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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-KSB

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For Fiscal Year ended September 30, 2003

Commission File Number 0-30285

ENERGY VISIONS INC.

(Name of small business issuer as Specified in its Charter)
Issuer's telephone number: (905) 764-9457 ext 237

Delaware	
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

30 Pollard Street, Richmond Hill, Ontario, L4B 1C3, Canada
(Address of Principal Executive Offices) (Zip Code)

Securities registered pursuant to Section 12(b) of the Act: None

**Securities registered pursuant to Section 12(g) of the Act:
Common Stock, par value $.0001**

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past ninety (90) days. Yes [X] No[]

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-8 is not contained in this form, and no disclosure will be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [ ]

The aggregate market value of voting and non-voting common equity held by non-affiliates of the Registrant as of December 31, 2003**:** $2,207,494

The number of shares outstanding of Issuer's Common Stock as of December 31, 2003: 27,698,852

Transitional Small Business Disclosure Format: Yes [ ] No [X]

State issuer's revenues for the most recent fiscal year: $0

SEC 2337 (12/03) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

PART I

ITEM 1. BUSINESS

Important background information

Before carefully reading the substantive parts of this section, there is some background information about us that you should know. We feel this information will help you understand us a little better and will make the following sections more meaningful.

The Company was incorporated on June 24, 1996, under the laws of the State of Delaware under the name O.P.D. Acquisitions, Inc. Pursuant to a share exchange agreement dated September 30, 1997 (the "EVI Canada Share Exchange Agreement"), the Company acquired all of the issued and outstanding shares in the capital of Energy Ventures Inc. (Canada) ("EVI Canada"), a company incorporated under the laws of the Province of Ontario, on November 19, 1996. On October 27, 1997, the Company filed articles of amendment to change its name to Energy Ventures Inc. On July 23, 2001, the Company filed articles of amendment to change its name to Energy Visions Inc.

The registered office of the Company is located at 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808. The principal business office of the Company is located at 30 Pollard Street, Richmond Hill, Ontario, L4B 1C3, Canada.

The following chart depicts the corporate structure of the Company together with the jurisdiction of incorporation of the Company's direct and indirect wholly-owned subsidiaries.

Energy Visions Inc. (Delaware)

100%

Energy Ventures Inc. (Canada) (Ontario)

100%

Energy Ventures International Inc. (Barbados)

As used in this filing, except as otherwise required by the context, reference to the "Company" or "Energy Visions" means Energy Visions Inc. and its direct and indirect subsidiaries.

Forward-looking Statements

The following discussion should be read in conjunction with the financial statements and related notes which are included elsewhere in this Report. Statements made below which are not historical facts are forward-looking statements. Forward-looking statements involve a number of risks and uncertainties including, but not limited to, general economic conditions, our ability to complete development and then market our products and services, competitive factors and other risk factors.

Overview

Energy Visions is involved in the research and development of technology for use in the commercialization and manufacturing of fuel cells and batteries. The Company has proprietary interests in technologies relating to direct methanol fuel cells ("DMFC"), Nickel Zinc batteries and Zinc Carbon (bromine complex) rechargeable batteries. The Company is currently focusing its efforts primarily in the development of its proprietary DMFCs and the commercialization of its Nickel Zinc battery technologies.

A fuel cell is a device that combines hydrogen and oxygen to generate electricity through an electrochemical reaction. The hydrogen used in the process is derived from fuels such as methanol, natural gas, propane, or other petroleum products and the oxygen is drawn from the air. Unlike a battery, a fuel cell does not run down or require recharging. A fuel cell will produce energy in the form of electricity and heat as long as fuel is supplied. In any fuel cell system, the hydrogen must be extracted from the fuel. The Company is currently developing a DMFC at its Calgary, Alberta research facilities. The difference between a DMFC and other fuel cell systems is that in the DMFC, an anode catalyst extracts the hydrogen from the fuel (methanol) whereas other fuel cell systems require a "fuel reformer" to extract the hydrogen from the fuel. The use of a fuel reformer reduces the fuel cell efficiency and increases its cost. The Company believes that the elimination of this component, together with catalyst reduction and heat management associated therewith, will reduce the ultimate cost of producing a commercially viable fuel cell system. The Company also believes that its proprietary DMFC technology offers a realistic opportunity to commercialize a fuel cell technology that is ahead of the competition and will have fewer barriers to market entry.

The Company is also currently developing a Nickel Zinc rechargeable battery which it believes is able to compete on cost and performance, and address certain environmental concerns associated with Nickel Cadmium batteries. Nickel Cadmium batteries have gained worldwide acceptance for use in a wide variety of applications, including use in telephones, computers, power tools, cameras, and emergency lighting. However, Nickel Cadmium batteries have certain inherent disadvantages, including but not limited to, poor charge retention, memory effect (the property of Nickel Cadmium batteries that cause them to lose, over time, their capacity for full recharging), and environmental concerns due to the toxicity of Cadmium.

The Company intends to manufacture critical components of DMFCs and become a major supplier to certain ultimate fuel cell product manufacturers. The Company anticipates that test quantities of its Nickel Zinc batteries will be available in the fourth quarter of calendar 2004 provided the Company has sufficient funds to advance its research and development activities.

On October 24, 2003, subsequent to September 30, 2003, and referred to in detail below under ‘Significant Acquisitions and Significant Dispositions’, the Company acquired a 49.6% shareholding in Pure Energy Inc. (“PEI”), which company, through Pure Energy Battery Inc., now named Pure Energy Visions Inc., owns and operates a technologically advanced battery manufacturing facility located in Amherst, Nova Scotia (the "Amherst Facility") which has a capability of making more than 100,000,000 batteries annually. At the date hereof , the Company owns 47,664,961 common shares representing approximately 49.6% of PEI which is administered by a 3 person Board of Directors of which the Company can currently nominate one director only.

Business Strategy

The Company's principal business strategy is to accelerate the research, development and commercialization program of the DMFC. The Company believes that its proprietary DMFC technology offers a realistic opportunity for the Company to commercialize a fuel cell technology that is ahead of the competition and will provide a superior product that has fewer barriers to market entry. As part of its business strategy, the Company will also continue to focus efforts on its battery technology programs to continue to commercialize such technologies and obtain revenues from licensing fees.

Continued Research and Development. The Company intends to continue its research and development of technology relating to DMFC's and the manufacture of key components of DMFC's.

Development of Strategic Alliances. The Company will continue to pursue relationships that add value to its development of DMFC's. The Company believes that success in the fuel cell market will depend on alliances with synergistic companies that enable the Company to access new technologies and markets.

Manufacture of Key Components. The Company does not intend to become a manufacturer of the final fuel cell product at this time. The Company plans, however, to manufacture critical components of the fuel cell for supply to the ultimate fuel cell product manufacturer. The Company recognizes that a manufacturing supply network already exists for the markets the Company intends to enter. In an attempt to capture market share, the Company intends to transfer the manufacturing of the final product under license to companies that already supply the target markets. The Company will then become a supplier of components to the ultimate fuel cell manufacturer.

Development of Battery Technology. To date, the Company's activities have been the development and commercialization of technologies for the battery market. The Company intends to continue its development efforts of its battery technologies and obtain revenues from licensing fees and royalties.

Fuel Cells

A fuel cell is a device that combines hydrogen and oxygen to generate electricity through an electrochemical reaction. The hydrogen used in the process is derived from fuels such as methanol, natural gas, propane, or other petroleum products and the oxygen is drawn from the air. Fuel cells forego the traditional extraction of energy in the form of combustion. Instead, fuel cells chemically combine the molecules of a fuel and oxidizer without burning, dispensing with the inefficiencies and pollution of traditional combustion. In principle, a fuel cell operates like a battery. Unlike a battery however, a fuel cell does not run down or require recharging. It will produce energy in the form of electricity and heat as long as fuel is supplied.

As designed by the Company, hydrogen fuel is fed into the anode of the fuel cell. Oxygen (or air) enters the fuel cell through the cathode. Encouraged by a catalyst, the hydrogen atom splits into a proton and an electron, which take different paths to the cathode. The electron flows through an external circuit creating an electric current. The proton passes through the electrolyte and combines at the cathode with the electrons and oxygen from the air, to form water and generate by-product heat.

In any fuel cell system, the hydrogen must be extracted from the fuel. The difference between a DMFC and other fuel cell systems is that in the DMFC, the anode catalyst itself draws the hydrogen directly from the methanol fuel whereas other fuel cell systems require a "fuel reformer" to extract the hydrogen from the fuel. Energy Visions is involved in the research and development of technology for use in the manufacture of fuel cells and batteries. The use of a fuel reformer reduces the fuel cell efficiency and increases its cost. Therefore, the Company believes that the elimination of this component, together with catalyst reduction and heat management associated therewith, will reduce the ultimate cost of producing a commercially viable fuel cell system.

Types of Fuel Cells

There are several types of fuel cells, each of which is distinguished by the type of electrolyte material used. Certain types of fuel cells are better suited for use in particular applications depending on their performance characteristics. The following is a description of the predominant types of fuel cells:

Solid oxide fuel cells. Solid oxide fuel cells usually use a hard ceramic material instead of a liquid electrolyte, allowing operation at extremely high temperatures (1,000 degrees Celsius). Solid oxide fuel cells are appropriate for large, high-powered applications including industrial and large-scale central electricity generating stations. Solid oxide fuel cells require significant time to reach operating temperatures and to respond to changes in electricity demand.

Alkaline fuel cells. Alkaline fuel cells use alkaline potassium hydroxide as the electrolyte. Alkaline fuel cells have been used by NASA in space shuttle programs to power electrical systems and are suitable for small scale aerospace and defense applications. Commercial use is limited as alkaline fuel cells operate with pure hydrogen and pure oxygen, or air from which the carbon dioxide has been removed.

Phosphoric acid fuel cells. Phosphoric acid fuel cells use corrosive liquid electrolyte and operate at high temperatures (200 degrees Celsius). Phosphoric acid fuel cells are the most commercially developed type of fuel cells and are presently applied in hospitals, nursing homes, hotels, office buildings, schools, utility power plants and airport terminals. The principal use of these systems is expected to be mid-to-large stationary power generation applications. The corrosive liquid electrolyte and high operating temperature require complex system designs and negatively impact operating life of the fuel cell and cost.

Molten carbonate fuel cells. Molten carbonate fuel cells operate at even higher temperatures (650 degrees Celsius) which enables them to operate on unreformed fuels. Their system design is more complex than phosphoric acid fuel cells due to their higher operating temperature and utilization of a molten electrolyte. They require significant time to reach operating temperature and to respond to changes in electricity demand, and therefore are best suited for the provision of constant power in large utility applications.

Proton exchange membrane fuel cells. Proton exchange membrane fuel cells ("PEM fuel cells") operate at relatively low temperatures (less than 100 degrees Celsius), have high power density, can vary their output quickly to meet shifts in power demand and are suited for applications where fast start-up is required, including transportation and smaller stationary applications. PEM fuel cells use a solid polymer membrane (a thin plastic film) as an electrolyte.

Direct Methanol Fuel Cells. DMFC's are similar to PEM fuel cells in that they both use a polymer membrane as the electrolyte. The primary difference between a DMFC and a PEM fuel cell is that in the DMFC, the anode catalyst itself draws the hydrogen from the fuel (methanol) whereas the PEM fuel cell requires a "fuel reformer" to extract the hydrogen from the fuel.

Advantages of Direct Methanol Fuel Cells as Compared to Other Fuel Cells

Since inception, DMFC's have been problematic due to what is commonly referred to as the "cross-over" problem. The "cross-over" problem refers to methanol fuel crossing over from an anode to a cathode without producing electricity. In December 1999, Energy Visions filed a patent application in Canada relating to the resolution of the fuel crossover in various fuel cell systems. The application has currently expanded internationally through the filing of a PCT (Patent Co-operation Treaty) application, in which a number of countries are designated, including the United States, Europe, Japan, China and Korea. The use of a fuel reformer reduces the fuel cell efficiency and increases its cost. Therefore, the Company believes that the elimination of this component, together with catalyst reduction and heat management associated therewith, will reduce the ultimate cost of producing a commercially viable fuel cell system.

The Company believes that DMFC's are equally as effective as other fuel cells with the added advantage of not requiring a fuel reformer to extract hydrogen from the fuel. In addition, the Company believes that methanol, as a fuel, offers significant production, distribution and storage advantages over competitive fuels. Furthermore, the Company anticipates that its proprietary DMFC technology will offer significant cost advantages over other fuel cell technologies. The proprietary technology of the Company which allows for the elimination of the fuel reformer also has the potential to be integrated with most other fuel cell systems.

Initially, the Company intends to focus on stationary and portable fuel cell markets with a longer term objective of moving towards automotive fuel cells. The Company intends to develop DMFC's in the size range of 250 watts for remote battery charging and other niche applications, and 2.5 kilowatts for stationary as well as small vehicle applications. Based on the Company's current research and development plans, Energy Visions believes that an initial demonstration unit of a hybrid power supply (a 10 Watt fuel cell coupled with a Nickel Zinc battery pack) will be completed in the third quarter of fiscal 2004 provided the Company has sufficient funds to advance its research and development activities. Full development is expected to take place over the next three years.

Applications for Fuel Cells

Fuel cell systems are being developed for use in a variety of applications, including transportation, stationary power generation and portable applications each of which are described in more detail below. Fuel cell systems have several advantages over conventional power generation systems, including low or no pollution, higher fuel efficiency, quiet operation, potentially lower maintenance costs, potentially lower capital costs and greater flexibility in installation and operation. These advantages enable fuel cells to offer clean and efficient alternatives to the existing polluting and less efficient power sources.

Stationary Power Applications

The Company believes that the demand for reliable electricity has been increasing rapidly in recent years, which is mainly due to the proliferation of advanced electronics and communication products. Grid power worldwide is regularly unreliable and inadequate and therefore secondary battery systems currently provide back-up energy for most power applications. The Company believes that its DMFC can provide significant advantages over existing stationary power sources in the form of a highly efficient, cost effective, reliable fuel cell that capitalizes on the existing fuel distribution infrastructure.

Portable Applications

The Company believes that there is growing world-wide consumer demand for quiet, clean portable power products. Promising applications include their use in densely populated areas where noise pollution is a significant concern and indoors or other areas where the high noise and high emissions of internal combustion engine generators pose difficulties. The Company expects a growing demand for standby power for homes and businesses and applications aimed at the communications market, in which battery technologies might be displaced, such as laptop computers, cell phones, battery chargers and small motive markets. The Company believes that portable applications powered by its DMFC can provide significant advantages over existing portable power devices in a form that is small, durable and cost effective.

Transportation Application

The use of internal combustion engines in transportation applications is a major source of air pollution. The potential for superior efficiency and zero or near zero emissions has attracted interest to fuel cells in the transportation industry. The ultimate goal of ongoing fuel cell research and development programs is to develop a fuel cell electric engine that will give electric vehicles the range of conventional cars while attaining environmental benefits comparable to those of battery-powered electric vehicles.

In the transportation industry, the Company is directing its DMFC developments initially at the small and hybrid vehicle transportation market (including golf carts and motor bikes). The ultimate market remains the automobile market and the replacement of the internal combustion engine. The Company believes that the DMFC, using methanol as the fuel supply, should gain relatively easy market access, as there is no requirement to build a hydrogen distribution infrastructure. The most likely scenario for developing a methanol fuel distribution system would involve utilizing the existing gasoline distribution system by adding methanol fueling capacity to existing retail gasoline outlets.

Strategic Relationships

The Company believes that success in the fuel cell market will depend on alliances with companies that enable the Company to further access technologies and markets. The Company seeks to develop relationships with companies having other format fuel cell developments, and will look to acquire technologies and companies that add value to its fuel cell program and/or accelerate product development.

Alberta Research Council Inc. Joint Development Agreement.

The Company and the Alberta Research Council Inc. ("ARC") entered into a joint development agreement effective April 20, 2001, (the "ARC Agreement") to create commercial prototypes of fuel cells utilizing the Company's DMFC technology (the "Joint Development Project") during the period through March 31, 2004.

The Company utilizes ARC's premises in Calgary, Alberta (the "ARC Research Facility") to develop its DMFC technology, pursuant to the ARC Agreement. ARC agreed to invest up to $1,950,000 (Cdn $3,000,000) through the provision of premises, research and laboratory facilities, equipment, scientific personnel and other resources (collectively, the "ARC Resources").

As consideration for ARC's services, the ARC Agreement originally contemplated EVI issuing special warrants to ARC and the Company agreeing to obtain a final receipt for a prospectus to be issued in Canada, to qualify EVI common shares and warrants. However, certain changes in Canadian securities laws in 2001 had the effect of reducing hold periods on shares to four months for certain qualifying issuers, pursuant to Multilateral Instrument 45-102 entitled "Resale of Securities." Therefore, the parties amended the ARC Agreement as of May 3, 2002 and agreed to terminate the issuance of special warrants, and instead, issue EVI common shares directly to ARC.

As a result, the Company will compensate ARC for the first $1,690,000 (Cdn. $2,600,000) of ARC Resources by issuing 2,057,450 EVI common shares at a price of Cdn. $1.2637 per share. The share price is the average closing price of EVI common shares for the 30 days prior to the effective date of the ARC Agreement. ARC Resources in excess of $1,690,000 (Cdn $2,600,000) will be compensated through the issuance of additional EVI common shares at the then current market price of EVI common shares trading on the TSXV.

On November 13, 2002, the Company issued 938,984 EVI common shares to ARC for ARC Resources that total approximately Cdn $1,187,000, for the period up to June 30, 2002. EVI expects to issue additional EVI common shares to ARC in February or March 2004, as contemplated under the ARC Agreement, in respect of ARC Resources that approximate Cdn $220,000 for the period from July 1, 2002 through December 31, 2003.

At the filing date hereof, it is clear that ARC Resources to the agreed total amount, as above indicated, will not be provided by March 31, 2004, the termination date of the ARC Agreement. The Company estimates that ARC Resources will only be provided by ARC to a total of approximately Cdn. $1,420,000 only. At the date hereof, ARC has proposed that the ARC Agreement be extended to July 31, 2004, under conditions currently under active negotiation.

The Joint Development Project described in the ARC Agreement is being managed by a joint management committee. The Company has the right to commercially exploit intellectual property which is jointly developed by the Company and ARC, subject to a right of ARC to use the intellectual property for internal research and development projects and for purposes unrelated to batteries and fuel cells.

Karen Beliveau, Vice President, External Relations and Alliances of ARC, became a member of the Board of Directors of the Company on August 22, 2001, pursuant to the ARC Agreement.

Certain fuel cell technologies utilized by the Company have been transferred from scientific staff of the University of Graz in Austria to the ARC Research Facility also pursuant to the ARC Agreement. A demonstration prototype utilizing the fuel cell technology is being built under the direction of Dr. Karl Kordesch, the Company's technical advisor.

The ARC Agreement is subject to termination in certain circumstances, including but not limited to, the insolvency of a party or a dispute between the Company and ARC representatives on the joint management committee, which cannot be resolved within 60 days by their respective senior officers.

On June 12, 2002, the Company announced that it has redesigned the basic fuel cell and modeled a hybrid battery and fuel system (the "Hybrid Battery and Fuel System") that uses a combination of the Company's proprietary technologies involving DMFCs and Nickel Zinc batteries. A hybrid battery and fuel system uses more than one power generation technology. In the case of the Hybrid Battery and Fuel System, it combines a DMFC (sized to provide average power needs) with a large Nickel Zinc battery pack (sized to provide for peak power needs) that is constantly recharged by the fuel cell.

It is anticipated that the Hybrid Battery and Fuel System would initially have a major application in golf carts and fork-lift trucks, where operational and environmental issues are matters of importance. It is anticipated that the Hybrid Battery and Fuel System will permit the replacement of the existing heavy lead-acid battery packs now used in such equipment, with a hybrid package of both lower weight and cost. As a result, golf carts for example, can be operated economically and continuously, without being taken out of service for daily recharging.

The overall potential market for such a system is large, provided that capital and operational costs can be reduced to the degree that the Hybrid Battery and Fuel System is cost competitive with conventional engines.

On August 7, 2002, the Company announced that the first stage research under the Joint Development Project was being restructured as a result of and with a focus on the Company's recently modeled Hybrid Battery and Fuel System. Therefore, the Company would be deferring the compensation scheduled to be paid to ARC for engineering services, pursuant to the ARC Agreement. The Company anticipated that said deferred funds will be applied towards the engineering of the re-designed Hybrid Battery and Fuel System following joint approval in early 2003, of a prototype involving same by the Company and ARC. However only modest ARC Resources have subsequently been provided. At the filing date hereof, it is clear that ARC Resources to the agreed total amount, as will not be provided by March 31, 2004, the termination date of the ARC Agreement. The Company estimates that ARC Resources will only be provided by ARC to a total of approximately Cdn. $1,420,000 only during the duration of the ARC Agreement. At the date hereof, ARC has proposed that the ARC Agreement be extended to July 31, 2004, under conditions currently under active negotiation.

The Company's research and development activities involve, however, a number of risks and uncertainties and there is no assurance that a viable commercial prototype Hybrid Battery and Fuel System can be made or whether ARC Resources will be provided.

Astris Inc. and Astris Energi Inc.

In 1998, the Company entered into a long-term agreement to lease fuel cell laboratory equipment from Astris Inc. ("Astris") and Astris Energi Inc. ("Astris Energi") (collectively, Astris and Astris Energi will be referred to herein as "Astris"), an alkaline fuel cell research and development corporation. The Company also entered into a 10 year licensing agreement with Astris (the "Astris Licensing Agreement") to use certain alkaline fuel cell technologies. The Company paid $17,000 upon execution of the Astris Licensing Agreement and was obligated to pay 2.5% during the first four years and 2% during the last six years of said agreement of all sales of products manufactured using the licensed technology. The maximum amount of royalties payable by the Company during the term of the Astris Licensing Agreement was $3,300,000. As of January 1, 2000, the Company was obligated to pay Astris an annual minimum royalty of approximately $7,000 per annum. However, the Company withheld paying Astris any royalty payments for the years 2000 and 2001, since the Company's alkaline fuel cell technology program was suspended to refocus on more viable aspects of battery technology. The Astris Licensing Agreement was cancelled on September 5, 2002.

The National Research Council of Canada Alliance Agreement and Ilion License Agreement.

On March 1, 1997, the Company entered into an agreement (the "Alliance Agreement") with the National Research Council of Canada ("NRC") (an agency of the Federal Government of Canada) pertaining to the development of a less expensive Lithium Manganese Dioxide cathode material for use in rechargeable Lithium Ion battery systems. NRC's activities in the area of batteries are conducted by its Institute for Chemical Process and Environmental Technology, which employs approximately 90 full-time scientists and technicians.

The Alliance Agreement contemplated the Company paying $33,000 to NRC until August 31, 1998, and thereafter, provide minimum and maximum amounts per year of $70,000 and $300,000, respectively, until July 31, 2008 (the "Technical Collaboration Period"). NRC was to use these funds for ongoing research and development in Lithium Ion and other energy material technologies. On January 5, 1999, the Company issued 200,000 EVI common shares to NRC respecting a partial payment, pursuant to the Alliance Agreement.

As part of the Alliance Agreement, NRC granted the Company a non-exclusive license to use all of NRC's rights, patents, applications, inventions, and technical information existing in March 1997 and owned by NRC and related to Lithium Ion technology (the "Lithium Ion Base Technology") for the research, development, manufacturing and marketing of batteries (with the right to sublicense such technology). The Alliance Agreement also granted the Company the exclusive right to use and/or license any inventions, ideas, formulae, designs or modifications developed by the Company and NRC (the "Enhancements") during the Technical Collaboration Period.

The Company's license contemplated termination upon the expiration date of the last patent pertaining to the Lithium Ion Base Technology or the Enhancements, a period which was to terminate no earlier than 2013.

During the Technical Collaboration Period, NRC was entitled (the "NRC Entitlement") to a royalty of 40 percent of the net licensing revenues from the use of the Lithium Ion Base Technology and Enhancements and a royalty of 2 percent from the sales value of Lithium Ion products, should the Company manufacture such products.

In March 2000, the Company licensed its right in the Lithium Ion Base Technology to Ilion Technology Corporation ("Ilion") (formerly Pacific Lithium Limited) (the "Ilion License Agreement"). In consideration for the licensing rights, Ilion agreed to pay the Company a minimum guaranteed royalty fee for the term of the license, a portion of which could be identified by Ilion as an amount requiring Energy Visions to undertake research and development pursuant to the Ilion License Agreement. Such minimum guaranteed royalty fees were scheduled to total $6.8 million until March 31, 2007.

Ilion paid the Company the sum of $100,000 to satisfy the minimum guaranteed royalty fee up to March 31, 2001, such sum being designated for further Lithium Ion research and development funding. However, Ilion did not pay the Company for additional research and development funding of approximately $40,000 for the period ending March 31, 2001 nor any sums for later periods.

Negotiations were initiated by the Company with both NRC and Ilion to resolve outstanding issues among the parties and in September 2002, the parties agreed, pursuant to settlement agreements (the "Settlement Agreements") to terminate the Alliance Agreement and Ilion License Agreement.

As part of the Settlement Agreements, the Company agreed to issue EVI common shares to NRC having a value of Cdn. $77,000, subject to the approval of TSXV, and issued, accordingly, 210,000 EVI common shares to NRC on February 13, 2003.

In March 2000, the Company entered into an agreement with NRC to receive approximately $366,000 (Cdn. $495,000) refundable pre-commercialization funding contribution from the NRC's Industrial Research Assistance Program and from Industry Canada's Technology Partnerships Canada program (the "Pre-Commercialization Contribution Agreement"). Under the terms of such agreement, the funding contribution is repayable in quarterly installments commencing July 1, 2003 in an amount equal to 1.7% of all gross revenues to a maximum of $495,000 (Cdn. $742,500). Should the total amount repaid be less than $495,000 (Cdn. $742,500) at March 31, 2006, payments will continue to be made each quarter at the same rate until a maximum of $495,000 (Cdn. $742,500) is repaid. The funding contribution was fully advanced, the funds being directed to the battery commercialization program.

In August 2002, the Company entered into an agreement with NRC to receive an approximately $92,000 (Cdn. $125,000) funding contribution from the NRC's Industrial Research Assistance Program in respect of the Company's DMFC electrode and cell/stack development program. Such development program was completed in February 2003.

In August 2003, the Company entered into an agreement with NRC to receive an approximately $118,000 (Cdn. $159,000) funding contribution from the NRC's Industrial Research Assistance Program also in respect of the Company's DMFC electrode and cell/stack development program. Such development program commenced in November 2003 and is still in progress at the date hereof.

Significant Acquisitions and Significant Dispositions

Other than as described below, Energy Visions has not completed any material acquisitions or dispositions since its date of incorporation.

Pure Energy Acquisition

(a) Background.

On April 11, 2002, Energy Visions, Pure Energy Inc. ("PEI"), Pure Energy Battery Inc. ("PEBI"), and Rabih Holdings Inc. ("Rabih") entered into an agreement ("Agreement"), whereby EVI purchased 1,000,000 Class A preferred shares (the "PEI Preferred Shares") of PEI having an aggregate purchase price of Cdn. $1,000,000, to be paid by the issuance of 1,000,000 EVI common shares at a price of Cdn. $1.00 per share. Such 1,000,000 EVI common shares were issued on November 13, 2002. The Agreement provided Energy Visions with an option to acquire directly and indirectly a 51% controlling interest in PEI as further described below. The Agreement also provided Energy Visions with the right to purchase its Nickel Zinc battery requirements from PEBI for a period of three years, provided that PEBI's prices are competitive.

(b) Pure Energy Battery Inc.

PEBI, now named Pure Energy Visions Inc., is a wholly-owned subsidiary of PEI that operates a technologically advanced manufacturing facility located in Amherst, Nova Scotia (the "Amherst Facility") which has a capability of making more than 100,000,000 batteries annually. EVI's proprietary Nickel Zinc batteries can be manufactured using PEBI's equipment with necessary modifications. Presently, the Company believes the Amherst Plant has sufficient capacity to meet forecasted sales of both PEBI's existing products and EVI's Nickel Zinc batteries over the next few years.

(c) Amendments to Agreement.

The Agreement was amended by the parties on a number of occasions to amend and clarify certain aspects of the arrangements with PEI.

(d) November 11, 2002 Amendment.

On November 11, 2002, Energy Visions, PEI, PEBI and Rabih entered into an agreement whereby Energy Visions agreed to acquire control of 51% of the common shares of PEI on or before December 16, 2002 ("Effective Date"), subject to the approval of TSXV, principally by the purchase of 6,000,000 common shares of PEI from Rabih ("Rabih PEI Shares") for a consideration of Cdn. $845,328 ("Purchase Price"), and also by the conversion of its 1,000,000 PEI preferred shares into 7,097,857 common shares of PEI at approximately Cdn. $0.14 per PEI common share. Energy Visions has received TSXV approval respecting the purchase of the Rabih PEI Shares, conditional upon EVI having sufficient working capital for a 6 month period, thereby necessitating a financing by EVI prior to the completion of the transaction. The transaction was not completed at September 30, 2003 pending satisfaction with the foregoing requirements of the TSXV.

The Purchase Price would be satisfied by the issue at the Effective Date of a promissory note ("Promissory Note") in favour of Rabih. Such Promissory Note would be interest free through its maturity date of the earlier of January 31, 2003 and the date of an Energy Visions financing and would be secured by a pledge (the "Pledge Agreement") of the Rabih PEI Shares (the "Pledged Shares"). EVI as a result would own approximately 48.1% of PEI and together with the common shares of PEI already controlled by D. Wayne Hartford, EVI effectively would control 51% of PEI. The foregoing arrangements amended previously announced arrangements involving PEI.

In the event that EVI had defaulted in the repayment of the Promissory Note, Rabih was to have the sole right to sell or dispose of the Pledged Shares (without any further claim against EVI if such proceeds of realization are less than the amounts owing under the Promissory Note) or otherwise retain the Pledged Shares in satisfaction of the Promissory Note, pursuant to the Pledge Agreement.

Rabih and related companies of Rabih, at present guarantee Cdn. $3,000,000 of Pure Energy's consolidated debt to NSBI. Until such guarantee amount is below Cdn. $1,500,000, PEI will be administered by a Board of Directors comprising three persons, two of whom will be nominees of Rabih and one will be the nominee of EVI.

(e) NSBI Matters.

On June 27, 2002, Energy Visions announced that the Province of Nova Scotia, through an Order in Council, approved a debt restructuring wherein it agreed that Cdn. $3,000,000 of the Cdn. $8,500,000 PEBI debt owed to NSBI could be converted into EVI common shares at a price based on the TSXV market price at the time of the closing of the transaction.

NSBI also agreed to sell to EVI an additional Cdn. $3,500,000 in PEBI debt (the "Additional PEBI Debt") for a total of 1,750,000 EVI common shares, based on the future market performance of EVI common shares on TSXV. In order to acquire the Additional PEBI Debt, certain share price milestones from Cdn. $1.00 to Cdn. $3.00 per EVI common share must be achieved by Energy Visions during the next five years. In the event that any of the milestones are not achieved, the portion of the Additional PEBI Debt which is not acquired by Energy Visions will remain outstanding and will be repaid by PEBI to NSBI with interest over the next five years.

The remaining Cdn. $2,000,000 payable by PEBI to NSBI will remain outstanding for three years and will thereafter be repaid with interest over five years.

(f) Energy Visions and PEI Seeking Financing Options.

Both Energy Visions and PEI were actively involved in due diligence involving financing options to provide Energy Visions with the necessary funds to pay the principal amount of the Promissory Note, to satisfy the TSXV financing requirements referred to above, to permit the NSBI restructuring to be effected, and to provide working capital for both companies and permit the purchase of equipment needed to allow PEBI's Amherst Plant to manufacture Energy Visions' proprietary Nickel Zinc batteries along with PEBI's batteries. The parties to the Agreement, as amended, elected to extend the time available for EVI to pay the cash portion of the Purchase Price if business conditions permit and the parties thereto (other than EVI) are satisfied with the progress EVI is making in its overall fund raising efforts.

The ability of Energy Visions to pay the principal amount of the Promissory Note and to complete the transactions contemplated on November 11, 2002 involved a number of risks and uncertainties and there was no assurance on September 30, 2003 that such transactions would later occur.

(g) Completion of PEI acquisition on October 24, 2003

On October 16, 2003, the Company announced that Rabih had agreed to advance to EVI Canada, Cdn. $1,000,000 to permit the PEI acquisition transaction to proceed, subject to the approval of TSXV.

On October 24, 2003, Rabih loaned Cdn. $1,000,000 to EVI Canada (“Loan”). The Loan bears interest at 10% per annum and is due on October 30, 2005. As consideration for making the Loan, Rabih were, with the consent of TSXV, issued warrants entitling Rabih to subscribe for 600,000 shares of EVI’s common stock at Cdn $0.25 per share until October 24, 2005. The Loan is secured by a general security interest on the assets of EVI and PEBI. The Cdn $1,000,000 loan proceeds were used to subscribe for 7,097,857 common shares of PEI. The PEI Preferred Shares acquired in November, 2002 were transferred to EVI Canada. EVI Canada also subscribed, on such date, for an additional 1,000,000 shares of PEI preferred stock in consideration for the issue to PEI of 3,000,000 shares of EVI’s common stock. The 2,000,000 preferred shares of PEI were converted into 14,195,673 common shares of PEI.

Also on October 24, 2003, the indebtedness of PEBI to NSBI was restructured in accordance with the terms established by an Order-in-Council of the Nova Scotia Government passed in June 2002 as well as a loan amending agreement (the "NSBI Loan Amendment") dated October 9, 2003 between NSBI, PEBI and PEI. Pursuant to the NSBI Loan Amendment, Cdn. $5,500,000 of PEBI indebtedness to NSBI became interest-free for five years, will thereafter bear interest at 6.5% per annum and is to be repaid over a five year period (commencing at the end of the interest-free period). NSBI received 26,371,431 PEI common shares respecting the balance of the PEBI indebtedness to NSBI, (Cdn. $3,863,258). In accordance with the terms of a subscription agreement, NSBI subscribed for 4,000,000 shares of EVI's common stock and the subscription price for those shares was satisfied by the transfer to EVI Canada of the 26,371,431 PEI common shares which had been received by NSBI.

As a result of all of such transactions, EVI Canada owns 47,664,961 common shares representing approximately 49.6% of PEI. Rabih, as a result of the above transactions owns 42,401,582 common shares of PEI representing approximately 44.0% of PEI. PEI owns 4,000,000 shares of EVI common stock.

The indebtedness of PEBI to NSBI has been secured in part by the guarantee of a subsidiary of Rabih. Such guarantee, limited to Cdn $3,000,000 is secured by a charge upon the assets of Rabih and such subsidiary and guarantees that NSBI will realize net proceeds of at least Cdn. $3,000,000 from the sale of its 4,000,000 shares of EVI's common stock by October 16, 2005. Any liability under such guarantee is to be paid over a period of three years. EVI Canada has indemnified the Rabih subsidiary for any payments to be made to NSBI and has, as security, pledged to the Rabih subsidiary all of the PEI shares it owns. EVI Canada and Rabih have entered into a shareholders agreement relating to both PEI and PEBI. The shareholders agreement allocates two directors to Rabih and one to EVI Canada while the indemnification agreement in favor of the Rabih subsidiary remains in effect.

NSBI has agreed to exchange Cdn. $500,000 of the continuing PEBI indebtedness to NSBI ("Indebtedness") into 500,000 shares of the Company's common stock, provided the Company's shares attain a share trading level of Cdn. $1.00 in the next five years. NSBI has also agreed to similarly exchange Cdn. $1,500,000 of Indebtedness into 750,000 shares of the Company's common stock in the future, provided the Company's shares attain a share trading level of Cdn. $2.00; and an additional Can. $1,500,000 of Indebtedness into 500,000 shares of the Company's common stock in the future, provided the Company's shares attain a share trading level of Cdn. $3.00, both in the next five years. This may result in the issue to NSBI of up to 1,750,000 additional shares of the Company's common stock over that period. In the event that the Company proposes to effect a distribution to the public of its shares, the Company has undertaken to use its best efforts to include in such distribution the common shares held by NSBI.

Battery Market

The battery market is divided into "large format" batteries, which are principally used as automobile starting batteries and "small format" batteries, which are principally made up of the familiar AA, AAA, C and D batteries. Within the large format batteries, there is significant opportunity for large systems that can charge in periods of low demand allowing energy availability during peak period demand. Large format batteries are generally rechargeable, while small format batteries are generally single use throwaway batteries (primary batteries). The small format batteries have dominated the market. In recent years, the small format market has created a need for small format rechargeable batteries.

The exponential growth in the small format disposable and rechargeable battery industry is primarily due to the proliferation and popularity of battery powered devices for personal and business use and also reflects technological advances and product miniaturization. The rechargeable battery market is currently dominated by Nickel Cadmium, Nickel Metal Hydride and certain Lithium Ion technologies. Although widely utilized, each of these technologies possess either environmental or safety concerns as well as inherently deficient performance issues. The Company has researched the battery needs of consumers, original equipment manufacturers ("OEM"), and other manufacturers and has identified alternative proprietary technologies aimed at resolving many of these issues.

The Company believes that, when fully developed, its current battery technologies will be unique, will offer superior performance relative to existing battery systems and can be offered at competing price levels. The Company develops proprietary technology for Nickel Zinc rechargeable battery systems. Patent applications have been filed and are pending with respect to Nickel Zinc rechargeable battery systems. The Company anticipates that such patent applications will be reviewed and granted within the next twelve to eighteen months from the date of filing of this Form 10KSB. The Company also anticipates that the timelines for commercialization will coincide with the granting of patents. (See Intellectual Property). The Company's strategy is to continue to design new technologies around existing manufacturing capabilities so as to minimize the transition to market at both the consumer and manufacturing levels.

The Company believes that the primary and rechargeable battery markets are mature markets with approximately 500 current manufacturers. The majority of these companies manufacture batteries under license from a few major companies that conduct research and development and commercialization activities. These battery manufacturers are potential licensees of the Company's technologies.

Brand awareness in the battery market applies mainly to the single use battery market, including such brands as Eveready, Duracell and Panasonic. Since the establishment of brand recognition is an expensive and lengthy exercise, the Company intends to target the OEM market, where it believes loyalty is based on price and performance over brand recognition.

PEBI manufactures RAM(TM) batteries in Canada under license from Battery Technologies Inc. (“BTI”). Since BTI is in bankruptcy, PEBI currently manufactures RAM(TM) batteries under a royalty free licence. See description of a RAM(TM) battery under "Types of Batteries" below.

Types of Batteries

(a) Lithium Ion

Rechargeable Lithium Ion batteries offer several advantages not available from conventional battery technologies, such as higher energy density, higher cell voltage and longer charge retention or shelf life. As a result, these batteries have been marketed as a power source for consumer electronics such as cellular phones, camcorders and many other high drain applications. The main disadvantages of Lithium Ion batteries are safety and cost.

(b) Nickel Zinc

The Company is currently developing a Nickel Zinc rechargeable battery which it believes is able to compete on cost and performance, and address certain environmental concerns associated with Nickel Cadmium batteries. Nickel Cadmium batteries have gained worldwide acceptance for use in a wide variety of applications, including use in telephones, computers, power tools, cameras, and emergency lighting. However, Nickel Cadmium batteries have certain inherent disadvantages, including but not limited to, poor charge retention, memory effect (the property of Nickel Cadmium batteries that cause them to lose, over time, their capacity for full recharging), and environmental concerns due to the toxicity of Cadmium.

EVI's OEM small cell market strategy is targeted directly at the category currently occupied by Nickel Cadmium batteries and Nickel Metal Hydride batteries. Nickel Zinc batteries can be manufactured on existing equipment and are more energy efficient and less costly than the previously described competing technologies. First generation AA size cell optimization is in its final stages at the Company's research and development facilities in Richmond Hill, Ontario and sample cells are expected to be available for market testing by the fourth quarter of calendar year 2004.

The Company is currently testing "pellet" cathodes and rolled expanded "nickel foam" cathodes. The Company's current focus is on "pellet" cathodes, since it will likely be the most economical and quickest to market. The Company will continue developing "nickel foam" cathodes as a means of introducing improved product performance at a later date. A pilot line capable of producing was purchased and refurbished to serve as a demonstration line. However, as a result of the Company's share investment in Pure Energy Inc. after year end as set out above (Pure Energy Acquisition) , such pilot line is no longer needed and is available for sale. The Company expects to produce test batteries at its Richmond Hill facilities for prospective licensees and to validate various OEM applications. EVI's electronic engineers have designed and are working towards optimizing a low-cost charger that will be compatible with the Nickel Zinc product. The Company anticipates selling its first Nickel Zinc license in the next two years.

Through Kordesch & Associates Inc., staff at the Technical University of Graz in Austria are supporting the Company in technology development (See Other Relationships). Dr. Karl Kordesch serves as the Company's technical advisor.

(d) Rechargeable Alkaline Manganese-Zinc batteries

The term "RAM(TM)" is an acronym for "Rechargeable Alkaline Manganese-zinc". It is a patented low cost rechargeable battery system available in AA and AAA consumer cell formats and is best suited for low to medium drain electronic applications. RAM(TM) is technologically sound and competes directly with premium "throw-away" alkaline and rechargeable Nickel Cadmium batteries. RAM(TM) batteries offer the following advantages:

50 to 100 recharges. Fully charged upon leaving factory and up to 5 years shelf life. High ambient temperature change capability. No "memory effect". Less cost / Watt-hour (compared with Alkaline and Nickel Cadmium batteries). 1.5 Volt output for RAM(TM) vs 1.2 Volt output for Nickel Cadmium. Environmentally friendly (no Cadmium)

Strategic Relationships

While the major battery producing companies conduct battery research and development internally, most battery research and development is undertaken within the university system and by government research organizations. The Company undertakes battery development independent of manufacturing the resultant technology and works with universities and government labs to further its in-house developments and to acquire appropriate technology.

Kordesch & Associates Inc.

Since its incorporation, the Company has maintained, through Kordesch & Associates Inc., a technical alliance with the scientific staff at the University of Graz, Austria. EVI continues to work indirectly with such staff at the University of Graz on both battery and DMFC technology to support their development and commercialization. This work is related to optimizing the performance of the battery through design modifications and cycling tests. The Company has frozen the cell design and is working to optimize the fabrication techniques and verify performance and cost for the first generation battery. The electrode program concentrates on using Nickel foam materials.

Intellectual Property

The Company's assets include include patent applications and know-how in portable energy related inventions. The Company currently licenses or has applied for patents in each of its core technical areas; Nickel Zinc rechargeable battery and DMFC. The Company has taken steps to ensure that its intellectual property is protected to the greatest degree possible. There can be no assurance that the Company's patent applications will be approved in their current or modified forms. In addition, there can be no assurance that, if approved, the patent application will provide significant proprietary protection.

Competition

The markets for the Company's technologies are competitive and the Company is subject to competition from both established competitors and potential new market entrants. A number of corporations, national laboratories and universities in Canada, the United States, Europe and Japan develop technology for use in the manufacture of fuel cells and batteries. Such competitors have financial, technological and personnel resources greater than the Company and could represent significant competition to the Company. The Company plans to continue to compete with such parties by diligently protecting its patents, improving its technology, using fewer and lower cost materials, developing component manufacturing processes and forming strategic relationships.

Other companies involved in the development of technology for the manufacture of fuel cells include but are not limited to, Ballard Power Systems Inc., Fuel Cell Energy, Inc., Global Thermoelectric Inc., International Fuel Cells Corporation, a subsidiary of United Technologies, H Power Corp., SiemensWestinghouse Electric Company, Toshiba Corporation, Plug Power, Fuel Cell Technologies and Manhattan Scientific, to name a few.

The Company also faces competition for the development of technology for the manufacture of batteries. The Lithium Ion battery technology market is dominated by Japanese companies, specifically Sony Corporation. The Company's Nickel Zinc technology will compete directly with Nickel Cadmium and Nickel Metal Hydride batteries. North American and Japanese manufacturers currently dominate this market. The Company is aware of only one other corporation, Evercell Inc., that manufactures a Nickel Zinc battery, which is produced in a flat pack format, compared to the Company's battery, which is cylindrical. The Company's Zinc Carbon Bromine technology is believed to be unique in a rechargeable system. Management of the Company is not aware of any competition to this system in the marketplace.

Employees

EVI currently has 5 full time employees of which 3 are executives, 1 is engaged in administrative activities and 2 are engaged in research and development activities. Additional financing permitting, the Company intends to hire additional employees. None of EVI's employees are represented by a labor union. EVI believes that relations with its employees are good. The Company believes that an important aspect of fuel cell expansion will be the hiring of technical staff to accelerate development (electro-chemists, design engineers, materials engineers and technicians), the hiring of business development staff to strategically build business and technical alliances and the acquisition of critical testing equipment.

ITEM 2. PROPERTIES

EVI's principal laboratory facilities are located at ARC's facilities in Calgary, Alberta in connection with the joint development project for DMFC's at a monthly rental of approximately $2,400. The monthly rental fee is being paid for by the issuance of EVI common shares. EVI also occupies, on an informal, temporarily rent-free basis, offices located at 30 Pollard Street in Richmond Hill, Ontario.

ITEM 3. LEGAL PROCEEDINGS

In May 2002, an action was commenced in Vancouver, British Columbia, by Mr. Dale Hueser and August Capital Corp. (the "Plaintiffs") against EVI Canada. The Plaintiffs contend that they were entitled to a commission of Cdn. $120,000 to Cdn. $200,000 in respect of equity raised pursuant to the Company's successful initial public offering in 2001. The Company believes that the claim is without merit and intends to vigorously defend it.

On April 1, 2002, the Company announced that it and its major shareholders had commenced an action in the Ontario Superior Court of Justice against Northern Securities Inc., Vic Alboini and Stature Inc. claiming, among other relief, damages for breach of contract, negligence and breach of fiduciary duties in connection with EVI's private and public financings in 2000 and 2001 and trading activities by Northern Securities Inc. in EVI common shares since August 23, 2001. The defendants have taken steps to defend against the lawsuit and to counterclaim against the Company and others. The matter is currently under negotiation.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On May 8, 2002, the Corporation's shareholders in general meeting approved the adoption of the 2001 Stock Option Plan. Such plan replaced the 1997 stock option plan. While no new options are to be granted under the 1997 stock option plan, options previously granted pursuant to such plan continued in effect in accordance with their terms.

The Board of Directors considers it very important to provide a meaningful incentive to persons to join and remain with the Company and stay committed to its growth and development. On March 27, 2003, the Board of Directors, consistent with such objectives, approved the cancellation of 1,019,267 1997 stock option plan options, and approved the issue of 1,500,000 new 2001 Stock Option Plan options exercisable at Cdn. $0.20 per share, subject to any regulatory or shareholder approval required to be obtained in connection therewith. The new options vest as to one-third on each of the six, twelve and eighteen month anniversary from the date of grant.

On July 15, 2003, the Corporation's shareholders in general meeting approved the cancellation of 757,667 previously issued share options to four named directors and officers of the Company and the issue of 1,075,000 options to the same four named directors and officers. Only disinterested shareholders were permitted to vote. 578,492 common shares were voted respecting such resolutions, 483,414 common shares voted in favor and 95,078 common shares voted against.

PART II

ITEM 5. MARKET PRICE OF REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

On July 23, 2001, the Company filed an amendment to its Certificate of Incorporation to change its name to Energy Visions Inc.

The authorized share capital of the Company consists of 50,000,000 common shares and 5,000,000 preferred shares, each with a par value of $0.0001, of which, as of December 31, 2003, 27,698,852 common shares and no preferred shares were issued and outstanding.

Each common share entitles the holder thereof to one vote per share at meetings of shareholders of the Company and to receive dividends if, as and when declared by the board of directors and to participate in the distribution of the assets of the Company, subject to the rights of holders of any class ranking prior to the common shares.

The Company's Articles of Incorporation provide that the board of directors has the authority to divide the preferred shares into series and, within the limitations provided by Delaware statute, to fix by resolution the voting power, designations, preferences, and relative participation, special rights, and the qualifications, limitations or restrictions of the shares of any series. As the board of directors has authority to establish the terms of, and to issue, the preferred shares without shareholder approval, the preferred shares could be issued to defend against any attempted take-over of the Company.

The Company currently intends to retain future earnings, if any, for use in its business and does not anticipate paying dividends on the common shares in the foreseeable future. Any determination to pay any future dividends will remain at the discretion of the board of directors of the Company and will be made taking into account its financial condition and other factors deemed relevant by the board of directors.

EVI's common shares are listed and posted for trading on the OTC Bulletin Board under the symbol "EGYV". A trading market also exists pertaining to EVI common shares issued in connection with a share offering, registered in Canada but not in the U.S., and completed in August 2001 and to certain later common share issues. Such common shares are ineligible for purchase by a US citizen or company. Such market is on the TSX Venture Exchange (formerly the Canadian Venture Exchange) under the symbol "EVI.S".

The closing price of the common shares on the OTC Bulletin Board on November 30, 2003, was $0.18. The following table sets forth in US dollars, information relating to the trading of the common shares on the OTC Bulletin Board, for the fiscal periods indicated:

	High	Low
2002		
First Quarter	$0.85	$0.25
Second Quarter	$0.45	$0.18
Third Quarter	$0.45	$0.15
Fourth Quarter	$0.28	$0.10
2003		
First Quarter	$0.35	$0.07
Second Quarter	$0.18	$0.07
Third Quarter	$0.20	$0.07
Fourth Quarter	$0.25	$0.06
2004		
First Quarter	$0.20	$0.07

On November 6, 2003 the Company announced that it had entered into an agreement with the intention to restructure the Company in a manner which would terminate its current NASD OTCBB listing but provide shareholders of the Company with an equal number of equity shares of a successor company which would trade on the TSX Venture Exchange. The transaction is subject to regulatory and shareholder approvals and when completed the purchaser of the Company's NASD OTCBB listing (Lions Petroleum Corp., a State of Nevada Company with offices in West Vancouver, B.C., Canada) will have provided to Energy Ventures Inc. (Canada) a total of $100,000 in cash plus equity shares of the corporation which will assume the listing, valued at $150,000 (but which will not be freely tradable). The transaction would substantially reduce the Company's administrative cost of maintaining its public company status in the United States but would terminate access to the public market in the United States.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following selected financial data for the fiscal year ended September 30, 2003 is derived from our audited financial statements included in this Report.

The following data should be read in conjunction with our financial statements and related footnotes.

Statement of Operations Data

	For the twelve months ended 9/30/03
Revenue	$ 0
Operating Loss	$ 1,200,880
Income Taxes	$ 0
Net Loss	$ 1,200,880
Net Loss Per Share	-
Basic and Diluted	$ 0.06

Balance Sheet Data

		September 30, 2003
Working Capital	$	(2,594,679)
Total Assets	$	108,051
Total Liabilities	$	2,992,112
Stockholders' Equity	$	(2,884,061)

The following discussion should be read in conjunction with the financial statements and related notes which are included elsewhere in this report. Statements made below which are not historical facts are forward-looking statements. Forward-looking statements involve a number of risks and uncertainties including, but not limited to, general economic conditions, our ability to complete development and then market our products and services, competitive factors and other risk factors, not all of which are detailed herein.

All dollar amounts stated in this section, unless otherwise indicated, are stated in US dollars.

Overview

Energy Visions is involved in the research and development of technology for use in the manufacture of fuel cells and batteries. To date, the Company's focus has been on the development and commercialization of technologies for the battery market. The Company has proprietary interests in technology relating to DFMC's, Nickel Zinc and Zinc Carbon (bromine complex) rechargeable batteries. The Company is currently focusing its efforts primarily in two areas: the development of its proprietary DMFC's and the commercialization of its Nickel Zinc technology.

Respecting the DMFC technology, on April 20, 2001, the Company entered into a joint development agreement with the Alberta Research Council, Inc. ("ARC") to create commercial prototypes of fuel cells utilizing the Company's Direct Methanol Fuel Cell Technology during the period through March 31, 2004. Pursuant to the agreement, ARC agreed to invest up to $1,950,000 (Cdn $3,000,000) through the provision of premises, research and laboratory facilities, ARC equipment, scientific personnel and other resources. ARC were to be compensated for the first $1,690,000 (Cdn $2,600,000) of resources provided by the issuance of Common Shares at a price of Cdn. $1.2637 per share, being the average closing price of the Common Shares for the 30 days prior to the effective date of the agreement. As a result, 2,057,450 Common Shares should be issued to the ARC, which upon issuance, will represent approximately 7.1% of the issued and outstanding Common Shares. 938,984 Common Shares were issued to ARC on November 13, 2002 in respect of ARC Resources of approximately Cdn $1,187,000, provided through June 30, 2002. EVI expects to issue additional EVI common shares to ARC in February or March 2004, as contemplated under the ARC Agreement, in respect of ARC Resources that approximate Cdn $220,000 for the period from July 1, 2002 through December 31, 2003.

At the filing date hereof, it is clear that ARC Resources to the agreed total amount, as above indicated, will not be provided by March 31, 2004, the termination date of the ARC Agreement. The Company estimates that ARC Resources will only be provided by ARC to a total of approximately Cdn. $1,420,000 only. At the date hereof, ARC has proposed that the ARC Agreement be extended to July 31, 2004, under conditions currently under active negotiation.

Resources provided by ARC in excess of $1,690,000 (Cdn $2,600,000) would be compensated through the issuance of further Common Shares at the then current market price of the shares. By collaborating their efforts, the Company and ARC hoped to accelerate the development of the prototype DMFCs.

The DMFC development program effectively commenced in Calgary in February 2001. On November 14, 2001, the Company announced the engagement of Dr. Doug James, PhD, MBA, as General Manager of the Fuel Cell Division, to administer the Company's DMFC activities. The Company expected to spend significant sums upon expanding, equipping and staffing its laboratory in Calgary for its DMFC activities, but has been unable to meet those expectations due to insufficient funding. The Company is also working towards the pre-commercialization of its Nickel Zinc and Zinc Carbon-Bromide technologies. Costs relating to such projects were previously in large part supported by the NRC's Industrial Research Assistance Program through the Pre-Commercialization Contribution Agreement executed in March 2000.

Respecting the Company's Nickel Zinc battery technology, the Company anticipates that test quantities of its Nickel Zinc batteries, will be available in the fourth quarter of calendar 2004.

While there can be no assurance that the Company's business plans for the future will be successful, the research and development programs, strategic alliances and targeted financing planned for the Company are expected to support the Company's activities in the short term.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and the results of our operations are based upon our consolidated financial statements and the data used to prepare them. The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. On an on-going basis, we re-evaluate our judgements and estimates including those related to revenue, bad debts, long-lived assets and income taxes. We base our estimates and judgements on our historical experience, knowledge of current conditions and our beliefs of what could occur in the future considering available information. Actual results may differ from these estimates under different assumptions or conditions. Our estimates are guided by observing the following critical accounting policies.

Development Stage Company

The Company is considered to be in the development stage as it devotes substantially all of its efforts to establishing a new business through activities such as financial planning, raising capital and research and development.

Revenue Recognition

The Company recognizes revenue when services are performed. Additionally, licensing fees are recognized ratably over the term of the license agreement.

The Company maintains an allowance for doubtful accounts for losses that management estimates will arise from its customers' inability to make required payments or disputes that arose over terms to be met in agreements with customers. We make our estimates of the collectibility of our accounts receivable by analyzing historical bad debts, specific customer creditworthiness and current economic trends. At September 30, 2003 and September 30, 2002, the allowance for doubtful accounts was $Nil and $143,000.

Accounting for Income Taxes

The Company records a valuation allowance to its deferred tax assets to the amount that is more likely than not to be realized. While we consider historical levels of income, expectations and risks associated with estimates of future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, in the event that we determine that we would be able to realize deferred tax assets in the future in excess of the net amount recorded, an adjustment to the deferred tax asset would increase income in the period such determination has been made. Likewise, should we determine that we would not be able to realize all or part of the net deferred tax asset in the future, an adjustment to the deferred tax asset would be charged against income in the period such determination was made. A 100% valuation allowance in the amount of $4,941,000 has been recorded against our deferred tax asset at September 30, 2003. The valuation allowance consists principally of net operating losses previously realized and stock compensation currently not deductible. The valuation allowance was necessary because the utilization of such deductions is not reasonably assured since the Company has not yet reached profitability.

Valuation of Long-Lived Assets

The Company identifies and records impairment on long-lived assets, when events and circumstances indicate that such assets have been impaired. The Company periodically evaluates the recoverability of its long-lived assets based on expected undiscounted cash flows, and recognizes impairment, if any, based on the expected discounted cash flows. Factors we consider important which could trigger an impairment review include the following:
o Significant negative industry trends;
o Significant adverse change in the extent or manner of its use; o Current period operating or cash flow loss combined with a history of operating or cash flow losses. During the year ended September 30, 2002, the Company recorded impairment losses related to its license and technology costs ($253,480) and its property and equipment ($272,589).

Results of Operations

Year Ended September 30, 2003 Compared to Year Ended September 30, 2002

The Company reported no revenues during the year ended September 30, 2003. In the year ended September 30, 2002, the Company earned revenues of $50,000. Revenues were entirely earned from research and development and licensing fees from Ilion pursuant to the terms of the Ilion License Agreement, which was terminated in September 2002.

The Company's expenses for the year ended September 30, 2003 decreased by approximately 49% to approximately $1,086,000 as compared to approximately $2,114,000 for the year ended September 30, 2002. Expenses declined in almost all areas except for interest and financing charges which increased by approximately 362% from approximately $27,000 in 2002 to approximately $125,000 in 2003. Such increase is primarily related to fees and interest in respect of short term borrowings related to a Pure Energy Battery Inc. factoring agreement of certain of its trade receivables. General and administrative expenses decreased by approximately 67% to approximately $253,000 as compared to approximately $775,000 in the prior year. The net decrease in the current year value is primarily the result of impairment charges totaling $527,000 in the prior year. Included in the 2002 general and administrative expenses were impairment charges of approximately $254,000 for the write off of impaired license and technology costs and $273,000 for the impairment of certain laboratory equipment. Professional fees decreased approximately 50% from approximately $531,000 in 2002 to approximately $379,000 in the current year, primarily due to lower legal costs and lower costs in the area of public relations and market interest.

One of the other significant decreases in costs pertained to the Company's expenses related to the research and development costs of the Company's battery technologies. Such costs decreased by approximately 122% from approximately $678,000 in 2002 to $305,000 in 2003. While the Company generally conducted decreased research and development activities in fiscal 2003, the major portion of the decline relates to lower levels of research and development services provided by ARC in Calgary Alberta. Such services declined from approximately $537,000 in 2002 to approximately $52,000 in 2003, a decrease of approximately 90%.

Year Ended September 30, 2002 Compared to Year Ended September 30, 2001

Revenues during the year ended September 30, 2002 decreased approximately 65% from approximately $141,000 in 2001 to $50,000 in 2002, as a result of the Company earning additional research and development fees in the prior year. Revenues were entirely earned from research and development and licensing fees from Ilion pursuant to the terms of the Ilion License Agreement, which was terminated in September 2002.

The Company's expenses for the year ended September 30, 2002 decreased by approximately 38% to approximately $2,114,000 as compared to approximately $3,391,000 for the year ended September 30, 2001. Interest and financing charges decreased approximately 98% from approximately $1,575,000 in 2001 to approximately $27,000 in 2002. The prior year value included financing fees and interest costs related primarily to additional noncash compensatory charges of approximately $1,308,000 in fiscal 2001, resulting from the additional issuances of stock warrants to further extend the maturity date of the Debentures to July 31, 2001. Such Debentures were repaid out of the proceeds of the Canadian share offering on August 22, 2001. Also, the Company incurred noncash compensatory charges of approximately $70,000 in fiscal 2001 for common stock issued to consultants for investment advisory services provided in connection with the Company filing a preliminary prospectus in Canada for the sale of shares of common stock. There are no comparable noncash compensatory charges in fiscal 2002. General and administrative expenses increased by approximately 59% to approximately $775,000 as compared to approximately $486,000 in the prior year. The net increase in the current year value includes impairment charges of approximately $254,000 for the write off of impaired license and technology costs and $273,000 for the impairment of certain laboratory equipment, net of noncash compensatory charges of approximately $193,000 pertaining to the extension of previously issued stock options and an additional $38,000 in bad debts incurred in fiscal 2001. Professional fees increased approximately 50% from approximately $353,000 in 2001 to approximately $531,000 in 2002, primarily in respect of costs relating to a legal action, currently in negotiation, commenced by the Company.

One of the other significant decreases in costs pertained to the Company's expenses related to the research and development costs of the Company's battery technologies. Such costs decreased by approximately 21% from approximately $856,000 in 2001 to $678,000 in 2002. The prior year included approximately $210,000 in noncash compensatory charges incurred in connection with the extension of previously issued options to employees and nonemployees and research and development services rendered in connection with the ARC agreement. The Company has not increased its research and development activities in fiscal 2002 but since the current year value includes approximately $216,000 in noncash compensatory charges for research and development services rendered by ARC on the DMFC technology, research and development costs generally reflect an increased emphasis upon DMFC activities in Calgary, Alberta.

Liquidity and Capital Resources

At September 30, 2003, the Company had a working capital deficiency of approximately $2,595,000 compared to a deficiency of $1,530,000 at September 30, 2002 and cash on hand of $6,838. The 2003 value includes approximately $1,036,000 due by the Company to a company controlled by D. Wayne Hartford, the President and Chief Executive Officer of the Company and to such individual and his spouse. The comparative value in 2002 was $734,000. As at December 31, 2003 the Company has approximately $90,000 in monthly expenses and no revenues. Accordingly, the Company has insufficient cash to continue its operations and will be dependent upon its creditors until new financing arrangements are completed.

The Company is in need of new capital to support its growth and technology, research and development costs. The Company's intentions concerning research and development, subject to the availability of necessary funding, are set out earlier in this filing respecting DMFC's and Nickel Zinc batteries, the principal areas of the Company's research and development activities. More specifically, the Company plans to complete an initial demonstration unit of a hybrid power supply (a 10 Watt fuel cell coupled with a Nickel Zinc battery pack) in the third quarter of fiscal 2004. The laboratory facilities in Richmond Hill, Ontario, are comprehensive and the Company plans no significant additional purchases of equipment. The Company is urgently and currently seeking new capital through proposed private share and debt offerings in Canada, however, there can be no assurance that these or any other financings will be successful and, if it they are not successful, the Company will have to cease all operations.

ITEM 7. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

ENERGY VISIONS INC. AND SUBSIDIARIES
(a development stage company)

CONTENTS
September 30, 2003

Dohan and Company
Certified Public Accountants
A Professional Association

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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Energy Visions, Inc. and Subsidiaries

We have audited the accompanying consolidated balance sheet of Energy Visions, Inc. and Subsidiaries as of September 30, 2003, and the related consolidated statements of operations, comprehensive operations, deficiency in assets, and cash flows for the year then ended and the amounts included in the cumulative column in the consolidated statements of operations, comprehensive operations, and cash flows for the period from October 1, 2002 to September 30, 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. The amounts in the cumulative column in the consolidated statements of operations, comprehensive operations, and cash flows for the period from November 19, 1996 (inception) to September 30, 1999, were audited by other auditors whose report, dated February 21, 2000, expressed an unqualified opinion on those statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Energy Visions, Inc. and Subsidiaries as of September 30, 2003, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2, the Company has continued to incur operating losses, has used, rather than provided, cash from operations and has an accumulated deficit of $13,184,921. These factors, and others, raise substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue operations is subject to its ability to secure additional capital to meet its obligations and to fund operations. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Dohan & Company, CPA.'s

Miami, Florida
January 27, 2004

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Energy Visions Inc.

We have audited the accompanying consolidated balance sheet of Energy Visions Inc. and Subsidiaries (a development stage company) as of September 30, 2002, and the related consolidated statements of operations, comprehensive operations, stockholders' equity (deficiency), and cash flows for the year then ended and the amounts included in the cumulative column in the consolidated statements of operations, comprehensive operations, and cash flows for the period from October 1, 1999 to September 30, 2002. The amounts in the cumulative column in the consolidated statements of operations, comprehensive operations, and cash flows for the period from November 19, 1996 (inception) to September 30, 1999 were audited by other auditors whose report, dated February 21, 2000, expressed an unqualified opinion on those statements. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Energy Visions Inc. and Subsidiaries as of September 30, 2002, and the results of their operations and their cash flows for the years then ended and the amounts included in the cumulative column in the consolidated statements of operations, comprehensive operations, and cash flows for the period from October 1, 1999 to September 30, 2002 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has suffered recurring losses from operations, has not generated significant revenue from operations and has a working capital deficiency that raise substantial doubt about its ability to continue as a going concern. Management's plan in regard to these matters is also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

GOLDSTEIN GOLUB KESSLER LLP
New York, New York

December 3, 2002

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Energy Visions Inc.

We have audited the accompanying consolidated statements of operations, comprehensive operations, stockholders' equity, and cash flows of Energy Visions Inc. and Subsidiaries (a development stage company) for the period from November 19, 1996 (inception) to September 30, 1999. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the results of operations and cash flows of Energy Visions Inc. and Subsidiaries and the amounts included in the cumulative column in the consolidated statements of operations, comprehensive operations, and cash flows for the period from November 19, 1996 (inception) to September 30, 1999 in conformity with accounting principles generally accepted in the United States of America.

SHIMMERMAN PENN BURNS BECKER, LLP
Chartered Accountants
Toronto, Canada

February 21, 2000

ENERGY VISIONS INC. AND SUBSIDIARIES
(a development stage company)

CONSOLIDATED BALANCE SHEETS
(expressed in U.S. dollars)

September 30,	2003	2002
ASSETS		
Current Assets:		
Cash and equivalents	$ 6,838	$ 5,532
Accounts receivable, net of allowance for doubtful accounts of $143,000 for 2002		28,022
Refundable investment tax credits	23,565	20,065
Prepaid expenses and other current assets	553	2,146
Deferred tax asset less valuation allowance of $1,858,000		
Total current assets	30,956	55,765
Property and Equipment, net of accumulated depreciation of $117,492 and $83,343	77,095	111,244
Total Assets	$ 108,051	$ 167,009
LIABILITIES AND DEFICIENCY IN ASSETS		
Current Liabilities:		
Accounts payable and accrued expenses	$ 1,442,527	$ 851,966
Due to related parties	1,036,219	734,023
Short term advances	146,889	
Total current liabilities	2,625,635	1,585,989
Loans Payable	366,477	312,047
Total liabilities	2,992,112	1,898,036
Commitments and Contingencies (Note 7)		
Deficiency in assets:		
Preferred stock - $.0001 par value; authorized 5,000,000 shares, none issued		
Common stock - $.0001 par value; authorized 50,000,000 shares, issued and outstanding 20,698,852 and 17,867,116 shares, respectively	2,070	1,787
Additional paid-in capital	10,572,632	10,221,065
Accumulated other comprehensive (loss) income	(273,842)	30,162
Deficit accumulated during the development stage	(13,184,921)	(11,984,041)
Deficiency in assets	(2,884,061)	(1,731,027)
Total Liabilities and Deficiency in Assets	$ 108,051	$ 167,009

See accompanying notes to the consolidated financial statements

ENERGY VISIONS INC. AND SUBSIDIARIES
(a development stage company)

CONSOLIDATED STATEMENTS OF OPERATIONS
(expressed in U.S. dollars)

	Year ended September 30, 2003	Year ended September 30, 2002	Period from November 19, 1996 (inception) to September 30, 2003
Revenue	$	$ 50,000	$ 603,495
Expenses:			
Research and development costs	304,722	677,597	2,844,926
Professional fees	378,651	530,749	2,381,600
General and administrative	253,342	775,018	5,506,390
Interest and financing costs	125,168	26,803	2,445,974
Depreciation and amortization	23,997	103,755	494,526
Total expenses	1,085,880	2,113,922	13,673,416
Net loss before other income (expenses)	(1,085,880)	(2,063,922)	(13,069,921)
Other income (expenses):			
Gain from sale of Astris options	95,000		95,000
Impairment of investment	(210,000)		(210,000)
Total other income (expenses):	(115,000)		(115,000)
Net loss	$(1,200,880)	$(2,063,922)	$(13,184,921)
Loss per common share - basic and diluted	$ (.06)	$ (.12)	
Weighted-average number of common shares outstanding - basic and diluted	19,992,292	17,759,465	

See accompanying notes to the consolidated financial statements

ENERGY VISIONS INC. AND SUBSIDIARIES
(a development stage company)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE OPERATIONS
(expressed in U.S. dollars)

	Year ended September 30, 2003	Year ended September 30, 2002	Period from November 19, 1996 (inception) to September 30, 2003
Net loss	$(1,200,880)	$(2,063,922)	$(13,184,921)
Other comprehensive loss:			
Foreign currency translation, net of income tax benefit	(304,004)	(1,550)	(273,842)
Comprehensive loss	$(1,504,884)	$(2,065,472)	$(13,458,763)

See accompanying notes to the consolidated financial statements

ENERGY VISIONS INC. AND SUBSIDIARIES
(a development stage company)

CONSOLIDATED STATEMENTS OF DEFICIENCY IN ASSETS
(expressed in U.S. dollars)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Accumulated Other Comprehensive Income (Loss)	Stockholders' Equity (Deficiency)
Balance at October 1, 1996						
Issuance of common stock to founders	149,179	$ 15	$ (15)	$	$	$
Issuance of common stock in reverse acquisition	10,088,400	1,009	145,792			146,801
Proceeds on issuance of options			165,481			165,481
Net loss				(284,111)		(284,111)
Balance at September 30, 1997	10,237,579	1,024	311,258	(284,111)		28,171
Foreign currency translation					$ 8,204	8,204
Net loss				(315,833)		(315,833)
Balance at September 30, 1998	10,237,579	1,024	311,258	(599,944)	8,204	(279,458)
Issuance of common stock for payment for laboratory equipment	200,000	20	449,980			450,000
Issuance of common stock in satisfaction of debt related to acquisition of license and technology	200,000	20	449,980			450,000
Issuance of common stock for cash to an unrelated third party investor	522,000	52	99,948			100,000
Issuance of common stock for cash to an officer	1,478,000	148	99,852			100,000
Issuance of common stock to an officer			3,018,815			3,018,815
Foreign currency translation					(19,577)	(19,577)
Net loss				(3,543,192)		(3,543,192)
Balance at September 30, 1999	12,637,579	$ 1,264	$ 4,429,833	$ (4,143,136)	$ (11,373)	$ 276,588

(continued)

See accompanying notes to the consolidated financial statements

CONSOLIDATED STATEMENTS OF DEFICIENCY IN ASSETS
(expressed in U.S. dollars)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Accumulated Other Comprehensive Income (Loss)	Stockholders' Equity (Deficiency)
Issuance of common stock for cash	70,000	$ 7	$ 139,993	$	$	$ 140,000
Issuance of common stock upon exercise of options for cash	150,000	15	74,985			75,000
Noncash compensatory charge on options issued to an officer			275,950			275,950
Issuance of common stock for payment of advances owed to an officer	551,900	55	275,895			275,950
Issuance of common stock for legal services	100,000	10	219,377			219,387
Issuance of options to employees			129,375			129,375
Issuance of options for legal services			386,121			386,121
Issuance of warrants to debenture holders			960,417			960,417
Issuance of warrants to consultants			175,010			175,010
Issuance of common stock to consultants	62,500	6	75,164			75,170
Foreign currency translation					19,503	19,503
Net loss				(2,527,270)		(2,527,270)
Balance at September 30, 2000	13,571,979	$ 1,357	$ 7,142,120	$ (6,670,406)	$ 8,130	$ 481,201

(continued)

See accompanying notes to the consolidated financial statements

CONSOLIDATED STATEMENTS OF DEFICIENCY IN ASSETS
(expressed in U.S. dollars)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Accumulated Other Comprehensive Income (Loss)	Stockholders' Equity (Deficiency)
Issuance of common stock upon exercise of warrants for cash	17,000	$ 2	$ 22,503	$	$	$ 22,505
Issuance of common stock to consultants for services	40,000	4	69,996			70,000
Noncash compensatory charge upon extension of options issued to employees and nonemployees			282,875			282,875
Issuance of warrants to debenture holders for extension of maturity date			752,120			752,120
Noncash compensatory charge on warrants issued for research and development services			120,011			120,011
Issuance of common stock in connection with public offering, net of offering costs	4,000,000	400	1,570,916			1,571,316
Issuance of warrants in connection with related party advances			29,663			29,663
Issuance of warrants for marketing and public relations services			9,970			9,970
Foreign currency translation					23,582	23,582
Net loss				(3,249,713)		(3,249,713)
Balance at September 30, 2001	17,628,979	$ 1,763	$ 10,000,174	$ (9,920,119)	$ 31,712	$ 113,530

(continued)

See accompanying notes to the consolidated financial statements

ENERGY VISIONS INC. AND SUBSIDIARIES
(a development stage company)

CONSOLIDATED STATEMENTS OF DEFICIENCY IN ASSETS
(expressed in U.S. dollars)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Accumulated Other Comprehensive Income (Loss)	Stockholders' Equity (Deficiency)
Issuance of options to consultants for services		$		$ 8,582	$	$ 8,582
Noncash compensatory charge on warrants issued for research and development services			138,801			138,801
Issuance of common stock for cash, net of offering costs	238,137	24	73,508			73,532
Foreign currency translation					(1,550)	(1,550)
Net loss				(2,063,922)		(2,063,922)
Balance at September 30, 2002	17,867,116	1,787	10,221,065	(11,984,041)	30,162	(1,731,027)
Issuance of common stock for investment in private corporation	1,000,000	100	209,900			210,000
Issuance of common stock for services	1,831,736	183	125,471			125,654
Noncash compensatory charge upon issue of options to nonemployees			16,196			16,196
Foreign currency translation					$ (304,004)	(304,004)
Net loss				$ (1,200,880)		(1,200,880)
Balance at September 30, 2003	20,698,852	$ 2,070	$10,572,632	$(13,184,921)	$ (273,842)	$ (2,884,061)

See accompanying notes to the consolidated financial statements

CONSOLIDATED STATEMENTS OF CASH FLOWS
(expressed in U.S. dollars)

	Year ended September 30, 2003	Year ended September 30, 2002	Period from November 19, 1996 (inception) to September 30, 2003
Cash flows from operating activities:			
Net loss	$(1,200,880)	$(2,063,922)	$(13,184,921)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	34,149	103,755	504,678
Allowance for doubtful accounts		53,000	143,000
Noncash interest on advances settled with related party			28,604
Common stock issued to founders			146,801
Noncash compensatory charge on stock issued to an officer			3,018,815
Common stock issued for services	121,797		506,407
Noncash compensatory charge on stock options issued to an officer			275,950
Noncash charge for extension of expiration date of options			282,875
Issuance of compensatory stock options	20,053	8,582	524,078
Issuance of compensatory stock warrants		138,801	2,185,992
Impairment of license and technology costs		253,480	253,480
Impairment of property and equipment		272,589	272,589
Gain from sale of Astris options	(95,000)		(95,000)
Impairment of investment	210,000		210,000
Changes in operating assets and liabilities:			
(Increase) decrease in accounts receivable	28,022	(72,945)	(143,000)
(Increase) decrease in refundable investment tax credits	(3,500)	66,660	(23,565)
(Increase) decrease in prepaid expenses and other current assets	1,593	94,359	(553)
Increase in accounts payable and accrued expenses	590,561	357,105	1,442,527
Net cash used in operating activities	(293,205)	(788,536)	(3,651,243)
Cash flows from investing activities:			
Proceeds from sale of Astris options	95,000		95,000
Purchases of property and equipment		(44,286)	(202,915)
Acquisition of license and technology			(4,927)
Cash provided by (used in) investing activities	95,000	(44,286)	(112,842)
Cash flows from financing activities:			
Proceeds from related parties' advances	302,196	238,721	1,283,565
Proceeds from issuance of debentures			497,678
Proceeds from short term advances	146,889		146,889
Proceeds from loan payable, net	54,430	38,577	366,477
Proceeds from issuance of common stock, net of offering costs		73,532	2,150,329
Proceeds from issuance of common stock upon exercise of options and warrants			97,505
Repayment of debentures payable			(497,678)
Net cash provided by financing activities	503,515	350,830	4,044,765
Effect of exchange rate changes on cash	(304,004)	(1,550)	(273,842)
Net increase (decrease) in cash and equivalents	1,306	(483,542)	6,838
Cash and equivalents at beginning of period	5,532	489,074	
Cash and equivalents at end of period	$ 6,838	$ 5,532	$ 6,838

See accompanying notes to the consolidated financial statements

ENERGY VISIONS INC. AND SUBSIDIARIES
(a development stage company)

CONSOLIDATED STATEMENTS OF CASH FLOWS
(expressed in U.S. dollars)

	Year ended September 30, 2003	Year ended September 30, 2002	Period from November 19, 1996 (inception) to September 30, 2003
Supplemental disclosure of cash flow information:			
Cash paid during the year for income taxes	**$**	**$**	**$**
Cash paid during the period for interest	$ 30,068	$ 12,098	$ 218,548
Supplemental schedule of noncash investing and financing activities:			
Issuance of common stock for payment of laboratory equipment	$	$	$ 450,000
Issuance of common stock in satisfaction of debt related to acquisition of license and technology			450,000
Issuance of common stock for payment of advances owed to an officer			275,950
Issuance of stock warrants to debenture holders in connection with extension of maturity dates			1,308,336
Issuance of common stock to agent in connection with extension of maturity dates			75,170
Issuance of stock warrants in connection with related party advances			29,663
Issuance of common stock for acquisition of investment	$ 210,000		210,000

See accompanying notes to the consolidated financial statements

1. ORGANIZATION AND BUSINESS:

On September 30, 1997, O.P.D. Acquisitions, Inc. ("OPD") acquired all of the outstanding common stock of Energy Ventures Inc. (Canada) ("EVI"). For accounting purposes, the acquisition has been treated as a recapitalization of OPD with EVI as the acquirer (the "Reverse Acquisition"). EVI merged into OPD and OPD changed its name to Energy Ventures Inc.

On July 23, 2001, Energy Ventures Inc. changed its name to Energy Visions Inc. (the "Company").

The Company was incorporated in 1996 and is developing cost-effective materials and manufacturing processes for battery and fuel cell systems. The Company's goals are to significantly improve battery and fuel cell performance and mitigate environmental and safety hazards. For the period from November 19, 1996 (inception) to September 30, 2003, all operations of the Company were conducted in Canada. At September 30, 2003, a majority of the Company's assets are located in Canada.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The Company is in the development stage and its operations are subject to all of the risks inherent in an emerging business enterprise. The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As shown in the accompanying consolidated financial statements, the Company has incurred losses of $1,200,880 and $2,063,922 for the years ended September 30, 2003 and 2002, respectively, and $13,184,921 since its inception in 1996. The Company has had limited revenue during those years. There is no assurance that the Company will not encounter substantial delays and expenses related to financing the successful completion of its product development and marketing efforts and/or other unforeseen difficulties. The Company will be required to expand its management and administrative capabilities in order to manage the aforementioned items as well as respond to competitive conditions, and will require additional funds. The Company is seeking other funds through additional debt or equity financing and potential collaborative arrangements. Such additional funds may not be available on terms acceptable to the Company. These factors indicate that the Company may not be able to continue as a going concern. The accompanying consolidated financial statements do not include adjustments that might result from the outcome of this uncertainty.

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Energy Ventures Inc. (Canada) and Energy Ventures International Inc. All intercompany accounts and transactions have been eliminated. The accompanying consolidated financial statements are expressed in U.S. dollars.

Cash and equivalents are comprised of cash held at banks and certain highly liquid investments with a maturity of three months or less when purchased. The Company maintains cash in bank deposit accounts which may represent a concentration of credit risk. The Company has not experienced any losses on these accounts.

Property and equipment is stated at cost. Maintenance and repairs are expensed as incurred. When property is retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in operations. Depreciation is computed on the straight-line method over the estimated useful lives of the assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

The Company identifies and records impairment on long-lived assets when events and circumstances indicate that such assets have been impaired. The Company periodically evaluates the recoverability of its long-lived assets based on expected undiscounted cash flows, and recognizes impairment, if any, based on expected discounted cash flows. During the year ended September 30, 2002, the Company recorded impairment losses related to its license and technology costs ($253,480) and its property and equipment ($272,589).

Deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Revenue is recognized when services are performed. The Company recognized revenue in 2002 for fees received on a joint research development project with Ilion Technology Corporation ("Ilion"), formerly Pacific Lithium Limited, to manufacture and sell lithium ion cathode material for use in batteries. Licensing fees are recognized ratably over the term of the license agreement. For the year ended September 30, 2002, the Company recognized $50,000 of revenue in licensing fees from Ilion. Effective September 2002, the Company and Ilion terminated this license agreement.

Research and development costs are expensed as incurred.

The financial position and results of operations of the Company's foreign subsidiaries are measured using local currency as the functional currency. Assets and liabilities of these subsidiaries have been translated into U.S. dollars at current exchange rates, and related revenue and expenses have been translated at average monthly exchange rates. The aggregate effect of translation adjustments has been deferred and is reflected as a separate component of deficiency in assets until there is a sale or liquidation of the underlying foreign investment.

Basic loss per common share is computed as net loss divided by the weighted-average number of common shares outstanding during the period. Potential common stock has been excluded from the computation of diluted net loss per share as their inclusion would be antidilutive.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

The Company's financial instruments consist of cash and equivalents, accounts receivable, refundable investment tax credits, accounts payable and accrued liabilities, loans payable and due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. Unless noted elsewhere, the fair value of the Company’s financial instruments approximate their carrying values.

3. INVESTMENTS:

At September 30, 2002, the Company had options to purchase 1,000,000 shares of Astris Energi Inc. at an exercise price of $.30 per share. The options expired in October 2003. The Company recorded the options at the lower of cost or net realizable value. These options had no cost to the Company. Astris' management believed these options were issued as part of its licensing agreement with the Company for the use of Astris' technology in connection with the Company's alkaline fuel cell research and development. The Company did not make the required royalty payments, since it suspended its alkaline fuel cell technology program to refocus its efforts on more viable aspects of battery technology and as a result the licensing agreement was canceled on September 5, 2002. The management of Astris believed these options were cancelled. The Company's management believed that the options remained valid. On February 12, 2003, the Company sold these options to an unrelated third party for proceeds amounting to $95,000.

At September 30, 2002, the Company had 68,000 shares of Class B common stock of Ilion, a privately held company. The Company recorded the shares at the lower of cost or net realizable value. The cost of the shares was $1. In connection with a September 2002 settlement agreement with the National Research Council of Canada ("NRC"), an unrelated third party with which the Company had a strategic alliance to further develop certain lithium ion technology patented by NRC, 32,000 shares of common stock of Ilion were transferred to NRC. Therefore, at September 30, 2003, the Company had 36,000 shares of Class B common stock of Ilion.

On November 11, 2002, the Company entered into a letter of intent agreement with Rabih Holdings Ltd. ("Rabih") to acquire control of 51% of the common shares of Pure Energy, Inc. ("PEI") on or before December 16, 2002, subject to the approval of TSX. The transaction was partially completed by the issuance of 1,000,000 shares of the Company's common stock to PEI in exchange for 1,000,000 shares of PEI's preferred stock. These shares were not conditional upon the completion of the PEI transaction and after the transfer of these shares, the Company owned approximately 26% (assuming conversion of the convertible preferred stock) of the total outstanding common shares of PEI. In addition, the president and chief executive officer of the Company then owned an additional 3% of the outstanding common shares of PEI. The Company intended to convert such PEI preferred shares into 7,097,857 common shares of PEI at approximately Cdn $0.14 per PEI common share; however, at September 30, 2003, no such conversion had taken place. The November 11, 2002 agreement also contemplated the purchase of 6,000,000 common shares of PEI ("Additional PEI Shares") from Rabih valued at Cdn $845,328 in exchange for a non-interest-bearing promissory note secured by a pledge of the Additional PEI Shares and due on the earlier of January 31, 2003 or the completion of additional equity financing. As a result of such transactions, the Company would own approximately 48.1% of PEI and together with the common shares of PEI already controlled by the Company's president and chief executive officer, would effectively control 51% of PEI. Subsequent to September 30, 2003, an amended agreement was entered into by the Company, Rabih and PEI (see Note 12).

The Company recorded the issuance of 1,000,000 shares of the Company's common stock to PEI in exchange for 1,000,000 shares of PEI's preferred stock at $210,000, which represented the fair market value of the Company's 1,000,000 shares of common stock at the date of exchange ($0.21 per share). During the quarters ended March 31, 2003 and June 30, 2003, in light of the then pending status of the proposed transaction with PEI and its significant accumulated deficit, the Company's management determined its investment in PEI has been impaired. The Company recorded a charge to operations amounting to $63,000 and $147,000 for the quarters ended March 31, 2003 and June 30, 2003, respectively. At September 30, 2003 the entire value of the Company's investment in PEI was written off.

(expressed in U.S. dollars)

4. PROPERTY AND EQUIPMENT:

Property and equipment consists of the following:

September 30,	2003	2002	Estimated Useful Life
Computers	$ 21,126	$ 21,126	3 to 5 years
Laboratory equipment	171,645	171,645	10 years
Furniture and fixtures	1,816	1,816	5 years
	194,587	194,587	
Less accumulated depreciation	117,492	83,343	
	$ 77,095	$111,244	

Depreciation expense amounted to approximately $34,000 and $84,000 and $312,000 for the years ended September 30, 2003 and 2002 and the period from inception through September 30, 2003, respectively. During the quarter ended September 30, 2002, the Company determined that there is no certainty that equipment amounting to approximately $450,000 with accumulated depreciation approximating $177,000 has the ability to contribute to the Company's future cash flow. Based on this assessment, the Company recorded at September 30, 2002, a charge to operations for the remaining balance amounting to approximately $273,000 and included this amount in general and administrative expenses.

5. LICENSE AND TECHNOLOGY:

License and technology costs are recorded at cost and amortized on the straight-line method over the term of the agreements. At September 30, 2001, license and technology costs, at cost, amounted to approximately $455,000. Accumulated amortization at September 30, 2001, amounted to approximately $181,000. During the quarter ended June 30, 2002, the Company determined that even though this intangible asset amounting to approximately $455,000 with accumulated amortization approximating $201,000 has a finite life, there is no certainty of its ability to contribute to the Company's future cash flow. Based on this assessment, the Company recorded a charge to operations of approximately $254,000 for the remaining balance and included this amount in general and administrative expenses. Amortization expense amounted to approximately $20,000 and $40,000 for the years ended September 30, 2002 and 2001, respectively, and $201,000 for the period from inception through September 30, 2003.

(expressed in U.S. dollars)

6. ACCOUNTS PAYABLE AND ACCRUED EXPENSES:

Accounts payable and accrued expenses consist of the following:

September 30,	2003	2002
Accounts payable	$ 321,914	$ 213,841
Accrued payroll, officers and shareholders	142,719	67,347
Accrued payroll, others	69,287	8,784
Accrued professional fees	782,800	440,844
Other (none in excess of 5% of current liabilities)	125,807	121,150
	$1,442,527	$851,966

7. COMMITMENTS AND CONTINGENCIES:

The Company entered into an agreement with NRC, an unrelated third party, for the use of certain technology whereby 40% of the Company's net receipts from the licensing of the technology and 2% of products manufactured by the Company using this technology will be paid to this entity. Through September 30, 2002, no amounts had been incurred under this agreement. In addition, the Company had agreed to provide between approximately $70,000 and $330,000 per year to this entity for ongoing research and development. The Company was in default with this agreement as it had not provided the required support.

In September 2002, the Company entered into a settlement agreement with NRC, whereby the Company transferred 32,000 shares of Ilion common stock, issued shares of the Company's common stock amounting to Cdn $77,000 for no additional consideration and transferred its right to payment of additional advances amounting to approximately $40,000 (Cdn $63,000) from NRC's Industrial Research Assistance Program ("IRAP") in order for the Company to be released from its obligations. On February 13, 2003, the Company issued to NRC 210,000 common shares in the amount of approximately $49,000 (Cdn $77,000).

In 1998, the Company entered into a 10-year licensing agreement for the use of certain alkaline fuel cell technology. The Company paid $17,000 upon execution of this agreement and was to pay 2.5% during the first four years of the agreement and 2% during the last six years of the agreement of all sales of product manufactured using the licensed technology. Beginning January 1, 2000, the Company agreed to pay a minimum royalty of approximately $7,000 per annum and the maximum amount of royalties the Company could incur throughout the term of this agreement was $3,300,000. However, the Company has not made the required royalty payments, since the Company's alkaline fuel cell technology program was suspended to refocus its efforts on more viable aspects of battery technology. The licensing agreement was canceled on September 5, 2002.

7. COMMITMENTS AND CONTINGENCIES (CONTINUED):

In 2000, the Company entered into an agreement with an unrelated third party under which funds are advanced to the Company to further the commercialization of zinc carbon and other battery products. These advances are repayable beginning on July 1, 2003, by remitting 1.7% of gross revenue on all the Company's products, limited to a maximum of approximately $495,000. At September 30, 2003 and 2002, the loan payable balance amounted to approximately $366,000 and $312,000, respectively. The fair value of the loan payable is not determinable.

On April 20, 2001, the Company entered into a joint development agreement with the Alberta Research Council Inc. ("ARC") to create commercial prototypes of fuel cells utilizing the Company's Direct Methanol Fuel Cell Technology. Pursuant to the agreement, ARC will invest up to $1,950,000 (Cdn $3,000,000) through the provision of premises, research and laboratory facilities, ARC equipment, scientific personnel and other resources. ARC would be compensated for the first $1,690,000 (Cdn $2,600,000) of resources by the issuance of special warrants ("Special Warrants") (see Note 8). The Special Warrants entitled ARC upon exercise to be issued one share of common stock and one warrant to receive an additional share of common stock for no additional consideration. During the period from inception of the ARC agreement to June 30, 2002, the fair value of the earned Special Warrants was charged to the Company's operations as the resources and services were provided. On May 3, 2002, the joint development agreement with ARC was amended to terminate the issuance of such Special Warrants, and instead, issue shares of the Company's common stock directly to ARC subject to approval by the TSX. As a result, the Company will compensate ARC for the first $1,690,000 (Cdn $2,600,000) of resources and services by issuing 2,057,450 shares of common stock for no additional consideration. On November 13, 2003, the Company issued 938,984 shares of common stock to ARC for resources and services provided from the inception of the agreement through the period ended June 30, 2002. The Company did not accrue any additional amounts pertaining to such issuance of 938,984 shares of the Company's common stock since the fair value of such shares did not exceed the fair value of the previously issued Special Warrants. For the year ended September 30, 2003, and the period from July 1, 2002 to September 30, 2002, the Company recorded a charge to operations amounting to $52,000 and $77,000 for the resources and services provided by ARC. Such amounts have been accrued for and included in accounts payable and accrued expenses in the accompanying consolidated balance sheet and, upon approval by TSX, will be satisfied by additional issuances of the Company's common stock. Resources provided by ARC in excess of $1,690,000 (Cdn $2,600,000) will be compensated through the issuance of additional shares of common stock.

As of November 4, 2002, the Company and its president and chief executive officer guaranteed a factoring agreement being entered into between an unrelated third party and Pure Energy Battery Inc. ("PEBI"), a subsidiary of PEI, for PEBI to sell certain trade accounts receivable to a commercial factor with recourse. In connection with this agreement, on November 22, 2002, PEBI advanced approximately Cdn$123,000 to the Company repayable on the earlier of January 31, 2003, or the completion of an additional equity financing, neither of which has occurred. PEBI later agreed to extend the due date beyond January 31, 2003 to an undetermined date in the future, while it considers EVI's financing plans. Such advances are evidenced by a promissory note issued by the Company and bear interest at prime plus 3%. The Company has agreed to cover all factoring fees and interest limited to a maximum of Cdn$75,000, incurred by PEBI on its borrowings against its factored receivables. The Company has recorded charges to operations and included these amounts in loans payable at September 30, 2003, totaling approximately Cdn$198,000.

(expressed in U.S. dollars)

7. COMMITMENTS AND CONTINGENCIES (CONTINUED):

The Company leases its office facility under a noncancelable operating lease expiring in 2004. Rent expense amounted to approximately $20,000 and $25,000 and $109,000 for the years ended September 30, 2003, and 2002 and for the period from inception through September 30, 2003, respectively. Approximate minimum future payments under the lease are payable as follows:

Year ending September 30,	
2004	$ 6,000
	$ 6,000

In May 2002, an action was commenced in Vancouver, British Columbia, by Mr. Dale Hueser and August Capital Corp. (the "Plaintiffs") against the Company. The Plaintiffs contend that they were entitled to a commission of Cdn $120,000 to Cdn $200,000 in respect of equity raised pursuant to the Company's successful initial public offering in 2001. The Company believes that the claim is without merit and intends to vigorously defend it.

On April 1, 2002, the Company announced that it and its major stockholders had commenced an action in the Ontario Superior Court of Justice against Northern Securities Inc., Vic Alboini and Stature Inc. claiming, among other relief, damages for breach of contract, negligence and breach of fiduciary duties in connection with the Company's private and public financings in 2001 and 2000 and trading activities by Northern Securities Inc. in the Company's common shares since August 23, 2001. The defendants have taken steps to defend against the lawsuit and to counterclaim against the Company and others. The matter is currently under active negotiation.

The Company, in the normal course of business, may be involved in other claims and other legal actions. Management is of the opinion that the ultimate outcome of such matters will not have a material adverse impact on the financial position of the Company or the results of its operations.

8. DEFICIENCY IN ASSETS:

The Company issued 10,088,400 shares of common stock in connection with the Reverse Acquisition described in Note 1.

Pursuant to an agreement between the Company and an unrelated third party, the Company received $165,481 for the issuance of an option for the holder to purchase 19.99% of the common shares of the Company. The option expired without exercise.

On October 22, 1998, the Company issued 200,000 shares of common stock as payment for a 10-year lease of fuel cell laboratory equipment. The shares were valued at $450,000 ($2.25 per common share).

On January 5, 1999, the Company issued 200,000 shares of common stock as partial payment for a technology license. The shares were valued at $450,000 ($2.25 per common share).

8. DEFICIENCY IN ASSETS (CONTINUED):

On May 8, 1999, the Company issued to an officer and an unrelated third party investor 1,478,000 and 522,000 shares of common stock, respectively, valued at $200,000 ($0.10 per common share). The Company charged operations for approximately $3,019,000, representing the differential between the fair value and issuance price of the shares of common stock issued to the officer.

On October 15, 1999, the Company issued options to purchase 551,900 shares of common stock at an exercise price of $0.50 per common share and took a charge to operations approximating $276,000.

On October 15, 1999, the Company issued 50,000 shares of common stock to a former officer for cash of approximately $100,000 ($2.00 per common share).

On December 30, 1999, the Company issued 14,000 shares of common stock upon the exercising of options for cash of approximately $7,000 ($0.50 per common share).

On March 6, 2000, the Company issued 36,000 shares of common stock upon the exercising of options for cash of approximately $18,000 ($0.50 per common share).

On March 6, 2000, the Company issued 20,000 shares of common stock to a former officer for cash of approximately $40,000 ($2.00 per common share).

On April 11, 2000, the Company issued 100,000 shares of common stock to consultants for legal services provided. At September 30, 2000, the Company charged operations for approximately $220,000 representing the value of the services provided. The Company valued the shares at $2.25 per share. In addition, the Company issued options to purchase 200,000 shares of common stock at an exercise price of $2.00 per share to the same consultants for the legal services described above. The Company charged operations for approximately $386,000, representing the fair value of these options as of the date services were provided.

On April 11, 2000, the Company issued warrants to purchase 750,000 shares of common stock at an exercise price of $1.38 per share (valued at approximately $404,000) to the holders of the Company's debentures. Additionally, the Company issued warrants to purchase 75,000 shares of common stock at an exercise price of $2.00 per share (valued at approximately $175,000) to consultants for services provided in connection with the issuance of certain debentures. On September 30, 2000, in connection with the extension of time for repayment of certain debentures, the Company issued warrants to purchase an additional 400,000 shares of common stock at an exercise price of $1.13 per share (valued at approximately $556,000) to the holders of the Company's debentures and recorded a charge to operations in 2001 for the warrants' fair market value.

On April 12, 2000, the Company issued options to purchase 567,500 shares of common stock at an exercise price of $2.00 per common share to employees. The Company charged operations for approximately $129,000, representing the differential between the fair value and exercise price of these options.

On April 19, 2000, the Company issued 100,000 shares of common stock upon the exercising of options for cash of approximately $50,000 ($0.50 per common share).

8. DEFICIENCY IN ASSETS (CONTINUED):

On August 22, 2000, the Company issued 551,900 shares of common stock at $0.50 per common share (valued at approximately $276,000) upon the exercising of these options through the settlement of advances owed to an officer.

On October 2, 2000, the Company issued 17,000 shares of common stock upon the exercising of warrants for cash of approximately $23,000 ($1.38 per share).

On October 5, 2000, the Company issued 62,500 shares of common stock to consultants for services provided in connection with the debentures. The Company valued these shares at $75,000 ($1.20 per share).

On November 17, 2000, the Company extended the expiration date of options issued to employees and nonemployees to purchase 155,100 shares of common stock exercisable at $0.50 from January 2, 2001 to the earlier of March 31, 2001 or a proposed Canadian share offering. The Company recorded a charge to operations for approximately $69,000, representing the differential between the fair value of the common stock and the exercise price of options issued to employees to purchase 55,100 shares of common stock. Additionally, the Company recorded a charge to operations for approximately $131,000, representing the fair value of options issued to nonemployees to purchase 100,000 shares of common stock as of the new grant date.

On November 22, 2000, the Company entered into an agreement with consultants to provide services to the Company. The Company issued the consultants 40,000 shares of common stock for those services. The Company recorded a charge to operations for approximately $70,000 ($1.75 per share), representing the fair value of the shares of common stock on the issuance date.

On February 27, 2001, in connection with the extension of the due dates of certain debentures, the Company issued the debenture holders 225,000 Series C warrants entitling them to acquire 225,000 shares of common stock exercisable at the lower of $0.56 or the price of the Company's Canadian share offering (Cdn $0.75) (valued at approximately $99,000) at any time on or before February 27, 2003. Further, previously issued warrants for 400,000 shares of the Company's common stock were surrendered and the Company issued 400,000 Series B warrants to the debenture holders entitling them to acquire 400,000 shares of common stock exercisable at the lower of $0.56 or the price of the Company's Canadian share offering (Cdn $0.75) (valued at approximately $176,000) at any time on or before February 27, 2003. Additionally, the original warrants issued to the debenture holders and the promoter of the transaction for 808,000 shares of the Company's common stock were surrendered, and the Company issued 808,000 Series A warrants entitling the debenture holders and the promoter of the transaction to acquire 808,000 shares of common stock exercisable at $1.31 (Cdn $2.00) per share (valued at approximately $315,000) at any time on or before March 30, 2003. The Company recorded a charge to operations for the warrants' fair market value at the time of issuance amounting to approximately $590,000.

On March 19, 2001, the Company issued options to purchase 100,000 shares of common stock at an exercise price of $0.66 per common share to an officer. The Company did not record a charge to operations since these options were issued at an exercise price equal to the fair value of the Company's common stock at the date of grant.

8. DEFICIENCY IN ASSETS (CONTINUED):

On April 1, 2001, the Company further extended the expiration date of options issued to employees and nonemployees to purchase 155,100 shares of common stock exercisable at $0.50 per share from March 31, 2001 to the earlier of July 31, 2001 or a proposed Canadian share offering. The Company recorded a charge to operations for approximately $24,000, representing the differential between the fair value of the common stock and the exercise price of the options issued to employees to purchase 55,100 shares of common stock. Additionally, the Company recorded a charge to operations for approximately $59,000 representing the fair value of the options issued to nonemployees to purchase 100,000 shares of common stock as of the new grant date.

On April 20, 2001, the Company issued Special Warrants in connection with a joint venture agreement with ARC regarding the development and commercialization of the Company's Direct Methanol Fuel Cell Technology (see Note 10). Each Special Warrant would entitle the holder to receive one share of common stock and an additional warrant to receive one additional share of common stock for no additional consideration, resulting in 2,057,450 shares of common stock that can be issued to ARC. The fair value of the Special Warrants is being charged to operations as the resources and services described above are provided. The Company recorded a charge to operations in 2001 of approximately $120,000, which represents the charge based upon the resources and services provided by ARC for the period from April 20, 2001 to September 30, 2001. Based on an amendment made to the ARC agreement (see Note 10), the Company terminated the issuance of Special Warrants, and instead will issue shares of the Company's common stock. Since the approval of the amendment was not made by TSX until August 28, 2002, the Special Warrants were not terminated as of June 30, 2002. During 2002, the Company recorded a charge to operations of approximately $139,000 for Special Warrants, which represents the charge based upon the resources and services provided by ARC for the nine-month period ended June 30, 2002. No additional amounts were accrued for the period from inception of this agreement to June 30, 2002 since the fair value of the 938,984 common shares issued subsequently did not exceed the charges previously charged to operations. For the period July 1, 2002 to September 30, 2002, the Company recorded a charge to operations amounting to $77,000 for the resources and services provided by ARC and has included such amounts in accounts payable and accrued expenses in the accompanying consolidated balance sheet. Such amounts will be satisfied by issuances of the Company's common stock for no additional consideration upon TSX's approval.

On June 15, 2001, but effective April 29, 2001, in connection with the extension of the due dates of certain debentures, the Company issued to the debenture holders 225,000 Series D warrants (valued at approximately $162,000) to acquire 225,000 shares of common stock exercisable at the lower of $0.56 or the price of the Company's Canadian share offering (Cdn $0.75) at any time on or before April 29, 2003. The Company recorded a charge to operations for the warrants' fair market value at the time of issuance amounting to approximately $162,000.

On August 21, 2001, the Company issued warrants to purchase 67,416 shares of common stock at an exercise price of $0.58 per share (valued at approximately $30,000) in connection with advances of approximately $98,000 (Cdn $150,000) received from the Company's president and chief executive officer's spouse on July 12, 2001 (see Note 14). Accordingly, the Company has charged operations for approximately $30,000, representing the fair value of the warrants at the time of issuance.

8. DEFICIENCY IN ASSETS (CONTINUED):

On August 22, 2001, the Company issued options that are not a part of its stock option plan to purchase 400,000 shares of common stock exercisable at $0.49 (Cdn $0.75) per common share at any time on or before August 20, 2003, to the agents in connection with the public offering (see Note 3).

On August 24, 2001, the Company issued warrants to purchase 100,000 shares of common stock at an exercise price of $0.40 per share to a consultant in addition to a cash payment of approximately $16,000 (Cdn $24,000) for marketing and public relations services. Warrants to purchase 25,000 shares of common stock (valued at approximately $10,000) vested immediately and were not contingent upon providing future services. Subsequently, the Company's management determined that the consultant was not providing the proper level of services, terminated the relationship and canceled the remaining warrants. The Company recorded a charge to operations for approximately $10,000, representing the fair value of the initial set of warrants at the time of issuance.

On October 2, 2001, the Company's board of directors approved a new stock option plan (the "Plan") which became effective upon its approval by TSX and the Company's shareholders on May 22, 2002. A maximum of 3,500,000 options to purchase shares of common stock can be issued by the Company under the Plan.

During the year ended September 30, 2002, the Company issued options under the Plan to purchase 810,000 shares of common stock at exercise prices ranging from $0.27 (Cdn $0.43) per share to $0.41 (Cdn $0.65) per share. The Company recorded a charge to operations for approximately $9,000, representing the fair value of options to purchase 35,000 shares of common stock which were granted to nonemployees. The Company did not record a charge to operations for the remaining options issued to officers, directors and employees to purchase 775,000 shares of common stock, since these options were issued at exercise prices exceeding the fair value of the Company's common stock at the date the Plan became effective.

On November 13, 2002, the Company issued 938,984 shares of common stock to the ARC for resources and services provided from the inception of its agreement with ARC through the period ended June 30, 2002 at $0.80 per common share (Cdn $1.2637 per common share) for no additional consideration.

On November 13, 2002, the Company issued 50,000 shares of common stock to a consultant for investment advisory services rendered during fiscal year 2002. The Company valued these shares at $0.22 (Cdn $0.35) per common share approximating $11,000 (Cdn $17,500) and was charged to operations during fiscal year 2002.

On February 13, 2003, the Company issued 210,000 shares of common stock to NRC as part of the Company’s settlement agreement and outstanding amounts owed to NRC at $0.24 per common share (Cdn $0.37 per common share) for no additional consideration.

8. DEFICIENCY IN ASSETS (CONTINUED):

On March 27, 2003, the Company's board of directors approved the cancellation of 1,019,267 stock options originally issued under the 1997 stock option plan. Additionally, the Company's board of directors approved the issuance of replacement options under the 2001 stock option plan to purchase 1,500,000 shares of common stock at an exercise price of $0.14 (Cdn $0.20) per share. The Company recorded a charge to operations for approximately $16,000, representing the fair value of options to purchase 145,000 shares of common stock which were granted to nonemployees. The Company did not record a charge to operations for the remaining options issued to officers, directors and employees to purchase 1,355,000 shares of common stock, since these options were issued at an exercise price exceeding the fair market value of the Company's common stock at the grant date. These replacement options issued to officers, directors and employees will be accounted for as a variable plan. On July 15, 2003, the Company's shareholders approved the cancellation of these stock options and issuance of new stock options for the officers and directors.

On April 9, 2003, the Company issued 300,000 shares of common stock to a consultant who had previously been an employee for consulting services rendered pursuant to an S8 filing. The Company valued these shares at $0.10 per common share or $30,000.

On June 11, 2003, the Company issued a total of 100,575 shares of common stock to a consultant for public relations services relating primarily to the Company's proposed acquisition of an interest in PEI and rendered during the months of March and April 2003. The Company valued these shares at approximately $0.09 (Cdn $0.124) per common share approximating $9,000 (Cdn $12,500) and was charged to operations during the current year.

On June 11, 2003, the Company issued a total of 232,177 shares of common stock to a consultant for legal and merger and acquisition services rendered during the months of April and May 2003 and also relating to the Company's proposed acquisition of an interest in PEI. The Company valued these shares at approximately $0.09 (Cdn $0.144) per common share approximating $21,000 (Cdn $33,300) and charged to operations during the current year.

(expressed in U.S. dollars)

9. STOCK OPTIONS and STOCK WARRANTS:

The Company has 1997 and 2001 stock option plans under which options to purchase shares of common stock may be granted to certain officers, directors and service providers.

A summary of the status of the Company's options and changes for both the 1997 and 2001 plans during the years is presented below:

Year ended September 30,	2003		2002	
	Number of Shares	Weighted-average Exercise Price	Number of Shares	Weighted-average Exercise Price
Outstanding at beginning of year	2,136,900	$1.07	1,627,500	$1.55
Granted	1,530,000	$0.15	810,000	$ .38
Exercised				
Canceled	(1,348,567)	$1.47	(300,600)	$1.80
Outstanding at end of year	2,318,333	$0.23	2,136,900	$1.07
Options exercisable at year-end	1,288,333	$0.23	1,221,267	$1.28
Weighted-average fair value of options granted during the period		$0.11		$0.22

The following table summarizes information for both the 1997 and 2001 plans about fixed stock options outstanding at September 30, 2003:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted-average Remaining Contractual Life	Weighted-average Exercise Price	Number Exercisable	Weighted-average Exercise Price
$.27 - $.41	2,315,000	1.39	$0.23	1,285,000	$0.23
$1.19	3,333	3.65	$1.19	3,333	$1.19
$.27 - $2.00	2,318,333		$0.23	1,288,333	$0.23

(expressed in U.S. dollars)

9. STOCK OPTIONS and STOCK WARRANTS (CONTINUED):

The Company has elected to apply APB Opinion No. 25 and related interpretations in accounting for its stock options and has adopted the disclosure-only provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*. If the Company had elected to recognize compensation cost based on the fair value of the options granted at the grant date as prescribed by SFAS No. 123, the Company's net loss and net loss per common share for the years ended September 30, 2003 and 2002 would have been as follows:

Year ended September 30,	2003	2002
As reported	$(1,200,880)	$(2,063,922)
Pro forma	$(1,258,149)	$(2,367,755)
Loss per common share - basic and diluted:		
As reported	$ (.0.06)	$ (.12)
Pro forma	$ (0.06)	$ (.13)

The fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions for the period ended September 30, 2003. The assumptions were a risk-free interest rate of 2.92%, dividend yield of 0%, volatility factor of the market price of the Company's common stock of 214% and an expected life of the option of 3.5 to 4.5 years.

At September 30, 2003, the Company had no warrants outstanding. At September 30, 2002, there were approximately 2,125,000 warrants outstanding with exercise prices ranging from $CDN 0.75 to 2.00 and expiry dates ranging from March 30, 2003 to August 20, 2003.

10. INCOME TAXES:

As of September 30, 2003 and 2002, the Company had deferred tax assets resulting primarily from net operating loss carryforwards of approximately $4,941,000 and $3,740,000, respectively, which are available to offset future Canadian taxable income, if any, through 2010. As utilization of the net operating loss carryforwards is not assured, a 100% valuation allowance has been provided.

The Company has incurred research and development expenditures for which it has estimated the amount of Canadian income tax refunds available from the Canadian taxing authorities. At September 30, 2003 and 2002, these amounts were approximately $23,000 and $20,000, respectively.

(expressed in U.S. dollars)

10. INCOME TAXES (CONTINUED):

The components of the net deferred tax asset are as follows:

September 30,	2003	2002
Net operating loss carryforwards	$ 1,858,000	$ 1,620,000
Valuation allowance	(1,858,000)	(1,620,000)
Net deferred tax asset	$ - 0 -	$ - 0 -

The reconciliation of the effective income tax rate to the Canadian statutory rate for the years ended September 30, 2003 and 2002 is as follows:

Year ended September 30,	2003	2002
Canadian statutory tax rate	(37.6)%	(43.3)%
Valuation allowance on net operating loss carryforwards	37.6	43.3
Effective income tax rate	- 0 - %	- 0 - %

11. RELATED PARTY TRANSACTIONS:

The Company was charged approximately $146,000 and $135,000 and $990,000 for the years ended September 30, 2003 and 2002 and for the period from inception through September 30, 2003, respectively, by a company controlled by the Company's president and chief executive officer for management services provided by this individual. Approximately $1,036,000 and $734,000 is due to this entity, the Company's president and chief executive officer and the spouse of the Company's president and chief executive officer at September 30, 2003 and 2002, respectively.

The Company incurred interest expense on amounts advanced to the Company from a company controlled by its president and chief executive officer, and by the president and chief executive officer. Included in interest and financing costs in the accompanying consolidated financial statements are approximately $41,000 and $21,000 and $94,000 for the years ended September 30, 2003 and 2002 and for the period from inception through September 30, 2003, respectively, as a result of these advances.

Additionally, the president and chief executive officer's spouse advanced the Company approximately $30,000 (Cdn $47,000) to cover the costs of investment advisory services rendered on the Company's behalf during 2002. Included in interest and financing costs in the accompanying consolidated financial statements are approximately $2,000 and $1,000 and $4,000 for the years ended September 30, 2003 and 2002 and for the period from inception through September 30, 2003 as a result of these advances.

12. SUBSEQUENT EVENTS:

Subsequent to September 30, 2003, the following events occurred:

a) October 2003 acquisition of Pure Energy Inc.

On November 11, 2002, the Company entered into a letter of intent agreement with Rabih Holdings Ltd. ("Rabih") to acquire control of 51% of the common shares of Pure Energy Inc. ("PEI") on or before December 16, 2002. No such acquisition was completed since the Company was not successful in raising the necessary additional equity financing. The transaction was partially completed, however, on November 13, 2002 by the issuance of 1,000,000 shares of the Company's common stock to PEI in exchange for 1,000,000 shares of PEI's preferred stock. While such 1,000,000 shares of PEI preferred stock were convertible into 7,097,857 common shares of PEI, representing approximately 26% of the total then outstanding common shares of PEI, (assuming conversion of the convertible preferred stock), at approximately Cdn $0.14 per PEI common share, no such conversion had taken place at September 30, 2003.

On October 24, 2003, Rabih loaned Cdn. $1,000,000 to Energy Ventures Inc. (Canada) (“EVI”), the Company’s Canadian operating subsidiary (“Loan”). The Loan bears interest at 10% per annum and is due on October 30, 2005. As consideration for making the Loan, Rabih were issued warrants entitling Rabih to subscribe for 600,000 shares of the Company’s common stock at Cdn $0.25 per share until October 24, 2005. The Loan is secured by a general security interest on the assets of the Company, EVI and Pure Energy Battery Inc. (“PEBI”), PEI’s manufacturing subsidiary. The Cdn $1,000,000 loan proceeds were used to subscribe for 7,097,857 common shares of PEI. EVI also subscribed, on such date, for an additional 1,000,000 shares of PEI preferred stock in consideration for the issue to PEI of 3,000,000 shares of the Company's common stock. The 2,000,000 preferred shares of PEI were converted into 14,195,673 common shares of PEI.

Also on October 24, 2003, the indebtedness of PEBI to Nova Scotia Business Inc. (“NSBI”) was restructured in accordance with the terms established by an Order-in-Council of the Nova Scotia Government passed in June 2002 as well as a loan amending agreement (the “NSBI Loan Amendment”) dated October 9, 2003 between NSBI, PEBI and PEI. Pursuant to the NSBI Loan Amendment, Cdn. $5,500,000 of PEBI indebtedness to NSBI became interest-free for five years, will thereafter bear interest at 6.5% per annum and is to be repaid over a five year period (commencing at the end of the interest-free period). NSBI received 26,371,431 PEI common shares respecting the balance of the PEBI indebtedness to NSBI, (Cdn. $3,863,258). In accordance with the terms of a subscription agreement, NSBI subscribed for 4,000,000 shares of the Company’s common stock and the subscription price for those shares was satisfied by the transfer to EVI of the 26,371,431 PEI common shares which had been received by NSBI.

As a result of all of such transactions, the Company owns 47,664,961 common shares representing approximately 49.6% of PEI. Rabih, as a result of the above transactions owns 42,401,582 common shares of PEI representing approximately 44.0% of PEI. PEI owns 4,000,000 of the Company’s issued and outstanding common stock.

12. SUBSEQUENT EVENTS (CONTINUED):

The indebtedness of PEBI to NSBI has been secured in part by the guarantee of a subsidiary of Rabih. Such guarantee, limited to Cdn $3,000,000 is secured by a charge upon the assets of Rabih and such subsidiary and guarantees that NSBI will realize net proceeds of at least Cdn. $3,000,000 from the sale of its 4,000,000 shares of the Company's common stock by October 16, 2005. Any liability under such guarantee is to be paid over a period of three years. EVI has indemnified the Rabih subsidiary for any payments to be made to NSBI and has, as security, pledged to the Rabih subsidiary all of the PEI shares it owns. EVI and Rabih have entered into a shareholders agreement relating to both PEI and PEBI. The shareholders agreement allocates two directors to Rabih and one to EVI while the indemnification agreement in favor of the Rabih subsidiary remains in effect.

NSBI has agreed to exchange Cdn. $500,000 of the continuing PEBI indebtedness to NSBI ("Indebtedness") into 500,000 shares of the Company's common stock, provided the Company's shares attain a share trading level of Cdn. $1.00 in the next five years. NSBI has also agreed to similarly exchange Cdn. $1,500,000 of Indebtedness into 750,000 shares of the Company's common stock in the future, provided the Company's shares attain a share trading level of Cdn. $2.00; and an additional Can. $1,500,000 of Indebtedness into 500,000 shares of the Company's common stock in the future, provided the Company's shares attain a share trading level of Cdn. $3.00, both in the next five years. This may result in the issue to NSBI of up to 1,750,000 additional shares of the Company's common stock over that period. In the event that the Company proposes to effect a distribution to the public of its shares, the Company has undertaken to use its best efforts to include in such distribution the common shares held by NSBI.

b) Agreement to sell the Company's United States listing

On November 6, 2003 the Company announced that it had entered into an agreement with the intention to restructure the Company in a manner which would terminate its current NASD OTCBB listing but provide shareholders of the Company with an equal number of equity shares of a successor company which would trade on the TSX Venture Exchange. The transaction is subject to regulatory and shareholder approvals and when completed the purchaser of the Company's NASD OTCBB listing (Lions Petroleum Corp., a State of Nevada Company with offices in West Vancouver, B.C., Canada) will have provided to Energy Ventures Inc. (Canada) a total of $100,000 in cash plus equity shares of the corporation which will assume the listing, valued at $150,000 (but which will not be freely tradable). The transaction would substantially reduce the Company's administrative cost of maintaining its public company status in the United States but would terminate access to the public market in the United States.

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

CHANGES IN ACCOUNTANTS

On January 26, 2004 the Company filed a report on Form 8-K advising that it had appointed new auditors, effective January 21, 2004. On February 2, 2004 the Company filed an amended such report on Form 8-K/A.

DISCLOSURE CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's filings under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the periods specified in the rules and forms of the Securities and Exchange Commission. Such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The Company's management, including the Chief Executive Officer and the Chief Financial Officer, recognizes that any set of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Within 90 days prior to the filing date of this annual report on Form 10KSB, the Company has carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective.

PART III

ITEM 9. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Officers and Directors

The following table sets forth the name, age and office held with the Company of each person who is a director or senior officer of the Company. Those person named as directors, were elected on July 15, 2003 to hold office for the ensuing year or until their successors are elected or appointed.

Name	Age	Position with the Company
D. WAYNE HARTFORD	58	President, Chief Executive Officer and Director
DR. PHILIP WHITING	46	Executive Vice President, and Director
PETER F. SEARLE	64	Chief Financial Officer, Vice President of Finance, Secretary and Director
DR. DOUGLAS JAMES	52	Vice President and General Manager of Fuel Cell Division
RONALD K. BRAUN	52	Director and member of the Audit Committee
BRUCE CLARK	50	Director, member of the Audit Committee and Chairman of Compensation Committee
KAREN BELIVEAU	49	Director
CHRIS LUNDSTROM	37	Director and Chairman of the Audit Committee
ANTHONY H. MEHTA	37	Director and member of the Compensation Committee

Mr. D. Wayne Hartford - President and Chief Executive Officer. Mr. Hartford has been President and Chief Executive Officer and a director of the Company since 1996. Mr. Hartford has over 19 years of experience in the battery business and 25 years experience in marketing packaged consumer goods. Mr. Hartford started in product management at Warner Lambert in 1967, moved to Kimberly Clark in 1970 as Marketing Manager and in 1973 became a Director of Marketing Services for Young and Rubicam. In 1974, Mr. Hartford founded D.W. Hartford & Associates Inc., a marketing consulting firm that became a full service advertising agency in 1976. In 1986, and in conjunction with Dr. Karl Kordesch, Mr. Hartford formed Battery Technologies Inc. ("BTI") and was responsible for the development and subsequent international launch of the rechargeable alkaline battery. Mr. Hartford served as President of BTI until joining the Company in 1996 and was responsible for many licensing ventures associated with that technology.

Dr. Philip Whiting - Executive Vice President. Dr. Whiting is Executive Vice President and a Director of the Company. He is also President and a director of EVI Canada, and President of Pure Energy Visions Inc. Dr. Whiting devotes 100% of his time to the business of the Company. Dr. Whiting obtained a PhD in Chemistry from McGill University in 1981. Prior to joining the Company, Dr. Whiting was Vice President, Science and Technology of Trojan Technologies Inc., a manufacturer of water treatment products, from 1997 to 2000 and Vice President and Executive Scientist of Abitibi-Price Inc., an international paper and paper products company, from 1991 to 1997.

Mr. Peter F. Searle - Vice President of Finance, Chief Financial Officer and Secretary. Mr. Searle is Vice President, Finance, Chief Financial Officer, Secretary and a Director of the Company and EVI Canada. Mr. Searle is a chartered accountant in both Canada and the U.K. and since 1975 has been President of Postscript Financial Services Inc., a corporation that provides financial consulting and accounting services in Canada. Prior to joining the Company in 1996, Mr. Searle served from 1979 to 1984 as Vice President Finance, and from 1984 to 1987, as Senior Vice President Finance and Secretary of Standard Broadcasting Corporation Limited, a Canadian owned major public broadcasting corporation with radio and cable television interests in Canada, the US and Europe.

Dr. Douglas James – Vice President and General Manager of the Fuel Cell Division. Dr. James joined the Company in 2001 to administer the Company's Fuel Cell Division in Calgary, Alberta. Dr. James received his B.Sc. from the University of Calgary in 1973, his PhD from the University of Minnesota in 1981 and earned an M.B.A. from the University of Calgary in 1994. In 1994 he became director of project engineering at Polymer Science Corporation and from 1995 to 1998 was President and CEO of that corporation. Dr. James has extensive experience in commercializing R&D activities in various industries. He has published widely and was awarded the R&D 100 and Photonics Spectra awards for his development of the LS100 luminescence instrument.

Mr. Ronald K. Braun – Director and member of the Audit Committee. Mr. Braun is Vice-President, Business Development, for Trojan Technologies Inc. of London, Ontario, and is responsible for corporate strategic planning, business alliances and acquisitions. The company is publicly traded on the TSX, and is in the business of developing, manufacturing and marketing ultra-violet water disinfection systems globally for the treatment of municipal water and wastewater, as well as industrial and residential water. Prior to joining Trojan in 1998, Mr. Braun was the Executive Vice-President, International Development, for the Mennonite Economic Development Associates.

Mr. Bruce Clark – Director, Chairman of the Compensation Committee and member of the Audit Committee. Mr. Clark has been a partner of the law firm of Cassels Brock & Blackwell LLP since 1986. Mr. Clark practices corporate, commercial and securities law and provides services to a broad range of public and private corporations as well as to various governmental ministries and agencies. Mr. Clark is a past Chair of the Executive Committee and Finance Committee of the firm.

Ms. Karen Beliveau – Director. Ms. Beliveau is Vice-President, External Relations and Alliances for the Alberta Research Council Inc. and is responsible for business intelligence and technology foresight, developing partnerships and alliances with the public and private sector and increasing awareness of ARC's role as an innovation leader in Canada. Ms. Beliveau was previously Director of the Technology Commercialization Office of ARC.

Mr. Chris Lundstrom – Director and Chairman of the Audit Committee. Mr. Lundstrom is a principal of Tusk Financial, the advisory division of Tusk LLC, a firm founded by Mr. Lundstrom with a focus on project finance advisory and project development in the fields of energy and infrastructure, and particularly as such matters relate to Africa. Tusk is headquartered in Washington, DC. Mr. Lundstrom devotes 10% of his time to the business of the Corporation. Prior to founding Tusk he was employed, between 1995 and 2001, as Managing Director for Taylor-DeJongh, Inc., a global independent project financed advisory group in Washington, DC, where he advised on large energy projects. From 1987 to 1994 he worked in the investment banking sector in New York, Paris, and Washington, with boutique firms, managing private placements, M&A, and privatizations in Eastern Europe.

Mr. Anthony H. Mehta – Director and member of the Compensation Committee. Mr. Mehta has been the Vice President of Operations for AzertyUnited Canada for the last two years. He holds a honors BSc. from the University of Toronto in Chemistry and a Executive Marketing Diploma from the University of Western Ontario. In his current role Mr. Mehta is responsible for Warehousing, Logistics, Inventory Control and MIS. Prior to this he was Vice President of Azerty Incorporated located in Orchard Park, New York from 1996 to 2001 where he was responsible for Warehousing, Logistics, Customer Service, Credit & Collection and Corporate Assets. Before joining the Azerty group of companies he was Manager of Environmental Technologies for Abitibi Price (1993 – 1995) and completed a fellowship program with McKinsey & Co. management consultants.

Biographical Information of Key Personnel

Dr. Karl Kordesch - Technical Advisor. Dr. Kordesch previously worked with the Eveready research group that invented the single-use alkaline technology currently being manufactured and marketed under such brand names as Duracell(TM) and Energizer(TM). Dr. Kordesch invented the rechargeable Alkaline Manganese technology that is now in use by consumers around the world and was also involved in the development of the first operational hydrogen air fuel cell powered electric vehicle in 1970. Dr. Kordesch is the author of one of the more comprehensive books available on fuel cells called, "Fuel Cells and Their Applications", has written or edited several hundred books, technical papers and publications on a number of electrochemical related topics including bi-polar batteries, fuel cells, rechargeable and single-use Alkaline Manganese and Zinc Bromine storage batteries. In addition to his responsibilities at the Company, Dr. Kordesch remains a Professor Emeritus at The Technical University of Graz, Austria and continues to be active on the international electrochemical conference circuit and in the publishing of papers and text books.

Dr. Waltraud Taucher-Mautner - Battery Scientist, who indirectly provides consulting services to EVI. In 1994, Dr. Taucher-Mautner, obtained a research grant from The University of California at Berkeley for Nickel/Zinc battery systems, especially Nickel fiber electrodes. Her fields of research have yielded 30 papers, patents and oral and poster presentations for research into rechargeable Alkaline Manganese dioxide Zinc cells, particularly cell optimization, additives, charging methods and electrolyte. Dr. Taucher-Mautner has also researched Nickel Zinc cells, particularly cylindrical and flat design, sintered and non-sintered (paste) Nickel electrodes, pasted Zinc electrodes, electrochemical impregnation techniques and charging methods. Her teaching activities include basic analytical chemistry and advanced electro analytical chemistry.

Indemnification of Directors and Officers

EVI's By-Laws include certain provisions permitted pursuant to the Delaware General Corporation Law whereby its officers and directors are to be indemnified against certain liabilities to the fullest extent permitted by law. These provisions of the By-Laws have no effect on any director's liability under Federal securities laws or the availability of equitable remedies, such as injunction or recession, for breach of fiduciary duty. EVI believes that these provisions will facilitate its ability to continue to attract and retain qualified individuals to serve as our directors and officers.

At present, there is one legal action in process involving EVI's directors, officers, employees or agents where indemnification might be required or permitted. Such action relates to the Company's action commenced in April 2002 in the Ontario Superior Court of Justice against Northern Securities Inc., Vic Alboini and Stature Inc. and the related counter claim. Such actions are currently under negotiation.

Compensation of Directors

None of the directors of the Company received any cash compensation in their capacity as directors of the Company. During the fiscal year ended September 30, 2003, options to purchase 1,175,000 Common Shares (EVI.S) of the Company at a market price of Cdn. $0.20, computed in accordance with the 2001 Share Option Plan, were granted to directors of the Company.

ITEM 10. EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth, for the years ended September 30, 2003, 2002 and 2001, the aggregate remuneration paid or payable by the Company to the person who acted as Chief Executive Officer of the Company during such periods and to the other executive officers who earned a salary and bonus in excess of $100,000 during the fiscal year ended September 30, 2003 (collectively, the "Named Executive Officers").

Annual Compensation				Long-Term Compensation Awards	
Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Other Annual Compensation ($)	Securities Underlying Options / SARs Granted
D. Wayne Hartford	2003	145,863	-	4,903	400,000
President and Chief	2002	135,313	-	4,539	200,000
Executive Officer	2001	138,789	-	4,665	-

Indebtedness of Directors, Executive Officers and Senior Officers

None of the Company's directors, executive officers or senior officers, nor any associate of such director, executive officer or senior officer has, during the fiscal year ended September 30, 2003, been indebted to the Company or any of its subsidiaries. In addition, none of the indebtedness of these individuals to another entity has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Company.

Employment Contracts

None at September 30, 2003. On October 8, 2003, the Compensation Committee of the Board approved a contract respecting the provision to the Company of the services of Mr. D. Wayne Hartford retroactive to January 1, 2003, in amounts as stated above.

Stock Option Plan

For many years the Company had an incentive stock option plan (the "Stock Option Plan") for its directors, officers, employees, consultants and advisors. A maximum of 2,000,000 Common Shares were issuable by the Company under such Stock Option Plan. On October 2, 2001, the Board of Directors approved a new Stock Option Plan ("2001 Stock Option Plan"). Such new plan was approved by the Company's shareholders at the annual meeting held in May 2002 and also by TSXV. The Company intends to issue no new options under the Stock Option Plan. A maximum of 3,500,000 Common Shares are issuable by the Company under the 2001 Stock Option Plan, such number to include options already granted under the Stock Option Plan.

The Stock Option Plan and the 2001 Stock Option Plan are designed to provide incentives to directors, officers, key employees, consultants and advisors of the Company and its affiliates and to permit these persons to participate in the growth and success of the Company. Options to purchase Common Shares may be granted from time to time by the board of directors of the Company at an exercise price determined by them, which in no case would be less than the average closing price of the Common Shares on TSXV for the last five trading days on which the Shares actually traded immediately preceding the date of grant of such Option and any allowable discounts. Options granted under the Plans are non-transferable other than in accordance with the Plan texts and must be exercised no later than ten years after the date of the grant or a lesser period as determined by the board of directors of the Company. Options to purchase 3,238,333 Common Shares are presently outstanding under both Stock Option Plans, the details of which are set forth in the following table.

Class of Optionee	Number of Common Shares Under Option	Date of Grant	Exercise Price $	Expiry Date
D. Wayne Hartford	200,000	Nov. 1/01	Cdn $0.648	See Note 3
	400,000	Mar. 27/03	Cdn $0.200	See Note 6
	300,000	Nov. 12/03	Cdn $0.200	See Note 8
Three executive officers as a group	50,000	Oct. 2/01	Cdn $0.426	See Note 2
	50,000	Nov. 1/01	Cdn $0.648	See Note 3
	100,000	Nov. 22/01	Cdn $0.632	See Note 4
	675,000	Mar. 27/03	Cdn $0.200	See Note 6
	600,000	Nov. 12/03	Cdn $0.200	See Note 8
Four Directors who are not also Executive officers	50,000	Nov. 1/01	Cdn $0.648	See Note 3
	200,000	Mar. 27/03	Cdn $0.200	See Note 6
	200,000	Nov. 12/03	Cdn $0.200	See Note 8
Six employees or service Providers as a group	3,333	Aug. 22/00	$1.1875	See Note 1
	25,000	Nov. 1/01	Cdn $0.648	See Note 3
	10,000	Nov. 22/01	Cdn $0.632	See Note 4
	50,000	Jan. 11/02	Cdn $0.502	See Note 5
	100,000	Mar. 27/03	Cdn $0.200	See Note 6
	20,000	Jun. 11/03	Cdn.$0.200	See Note 7
	5,000	Nov. 12/03	Cdn.$0.200	See Note 8
	100,000	Dec. 19/03	Cdn.$0.250	See Note 9
Alberta Research Council Inc.	100,000	Nov. 1/01	Cdn $0.648	See Note 3

	3,238,333			

Notes:

(1) One-half now exercisable and expiring August 21, 2004 and one-half now exercisable and expiring August 21, 2005.
(2) All now exercisable and expiring October 1, 2006.
(3) All now exercisable and expiring October 31, 2006.
(4) All now exercisable and expiring November 21, 2006.
(5) All now exercisable and expiring January 10, 2007.
(6) One-third now exercisable and expiring March 26, 2008; One-third exercisable March 27, 2004 and one-third exercisable September 27, 2004, both expiring March 26, 2008.
(7) One-third now exercisable and expiring June 10, 2008; One-third exercisable June 11, 2004 and one-third exercisable December 11, 2004, both expiring June 10, 2008.
(8) One third exercisable each of May 12, 2004, November 12, 2004 and May 12, 2005. Expiring November 2, 2008.
(9) One third exercisable each of June 19, 2004, December 19, 2004 and June 19, 2005. Expiring December 18, 2008.

Compliance With Section 16(a) of the Securities Exchange Act of 1934

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater-than-ten-percent shareholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file..During the fiscal year ended September 30, 2003, to the Company's knowledge, no required person other than D. Wayne Hartford, did not file such forms. Mr. Hartford had difficulty in determining the quantities of shares to be reported in view of the legal action, commenced in the Ontario Superior Court of Justice against Northern Securities Inc., Vic Alboini and Stature Inc. as referred to under "Legal Proceedings". Such matter is currently under active negotiation. Mr. Hartford fully intends to file the required forms, immediately such legal action is resolved.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of December 31, 2003, information regarding the beneficial ownership of our common stock based upon the most recent information available to us for (i) each person known by EVI to own beneficially more than five (5%) percent of our outstanding common stock, (ii) each of our officers and directors and (iii) all of our officers and directors as a group.

Name and Address	Shares of Common Stock	Percent of Class
D. Wayne Hartford, 11 Port Rush Trail, Markham, Ontario, L6C 2A1 Canada	11,922,423(1)	41.73%
W. Bruce Clark, 7 Mullet Road, Toronto, Ontario, M2M 2A7, Canada	179,300 (2)	less than 5%
Chris Lundstrom, 13706 Town Line Road, Silver Spring, MD 20906	33,300 (3)	less than 5%
Anthony H. Mehta, 494 Spruce Needle Court, Oakville, Ontario, L6H 7L2, Canada	21,800	less than 5%
Peter F. Searle 11084 Sheppard Avenue E. Scarborough, Ontario, M1B 1G2, Canada	320,267 (4)	less than 5%
Dr. Philip Whiting 21727 Vanneck Road, R.R. #4 Komoka, Ontario, N04 1R0, Canada	195,445 (5)	less than 5%
Dr. Douglas James 2564 Toronto Crescent, NW, Calgary, Alberta, T29 3V9, Canada	133,300(6)	less than 5%

Name and Address	Shares of Common Stock	Percent of Class
All Directors and Officers as a Group (seven persons)	12,805,835(7)	44.82%
Nova Scotia Business Inc., 1800 Argyle Street, 6th Floor, Halifax, Nova Scotia, B3J 2R7, Canada	4,000,000	14.00%
Pure Energy Inc., 35 Pollard Street, Richmond Hill, Ontario, L4B 1A8, Canada	4,000,000	14.00%

(1) Estimate includes shares owned by Bonita A. Hartford, Mr. D. Wayne Hartford's wife and Bonhart Holdings Corporation, a corporation controlled by Bonita A. Hartford and also shares owned by Hartford Investments Corporation II, a corporation controlled by Mr. Hartford. Includes options for Mr. Hartford re 333,300 shares, exercisable within 60 days.
(2) Includes 74,000 shares owned by Margaret Clark, Mr. Clark's wife and options for 83,300 shares exercisable within 60 days.
(3) Consists of options for 33,300 shares exercisable within 60 days.
(4) Includes 12,000 shares issued in the name of Margaret E. Searle, Mr. Searle's wife. Includes options for 141,600 shares, exercisable within 60 days.
(5) Includes options for 150,000 shares exercisable within 60 days.
(6) Consists of options for 133,300 shares exercisable within 60 days.
(7) Includes 11,931,035 shares of Common Stock issued and outstanding, plus the shares underlying the aggregate 874,800 options listed here as being exercisable within 60 days.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

As at September 30, 2003, $1,036,219 was due by the Company to a company controlled by D. Wayne Hartford, the President and Chief Executive Officer of the Company and to such individual and to his spouse. Approximately $741,000 of such total bears interest principally at the rate of 7% per annum with no specified repayment terms.

The Company was charged approximately $146,000 and $135,000, and $990,000 for the years ended September 30, 2003, and 2002 and for the period from inception through September 30, 2003, respectively, by a company controlled by the Company's President and Chief Executive Officer for the provision of management services.

The Company was charged approximately $52,000, and $86,000, and $336,000 for legal services for the years ended September 30, 2003, and 2002 and for the period from inception through September 30, 2003, respectively, by law firm Cassels Brock & Blackwell LLP. Bruce Clark, a director of the Company, is a partner of Cassels Brock & Blackwell LLP.

ITEM 13. EXHIBITS, FINANCIAL STATEMENTS, AND REPORTS ON FORM 8-K

(a) 1. Financial Statements

The financial statements are listed in the Index to Financial Statements and are filed as part of this annual report.

2. Not Applicable.

3. Exhibits

Exhibit 31.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of CEO.
Exhibit 32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of CFO.
Exhibit 32.1	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley act of 2002 (CEO)
Exhibit 32.2	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley act of 2002 (CFO)

(b) Reports on Form 8-K

On January 26, 2004 the Company filed a report on Form 8-K advising that it had appointed new auditors, effective January 21, 2004. On February 2, 2004 the Company filed an amended such report on Form 8-K/A.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

For each of the last two fiscal years for professional services rendered by the principal accountant for the audit of the registrant's annual financial statements and review of financial statements 10-QSB (17 CFR 249.308b) or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years:

For the fiscal year ended September 30, 2002 - $57,951
For the fiscal year ended September 30, 2003 - $22,036 to the date hereof

Audit-Related Fees

The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit or review of the registrant's financial statements and are not reported under Item 9(e)(1) of Schedule 14A.

For the fiscal year ended September 30, 2002 - $8,191
For the fiscal year ended September 30, 2003 - $0

Tax Fees

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning.

For the fiscal year ended September 30, 2003 - $0
For the fiscal year ended September 30, 2002 - $0

All Other Fees

The aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant, other than the services reported in Items 9(e)(1) through 9(e)(3) of Schedule 14A.

For the fiscal year ended September 30, 2002 - $0
For the fiscal year ended September 30, 2003 - $0

Audit committee's pre-approval policies and procedures

Not applicable

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENERGY VISIONS INC.

/s/Peter F. Searle
By: Peter F. Searle
Vice President Finance and Chief Financial Officer

Dated: 6th day of February, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of Registrant and in the capacities indicated.

Signature	Title	Date
/s/D. Wayne Hartford D. Wayne Hartford	President, Chief Executive Officer and Director	February 6, 2004
/s/Peter F. Searle Peter F. Searle	Chief Financial Officer, Vice President of Finance and Director	February 6, 2004
/s/Chris Lundstrom Chris Lundstrom	Director and Chairman of the Audit Committee	February 6, 2004
/s/Dr. Philip Whiting Dr. Philip Whiting	Director and Executive Vice President	February 6, 2004

Exhibit Index

Exhibit Number Description

31.1 - Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.	D. Wayne Hartford
31.2 - Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.	Peter F. Searle
32.1 - Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.	D. Wayne Hartford
32.2 - Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.	Peter F. Searle

EXHIBIT 31.1

CERTIFICATIONS

I, D. Wayne Hartford, Chief Executive Officer of the Company certify that:

1. I have reviewed this annual report on Form 10-KSB of Energy Visions Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Small Business Issuer as of, and for, the periods presented in this report;

4. The Small Business Issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Small Business Issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Small Business Issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Small Business Issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the Small Business Issuer's internal control over financial reporting that occurred during the Small Business Issuer's fourth fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Small Business Issuer's internal control over financial reporting; and

5. The Small Business Issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Small Business Issuer's auditors and the audit committee of the Small Business Issuer's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the internal control over financial reporting.

Dated: 6th day of February, 2004

ENERGY VISIONS INC.

/s/ D. Wayne Hartford
By: D. Wayne Hartford
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Peter F. Searle, Chief Financial Officer of the Company certify that:

1. I have reviewed this annual report on Form 10-KSB of Energy Visions Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Small Business Issuer as of, and for, the periods presented in this report;

4. The Small Business Issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Small Business Issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Small Business Issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Small Business Issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the Small Business Issuer's internal control over financial reporting that occurred during the Small Business Issuer's fourth fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Small Business Issuer's internal control over financial reporting; and

5. The Small Business Issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Small Business Issuer's auditors and the audit committee of the Small Business Issuer's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the internal control over financial reporting.

Dated: 6th day of February, 2004

ENERGY VISIONS INC.

/s/Peter F. Searle
By: Peter F. Searle
Chief Financial Officer

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Energy Visions Inc. (the "Company") on Form 10-KSB for the year ended September 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, D. Wayne Hartford, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13 (a) or 15 (d) of the Securities Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ D. Wayne Hartford
By: D. Wayne Hartford
Chief Executive Officer
February 6, 2004

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Energy Visions Inc. (the "Company") on Form 10-KSB for the year ended September 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Peter F. Searle, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13 (a) or 15 (d) of the Securities Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Peter F. Searle
Chief Financial Officer
February 6, 2004