

(0:00 - 4:08)

This presentation will include forward-looking statements. It's very important for investors especially to understand the risk involved with considering those. On our website and in all of our public filings there is detailed legal language around what to consider in relation to forward-looking statements.

Hi, everyone. Thanks for listening to this management update for Clean Energy Transition, Inc., formerly known as Rogue Resources. This is being recorded on June 12th. I'm Sean Samson, President, CEO, and a Director of your company.

On this recording we plan to do four things:

First, I'll reflect on the company's **history** since 1985.

Second, I'll discuss **what the company currently has available to it**.

Third, I'll explain the company's **pivot to a new broader focus** looking at opportunities across the evolving energy transition.

And finally, I'll try to **answer some questions** which came in through transition.inc and directly to info@transition.nc.

Basically, today will be about where we've been, where we're at, and where we want to go.

Okay, let's start with the **History**, and I promise this isn't going to be detailed, but the main thing is that transition.inc has a history starting back in 1985. Many years of trying to make money for shareholders from putting their money into the ground, and exploration and development with various metals, but with mainly a critical minerals focus even before the term was broadly used.

That history includes exploring for high purity iron, nickel, and the part of the portfolio we talk a lot about today- the high quality silica quartz that goes into silicon metal. It's neat to note that as of this week all three of those are now on the Canadian Critical Minerals list.

The current management team took over in 2016. We inherited the Silicon Ridge project in Québec, and we threw ourselves into the wonderful world of silica quartz and the silicon metal that it can make. Former management have been attracted to Québec related to the then planned new silicon plant to be built in Port-Cartier by the European company Ferroatlántica. This would have been a similar though more modern plant than the silicon metal operation in Bécancour operated by the U.S. company Globe Specialty Metals or the Chicoutimi Ferro silicon plant owned by Elkem.

The Québec government had attracted Ferroatlántica to Port-Cartier and was putting the full force of what's referred to as 'Québec Inc.' behind making sure that it would have silica quartz to feed that plant, attracting companies like ours to explore for the feed metals through marketing and even initial investment in exploration companies. Our company took the bait, raised additional money to explore, and discovered and advanced the Silicon Ridge to become an enormous silica quartz deposit.

In that same time though Ferroatlántica and Globe merged to form FerroGlobe. That meant that the Bécancour plant was to be operated by steadier hands but putting the Port-Cartier plant onto the shelf, where it remains. That commercial blow seemed sustainable though because Silicon Ridge was the continued geological trend of a privately owned quarry which had been supplying Bécancour for decades.

We felt our project would be the natural next supplier when their deposit became more expensive but then we were refused the advance out of our exploration to operation in Québec with the province blocking us as part of the larger woodland caribou issue. Even though the company had received multiple

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rounds of permits from the province for exploration and all the spending that goes with that, and our spending was over \$5 million in the process- we were refused. We had thousands of man hours in the field, nobody had observed these animals, and the province refused to share with us location data they claimed they had from the very few remaining woodland caribou that they had collared.

(4:09 - 5:48)

I won't belabor that today, it's all outlined *ad nauseum* in our filings, plus it is not good for my health. As it stands we have a world-class asset in Québec ready to go for supplying something that has just been designated critical. Our project plans made enormous changes to adapt to any concerns, none of which are done at the neighbours who continue to operate today unchanged, and yet we were refused by the province.

From that Québec experience we had an excellent understanding of the market mechanics for silicon metal and the importance of these plants sourcing low impurity material, and we acquired an Ontario project, Snow White, west of Sudbury. We advanced this along and had been slower to bring this into operations than we'd hoped. That's on us, it's commercial, it's not a function of permitting in Ontario.

To compare the two assets though, in Québec- Silicon Ridge is massive, and as mentioned- the continued geological trend from the historic supplier of the Béconcourt plant. At its simplest we would start in the near surface high grade pockets that they quarried out years ago. In Ontario we have such low levels of key impurities that some labs have never seen the results that we have for Snow White.

It's smaller than Silicon Ridge but we still have over a kilometre long trend, and also it's a bit further into the Great Lakes, meaning from a logistics perspective it's further from Bécancour, but it's closer geographically to US demand.

So separate the silica, there were a couple of other moves our company made in my time. The first was using project debt to acquire operating dimensional limestone quarries in southern Ontario.

(5:49 - 7:49)

We had felt this was an opportunity for us to apply our technical knowledge and being able to make money from the ground with a commercial ability to identify and sell to customers. This had some success and was briefly cash flow positive, but then we were hit hard by the triple whammy of:

-the pandemic,

-plus cost inflation on our fuel and labour, and with minimal pricing power we weren't able to pass along our rising costs to higher prices as quickly as we wanted because the large customers bought from multiple sources. They played us off against larger lower cost competitors,

-And then the third part of the triple whammy was rising interest rates, which made our non-bank project debt crippling expensive.

The other major move that our company made was to spin out our then non-core nickel assets into a new company, EV Nickel, which eventually went public with our company as an investor, and we shareholders were able to realize some value from that, which had previously just been a non-core asset for our company.

So that was a quick drive by the almost 40 years of the company being around, tried to do that in six minutes, but over that time there was a phenomenal amount of learning.

I'll highlight a few of the lessons that our Board takes with us as we look ahead:

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First- you can't rely on a single asset or business to generate value. It's a balance because things need to obviously be connected and we need to bring something to the table, but I don't want to be in a position again like when the Québec bureaucrat told me that our application was refused, and she then asked me what else we had going on. That was a surreal moment and one that still haunts me, as I had thought I understood in the moment what she had said, but then still asked my colleague a few times to make sure my mental translation from the French was correct. Here she was, telling me this project was done and asking me what else I had going on. Of course that was of no real interest to her, she was just making conversation, but again we'll always be looking for more opportunities.

(7:50 - 8:38)

Second lesson- nothing earth-shaking on this one, most people understand this. The market for and model of micro-cap companies like ours being able to: raise risk capital, get results, raise again at a higher valuation, etc. is over. There are many reasons for this and folks point to quick changes to help the situation, but perhaps different than what others feel, because everybody points out that the market is broken, but from my perspective I don't think there are quick fixes. It's a fundamental break in the environment and companies like ours need to adapt for our shareholders. The old model is not coming back. Like my teenage kids say, nobody cares. Those are words to live by when you're trying to grow a market, a micro-cap. So, you need to build value, not just news, because again nobody cares.

(8:40 - 11:11)

Third- and related to the *environment has changed* thing, our Board comes back to a simple math. Owning some percentage of something with actual value versus owning all of something with no true value is better. This is of course simple math when you think of it, but it is fundamental for a growth of a company like ours. We can rely on this belief to partner ourselves along for growth, with customers, with operators, with whomever. Just get moving.

Now let's get into **what the company currently has available to it.**

So, from our Board's perspective we have a few foundational pieces of the puzzle:

First- we have a strong cash position with good runway. As of our last financial statements for the end of January quarter we had over \$2.5 million of cash and at the time, \$1.6 million of EVNi share value. Close followers of the company will know that our Board had a rigorous set of controls in place to make sure that the EVNi shares were correctly managed because of the clear conflict between the two companies- with the shared directors and officers. That has all been documented extensively in our filings. The EVNi shares have been under control of two unconflicted directors, but as of my leaving EV Nickel in March, I have now joined that group. The three of us believe that it is not in the best interest of a microcap to own the shares of another microcap, but of course we're not going to tip our hand of when or how we would offload those shares because we want to make sure we maximize the return for our shareholders. Regardless, those shares do a nice job of helping buttress our cash position and importantly we run cheap on our G&A, so even the cash we had last quarter represents years of future runway.

Second- and somewhat related to the proceeds from past sales of EVNi shares and our disposition of the stone quarries themselves, we've managed to clear the project debt we had related to the quarries themselves and pay back some creditors- mainly a couple key suppliers, former law firm and our auditors with whom we've settled, plus management for the years of missed compensation when we weren't being paid. We're still sorting through the final details of trying to settle the leased quarry equipment which has all been sold and the proceeds are going back, to settle those leases, but without the project debt and the vendor mortgage that we announced the other day- it's a much better balance sheet.

(11:11 - 12:25)

We have 36 million shares trading and 40 million shares fully diluted. Management, family and insiders own a big chunk of that and the total is something our Board wants to keep a manageable level and something we'll likely be more creative on going forward, looking to bring partners into subsidiaries and not dilute up at the parent company.

Fourth- one of the reasons I ran through the history to start this update today is to provide the background for the next major foundational piece. There's almost \$30 million we have in tax losses. That's of course split between operating and capital, but it's something we'd like to take advantage of as we prioritize getting cash flow into the company going forward.

Fifth- and perhaps this should have been first, we have a strong team that is very good at generating opportunity. We're nimble and hopefully we can generate shareholder value. We don't run expensive, but I'm confident saying the group we have across management and the Board plus advisors and those that we have access to more broadly, that sets us up really well to go after some opportunities. Now let's get into talking about **where we're headed and begin explaining our pivot** to a broader focus, looking at opportunities across the evolving energy transition.

(12:27 - 14:19)

To start, I'd like to make sure that people follow the breadcrumbs here, that our new focus on the energy transition has really been in much of the company's DNA since the start.

In terms of assets today, we have the two wonderful silica quartz projects. The silica and high quality quartz is used to make silicon metal. This is a key component in modern car frames and solar panels. It's really neat to me that soon after we finalized this pivot and launched our website, which happened on Friday, that the federal government put silicon metal on the critical metals list this week. We have been telling them and advising them of the importance of silicon metal for years. I personally mentioned that to Jonathan, the minister- we used to work together. We're just one voice of many though, and they hear it from all sides. It really is crucial to these parts of our economy we're committed to for growth- modern vehicle manufacturing, new solar panel generation.

We're working on advancing both projects towards production, working closely with potential buyers of the high quality quartz and local contract operators. As we've said, transition.inc is targeting to produce quartz in 2024.

Beyond those assets, we're looking for more- transition.inc is looking for low carbon production opportunities in critical minerals.

Our Board believes that the transition to cleaner energy will depend on critical energy transition minerals, minerals like copper, lithium, nickel, cobalt. These are essential components in many of the new clean energy technologies and required infrastructure. That's from wind turbines to grid refurbishment to electric vehicles.

We'll be seeking those opportunities through creative means and using creative structures. I look forward to updating everyone as that plan evolves. And then more broad than that is the really interesting stuff.

(14:19 - 15:20)

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The opportunities that shake loose from the rapid change of the energy transition, and they're very exciting. Leveraging experience across our Board, our management team, and our advisors, we're looking at opportunities across supply, demand, and related energy services. Finding opportunities to apply what we know and some of what we have, to get access to really interesting opportunities.

It's neat because when you hang out your shingle, as they say, when you put up a new website and ask for potential opportunities like we have, lots come in. It's exciting and we're making our way through those now. I recognize that we may be a bit vague on the details of what we're doing beyond the silica quartz, but I promise more details will come as things develop.

Now let me move on to the **questions**. Again, many questions came in through the website and also directly into the company.

Let me start with one that came from a European investor.

(15:20 - 16:53)

What's the deal with the silicon metal market? Are the Iceland projects dead?

The deal with the silicon metal market is it's been caught up in this whole nearshoring and protectionism thing- which we see more broadly across the metals complex. Specifically, within silicon metal, it's a key component, as I've said a few times on this discussion, into new car frames and also for photovoltaic generation, so solar panels. Those things are growing. Demand is up. With protectionism and the nearshoring impact, I think North American production of silicon metal has positive dynamics.

You asked specifically about Iceland. For folks that are perhaps new to the company- that question may come up as a bit of a surprise. A few years back, we were spending extensive time, including signing LOIs with companies in Iceland, which, because of the energy intensity of being able to make silicon metal, where basically you take great quality silica quartz and you cook it- so you need low cost energy for that. And that's one reason why they do it in the province of Québec. But it's another reason why they also do it in Iceland. And there had been plans for a few new silicon metal plants. One was built and mothballed. Another was built and continues to run. And a third remains on the back burner. So, sort of like Port-Cartier, the third one in Iceland, and frankly, the other one in Iceland as well, are both frozen up.

(16:54 - 19:08)

That's not our focus, Iceland right now. We're instead in conversation right now with potential buyers in North America. That brings me to the next question I'll answer from a North American investor.

Are you serious about producing quartz this year? Do you have a buyer in mind?

Yes, we are in touch with buyers, and I promise you we have been doing this for years. But it frankly has really sparked up interest over the past six weeks.

I will be back in Sudbury later this month visiting with one of the North American buyers. So this is real. And it has moved from the point of them going through our lab results, multiple buyers receiving small samples from the site. Now we're doing site visits. And I hope to be producing some quartz this year, as we say. What that will look like first, if successful through this next stage of site visits and them really rolling up their sleeves on our data, we'll send over to their plants, I hope this year, bulk samples, which would be great, because I'm very confident of our quartz.

We'd get started, of course, with the one we could start on tomorrow- Snow White. That has such super low impurities, as I mentioned earlier, that it really opens people's eyes. Snow White would be our immediate focus, but we're also working, I promise you we're working, in Québec to try to figure out how we can unlock value from that asset.

Because as I said earlier, we think it's a wonderful potential supply, which needs to get tapped into.

Okay, next question from a North American investor.

Tell us about this new mining claim.

So yes, thank you for that question. We mentioned as part of our news release on Friday that we had acquired a mining property. It's an exploration property, and it's pretty early stage. You know, we do these things and we announce them when we do them. It's not always sort of part of the strategic flow of our news, let's say. But as I just ran through, we've got the silica quartz those of course, are mineral assets. Plus we're looking at critical minerals. And then we're going to look at opportunities beyond that as well.

(19:08 - 21:00)

So the move we made on Friday fits into that strategy, but it's early stage. And it's still to be determined necessarily, you know, what we do next and where that asset goes. So, I'm not going to disclose much about that. There's also, you know, I'd mentioned as well that we shut down the stone business in Southern Ontario. But this doesn't get us out of that space. Sorry if I fumbled on that response but you know- wait and see. And we'll talk more about how the mining property fits into our go forward strategy.

Okay, next question also from a North American investor.

Is it true that you're looking at carbon capture?

Sure, we are as we look at opportunities beyond just the silica quartz and other critical minerals. We're looking at lots of ways that we can take advantage of the changes with the energy transition. One of them would be the value you get from carbon credits.

I think what the questioner is referring to here specifically, is work that I did in my time running EV Nickel. Of course, I'm not involved in that company any further. But carbon capture is frankly part of what most miners in North America are looking at and we'll continue to have that on our radar as well. I should also mention that other innovation that we've done in the past in our mining life. Paul Davis and I have worked together for close to 15 years now and 'innovation' most recently would have been work we did on bioleaching and carbon capture. But frankly, the bioleaching thing has been in our wheelhouse for close to 15 years. And also other innovations, which we have not talked about in the last few years.

(21:00 - 23:11)

But these are now front burner for me and for Paul, as we're working with transition.inc, trying to figure out how we can unlock more value. So in response to your question, yes, we are looking at carbon capture and we're not limiting ourselves to any specific new technologies but there's a huge amount of opportunity there in applying new technologies into our space.

Next question from a North American investor specifically about Paul.

What is Paul's involvement in transition.inc's future?

Unfortunately, it's only me on the call today. I would blame that on scheduling, it's more on Paul's tied up today and he's feeling a little under the weather. But, as people who followed this company for years would know, ordinarily we do these updates together. Just today, the logistics of it didn't work. Paul still remains very involved in the work with us at transition.inc. I think the question is specifically in relation to how Paul and Travis, our CFO, also continue on at the other publicly traded company- EV Nickel. They do have dual duty and they'll continue in dual duty. I am 100% focused on transition.inc and Paul and Travis continue to work with me on transition.inc. Paul especially is a wonderful technical asset for us to have. And as we go down the path, especially in additional mineral properties, but also as we look at more broadly opportunities that turn up because of the energy transition- Paul has a huge amount of expertise and experience in those areas. So, we'll continue to work on that. But as I'd mentioned earlier, specifically

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around the EV Nickel share ownership, we also make sure we have very clear walls to protect those guys from any potential conflict from their other jobs. But the team remains in place. And again, I'm very comfortable with the skills that the team has.

Next question, actually a couple of questions. Tell is about...

the Transition Inc. cash position and then how many shares of EV Nickel the company owns.

(23:12 - 24:39)

Starting with the cash position, I'm not going to disclose our intra filing cash position. I referred earlier to our last filing, which was from the end of January quarter. Since then, we spent down a bit of money on additional creditors and we've run some G&A. But again, we're in a very strong cash position over on the EV Nickel share side. We have the last two tranches coming off of escrow. One came off earlier this month, a million shares. Those have not been traded. And then in December, we have another, the final million shares that come off escrow. And we own more than those two million as well. So again, I'm not going to tip our hand about how many shares we have right now of EV Nickel, because as I'd mentioned before, we want to make sure we maximize the return for the transition.inc shareholders in regards to that position. But also, as I mentioned before, we members of the unconflicted Board feel that a microcap shouldn't spend its time or its resources owning shares in another microcap. But we're trying to do that delicate dance of maximizing the return for the transition.inc shareholders.

Next question, also from a North American investor.

(24:40 - 24:52)

Tell us about developments regarding Silicon Ridge and the pressure with the projects. Also, as per recent news, no caribous in the area. They've all been moved away to a protected area.

(24:53 - 26:30)

So yes, I've touched on Silicon Ridge already. It remains frozen. We are in contact on that asset. We're taking a very creative approach on that, and I hope to have news on it soon. The point about no caribous in the area, you know, the irony there is I think there were never any caribous in the area. But I think when you say the ones moved to a protected area, I believe you're referring to the other herd, which was even more absurd.

The one west of the mining area to our north, where they helicoptered to a glorified zoo, that herd of caribou. So we are south of the river where we are in Québec. It's a separate herd, but across an enormous land package in a land area, there are very few caribou that the province can refer to. And as I mentioned before, they have told us they have collar data, but they would not release it to us. You know, a conspiracy theorist may say it's because the data they had showed that, a) there were so few caribou, and b) they perhaps weren't anywhere near our land. But again, the province never, as we've repeated on our filings, the province has never shared with us that location data.

On Silicon Ridge, I'm repeating myself here, but we continue to try to work. And one of my goals there is to try to unlock value for shareholders from that asset.

Okay, next question from a North American shareholder.

(26:32 – 30:23)

On Snow White, how much capital would be required for development there?

On Snow White, that has a logging road all the way into it. And it's permitted now. And what we would probably do to get Snow White up and into operations is leverage a partnership strategy, likely bring in

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some sort of contract operator. But specifically to your question about capital requirement, I would anticipate that we work with a contract operator. So it would not be an owner fleet, for example. And in terms of capital development, upgrading of the road is always required. But we can drive road trucks all the way up to the quarry face. And we have multiple times this year. It would require an investment but I will say that we would plan to leverage partners towards that investment. Hopefully that helps answer the question about how much capital would be needed.

Next question, from a North American investor on Silicon Ridge...

the April 1 2021 news release, running through the history of the project and the dealings with the province, you referred to how the company plans to explore all legal options open to it. Are you able to provide an update on the status of those negotiations?

So yes, we are not directly with the province, the province is not very interested in advancing those discussions. But we're working with other groups to try to understand if there are possible workarounds. And again, I've mentioned creative approaches there to try to unlock value.

Next question from an Asian investor. *Do you plan to do any investor marketing?* Oh, and I should combine this with the next one from a European investor. *When are you coming back to Europe for marketing?*

Okay, so one straightforward question. Sorry I mean, one straightforward answer for both of those. One of our focuses on trying to do things a little differently, is we're going to be doing our investor relations differently. I'm really trying to focus on no paid promotion. The company and the Board has agreed that we want to keep our G&A as tight as we can to be able to extend that runway for as long as we can. We're trying to run as hard as we can, actually building a business and pulling together value and then allowing the value to speak.

One of our mantras is this this idea that nobody cares. So we're not scrambling for news and then talking about the news because we think that the model itself is broken and I would roll into that- spending expensive money on promotion, paid promotion, and travel especially to go out and tell the story. We run as cheap as we can and we were doing that even with paid promotion. I say that as, you know, Paul and I splitting a room in youth hostels when we would travel to Europe. We're not even going to be doing that anymore. Our real focus is trying to pull together a story that's able to lead to value and then draw people into the value. If our equation becomes 40 million shares fully diluted and we're able to move various streams of business along, I think that people will be drawn to that. We've clearly been wrong before. I'm sort of reading the room on the investor side but in response to these questions and paid promotion, and hitting the road for investor marketing, we are going to try and minimize that as much as we can. So our focus is, in the business and trying to generate as much value as possible and having as clear and as simple an avenue open, to investors to be able to direct questions to us.

(30:24 -31:35)

So thanks everyone for listening to this call. Again, we received a huge number of interactions through the website. Not only these questions I've just run through but lots of ideas and potential opportunities have come in. And I'd encourage anyone with questions going forward to reach the team through the website, transition.inc or directly, through the email info@transition.inc. I mentioned we are going to try and do things differently in terms of relations with investors, that's one of the things- we will keep that line of communication open. I will try to post responses to questions so folks can see in a searchable index. There's a company called Constellation Software, that does IR in a very interesting way. A close colleague of mine helps run that company, he's an investor in our company as well, and I think what they do cuts through a lot of the noise and should allow investors to see where the value is and again, that's where our focus is going forward. We are trying to focus on the business and trying to generate some value and attract investors in that way.

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Again, thanks very much and take care.