

INTERIM FINANCIAL STATEMENTS

1ST QUARTER END
MARCH 31, 2021



DELTA CLEANTECH INC.

Unaudited Interim Condensed Consolidated Financial Statements

For the 3 Months Ended March 31, 2021

**To the Shareholders of Delta CleanTech Inc.
("Delta" or the "Corporation")**

Management's Accountability for Management's Discussion and Analysis and Consolidated Financial Statements

The unaudited interim condensed consolidated financial statements for the period ending March 31, 2021 ("**Financial Statements**") have been prepared by management in accordance with International Financial Reporting Standards in Canada. Management is responsible for ensuring that these Financial Statements, which include amounts based upon estimates and judgment, are consistent with other information and operating data contained in management's discussion and analysis for the period ending March 31, 2021 ("**MD&A**") and reflect Delta's business transactions and financial position.

Management is also responsible for the information disclosed in the MD&A, including responsibility for the existence of appropriate information systems, procedures and controls, to ensure that the information used internally by management and disclosed externally is complete and reliable in all material respects.

In addition, management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Such systems are designed to provide reasonable assurance that the financial information is relevant, reliable and accurate and that the Corporation's assets are appropriately accounted for and adequately safeguarded.

The board of directors ("**Board**") annually appoints an audit committee which includes directors who are not employees of the Corporation. This committee meets regularly with management and the shareholders' auditors to review significant accounting, reporting and internal control matters. The shareholders' auditors have unrestricted access to the audit committee. The audit committee reviews the interim and annual financial statements, the report of the shareholders' auditors, and the interim and annual management's discussion and analysis and has delegated authority to approve the interim filings and makes recommendations to the Board regarding annual filings.

Management has reviewed the filings of the Corporation's interim MD&A, Financial Statements and attachments thereto. Based on our knowledge, having exercised reasonable diligence, these interim filings do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, with respect to the period covered by the interim filings. Based on our knowledge, having exercised reasonable diligence, the Financial Statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, the financial performance, and cash flows of the Corporation, as of the date of and for the periods presented in the interim filings.

Signed "Jeffrey Allison"
JEFFREY ALLISON
PRESIDENT

Signed "Jacelyn Case"
JACELYN CASE
CFO

Unaudited Interim Condensed Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

For the period ended	Note	March 31, 2021	December 31, 2020 (audited)
ASSETS			
Current Assets:			
Cash		\$ 2,506,375	\$ 10
Funds held in trust	14	114,671	-
Investments	7	4,000,000	-
Accounts receivable		26,306	-
Government receivables		30,892	-
Prepays		28,591	-
Deposits		4,000	-
		6,710,835	10
Investments	7	225,753	-
Property and equipment	8	15,293	-
Right-of-use assets	9	88,258	-
Patents	10	747,849	-
Intangible assets	11	1,969,583	-
Goodwill	5,12	59,623	-
Total assets		\$ 9,817,194	\$ 10
LIABILITIES			
Current Liabilities:			
Accounts payable and accrued liabilities		\$ 149,973	\$ -
Current portion of lease liability	13	48,598	-
Deposits		6,800	-
		205,371	-
Lease liability	13	39,898	-
Total Liabilities		245,269	-
EQUITY			
Equity:			
Share capital	14	8,115,636	10
Contributed surplus	15	1,930,408	-
Accumulated deficit		(474,119)	-
Total equity		9,571,925	10
Total liabilities and equity		\$ 9,817,194	\$ 10

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

Unaudited Interim Condensed Consolidated Statement of Income (Loss) and Comprehensive Income (Loss)

(Expressed in Canadian dollars)

For the three month period ended	Note	March 31, 2021
Revenue		
Engineering, process design and consulting		\$ 25,000
Expenses		
Operating wages and consulting	16, 22	284,017
General and administrative	5	138,025
Amortization	8,9,10,11	47,466
		469,508
Operating loss		(444,508)
Interest expense	13	(464)
Loss on fair value of listed common shares	7	(29,147)
Loss before taxes		(474,119)
Income tax expense		-
Net loss and comprehensive loss for the period		\$ (474,119)
Loss per share – basic and diluted*	17	\$ (0.02)

*Fully diluted earnings per share is not presented when there is a loss as the impact would be anti-dilutive.

The accompanying notes are an integral part of these Financial Statements.

Unaudited Interim Condensed Consolidated Statements of Changes in Equity

For the Period from December 22, 2020 (Date of Incorporation) to December 31, 2020 and three months ended March 31, 2021

(Expressed in Canadian dollars)

	Note	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total Equity
Balance, December 22, 2020			\$ -	-	-	\$ -
Share issuance	14	100	10	-	-	10
Net income			-	-	-	-
Balance, December 31, 2020		100	10	-	-	10
Private placement	14	38,350,000	5,739,592	-	-	5,739,592
Business acquisition	5,14	20,000,000	3,000,000	-	-	3,000,000
Share issuance costs	14		(623,966)	-	-	(623,966)
Warrants issued	15		-	1,930,408	-	1,930,408
Net loss			-	-	(474,119)	(474,119)
Balance, March 31, 2021		58,350,100	\$ 8,115,636	1,930,408	(474,119)	\$ 9,571,925

The accompanying notes are an integral part of these Financial Statements.

Unaudited Interim Condensed Consolidated Statement of Cash Flows
(Expressed in Canadian dollars)

For the three months ended	Note	March 31, 2021
Cash flows used in operating activities:		
Net loss		\$ (474,119)
Items not affecting cash:		
Amortization	8,9,10,11	47,466
Interest expense	13	464
Loss on FV of listed common shares	7	19,147
Change in working capital and other	18	88,450
		(308,592)
Cash flows used in investing activities:		
Purchase of property and equipment	8	(1,983)
Purchase of patents	10	(6,183)
Lease payment	13	(8,250)
Purchase of GIC	7	(4,000,000)
Purchase of investment in Plexus	7	(100,000)
		(4,116,416)
Cash flows from financing activities:		
Private placement	14	7,046,044
Funds held in trust	14	(114,671)
		6,931,373
Increase in cash during the period		2,506,365
Cash – beginning of year		10
Cash – end of period		\$ 2,506,375

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

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

For the 3 Months ended March 31, 2021

1. Operations

Delta CleanTech Inc. (“**Delta**” or “**Corporation**”) was incorporated on December 22, 2020 under the Business Corporations Act of Alberta and is domiciled in Canada. The registered office of the Corporation is located at #2308 Palisade Dr. SW, Calgary, AB, T2V 3V1.

The principal activity of the Corporation consists of four main areas: 1) CO2 capture; 2) hydrogen production; 3) solvent and ethanol purification; and 4) carbon credit certification and trading (“**Business Sectors**”).

These Business Sectors will be accomplished by capitalizing on the Corporation’s patented process design IP, as well as its CO2 capture and related solvent IP, whose focused mandate will be on positioning itself as a leading technology provider in the clean energy technology sector.

2. Significant event

On January 27, 2021, Delta completed the purchase of assets (the “**Asset Purchase**”) that form the existing clean energy business (the “**Clean Energy Assets**”) of HTC Pureenergy Inc. (“**HTC**”) for an aggregate consideration valued at \$3,000,000 (the “**Purchase Price**”). The Clean Energy Assets consist of all of the intellectual property and certain contractual agreements for the operation of HTC’s CO2 capture systems and reclaimer systems. The Purchase Price was paid by the Corporation by the issuance of 20,000,000 common shares (“**Consideration Shares**”) to HTC. The Consideration Shares are subject to a pooling arrangement with a release schedule over a period of 24 months whereby 10% of the Consideration Shares will be released upon the listing of the common shares on a recognized stock exchange in Canada (“**Liquidity Event**”), 10% of the Consideration Shares will be released every three months following the date of the Liquidity Event and the final 20% of the Consideration Shares will be released 24 months following the date of the Liquidity Event. The Asset Purchase was conditional upon, among other things, the closing of the Private Placement (as described below). No finder’s fees were payable in connection with the Asset Purchase. The common shares issued pursuant to the Asset Purchase are further restricted from trading until four months and a day from the later of January 27, 2021, and the Liquidity Event.

On January 27, 2021, immediately following the closing of the Asset Purchase, the Corporation completed a non-brokered private placement financing (the “**Private Placement**”). The first tranche of the Private Placement comprised of 36,200,000 units of Delta (the “**Units**”) at a price of \$0.20 per Unit for gross proceeds of \$7,240,000. Each Unit was comprised of one common share and one-half of a common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant is exercisable to purchase one additional common share at an exercise price of \$0.50 for a period of 48 months after its issuance. The common shares issued pursuant to the first tranche of the Private Placement are further restricted from trading until four months and a day from the later of January 27, 2021, and the Liquidity Event.

On January 29, 2021, the Corporation completed a second tranche of the Private Placement consisting of 2,150,000 Units at a price of \$0.20 per Unit for gross proceeds of \$430,000. The Corporation paid cash finders fees of \$280,050 and issued 1,398,750 finders’ warrants. The common shares issued pursuant to the second tranche of the Private Placement are further restricted from trading until four months and a day from the later of January 29, 2021, and the Liquidity Event.

2. Significant event (continued)

On April 16, 2021, the Corporation completed a third tranche of the Private Placement consisting of 173,000 Units at a price of \$0.20 per Unit for gross proceeds of \$34,600. No finders' fees were payable under this tranche. The common shares issued pursuant to the third tranche of the Private Placement are further restricted from trading until four months and a day from the later of April 16, 2021, and the Liquidity Event.

The Corporation has filed a preliminary Non-Offering Prospectus on March 29, 2021 with the securities regulators in the provinces of Alberta and Saskatchewan for the purposes of becoming a reporting issuer, and to have its securities traded on the Canadian Stock Exchange.

3. Basis of Presentation

a) Statement of Compliance

These unaudited interim condensed consolidated financial statements of the Corporation as at March 31, 2021 and for the three-month period ended March 31, 2021 (the "**Financial Statements**") have been prepared by management in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and with interpretation of the International Financial Reporting Interpretations Committee ("**IFRIC**"). These Financial Statements meet the requirements of International Accounting Standard ("**IAS**") 34, "Interim Financial Reporting". No comparative figures have been presented for the comparative three-month period ended March 31, 2020 because the Corporation was incorporated on December 22, 2020.

These Financial Statements were authorized for issuance by the board of directors ("**Board**") on August 13, 2021.

b) Functional Currency

The Financial Statements are presented in Canadian dollars, which is the Corporation's functional currency.

c) Principals of consolidation

Subsidiaries are entities controlled by the Corporation. The financial statements of the subsidiaries are included in the Financial Statements from the date that control commences until the date that control ceases.

Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions are eliminated in preparing the Financial Statements. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

The Financial Statements include the accounts of Delta, consolidated with those of its wholly owned subsidiary CO2 Technologies Pty. Ltd. ("**CO2 Technologies**") incorporated in New South Wales. All inter-company transactions, balances, revenues and expenses have been eliminated on consolidation.

3. Basis of Presentation (continued)

d) Use of Estimates and Judgment

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income (loss) in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Preparation of the Corporation's Financial Statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities as at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Key judgments and estimates made by management with respect to those areas noted previously have been disclosed in the notes to the Financial Statements, as appropriate.

Significant accounting judgements

Investments classification

As part of the evaluation of whether the Corporation has significant influence over any investee, management must exercise judgment based on current information. Determination of whether or not an investment should be classified and accordingly accounted for as a subsidiary, significant influence or equity investment has a material impact on the financial statements. Management takes into account all facts and circumstances in concluding the classification of an investment.

Fair value measurement of financial instruments

When the fair value of financial assets recorded in the Statement of Financial Position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow method. The inputs to these models are taken from observable markets where possible.

Asset impairment

The carrying amounts of the Corporation's non-financial assets, other than inventories which are reviewed regularly, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated and compared to the carrying amount of the cash generating unit ("CGU") to which the asset belongs. There was no impairment in the three-month period ended March 31, 2021 (the "Period").

The Corporation's most significant estimates and assumptions involve values associated with determining the recoverable amounts of product development costs, property, plant and equipment, patents and intangible assets. These estimates and assumptions include those with respect to future cash inflows and outflows, discount rates, asset lives, and the determination of CGUs.

3. Basis of Presentation (continued)

Management is required to use judgment in determining the grouping of assets to identify their CGU for the purposes of testing for impairment. CGUs are based on an assessment of the unit's ability to generate independent cash inflows. The determination of these CGUs was based on management's judgment in regard several factors such as shared infrastructure, and exposure to market risk and materiality.

Estimated useful lives and amortization of property, plant and equipment, patents and intangibles

Amortization of property, plant and equipment, product development, patents and intangibles are dependent upon estimates of useful lives which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

Development costs

Development costs are capitalized in accordance with the accounting policy described in Note 4. Initial capitalization of costs is based on management's judgment that technical and economic feasibility is confirmed, usually when a project has reached a defined milestone according to an established project management model.

Expected credit losses

Management determines expected credit losses by evaluating individual receivable balances and considering customers' financial condition and current economic conditions. Accounts receivable are written off when deemed uncollectible. Recoveries of accounts receivable previously written off are recorded as income when received. All receivables are expected to be collected within one year of the consolidated statement of financial position date.

Income Taxes

Income tax laws and regulations are subject to change. Deferred tax liabilities that arise from temporary differences between recorded amounts on the consolidated statement of financial position and their respective tax basis will be payable in future periods. Deferred tax assets that arise from temporary differences between recorded amounts on the consolidated statement of financial position and their respective tax basis are recognized to the extent that it is probably that future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax losses can be utilized. The amount of a deferred tax asset/liability is subject to managements best estimate of when a temporary difference will reverse and expected changes in income tax rates. These estimates by nature involve significant measurement uncertainty.

The going concern assumption

The assessment of the Corporation's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

3. Basis of presentation (continued)

Leases

The Corporation applies judgment in determining whether the contract contains an identified asset, whether the Corporation has the right to control the asset, and the lease term. Lease term reflect the period over which the lease payments are reasonably certain including renewal options that the Corporation is reasonably certain to exercise. The determination of lease terms involves significant judgment with respect to assumptions of whether lease extensions will be utilized. Management makes assumptions about long-term industry outlook and store operating performances and growth which relate to future events and circumstances. Actual results could vary from these assumptions, and the differences could be material to the carrying value of the lease liabilities and right of use assets, for which the lease term is the basis for determining useful life.

Warrants

The Corporation utilizes the Black-Scholes Option Pricing Model to determine the fair value of warrants issued as part of a unit. The Corporation uses judgment in the evaluation of the input variables in the Black-Scholes Calculation which includes: estimates of the future volatility of the Corporation's share price, forfeiture rates, expected lives of the underlying security, expected dividends and other relevant assumptions.

Business combinations

For acquisition accounting purposes, all identifiable assets, liabilities and contingent liabilities acquired in a business combination are recognized at fair value at the date of acquisition. Estimates are used to calculate the fair value of these assets and liabilities as at the date of acquisition. Contingent consideration resulting from business combinations is valued at fair value at the acquisition date as part of the business combination. Where the contingent consideration is recognized, it is subsequently remeasured to fair value at each reporting date. The determination of the fair value is based on discounted cash flows. The key assumptions take into consideration the probability of meeting each performance target and the discount factor.

4. Summary of significant accounting policies

a) *Business combinations and goodwill*

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured at the fair value of the assets given, equity instruments and liabilities incurred or assumed at the date of exchange. Acquisition costs for business combinations are expensed and included in general and administrative expenses. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair values at the date of acquisition.

Goodwill is initially measured at cost, being the excess of the cost of the business combination over the Corporation's share in the net fair value of the acquiree's identifiable assets, liabilities, and contingent liabilities. Any negative difference is recognized directly in the consolidated statements of income. If the fair values of the assets, liabilities and contingent liabilities can only be calculated on a provisional basis, the business combination is recognized using provisional values. Any adjustments resulting from the completion of the measurement process are recognized within 12 months of the date of acquisition ("measurement period").

4. Summary of significant accounting policies (continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Corporation's cash-generating units or groups of CGUs that are expected to benefit from the synergies of the combination, irrespective of whether other assets and liabilities of the acquiree are assigned to those CGUs. Where goodwill forms part of a CGU or group of CGUs and part of the operating unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of operation. If the Corporation reorganizes its reporting structure in a way that changes the composition of one or more CGUs or group of CGUs to which goodwill has been allocated, the goodwill is reallocated to the units affected. Goodwill disposed of or reallocated in these cases is measured based on the relative values of the operation disposed of and the portion of the CGU retained, or the relative fair value of the part of a CGU allocated to a new CGU compared to the part remaining in the old organizational structure.

b) *Financial instruments*

Classification and Measurement

The Corporation classifies and measures financial assets based on their contractual cash flow characteristics and the Corporation's business model for the financial asset. All financial assets and financial liabilities are recognized at fair value in the consolidated statements of financial position when the Corporation becomes party to the contractual provisions of a financial instrument or non-financial derivative contract. Subsequent to initial recognition, financial assets must be classified and measured at either amortized cost, at fair value through profit or loss ("FVTPL"), or at fair value through other comprehensive income ("FVTOCI").

The Corporation classifies its financial instruments as follows:

Financial Instrument	Classification
Financial assets	
Cash	FVTPL
Funds held in trust	FVTPL
Other investments	FVTPL
Accounts receivable	Amortized cost
Due from related party	Amortized cost
Financial liabilities	
Accounts payable	Amortized cost
Lease liability	Amortized cost

4. Summary of significant accounting policies (continued)

Financial Assets

Impairment of financial assets

The expected credit loss model requires entities to account for expected credit losses on financial assets, other than financial assets measured at FVTOCI, at the date of initial recognition, and to account for changes in expected credit losses at each reporting date to reflect changes in credit risk. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Corporation's management reviewed and assessed its existing financial assets for impairment using reasonable and supportable information to determine the credit risk of the respective items at the date they were initially recognized and compared that to the credit risk as at March 31, 2021. The assessment of changes in credit risk resulted in an immaterial impact on the Consolidated Statement of Financial Position.

Derecognition of financial assets

The Corporation derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial liabilities

Recognition and initial measurement

The Corporation recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Corporation measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Corporation derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

c) Cash

Cash includes balances in banks and cash on hand.

d) Foreign Currency Translation

The Corporation translates monetary assets and liabilities using the rate of exchange at the Financial Statement date and non-monetary assets liabilities using the historical exchange rate at the transaction date. Revenues and expenses are translated using the average exchange rate in effect for the period or year.

4. Summary of significant accounting policies (continued)

e) *Property and Equipment*

The initial cost of an asset is comprised of its purchase price or construction cost, borrowing costs and any costs directly attributable to bringing the asset into operation. The purchase price or construction cost is the amount paid and the fair value of any other consideration given to acquire the asset. Long-lived assets are tested for recoverability if events or changes in circumstances indicate that the carrying amount may not be recoverable. Asset values are comprised of cost less accumulated amortization and impairment if required.

Assets are amortized over their estimated useful lives as follows:

Equipment and vehicles	15% and 30% declining balance
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f) *Impairment of Assets*

Non-Financial and Intangible Assets

The carrying amounts of the Corporation's property, plant and equipment, product development costs, patents and intangible assets having a finite useful life are assessed for impairment indicators at least on an annual basis to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's or group of assets' estimated fair value less costs to sell and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable independent cash inflows (CGUs).

Where an impairment loss is subsequently reversed, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount but limited to the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Assets that have an indefinite useful life and goodwill are not subject to amortization and are tested for impairment at least on an annual basis or earlier when there is an indication of potential impairment.

g) *Patents*

Costs associated with registration of patents are accumulated at cost and when registration is complete, amortized on a straight-line basis over 15 years.

4. Summary of significant accounting policies (continued)

h) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite useful lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization method and amortization period of an intangible asset with a finite useful life are reviewed at least annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of income in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives, which include brand names, are not amortized, but are tested for impairment annually, either individually or at the CGU level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Internally generated intangible assets are capitalized when the product or process is technically and commercially feasible and the Corporation has sufficient resources to complete development. The cost of an internally generated intangible asset comprises all directly attributable costs necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. Expenditures incurred to develop new demos and prototypes are recorded at cost as internally generated intangible assets. Amortization of the internally generated intangible assets begins when the development is complete and the asset is available for use and it is amortized over the period of expected future benefit. During the period of development, the asset is tested for impairment at least annually.

Finite-life intangible assets are amortized over their estimated useful lives as follows:

Carbon Rx™ Intellectual Property	20 years
CO2 Technologies Intellectual Property	20 years
Delta Reclaimer® System	15 years
LCDesign® CCS	15 years
PDOengine®	15 years

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of income when the asset is derecognized.

4. Summary of significant accounting policies (continued)

i) Research and Development

Research costs are expensed as they are incurred in accordance with specific criteria set out under IFRS. Product development costs are expensed as incurred, except if the costs are related to the development and setup of new products, processes and systems, and satisfy certain conditions for capitalization, including reasonable assurance that they will be recovered. All capitalized development costs are amortized when commercial production begins, based on the expected useful life of the completed product. The carrying value of capitalized development costs are examined for recoverability annually.

j) Leases

At the inception of a contract, the Corporation considers whether the contract is, or contains, a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition, the Corporation assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Corporation.
- the Corporation has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract the Corporation has the right to direct the use of the identified asset throughout the period of use.
- the Corporation assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Assets are amortized over their estimated useful lives as follows:

Right-of-use assets	Term of the lease
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Recognition and measurement

At the lease commencement date, the Corporation recognizes a right-of-use asset and a lease liability on the statement of financial position. The right of use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred, estimated costs to dismantle or remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Corporation depreciates the right-of-use asset on a straight-line basis to the earlier of the useful life of the asset, or the end of the lease term. The Corporation also assessed the right-of-use asset for impairment when indicators exist.

At the commencement date, the Corporation measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available, or the Corporations incremental rate of borrowing.

4. Summary of significant accounting policies (continued)

Lease payments included in the measurement of the lease liability include fixed payments, variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability is reduced for payments made and increased for interest.

k) Revenue Recognition

The Corporation's revenues from contracts with customers are derived from engineering processing design and consulting services.

To determine whether to recognize revenue, the Corporation follows a 5-step process:

1. Identifying the contract with a customer.
2. Identifying the performance obligations.
3. Determining the transaction price.
4. Allocating the transaction price to the performance obligations.
5. Recognizing revenue when/as performance obligation(s) are satisfied.

The total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognized either at a point in time or over time, when (or as) the Corporation satisfies performance obligations by transferring the promised goods or services to its customers. Revenue for engineering processing design and consulting services are recognized at a point in time when the service is completed.

Performance Obligations

Each promised good or service is accounted for separately as a performance obligation, if it is distinct.

Transaction Price

The Corporation allocates the transaction price in the contract to each performance obligation. Transaction price allocated to performance obligations may include variable consideration. Variable consideration is included in the transaction price for each performance obligation when it is highly probable that a significant reversal of the cumulative variable revenue will not occur. Variable consideration is assessed at each reporting period to determine whether the constraint is lifted. The consideration contained in some of the Corporation's contracts with customers has a variable component, and may include both variability in quantity and pricing, such as: revenues can be dependent upon the quantity handled or the number of days any product is stored.

When multiple performance obligations are present in a contract, transaction price is allocated to each performance obligation in an amount that depicts the consideration the Corporation expects to be entitled to, in exchange for transferring the good or service. The Corporation estimates the amount of the transaction price, to allocate to individual performance obligations, based on their relative standalone selling prices.

4. Summary of significant accounting policies (continued)

Recognition

The nature, timing of recognition of satisfied performance obligations, and payment terms for the Corporation's goods and services are described below:

Revenues from contracts for rendering of services are recognized at point in time when the control on those services is transferred to the customer, which is normally when the service is accepted by the customers and when the performance obligation is fulfilled.

The Corporation recognizes a contract asset or contract liability for contracts where either party has performed. A contract liability is recorded when the Corporation receives consideration before the performance obligations have been satisfied. A contract asset is recorded when the Corporation has rights to consideration for the completion of a performance obligation before it has invoiced the customer. The Corporation recognizes unconditional rights to consideration separately as a receivable. Contract assets and receivables are evaluated at each reporting period to determine whether there is any objective evidence that they are impaired.

The Corporation recognizes a significant financing component where the timing of payment from the customer differs from the Corporation's performance under the contract and where that difference is the result of the Corporation financing the transfer of goods and services. No significant financing components were identified in the Corporation's contracts.

l) Income Taxes

Income tax expense comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

The resulting changes in the net future tax asset or liability are included in income. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates, expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment. Future income tax assets are recognized to the extent it is probable that these will be realized in the future.

m) Earnings per share

The computation of earnings per share is based on the weighted average number of shares outstanding during the period. Diluted profit per share is computed in a similar way to basic profit per share except that the weighted average shares outstanding are increased to include additional shares assuming the exercise of share options, share appreciation rights and convertible debt options, if dilutive.

4. Summary of significant accounting policies (continued)

n) Standards issued but not yet effective

Amendments to IAS 1 - Presentation of Financial Statements ("IAS 1")

In January 2020, amendments were issued to IAS 1, which provide requirements for classifying liabilities as current or non-current. Specifically, the amendments clarify:

- What is meant by a right to defer settlement.
- That a right to defer must exist at the end of the reporting period.
- That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- That only if an embedded derivative in a convertible liability is itself an equity instrument, would the terms of a liability not impact its classification.

The amendments must be applied retrospectively for annual periods beginning after January 1, 2023. The Corporation will assess the impact, if any, of adoption of the amendment.

5. Business acquisition

Clean Energy Asset purchase from HTC Pureenergy Inc.

On January 27, 2021, Delta completed the purchase of assets (the "**Asset Purchase**") that form the existing clean energy business (the "**Clean Energy Assets**") of HTC Pureenergy Inc. ("**HTC**") for an aggregate consideration valued at \$3,000,000 (the "**Purchase Price**"). HTC is a related party due to common directors (see Note 21). HTC The Clean Energy Assets consist of all the intellectual property and certain contractual agreements for the operation of HTC's CO2 capture systems and reclaimer systems.

The purchase has been accounted for as a business acquisition using the acquisition method of accounting, with the results of the Clean Energy Assets included in the Corporation's net earnings from the date of acquisition. The following table summarizes the fair values of the identifiable assets and liabilities as at the date of acquisition:

	<u>\$</u>
Prepaid expenses	21,476
Property plant and equipment	14,000
Intangible assets	2,000,000
Patents	750,000
100% of shares of CO2 Technologies Pty. Ltd.	1
Investments in associates	154,900
Goodwill	59,623
Purchase consideration	<u>\$ 3,000,000</u>

The intangible assets of \$2,000,000 comprise the values associated with the LCDesign®, Delta Reclaimer® system, PDOengine®, Carbon Rx™ intellectual property, and CO2 Technologies intellectual property.

As part of the consideration under the Asset Purchase, Delta granted HTC two non-exclusive, royalty free licenses, to use certain extraction and carbon credit intellectual property for limited purposes.

5. Business combination (continued)

The goodwill of \$59,623 comprises the value of the assembled workforce and other expected synergies arising from the acquisition.

Transaction costs related to the Clean Energy Assets acquisition during the three months ended March 31, 2021, were \$27,539 and are included in general and administrative expenses.

The valuation techniques used for measuring the fair value of material assets acquired were as follows.

Assets acquired	Valuation technique
Intangible assets	Historical cost method: This method requires an estimate of the cost incurred to reproduce the intangible asset in its acquisition date condition and building in a developer premium to account for the returns expected if a market participant were to outsource the development of the Delta intangibles to a third-party. The margin a contract developer would require was estimated at 18% based on the benchmark data collected for guideline companies. Due to the fact that the technology has taken several years to complete there has also been a technology obsolescence factor ("TOF") applied to the valuations. The TOF reflects the risk that a process, product, or technology used or produced by a company for profit will become obsolete, and thus no longer competitive in the marketplace. In assessing the timeframe of development, a discount to the replacement costs was used of between 50% and 95%.
Patents	Historical cost method: This method requires an estimate of the cost incurred to reproduce the patents in its acquisition date condition and building in a developer premium to account for the returns expected if a market participant were to outsource the development of the Delta patents to a third-party. The margin a contract developer would require was estimated at 18% based on the benchmark data collected for guideline companies. Due to the fact that the technology has taken several years to complete there has also been a technology obsolescence factor ("TOF") applied to the valuations. The TOF reflects the risk that a process, product, or technology used or produced by a company for profit will become obsolete, and thus no longer competitive in the marketplace. In assessing the timeframe of development, a 45% discount to the replacement costs was used.

5. Business combination (continued)

The investments in associates have been recorded at their trading value on the date of acquisition.

6. Other receivable

Included in the amount due from a related party is a shareholder's loan to Assist Energy Corp. ("Assist"), for which an allowance for the balance has been recorded and the remaining balance at March 31, 2021 is \$Nil. The shareholder's loan has no set repayment terms, no set maturity date, and no interest.

7. Investments

	March 31, 2021
Guaranteed Investment Certificate	\$ 4,000,000
Listed common shares	125,750
Unlisted common shares	100,003
	\$ 4,225,753
Less: non-current portion	225,753
Current portion	4,000,000

The Guaranteed Investment Certificate is redeemable, has a term of one year maturing February 11, 2022, and carries a variable interest rate of prime less 2.00% (March 31, 2021 – 0.45%).

The fair value of quoted securities is based on published market prices. The Corporation has not received any dividends and has recognized a loss in fair value of the listed common shares of \$29,147 during the Period.

The unlisted securities fair values are based on the cost of the securities due to the recency of the purchase, making cost the best estimate of fair value. The current portion relates to those assets the Corporation expects to sell within the next 12 months.

8. Property and equipment

	Equipment \$	Vehicle \$	Total \$
Cost:			
Balance, December 31, 2020	-	-	-
Additions	1,984	-	1,984
Acquisition (Note 5)	1,277	12,723	14,000
Balance, March 31, 2021	3,261	12,723	15,984
Accumulated amortization:			
Balance, December 31, 2020	-	-	-
Amortization	63	628	691
Balance, March 31, 2021	63	628	691
Carrying amounts:			
Balance, March 31, 2021	3,198	12,095	15,293

9. Right-of-use assets

	Office \$
Cost:	
Balance, December 31, 2020	-
Additions	96,282
Balance, March 31, 2021	96,282
Accumulated amortization:	
Balance, December 31, 2020	-
Amortization	8,024
Balance, March 31, 2021	8,024
Carrying amounts:	
Balance, March 31, 2021	88,258

10. Patents

	Total \$
Cost:	
Balance, December 31, 2020	-
Additions	6,182
Acquisition (Note 5)	750,000
Balance, March 31, 2021	756,182
Accumulated amortization:	
Balance, December 31, 2020	-
Amortization	8,333
Balance, March 31, 2021	8,333
Carrying amounts:	
Balance, March 31, 2021	747,849

Delta has completed the WTO patenting, commercialization and the construction and commissioning of the Delta Purification System®. Reclaiming hydrocarbon based and other solvents, such as single, mixed, and formulated amines, for use in natural gas processing ethanol-based solvents and post combustion CO2 capturing processes.

11. Intangible assets

	PDOengine®	LCDesign® CCS	Delta Reclaimer® System	CO2 Technologies IP	Carbon Rx™ IP	Total
	\$	\$	(\$)	\$	\$	\$
Cost:						
Balance, December 31, 2020	-	-	-	-	-	-
Acquisition (Note 5)	550,000	550,000	550,000	100,000	250,000	2,000,000
Balance, March 31, 2021	550,000	550,000	550,000	100,000	250,000	2,000,000
Accumulated amortization:						
Balance, December 31, 2020	-	-	-	-	-	-
Amortization	9,167	9,167	9,167	834	2,082	30,417
Balance, March 31, 2021	9,167	9,167	9,167	834	2,082	30,417
Carrying amounts:						
Balance, March 31, 2021	540,833	540,833	540,833	99,166	247,918	1,969,583

12. Goodwill

	Total \$
Cost:	
Balance, December 31, 2020	-
Acquisition (Note 5)	59,623
Balance, March 31, 2021	59,623

13. Lease liability

	Total \$
Balance, December 31, 2020	-
Additions	96,282
Payments	(7,786)
Balance, March 31, 2021	88,496

Lease liabilities are presented in the statement of financial position as follows:

	Incremental Borrowing Rate (%)	Maturity	\$
Current	2.95	2022	48,598
Non-current	2.95	2023	39,898
Lease liability			88,496

Interest expense of \$464 is included in financing expense and payments are applied against the lease liability.

The maturity analysis of the lease liabilities at March 31, 2021 is as follows:

	\$
2021	37,125
2022	49,500
2023	4,125
Total undiscounted lease payments	90,750
Present value of lease payments	2,254
Net investment in the lease	88,496

Lease expenses relating to short-term leases amounted to \$4,157 and were recorded as general and administrative expenses.

14. Share capital

At March 31, 2021, the Corporation had authorized an unlimited number of common shares without par value, and an unlimited number of preferred shares. Common shares are voting, participating and are not subject to restrictions. Preferred shares may be issued in series. At the end of the Period the Corporation had 58,350,100 common shares, and Nil preferred shares issued and outstanding.

On December 22, 2020, the Corporation issued 100 common shares at a weighted average value of \$0.10 per share for net proceeds of \$10.

On January 27, 2021, Delta completed the Asset Purchase acquiring the Clean Energy Assets of HTC for an aggregate Purchase Price of \$3,000,000. The Clean Energy Assets consist of all of the intellectual property and certain contractual agreements for the operation of HTC's CO2 capture systems and reclaimer systems. The purchase consideration consisted of 20,000,000 Consideration Shares issued to HTC with an aggregate estimated value of \$3,000,000. The Consideration Shares are subject to a pooling arrangement with a release schedule over a period of 24 months whereby 10% of the Consideration Shares will be released upon the Liquidity Event, 10% of the Consideration Shares are released every three months following the date of the Liquidity Event and the final 20% of the Consideration Shares are released 24 months following the date of the Liquidity Event. The Asset Purchase was conditional upon, among other things, the closing of the Private Placement (as described in below). No finder's fees were payable in connection with the Asset Purchase. The common shares issued pursuant to the Asset Purchase are further restricted from trading until four months and a day from the later of January 27, 2021, and the Liquidity Event.

On January 27, 2021, immediately following the closing of the Asset Purchase, the Corporation completed the first tranche of a Private Placement. The first tranche of the Private Placement comprised of 36,200,000 Units of Delta at a price of \$0.20 per Unit for gross proceeds of \$7,240,000. Each Unit was comprised of one common share and one-half of a common share purchase warrant. Each whole Warrant is exercisable to purchase one additional common share at an exercise price of \$0.50 for a period of 48 months after its issuance. The common shares issued pursuant to the first tranche of the Private Placement are further restricted from trading until four months and a day from the later of January 27, 2021, and the Liquidity Event.

On January 29, 2021, the Corporation completed a second tranche of the Private Placement consisting of 2,150,000 Units at a price of \$0.20 per Unit for gross proceeds of \$430,000. Each Unit was comprised of one common share and one-half of a common share purchase warrant. Each whole Warrant is exercisable to purchase one additional common share at an exercise price of \$0.50 for a period of 48 months after its issuance. Pursuant to the offering (including the first tranche), the Corporation paid a cash finders fees of \$280,050 and issued 1,398,750 finders' warrants. Finders' warrants are exercisable at a price of \$0.20 for a period of 2 years. The fair value of the finders' warrants was estimated at \$177,511 using the Black-Scholes pricing model and the following assumptions: share price of \$0.20, expected life of 2, expected volatility of 127.84%, expected risk-free interest rate of 0.15%, and expected dividends of Nil. The common shares issued pursuant to the second tranche of the Private Placement are further restricted from trading until four months and a day from the later of January 29, 2021, and the Liquidity Event.

14. Share capital (continued)

Common Shares	As at March 31, 2021		As at December 31, 2020	
	Number	Amount	Number	Amount
Balance, beginning of period	100	\$ 10	-	\$ -
Issuance on incorporation	-	-	100	10
Issuance on Asset Purchase	20,000,000	3,000,000	-	-
January 27, 2021 Private Placement	36,200,000	5,417,816	-	-
January 29, 2021 Private Placement	2,150,000	321,776	-	-
Issuance costs	-	(623,966)	-	-
Balance, end of period	58,350,100	\$ 8,115,636	100	\$ 10

As at March 31, 2021, the Corporation had \$114,671 in funds held in trust relating to the close of the Private Placements.

15. Contributed surplus

The Corporation's warrants as at and for the three months ended March 31, 2021 were as follows:

Warrants	Number	Weighted average exercise price	Value of warrants vested
Balance, beginning of period	-	\$ -	\$ -
January 27, 2021 Private Placement	18,100,000	0.50	1,654,625
January 27, 2021 Finders Warrants	1,398,750	0.20	177,511
January 29, 2021 Private Placement	1,075,000	0.50	98,272
Balance, end of period	20,573,750	\$ 0.48	\$ 1,930,408

As at March 31, 2021, outstanding warrants to acquire common shares of the Corporation were as follows:

Number outstanding	Grant date	Expiry date	Exercise price (\$)	Grant date fair value vested (\$)	Expected life (yrs)	Expected dividend yield	Risk-free interest rate	Volatility
18,100,000	January 27, 2021	January 27, 2025	0.50	1,654,625	2	0%	0.15%	127.84%
1,398,750	January 27, 2021	January 27, 2025	0.20	177,511	2	0%	0.15%	127.84%
1,075,000	January 29, 2021	January 29, 2025	0.50	98,272	2	0%	0.15%	127.84%
20,573,750			0.48	1,930,408	2	0%	0.15%	127.84%

As at March 31, 2021, the warrants outstanding had a weighted average remaining contractual life of 3.83 years. Expected volatility is based on the historical share price of companies in a comparable industry.

15. Contributed surplus (continued)

On February 19, 2021, the Corporation approved a stock option plan (“**Option Plan**”) as well as a restricted stock unit plan (“**RSU Plan**”). Conditional upon the Liquidity Event, 5,800,000 options will be issuable under the Option Plan, with an exercise price of \$0.20 per share, a term of 4 years, and a vesting period of 1-year intervals over 3 years. 5,800,000 restricted share units (“**RSU**”) will be issued under the RSU Plan with an exercise price of \$0.20 per share, a term of 4 years, and 5,500,000 RSU vesting over 6-month intervals over 2 years with the remaining RSU vesting immediately. Due to the effective date of the Option Plan and the RSU Plan being the effective date that Delta becomes a listed entity, no amount has been recorded in the financial statements regarding the Option Plan or the RSU Plan to date.

16. Operating wages and consulting

Expenses by nature	March 31, 2021
Wages and benefits	\$ 112,589
Consulting and contractor costs	171,428
	\$ 284,017

17. Basic and diluted income (loss) per share

The basic and dilutive earnings per share have been calculated using the weighted average number of common shares outstanding during the Period. Fully diluted earnings per share is not presented when there is a loss as the impact would be anti-dilutive. The total basic and dilutive weighted average number of common shares for March 31, 2021 is 27,098,415.

	March 31, 2021		
	Net loss \$	Weighted average common shares	Loss per share \$
Basic and dilutive	(474,119)	27,098,415	(0.02)

18. Changes in Working Capital and Other

The net change in the non-cash working capital balances related to continuing operations is calculated as follows:

Change in working capital is comprised of	March 31, 2021
Accounts receivables	\$ (26,296)
Government receivables	(30,892)
Prepays	(7,135)
Deposits	(4,000)
Accounts payable and accrued liabilities	149,973
Customer deposits	6,800
	\$ 88,450

19. Financial Risk Management

Management's risk management policies are typically performed as a part of the overall management of the Corporation's operations. Management is aware of risks related to these objectives through direct personal involvement with employees and outside parties. In the normal course of its business, the Corporation is exposed to a number of risks that can affect its operating performance. Management's close involvement in operations helps identify risks and variations from expectations. The Corporation has not designated transactions as hedging transactions to manage risk. As a part of the overall operation of the Corporation, management considers the avoidance of undue concentrations of risk. These risks and the actions taken to manage them include the following:

Credit risk

The risk of financial loss in the event of failure of a customer or counterparty to a financial instrument to meet its contractual obligation is defined as credit risk. The Corporation's principal exposure to credit risk is in respect to its accounts receivable. In order to reduce the risk on its accounts receivable, the Corporation has adopted credit policies which mandate performing an ongoing credit review of all its customers and establishing allowances for bad debts when the amounts are not collectible. The allowance for bad debt at March 31, 2021 was \$Nil.

Due to the nature of the Corporation's operations, Management considers accounts receivable outstanding for 90 days or less, to be current amounts. Over 90 days are also considered current, if extended terms exist and security is provided, or amounts are subject to contract restrictions and performance markers. The aging of the Corporation's accounts receivable at March 31, 2021 is as follows:

	Current	Over 90 Days	Total
Aging of accounts receivable at March 31, 2021	\$ 26,306	\$ -	\$ 26,306

19. Financial Risk Management (continued)***Currency risk***

The Corporation is exposed to currency risk as a certain portion of sales and expenses are incurred in US dollars resulting in US denominated accounts receivable and accounts payable. These balances are, therefore, subject to gains and losses due to fluctuations in that currency in relation to the Canadian dollar.

The Canadian dollar equivalent amounts of the balances denominated in US funds at March 31, 2021 are:

	<u>\$</u>
Cash	371

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's only interest-bearing financial instrument is the GIC that it holds as at March 31, 2021 at a fixed rate of interest.

Liquidity risk

Liquidity risk is the risk that the Corporation cannot meet its financial obligations associated with financial liabilities in full. The Corporation's main sources of liquidity are its operations and equity financing. The funds are primarily used to finance working capital and capital expenditure requirements and are adequate to meet the Corporation's financial obligations associated with financial liabilities.

The timing of cash outflows relating to the financial liabilities are outlined in the table below:

March 31, 2021	< 1 year	1-2 years	3-5 years	Thereafter	Total
Accounts payable and accrued liabilities	\$ 149,973	\$ -	\$ -	\$ -	\$ 149,973
Lease liability	48,598	39,898	-	-	88,496
Customer deposits	6,800	-	-	-	6,800
Balance	\$ 205,371	\$ 39,898	\$ -	\$ -	\$ 245,269

19. Financial Instruments

Fair Value

For all current assets and liabilities, the difference between cost and fair value is assumed to be negligible due to the short-term maturities of these items. The following table provides a summary, by class and level on the fair value hierarchy, of the financial assets and liabilities that are measured at fair value, together with the carrying amounts included in the consolidated statements of financial position, as at March 31, 2021 and December 31, 2020:

	March 31, 2021		
	Level	Carrying amount	Fair value
Financial assets			
<i>Amortized cost</i>			
Accounts receivable		\$ 26,306	\$ 26,306
<i>Fair value through profit and loss</i>			
Cash	1	2,506,375	2,506,375
Funds held in trust	1	114,671	114,671
Guaranteed investment certificate	1	4,000,000	4,000,000
Listed common shares	1	125,750	125,750
Unlisted common shares	3	100,003	100,003
Financial Liabilities			
<i>Amortized cost</i>			
Accounts payable and accrued liabilities		149,973	149,973
Lease liabilities		88,496	88,496
December 31, 2020			
	Level	Carrying amount	Fair value
Financial assets			
<i>Fair value through profit and loss</i>			
Cash	1	\$ 10	\$ 10

The Corporation uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- (i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (ii) Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e., derived from prices); and
- (iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Interest from financial instruments is recognized in finance costs.

20. Capital Disclosures

There are no restrictions on the Corporation's capital. The Corporation's capital is summarized as follows:

	March 31, 2021	December 31, 2020
Equity	\$ 9,571,925	\$ 10

The Corporation's objectives when managing capital are to:

- maintain financial flexibility in order to preserve its ability to meet financial obligations;
- deploy capital to provide an appropriate investment return to its shareholders in the future; and
- maintain a capital structure that allows multiple financing options to the Corporation, should a financing need arise.

The Corporation's financial strategy is designed and formulated to maintain a flexible capital structure consistent with the objectives stated above and to respond to changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Corporation may raise debt (secured, unsecured, convertible and/or other types of available debt instruments) or refinance existing debt with different characteristics.

21. Related Party

Related party transactions include transactions with corporate investors who have representation on the HTC's Board.

During the Period, the Corporation paid \$7,968 for legal services for a law firm that a director is a partner of. As of March 31, 2021, there are \$Nil amounts owing to the law firm (December 31, 2021 - \$Nil).

Clearview Financial Services Inc. ("**Clearview**") is a related party due to one common director. During the Period, the Corporation paid \$18,750 in consulting and \$2,400 in rent expense. At March 31, 2021, there are amounts payable of \$7,477 (December 31, 2020 - \$Nil).

KF Group of Companies ("**KF Group**") is a related party due to one common director. During the Period, the Corporation paid \$5,940 in rent expense.

HTC Pureenergy Inc. ("**HTC**") is a related party due to common directors. On January 27, 2021, Delta completed the purchase of assets that form the existing clean energy business of HTC for an aggregate consideration valued at \$3,000,000 (see Note 5). During the Period, the Corporation paid \$1,050 to HTC in Information Technology expense.

The Corporation has identified all of the directors and officers as its key management personnel. During the three-month period ended March 31, 2021, the Corporation did not incur transactions with directors and officers, or companies that are controlled by directors or officers of the Corporation, other than disclosed above.

22. Key Management Compensation

The remuneration of key management personnel included in the Statements of Loss were:

For the three months ended	March 31, 2021
Operating wages and consulting	
Salaries and short-term benefits	\$ 38,477
Consulting	21,150
Total key management compensation	\$ 59,627

The key management personnel of the Corporation consist of the executive officers and members of the Board. Key management personnel include those persons that have the authority and responsibility for planning, directing and controlling the activities of the Corporation, directly and indirectly.

The Corporation has an employment agreement with its Chairman and CEO, and CFO, and a consulting agreement with its President. Yearly compensation is paid in accordance with the remuneration package agreed upon by the disinterested board of directors and the individual respectively. Under the employment agreement, the Corporation may terminate the agreement without cause, and the employee may terminate for good cause, and in both instances: (i) the Corporation shall be liable to pay, in lieu of notice, or any combination of both, a severance equal to 36 months, based on the base salary and bonus commitments; (ii) all unvested Stock Options and/or RSU will immediately vest and be exercisable. In the event of a change in control, all unvested securities granted or issued shall automatically vest and, at the option of the employee, the employee may resign and be entitled to a lump sum payment equal to the value of his base salary and any bonus, equal to 36 months.

During the Period, no director fees were paid. In addition to their salaries, senior management and directors also participate in the Corporation's share-based compensation plans.

23. Subsequent Events

COVID-19

Subsequent to and during the Period, there was a continued global outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on Delta as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence.

These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, the Corporation anticipates this outbreak may cause reduced customer demand, supply chain disruptions, staff shortages, and increased government regulations, all of which may negatively impact the Corporation's business and financial condition.

Share issuance

On April 16, 2021, the Corporation completed a third tranche of the Private Placement consisting of 173,000 Units at a price of \$0.20 per Unit for gross proceeds of \$34,600. Each Unit was comprised of one common share and one-half of a common share purchase warrant. Each whole Warrant is exercisable to purchase one additional common share at an exercise price of \$0.50 for a period of 48 months after its issuance. The common shares issued pursuant to the third tranche of the Private Placement are further restricted from trading until four months and a day from the later of April 16, 2021, and the Liquidity Event.