

EGUANA TECHNOLOGIES INC.

NOTICE OF ANNUAL SPECIAL GENERAL MEETING OF SHAREHOLDERS

September 26, 2024

The annual special general meeting (the "**Meeting**") of holders (the "**Shareholders**") of common shares (the "**Common Shares**" or the "**Voting Securities**") in the capital of Eguana Technologies Inc. (the "**Corporation**") will be held on September 26, 2024 at 10:00 AM MDT at the Eguana Technologies Inc. Calgary office, 3636 7th Street S.E. Calgary, Alberta T2G 2Y8 for the following purposes:

1. to receive the audited financial statements for the financial year ended December 31, 2023 and the report of the auditor thereon, and the unaudited financial statements of the Corporation for the interim year ended June 30, 2023. See "Presentation of Financial Statements" in the Circular (as defined herein);
2. to set the number of directors at five (5). See "Fix Number of Directors" in the Circular;
3. to elect directors of the Corporation to hold office until the next annual meeting of the Shareholders or until their successors are elected or appointed. See "Election of Directors" in the Circular;
4. to appoint the auditor of the Corporation and authorize the directors to fix the auditors' remuneration. See "Appointment of Auditor" in the Circular;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving an amendment to the Corporation's articles to effect a consolidation of the Corporation's issued and outstanding Common Shares at a ratio to be determined by the directors of the Corporation between the range of 3:1 and 10:1, as more particularly described in the Circular. If approved, shareholder approval would be effective for 12 months, and the consolidation would be implemented, if at all, only upon a determination by the directors of the Corporation that it is in the best interests of the Corporation, at such time. See "Potential Share Consolidation" in the Circular;
6. to approve updates to the Corporation's Stock Option Plan to align it with the updated policies of the TSX Venture Exchange, to increase the number of Common Shares issuable under the plan to 10% of the current issued and outstanding Common Shares of the Corporation, and to shorten the final terms to exercise, once an individual ceases to be an employee, officer, director, manager or consultant. See "Stock Option Plan Amendments" in the Circular; and
7. to transact such other business as may properly be brought before the Meeting.

Shareholders are referred to the accompanying management information circular dated August 16, 2024 (the "**Circular**") of the Corporation for more detailed information with respect to the matters to be considered at the Meeting.

The board of directors of the Corporation has fixed the close of business on August 16, 2024 as the record date for determining holders of the Voting Securities who are entitled to vote at the Meeting.

The Corporation has elected to use the "notice-and-access" ("**Notice-and-Access**") provisions under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the Meeting in respect of the mailing of the Meeting materials to beneficial Shareholders. Registered shareholders will receive a full copy of the Meeting materials, including a copy of the Circular. Notice-and-Access is a set of rules

developed by the Canadian Securities Administrators that reduce the volume of materials required to be physically mailed to shareholders by allowing a reporting issuer to post its proxy-related meeting materials on a website. Shareholders have the right to request hard copies of any proxy-related materials posted online by the Corporation under Notice-and-Access. Meeting materials, including the Circular, will be available under the Corporation's profile at www.sedarplus.ca and also at <https://docs.tsxtrust.com/2076>. The Corporation will provide to any shareholder, upon request to TSX Trust Company ("**TSX Trust**"), the Corporation's transfer agent, a paper copy of the Circular and the audited financial statements of the Corporation for the financial year ended December 31, 2023 or management's discussion and analysis of the Corporation filed with the applicable securities regulatory authorities during the past year. In order to allow reasonable time for requesting shareholders to receive and review a paper copy of the Circular or other documents prior to the proxy deadline (as specified below), any shareholder who wishes to receive paper copies of any of the Meeting materials should contact TSX Trust by September 24, 2024 by calling toll-free at 1-800-600-5869 or direct and entering in your control number as indicated on your voting instruction form or form of proxy. Shareholders are reminded to review the Circular prior to the voting.

In order to streamline the Meeting process, the Corporation encourages Shareholders to vote in advance of the Meeting using the voting instruction form or the form of proxy mailed to them with the Meeting materials and submitting them to TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1 or by fax 416-595-9593 or by voting online: www.voteproxyonline.com, by no later than **10:00 AM MDT on Tuesday, September 24, 2024**, the cut-off time for deposit of proxies prior to the Meeting. Shareholders wishing to attend the Meeting are encouraged to do so by logging into the webcast or calling the number below, and instructions will be provided as to how Shareholders entitled to vote at the Meeting may participate and vote.

Holders of the Voting Securities who are unable to be present at the Meeting are requested to date, sign, and return the accompanying form of proxy to TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1 or by fax 416-595-9593 or by voting online: www.voteproxyonline.com, prior to 10:00 AM MDT on September 24, 2024, being at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment. Votes cast electronically or by telephone are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper form of proxy. Further details on the electronic voting process are provided in the form of proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary should complete and send the voting instruction form in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by TSX Trust not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof. Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

Dated the 16th day August 2024

**BY ORDER OF THE BOARD OF DIRECTORS OF
EGUANA TECHNOLOGIES INC.**

"George W. Powlick"

George W. Powlick, Chair -Board of Directors

EGUANA TECHNOLOGIES INC.

Management Information Circular

dated August 16, 2024

For the Annual and Special General Meeting to be held on September 26, 2024

General

This management information circular (the "**Circular**") is furnished in connection with the solicitation of proxies by the management of Eguana Technologies Inc. (the "**Corporation**") for use at the annual special general meeting (the "**Meeting**") of holders of common shares (the "**Common Shares**" or the "**Voting Securities**") and first preferred shares, series 8 (the "**Series 8 Preferred Shares**") in the capital of the Corporation (each a "**Shareholder**" and collectively, the "**Shareholders**") to be held on September 26, 2024 at 10:00 AM MDT at the Eguana Technologies Inc. Calgary office, 3636 7th Street S.E. Calgary, Alberta T2G 2Y8 for the purposes set out in the accompanying notice of the Meeting (the "**Notice**").

The record date for the purpose of determining Shareholders is August 16, 2024 (the "**Record Date**"). Shareholders of record on that date are entitled to receive notice of and attend the Meeting and vote their Voting Securities, except to the extent that any registered Shareholders have transferred the ownership of any Voting Securities subsequent to the Record Date and the transferee of those Voting Securities produces properly endorsed share certificates, or otherwise establishes that he or she owns the Voting Securities and demands, not later than 10 calendar days before the Meeting, that his or her name be included on the Shareholders list, in which case, the transferee will be entitled to vote his or her Voting Securities at the Meeting.

SOLICITATION OF PROXIES

The enclosed proxy is being solicited by Management for use at the Meeting. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other means of communication by the officers, directors and employees of the Corporation, none of whom will be specifically remunerated therefor. The cost of any such solicitation will be borne by the Corporation.

There is enclosed with this Circular a proxy form for use at the Meeting, and a supplementary mailing list return card to be used to request inclusion on the Corporation's supplementary mailing list for its annual and interim financial statements. Each registered Shareholder ("**Registered Shareholder**") of record at the close of business on August 16, 2024 is entitled to attend the Meeting and vote either in person or by proxy.

In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with intermediaries (collectively, the "**Intermediaries**", or individually, an "**Intermediary**") or their nominees (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered Registered Retirement Savings Plans, Registered Retirement Income Funds, Registered Education Savings Plans and similar plans) to forward proxy-related materials to the Objecting Beneficial Shareholders (as defined below) whose Common Shares are held by or in custody of such Intermediaries. Such Intermediaries are required to forward such documents to Objecting Beneficial Shareholders unless an Objecting Beneficial Shareholder has waived the right to receive them.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers and directors of the Corporation. As a Shareholder, you have the right to appoint a person, who need not be a Shareholder, to represent you at the Meeting. To exercise this right you should insert the name of your representative in the blank space provided on the form of proxy and strike out the other names or submit another appropriate

proxy. The form of proxy should be dated and executed by the Shareholder or an attorney, authorized in writing and with proof of the authorization attached. A proxy may be revoked by a registered Shareholder personally attending at the Meeting and voting his Voting Securities in person.

A form of proxy will not be valid for the Meeting or any adjournment unless it is completed and delivered to TSX Trust Company, 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1 no later than 10:00 AM MDT on September 24, 2024, or any adjournment thereof. You may also send your proxies by fax to (416) 595-9593 or vote your shares online at www.voteproxyonline.com.

The Voting Securities represented by the Shareholder proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and that, if the Shareholder specifies a choice with respect to the matter to be acted upon, the Voting Securities will be voted accordingly.

A Shareholder may revoke his proxy at any time prior to a vote. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the Shareholder or by his authorized attorney in writing, or, if the Shareholder is a company, under its corporate seal by an officer or attorney duly authorized, either at the registered office of the Corporation or with TSX Trust Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment at which the proxy is to be used, or with the Chair of the Meeting on the day of the Meeting, or any adjournment.

ADVICE TO BENEFICIAL HOLDERS OF SHARES

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold Voting Securities, in which they have a beneficial interest, in their own name (the "**Beneficial Shareholders**").

Beneficial Shareholders should note that only proxies deposited by Shareholders who appear on the records of the registrar and transfer agent will be recognized at the Meeting. If the Voting Securities are listed in an account statement provided to a Beneficial Shareholder by a broker, those Voting Securities will, in all likelihood, not be registered in the Shareholder's name. Without specific instructions, brokers and their nominees are prohibited from voting shares held by Beneficial Shareholders.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every broker and other intermediaries have their own mailing procedures and provide their own return instructions to clients which should be carefully followed by Beneficial Shareholders in order to ensure that their Voting Securities are voted at the Meeting. The majority of brokers delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Solutions, Canada ("**Broadridge**"). Broadridge mails a Voting Information Form (the "**VIF**") asking the Beneficial Shareholders to return the VIF to Broadridge by mail or by way of the Internet or telephone. A Beneficial Shareholder who receives a VIF cannot use that VIF to vote directly at the Meeting.

All reference to Shareholders in this Circular, the form of proxy and Notice are to registered Shareholders unless specifically stated otherwise.

NOTICE-AND-ACCESS

The Corporation has elected to use the "notice-and-access" provisions under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") for the Meeting in respect of the mailing of the Meeting materials to Beneficial Shareholders. The notice-and-access provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials required to be physically mailed to shareholders by allowing a reporting issuer to post its proxy-related meeting materials on a website.

REQUEST FOR FINANCIAL STATEMENTS

National Instrument 51-102-*Continuous Disclosure Obligations* ("**NI 51-102**") sets out the procedures, for a Shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares. As at the Record Date, there was 448,956,002 Common Shares issued and outstanding.

The holders of Common Shares are entitled to one (1) vote for each Common Share held on all matters to be considered and acted upon at the Meeting. Quorum of the Shareholders holding Common Shares shall be at minimum two persons present and holding or representing by proxy not less than 5% of issued and outstanding Common Shares entitled to vote at the Meeting.

To the knowledge of the directors and management, as at the Record Date, no person or company beneficially owned, directly or indirectly, or exercised control or direction over, voting securities carrying more than 10% of the voting rights attached to all classes of Voting Securities of the Corporation, other than as follows:

Name and Province/ Country of Residence	Number and Class of Voting Security	Percentage of Class Outstanding
ITOCHU Corporation	68,503,375 Common Shares	15.26% ⁽¹⁾⁽³⁾

Notes:

(1) Percentage based on 448,956,022 Common Shares issued and outstanding as at the Record Date.

(3) Assuming full conversion of the convertible debenture held by ITOCHU Corporation, it would hold 134,503,375 Common Shares representing approximately 24.6% of the Corporation's issued and outstanding Common Shares on a partially diluted basis.

BUSINESS OF THE MEETING

The Meeting will be constituted as an annual and special general meeting. The annual business and special resolutions, to be transacted at the Meeting are as follows:

PRESENTATION OF FINANCIAL STATEMENTS

The board of directors of the Corporation (the "**Board**") has approved the audited financial statements for the year ended December 31, 2023, together with the auditors' report thereon and the unaudited financial statements of the Corporation for the interim year ended June 30, 2023. These financial statements have been mailed to registered and Beneficial Shareholders that responded to the Corporation's request card. The financial statements are available on the Corporation's SEDAR+ profile at www.sedarplus.ca and will be presented at the Meeting.

FIX NUMBER OF DIRECTORS

Shareholders will be asked to vote in favour of the resolution to fix the number of directors to be elected at the Meeting at five (5). Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of an ordinary resolution fixing the number of directors to be elected at the Meeting at five (5) members, the text of which is as follows:

"**BE IT RESOLVED** that the number of directors of the Corporation be fixed at five (5) is hereby approved."

ELECTION OF DIRECTORS

There are currently four (4) directors and their term of office will expire at the Meeting unless such director is re-elected as a director at the Meeting. Management proposes that four (4) directors be elected at the Meeting. At the Meeting, Shareholders will be asked to elect the nominees set forth below. Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of an ordinary resolution electing the four (4) nominees set forth below as directors of the Corporation, the text of which is as follows:

"**BE IT RESOLVED** that the election of George W. Powlick, Michael Carten, Karen Hayward, and Justin Holland as directors of the Corporation to hold office until the earlier of the next annual meeting of the Shareholders or until their successors are elected or appointed, is hereby approved."

The following table sets forth the nominees, positions with the Corporation, their principal occupations, periods during which they have served as directors and the number of voting shares beneficially owned, directly or indirectly, by each of them, or over which they exercise control or direction.

Name and Residence	Position Currently Held	Principal Occupation	Director Since	Number of Common Shares Held
George W Powlick ^{1, 2, 3} Arizona, USA	Director	Partner at Astanor Ventures	May 2009	5,500,711
Michael Carten ^{4, 6} British Columbia, Canada	Director	Retired; President and Chief Executive Officer of the Corporation until August 2015.	September 1999	945,439
Karen Hayward ⁵ California, USA	Director	Managing Partner, Chief Outsiders	July 2021	174,850

Name and Residence	Position Currently Held	Principal Occupation	Director Since	Number of Common Shares Held
Justin Holland Ontario, Canada	Director and Chief Executive Officer	Chief Executive Officer since August 2015; Former Chief Operating Officer since July 2010	July 2016	4,939,485

Notes:

1. Chair of the Board.
2. Chair of the audit and governance committee of the Board (the "**Audit and Governance Committee**").
3. Chair of the compensation committee of the Board (the "**Compensation Committee**").
4. Member of the Audit and Governance Committee.
5. Member of the Compensation Committee.
6. Mr. Carten holds his Common Shares directly and indirectly personally and through Michael Carten Professional Corporation and Sustainable Energy Technologies Inc.

Penalties, Sanctions, Cease Trade Orders or Bankruptcies

Other than outlined below, no proposed director, within 10 years before the date of this Circular, has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**") that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Except as outlined with respect to Mr. Holland, no proposed director has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Mr. Holland was subject to a management cease trade order ("**MCTO**") on April 30, 2024, by the Corporation's principal regulator, the Alberta Securities Commission, under National Policy 12-203 – Management Cease Trader Orders ("**NP 12-203**"). The MCTO was issued as a result of the Corporation notifying the Alberta Securities Commission about the potential late filing of the annual audited financials statements. The filing its annual audited financial statements, and other associated filings, for the year ended December 31, 2023, were delayed as a result of personnel changes within the Corporation's finance team, as well as general delays with the audit. The annual filings were due on April 29, 2024 and were filed on May 30, 2024, and as a result the MCTO was rescinded on May 30, 2024.

No proposed director, within 10 years before the date of this Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except as noted below.

No proposed director has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement

or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

APPOINTMENT OF AUDITORS

On August 12, 2024, the Corporation announced that it changed its auditor from KPMG LLP ("KPMG") to MNP LLP ("MNP") effective August 12, 2024 (the "Effective Date"). At the request of the Corporation, and on the approval of the Audit Committee and Board, KPMG resigned and the Board appointed MNP as the new auditor of the Corporation as of the Effective Date. There were no modifications of opinion contained in KPMG's reports on the Corporation's annual financial statements for the period commencing at the beginning of the two most recently completed financial years and ending on the Effective Date. In addition, there were no "reportable events" (as defined in NI 51-102) between the Corporation and KPMG. The Corporation filed the necessary documents with the applicable securities regulatory authorities relating to the change of auditor, including the Notice of Change of Auditor and letters from KPMG and MNP (collectively, the "Reporting Package"). The Reporting Package was filed on SEDAR on August 13, 2024.

Accordingly, at the Meeting, Shareholders will be asked to vote in favour of a resolution to re-appoint MNP as the new auditors of the Corporation to hold office until the next annual general meeting of Shareholders and to authorize the directors to fix their remuneration.

Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of an ordinary resolution to appoint MNP, as auditors of the Corporation to hold office until the next annual general meeting of Shareholders and to authorize the directors to fix their remuneration, the text of which is as follows:

"BE IT RESOLVED that the appointment of MNP LLP as auditors of the Corporation to hold office until the next annual meeting of the Shareholders and the directors of the Corporation be authorized to fix the auditor's remuneration and the terms of their engagement is hereby approved."

POTENTIAL SHARE CONSOLIDATION

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to approve a special resolution authorizing the Corporation to amend its articles in order to consolidate its issued and outstanding Common Shares (the "**Consolidation**") at a ratio of between three (3) and ten (10) pre-consolidation Common Shares for every one (1) post-consolidation Common Share, as may be determined by the Board in its sole discretion (the "**Consolidation Ratio**"). As set out below, if the Consolidation Resolution is approved, the Consolidation would be implemented, if at all, only upon a determination by the Board that it is in the best interests of the Corporation at that time.

In addition to the requirement that Shareholders approve the Consolidation, the ability of the Board to effect the Consolidation is subject to the approval of the TSX Venture Exchange ("**TSXV**"). Subject to the approval of the TSXV, the approval of the Consolidation Resolution by Shareholders would give the Board the authority to implement the Consolidation and to determine the exact Consolidation Ratio, in its sole discretion, at any time within one year of the date of Shareholder approval of the Consolidation Resolution. Notwithstanding the foregoing, in the event that the Consolidation Resolution is approved by Shareholders at the Meeting, the Board may elect to revoke the Consolidation Resolution and abandon the Consolidation without prior approval of, or notice to, Shareholders.

Shareholders will be asked to vote in favour of a special resolution to approve the Consolidation. Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of a special resolution approving the Consolidation (the "**Consolidation Resolution**"), the text of which is as follows:

"BE IT RESOLVED AS A SPECIAL RESOLUTION, that:

1. Eguana Technologies Inc. (the "**Corporation**") is hereby authorized to amend its articles to provide that:
 - a. the authorized capital of the Corporation is altered by consolidating all of the issued and outstanding common shares of the Corporation without par value on the basis of a consolidation ratio to be selected by

the Corporation's board of directors, in its sole discretion, provided that (i) the ratio may be no smaller than one post-consolidation common share for every three (3) pre-consolidation common shares and no larger than one post-consolidation common share for every ten (10) pre-consolidation common shares, and (ii) the number of pre-consolidation common shares in the ratio must be a whole number of common shares (the "**Consolidation Ratio**");

- b. in the event that the consolidation would otherwise result in the issuance of a fractional share, no fractional share shall be issued and such fraction will be rounded down to the nearest whole number; and
- c. the effective date of such consolidation shall be the date shown in the certificate of amendment issued by the Registrar of Corporations of Alberta (the "**Registrar**") or such other date indicated in the articles of amendment provided that, in any event, such date shall be on any date prior to the date that is one year from the date of approval of this special resolution by the Corporation's shareholders.

2. The amendment to the Corporation's articles to reflect the Consolidation Ratio is hereby authorized and approved.

3. Any director or officer of the Corporation is hereby authorized for and on behalf of the Corporation to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement this special resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions.

4. Notwithstanding the foregoing, the Consolidation Ratio pursuant to this special resolution will not be effective until such time as articles of amendment have been filed on behalf of the Corporation with the Registrar has taken effect.

5. Notwithstanding the approval of the shareholders of the Corporation as herein provided, the Consolidation Ratio is subject to the receipt of final approval from the TSX Venture Exchange and the board of directors of the Corporation may, in its sole discretion, revoke this special resolution before it is acted upon, without further approval of the shareholders of the Corporation.

PRINCIPAL REASONS FOR EFFECTING THE CONSOLIDATION

The Corporation currently has 448,956,022 shares issued and outstanding.

The Board believes that is in the best interests of the Corporation to have the authority to implement the Consolidation for the following reasons:

- Increased investor interest. A higher post-consolidation share price could help generate interest in the Corporation among new and existing investors. While decreasing the number of Common Shares outstanding may not, by itself, affect the marketability of the Common Shares, in practice many investors, including institutional investors and investment funds, consider low-priced shares as unduly speculative in nature and, as a matter of policy, avoid investments in such shares. As a result, a higher anticipated share price may meet investing guidelines for certain investors that are currently prevented under their investing guidelines from investing in the Common Shares at current price levels, and may allow such investors to leverage their investment by meeting margin eligibility requirements.
- Reduction of Shareholder transaction costs. Shareholders may benefit from relatively lower trading costs associated with a higher share price. In circumstances where commissions are based on the number of shares traded, investors pay lower commissions to trade a fixed value of shares where the price per share is higher.
- Improved liquidity. The aggregate potential effect of increased interest from investors and potentially lower transaction costs could ultimately improve the trading liquidity of the shares.

There can be no assurance that any increase in the market price per Common Share or improved liquidity would result from the proposed Consolidation.

PRINCIPAL EFFECTS OF THE SHARE CONSOLIDATION

The principal effects of the Consolidation would be:

- Reduction in the number of Common Shares outstanding. The number of Common Shares issued and outstanding will be reduced from 448,956,002 Common Shares (as of the Record Date) to between approximately 44,895,600 and 149,652,000, depending on the Consolidation Ratio selected by the Board.
- Adjustments to the outstanding options and common share purchase warrants of the Corporation. The exercise price and the number of Common Shares issuable under the Corporation's outstanding options and common share purchase warrants will be proportionately adjusted, based on the Consolidation Ratio selected by the Board, with any fraction rounded down to the nearest whole number.

The Board believes that Shareholder approval of a range of potential Consolidation Ratios (rather than a single Consolidation Ratio) would provide the Board with maximum flexibility to react to then-current market conditions and achieve the desired results of the Consolidation. If the Consolidation Resolution is approved, the Consolidation would be implemented, if at all, only upon a determination by the Board that it is in the best interests of the Corporation at that time. In connection with any determination to implement the Consolidation, the Board will set the timing for such Consolidation and select the specific Consolidation Ratio from within the range of ratios set forth in the Consolidation Resolution, subject to receipt of all necessary regulatory approvals, including the approval of the TSXV. The selection by the Board of the specific ratio would be based primarily on the price level of the Common Shares at that time and the expected stability of that price level. No further action on the part of Shareholders would be required in order for the Board to implement the Consolidation.

The Consolidation will not materially affect any Shareholder's proportionate voting rights. Each Common Share outstanding after the Consolidation will be fully paid and non-assessable and will entitle the holder to one vote per Common Share.

If approved and implemented, the Consolidation will occur simultaneously for all the Common Shares and the Consolidation Ratio will be the same for all the Common Shares. Except for any variances attributable to fractional shares, the change in the number of issued and outstanding Common Shares that will result from the Consolidation will cause no change in the capital attributable to the Common Shares and will not materially affect any Shareholder's percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Common Shares. Any fractional Common Shares resulting from the Consolidation will be rounded down to the nearest whole number and any such fractional interest will be cancelled without consideration.

CERTAIN RISKS ASSOCIATED WITH THE CONSOLIDATION

The effect of the Consolidation upon the market price of the Common Shares cannot be predicted with certainty, and the history of share consolidations for corporations similar to the Corporation is varied. Certain risks associated with the Consolidation are as follows:

- The Corporation's total market capitalization immediately after the proposed Consolidation may be lower than immediately before the proposed Consolidation.

There are numerous factors and contingencies that could affect the Common Share price prior to or following the Consolidation, including the status of the market for the Common Shares at the time, the status of the Corporation's reported financial results in future periods, and general economic, geopolitical, stock market and industry conditions, including but not limited to, the impact of the COVID-19 pandemic on the Corporation's business and operations. Accordingly, the market price of the Common Shares may not be sustainable at the direct arithmetic result of the Consolidation and may be lower.

- A decline in the market price of the Common Shares after the Consolidation may result in a greater percentage decline than would occur in the absence of a consolidation, and liquidity could be adversely affected following such consolidation.

If the Consolidation is implemented and the market price of the Common Shares declines, the percentage decline may be greater than it would be in the absence of the Consolidation. The market price of the Common Shares will, however, also be based on the Corporation's performance and other factors, which are unrelated to the number of Common Shares outstanding.

While the Board believes that a higher share price may provide the benefits described above, the Consolidation may not result in a share price that will attract institutional investors or investment funds. As a result, the liquidity of the Common Shares may not improve after giving effect to the Consolidation.

Furthermore, the liquidity of the Common Shares could be adversely affected by the reduced number of Common Shares that would be outstanding after the Consolidation.

- The Consolidation may result in some Shareholders owning “odd lots” of less than 100 Common Shares on a post-consolidation basis, which may be more difficult to sell, or require greater transaction costs per share to sell.

The Consolidation may result in some Shareholders owning “odd lots” of less than 100 Common Shares on a post-consolidation basis. “Odd lots” may be more difficult to sell, or require greater transaction costs per Common Share to sell, than Common Shares held in “board lots” of even multiples of 100 Common Shares.

PROCEDURE FOR IMPLEMENTING THE CONSOLIDATION

If the Consolidation Resolution is approved by Shareholders and the Board decides to implement the Consolidation, subject to TSXV approval, the Corporation will file articles of amendment with the Registrar of Corporations of Alberta in the form prescribed by the ABCA to amend the Corporation’s articles. The Consolidation will become effective on the date shown in the certificate of amendment issued by the Registrar or such other date indicated in the articles of amendment.

Effect on Share Certificates

If the proposed Consolidation is approved by Shareholders and implemented, then following the announcement by the Corporation of the Consolidation Ratio selected by the Board and the effective date of the Consolidation, share certificates representing pre-consolidation Common Shares will: (i) not constitute good delivery for the purposes of trades of Common Shares post-consolidation; and (ii) be deemed for all purposes to represent the number of Common Shares to which the shareholder is entitled as a result of the Consolidation. No delivery of a new share certificate to a Shareholder will be made until the Shareholder surrenders its certificates representing the pre-consolidation Common Shares to the registrar and transfer agent of the Corporation.

Effect on Convertible and Exercisable Securities

The exercise or conversion price and/or the number of Common Shares issuable under any outstanding convertible and exercisable securities, including under outstanding options, warrants, rights, and any other similar securities will be proportionately adjusted upon the implementation of the Consolidation, in accordance with the terms of such securities, on the same basis as the Consolidation.

Effect on Non-Registered Holders

Non-registered beneficial holders holding their Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have specific procedures for processing the Consolidation.

If you hold your Common Shares with such a bank, broker or other nominee and if you have any questions in this regard, you are encouraged to contact your nominee.

No Dissent Rights

Under the ABCA, Shareholders do not have dissent and appraisal rights with respect to the proposed Consolidation.

STOCK OPTION PLAN AMENDMENTS

The last updates to the Corporation’s stock option plan (the “**Existing Stock Option Plan**”), were dated July 28, 2021, and approved at the annual general and special meeting held on September 16, 2021.

The proposed revised stock option plan (the “**Stock Option Plan**”) has received approval by the TSX Venture Exchange (“**TSXV**”) but is subject to approval by the Shareholders of the Corporation, as required by the rules of the TSXV. The Stock Option Plan is contained in **Appendix D**. The Stock Option Plan will become effective once Shareholder approval is obtained.

The Existing Stock Option Plan outlines the timelines in which an individual may exercise their issued and vested stock options, when they cease to be a director, officer, manager, employee or consultant. Management has determined that the time allowed to exercise is long, when compared to other similar companies, that use stock options as long-term incentives. As such the Corporation is recommending that period be shortened, as follows in

bold, with the old time periods in square brackets to the Existing Stock Option Plan section, as currently written. Once approved, the amendment to this language will be carried through to any new Employee Stock Option Agreements, approved by the Board and issued to employees, directors, officers, managers or consultants, in the future. The updated language is outlined below as follows:

"8. Ceasing to be an Director, Officer, Manager, Employee or Consultant

- a) If a Participant shall cease to be an employee, manager, officer or director of the Corporation or a Subsidiary as a result of their **resignation** from the Corporation, they may, but only within a period of 10 days [**previously, 90 days**] following their ceasing to be an employee, manager, officer and/or director, exercise their Options to the extent that they were entitled to exercise them at the date of such cessation.
- b) If a Participant shall cease to be an employee, manager, officer or director of the Corporation or a Subsidiary for any reason **other than death, disability, resignation or termination for cause**, they may, but only within a period of 30 days [previously, 180 days] following their ceasing to be an employee, manager, officer and/or director, exercise their Options to the extent that they were entitled to exercise them at the date of such cessation.
- c) If a Participant shall cease to be a consultant (excluding consultants that are Investor Relations Service Providers) to the Corporation or a Subsidiary for any reason **other than death, disability or termination for cause**, they may, but only within a period of 30 days [previously, 90 days] following their ceasing to be a consultant, exercise their Options to the extent that they were entitled to exercise them at the date of such cessation.
- d) If a Participant shall cease to be an employee, manager, officer, director or consultant of the Corporation or a Subsidiary, as a result of being **dismissed from employment for cause or terminated for various contractual reasons**, their Options will immediately terminate, without right to exercise same, and shall be of no further force or effect.
- e) Notwithstanding the foregoing, the Board of Directors shall have the discretion to amend the date upon which such Options will terminate, on a case by case basis, but in all cases such Options shall terminate within a reasonable period, not exceeding one-year."

The Stock Option Plan will also be amended to replace all references to he, him, his with they, them and their/theirs.

In addition to the foregoing, the Corporation has also made updates to the Stock Option Plan to align with the updated policies of the TSXV. Under the Existing Stock Option Plan, the number of shares issuable under the plan is 36,708,000, equal to 10% of the then issued and outstanding Common Shares of the Corporation at the time Existing Stock Option Plan was implemented. Under the new Stock Option Plan, the number of shares issuable will be increased to 44,895,600, which is equal to 10% of the current issued and outstanding Common Shares of the Corporation. A full copy of the Stock Option Plan is contained in **Appendix D**. The following is a summary of the material terms of the Stock Option Plan:

1. The aggregate number of shares that may be issued pursuant to options granted under the Stock Option may not exceed 44,895,600, such number equal to 10% of the issued and outstanding Common Shares as of the date hereof.
2. The number of shares subject to each option will be determined by the Board of Directors (or a committee thereof), provided that the aggregate number of shares reserved for issuance pursuant to options granted to:
 - (a) insiders may not exceed 10% of the issued shares of the Corporation in any 12 month period;
 - (b) insiders may not exceed 10% of the issued shares of the Corporation at any point in time;

- (c) any one individual within a 12 month period may not exceed 5% of the number of issued and outstanding shares of the Corporation;
- (d) any one consultant during any 12 month period may not exceed 2% of the issued shares of the Corporation;
- (e) all persons employed to provide investor relations activities (as a group) may not exceed 2% of the issued shares of the Corporation during any 12 month period;

in each case calculated as at the date of grant of the option, including all other shares under option to such person at that time.

- 3. The exercise price of an option may not be set at less than the minimum price permitted by the TSXV, and will be determined by the Board of Directors at the time of grant. The Corporation must obtain disinterested shareholder approval of any decrease in the exercise price of, or extension of the term of, any stock options granted to individuals who are insiders at the time of the proposed amendment.
- 4. Directors, officers, managers, employees and consultants of the Corporation are eligible to be granted options under the Stock Option Plan.
- 5. Options may be exercisable for a maximum period of up to ten years from the date of grant.
- 6. The options are non-assignable and non-transferable.
- 7. Vesting of options will be determined by the Board of Directors at the time of grant. But options granted to consultants engaged to perform investor relations activities must be subject to a vesting requirement, whereby such options will vest over a period of not less than 12 months, with a maximum of 25% vesting in any 3-month period.

Shareholders will be asked to vote in favour of an ordinary resolution to approve the amendments to the Stock Option Plan. Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form, in favour of an ordinary resolution approving the Stock Option Plan amendments, the text of which is as follows:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

- 1. the stock option plan of the Corporation (the "**Stock Option Plan**") approved by the board of directors of the Corporation (the "**Board**") on August 16, 2024 substantially in the form attached to the management information circular of the Corporation dated August 16, 2024, is hereby approved;
- 2. the maximum number of common shares of the Corporation ("**Common Shares**") which may be issued under the Stock Option Plan shall be increased to 44,895,600, such number representing approximately 10% of the issued and outstanding Common Shares of the Corporation;
- 3. the Board is hereby authorized to make any changes to the Stock Option as may be required by the TSX Venture Exchange; and
- 4. any one director or officer of the Corporation is hereby authorized, for and on behalf, of the Corporation, to execute or cause to be executed, and to deliver or cause to be delivered, all such documents and filings, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of these resolutions, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing."

AUDIT AND GOVERNANCE COMMITTEE

The Audit and Governance Committee consists of George Powlick, who serves as Audit and Governance Committee Chair, Karen Hayward and Michael Carten. Messrs. Powlick and Carten are all considered financially literate. All three members of the Audit and Governance Committee are not officers, employees or control persons.

The Audit and Governance Committee charter is attached hereto as Appendix A.

EXEMPTION

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit and Governance Committee and its reporting obligations under NI 52-110.

COMPENSATION COMMITTEE

The Compensation Committee consists of George Powlick who serves as Compensation Committee Chair, and Karen Hayward.

The Compensation Committee charter is attached hereto as Appendix B.

RELEVANT EDUCATION AND EXPERIENCE

George W. Powlick has been an active venture capitalist since 1995 in Silicon Valley and in Europe. He is currently a Partner with Astanor Ventures. Previously, he co-founded Doughty Hanson Technology Ventures in 2000 and was head of the Strategic Investments and Acquisitions Group for Intel Corporation in Europe and the Middle East. He holds an MBA from the UCLA Anderson School of Management and a BSc in materials science and engineering from the University of California, Berkeley.

Michael Carten, LLB is co-founder, and former President, CEO and Chair, and has led the Corporation from proof of concept through the product development and commercialization process to full production. Mr. Carten has more than 30 years' experience in the conventional and alternative energy industry. Mr. Carten holds a BA from Loyola College (Université de Montréal) and a Bachelors of Law from Dalhousie Law School. Mr. Carten is a graduate of the Institute of Corporate Directors.

BOARD OBSERVER

Hiroaki Murase, of ITOCHU Corporation, serves as a Board observer (the "**Board Observer**"). Under the terms of an investor rights agreement among the Corporation and ITOCHU Corporation, dated May 13, 2020 (the "**Board Observer Agreement**"), the Corporation granted the Board Observer the right to attend meetings of the Board in a non-voting, observer capacity. Notwithstanding the foregoing, the Corporation may exclude the Board Observer from access to any Board materials, meeting or portion thereof if the majority of the Board has a good faith reason to believe that the Board Observer's receipt of such information or presence at such meeting would be materially prejudicial to the Corporation.

The Audit and Governance Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit and Governance Committee Charter.

EXTERNAL AUDITOR SERVICE FEES

The aggregate fees billed by the external auditors in each of the last two (2) financial years for audit and other fees are as follows:

Financial Year Ending	Audit Fees ¹	Audit Related Fees ²	Tax Fees ³	All Other Fees ⁴
December 31, 2023				
KPMG	\$302,302	\$36,380	\$53,989	Nil
December 31, 2022 **				
KPMG	\$216,730	\$48,142	\$128,711	Nil

Notes:

** Financial Year ended December 31, 2022, contained fifteen months.

1. "Audit fees" include fees for services rendered by the external auditors in relation to the audit and review of the Corporation's financial statements and in connection with the Corporation's statutory and regulatory filings.
2. "Audited related fees" include the aggregate audit related fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported as "Audit Fees"
3. "Tax Fees" include the aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.
4. "All Other Fees" include the aggregate fees billed for products and services, other than "Audit fees", "Audit related fees" and "Tax fees" above.

COMPENSATION OF NAMED EXECUTIVE OFFICERS AND DIRECTORS

Based on the definition of Named Executive Officer or NEO in Form NI 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, during the Corporation's financial year ended December 31, 2023, which consisted of fifteen months, the Corporation had four (4) named executive officers: (i) Justin Holland, Chief Executive Officer ("CEO"); (ii) Sonja Kuehnle, Chief Financial Officer ("CFO"); (iii) Brent Harris, Executive Vice-President ("EVP") and (iv) Daljit Ghotra, Chief Technology Officer ("CTO").

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation to each Named Executive Officer and director of the Corporation in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of the Corporation for services provided and for services to be provided, directly or indirectly, to the Corporation, for each of the Corporation's two (2) most recent completed financial years.

Other than the Corporation's existing stock option plan, established by the board of directors (the "**Stock Option Plan**"), the Corporation does not have any share-based award plans, non-equity long-term incentive plans, or any defined benefit or defined contribution pension plans for its NEOs.

For the Compensation Table, the financial year ended December 31, 2022 included 15 months, as the Corporation changed its year-end from September 30 to December 31, with December 31, 2022 being the first new year end date.

Compensation excluding compensation securities⁸						
Name and position	Financial Year Ended	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Justin Holland CEO and Director ¹	December 31, 2023	277,000	Nil	Nil	66,000	343,000
	December 31, 2022	347,000	Nil	Nil	88,700	435,700
Brent Harris EVP	December 31, 2023	191,400	Nil	Nil	1,400	192,800
	December 31, 2022	237,500	Nil	Nil	6,300	243,800
Hansine Ullberg ² CFO	December 31, 2023	136,900	Nil	Nil	900	137,800
	December 31, 2022	Nil	Nil	Nil	Nil	Nil
Daljit Ghotra CTO	December 31, 2023	138,300	Nil	Nil	1,300	139,600
	December 31, 2022	171,300	Nil	Nil	6,300	177,600
Michael Carten Director	December 31, 2023	Nil	Nil	30,000	Nil	30,000
	December 31, 2022	Nil	Nil	37,250	Nil	37,250
George Powlick Director	December 31, 2023	Nil	Nil	30,000	Nil	30,000
	December 31, 2022	Nil	Nil	37,250	Nil	37,250
Graeme Stening ³ Director	December 31, 2023	Nil	Nil	Nil	Nil	Nil
	December 31, 2022	Nil	Nil	Nil	Nil	Nil
Karen Hayward Director	December 31, 2023	Nil	Nil	28,500	Nil	28,500
	December 31, 2022	Nil	Nil	40,165	Nil	40,165
Robert Penner ⁴ Director	December 31, 2023	Nil	Nil	40,000	Nil	40,000
	December 31, 2022	Nil	Nil	49,750	Nil	49,750
Sonja Kuehnle ⁵ Past CFO	December 31, 2023	99,900	Nil	Nil	500	99,900
	December 31, 2022	218,800	Nil	Nil	6,300	225,100

Notes:

- All compensation paid to Justin Holland has been in respect of his position as an executive officer of the Corporation and is paid to J. Holland Consulting and/or 2565009 Alberta Inc. and has been included in the table above.
- Mrs. Ullberg started May 23, 2023.
- Mr. Stening resigned as Director effective December 5, 2023.
- Mr. Penner resigned as Director effective November 1, 2023.
- Mrs. Kuehnle resigned as CFO effective May 8, 2023, and the compensation table includes only amounts up to that date. After that date, Ms. Kuehnle was paid consulting fees for various finance support, paid to her professional corporation, up to September 30, 2023.
- The Corporation did not pay any perquisites to the directors or NEOs during financial 2022 or 2023.

STOCK OPTIONS AND OTHER COMPENSATION SECURITIES

The following table sets forth all compensation securities granted or issued to each NEO or director by the Corporation in the most recent financial year. Other than the Stock Option Plan, the Corporation does not have any share-based award plans for its NEOs. Each stock option of the Corporation (each, an “**Option**” and collectively, “**Options**”) can be exercised into one common share of the Corporation (each, a “**Common Share**” and collectively, “**Common Shares**”).

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Justin Holland CEO and Director	Stock Options	Nil	-	-	-	\$0.11	-
Brent Harris EVP	Stock Options	Nil	-	-	-	\$0.11	-
Hansine Ullberg CFO	Stock Options	250,000	May 23, 2023	\$0.17	\$0.03	\$0.11	May 23, 2033
Daljit Ghotra CTO	Stock Options	Nil	-	-	-	\$0.11	-
Michael Carten Director	Stock Options	Nil	-	-	-	\$0.11	-
George Powlick Director	Stock Options	Nil	-	-	-	\$0.11	-
Karen Hayward Director	Stock Options	Nil	-	-	-	\$0.11	-
Robert Penner Past Director	Stock Options	Nil	-	-	-	\$0.11	-
Sonja Kuehnle Past CFO	Stock Options	Nil	-	-	-	\$0.11	-

During the financial year ended December 31, 2023, no compensation securities have been re-priced, cancelled and replaced, had their terms extended, or otherwise been materially modified, in the most recently completed financial year.

On December 31, 2023, the following total amount of compensation securities were held by each NEO and director.

Name and position	Number of Stock Options Issued Number of Stock Options Vested
Justin Holland CEO and Director	3,032,764 2,632,564
Brent Harris EVP	2,233,319 1,833,119
Hansine Ullberg CFO	250,000 Nil
Daljit Ghotra CTO	1,733,764 1,333,564
Michael Carten Director	458,471 408,446
George Powlick Director	206,203 156,178
Karen Hayward Director	175,000 124,975
Graeme Stening Past Director	-
Robert Penner Past Director	296,412 296,412
Sonja Kuehnle Past CFO	1,575,000 775,000
Total Vested	9,960,933 7,560,258

During the financial year ended December 31, 2023, no compensation securities have been re-priced, cancelled and replaced, had their terms extended, or otherwise been materially modified, in the most recently completed financial year.

The Options normally vest one third per year, on the first, second and third annual anniversary, after the grant date, with a ten-year term. There are no other restrictions or conditions for converting, exercising or exchanging the Options.

EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NEOS

No director or NEO exercised any compensation securities during the most recently completed financial year.

STOCK OPTION PLANS AND OTHER INCENTIVE PLANS

The board of directors of the Corporation (the "**Board**") established the Corporation's existing stock option plan (the "**Stock Option Plan**"), whereby the Corporation may grant Options to purchase Common Shares to the directors, officers, employees, and consultants of the Corporation, which most recently was dated September 16,

2021. Options generally vest in three tranches, at one third per year, starting immediately or at year one, so vesting completely over three or four years, from the date of issue. The Stock Option Plan allows for a maximum term of ten years on any Option issued, and generally the Options have either a ten or a five year term. The minimum price at which the Options may be granted is the Discounted Market Price (as defined by the TSX Venture Exchange Corporate Finance Manual) on the date of issue. The amount, the vesting, the term and price are determined by the Board and outlined in each stock option agreement, at the time of approval.

The Stock Option Plan is fixed and therefore the Corporation, at the discretion of the Board, may issue up to a maximum of 36,708,000 Options. The maximum number of shares reserved for issuance under the Stock Option Plan, was last approved by the shareholders of the Corporation on September 16, 2021.

EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS

CONSULTING AGREEMENT – J. HOLLAND CONSULTING

The Corporation entered into a consulting agreement with J. Holland Consulting, effective November 15, 2010, for Mr. Holland to render services to the Corporation for an annual consulting fee of \$150,000. In August 2015, he was appointed as CEO of the Corporation and the consulting agreement remained in place following Mr. Holland's appointment as CEO and is currently in effect. The agreement allows for an annual increase of 5% on the consulting fees and an annual bonus of 30%, subject to approval from the Board. Various compensation reviews have occurred, and the annual consulting fee was increased, in most cases annually. Mr. Holland does not receive any employee benefits or other compensation, except housing.

CONSULTING AGREEMENT – S. KUEHNLE CONSULTING LTD.

The Corporation entered into a consulting agreement with S. Kuehnle Consulting, effective May 9, 2023, for Ms. Kuehnle to render accounting support to the Corporation for a monthly fee of \$3,000. This contract was terminated September 30, 2023.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Except as specifically described below in respect of Mr. Carten, the Corporation is not a party to any contract, agreement, plan or arrangement that provides for payments to a NEO or director at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation, its subsidiaries or affiliates or a change in a NEOs responsibilities.

Effective September 1, 2009, the Corporation and Michael Carten entered into an employment contract, as amended from time to time, which was to expire on December 31, 2017. Under his employment contract, Mr. Carten was entitled to a salary of \$300,000 per year plus normal benefits, the payment of 1/2 of which were deferred subject to the Corporation reaching certain earnings thresholds, a change of control or Mr. Carten's termination. On August 17, 2015, Mr. Carten's employment contract was terminated and he became entitled to the deferred salary and benefits which by agreement became payable at the rate of \$13,115 per month over 82 months, subject to becoming due immediately in the event of a change in control or the Corporation achieving an average of \$1,000,000 in earnings before interest, taxes, depreciation and amortization for any two consecutive financial quarters. The final payment was made on June 3, 2022.

DIRECTOR COMPENSATION

The Corporation paid director compensation only to independent directors. Mr. Stening did not receive any fees as a director. The fees included an annual retainer, plus committee fees for any director acting as chair of the committee, plus meeting fees for any meeting of the Board or a committee of the Board, which was attended by the director, during the year ended December 31, 2023. The annual retainer was \$25,000 per year per director. The annual retainer for the Audit and Governance Committee Chair was \$10,000 per year. An annual retainer for Compensation Committee Chair was not in effect during the year ended December 31, 2023. The meeting fees was \$500 per meeting until the end of third quarter 2023, and the meeting fee was reduced to \$250 per meeting. Mr. Penner and Mr. Powlick were paid annual retainers as Audit and Governance Committee

Chair, prorated for the partial years they served in those positions. Directors were paid throughout the year, usually quarterly. In addition, the directors were reimbursed for specific expenses incurred in carrying out their duties as directors, such as travel.

Other than the Stock Option Plan, the Corporation does not have share-based award plans, non-equity incentive plans or pension plans for its directors.

OVERSIGHT AND DESCRIPTION OF DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

NEO COMPENSATION GOVERNANCE

Objectives and Philosophy of the Compensation Program

The overall compensation program is intended to attract and retain competent, committed individuals who will ensure the long-term success of the Corporation by rewarding performance and contributions to the achievement of corporate goals and objectives. The Corporation strives to maintain alignment between the interests of shareholders with those of executives and key employees. To this end, salaries for the CEO and certain of the key employees, have been held significantly below market, and employees and executives have been awarded Options, allowing the Corporation to offer a competitive compensation package and encouraging investment in the Corporation.

Criteria for Compensation

The compensation policy is based largely upon the market value of the type of job the individual performs, the experience, skills, knowledge and responsibilities of the individual and their level of individual performance.

Elements of Compensation and Determination of Amounts for each Element

The Corporation strives to provide a competitive compensation package, with a direct link to corporate performance, by emphasizing the components of cash and Options to motivate highly qualified personnel. To this end, the Corporation compensates its executive officers through base salary and the award of Options to acquire Common Shares under the Plan, all at levels which the Corporation believes are reasonable in light of the performance of the Corporation under the leadership of the executive officers.

Base Salary

Base salary is intended to compensate core competencies in the executive role relative to skills, level of responsibility, industry experience, individual performance and contribution to the growth of the Corporation. Base salary provides fixed compensation determined by reference to competitive market information. Salaries of certain executive officers have historically been kept significantly below those of the industry and general marketplace because a greater emphasis is placed on Options in order to better align the interests of executives with those of shareholders. Base salaries for executive officers are reviewed by the Board to ensure they are appropriate so as to protect the ability of the Corporation to hire and retain key personnel.

Options

Long-term equity-based incentive compensation, through the granting of Options, is an important element of the compensation policy because it rewards long-term performance, by allowing executive officers and employees to participate in the market appreciation of the Common Shares and the overall growth of the Corporation. The Board believes that the granting of Options is required for the Corporation to be competitive, from a total remuneration standpoint, and to encourage retention. The granting of Options also promotes the alignment of interests of shareholders and executives.

With respect to the granting of Options, the Board reviews any recommendations of the CEO for Option awards. The CEO bases his decision upon the seniority, level of responsibility and the contribution of each individual toward the Corporation's goals and objectives. Consideration is also given to the overall number of Options that are outstanding, relative to the number of outstanding Common Shares, in determining whether to make any new grants of Options.

Pursuant to the terms of the Plan, the Board has the discretion to determine the fixed term of the Options, which shall not exceed ten years, and vesting provisions of the Options at the time of granting, including accelerated vesting, performance conditions or early termination provisions for the Options. The Board shall have the discretion to amend the date upon which Options will terminate on a case by case basis.

As at December 31, 2023, the total number of Common Shares issuable upon exercise of the outstanding vested options was 15,391,292.

Benefits

The NEOs are eligible to participate in the same benefits as offered to all full-time employees. The Corporation does not view these benefits as a significant element of its compensation structure but does believe that they can be used in conjunction with base salary to attract, motivate and retain individuals in a competitive environment.

Assessment of Compensation

The Corporation's Compensation Committee of the Board of Directors reviews the compensation program and the salaries, benefits and options, for NEOs and directors, at least annually. The Compensation Committee reviews and recommends the compensation for the CEO, with overall approval from the Board of Directors. The CEO reviews and approves the compensation for the other NEOs, except for newly hired executive personnel.

The Corporation recognizes that past and future success of the Corporation relies on its people and strives to foster compensation packages that promote the attraction, retention and development of quality personnel. Although salaries have historically been significantly below market, total compensation of executive officers is targeted to be competitive against similarly sized companies within the industry.

Director Compensation

Director compensation is determined through review of market rates that other directors are being paid on boards of similar types of companies of similar size. The Chair of the Board provides final approval.

PENSION PLAN BENEFITS

The Corporation does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following sets forth information for Options outstanding, under the Stock Option Plan, as at December 31, 2023.

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans ¹
Equity compensation plans approved by securityholders	18,937,390	\$0.32	17,770,610
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	18,937,390	\$0.32	17,770,610

Note:

1. As of December 31, 2023, the total number of Common Shares issued under the Stock Option Plan could not exceed 36,708,000. As at December 31, 2023, the maximum number of shares issuable upon exercise of the outstanding Options was 15,391,292, representing the total exercisable options.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

Pursuant to National Instrument 58-101-*Disclosure of Corporate Governance Practices*, the Corporation has disclosed its corporate governance practices in Appendix C.

MANAGEMENT CONTRACTS

Management functions of the Corporation are performed by the directors and executive officers of the Corporation and are not to any substantial degree performed by any other person. The Corporation has entered into employment agreements with certain of its officers as further detailed in "Employment, Consulting and Management Agreements" above.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or officers or associates of such persons have been indebted to the Corporation or any of its subsidiaries at any time since the beginning of the most recently completed financial year. No such person has been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries in respect of the purchase of securities or otherwise.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or officer, any person or company beneficially owning, directly or indirectly, more than 10% of the voting securities, or any associate or affiliate of such persons in any transaction within the last financial year or in any proposed transaction which in either case has materially affected or will materially affect the Corporation or its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth herein, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, or of any nominee for election as a director, or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

ADDITIONAL INFORMATION

Additional financial information regarding the Corporation's business is contained in the audited consolidated financial statements and accompanying management's discussion and analysis for the year ended December 31, 2023 and can be found on the Corporation's SEDAR+ profile at www.sedarplus.ca. Shareholders who wish to receive copies of the Corporation's annual audited financial statements or management's discussion and analysis should send a request to Eguana Technologies Inc., 3636 7th Street SE, Calgary, Alberta T2G 2Y8, or by phone at (403) 508-6990, or by fax to (403) 205-2509.

GENERAL

All matters referred to herein for approval by the Shareholders require the approval of a simple majority of the Shareholders voting, in person or by proxy, at the Meeting. The contents and sending of this Circular have been approved by the Board.

Unless otherwise stated, the information contained herein is given as of the 16th day of August 2024.

**ON BEHALF OF THE BOARD OF DIRECTORS OF
EGUANA TECHNOLOGIES INC.**

“George W. Powlick”

George W. Powlick, Chair of the Board of Directors

APPENDIX A

EGUANA TECHNOLOGIES INC. (the "Corporation") Audit and Governance Committee Charter

OVERALL ROLE AND RESPONSIBILITY

The primary role and the responsibilities of the audit and governance committee (the "Audit and Governance Committee") of the board of directors of the Corporation (the "Board of Directors" or the "Board") shall be to:

1. assist the Board of Directors in its oversight role with respect to:
 - (a) the quality and integrity of financial reporting and information;
 - (b) the independent auditor's performance, qualifications and independence;
 - (c) the accounting, financial reporting and internal control procedures;
 - (d) the performance of the Corporation's internal audit function, if applicable; and
 - (e) the Corporation's compliance with legal and regulatory requirements.
2. prepare such reports of the Audit and Governance Committee as are required to be included in any documents in accordance with applicable laws or the rules of the applicable securities regulatory authorities;
3. assess the processes related to the determination and mitigation of risks and the maintenance of an effective control environment;
4. strengthen the role of the independent directors of the Corporation by facilitating in-depth discussions between the directors on the Audit and Governance Committee, management and the Corporation's independent auditors; and
5. provide oversight, review and assess governance processes and policies, to ensure an adequate governance framework and practices are in place.

MEMBERSHIP AND MEETINGS

The Audit and Governance Committee shall consist of three (3) or more directors of the Corporation appointed by the Board of Directors. At least a majority of the members of the Audit and Governance Committee must not be executive officers, employees or control persons of the Corporation or of any affiliate of the Corporation. The members of the Audit and Governance Committee shall satisfy the applicable independence and financial literacy standards required by the laws governing the Corporation, the applicable stock exchanges on which the Corporation's securities are listed and applicable securities regulatory authorities. The Board of Directors shall designate one member of the Audit and Governance Committee as the committee chair (the "**Committee Chair**" or "**Chair**").

Any members of the Audit and Governance Committee may be removed or replaced at any time by the Board of Directors and will cease to be a member of the Audit and Governance Committee as soon as such member ceases to be a director of the Corporation. The Board may fill vacancies on the Audit and Governance Committee by appointment from among its members. If and whenever a vacancy exists on the Audit and Governance Committee, the remaining members may exercise all its powers so long as a quorum remains.

STRUCTURE AND OPERATIONS

The Audit and Governance Committee shall establish a schedule of meetings on an annual basis (with meetings at least quarterly) and shall otherwise meet at such times as the Committee Chair shall designate.

A quorum for meetings of the Audit and Governance Committee will be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Audit and Governance Committee will be the same as those governing the Board of Directors unless otherwise determined by the Audit and Governance Committee or the Board of Directors.

The Committee Chair, any member of the Audit and Governance Committee, the Chair of the Board or the Chief Executive Officer may call a meeting of the Audit and Governance Committee by notifying the Chief Financial Officer who will notify the members of the Audit and Governance Committee.

Agendas, approved by the Committee Chair, will be circulated to the Audit and Governance Committee members along with background information on a timely basis prior to Audit and Governance Committee meetings. Minutes of all meetings of the Audit and Governance Committee will be taken and included in the minute books of the Corporation. The Audit and Governance Committee shall report to the Board of Directors on its activities, after each of its meetings, and minutes of the prior Committee meeting shall be tabled for the Board.

The affirmative vote of a majority of the members of the Audit and Governance Committee participating in any meeting of the Audit and Governance Committee is necessary for the adoption of any resolution of the Audit and Governance Committee. In case of an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

The Chair will preside as chairperson at all meetings of the Audit and Governance Committee, unless the Chair is not present, in which case the members of the Audit and Governance Committee that are present will designate from among such members the chairperson for the purposes of the meeting.

The Chief Financial Officer will attend meetings of the Audit and Governance Committee where matters relating to the functions as the Audit and Governance Committee are dealt with, unless otherwise excused from all or part of any such meeting by the Chairperson. The Audit and Governance Committee may invite such officers, directors and employees of the Corporation as it sees fit from time to time to attend at meetings of the Audit and Governance Committee and assist in the discussion and consideration of the matters being considered by the Audit and Governance Committee.

The Audit and Governance Committee will meet with the Corporation's external auditor at least once per year (in connection with the preparation of the year-end financial statements) and at such other times as the external auditor and the Audit and Governance Committee consider appropriate. The Audit and Governance Committee is expected to establish and maintain free and open communication with the Corporation's management and the auditor and shall periodically meet separately with each of them.

The Audit and Governance Committee may request any officer or other employee of the Corporation, or any representative of the Corporation's legal counsel or other advisors, to attend meetings or to meet with any members or representatives of the Committee.

As part of each meeting of the Committee, the Committee shall hold an in-camera session, at which management and non-independent directors of the Board are excused from the meeting and the agenda for each Committee Meeting will afford an opportunity for such a session.

Any issues arising from these meetings that bear on the relationship between the Board and the Corporation's management should be communicated to the Chairperson of the Board by the Committee Chair.

AUDIT AND GOVERNANCE COMMITTEE'S ROLE

The Audit and Governance Committee has the oversight role set out in this Charter. The Audit and Governance Committee shall review and assess the adequacy of this Charter periodically and, where necessary, will recommend changes to the Board of Directors for its approval.

Management, the Board of Directors and the auditor all play important roles in respect of compliance and the preparation and presentation of financial information. Management is responsible for compliance and the preparation of financial statements and periodic reports. Management is responsible for ensuring the Corporation's financial statements and disclosures are complete, accurate, in accordance with generally accepted accounting principles and applicable laws. The Board of Directors in its oversight role is responsible for ensuring that management fulfills its responsibilities. The auditor, following the completion of its annual audit, opines on the presentation, in all material respects, of the financial position and results of operations of the Corporation in accordance with International Financial Reporting Standards.

SPECIFIC DUTIES

The Audit and Governance Committee shall be responsible for providing oversight of the independent auditor, referred to as auditor, of the Corporation and shall be specifically responsible for:

- Making recommendations to the Board with respect to the appointment and, if applicable, the replacement of the Corporation's auditor and, when there is to be a change in the Corporation's auditor, reviewing all issues relating to the change, including any reportable events, and all information to be included in the required notice to securities regulators of such change.
- Evaluating the qualifications, performance and independence of the auditor, including: (i) reviewing and evaluating the lead partner on the auditor's engagement with the Corporation; and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.
- The determination of the auditor's compensation and oversight of the work of the auditor (including resolution of any disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The auditor shall report directly to the Audit and Governance Committee.
- The pre-approval of all audit services and permitted non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the auditor.
- Reviewing the auditor's report regarding the internal controls of the Corporation, to be included in any documents as required by the laws governing the Corporation, the applicable stock exchanges on which the Corporation's securities are listed and applicable securities regulatory authorities.
- Ensuring the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit of the Corporation and the audit partner responsible for reviewing the audit, stock exchanges on which the Corporation's securities are listed and applicable securities regulatory authorities (currently at least every five (5) years).

Financial Reporting

The Audit and Governance Committee shall review and discuss with management of the Corporation and the auditor, as applicable:

- the scope, planning and staffing of the annual audit, prior to the Corporation's annual audit;

- the annual audited and quarterly unaudited financial statements of the Corporation;
- the Corporation's annual and quarterly disclosures made in management's discussion and analysis;
- the approval of any auditor's reports to be included in filings made by the Corporation;
- the results of the auditor's review or audit of the financial statements and any matters required to be communicated by the auditor under the applicable review standards;
- significant accruals, reserves or other estimates;
- accounting treatment of unusual or non-recurring transactions;
- compliance with covenants under any loan agreements of the Corporation;
- disclosure requirements for commitments and contingencies;
- significant adjustments raised by the auditors, whether or not included in the financial statements;
- significant variances with comparative reporting periods;
- significant financial reporting judgments, estimates and any issues, in connection with the preparation of the Corporation's financial statements;
- any significant changes in the Corporation's selection or application of accounting principles;
- any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies; and
- other material written communications between the auditor and management, such as any management letter or schedule of unadjusted differences.

In addition to the foregoing, the Audit and Governance Committee shall:

- Discuss with the auditor matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.
- Review the financial statements, prospectuses, management's discussion and analysis, annual information form and all public disclosure containing audited or unaudited financial information of the Corporation (including, press releases and any other disclosures detailing earnings or financial results) before release and prior to Board approval. The Audit and Governance Committee must be satisfied that adequate procedures are in place for the review of the Corporation's disclosure of all other financial information and will periodically assess the accuracy of those procedures.
- Conduct an investigation sufficient to provide reasonable grounds for believing that the financial statements, management's discussion and analysis and any public disclosure documents containing financial information are complete in all material respects and consistent with the information known to Audit and Governance Committee members and assess whether the financial statements reflect appropriate accounting principles.

Risk Assessment and Risk Management

The Audit and Governance Committee shall:

- Periodically review and discuss with the Corporation's management guidelines and policies governing the Corporation's risk assessment and risk management processes.
- Review with the Corporation's management and the auditors, significant risks and exposures facing the Corporation, including management's plans and processes to minimize these risks.

- Evaluate whether the Corporation's management is adequately communicating the importance of internal control to all relevant personnel.
- Periodically privately consult with the auditor about the Corporation's internal controls and the completeness and accuracy of the Corporation's financial statements.
- Review whether the internal control recommendations made by the auditor are being implemented by the Corporation's management and, if not, why not.

Governance

- *Periodically review corporate governance practices and policies and make recommendations to the Board and ensure adherence to, and continuous improvement of, the governance framework and practices.*
- *Annually review compliance with applicable securities and corporate legislation and stock exchange policies.*
- *Supervise and evaluate the Corporation's Insider Trading/Disclosure Policy and procedures and report to the Board on any necessary changes to such procedures and the adoption of any additional procedures.*
- *Provide oversight with respect to the Corporation's policies and practices for public disclosure, code of conduct, and other governance policies.*
- *On an annual basis, assess the effectiveness of the Board as whole, specific Board committees including the Committee, individual Board members and the Chair of the Board, and shall report such assessments to the Board.*

Other Responsibilities

- Review President, Chief Executive Officer and Chief Financial Officers' expenses and perquisites at least once a year.
- Review all consulting fees paid by the Corporation to any organization, where such fees exceed \$100,000 annually.
- Institute special investigations, if necessary, and hire special counsel or experts to assist, if appropriate.
- Establish, and review annually, a procedure for:
 - the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters and resolution of such concerns, if any.
- Review with the Board, any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements and the performance and independence of the Corporation's auditors.
- Perform other oversight functions as requested by the Board.

PROCEDURE GOVERNING ERRORS OR MISSTATEMENTS IN FINANCIAL STATEMENTS

In the event a director or an officer of the Corporation has reason to believe, after discussion with management, that a material error or misstatement exists in financial statements of the Corporation, that director or officer shall forthwith notify the Audit and Governance Committee and the auditor of the error or misstatement of which the director or officer becomes aware in a financial statement that the auditor or a former auditor has reported on.

If the auditor or a former auditor of the Corporation is notified or becomes aware of an error or misstatement in a financial statement on which the auditor or former auditor has reported, and if in the auditor's or former auditor's opinion the error or misstatement is material, the auditor or former auditor shall inform each director accordingly.

When the Audit and Governance Committee or the Board is made aware of an error or misstatement in a financial statement the Board shall prepare, and issue revised financial statements or otherwise inform the shareholders of the Corporation and file such revised financial statements as required.

FUNDING FOR INDEPENDENT AUDITOR AND RETENTION OF INDEPENDENT ADVISORS

The Corporation shall provide for appropriate funding, as determined by the Audit and Governance Committee, for payment of compensation to the auditor for the purpose of completing the annual audit and quarterly reviews and to any advisors retained by the Audit and Governance Committee. The Audit and Governance Committee shall also have the authority to retain such other independent advisors, as it may from time to time deem necessary or advisable for its purposes, and the payment of compensation therefor shall also be funded by the Corporation.

APPROVAL OF AUDIT AND REMITTED NON-AUDIT SERVICES PROVIDED BY EXTERNAL AUDITORS

Over the course of any year there will be two levels of approvals that will be provided. The first is the existing annual Audit and Governance Committee approval of the audit engagement and identifiable permitted non-audit services for the coming year. The second is in-year Audit and Governance Committee pre-approvals of proposed audit and permitted non-audit services as they arise.

Any proposed audit and permitted non-audit services to be provided by an external auditor to the Corporation or its subsidiaries must receive prior approval from the Audit and Governance Committee, in accordance with this protocol. The Chief Financial Officer shall act as the primary contact to receive and assess any proposed engagements from an external auditor.

Following receipt and initial review for eligibility by the primary contacts, a proposal would then be forwarded to the Audit and Governance Committee for review and confirmation that a proposed engagement is permitted.

In the majority of such instances, proposals may be received and considered by the Chair of the Audit and Governance Committee (or such other member of the Audit and Governance Committee who may be delegated authority to approve audit and permitted non-audit services), for approval of the proposal on behalf of the Audit and Governance Committee. The Audit and Governance Committee Chair will then inform the Audit and Governance Committee of any approvals granted at the next scheduled meeting.

LIMITATION ON AUDIT AND GOVERNANCE COMMITTEE MEMBERS' DUTIES

Nothing in this Charter is intended, or may be construed, to impose on any member of the Audit and Governance Committee a standard of care or diligence that is in any way more onerous or extensive than the standard required by law.

APPENDIX B

EGUANA TECHNOLOGIES INC. (the "Corporation") Compensation Committee Charter

OVERALL ROLE AND RESPONSIBILITY

The primary role and responsibilities of the Compensation Committee (the "**Committee**") of the board of directors of the Corporation (the "**Board**") shall be to assist the Board in its oversight role, of reviewing and recommending to the Board for approval, the compensation of the Board members, senior officers, and direct reports to the chief executive officer of the Corporation (collectively, "**Key Management**") and to nominate individuals qualified to become new Board members.

MEMBERSHIP AND MEETINGS

The Committee shall consist of three (3) or more directors of the Corporation appointed by the Board. The members of the Committee shall satisfy the applicable independence standards required by the laws governing the Corporation, the applicable stock exchanges on which the Corporation's securities are listed and applicable securities regulatory authorities. The Board shall designate one member of the Committee as the committee chair (the "**Committee Chair**").

Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director of the Corporation. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains.

STRUCTURE AND OPERATIONS

The Committee shall establish a schedule of meetings on an annual basis (with meetings at least twice annually) and shall otherwise meet at such times as the Committee Chair shall designate.

A quorum for meetings of the Committee will be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.

The Committee Chair, any member of the Committee, the Chair of the Board or the Chief Executive Officer may call a meeting of the Committee by notifying the Chief Financial Officer who will notify the members of the Committee. The procedures for holding, conducting and adjourning meetings of the Committee shall be at the discretion of the Committee Chair.

Agendas, approved by the Committee Chair, will be circulated to the Committee members along with background information on a timely basis prior to Committee meetings. Minutes of all meetings of the Committee will be taken and included in the minute books of the Corporation. The Committee shall report to the Board on its activities after each of its meetings, and minutes of the prior Committee meeting shall be tabled for the Board.

The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution of the Committee. In case of an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

The Chair will preside as chairperson at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the chairperson for the purposes of the meeting.

The Committee may request any officer or other employee of the Corporation, or any representative of the Corporation's legal counsel or other advisors, to attend meetings or to meet with any members or representatives of the Committee.

As part of each meeting of the Committee, the Committee shall hold an in-camera session, at which management and non-independent directors of the Board are excused from the meeting and the agenda for each Committee Meeting will afford an opportunity for such a session.

Any issues arising from these meetings that bear on the relationship between the Board and the Corporation's management should be communicated to the Chair of the Board by the Committee Chair.

COMPENSATION COMMITTEE'S ROLE

The Committee has the oversight role set out in this Charter. The Committee shall review and assess the adequacy of this Charter periodically and, where necessary, will recommend changes to the Board for its approval.

In addition to these responsibilities, the Committee shall perform the functions and responsibilities required of such a committee by the Corporation's governing corporate statute, applicable Canadian securities laws, any exchange upon which securities of the Corporation are listed, or any governmental or regulatory body exercising authority over the Corporation as are in effect from time to time or as the Board otherwise deems necessary or appropriate.

Compensation Role

The Committee is responsible for the oversight role of reviewing and recommending to the Board for approval, the compensation for Key Management and, if advisable, providing recommendations to the Board on matters related to such compensation. To fulfil its responsibilities with respect to compensation matters, the Committee shall:

- (a) periodically review and advise the Board (supported in the discretion of the Committee, by internal or external experts) on (i) current trends in industry-wide compensation practices in the Corporation's industry and such jurisdictions as a material portion of its business is conducted, and (ii) how the Corporation's compensation programs and practices compare to those of comparable companies in the industry, and in discharging this responsibility, the Committee shall take into account factors it deems appropriate from time to time, including the Corporation's business strategy and whether the effects of the compensation program create or encourage individuals to take inappropriate or excessive risks that are reasonably likely to have a material adverse effect on the Corporation and its business;
- (b) evaluate, at least annually, the performance of the Chief Executive Officer and make recommendations to the Board with respect to organizational goals and objectives relevant to the compensation of the Chief Executive Officer;
- (c) review the recommendations to the Committee from the Chief Executive Officer respecting the appointment of Key Management and, if advisable, make recommendations to the Board with respect to any such appointment;
- (d) review the recommendations to the Committee from the Chief Executive Officer respecting the compensation and other terms of employment (including any severance arrangements or plans and any benefits to be provided in connection with a material adverse change in an individual's position, compensation or scope of responsibilities or change in control of the Corporation) of Key Management and, if advisable, make recommendations to the Board with respect to such compensation and other terms of any employment agreements and any severance arrangements or plans;
- (e) periodically review and make recommendations to the Board with respect to succession planning matters concerning Key Management, as well as general executive development programs of the Corporation;

- (f) review and recommend for Board approval, the Board directors' remuneration (fees and/or retainer) to be paid, and the benefits to be provided, to members of the Board and each of its committees;
- (g) review and approve any compensation disclosure of the Corporation before it is publicly disclosed, including disclosure of the process undertaken by the Committee in respect of Key Management;
- (h) review and recommend for Board approval the adoption or amendment of equity-based compensation plans of the Corporation and make recommendations to the Board with respect to any grants under equity-based compensation plans of the Corporation;
- (i) oversee the administration of any equity-based compensation and pension and benefit plans of the Corporation;
- (j) periodically review policies in the area of Key Management perquisites;
- (k) review on a periodic basis the operation of the Corporation's executive compensation programs to determine whether they are properly coordinated and administered; and
- (l) consider the potential risks associated with the adoption of the Corporation's compensation policies and practices and the adoption of particular organizational and individual objectives under such policies and practices.

Nominating Role

The Committee shall aid in identifying individuals qualified to become Board members and, as required, recommend candidates to the Board to fill any Board vacancies or any newly created director positions.

In recommending candidates to the Board or committees of the Board, the Committee shall consider such factors as it deems appropriate including potential conflicts of interest, professional experience, personal character, diversity, outside commitments (including service on other boards or committees) and areas of expertise.

The Committee shall also provide, with the assistance of Key Management, suitable programs for the orientation of new Board members and the continuing education of incumbent directors, to include, among other things, reviewing background material and strategic plans of the Corporation and meeting with Key Management. The Committee shall annually review and, if appropriate, amend such programs.

The Committee shall annually review and, if appropriate, make recommendations regarding composition and appropriate size of the Board and any committees of the Board.

The Committee shall aid the Board in developing and implementing appropriate succession planning for Key Management.

ACCESS TO INFORMATION AND INDEPENDENT ADVISORS

The Committee, particularly in connection with the fulfilment of its compensation role, shall have free and unrestricted access, at all times, either directly or through its duly appointed representatives, to the Corporation's management, employees, consultants, documents and books and records and shall be provided with the resources necessary to carry out its responsibilities.

The Committee will have the power to engage and compensate, at the Corporation's expense, any outside advisor or expert (including compensation consultants or search firms) as it deems necessary or advisable to permit it to carry out its duties and will notify the Board of its actions in this regard. Before engaging any such outside advisor, the Committee shall consider the independence of such advisor, including any independence factors that it is required to consider by applicable law.

LIMITATION ON COMMITTEE MEMBERS' DUTIES

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard required by law.

APPENDIX C

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

The board of directors of the Corporation (the “**Board**”) exercises independent supervision over management by scheduling meetings of only independent directors to ensure that non-independent directors are not unduly influencing independent directors. Independent directors are Karen Hayward and George Powlick. Mr. Carten is not considered independent due to his former relationship with the Corporation. Mr. Holland is not considered independent due to his current relationship as Chief Executive Officer of the Corporation.

Ethical Business Conduct

The Board encourages ethical business conduct by ensuring that all members are experienced, in leading corporations with ethical business standards.

Financial Oversight and Governance

The Board has expanded the Audit and Governance Committee responsibilities to include Corporate Governance oversight.

Compensation Oversight

The Board has formed a Compensation Committee to handle related compensation matters, including Board nominations.

The Compensation Committee reviews and recommends to the Board for approval, the compensation of the Board members, senior officers, and direct reports to the chief executive officer of the Corporation (collectively, “**Key Management**”). This includes all compensation including stock options and the stock option plan.

Director compensation is determined through review of market rates that other directors are being paid on boards of similar types of companies of similar size. Generally, a quarter fee plus meeting fees are payable to Directors. The Chair of the Board provides final approval. Director compensation in the form of stock options is approved by the Board as a whole.

Orientation and Continuing Education

The Board ensures that a new member is provided access to senior management to discuss the current business strategy, encourages new members to meet individually with current members to discuss historical information and has access to the minute books.

Nomination of Directors

The Compensation Committee seeks qualified nominees, and a majority of the independent directors meet with each nominee to ensure compatibility with current members.

Assessments

The Board does not have a formal process where the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. The Chair of the Board reviews the attendance and performance of the committees on an informal basis.

APPENDIX D**EGUANA TECHNOLOGIES INC.****STOCK OPTION PLAN****1 Purpose**

The purpose of the Stock Option Plan (the "Plan") of **Eguana Technologies Inc.** (the "Corporation") is to advance the interests of the Corporation and each subsidiary of the Corporation (a "Subsidiary") by encouraging the directors, officers, managers, consultants and employees of the Corporation and its Subsidiaries to acquire shares in the Corporation, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and its Subsidiaries and furnishing them with additional incentive in their efforts on behalf of the Corporation and its Subsidiaries.

2 Administration

- (a) The Plan shall be administered by the Board of Directors of the Corporation, or if appointed, by a special committee of Directors appointed from time to time by the Board of Directors of the Corporation (such committee, or if no such committee is appointed, the Board of Directors of the Corporation, is hereinafter referred to as the "Committee") pursuant to rules of procedure fixed by the Board of Directors.
- (b) Each stock option (an "Option") granted under this Plan shall be evidenced by an agreement, signed on behalf of the Corporation and by the Optionee, in such form, as the Committee shall approve. Each such agreement shall recite that it is subject to the provisions of this Plan.

3 Maintenance of Sufficient Capital

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of common shares in the capital of the Corporation ("Common Shares") as will be sufficient to satisfy the requirements of the Plan.

4 Eligibility and Participation

Directors, officers, managers, consultants and employees of the Corporation and its Subsidiaries shall be eligible for selection to participate in the Plan (such persons herein collectively referred to as "Participants"). The Committee shall determine to whom Options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such Options shall be granted, and the number of Common Shares to be subject to each Option, subject to the applicable rules and regulations of all regulatory authorities to which the Corporation is subject, including the TSX Venture Exchange (the "Exchange"). The Plan is subject to the following limitations:

- (a) the total number of Common Shares issuable shall not exceed 44,895,600, such number representing approximately 10% of the issued and outstanding Common Shares of the Corporation;
- (b) the number of Common Shares reserved for issuance, within a one-year period, to any one Optionee shall not exceed 5% of the Common Shares;
- (c) the number of Common Shares reserved for issuance, within a one-year period, to any one Consultant of the Corporation may not exceed 2% of the Common Shares;

- (d) the aggregate number of Common Shares reserved for issuance, within a one-year period, to all Investor Relations Service Providers (as such term is defined in the policies of the Exchange) may not exceed 2% of the Common Shares;
- (e) Options granted to any Investor Relations Service Provider must vest in stages over a period of not less than one-year such that:
 - i. no more than $\frac{1}{4}$ of the Options vest no sooner than three months after the Options were granted;
 - ii. no more than another $\frac{1}{4}$ of the Options vest no sooner than six months after the Options were granted;
 - iii. no more than another $\frac{1}{4}$ of the Options vest no sooner than nine months after the Options were granted; and
 - iv. the remainder of the Options vest no sooner than one-year after the Options were granted.
- (f) the maximum number of Common Shares reserved for issuance pursuant to Options granted to Insiders at any time may not exceed 10% of the number of Common Shares;
- (g) the maximum number of Common Shares which may be issued to Insiders, within a one-year period, may not exceed 10% of the number of Common; and
- (h) the maximum number of Common Shares which may be issued to any one Insider and the Associates of such Insider, within a one-year period, may not exceed 5% of the number of Common Shares.

5 Exercise Price

The exercise price of the Common Shares covered by each Option shall be determined by the Committee when such Option is granted. The exercise price shall be not less than the price permitted by the policy or policies of the Exchange or other stock exchanges on which the Common Shares of the Corporation are listed.

In the event that the Corporation proposes to reduce the exercise price or extend the term of Options granted to an Optionee who is an Insider of the Corporation at the time of the proposed amendment, said amendment shall not be effective until disinterested shareholder approval has been obtained in respect of the exercise price reduction.

6 Vesting

The Committee may, in its sole discretion, determine the time during which Options shall vest and the method of vesting, subject to Section 4(e).

7 Option Period, Consideration and Payment

- (a) The period within which such Option shall be exercised (the "Option Period") shall be a period of time fixed by the Committee, not to exceed ten (10) years from the date the Option is granted, provided that the Option Period shall be reduced with respect to any Option as provided in Sections 8 and 9.
- (b) Options that have vested may be exercised in whole or in part at any time and from time to time during the Option Period. To the extent required by the Exchange or any other

stock exchange(s) on which the Common Shares of the Corporation are listed, no Option may be exercised under this Plan until this Plan has been approved by a resolution duly passed by the shareholders of the Corporation.

- (c) Except as set forth in Sections 8 and 9, no Option may be exercised unless the Participant is at the time of such exercise a director, officer, manager, consultant or employee of the Corporation or a Subsidiary and where the Option has been granted for a specific service, the Option may be exercised only upon completion of that service.
- (d) The exercise of any Option will be contingent upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of Common Shares with respect to which the Option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such shares with respect to which the Option is exercised.

8 Ceasing To Be a Director, Officer, Manager, Employee or Consultant

- (a) If a Participant shall cease to be an employee, manager, officer or director of the Corporation or a Subsidiary as a result of their resignation from the Corporation, they may, but only within a period of 10 days following their ceasing to be an employee, manager, officer and/or director, exercise their Options to the extent that they were entitled to exercise them at the date of such cessation.
- (b) If a Participant shall cease to be an employee, manager, officer or director of the Corporation or a Subsidiary for any reason other than death, disability, resignation or termination for cause, they may, but only within a period of 30 days following their ceasing to be an employee, manager, officer and/or director, exercise their Options to the extent that they were entitled to exercise them at the date of such cessation.
- (c) If a Participant shall cease to be a consultant (excluding consultants that are Investor Relations Service Providers) to the Corporation or a Subsidiary for any reason other than death, disability or termination for cause, they may, but only within a period of 30 days following their ceasing to be a consultant, exercise their Options to the extent that they were entitled to exercise them at the date of such cessation.
- (d) If a Participant shall cease to be an employee, manager, officer, director or consultant of the Corporation or a Subsidiary, as a result of being dismissed from employment for cause or terminated for various contractual reasons, their Options will immediately terminate, without right to exercise same, and shall be of no further force or effect.
- (e) Notwithstanding the foregoing, the Board of Directors shall have the discretion to amend the date upon which such Options will terminate, on a case by case basis, but in all cases such Options shall terminate within a reasonable period, not exceeding one-year.

9 Death and/or Disability of Participant

In the event of the death or disability of a Participant, the Option previously granted to them shall be exercisable only within the one-year next succeeding such death or disability and then, in the case of death of the Participant, only:

- (a) By the person or persons to whom the Participant's rights under the Option shall pass by the Participant's will or the laws of descent and distribution; and

- (b) If and to the extent that they were entitled to exercise the Option at the date of their death.

10 Rights of Optionee

No person entitled to exercise any Option granted under this Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Common Shares issuable upon exercise of such Option until certificates representing such Common Shares shall have been issued.

11 Proceeds from Sale of Shares

The proceeds from sale of Common Shares issued upon the exercise of Options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the board of directors may determine and direct.

12 Adjustments

In the event that the outstanding Common Shares of the Corporation are changed into or exchanged for a different number or kind of shares or other securities of the Corporation, or in the event that there is a reorganization, amalgamation, consolidation, subdivision, reclassification, dividend payable in capital stock or other change in the capital stock of the Corporation, then each Participant holding an Option shall thereafter upon the exercise of the Option granted to them, be entitled to receive, in lieu of the number of Common Shares to which the Participant was theretofore entitled upon such exercise, the kind and amount of shares or other securities or property which the Participant would have been entitled to receive as a result of any such event if, on the effective date thereof, the Participant had been the holder of the Common Shares to which they was theretofore entitled upon such exercise.

13 Termination of Option in the Event of Take-Over Bid

In the event a take-over bid (as defined in the *Securities Act* (Alberta), which is not exempt from the takeover bid requirements of Part 14 of the *Securities Act* (Alberta) (or its replacement or successor provisions) shall be made for the Common Shares of the Corporation, the Corporation may determine that the Optionee shall have the right to exercise the Option to purchase all of the shares Optioned but only if the shares may only be purchased for tender or exchange pursuant to the take-over bid and any unexercised Options terminate upon completion of the take-over bid. If for any reason the shares are not tendered or exchanged for any reason, all the shares shall be cancelled and returned to treasury, shall be added back to the number of shares remaining unexercised under the Option and the Corporation shall refund to the Optionee all of the consideration paid by the Optionee.

14 Transferability

All benefits, rights and Options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein. During the lifetime of a Participant any benefits, rights and Options may only be exercised by the Participant.

15 Amendment and Termination of Plan

The Committee may amend or discontinue the Plan at any time, provided that no such amendment may, without the consent of the Optionee, alter or impair any Option previously granted to an Optionee under the Plan, and provided further that any amendment to the Plan will, except as otherwise provided by the policies of the Exchange, require shareholder approval and the prior consent of the Exchange, or such other or additional stock exchange on which the Common Shares are listed for trading.

16 Common Shares Duly Issued

Common Shares issued upon the exercise of an Option granted hereunder will be validly issued and allotted as fully paid and non-assessable upon receipt by the Corporation of the Exercise Price therefore in accordance with the terms of the Option, and the issuance of Common Shares thereunder will not require a resolution or approval of the Board of Directors of the Corporation.

17 Necessary Approvals

The obligation of the Corporation to issue and deliver shares in accordance with the Plan is subject to any approvals that may be required from any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If any shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such Shares shall terminate and any Option exercise price paid to the Corporation will be returned to the Participant.

18 Stock Exchange Rules

The rules of any stock exchange upon which the Corporation's Shares are listed shall be applicable relative to Options granted to Participants.

19 Bona Fide Representations

The Corporation is representing herein and in the applicable Option agreement that each Participant shall be a bona fide director, officer, manager, consultant or employee of the Corporation or a Subsidiary, and each Participant shall be deemed to make such applicable representation herein and in the applicable Option agreement upon their acceptance of any Options.

20 Definitions

In this Plan, capitalized terms used herein that are not otherwise defined herein shall have the meaning ascribed thereto in the Corporate Finance Manual of the Exchange, and in particular, in policies 1.1 and 4.4 of said Corporate Finance Manual.

21 Effective Date and Prior Plans

Subject to the receipt of shareholder approval, this Plan shall come into force and effect on September 26, 2024 and entirely replaces and supersedes prior share option plans enacted by the Board of Directors of the Corporation, or its predecessor corporations. Options granted under any prior share option plans shall be administered in accordance with the provisions of this Plan. Subject to the agreement of a holder of options granted under any prior share option plans, the options of such holder shall be amended by the adoption of this Plan to extend the period during which such options may be exercised.

22 Interpretation

The Plan will be governed by and construed in accordance with the laws in force in the Province of Alberta.

