Green Impact Partners

CONSOLIDATED FINANCIAL STATEMENTS

As At and For the Years Ended December 31, 2024 and 2023

April 30, 2025

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The management of Green Impact Partners Inc. (the "Company") is responsible for the preparation of the financial statements. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and include certain estimates that reflect management's best estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly in all material respects.

Management has developed and maintains an extensive system of internal accounting controls that provide reasonable assurance that all transactions are accurately recorded, that the financial statements realistically report the Company's operating and financial results, and that the Company's assets are safeguarded. Management believes that this system of internal controls has operated effectively for the year ended December 31, 2024. The Company has effective disclosure controls and procedures to ensure timely and accurate disclosure of material information relating to the Company which complies with the requirements of Canadian securities legislation.

Deloitte LLP, an independent firm of chartered professional accountants, was appointed by a resolution of the Board of Directors to audit the financial statements of the Company and to provide an independent professional opinion. Deloitte LLP was appointed to hold such office until the next such annual meeting of the shareholders of the Company.

The Board of Directors, through its Audit Committee, has reviewed the financial statements including notes thereto with management and Deloitte LLP. The members of the Audit Committee are composed of independent directors who are not employees of the Company. The Board of Directors has approved the information contained in the financial statements based on the recommendation of the Audit Committee.

(signed) "Natascha Kiernan"

NATASCHA KIERNAN, DIRECTOR

(signed) "Jesse Douglas"

JESSE DOUGLAS, DIRECTOR and CHIEF EXECUTIVE OFFICER

April 30, 2025
Calgary, Alberta

Deloitte.

Deloitte LLP
700, 850-2nd Street SW Calgary AB
T2P 0R8
Canada

Tel: (403) 267-1700
Fax: (403) 264-2871
www.deloitte.ca

Independent Auditor's Report

To the Shareholders and the Board of Directors of Green Impact Partners Inc.

Opinion

We have audited the consolidated financial statements of Green Impact Partners Inc. (the “Company”), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and the consolidated statements of income (loss) and comprehensive income (loss), changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Materiality Uncertainty related to Going Concern

We draw attention to Note 2c in the financial statements, which indicates that the Company had negative working capital of $33.7 million, and a net loss of $22.1 million for the year ended December 31, 2024. As stated in Note 2c, these events or conditions, along with other matters as set forth in Note 21b, indicate that a material uncertainty exists that may cast significant doubt on the Corporation’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matter

A key audit matter is a matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Revenue Recognition - Refer to Notes 3 and 24 of the financial statements Key Audit Matter Description

The Company primarily generates revenue from its portfolio of water and solids treatment and recycling facilities in North America. Revenue is recognized when the performance obligations associated with the sale of these products and services are satisfied, which is at the point in time when the products are delivered to and title passes to the customer, or in the period the services are rendered, in accordance with the applicable arrangements.

Revenue is a key audit matter due to the significant audit effort required in performing audit procedures related to the Company's revenue recognition.

How the Key Audit Matter Was Addressed in the Audit

To test revenue recognition our audit procedures included among others, on a sample basis, identifying the performance obligation and evaluating revenue recognition by obtaining and inspecting a combination of the following audit evidence: external confirmations, invoices, bill of ladings/shipping documents and cash receipts.

Other Information

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

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

/s/ Deloitte LLP

Chartered Professional Accountants

Calgary Alberta

April 30, 2025

GREEN IMPACT PARTNERS INC.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Thousands of Canadian dollars)

	Note	December 31, 2024	December 31, 2023
ASSETS			
Current Assets			
Cash and cash equivalents		1,577	1,615
Accounts receivable	6	16,160	13,660
Inventory		979	857
Other current assets	7	3,823	4,927
Total Current Assets		**22,539**	**21,059**
Property, plant and equipment	8	138,509	136,655
Investment in joint venture	9	5,219	26,182
Long-term investments	10	2,616	2,709
Intangible assets	11	1,377	1,461
Deferred income tax assets	19	546	446
Total Assets		**170,806**	**188,512**
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Accounts payable and accrued liabilities		15,613	19,214
Current portion of long-term debt	12	28,131	269
Other current liabilities	13	12,481	8,583
Total Current Liabilities		**56,225**	**28,066**
Long-term debt	12	446	28,945
Other long-term liabilities	13	2,123	2,001
Asset retirement obligation	14	8,568	8,868
Deferred income tax liabilities	19	4,878	3,761
Total Liabilities		**72,240**	**71,641**
Shareholders' Equity			
Share capital	15	119,408	118,211
Contributed surplus		7,137	6,062
Accumulated other comprehensive income		1,961	389
Retained earnings (deficit)		(43,486)	(21,480)
Total Shareholders' Equity		**85,020**	**103,182**
Non-controlling interests	18	13,546	13,689
Total Shareholders' Equity and Non-Controlling Interest		**98,566**	**116,871**
Total Liabilities and Shareholders' Equity		**170,806**	**188,512**

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

Approved by the Board of Directors of Green Impact Partners Inc.

(signed) "Natascha Kiernan"
NATASCHA KIERNAN, DIRECTOR

(signed) "Jesse Douglas"
JESSE DOUGLAS, DIRECTOR and CEO

GREEN IMPACT PARTNERS INC.

CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)
FOR THE YEARS ENDED DECEMBER 31,
(Thousands of Canadian dollars)

	Note	2024	2023
Revenue	24	145,022	161,162
Direct costs	24	135,376	153,512
Gross Margin		**9,646**	**7,650**
Operating Expenses:			
Depreciation and amortization	8,11	6,062	5,090
Salaries and wages	23	4,824	2,624
Selling, general and administration		3,865	4,668
		14,751	**12,382**
Loss from Operations		**(5,105)**	**(4,732)**
Non-Operating Expense (Income):			
Finance costs	20	2,854	2,485
Unrealized (gain) loss on risk management contracts		-	(555)
Share-based compensation	17	3,844	5,258
Impairment expense	8	501	-
Equity (earnings) loss from joint venture	9	7,461	784
Gain on sale of interest in subsidiary	9	-	(10,142)
Transaction costs	9	1,327	-
Management fee	9	-	(6,745)
Unrealized (gain) loss on foreign exchange		(442)	462
Realized (gain) loss on foreign exchange		126	13
		15,671	**(8,440)**
Income (Loss) Before Income Tax		**(20,776)**	**3,708**
Income Tax:			
Current tax expense	19	121	186
Deferred tax expense (recovery)	19	1,252	2,229
		1,373	**2,415**
Net Income (Loss)		**(22,149)**	**1,293**
Net Income (Loss) Attributable to:			
Shareholders of the Company		(22,006)	1,323
Non-controlling interest	18	(143)	(30)
		(22,149)	**1,293**
Currency translation adjustment		1,574	(201)
Comprehensive Income (loss)		**(20,575)**	**1,092**
Comprehensive Income (Loss) Attributable to:			
Shareholders of the Company		(20,540)	1,125
Non-controlling interest	18	(35)	(33)
		(20,575)	**1,092**
Net Income (Loss) per Common Share:			
Basic	16	(1.03)	0.06
Diluted	16	(1.03)	0.06

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

GREEN IMPACT PARTNERS INC.

CONSOLIDATED STATEMENTS OF CASH FLOW
FOR THE YEARS ENDED DECEMBER 31,
(Thousands of Canadian dollars)

	Note	2024	2023
OPERATING ACTIVITIES			
Net income (loss)		(22,149)	1,293
Items not affecting cash:			
Depreciation and amortization	8,11	6,062	5,090
Deferred income tax expense (recovery)	19	1,252	2,229
Share-based compensation	17	3,844	5,258
Unrealized (gain) loss on risk management contracts		-	(555)
Impairment expense	8	501	-
Equity loss from joint venture	9	7,461	784
Gain on sale of interest in subsidiary	9	-	(10,142)
Unrealized (gain) loss on foreign exchange		(442)	462
Finance costs	20	2,854	2,485
Funds from (used in) operations		**(617)**	**6,904**
Asset retirement expenditures	14	(107)	-
Transaction costs	9	1,327	-
Changes in non-cash operating working capital		(3,213)	1,315
Cash from (used in) operations		**(2,610)**	**8,219**
INVESTING ACTIVITIES			
Additions to property, plant and equipment	8	(7,868)	(23,966)
Acquisition of non-controlling interest		-	(15,222)
Additions to long-term investments	10	-	(100)
Proceeds from disposal of interest in subsidiary		-	21,471
Distribution from equity investment in joint venture	9	17,778	-
Preferred equity contribution to joint venture	9	(3,120)	-
Transaction costs	9	(1,327)	-
Changes in non-cash investing working capital		(1,906)	45
Cash used in (from) investing activities		**3,557**	**(17,772)**
FINANCING ACTIVITIES			
Proceeds (repayment) from long-term debt	12	(636)	967
Interest on long-term debt	12	(2,153)	(2,076)
Shares acquired for treasury	15	(1,290)	-
Proceeds from option agreement	22	3,450	-
Proceeds from the issuance of equity, net of issuance costs		-	9,770
Cash costs associated with share-based compensation	15	(282)	(215)
Dividends paid to non-controlling interest		-	(83)
Cash from (used in) financing activities		**(911)**	**8,363**
Impact of foreign currency translation on cash		**(74)**	**113**
Increase (decrease) in cash and equivalents		**(38)**	**(1,077)**
Cash and cash equivalents beginning of year		1,615	2,692
Cash and cash equivalents end of year		**1,577**	**1,615**

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

GREEN IMPACT PARTNERS INC.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Thousands of Canadian dollars)

	Notes	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Deficit)	Non-Controlling Interest	Total
At December 31, 2022		**107,449**	**1,903**	**2,096**	**(7,581)**	**13,803**	**117,670**
Net Income (loss)		-	-	-	1,323	(30)	1,293
Purchase of non-controlling interest		-	-	-	(15,222)	-	(15,222)
Reclassification on sale of interest in subsidiary		-	-	(1,506)	-	-	(1,506)
Currency translation adjustment		-	-	(201)	-	-	(201)
Share-based compensation		-	5,258	-	-	-	5,258
Vesting of share units		1,099	(1,099)	-	-	-	-
Issuance of shares		10,000	-	-	-	-	10,000
Share issue costs, net of tax		(122)	-	-	-	-	(122)
Settlement of restricted share units, net of tax remittances		(215)	-	-	-	-	(215)
Dividends paid to non-controlling interest		-	-	-	-	(84)	(84)
At December 31, 2023		**118,211**	**6,062**	**389**	**(21,480)**	**13,689**	**116,871**
Net income (loss)		-	-	-	(22,006)	(143)	**(22,149)**
Currency translation adjustment		-	-	1,572	-	-	**1,572**
Share-based compensation	17	-	3,844	-	-	-	**3,844**
Treasury shares acquired	15	(1,290)	-	-	-	-	**(1,290)**
Vesting of share units	15	2,769	(2,769)	-	-	-	**-**
Settlement of restricted share units, net of tax remittances	15	(282)	-	-	-	-	**(282)**
At December 31, 2024		**119,408**	**7,137**	**1,961**	**(43,486)**	**13,546**	**98,566**

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

1. DESCRIPTION OF THE BUSINESS

Green Impact Partners Inc. ("GIP" or the "Company") was incorporated on May 2, 2011, under the British Columbia Business Corporations Act. The Company's common shares are traded on the TSX Venture Exchange under the symbol "GIP". The Company's registered address is 666 Burrard St. #2500, Vancouver, British Columbia, V6C 2X8.

The Company is focused on acquiring, developing, building and operating renewable natural gas ("RNG") and bioenergy projects, and participates in a wide range of low-carbon opportunities during all stages of the project lifecycle (formerly "Clean Energy Production", now "Bioenergy Production"). In addition to its core focus, GIP has an infrastructure network located throughout western Canada and the United States that includes wastewater, hydrocarbon processing, disposal facilities, industrial landfill, recycling facilities, oil and water gathering pipelines, and oil terminals ("Water and Solids Recycling and Energy Product Optimization").

2. BASIS OF PRESENTATION

a) Statement of Compliance

These consolidated annual financial statements (the "consolidated financial statements") have been prepared by management using accounting policies consistent with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board.

These consolidated financial statements were approved by the Company's Board of Directors on April 30, 2025.

b) Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments, which have been measured at fair value. All values are rounded to the nearest thousand dollar, except where otherwise indicated.

Direct costs in the consolidated statements of income (loss) and comprehensive income (loss) are presented as a combination of function and nature in conformity with industry practice. Depreciation and amortization expenses are presented on a separate line by their nature, while salaries and wages and selling, general and administrative expenses are presented on a functional basis. Significant or extraordinary expenses are presented by their nature and disclosed in the notes to the consolidated financial statements.

c) Management Judgments and Estimate Uncertainty

The preparation of financial statements requires management to use judgments, estimates, and assumptions that affect the reported amounts of assets, liabilities, and the disclosure of contingencies at the date of the financial statements, and revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimated. Significant estimates and judgments used in the preparation of the consolidated financial statements are detailed in Note 5 "Significant Estimates and Judgments".

These Financial Statements were prepared on a going concern basis. The going concern basis of accounting assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

At December 31, 2024, the Company had an accumulated deficit of $43.5 million (December 31, 2023 - $21.5 million), and for the twelve months ended December 31, 2024, had a net loss of $22.1 million (December 31, 2023 – Net income of $1.3 million). In addition, the Company currently has a working capital deficit of $33.7 million (December 31, 2023 – $7.0 million) and does not currently generate sufficient cash flow from operations nor does it have sufficient liquidity from other sources to settle the Company's financial liabilities. These events and conditions form a material uncertainty that may raise significant doubt regarding the Company's ability to continue as a going concern.

As such, the Company's ability to continue as a going concern is dependent on obtaining additional external financings and/or extension or replacement of the Company's current corporate credit facility. Note 21 provides a more detailed description of the liquidity risk. These Financial Statements do not reflect the adjustments that might be necessary to the carrying amount of the reported assets, liabilities, expenses, and statement of financial position classifications used if the Company was unable to continue operation in accordance with this assumption. Such adjustments may be material.

3. MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements and have been applied consistently by the Company and its subsidiaries.

a) Basis of consolidation

These consolidated financial statements comprise the financial statements of the Company and the subsidiary entities it controls. Subsidiaries are entities controlled by the Company. Control exists when the Company has the power to govern the financial and operating policies of an entity to obtain benefits from its activities. In assessing control, substantive potential voting rights that currently are exercisable are considered together with the Company's control over the key decision-making governing bodies such as the Board of Directors and/or management committees of the subsidiary entities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Non-controlling interests ("NCIs") are initially measured at the proportionate share of the acquiree's identifiable net assets at the date of acquisition or other transaction through which NCIs arise and is presented as a separate balance sheet item outside of shareholder's equity. NCI is adjusted each period for the NCIs' proportionate share of net income or loss for the period. Changes in the Company's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

When the Company loses control of a subsidiary, the gain or loss on disposal recognized in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any NCIs. All amounts previously recognized in other comprehensive income in relation to that subsidiary are accounted for as if the Company had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable IFRS Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

b) Currency

The presentation currency and functional currency of the Company and its subsidiaries is Canadian dollars except the US entities, which use the US dollar as their functional currency as the primary economic environment in which those subsidiaries operate in is the U.S. Transactions in foreign currencies are initially recorded in the functional currency by applying the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange on the statement of financial position date. Any resulting exchange differences are included in the consolidated statements of income (loss) and comprehensive income (loss). Non-monetary assets and liabilities denominated in a foreign currency are measured at historical cost and are translated into the functional currency using the rates of exchange as at the dates of the initial transactions.

c) Foreign subsidiary translation

The accounts of non-Canadian functional currency subsidiaries of the Company are translated into the Company's presentation currency at period-end exchange rates for assets and liabilities and using the rates in effect at the date of the transaction for revenues and expenses. The resulting translation gains and losses related to the foreign operations of the Company are recognized as foreign currency translation adjustments in other comprehensive income ("OCI") in the consolidated statements of income (loss) and comprehensive income (loss).

The foreign currency translation adjustments accumulate in accumulated other comprehensive income ("AOCI"), which is a separate component of equity in the consolidated statements of financial position. These adjustments remain in equity until there is a disposal of the foreign operation. When the gain or loss on disposal is recognized, the cumulative amount of exchange differences relating to the foreign operation are reclassified from equity to net earnings.

If there is a disposal of a partial interest in a foreign operation that continues to be a subsidiary, a proportionate amount of the accumulated foreign currency translation adjustments will be allocated between controlling and NCIs.

d) Business combinations

The purchase method of accounting is used to account for acquisitions of businesses and assets that meet the definition of a business under IFRS. The cost of an acquisition is measured as the fair value of the assets given up, equity instruments issued, and liabilities incurred or assumed at the date of exchange. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their acquisition date fair values. If the consideration of acquisition is less than the fair value of the net assets acquired, the difference is recognized immediately in statements of income (loss) and comprehensive income (loss). If the consideration of the acquisition is greater than the fair value of the net assets acquired, the difference is recognized as goodwill on the statements of financial position.

There is an option to apply a concentration test that permits a simplified assessment of whether an acquired set of activities and assets is in fact a business. The optional concentration test is met if substantially all the fair value of the assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. An entity may make such an election separately for each transaction or other event. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

e) Investments in associates and joint ventures

An associate is an entity over which the Company has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these financial statements using the equity method of accounting.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. Under the equity method, an investment in an associate or a joint venture is recognized initially in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Company's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Company's share of losses of an associate or a joint venture exceeds the Company's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Company's net investment in the associate or joint venture), the Company discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

The requirements of IAS 36 are applied to determine whether it is necessary to recognize any impairment loss with respect to the Company's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognized is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Company reduces its ownership interest in an associate or a joint venture but the Company continues to use the equity method, the Company reclassifies to profit or loss the proportion of the gain or loss that had previously been recognized in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a Company entity transacts with an associate or a joint venture of the Company, profits and losses resulting from the transactions with the associate or joint venture are recognized in the Company's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Company.

f) Fair value measurement

Fair value is the price that would be received when selling an asset or paid to transfer a liability in an orderly transaction between market participants in its principal or most advantageous market at the measurement date.

All assets and liabilities for which value is measured or disclosed in the consolidated financial statements are further categorized using a three-level hierarchy that reflects the significance of the lowest level of input used to determine fair value:

- Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 – Pricing inputs other than quoted prices included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 inputs are based mainly on a market approach using observable inputs, such as price, time value and volatility factors.
- Level 3 – Valuations in this level are those that utilize inputs for the asset or liability that are not based on observable market data.

At each reporting date, the Company determines whether transfers have occurred between hierarchy levels by reassessing the level of classification for each financial asset and financial liability measured or disclosed at fair value in the consolidated financial statements. Assessment of the significance of a particular input used to determine the fair value measurement required management judgement and consequently may affect the placement within the hierarchy.

g) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of a financial instrument.

All financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets are subsequently measured at amortized cost where a financial asset is held within a business model with the objective to collect contractual cash flows and the contractual cash flows arise on specified dates and are payments that consist solely of principal and interest on the principal amount outstanding. All other financial assets and equity investments are subsequently measured at fair value through profit or loss or other comprehensive income (“FVTPL” or “FVTOCI”).

All financial liabilities are subsequently measured at amortized cost.

The Company recognizes and measures existing financial instruments as follows:

Cash and cash equivalents	FVTPL
Account receivable	Amortized cost
Long-term investments	FVTOCI
Risk management contracts	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Other liabilities	Amortized cost
Long-term debt	Amortized cost

An impairment to financial assets is recognized when there are expected credit losses, measured as the present value of all cash shortfalls over the expected life of the financial instrument. All expected credit

losses are recognized in profit or loss for all financial assets. Impairment is measured as either: i) 12-month expected credit losses; or ii) lifetime expected credit losses. The Company applies the simplified approach to recognize lifetime expected credit losses for its trade receivables and contract assets that are in scope of IFRS 15 and that do not have a significant financing component. The Company assesses the expected credit loss for trade receivables, contract assets and note receivables based on historical data adjusted for forward-looking information. The Company groups similar financial assets based on their nature, past-due status, size or industry of counterparty or geographic location. Management regularly reviews groupings to ensure the constituents of each group continue to share similar credit risk characteristics. Impairment gains or losses for all financial instruments are recognized with a corresponding adjustment to their carrying amount through a separate loss allowance account.

Financial assets are derecognized only when the contractual right to the cash flows from the asset expires, or when the asset and substantially all risks and rewards associated with the asset is transferred to another party. On derecognition of a financial asset measured at amortized cost, the difference between the carrying amount and the sum of the consideration receivable is recognized in profit or loss. Financial liabilities are only derecognized when all obligations are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, is recognized in profit or loss.

h) Cash and cash equivalents

Cash and cash equivalents include cash on hand, term deposits, and similar-type instruments with an original maturity of three months or less at the time of purchase.

i) Property, plant and equipment

Recognition and measurement

Property, plant and equipment is measured at cost less accumulated depreciation, depletion and accumulated impairment losses net of recoveries. The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of any decommissioning liability, and for qualifying assets, borrowing costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. Major maintenance programs (turnaround costs) are capitalized and amortized over the period to the next scheduled maintenance. The costs of day-to-day servicing of property, plant and equipment are recognized in the consolidated statements of income (loss) and comprehensive income (loss) as incurred.

The cost of replacing part of an item of property, plant and equipment is capitalized if it is probable that future economic benefits will flow to the Company and its cost can be measured reliably.

An item of property, plant and equipment is derecognized upon disposal, replacement or when no future economic benefits are expected to arise from the continued use of the asset. Any gains or losses arising on the disposal or retirement of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of the item and are recognized in the consolidated statements of income (loss) and comprehensive income (loss).

Depreciation

Depreciation is recognized to expense the cost of significant components of assets less their residual values over their useful lives, using either a straight-line or declining balance method depending on the specific nature of the item of property, plant and equipment. Depreciation methods, useful lives and residual values are reviewed on an annual basis and, if necessary, any changes would be accounted for prospectively.

The estimated useful lives of the Company's property, plant and equipment are as follows:

Land	Not depreciated	Not depreciated
Buildings	4%	Declining balance
Major facilities	20-30 years	Straight-line
Processing equipment and machinery	10%	Declining balance
Automotive	4 Years	Straight-line

Borrowing costs
Borrowing costs incurred in connection with the borrowing of funds that are attributable to the acquisition, construction or production of a qualifying asset are capitalized when the assets take significant time to ready for use or sale. Other borrowing costs are expensed as incurred.

Impairment of property, plant and equipment
Items of property, plant and equipment are assessed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Impairment losses are recognized for the amount by which the asset's carrying amount exceeds its recoverable amount and are recognized immediately in the consolidated statements of income (loss) and comprehensive income (loss).

The recoverable amount is the greater of:

i) an asset's fair value less costs of disposal; and
ii) its value in use.

Fair value is the price that would be expected to be received in a sale transaction less costs of disposal.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

The Company evaluates impairment losses for potential reversals, other than goodwill impairment, when events or changes in circumstances warrant such consideration. Reversals of impairment losses are evaluated and if deemed necessary are recognized immediately in the consolidated statements of income (loss) and comprehensive income (loss).

j) Intangible assets

Intangible assets with finite useful lives that are acquired in a business combination and recognized separately from goodwill are initially recognized at their fair value at acquisition date, which is regarded as their cost. Subsequent to initial recognition, intangible assets are recorded at cost, less accumulated amortization, and accumulated impairment losses. Intangible assets with finite lives are amortized over the periods during which they are expected to generate benefits. Intangibles are amortized with the following estimated useful lives and amortization methods:

Customer Relationships	10 years	Straight-line
Non-Compete Agreements	3 to 5 Years	Straight-line

k) Provisions and contingent liabilities

Provisions are recognized when the Company has a present legal or constructive obligation because of past events, it is probable that an outflow of economic resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

A provision for onerous contracts is recognized when the expected economic benefits to be derived by the Company associated with a contract are lower than the unavoidable cost of meeting the obligations under the contract. The provision is measured at the lower of the expected cost of terminating the contract and the present value of the expected net cost of the remaining term of the contract. Before a provision is established, the Company first recognizes any impairment change on assets associated with the onerous contract.

A contingent liability is disclosed when there is a possible obligation arising from a past event and whose existence will be confirmed only by the occurrence or non-occurrence of one or more future events not wholly under its control, or when there is a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability.

l) Revenue

Fee for Service and Energy Product Optimization Services

The Company enters into fee for service agreements and recognizes revenue when performance obligations have been fulfilled. The Company's fee for service operations includes water and solids recycling management and disposal services. The Company's energy product optimization services consist of the sale of oil, including that extracted from the recycling operations.

The Company's revenue generated from the water and solids recycling management and disposal services includes wastewater processing and disposal, custom treating, as well as domestic and industrial solids waste handling, recycling and disposal. All of these services are provided on a fee for service basis and normally on a per unit basis but in some cases at a flat rate or hourly basis. Method of charge and rates vary based on type of product, type of service and location. The Company operates eight facilities throughout western Canada and one in the United States that provide these services. Water and solids recycling management and disposal services revenue is recognized when the performance obligations are satisfied. A fee for service agreement with a customer defines the billing rates for each project. An agreement may be in the form of an oral agreement, sale invoice, or purchase order, as is customary within the industry. Performance obligations are considered satisfied when services are rendered.

The Company's energy product optimization services revenue is generated through the sale of hydrocarbon products, and revenue is recognized when control of the product transfers to the customer upon delivery. Third parties transport raw hydrocarbon volumes into the Company's facilities and once accepted at the facilities, the Company takes custody of these third-party volumes. Therefore, energy product optimization direct costs represent the cost of the raw hydrocarbons that the Company takes custody of, transportation tariffs and other direct and indirect costs directly associated with the sale of the hydrocarbon product.

m) Income tax

Income tax expense comprises current and deferred tax. Income tax expense is recognized in the statements of income (loss) and comprehensive income (loss) except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized on the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred-tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred-tax assets are reviewed at each reporting date and are reduced to the extent it is no longer probable that the related tax benefit will be realized.

n) Share-based compensation

The Company applies the fair-value method for valuing share option, restricted share unit and performance share unit grants. Under this method, compensation costs attributable to all share options, restricted share units and performance share units granted are measured at fair value at the grant date and expensed over the vesting period with a corresponding increase to contributed surplus. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options and units that vest. Upon the exercise of the share options, consideration received, together with the amount previously recognized in contributed surplus, is recorded as an increase to share capital. For share option grants, the Black-Scholes model is used to determine fair value while the grant date GIP common share trading price is used as the fair value for restricted share units and performance share units.

o) Earnings per share

Basic per-share information is calculated by dividing net income or loss attributable to shareholders by the weighted average number of common shares outstanding for the period. Diluted per-share information is calculating using the treasury-stock method, whereby any proceeds from the share options, share units, warrants or other dilutive instruments are assumed to be used to purchase common shares at the average market price during the period. The weighted average number of shares outstanding is then adjusted by the net change. In the case of a net loss, the dilutive effect of share-based options and warrants is excluded from the calculation of diluted per-share amounts because they are anti-dilutive for the periods presented.

p) Government grants

Government grants are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants will be received. If a grant is received before it is certain whether compliance with all conditions will be achieved, the grant is recognized as a deferred liability until such conditions are fulfilled. When the conditions of a grant relate to income or expense, it is recognized in the statements of income (loss) and comprehensive (loss) in the period in which the expenditures are incurred, or income is earned. When the conditions of a grant relate to an underlying asset, it is recognized as a reduction to the carrying amount of the related asset and amortized into income on a systematic basis over the expected useful life of the underlying asset through depreciation and amortization.

4. FUTURE ACCOUNTING PRONOUNCEMENTS

The Company has not early adopted any standard, interpretation or amendment that has been issued but not yet effective.

IFRS 18 Presentation and Disclosure in Financial Statements
In April 2024, the IASB finalized issuance of Presentation and Disclosure in Financial Statements, which will replace IAS 1, "Presentation of Financial Statements". The objective of IFRS 18 is to set out requirements for the presentation and disclosure of information in general purpose financial statements to help ensure they provide relevant information that faithfully represents an entity's assets, liabilities, equity, income and expenses and provide disclosures on management-defined performance measures in the notes to the financial statements. The standard is effective for annual periods beginning on or after January 1, 2027. The Company is currently evaluating the impact of this standard on its financial statements.

5. SIGNIFICANT ESTIMATES AND JUDGMENTS

The timely preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported assets, liabilities, revenues, expenses, gains, losses, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. The estimates and underlying assumptions are reviewed by management on an ongoing basis, with any adjustments recognized in the period in which the estimate is revised.

The most significant estimates and judgements contained in the consolidated financial statements are described below:

a) Identification of cash-generating units

The Company's assets are aggregated into CGUs for the purpose of assessing impairment. The Company's assets are aggregated into CGUs which are the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The aggregation of assets in CGUs requires management judgment and is based on geographical proximity, shared infrastructure, commodity type and similar exposure to market risk. The Company has identified the following CGUs:

- Solids Recycling and Disposal (United States)
- Solids Disposal (Canada)
- Western Canadian Integrated Infrastructure
- Swan Hills Terminal

b) Impairment of property, plant and equipment

In determining the recoverable amount of assets, in the absence of quoted market prices, estimates are made regarding the present value of future cash flows. Future cash flow estimates are based on several factors, including expected demand, customer activity in operating areas, input costs such as feedstock and fuel, service, labor, and other costs and well as commodity prices. Estimates are also made in determining the discount rate used to calculate the present value of future cash flows.

c) Business combinations

Accounting for business combinations requires management's judgement both in identifying the acquirer in

the transaction for accounting purposes and in determining the fair value of the acquiree. The determination of fair value is estimated based on information available at the date of acquisition and requires assumptions and estimates to be made about future events. The assumptions and estimates with respect to determining fair value of property, plant and equipment ("PP&E") using a fair value less cost of disposal model generally requires significant judgment and includes forward price estimates, sales volume, industry activity, customer demand, future operating costs, required capital investment and discount rates. Assumptions are also required to determine the fair value of the asset retirement obligations, if any, the right of use assets and associated lease obligations, other deferred liabilities, and the long-term incentive compensation program.

Changes in any of the assumptions or estimates used in determining the fair value of acquired assets and liabilities could impact the amounts assigned to assets and liabilities, and goodwill (or net assets acquired in excess of purchase consideration). Future net income (loss) will be affected as the fair value on initial recognition impacts future depreciation and amortization, asset impairment or reversal, or goodwill impairment.

d) Fair value of financial instruments

The estimated fair value of financial instruments is reliant upon numerous estimated variables including forward curves for prices, foreign exchange rates and interest rates, as well as volatility curves, and risk of non-performance. A change in any one of these factors could result in a change to the overall estimated valuation of the instrument.

Additionally, estimates must be made with respect to impairment of financial assets and the provision of expected credit losses recognized. In making an assessment as to whether financial assets are credit-impaired, the Company considers historically realized bad debts, any applicable public credit ratings, evidence of a debtor's present financial condition and whether a debtor has breached certain contracts, the probability that a debtor will, or has entered bankruptcy or other financial reorganization, changes in economic conditions that correlate to increased levels of default, the number of days a debtor is past due in making a contractual payment, and the term to maturity of the specified receivable.

e) Share-based payments

All equity-settled, share-based awards issued by the Company are recorded at fair value using the Black-Scholes option-pricing model. In assessing the fair value of equity-based compensation, estimates must be made regarding the expected volatility in share price, option life, dividend yield, risk-free rate and estimated forfeitures at the initial grant date.

f) Asset retirement obligations

The Company estimates future site restoration costs for its gathering, processing, disposal and storage facilities and terminals. In most instances, removal of assets occurs many years into the future. This requires judgement regarding abandonment and remediation dates, future environmental and regulatory legislation across various jurisdictions, the extent of reclamation activities required, estimated salvage values, future technologies in determining the removal cost and liability-specific discount rates to determine the present value of these cash flows.

g) Deferred tax assets and liabilities

Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse

and a judgment as to whether there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as the amounts recognized in profit or loss in the period in which the change occurs.

h) Revenue recognition

To determine the timing and amount of revenue recognition, management must utilize significant judgments and estimates, which include: the nature and type of performance obligations under contract, the timing of when such performance obligations have been satisfied, the amount of any variable consideration associated with a revenue contract and whether such consideration is constrained or not reasonably estimable, and the contract term.

i) Going concern

In determining the Company's ability to continue as a going concern significant judgments and estimates are used. Future cash flow estimates are based on several factors, including new sources of external financing, expected demand, customer activity in operating areas, input costs such as feedstock and fuel, service, labor, and other costs and well as commodity prices. The timing of these inflows does require judgment.

6. ACCOUNTS RECEIVABLE

The composition of accounts receivable is as follows:

	December 31, 2024	December 31, 2023
Trade receivables	15,731	12,896
Other receivables	429	764
	16,160	**13,660**

Aged trade receivables		
Current (<30 days)	13,929	11,569
31-60 days	647	348
61-90 days	314	137
>90 days	841	842
	15,731	**12,896**

7. OTHER CURRENT ASSETS

The composition of other current assets is as follows:

	December 31, 2024	December 31, 2023
Prepaid expenses	1,108	1,440
Deferred transaction costs [1][2]	2,401	3,173
Short-term promissory note	314	314
	3,823	**4,927**

[1] The deferred financing costs are deferred until the closing of the sale of an equity interest in Future Energy Park to a third party.

[2] During the year ended December 31, 2024, $0.8 million in previously deferred transaction costs, were expensed due to the close of the ITC sale relating to the Colorado JV.

8. PROPERTY, PLANT AND EQUIPMENT

Cost	General Plant and Processing Equipment	Assets Under Construction	Total Property, Plant and Equipment
Balance, December 31, 2022	**78,751**	**132,828**	**211,579**
Additions	424	23,542	23,966
Right of use additions	507	-	507
Changes in asset retirement obligation asset	424	-	424
Capitalization of borrowing costs	-	142	142
Disposal of assets of subsidiary	-	(77,982)	(77,982)
Impact of foreign currency translation	(58)	287	229
Balance, December 31, 2023	**80,048**	**78,817**	**158,865**
Additions	470	6,878	7,348
Right of use additions	520	-	520
Changes in asset retirement obligation asset	(484)	-	(484)
Capitalization of borrowing costs	-	116	116
Impact of foreign currency translation	78	551	629
Balance, December 31, 2024	**80,632**	**86,362**	**166,994**

Accumulated depreciation and impairment	General Plant and Processing Equipment	Assets Under Construction	Total Property, Plant and Equipment
Balance, December 31, 2022	**(17,312)**	**-**	**(17,312)**
Depreciation	(4,898)	-	(4,898)
Balance, December 31, 2023	**(22,210)**	**-**	**(22,210)**
Depreciation	(5,774)	-	(5,774)
Impairment	-	(501)	(501)
Balance, December 31, 2024	**(27,984)**	**(501)**	**(28,485)**

Carrying values	General Plant and Processing Equipment	Assets Under Construction	Total Property, Plant and Equipment
Balance, December 31, 2022	**61,439**	**132,828**	**194,267**
Balance, December 31, 2023	**57,838**	**78,817**	**136,655**
Balance, December 31, 2024	**52,648**	**85,861**	**138,509**

Assets under construction

Assets under construction consist of PP&E for projects that are in the development phase and/or under construction. None of these projects were in operation as at December 31, 2024 and therefore no depreciation has been recorded to date.

The Company's major bio-ethanol and RNG project within assets under construction is the Future Energy Park. The Company also has made investments in other earlier stage RNG projects in British Columbia, southern Alberta, Iowa and California. At December 31, 2024, the Company determined there was an

impairment indicator present relating to certain projects the Company does not intend to develop further. The Company determined the recoverable amount is nil, resulting in an impairment expense of $0.5 million.

The following is a summary of amounts recorded in assets under construction by major project of the year ended December 31, 2024:

	Colorado JV	Future Energy Park	Other Bioenergy Projects	Total Assets Under Construction
Balance, December 31, 2022	**76,072**	**45,576**	**11,180**	**132,828**
Additions	1,346	17,042	5,154	23,542
Capitalization of borrowing costs	-	142	-	142
Disposal of assets of subsidiary	(77,982)	-	-	(77,982)
Foreign currency translation	564	-	(277)	287
Balance, December 31, 2023	**-**	**62,760**	**16,057**	**78,817**
Additions	-	6,521	357	6,878
Impairment	-	-	(501)	(501)
Capitalization of borrowing costs	-	116	-	116
Foreign currency translation	-	-	551	551
Balance, December 31, 2024	**-**	**69,397**	**16,464**	**85,861**

Assessment of Impairment

At December 31, 2024, there were no indicators of impairment of property, plant, and equipment or assets under construction, other than that discussed above.

9. INVESTMENT IN JOINT VENTURE

On February 21, 2023, the Company announced it had selected Amber Infrastructure Group ("Amber") as a strategic partner on its GreenGas Colorado RNG project (the "Colorado JV") and sold a 50% interest in the project to them. The net assets that were sold to Amber as part of the Transaction as well as the calculation of the gain on sale is summarized below:

Gross Net Assets:	
Cash	16,330
Other current assets	8
Risk management contracts	1,323
Assets under construction	77,982
Current liabilities	(1,354)
Long-term debt, net of deferred financing costs	(38,650)
Total Gross Net Assets	55,639
Ownership interest disposed of	**50%**
Net Assets Disposed of	**27,819**
Gross Proceeds	38,743
Transaction costs	(2,288)
Reclassification of prior cumulative translation adjustments	1,506
Gain on Sale of Interest in Subsidiary	**10,142**

At December 31, 2024, the Company has a 50% joint venture interest in the Colorado JV.

The following is a summary of changes in investment in joint venture for the year ended December 31, 2024:

Balance, December 31, 2022	**-**
Initial recognition of investment in joint venture (note 6)	27,819
Company's portion of loss from operations from February 23, 2023 to December 31, 2023	(784)
Currency translation adjustment	(853)
Balance, December 31, 2023	**26,182**
Company's portion of loss from operations	(7,461)
Distribution from equity investment in joint venture	(17,778)
Preferred equity contribution to joint venture	3,120
Currency translation adjustment	1,156
Balance, December 31, 2024	**5,219**

On June 27, 2024, the Colorado JV closed the sale of its ITCs for gross proceeds of $28.9 million (US$21.1 million). The Company and its Colorado JV partner, Amber Infrastructure Group ("Amber Infrastructure") entered into an agreement to structure the transaction whereby the Company received all the net proceeds from the ITC sale, and the parties terminated and waived the payment of the deferred consideration originally contemplated under the unit purchase agreement between Amber Infrastructure and the Company (the "Deferred Consideration"), in addition to the related ITC distribution agreement and the associated funding of the ITC distribution account. In conjunction with the sale of ITCs on June 27, 2024, the Company entered into a guaranty to the buyer of the ITCs to guarantee the obligations of the Company and the Colorado JV under the sale agreement related to ITC recapture. At December 31, 2024, the maximum potential amount of future payments the Company could be required to make under the guaranty was $31.5 million. The Colorado JV and the Company have an insurance policy to cover the full exposure subject to certain exclusions including certain transfers of ownership, actions of the insured companies, or foreclosure. Pursuant to the terms of the Colorado JV project debt facility ("Colorado JV Debt Facility"), $8.2 million (US$6.0 million) of the ITC proceeds were used to fund the debt service reserve account. GIP received $17.8 million (US$13.0 million) in net cash proceeds, following the replenishment of the debt service reserve account and the payment of certain transaction costs for the Colorado JV ITCs (within the previously provided range of $16.2 million (US$12.3 million) and $21.8 million (US$16.5 million) which included the Deferred Consideration). With the net ITC proceeds, the Company also initially injected $2.1 million (US$1.5 million) into the Colorado JV as a preferred capital contribution for working capital purposes, with an additional $1.1 million (US$0.8 million) injected throughout the remainder of 2024. This preferred capital contribution does not have an impact on the respective ownership percentages of the partners but rather will carry a preferred return of an estimated 5% annually, to be repaid prior to any other distributions to the partners.

As part of the ITC transaction, the Company incurred $1.3 million of transaction costs that were not attributable to the Colorado JV and are therefore presented on the Statement of Income (Loss) and Comprehensive Income (Loss).

The tables below provide summarized financial information (presented at 100%) for the joint venture:

Statement of Financial Position	December 31, 2024	December 31, 2023
Current assets[(1)]	6,881	8,642
Non-current assets	71,223	93,686
Current liabilities	(51,370)	(6,154)
Non-current liabilities	(845)	(43,811)

(1) At December 31, 2024, the Company had accounts receivable of $0.1 million due from the Colorado JV.

The following table presents the results of operations of the Colorado JV:

Net loss and Comprehensive loss	12 Months Ended December 31, 2024	From February 23, to December 31, 2023
Revenue	3,272	-
Cost of sales	(10,883)	(440)
Operating expenses	(3,526)	(379)
Non-operating expenses	(3,785)	(749)
Net loss	**(14,922)**	**(1,568)**
GIP's ownership %	50%	50%
Equity loss from joint venture	**(7,461)**	**(784)**

Cost of sales includes $1.4 million ($0.1 – 2023) in related party transactions, for the Company's billback of employee salaries and expenses charged to the joint venture for work relating to the operations of the joint venture, and management fee.

10. LONG TERM INVESTMENT

During the year ended December 31, 2024, the Company spent $nil ($0.1 million – 2023) in the New Zealand-based energy company ("NZCo") focused on developing a green hydrogen refueling network across New Zealand servicing commercial and heavy transport customers.

In accordance with IFRS 9 – Financial Instruments, the investment was initially recorded at fair value. Given that the shares of NZCo are not being held for trading, the Company has elected to subsequently measure the investment at fair value through other comprehensive income (FVTOCI). Consequently, any future fair value gains or losses will be recognized through other comprehensive income. At December 31, 2024 it was determined there was no change in the fair value of the investment since initial recognition.

Balance, December 31, 2022	**2,803**
Additions	100
Impact of foreign currency translation	(194)
Balance, December 31, 2023	**2,709**
Impact of foreign currency translation	(93)
Balance, December 31, 2024	**2,616**

11. INTANGIBLE ASSETS

Below is a continuity of intangible assets as at December 31, 2024 and 2023:

	Customer Relationships and Contract	Non-competition Agreements	Total Intangible Assets
Balance, December 31, 2022	**1,695**	**-**	**1,695**
Amortization	(192)	-	(192)
Impact of foreign currency translation	(42)	-	(42)
Balance, December 31, 2023	**1,461**	**-**	**1,461**
Amortization	(191)	-	(191)
Impact of foreign currency translation	107	-	107
Balance, December 31, 2024	**1,377**	**-**	**1,377**

12. LONG TERM DEBT

	US$ Denominated		Canadian $ Amount	
	December 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
Corporate credit facility	n/a	n/a	27,738	28,515
Other term debt	2	36	3	47
Lease liabilities	-	39	836	686
	2	**75**	**28,577**	**29,248**
Deferred financing costs	-	-	-	(34)
Total long-term debt	**2**	**75**	**28,577**	**29,214**
Current portion			28,131	269
Long-term portion			446	28,945
Total long-term debt			**28,577**	**29,214**

Corporate credit facility

On January 11, 2022, the Company entered into a $30 million two-year committed, revolving credit facility (the “Facility”) with a Canadian Schedule 1 bank to be used for general corporate purposes. The Facility is secured by a fixed and floating charge on all the assets of the Company with specific exclusions for the Colorado JV, Future Energy Development Corp. and its US solids recycling business. Borrowings under the Facility bear interest at Canadian bank prime or US base rate, plus an applicable margin. The margins range from 75 basis points (“bps”) to 175 bps depending on the Company’s debt to tangible net worth as calculated on an annual basis. The undrawn portion of the Facility is subject to a standby fee in the range of 15 bps to 45 bps. The Facility also provides for the issuance of letters of credit with an interest rate ranging from 225 bps to 325 bps.

In December 2022, the $30 million credit facility was renewed for another two-year committed period with a due date of July 31, 2025. The pricing grid remains unchanged from that described above, however, the financial covenants were amended to the following (all capitalized terms are as described in the Credit Agreement governing the Facility”):

i. The Debt to Tangible Net Worth Ratio shall at all times be less than 3.00:1.00;
ii. The Tangible Net Worth Shall at the end of each quarter be not less than $81.8 million; and
iii. Cash Flow Coverage Ratio shall, as at the end of each fiscal year, be greater than 1.25:1.00, as determined pursuant to the internally prepared condensed consolidated interim financial statements of the Company’s main operating subsidiary.

At December 31, 2024 and December 31, 2023, the Company was in compliance with all debt covenants associated with the Facility.

The Facility matures on July 31, 2025, and as a result, the full balance of the outstanding Facility as at December 31, 2024 has been reclassified from long-term to current liabilities. Subsequent to December 31, 2024, the Company is in default under its Facility. Please see Note 26.

Other term debt
In 2022, the Company entered into four equipment and vehicle loans totaling $0.4 million. The loans bear interest ranging from 2.85% to 4.00% and have maturities ranging from September 2023 to February 2025. The entire remaining other term debt balance at December 31, 2024 is comprised of these four loans.

Lease obligations
Lease obligations are recorded pursuant to IFRS 16 at the present value of future minimum lease payments, with lease payments being apportioned between principal and interest, where interest is determined to be the Company's incremental borrowing rate of 6.85%. The lease liability consists of several individual leases. The leases are secured by the leased assets.

Deferred financing costs
The following is a summary of changes in deferred financing costs:

	Corporate Credit Facility	Colorado JV Construction Facility	Total Deferred Financing Costs
Balance, December 31, 2022	**177**	**2,421**	**2,598**
Disposal of interest in subsidiary	(143)	(2,421)	(2,564)
Balance, December 31, 2023	**34**	**-**	**34**
Amortization	(34)	-	(34)
Balance, December 31, 2024	**-**	**-**	**-**

13. OTHER LIABILITIES

In 2022, as part of the contribution of certain assets by NCIs for Future Energy Park, the Company also assumed certain short and long-term liabilities. The liabilities have varied due dates, which are based on specified project milestones including Final Notice to Proceed ("FNTP") and Commercial Operations Date ("COD"). FNTP for Future Energy Park is currently estimated in 2025 and COD is estimated in early 2028. The long-term liabilities were present valued using a discount rate of 6%, which was assumed to be a reasonable estimate of the cost of project financing at the time the liabilities were assumed. In subsequent reporting periods, accretion will be recognized to increase the discounted long-term liabilities up to the undiscounted face value by the time of settlement.

The changes in the liabilities assumed, including the settlement category and the balance that remains outstanding at December 31, 2024, are summarized below:

	Other Current Liabilities	Other Long-term Liabilities
Balance, December 31, 2022	**8,477**	**1,893**
Accretion	116	109
Foreign currency translation	(10)	(1)
Balance, December 31, 2023	**8,583**	**2,001**
Accretion	-	116
Foreign currency translation	39	6
Related party option agreement (1)	3,859	-
Balance, December 31, 2024	**12,481**	**2,123**

(1) Refer to note 22 "related party transactions" for more information.

14. ASSET RETIREMENT OBLIGATIONS

Balance, December 31, 2022	**8,160**
Changes in estimates	424
Accretion	284
Balance, December 31, 2023	**8,868**
Changes in estimates	(484)
Settlement expenditures	(107)
Accretion	291
Balance, December 31, 2024	**8,568**

The Company has estimated the net present value of its asset retirement obligation to be $8.6 million as at December 31, 2024 (December 31, 2023 – $8.9 million) based on a total undiscounted future liability of $16.2 million. This liability represents obligations of the Company for its water, solids and hydrocarbon treatment, recycling and transportation facilities to abandon and dispose of the equipment and reclaim the sites. These payments are expected to be made by 2044. The Company calculated the present value of the obligations using a discount rate of 3.33% (December 31, 2023 – 3.02%) to reflect the market assessment of the time value of money as well as risks specific to the liabilities that have not been included in the cash flow estimates. The long-term inflation rate used in determining the cash flow estimate was 1.8% per annum.

The Company has issued a $3.2 million (December 31, 2023 – $3.2 million) performance bond to the Government of Saskatchewan for the Heward landfill.

15. SHAREHOLDERS EQUITY

Authorized Share Capital
Unlimited Class A Voting Common Shares

	Number of shares (#)	$ Amount (000's)
Balance, December 31, 2022	**20,300,005**	**107,449**
Vesting of share units	-	1,099
Issuance of shares	1,000,000	10,000
Share issue costs, net of tax	-	(122)
Settlement of restricted share units, net of tax remittances	100,013	(215)
Balance, December 31, 2023	**21,400,018**	**118,211**
Shares acquired for treasury	-	(1,290)
Vesting of share units	-	2,769
Settlement of restricted share units, net of tax remittances	157,584	(282)
Balance, December 31, 2024	**21,557,602**	**119,408**

Acquisition of Shares
The Company purchases and reserves its shares for the purpose of issuing shares to officers, directors and employees under the Company's Performance Share Unit Plan. At December 31, 2024, the Company is holding on reserve 924,816 shares in trust (December 31, 2023 – 807,961) for future transfer to Share Unit Holders.

16. NET INCOME (LOSS) PER SHARE

	Year ended December 31, 2024	Year ended December 31, 2023
Net income (loss) ('000s):	(22,149)	1,293
Weighted average number of shares Outstanding:		
Basic	21,442,626	20,818,088
Diluted	21,442,626	21,494,970
Net income (loss) per share:		
Basic	(1.03)	0.06
Diluted	(1.03)	0.06

Basic (loss) earnings per share is calculated by dividing the net (loss) earnings for the period by the weighted average number of common shares outstanding during the period.

Diluted (loss) earnings per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive common shares related to the Company's share-based compensation plans. The number of shares included is computed using the treasury stock method. As these awards can be exchanged for common shares of the Company, they are considered potentially dilutive and are included in the calculation of the Company's diluted net earnings per share if they have a dilutive impact in the period. In the case of a net loss, the dilutive effect of share-based options and warrants is excluded from the calculation of diluted per-share amounts because they are anti-dilutive for the periods presented.

17. SHARE-BASED COMPENSATION

Share Unit Plan

The Company has two Share Unit Plans that it utilizes to provide long-term incentive compensation to employees:

Restricted Share Units (“RSU”)
Performance Share Units (“PSU”)

In both plans, the unit awards represent a fixed amount of share awards that vest evenly over a period of three years. Upon vesting of the RSUs, at the option of the Company, the plan participant receives either a cash payment based on the fair value of the underlying share awards plus all dividends accrued since the grant date or an equivalent number of GIP common shares less applicable tax withholdings. The Company currently intends to settle all RSU awards with GIP common shares issued from treasury. Upon vesting of the PSUs, the plan participant receives an equivalent number of GIP common shares less applicable tax withholdings. The Company currently intends to settle all PSU awards with GIP shares acquired and reserved by the Company. Share units are settled and retired upon vesting on each of the three-year anniversaries from grant date.

The changes in both outstanding RSUs and PSUs are summarized in the table below:

Restricted Share Units	Share Unit (#)
Balance, December 31, 2022	**476,856**
Granted	-
Vested and settled	(198,881)
Forfeited	(2,650)
Balance, December 31 2023	**275,325**
Granted	-
Vested and settled	(187,793)
Forfeited	(22,448)
Balance, December 31 2024	**65,084**

Performance Share Units	Share Unit (#)
Balance, December 31, 2022	**-**
Granted	843,182
Vested and settled	-
Forfeited	(3,606)
Balance, December 31 2023	**839,576**
Granted	625,708
Vested and settled	(277,664)
Forfeited	(99,527)
Balance, December 31 2024	**1,088,093**

The grant date fair value of each RSU and PSU granted for the period was based on the closing trading price on the date preceding the date of grant. This fair value will be recognized as share-based compensation expense on the consolidated statement of income (loss) and comprehensive income (loss) on a straight-line basis over the three-year vesting period. The Company recognized share-based compensation expense of $2.3 million in aggregate for both Share Unit Plans for the year ended December 31, 2024 (December 31, 2023 - $3.5 million). The total remaining fair value of all outstanding RSUs and PSUs to be recognized as share-based compensation expense in future periods is $2.2 million.

Stock Option Plan

Under the employee stock option plan, the Company may grant options to its employees, in aggregate including amounts awarded under RSU's, up to 10% of the total number of issued and outstanding common shares of GIP, on a non-diluted basis, as constituted on the grant date of such stock option. The exercise price of each option shall be determined by the Board of Directors but shall not be less than the closing price per common share on the last day on which the shares were traded prior to the day on which the Company announces the grant of the stock option or, if not announced, on the grant date. According to the plan, the stock option's maximum term is ten years, however, the Board can assign an earlier expiry date. Options fully vest on the third anniversary from the date of grant.

Stock Options	Options Granted (#)	Weighted Average Exercise Price ($)	Remaining Term (years)
Balance, December 31, 2022	**925,820**	**6.12**	**7.20**
Granted	628,880	9.15	6.58
Exercised	-	-	-
Forfeited	(12,137)	8.27	6.83
Balance, December 31, 2023	**1,542,563**	**7.34**	**6.58**
Granted	-	-	-
Exercised	-	-	-
Forfeited	(311,792)	$7.76	5.57
Balance, December 31, 2024	**1,230,771**	**$7.23**	**5.55**
Exercisable, December 31, 2024	365,558	$5.00	5.00

The fair value of the stock options granted during the year ended December 31, 2023 was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions and resulting values:

	Year ended December 31, 2024	Year ended December 31, 2023
Fair value of stock options granted (weighted average)	**N/A**	**$ 5.11**
Risk-free interest rate	N/A	3.37%
Estimated hold period prior to exercise	N/A	8.0 years
Expected volatility	N/A	46.71%
Weighted average forfeiture rate	N/A	6.10%
Dividend per share	N/A	$nil

The grant date fair value will be recognized as share-based compensation expense on the consolidated statement of income (loss) and comprehensive income (loss) on a straight-line basis over the three-year period leading up to the cliff vesting date. The Company recognized share-based compensation expense of $1.5 million relating to the Share Option Plan for the year ended December 31, 2024 (December 31, 2023 - $1.8 million). The total remaining fair value of all outstanding stocks options to be recognized in future periods is $0.8 million.

18. NON-CONTROLLING INTERESTS

At December 31, 2024, GIP controlled, by way of either ownership of voting shares or control over the Board of Directors and/or management committees, two subsidiaries in which the Company does not own 100% of the issued and outstanding shares: 1) Future Energy Development Corp ("FEDC"); and 2) Aloha

Glass Recycling ("Aloha"). As it was determined that GIP controlled these entities, 100% of the financial position and operating results from each of the subsidiaries has been included in the consolidated financial statements with NCIs recorded as a separate component of equity related to the portion of these subsidiaries owned by minority interests.

	FEDC	ALOHA	Total NCI
Balance, December 31, 2022	**13,015**	**788**	**13,803**
Dividends paid to non-controlling interest	-	(84)	(84)
Net income (loss) attributable to non-controlling interest	(22)	(8)	(30)
Balance, December 31, 2023	**12,993**	**696**	**13,689**
Net income (loss) attributable to non-controlling interest	(2)	(141)	(143)
Balance, December 31, 2024	**12,991**	**555**	**13,546**

19. DEFERRED TAXES

The provisions for deferred taxes in the consolidated statements of income and comprehensive income reflect an effective tax rate which differs from the expected statutory tax rate. Differences were accounted for as follows:

	2024	2023
Net income (loss) before income tax	(20,776)	3,708
Statutory rate	23%	23%
Expected income taxes at statutory rate	**(4,778)**	**853**
Effect on income tax of:		
Share-based compensation	884	797
Rate changes and other	304	765
Change in unrecognized deferred tax assets	4,963	-
Income tax (recovery)	**1,373**	**2,415**

The movement in deferred tax balances during the years ended December 31, 2024 and 2023 are as follows:

	Balance Dec 31, 2023	Recognized in Net Loss	Recognized in Equity/OCI	Balance Dec 31, 2024
Deferred tax liabilities:				
Property, plant and equipment	9,622	(766)	46	8,902
Intangible assets	365	(37)	16	344
Investment in Subsidiary	5,528	(5,385)	(143)	-
Deferred tax assets:				
Asset retirement obligations	(2,039)	68	-	(1,971)
Share issue costs	(1,158)	718	-	(440)
Non-capital losses	(9,003)	6,654	(154)	(2,503)
Deferred tax liability (asset)	**3,315**	**1,252**	**(235)**	**4,332**

Presented As:	
Deferred income tax assets	546
Deferred income tax liabilities	(4,878)
Net deferred tax asset (liability)	**(4,332)**

	Balance Dec 31, 2022	Recognized in Net Loss	Recognized in Equity/OCI	Balance Dec 31, 2023
Deferred tax liabilities:				
Property, plant and equipment	9,609	46	(33)	9,622
Intangible assets	422	(33)	(24)	365
Investment in Subsidiary	-	4,179	1,349	5,528
Unrealized gain	190	(139)	(51)	-
Deferred tax assets:			-	-
Asset retirement obligations	(1,877)	(162)	-	(2,039)
Share issue costs	(1,448)	290	-	(1,158)
Share unit plan	(281)	281	-	-
Non-capital losses	(5,421)	(2,227)	(1,355)	(9,003)
Deferred financing costs	6	(6)	-	-
Deferred tax liability (asset)	**1,200**	**2,229**	**(114)**	**3,315**

Presented As:	
Deferred income tax assets	446
Deferred income tax liabilities	(3,761)
Net deferred tax asset (liability)	**(3,315)**

As at December 31, 2024, the Company has $10.5 million (December 31, 2023 - $31.0 million) of unused tax losses available for deduction against future taxable income, which will begin expiring in 2042. The Company considers it probable that future taxable profits will be available against which the losses giving rise to this deferred tax asset can be applied. Accordingly, the Company has recognized a deferred tax asset or a reduction to its net deferred tax liability, as applicable, on the consolidated statement of financial position for those loss carry forward amounts. Tax rates used to determine future tax liabilities were a combined 23% for all Canadian tax attributes and a combined 25% for any U.S. tax attributes.

As at December 31, 2024, the Company has an additional $72.1 million (December 31, 2023 - $26.6 million) of unused tax losses. The Company determined that there is uncertainty as to the probability of generating sufficient future taxable profits to use against these losses and therefore has not recognized a deferred tax asset on the consolidated statement of financial position for those loss carry forward amounts.

20. FINANCE COSTS

	December 31, 2024	December 31, 2023
Interest on long-term debt	2,530	2,057
Amortization of debt issue costs	33	144
Accretion on asset retirement obligation	291	284
	2,854	**2,485**

21. FINANCIAL MANAGEMENT

a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a product sales contract, financial instrument, or other financial transaction fails to meet its contractual obligations. Credit risk arises principally from the Company’s cash and cash equivalents, other current assets and accounts receivable.

The Company’s account receivables are with customers in the infrastructure, construction, mining, oil and natural gas, agriculture, forestry, government, potash and utilities industries and are subject to credit risk. Credit risk is typically considered low for the Company’s trade accounts receivable due to the Company’s processes as outlined above. Most of the Company’s trade and other receivables, presented as other receivables, relate to energy marketing revenue and are subject to typical industry credit risks and always fully settled and collected in the month following the associated sales.

Approximately 90 percent of consolidated revenue is derived from customers that are either government entities or investment-grade companies.

The Company manages its credit risk as follows:

i) By entering into material sales contracts with only established, credit-worthy counterparties as verified by a third-party rating agency, through internal financial evaluation or in certain cases requiring security;
ii) By maintaining a policy which limits excessive exposure to any one counterparty; and
iii) By subjecting all counterparties to regular credit reviews.

b) Liquidity risk and capital management

The Company’s objectives when managing capital are to: (i) monitor forecasted and actual cash flows from operating, financing and investing activities; (ii) ensure the Company has the financial capacity to execute on its strategy to increase market share through organic growth or strategic acquisitions; (iii) maintain financial flexibility to meet financial commitments and maintain the confidence of shareholders, creditors and the market; and (iv) optimize the use of capital to provide an appropriate return on investment to shareholders. The Company’s corporate credit facility has a final maturity date of July 31, 2025 (see note 12).

During the year ended December 31, 2024, the Company generated negative cash flow from operations. This was primarily due to a combination of increased salaries and wages to support the Company’s strategic initiatives, including the Colorado JV, and the Company’s continued focus on expanding its bioenergy production business. This shortfall primarily reflects the Company’s continued investment in operational growth. As a result, cash flows from operations were not sufficient to fund all of the Company’s operating and capital expenditure requirements in the year. While the Company remains focused on improving operational efficiency and optimizing working capital, additional capital will be required to both repay the Facility and execute on its growth strategy.

Refer to Note 12 - "Long-Term Debt" for further details on available amounts under existing banking arrangements and Note 13 - “Other Liabilities” for more information on the nature and obligations associated with those liabilities.

The following are undiscounted contractual maturities of financial liabilities, including estimated interest as at December 31, 2024 and 2023:

As at December 31, 2024	Total	< 1 Year	1-3 Years	4-5 Years	After 5 Years
AP and accrued liabilities	**15,613**	15,613	-	-	-
Other current liabilities	**12,481**	12,481	-	-	-
Long-term debt	**28,577**	28,131	446	-	-
Other long-term liabilities	**2,123**	-	2,123	-	-
Lease obligations	**930**	458	357	115	-
Total financial liabilities	**59,724**	**56,683**	**2,926**	**115**	**-**

As at December 31, 2023	Total	< 1 Year	1-3 Years	4-5 Years	After 5 Years
AP and accrued liabilities	**19,214**	19,214	-	-	-
Other current liabilities	**8,583**	8,583	-	-	-
Long-term debt	**28,528**	47	28,481	-	-
Other long-term liabilities	**2,001**	-	2,001	-	-
Lease obligations	**658**	228	430	-	-
Total financial liabilities	**58,984**	**28,072**	**30,912**	-	-

	December 31, 2024	December 31, 2023
Current assets	22,539	21,059
Current liabilities	(56,225)	(28,066)
Long-term debt	446	28,945
Other long-term liabilities	2,123	2,001
Shareholders’ equity	85,020	103,182
	53,903	**127,121**

c) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in interest rates. In seeking to minimize the risks from interest rate fluctuations, the Company manages exposure through its normal operating and financing activities, including entering into interest rate swaps to fix floating interest rate exposure. The Company is exposed to interest rate risk primarily through short-term and long-term borrowings with floating interest rates. Other borrowings have fixed interest rates and would only be subject to interest rate fluctuations as refinancing is required.

22. RELATED PARTY TRANSACTIONS

Option Agreement

On March 7, 2024, the Company entered into an agreement (the “Option Agreement”) with corporate entities controlled by both current and previous directors of the Company (the “Optionees”), wherein the Optionees agreed to fund an amount of up to $6.0 million to GIP, available in tranches, at GIP’s sole discretion, to provide additional liquidity to GIP.

On April 28, 2024, the Company entered into an amendment to the Option Agreement whereby one of the Optionees agreed to fund to the Company an additional $4.0 million (the “Additional Option”).

In exchange, the Company has granted the Optionees an option to purchase certain ITCs that the Company may receive from future renewable natural gas projects (excluding the Colorado JV) (the “Option”). Pursuant to the Option Agreement, the Optionees shall have the right, for a period of five years, to purchase the ITCs from the Company. During the term of the Option Agreement, the Company may, at its sole option, repurchase the Option from the Optionees by paying all amounts previously funded to the Company by the Optionees along with interest accrued at a rate of 1.25% per month and additional commitment fees on the Additional Option of 10% per annum. There are certain circumstances that oblige the Company to repurchase the Option from the Optionees including change in control or financial close on either Iowa RNG or the Future Energy Park.

	December 31, 2024
Proceeds from related party option agreement	3,450
Interest accrued	409
Total (included in Other current liabilities - Note 13)	**3,859**

In April 2025, the Company drew an additional $0.6 million under the Option Agreement.

23. KEY MANAGEMENT PERSONNEL COMPENSATION

Key management personnel are persons who have the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management includes all directors and executive officers of the Company. The table below summarizes all key management personnel compensation included in the consolidated financial statements for year ended December 31, 2024 and 2023.

	December 31, 2024	December 31, 2023
Short-term compensation (1)	1,799	2,534
Share-based compensation (2)	982	4,288
	2,781	**6,822**

(1) Short-term compensation includes annual salaries, management bonuses and employee benefits provided to key management personnel as well as directors' fees. There were no bonuses during the years ended December 31, 2024 and 2023.

(2) Based on the grant date fair value of the applicable awards. The fair value of options granted is estimated at the date of grant using a Black-Scholes Option- Pricing Model. The total share-based payment of PSU's issued in July 2024 is based on a fair value of $3.25 and $3.41.

24. REVENUE AND DIRECT COSTS

As described in Note 3, The Company's services that generate revenue include water and solids recycling management, disposal services and energy product optimization services.

The Company's revenue generated from the water and solids recycling management and disposal services division includes wastewater processing and disposal, custom treating, as well as domestic and industrial solids waste handling, recycling and disposal.

All of these services are provided on a fee for service basis and normally on a per unit basis but in some cases at a flat rate or hourly basis. Methods of charge and rates vary based on type of product, type of service and location. The Company operates eight facilities throughout western Canada and one in the United States that provide these services.

Revenue and gross profit from the Company's energy product optimization services is generated through the sale of hydrocarbon products, which have been blended with an additive that improves the quality of the finished product that is sold to third parties for a profit.

The blending process is performed at two Company-operated and pipeline connected facilities in western Canada. Third parties transport raw hydrocarbon volumes into the Company's facilities for transportation to market. Once accepted at the facilities, the Company takes custody of these third-party volumes while they are processed and blended. As a result, the Company is required to record these third-party volumes received as direct costs. Therefore, energy product optimization direct costs represent the cost of the raw hydrocarbons that the Company takes custody of, transportation tariffs and the costs of the blending product.

Revenue, Direct Costs and Gross Profit	Energy Product Optimization	Fee for Service	Total
Year Ended December 31, 2024			
Revenue	124,101	20,921	**145,022**
Direct Costs	118,574	16,802	**135,376**
Gross Profit	**5,527**	**4,119**	**9,646**
Year Ended December 31, 2023			
Revenue	140,391	20,771	**161,162**
Direct Costs	136,235	17,277	**153,512**
Gross Profit	**4,156**	**3,494**	**7,650**

The Company had three customers that comprised greater than 10% of revenue which were 43%, 19% and 14%, respectively (2023 – 39%, 19%, 19%, respectively). These revenues related to the energy product optimization segment. The entire balance of any accounts receivable owing from these customers was collected subsequent to December 31, 2024.

Direct Costs	Year ended December 31, 2024	Year Ended December 31, 2023
Energy product optimization	118,574	136,235
Fuel, chemicals, supplies, materials	5,032	5,185
Utilities	1,317	1,877
Repairs and maintenance	1,809	991
Operational personnel and overhead costs	5,969	5,432
Treatment and disposal costs	665	1,451
Other direct costs	2,010	2,341
Total Direct Costs	**135,376**	**153,512**

25. SEGMENT REPORTING

The Company currently operates as a water, solids and hydrocarbon treatment, and recycling service provider and a bioenergy producer, which forms its two reporting segments – Water & Solids Recycling & Energy Product Optimization and Bioenergy Production (formerly "Clean Energy Production"). The Water & Solids Recycling & Energy Product Optimization segment consists of water, waste and solids disposal and recycling services (fee for service revenue) as well as oil blending, transportation and marketing operations (energy product optimization revenue). The breakdown of these two main sources of revenue is presented in the Revenue and Direct Cost note of these interim financial statements. The Water & Solids Recycling & Energy Product Optimization segment customer base spans a range of industries including agriculture, forestry, government, midstream companies, public infrastructure, oil and gas production companies, potash and utilities. The Bioenergy Production segment is currently comprised of multiple pre-production bioenergy projects. Given that all energy projects are pre-production, no revenue and operating expenses have been realized or incurred. Only construction and initial development investments have been made to date and as such the segment is reported below for the Bioenergy Production Segment. The projects range from various forms of renewable natural gas, hydrogen to biofuel production.

Below is information for the Company's operating segments for the year ended December 31, 2024 and 2023:

December 31, 2024	Water & Solids Recycling & Energy Product Optimization	Clean Energy Production	Corporate	Total
Property, plant and equipment	62,661	75,580	268	**138,509**
Total assets	93,591	71,130	6,085	**170,806**
Total liabilities	26,723	13,116	32,401	**72,240**

December 31, 2023	Water & Solids Recycling & Energy Product Optimization	Clean Energy Production	Corporate	Total
Property, plant and equipment	68,259	68,078	318	**136,655**
Total assets	111,911	69,893	6,708	**188,512**
Total liabilities	19,183	17,840	34,618	**71,641**

Year Ended December 31, 2024	Water & Solids Recycling & Energy Product Optimization	Clean Energy Production	Corporate	Total
Revenue	145,022	-	-	**145,022**
Depreciation and amortization	(5,831)	-	(231)	**(6,062)**
Other operating (expense)	(136,503)	(1,227)	(6,335)	**(144,065)**
Non-operating (expense) income	(2)	(8,405)	(7,264)	**(15,671)**
Earnings (loss) before tax	**2,686**	**(9,632)**	**(13,830)**	**(20,776)**

Year Ended December 31, 2023	Water & Solids Recycling & Energy Product Optimization	Clean Energy Production	Corporate	Total
Revenue	161,162	-	-	**161,162**
Depreciation and amortization	(5,046)	-	(44)	**(5,090)**
Other operating (expense)	(154,566)	(132)	(6,106)	**(160,804)**
Non-operating (expense) income	1,228	13,973	(6,761)	**8,440**
Earnings (loss) before tax	**2,778**	**13,841**	**(12,911)**	**3,708**

26. SUBSEQUENT EVENTS

Issuance of Performance Share Units
In January and February 2025, the Company issued a grant of performance share units valued at $0.3 million to board members for semi-annual board remuneration, and $0.3 million to certain employees, respectively, which are settled in cash and/or shares of the Company purchased on the secondary market and vest evenly on each of the three-year anniversaries from grant date.

Additional Draw on Option Agreement
In April 2025, the Company drew an additional $0.6 million under the Option Agreement.

Event of Default Under Facility
As a result of the Company's going-concern disclosure within these financial statements and corresponding Audit Report, the Company is now in default under the Facility. Under the Facility agreement, the Facility lender will have the right to demand repayment and/or realize on the security at any time under the Facility.