

## WATER WAYS TECHNOLOGIES INC.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the "**Meeting**") of the holders of the common shares (collectively, the "**Shareholders**" or individually, a "**Shareholder**") of Water Ways Technologies Inc. (the "**Company**" or the "**Corporation**") will be held virtually, by way of a live webcast only (<https://meetnow.global/MUVW5JM>), on Friday, December 29, 2023 at 6:00 a.m. (Toronto time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2022, and the report of the auditor thereon;
2. to consider, and if deemed advisable, to pass, an ordinary resolution fixing the board of directors (the "**Board**") at four members and to authorize the Board, at its sole discretion, to increase the number of directors on the Board from four to five at any time after the Meeting and prior to the next annual meeting of Shareholders;
3. to elect directors of the Company for the ensuing year;
4. to appoint BDO- Ziv Haft Consulting and Management Ltd., as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company's stock option plan, as more particularly described in the accompanying management information circular ("**Circular**");
6. to consider and if thought appropriate, to pass with or without variation, a special resolution, authorizing and approving the directors to effect a consolidation (the "**Consolidation**") of the common shares in the capital of the Corporation (the "**Shares**" or "**Common Shares**") on the basis of three hundred (300) pre-Consolidation Shares for one (1) post-Consolidation Share, or such other lesser consolidation ratio as determined by the Board at its sole discretion, in one or more tranches during the twelve (12) months immediately following the Meeting, as more particularly described in the accompanying Circular;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the issuance of 3,594,360 Common Shares to settle an outstanding debt owed to an insider of the Corporation's subsidiary (at a deemed price of CAD\$0.25 per Common Share), as more particularly described in the Circular; and
8. to transact such further business as may properly come before the Meeting or any adjournment or postponement thereof.

The board of directors of the Company has fixed November 24, 2023, as the Record Date for the determination of Shareholders entitled to notice of, and to vote at, the Meeting and any adjournment thereof. Accompanying this Notice of Annual and Special Meeting of Shareholders is the Circular, form of proxy or voting instruction form, and, for Shareholders who had requested such information, a copy of the Corporation's audited consolidated financial statements and the report of the auditor thereon, and management's discussion and analysis for the financial year ended December 31, 2022.

Consistent with recent past practice, this year's Meeting will be held in a virtual meeting format only, by way of a live audio webcast. Shareholders will be able to listen, participate and vote at the Meeting in real time through a web-based platform instead of attending the Meeting in person. You can attend the Meeting by joining the live webcast online at <https://meetnow.global/MUVW5JM>. See "How do I attend and participate at the virtual Meeting?" in the Circular for detailed instructions on how to attend and vote at the Meeting.

If you are a *registered shareholder* of the Company on the Canadian share register and are unable to attend the Meeting in person, please properly complete, sign, date and return the enclosed form of proxy to the Company's Registrar and Transfer Agent, Computershare Trust Company of Canada by mail at: 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, or by fax at: wwithin North America 1-866-249-7775 or outside North America 416-263-9524, Attention: Proxy Department. To vote by internet, please access the web site address specified on the form of proxy and follow the online voting instructions. Proxies must be received no later than 6:00 a.m. (Toronto time) on December 27, 2023, or if the Meeting is adjourned or postponed, no later than 48 hours preceding the time of such adjourned or postponed meeting (excluding Saturdays, Sundays and statutory holidays in Toronto, Ontario). You must complete the additional step of registering such proxyholder with Computershare at <http://www.computershare.com/WaterWaysTech> after submitting your form of proxy in order for such proxyholder to attend and vote at the virtual Meeting.

If you are a *non-registered shareholder* of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. **If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.**

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining, completing and depositing the required form of proxy, you should contact Computershare Trust Company of Canada by telephone at: 1-800-564-6253, or by e-mail at: [service@computershare.com](mailto:service@computershare.com).

**DATED** this 25th day of November 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) "*Ohad Haber*"

Chief Executive Officer