September 30, 2024 is $137,500 (December 31, 2023 - $137,500) due to current directors of the Company.
3. Included in interest expense as at September 30, 2024 is $18,155 (September 30, 2023 - $40,997) due to current directors of the Company.
4. Included in professional fees as at September 30, 2024 is $59,652 (September 30, 2023 - $32,962) to Marrelli Support Services Inc., a company which the CFO is related to. As of September 30, 2024, the company owed $22,757 which is included in trade and other payables.

(All figures in Canadian Dollars)

Key management includes members of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, and the Corporate Secretary. The aggregate compensation paid or accrued to key management personnel during the three and nine months ended September 30, 2024 and 2023 were as follows:

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2024	**2023**	**2024**	**2023**
Consulting fees	**$ 59,000**	$ 16,000	**$ 69,000**	$ 47,000
Salaries and benefits	**20,833**	10,416	**145,833**	131,888
Share-based payments	**-**	14,212	**1,413**	116,192
Total	**$ 79,833**	$ 40,628	**$ 216,246**	$ 295,080

Outstanding share data as at the date of this Interim MD&A

	Common Shares Issued and Outstanding	**Common Shares Purchase Warrants**	**Common Shares Purchase Options**
Balance at September 30, 2024	**294,193,938**	**14,300,000**	**10,275,000**
Balance at the date of this Interim MD&A	**294,193,938**	**14,300,000**	**10,275,000**

Risk management

The Company is exposed to a number of risks arising from its use of financial instruments. The Company is or may be subject to certain risks including credit risk, liquidity risk, interest rate risk, and currency risk.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. Financial instrument risk management strategies may expose the Company to further gains or losses, but serve to stabilize future cash flows, reduce the volatility of operating results, and increase overall financial strength.

Individual risks and the Company's approach to managing such risks are discussed as below.

Credit risk

Credit risk is the risk that a counterparty to a financial asset will default, resulting in non-collectability and arises mainly from its cash, receivables, and deposits. Cash is held with credit-worthy Canadian and United States financial institutions and receivables are primarily related to sales. The Company has assessed the credit risk of these instruments to be negligible. The Company had $21,836 (December 31, 2023 - $702,988) as an expected credit loss allowance at September 30, 2024 and incurred $nil (2023 - $nil) bad debt expenses during the nine months ended September 30, 2024.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that there is sufficient capital in order to meet short-term business requirements. The Company is subject to liquidity risk from its trade and other payables and short term loans as all of these liabilities are due within the next 12 months.

Market risk

Market risk is the risk to the Company of adverse financial impacts due to changes in the fair value or future cash flows of financial instruments primarily as a result of fluctuations in interest rates and foreign exchange rates.

1. Interest rate risk

   The Company's interest rate risk on loans and borrowings has been mitigated by fixing interest rates at the inception of the loans. At September 30, 2024, the Company had no material debt subject to floating interest rates.

   The Company's interest income from cash is also subject to interest rate risk, but such risk is not considered material based on the balances on hand and the Company's expectation of interest rates in the foreseeable future.

2. Currency risk

   The Company has net monetary liabilities denominated in United States dollars, totaling approximately US$2,191,528 at September 30, 2024, and is therefore subject to currency risk. The Company does not currently use any derivative instruments to reduce its exposure to fluctuations in foreign currency exchange rates. An increase (decrease) in the US dollar exchange rate of 10% relative to the Canadian dollar would decrease (increase) net loss by approximately $219,153.

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the Company's Annual MD&A for year ended December 31, 2023, available on SEDAR+ at www.sedarplus.ca.

Disclosure of Internal Controls

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

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("**NI 52-109**"), the Company uses the Venture Issuer Basic Certificate, which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

1. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

2. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited interim condensed consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS). The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Subsequent event

a) On October 18, 2024, the Company announced the resignation of Michael Clark as CEO, President and director, and the appointment of Brian Timmons as President and CEO, both effective October 18, 2024.

Cautionary Note Regarding Forward Looking Information

This Interim MD&A may include or incorporate by reference certain statements or disclosures that constitute "forward-looking information" under applicable securities laws. All information, other than statements of historical fact, included or incorporated by reference in this Interim MD&A that addresses activities, events or developments that Solar Alliance or its management expects or anticipates will or may occur in the future constitute forward-looking information. Forward-looking information is provided through statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur or continue. These forward-looking statements are based on certain assumptions and analyses made by Solar Alliance and its management in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances.

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This Interim MD&A contains forward-looking statements about the Company's objectives, strategies, financial condition, results of operations, cash flows and businesses. These statements are "forward-looking" because they are based on current expectations, estimates, assumptions, risks and uncertainties. These forward-looking statements are typically identified by future or conditional verbs such as "outlook", "believe", "anticipate", "estimate", "project", "expect", "intend", "plan", and terms and expressions of similar import.

Such forward-looking statements are subject to a number of risks and uncertainties which include, but are not limited to financing risk, market demand, electricity pricing, regulatory policy, supplier risk, installation risk, competitor risk, safety risk, customer service risk, and fraud and cyber risks. Actual results could be materially different from expectations if known or unknown risks affect the business, or if estimates or assumptions turn out to be inaccurate. The Company does not guarantee that any forward-looking statement will materialize and, accordingly, the reader is cautioned not to place reliance on these forward-looking statements.

Forward-looking statements are based on the beliefs, estimates and opinions of Solar Alliance's management on the date the statements are made. Unless otherwise required by law, Solar Alliance expressly disclaims any intention and assumes no obligation to update or revise any forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change, whether as a result of new information, future events or otherwise, and Solar Alliance does not have any policies or procedures in place concerning the updating of forward-looking information other than those required under applicable securities laws. Accordingly, readers should not place undue reliance on forward-looking statements or forward-looking information.

Additional Information

Additional information relating to the Company is available for viewing on SEDAR+ at www.sedarplus.ca and on the Company's website at www.solaralliance.com.