



E N W A V E
C O R P O R A T I O N

Management Discussion and Analysis

Year ended September 30, 2025

(expressed in thousands of Canadian dollars)

Dated: December 12, 2025

**ENWAVE CORPORATION
("EnWave" or the "Company")****MANAGEMENT DISCUSSION AND ANALYSIS****FOR THE YEAR ENDED SEPTEMBER 30, 2025****Date of this report: December 12, 2025**

This Management's Discussion and Analysis ("MD&A") provides a review of EnWave Corporation's ("EnWave", "the Company", "we", "us" or "our") financial performance, on a consolidated basis, for the year ended September 30, 2025, relative to the year ended September 30, 2024, and the financial position of the Company at September 30, 2025 relative to September 30, 2024. It should be read in conjunction with EnWave's annual audited consolidated financial statements and accompanying notes for the years ended September 30, 2025 and 2024, as well as the 2024 annual MD&A, and 2025 Annual Information Form ("AIF") (available at www.enwave.net or on www.sedarplus.ca). The financial information contained in this MD&A has been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"), which is the required reporting framework for Canadian publicly accountable enterprises.

All financial references are in thousands of Canadian dollars unless otherwise noted.

Management's Responsibility for Financial Information

The Company's management is responsible for the presentation and preparation of the annual consolidated financial statements and the MD&A. The annual consolidated financial statements have been prepared in accordance with IFRS Accounting Standards.

The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

The consolidated financial statements and information in the MD&A necessarily include amounts based on informed judgements and estimates of the expected effects of current events and transactions with appropriate consideration to materiality. In addition, in preparing the financial information we must interpret the requirements described above, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information. The MD&A also includes information regarding the impact of current transactions and events, sources of liquidity and capital resources, operating trends, risks and uncertainties. Actual results in the future may differ materially from the present judgements and estimates.

Company Overview***Radiant Energy Vacuum ("REV™") Technology***

EnWave is an applied dehydration technology company that licenses its intellectual property and manufactures commercial-scale proprietary dehydration equipment for applications in the food, cannabis, and pharmaceutical sectors. EnWave has **51 royalty-bearing commercial licenses** and has sold REV™ equipment to a diverse portfolio of companies operating in over 24 different countries on five continents. EnWave also operates REVworx™, a toll processing facility located in Delta, B.C. that offers vacuum-microwave contract manufacturing services. The REVworx™ facility houses both a batch 10kW and 60kW continuous vacuum-microwave line to accelerate the commercialization of products made with EnWave's patented technology. REVworx™ is not meant to compete with existing commercial licensees but rather offer an asset light opportunity to prove respective business cases.

REV™ dehydration technology applies microwave energy under vacuum to offer flexible, efficient, low temperature drying suitable for food products, cannabis, biomaterials, and certain pharmaceutical ingredients. The Company has two primary commercial scale technologies, *nutraREV*®, a drum-based system, and *quantaREV*®, a tray-based system. The Company has also developed *freezeREV*®, a pilot-scale technology for pharmaceutical applications, and has entered into a Joint Development Agreement with GEA Lyophil GmbH, a major pharmaceutical equipment manufacturer, to jointly work to commercialize REV™ in the pharmaceutical industry.

EnWave's mission is to establish its REV™ technology as a new global dehydration standard. By selectively collaborating with strategic partners focused on creating new or improved product opportunities, increasing throughputs and/or reducing processing costs. The Company is primarily developing opportunities for REV™ technology in the food market. Management believes that REV™ technology can produce better quality products than air-drying, spray-drying, and freeze-drying. REV™ technology is also typically faster and more economical than freeze-drying.

EnWave's core business model is to secure multiple, diversified revenue streams through the licensing of its technology. As part of this strategy, EnWave has four primary revenue streams:

1. **Equipment Sales.** EnWave manufactures and sells REV™ equipment built at its fabrication facility in Delta, British Columbia. The Company offers machinery in a variety of sizes, from 10kW batch units through to 120kW large-scale, continuous processing lines.
2. **Royalties and Licensing Fees.** The Company enters royalty-bearing commercial license agreements with companies that utilize REV™ equipment for commercial production. Each license grants the royalty partner access to EnWave's intellectual property portfolio comprising of the Company's patents, know-how and trade secrets. The commercial license agreements stipulate royalty payments to be made on a quarterly basis based on a percentage of sales generated or a fee per unit produced from the use of the REV™ technology. In certain cases, the royalty structure can take the form of pre-agreed payments not tied to sales or units produced but equate to a targeted annual royalty amount per REV™ machine capacity. The licenses also restrict the royalty partner's commercial use of the technology to specific products within a limited geographic territory. Royalty partners are typically free to sell their REV™ dried products wherever they are legal to be sold.
3. **Equipment Rentals.** EnWave rents pilot-scale 10kW REV™ units to companies evaluating the Company's patented technology for desired product applications. The rental terms are typically less than a year in duration and the objective is to allow prospective royalty partners to develop products using REV™ technology prior to entering into a license agreement. Many companies often purchase the machine supplied to them during the evaluation period to initiate royalty-bearing commercial production.
4. **Toll Manufacturing.** The Company launched a toll manufacturing division called REVworx™ to accelerate the commercialization of more food products using REV™ technology. The toll manufacturing operation contains commissioned pilot-scale and large-scale REV™ equipment to utilize the installed capacity to produce commercial products on a fee-for-service basis. This division complements the current equipment sales and royalty-licensing business model of the Company and serves as a lower barrier entry point for consumer-packaged goods ("CPG") companies seeking to market trial REV™-dried products and is open for commercial production.

EnWave's dehydration technology is currently being used to produce commercial applications in multiple market verticals, including fruits and vegetables, dairy products, ready-to-eat meals (including instant noodles), cannabis products, nutraceuticals, and pharmaceuticals. The Company's strategy with respect to existing royalty partners is to collaborate closely with them to develop and commercialize products using REV™ technology and build demand for increased production capacity, which will lead to more equipment sales and ultimately growth in royalty streams.

The Company is actively engaged in many commercially focused research and development projects to expand the number of viable REV™-dried products and to increase the use of REV™ into additional markets.

Commercial License Agreements

EnWave has entered into Technology, Evaluation, and Licence Option Agreements (“TELOAs”) and royalty-bearing Commercial License Agreements (“CLAs”) with major food processing, cannabis and pharmaceutical companies. The table below outlines EnWave’s current royalty-bearing license agreements, the market verticals and the capacity of REV™ equipment installed. Currently, EnWave’s dehydration technology is being used to produce commercial applications in multiple market verticals, including fruits and vegetables, cheese products, yogurt products, ready-to-eat meals, seafood snacks, nutraceuticals, hemp and cannabis products, among others. We are actively engaged in multiple R&D projects to expand this commercial product portfolio and to expand the use of REV™ into additional market verticals.

Royalty Partner	Licensed Territory	Licensed Product Category	REV™ Machine Capacity
Alpina	Colombia	Dairy Products	10kW REV®
Andean Fruits and Veggies S.A.C.	Peru	Fruits and Vegetables	10kW REV® 100kW REV®
Arla Foods	Denmark, Sweden, Finland and Norway	Dairy Products	10kW REV®
Ashgrove Cheese	Australia	Cheese Snacks	2 x 10kW REV®
Australian Cannabis Company	Australia	Cannabis Products	10kW GMP REV®(1)
Ballantyne Pty Ltd.	Australia, excluding the State of Tasmania	Dairy Products	10kW REV®
Bare Foods (PepsiCo)	Thailand, Canada and United States	Fruits Snacks	3 x 10kW REV®
Bonduelle Group	North America	Dehydro-frozen Vegetables	120kW REV®
Bounty Farms	Philippines	Protein products	10kW REV®
BranchOut Food	North, South and Central America	Fruits and Vegetables	60kW REV® 120kW REV® 100kW REV® 10kW REV® 120kW REV®(1)
Bridgford Meat Company	United States	Military rations and select food products	120kW REV®
Calbee	Japan	Premium Snack Products	3 x 10kW REV® 60kW REV®
Canadian Cannabis Company	Canada	Cannabis Products	120kW REV®
Cann Group	Australia	Cannabis Products	10kW REV®
Cannaponics Pty Ltd	Australia	Cannabis Products	10kW GMP REV®(1)
Creations Foods	United States	Cheese Snack Products	100kW REV®
Dairy Concepts	Ireland and United Kingdom	Cheese Snack Products	4 x 10kW REV® 2 x 10kW REV®(1)
Dole	Asia	Fruits and Vegetable Products	10kW REV® 120kW REV®
Electric Farms	United States	Hemp Products	10kW REV®
Ereğli Agrosan /Alarko Holdings	Turkey	Fruits and Vegetables, Cheese	100kW REV® 2 x 10kW REV® 2kW REV®
European Cannabis Company	Europe	Cannabis Products	10kW GMP REV®
Food Revolution Lda	Angola	Fruits and Vegetables	10kW REV®
Fungaria	Hungary	Fruits and Vegetables	10kW REV®
Gay Lea Foods	Canada	Cheese Snacks	100kW REV® 10kW REV®

Hokkai Yamato	Japan	Fruits and Vegetables	10kW REV [®]
Howe Foods	Australia	Banana Products	10kW REV [®]
Kameya Foods	Japan	Seafood, Wasabi and Fruit	10kW REV [®]
Kesito (Air Cheese)	Greece	Cheese Snacks	10kW REV [®]
Lake Blue (Intakt Snacks)	Chile	Cheese Snacks	2 x 10kW REV [®]
Merck, Sharp & Dohme	Worldwide	Pharmaceuticals	freezeREV [®]
Merom Farms	British Columbia	Wasabi Products	20kW REV [®]
Metamount Schweiz AG	Switzerland	Hemp Products	10kW REV [®]
Michael Foods	United States	Food products	10kW REV [®]
Milne MicroDried	State of Idaho and the United States	Fruits and Vegetables, Blueberries and Strawberries exclusive in the United States	114kW MIVAP 2 x 120kW REV [®] 2 x 10kW REV [®] 2 x 60kW REV ^{®(1)}
Nanuva Ingredients	Chile	Fruits & Vegetables	5 x 10kW REV [™]
Nippon Trends Food	Canada	Ramen Noodles	10kW REV [™]
Nomad Nutrition	Canada	Specific Ready-to-Eat Meals	2 x 10kW REV [®]
Orto Al Sole	Italy	Fruits and Vegetables	10kW REV [®] 120kW REV [®]
Pacifico Snacks	Colombia	Fruit Snack Products	10kW REV [®]
Patatas Fritas Torres	Spain	Cheese Snacks	10kW REV [®] 100kW REV [®]
Perdue Farms	United States	Pet Food and Pet Treats	10kW REV [®]
Procescir S.A. de C.V./ Pick-One	Mexico	Cheese Snack Products, Fruit and Vegetable Products	10kW REV [®] 120kW [®]
Pitalia	Central America	Fruits and Vegetables, Cheese Snacks	100kW REV [®] 2 x 10kW REV [®]
Responsible Foods	Iceland	Dairy, Seafood, Meat, Eggs, Herbs, Berries and Hemp products	2 x 10kW REV [®]
Shinyway International	New Zealand	Cannabis	10kW REV [®]
Solve Solutions Ltda	Brazil	Fruits and Vegetables	10kW REV [®]
South American Food Manufacturer	Undisclosed	Undisclosed	10kW REV [®]
Umland Pure Dry	United States	Cheese Snacks	2 x 10kW REV [®] 1 x 10kW REV ^{®(1)}
U.S. Snacking Company	Mexico	Fruits and Vegetables	10kW REV ^{®(1)}
Van Dyk Specialty Products	Worldwide	Wild Blueberries	60kW REV [®]
		Total REV[®] Capacity	2,986 kW

Notes:

- (1) The machine is currently under fabrication or is not yet installed or in commercial use by the partner.

Recent Developments

During the quarter, the Company entered into an agreement with Clarus Securities Inc. (“Clarus”), as lead agent and sole bookrunner, pursuant to which Clarus agreed to sell, on a “best efforts” private placement basis, up to 7,500,000 common shares of the Company (the “Offering Shares”) at a price per Share of C\$0.40 (the “Issue Price”) for aggregate gross proceeds to the Company of up to \$3,000 (the “Offering”). The Offering closed on August 21, 2025, and was fully subscribed. The brokered component of the Offering comprised of 6,125,000 shares. The Company also completed a non-brokered component of the Offering of 1,375,000 shares.

In connection with the Offering and in consideration for services, 336,875 Compensation Options (“Compensation Options”) were issued. Each Compensation Option entitles the holder to acquire one common share at \$0.40 per share for a period of 24 months from the closing date of the Offering.

Total share issuance costs with respect to the Offering amounted to \$511, which consisted of cash share issue costs of \$446 related to underwriter commissions, underwriter and Company legal fees, transfer agent fees and other expenses, and \$65 non-cash share issue costs related to the fair value of the Compensation Options issued to underwriters.

The Company intends to use the funds to increase inventory levels by manufacturing two large-scale machines (60kW REV™ – 120kW REV™). The manufacturing and fabrication process takes approximately 6 months per machine to complete. This investment, combined with an expanded marketing presence through increased trade show attendance and sales personnel, is designed to ensure faster order fulfillment and support prospective future machine sales.

Additionally, as the amount available to the Company under its Credit Facility with Desjardin is calculated as the lesser of \$5,000 and a function of royalties, receivables and inventory, the Company expects that additional availability will be unlocked on the manufacturing of two large-scale machines.

Overall Performance

For the year ended 2025, EnWave reported revenues of \$13,829 compared to \$8,181 for the same period in 2024, an increase of \$5,648 or 69%. EnWave reported a net loss of \$418 for fiscal 2025, compared to a net loss of \$2,398 for the year ended 2024, an improvement of \$1,980, due to increased equipment construction contract revenue, small-scale machine sales, tolling fees and a tax refund for NutraDried recognized in discontinued operations. During the year, the Company sold eight small-scale machines and four large-scale machines, including a high margin 120kW machine that it had repurchased from a cannabis multi-state operator. In 2024, the Company sold three small-scale machines and two large-scale machines, including a repatriated 100kW machine from NutraDried.

For Q4 2025, the Company had revenues of \$6,219 compared to \$3,634 in the same period in fiscal 2024, an increase of \$2,585 or 71%. The Company had a net income from continuous operations of \$928 for Q4 2025, compared to a net income of \$588 for Q4 2024, an increase of \$340 or 58%. The Company reported Adjusted EBITDA^(*) income of \$1,407 for Q4 2025 compared to \$450 for Q4 2024, an increase of \$957. The improvement in EBITDA is primarily attributable to the sale of six small-scale machines, the completion of the fabrication stage for two large-scale machines, and the resale of a higher-margin large-scale machine.

EnWave had third-party royalty revenue of \$1,945 for the year ended 2025, compared to \$1,961 for the year ended 2024, a decrease of \$16 or 1% as a result of a decrease in exclusivity payments. An existing royalty partner, with multiple commercial licences, that committed to multiple large-scale machines during the fiscal year, decided not to continue with exclusivity in an unspecified Central American country. This partner redeployed capital to a different strategic area and opened a new processing facility to house the recently acquired large-scale machines. The decrease in royalties was partially offset by the growth in the number of royalty partners, products sold and produced by royalty partners. Royalties, excluding exclusivity payments (“Base Royalties”), were \$1,812 for the year ended 2025 compared to \$1,584 for the year ended 2024, an increase of \$228 or 14%.

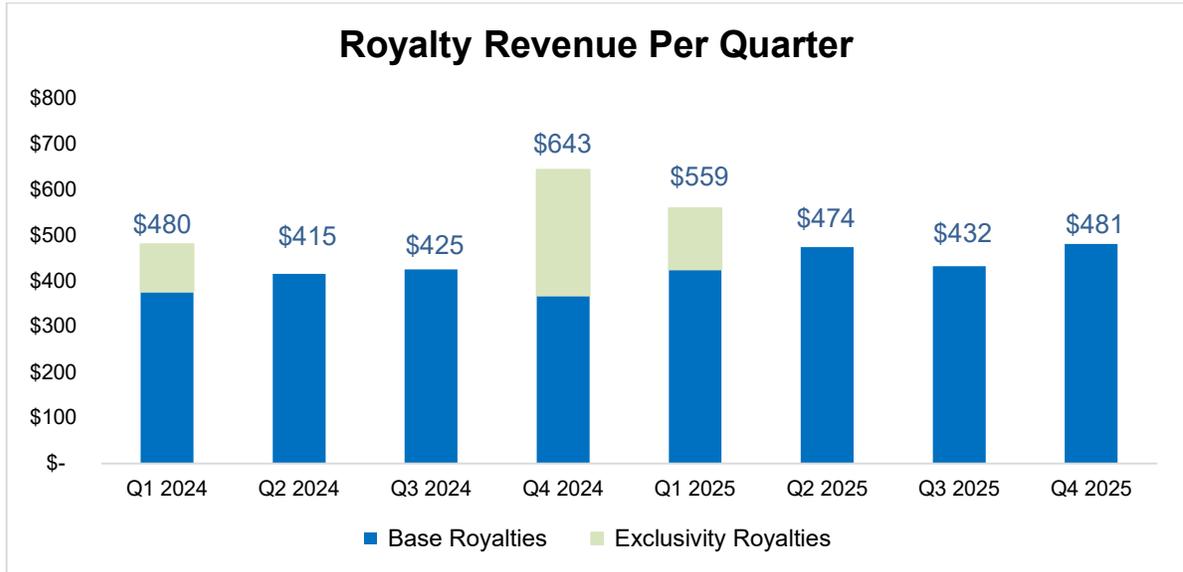
Royalties are payable to EnWave as a percentage of the value of products sold, the number of units produced by our royalty partners, or a set fee paid quarterly. We also stipulate minimum annual royalty thresholds in our exclusive commercial license agreements, if granted, that must be met by the licensee in order for the licensee to retain exclusivity for production in that geographic area.

During Q4 2025, the Company reported net income from discontinued operations of \$7 compared to a net loss of \$13 for the year ended 2024, an increase of \$20. For the year ended 2025, the Company reported a net income from discontinued operations of \$1,116 compared to the net loss of \$48 in 2024, an increase of \$1,164. The increase is primarily a result of a tax refund recognized during the year. The tax refund was for the Employee Retention Tax Credit (the “ERTC”), which is a refundable tax credit from the United States government for businesses that were affected during the COVID-19 pandemic.

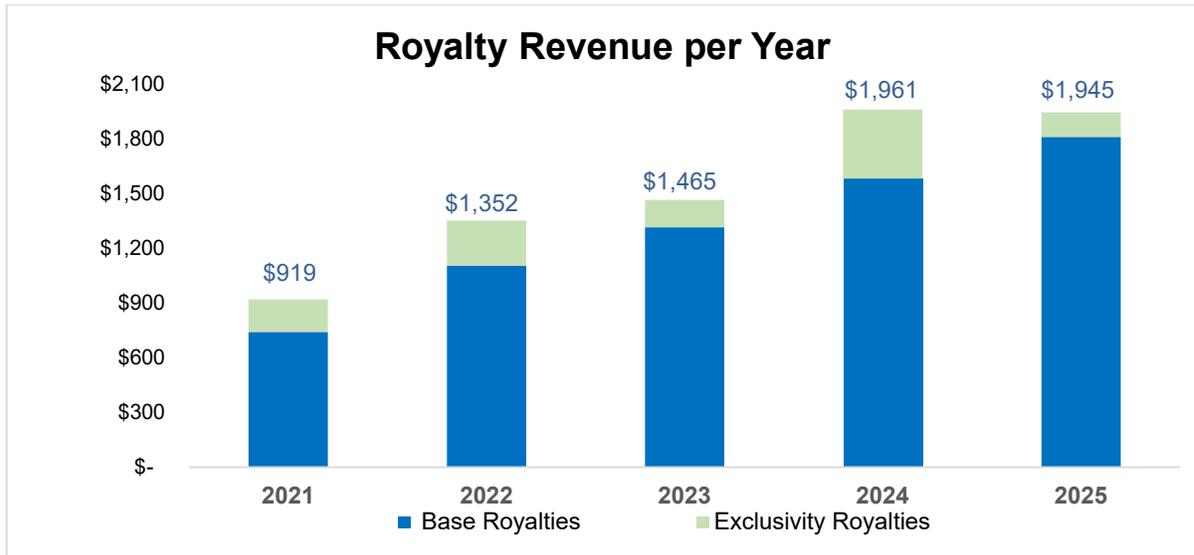
(*) Adjusted EBITDA is a non-IFRS Financial Measure. Please see the “*Non-IFRS Financial Measures*” section for more information.



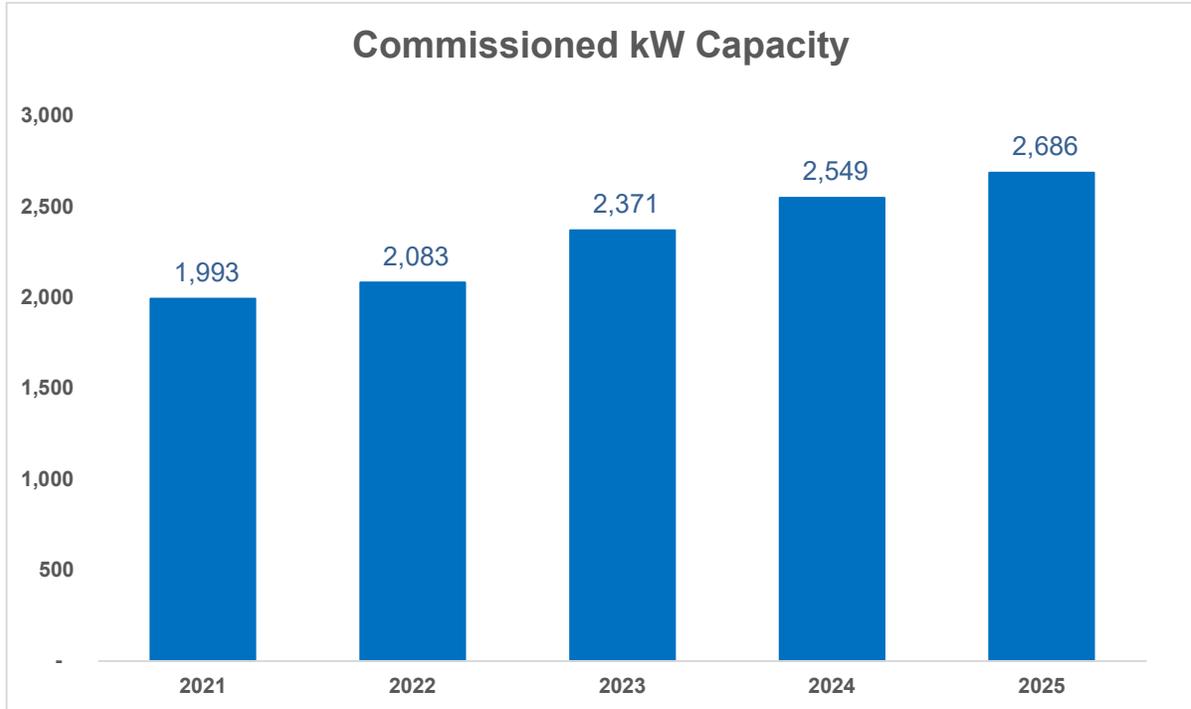
The following illustrates the quarterly royalty revenues from the eight most recently completed quarters:



The following illustrates the annual royalty revenues from the five most recently completed fiscal years:



Royalties are typically paid to EnWave the year following machine commissioning as Partners commence and scale commercial production. Therefore, commissioned kW capacity is a key driver of future royalty growth. The following illustrates commissioned kW capacity, for machines under CLAs, for the five most recently completed years at the date of the MD&A:



Commercial Licensing and Partnership Development

License Agreement, Equipment Purchase Agreement and Referral Agreement with CNTA of Spain

On October 23, 2024, the Company signed a research and development license agreement, an equipment purchase agreement and a referral agreement with CNTA, the Spanish National Centre for Food Technology and Safety. The equipment purchase agreement was for a 10kW REV™ machine that will showcase their state-of-the-art facility with the value proposition of REV™ technology.

Research & Development License and Lease Agreement with ELEA Technology GmbH

On December 12, 2024, the Company signed a research and development license and lease agreement for a 10kW REV™ machine with ELEA Technology GmbH (“ELEA”), the world’s leading pulse electric field (“PEF”) technology company. The research and development licence grants ELEA certain rights to use EnWave’s REV™ technology in combination with its PEF technology to develop best-in-class potato and vegetable snacks, with the intent to reduce or eliminate frying by pre-treating products with PEF before REV™-drying.

Technology Evaluation and License Option Agreement with Solve Solutions LTDA of Brazil

On January 07, 2025, the Company signed a technology evaluation and license option agreement with Solve Solutions Ltda (“Solve Solutions”), a Brazilian food company with a strategic focus on producing premium dried fruit, vegetable and snack products. Solve Solutions will rent a 10kW REV™ machine for use at their facility in the state of Santa Catarina, Brazil, which will enable expedited development of premium dried products for their target customers. If the trial is successful, Solve Solutions has the option to acquire the 10kW REV™ machine. During the term of the licence option agreement, Solve Solutions will hold an exclusive option to license EnWave’s REV™ drying technology to produce select fruits, vegetables and cheese snack products in the country of Brazil.

License Agreement Amendment with BranchOut Food Inc.

On February 12, 2025, the Company signed an amendment to the royalty-bearing license agreement with BranchOut Foods Inc. (“BranchOut”) of Peru. The amendment grants BranchOut the exclusive right to produce dried blueberry products using EnWave’s REV™ technology in Peru. Pursuant to the

amendment, BranchOut will pay a minimum of US\$50,000 in annual royalties relating to the sales of blueberry products beginning in 2025. BranchOut is also contracted to pay additional minimum exclusivity royalties to EnWave in 2025 for the other existing rights granted in the License Agreement.

License Agreement Amendment with Patatas Fritas Torres S.L. of Spain

On February 17, 2025, the Company signed an amendment to the royalty-bearing license agreement with Patatas Fritas Torres S.L. (“PFT”) of Spain. The amendment expands the product portfolio for PFT, who is focused on commercializing healthy, protein-rich snack products. Under the terms of the amendment, PFT will pay EnWave additional minimum annual royalties in exchange for the expanded product definition.

Equipment Purchase Agreement and License Amendment with Sprouted Proteins SAC

On February 19, 2025, the Company signed an equipment purchase agreement and a license amendment with Sprouted Proteins SAC (“Sprouted Proteins”) of Peru. Sprouted Proteins has purchased a 10kW REV™ machine and is leasing a second 10kW REV™ machine to ramp up commercial production. The amendment grants Sprouted Proteins with the exclusive right to produce certain starch-based snack products and instant soup mixes in Peru and sets annual minimum exclusivity royalty amounts payable to EnWave.

Commercial License Agreement and Equipment Purchase Agreement with Hokkai Yamato Foods Japan

On March 26, 2025, the Company signed a new royalty-bearing, commercial license agreement with Hokkai Yamato Foods Japan (“Hokkai Yamato”), a leading manufacturer of processed foods such as soups, furikake, ochazuke, and other food products headquartered in Sapporo, Hokkaido, Japan. Additionally, Hokkai Yamato purchased a 10kW REV™ machine for continued product development and early-stage commercial production for the Japanese Market.

Master Service Agreement and First Work Order with Bio Technique LLC

On March 27, 2025, the Company signed a master service agreement with BioTechnique, an American pharmaceutical contract manufacturing service provider. This master service agreement outlines the terms for the continued evaluation by BioTechnique of EnWave’s REV™ dehydration technology as a suitable replacement for lyophilization in the biopharmaceutical industry.

Equipment Purchase Agreement with MicroDried® for 60KW Radiant Energy Vacuum Machine and Signs License Amendment

On April 22, 2025, the Company signed an equipment purchase agreement and license amendment with MicroDried®, the Company’s longest-standing royalty partner.

Pursuant to the equipment purchase agreement, MicroDried will acquire an additional 60kW REV™ machine to support increased production capacity and meet accelerating demand across its diverse portfolio of shelf-stable, clean-label fruit and vegetable ingredients. Further, MicroDried has the option to purchase a second additional 60kW REV™ dehydration machine before July 31, 2025. If the second 60kW REV™ machine is purchased, a pre-agreed bulk discount will be applied.

The license amendment, signed concurrently with the equipment purchase agreement, grants MicroDried exclusive rights to use REV™ technology for apple ingredient production in Washington, Oregon, and Idaho.

Second Progress Payment Related to Equipment Purchase Agreement with Procescir S.A. de C.V. of Mexico for 120kW Radiant Energy Vacuum Machinery

On April 29, 2025, the Company announced it had received the second progress payment pursuant to a previously announced equipment purchase agreement signed with Procescir S.A. de C.V. (“Procescir”), for a 120kW REV™ machine for the commercial production of several fruit and vegetable products in Mexico. Procescir, is a leading Mexican agriculture company that is vertically integrated.

License Agreement Amendment with Creations Foods US Inc.

On May 20, 2025, the Company announced it signed an amendment to the royalty-bearing licence agreement with Creations Foods US Inc. (“Creations Foods”). The amendment grants Creations Foods an additional right to produce dried cheese snacks for pet treat applications on a non-exclusive basis in the United States.

License Agreement Amendment with Procescir S.A. de C.V.

On June 11, 2025, the Company announced signing an amendment to the CLA with Procescir S.A. de C.V. to add several additional fruit and vegetable products to the CLA and an equipment purchase agreement to sell auxiliary support equipment to Procescir S.A. de C.V.

Commercial License Agreement and Equipment Purchase Agreement with MicroDried®

On July 3, 2025, the Company announced signing an additional CLA and equipment purchase agreements for two 10kW and one 60kW REV™ machines with MicroDried®. Under the License Agreement, MicroDried® gains exclusive rights to produce mochi and Greek yogurt products in North America. It also includes the right to manufacture additional dairy applications, such as shredded cheese and cheesecake.

Equipment Purchase Agreement with Dairy Concepts

On July 30, 2025, the Company announced the sale of two additional 10kW REV™ machines to Dairy Concepts IRL to expand dairy snack production in Europe. DCI continues to hold an exclusive license to use the Company’s proprietary drying technology to produce certain dairy snacks in the United Kingdom.

Equipment Purchase Agreement with BranchOut Foods for 120KW Radiant Energy Vacuum Machine and Signs License Amendment

On September 18, 2025, the Company signed an equipment purchase agreement for a 120kW REV™ machine and a license amendment with BranchOut. The license amendment grants BOF exclusive rights to use REV™ technology to produce dragon fruit products in Peru.

Commercial License Agreement and Equipment Purchase Agreement with Solve Solutions Ltda of Brazil

On September 29, 2025, the Company signed an equipment purchase agreement for a 10kW REV™ machine and a CLA with Solve Solutions.

The CLA provides Solve Solution with an exclusive right to use REV™ technology to produce dry select fruits, vegetables, and cheese products in the country of Brazil. Pursuant to the license agreement, Solve Solutions must purchase a large-scale REV™ machine within 6 months of the effective date of the Commercial license to keep its exclusive rights.

Commercial Licence for Exclusivity in Central America Terminated

In Q4 2025, an existing royalty partner, with multiple commercial licences, that committed to multiple large-scale machines during the fiscal year, confirmed they would not be proceeding with payment under the commercial licence for exclusivity in an unspecified Central American country, and as a result, the commercial licence was terminated. This partner redeployed capital to a different strategic area and opened a new processing facility to house the recently acquired large-scale machines. The termination of this Central America commercial licence does not affect the other commercial licences in place with this partner.

Commercial License Agreement and Equipment Purchase Agreement with a U.S. snacking company

On November 10, 2025, the Company signed a CLA with a U.S. snack company and an equipment purchase agreement for a 10kW REV™ machine.

Commercial Licence Agreement with Shinyway International Limited

On November 12, 2025, the Company signed a CLA with Shinyway International Limited, a service provider of cannabis processing based in New Zealand.

REV™ Machine Sales Pipeline

The Company rents REV™ machinery to companies evaluating the technology for specific product applications under Technology Evaluation and License Option Agreements (“TELOAs”). The strategy under these arrangements is to co-develop product applications using the technology for specific partner opportunities and to ultimately convert TELOAs into commercial licenses. EnWave earns revenue under TELOAs from short-term REV™ machine rentals as well as fees for access to EnWave’s R&D facilities and product development expertise. EnWave’s food scientists and engineers work with the prospective licensees during the term of the TELOA to formulate and optimize innovative products using REV™, and to develop a path towards commercialization.

EnWave’s current sales pipeline is comprised of multiple companies that have entered TELOAs as well as many earlier-stage prospects that are in active discussions about using REV™ under mutual non-disclosure agreements. Prospective licensees have the option of bypassing the TELOA phase and entering directly into a commercial license agreement concurrent with the purchase of REV™ machinery. This is often the case when the product applications have been previously proven commercially, or when the value proposition and business case are compelling enough for the prospect to enter directly into commercial production.

EnWave has a dedicated sales and marketing team focused on growing the number of commercial license agreements and securing new TELOAs. As of the date of this report, EnWave has one TELOA with a prospective licensee evaluating the use of REV™.

Machine Fabrication and Installation Pipeline:

The table below summarizes the current fabrication and commissioning schedule of machines purchased by EnWave licensees under Equipment Purchase Agreements as of the date of this MD&A:

Licensee	Machine Capacity	Licensed Product	Territory
Australian Cannabis Company	10kW GMP	Cannabis Products	Australia ⁽¹⁾
Cannaponics	10kW GMP	Cannabis	Australia ⁽¹⁾
Umland Pure Dry	1 x 10kW	Cheese	U.S.A. ⁽¹⁾
MicroDried®	2 x 60KW	Fruits & Vegetables	U.S.A. ⁽¹⁾
Dairy Concepts	2 x 10kW	Dairy	Europe ⁽¹⁾
BranchOut Foods	120kW	Fruits & Vegetables	U.S.A. ⁽¹⁾
U.S. Snacking Company	10kW	Fruits & Vegetables	Mexico ⁽¹⁾

Note:

- (1) The Company has completed fabrication of the machine for the royalty partner and is pending installation for commercial production.

Research and Development License Agreements

EnWave has entered into Research and Development License Agreements (“RDLAs”) with several institutions and companies. An RDLA provides a company, under mutual non-disclosure agreements, the ability to perform research and development for testing on product or materials, independently or for third parties, to determine if REV™ dehydration machinery is suitable. RDLAs, in certain cases

allow for small scale commercial production if approval is granted by EnWave on a case-by-case basis. EnWave has **8 RDLA's** as summarized in the table below as at the date of this report:

Licensee	Machine Capacity	Territory
US Army	10kW	U.S.A.
Moore Parke Technology	10kW	Ireland
Cornell University	10kW	U.S.A.
Scitek Australia	10kW	Australia
Danish Institute of Technology	10kW	Denmark
Protein Isolate Plant International	10kW	Canada
Queensland University of Technology	10kW	Australia
CNTA	10kW	Spain

Summarized Quarterly Results

The following is a selected summary of quarterly results for the eight most recently completed quarters to September 30, 2025, reported in Canadian dollars, the Company's presentation currency:

(\$ '000s)	2024				2025			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Revenues	1,262	663	2,622	3,634	1,177	3,689	2,744	6,219
Direct costs	(1,029)	(830)	(1,471)	(2,192)	(837)	(2,480)	(2,209)	(3,667)
Gross profit	233	(167)	1,151	1,442	340	1,209	535	2,552
Expenses	(1,377)	(1,392)	(1,386)	(854)	(1,278)	(1,571)	(1,697)	(1,624)
Net (loss) income	(1,144)	(1,559)	(235)	588	(938)	(362)	(1,162)	928
Discontinued operations	(151)	148	(32)	(13)	(8)	1,126	(9)	7
Adjusted EBITDA ⁽¹⁾	(756)	(1,268)	85	450	(635)	112	(575)	1,407
Loss per share: continuing operations – basic and diluted	(0.01)	(0.01)	0.00	0.00	0.00	0.00	(0.01)	0.01
Loss per share: discontinued operations – basic and diluted	0.00	0.00	0.00	0.00	0.00	0.01	0.00	0.00
Loss per share: Basic and diluted	(0.01)	(0.01)	0.00	0.00	0.00	0.01	(0.01)	0.01

Note:

(1) Adjusted EBITDA is a non-IFRS Financial Measure. Please see the "Non-IFRS Financial Measures" section for more information.

EnWave's revenues, direct costs and net loss fluctuate based on the timing of machine orders from companies in our sales pipeline. Management works closely with each company evaluating REV™ technology under TELOAs and research and development projects but is not able to accurately predict the timing and frequency of machine orders. The revenue in any given period will vary depending on the number of machine orders received and CLAs signed, and this causes variability in our quarterly financial performance. This variability in timing of machine orders affects our quarterly revenues and operating results. Additionally, the Company generates royalty revenues each quarter from the installed REV™ equipment base with its royalty partners but does not have the ability to direct or control the commercial launch and royalty growth of each partner's product offering, resulting in fluctuations in the royalties earned by the Company each quarter.

Selected Financial Information

The following table sets out selected consolidated financial information for the periods indicated and has been derived from EnWave's consolidated financial statements. Each investor should be read the following in conjunction with the statements thereto.

(\$ '000s)	Year ended September 30,		
	2025	2024	2023
Revenues	13,829	8,181	11,363
Direct costs	(9,193)	(5,522)	(6,930)
Gross profit	4,636	2,659	4,433
Operating expenses			
General and administration	2,112	2,346	2,198
Sales and marketing	1,960	1,468	1,396
Research and development	1,513	1,494	1,577
Net (loss) for the year - continuing operations	(1,534)	(2,350)	(1,579)
Net income (loss) for the year – discontinued operations	1,116	(48)	(4,933)
Net loss for the year	(418)	(2,398)	(6,512)
Loss per share, continuing operations			
Basic and diluted	(0.01)	(0.02)	(0.01)
Loss per share discontinued operations			
Basic and diluted	0.01	0.00	(0.05)
Loss per share (basic and diluted)	0.00	(0.02)	(0.06)
Comprehensive loss for the year	(400)	(2,389)	(6,622)
Adjusted EBITDA ⁽¹⁾	309	(1,489)	379
Total assets	18,546	13,147	16,031
Long term liabilities	2,259	998	973
Dividends declared	Nil	Nil	Nil

Note:

- (1) Adjusted EBITDA is a non-IFRS financial measure. Please see the “*Non-IFRS Financial Measures*” section for more information, including a reconciliation to net loss.

Discussion of Operations

Revenue

EnWave generates revenue from the sale of REV™ machinery to royalty partners, rental revenue from short-term rentals of REV™ machinery to prospective royalty partners, toll manufacturing services and royalties earned from commercial license agreements.

(\$ '000s)	2025	2024
Revenue	13,829	8,181

Revenue for the year ended September 30, 2025, was \$13,829, compared to \$8,181 for the year ended September 30, 2024, an increase of \$5,648. This was primarily related to an increase in equipment construction contracts and equipment sale revenue as a result of four large-scale and eight small-scale machines sales compared to two large-scale and three small-scale machine sales in the comparative period. The timing and frequency of each large-scale commercial machine order affects the timing of our revenues from the sale of REV™ machinery.

EnWave continues to pursue revenue growth through commercial machine sales and by signing new royalty-bearing licenses that are accompanied by machine purchase orders. Revenue for EnWave is contract-based and is not considered seasonal; however, fluctuations in revenue will occur based on the magnitude and volume of commercial equipment sales contracts open during a given period.

EnWave reported tolling revenue of \$483 for the year ended September 30, 2025, compared to \$339 for the year ended September 30, 2024, an increase of \$144. The increase was due to the completion of ten toll manufacturing contracts as compared to four toll manufacturing contracts projects completed in the comparative period. The company recognizes tolling revenue upon shipment of product.

EnWave reported royalties of \$1,945 for the year ended September 30, 2025, compared to \$1,961 for the year ended September 30, 2024, a decrease of \$16 or 1%. Royalties are payable to EnWave as a percentage of the value of products sold, the number of units produced by our royalty partners, or a set fee paid monthly or quarterly. We also stipulate minimum annual royalty thresholds in our commercial license agreements, if granted, that must be met by the licensee in order for the licensee to retain exclusivity for production in that geographic area. Royalties decreased for the year ended September 30, 2025, due to an existing royalty partner with multiple commercial licenses, which purchased multi-scale machines during the fiscal year, electing not to renew the annual commercial license for exclusivity in an unspecified Central American country, offset by an increase in royalties on sales and production and increased royalty partners. Base Royalties were \$1,812 for the year ended 2025 compared to \$1,584 for the year ended 2024, an increase of \$228 or 14%. due to the addition of new commercial license agreements and higher utilization of existing licenses.

We expect our royalties to grow as we supply additional REV™ machine capacity to our royalty partners and sign new license agreements.

Direct costs

Direct costs comprise the cost of components, manufacturing and tolling labour, overhead costs, depreciation of manufacturing and REVworx™ plant and equipment, inventory write-offs, warranty costs and product transportation costs. Direct costs comprise all direct costs related to the revenue generating operations of the Company.

(\$ '000s)	2025	2024
Direct costs	9,193	5,522
% of revenue	66%	67%

Direct costs for the year ended September 30, 2025, were \$9,193 compared to \$5,522 for the year ended September 30, 2024, an increase of \$3,671. As a percentage of revenue, direct costs for the year ended September 30, 2025, decreased by 1% due to the production mix of large and small machines at various stages of fabrication.

General and administration

General and administration (“G&A”) expenses consist of wages, administration, accounting and audit fees, legal fees, investor relations, depreciation, insurance, and other corporate expenses.

(\$ '000s)	2025	2024
General and administration	2,112	2,346
% of revenue	15%	29%

G&A expenses for the year ended September 30, 2025, were \$2,112 compared to \$2,346 for the year ended September 30, 2024, a decrease of \$234. The overall decrease in G&A expenses primarily relates to a reduction in legal costs associated with the Term Loan and Credit Facility which were

capitalized as part of the transaction, and lower professional fees. Additionally, in the comparative period, the Company incurred higher legal fees in connection with a civil claim against certain former directors and officers of the Company. The Company reached global settlements of its civil claim and the civil counterclaim in the Supreme Court of British Columbia in Q4 2024.

Sales and marketing

Sales and marketing (“S&M”) expenses include salaries and wages, travel expenses, consulting fees, promotional and marketing fees, commissions, agency fees, and office expenses related to selling and marketing activities.

(\$ '000s)	2025	2024
Sales and marketing	1,960	1,468
% of revenue	14%	18%

S&M expenses for the year ended September 30, 2025, were \$1,960 compared to \$1,468 for the year ended September 30, 2024, an increase of \$492. The overall increase in S&M expenses is mainly attributable to increased trade show attendance, personnel onboarding, and marketing activities offset by reduced commissions paid to third-party sales representatives.

Research and development

Research and development (“R&D”) expenses include costs for the Innovation Centre, salaries for technicians and scientists, facility costs, depreciation, and R&D travel costs. Additionally, R&D expenses include global patent filing, and some maintenance and overhead costs related to the Company’s REVworx™ tolling facility.

(\$ '000s)	2025	2024
Research and development	1,513	1,494
% of revenue	11%	18%

R&D expenses for the year ended September 30, 2025, were \$1,513 compared to \$1,494 for the year ended September 30, 2024, an increase of \$19. R&D expenses fluctuate depending on the timing and filing of additional patents and patent maintenance fees related to the Company’s intellectual property and new machine design.

We plan to invest in our global patent portfolio for new intellectual property in instances where there is a viable commercial application for the invention, and it strengthens our intellectual property position.

Stock-based compensation

Stock-based compensation expense was \$389 for the year ended September 30, 2025, compared to \$248 for the year ended September 30, 2024, an increase of \$141. The overall increase in stock-based compensation expense was due to stock option grants and restricted share rights (“RSRs”) issued during the fiscal year ended September 30, 2025.

(\$ '000s)	2025	2024
Stock-based compensation	389	248

Foreign exchange loss

Foreign exchange gain for the year ended September 30, 2025, was \$13 compared to the gain of \$1 for the year ended September 30, 2024. The majority of the Company's foreign exchange gain or loss amounts consists of foreign exchange differences driven by our monetary assets and liabilities in US dollars ("USD"). The fluctuation of foreign exchange is consistent with the Canadian dollar's appreciation or depreciation as measured against the USD for each period due to global macroeconomic factors.

(\$ '000s)	2025	2024
Foreign exchange gain	(13)	(1)

Other income

On September 20, 2022, a civil counterclaim was commenced against the Company in the Supreme Court of British Columbia by certain former directors and officers of the Company (the "Durance Defendants"). The counterclaim was filed in response to a civil claim filed by the Company against the Durance Defendants and others. The counterclaim alleges breach of contract and breach of privacy related to the cessation of employment of one of the former directors.

In Q4 2024, the Company reached global settlements of its civil claim and the civil counterclaim in the Supreme Court of British Columbia with the Durance Defendants. Pursuant to the settlement, Durance Defendants are permanently restrained and enjoined from, directly or indirectly, selling, attempting to sell, supplying, delivering or installing vacuum microwave dryers. A defendant company operated by the Durance Defendants was also obligated to assign all issued and pending patents in the name of the defendant company to EnWave.

(\$ '000s)	2025	2024
Other income	-	475

Discontinued Operations

Discontinued operations relate to the wind-down and discontinuation of NutraDried, which was substantially completed in the fiscal year 2023. There are no active operations, leases, or employees of NutraDried as of the date of this report.

(\$ '000s)	2025	2024
Income (loss) on discontinued operations	1,116	48

An ERTC tax refund of \$836 USD was received for NutraDried during Q2 2025 and was recognized in discontinued operations.

The results of operations of NutraDried are presented as discontinued operations for the years ended September 30, 2025, and 2024:

	Year ended September 30	
	2025	2024
	\$	\$
Revenues	-	-
Cost of sales	-	-
	-	-
Expenses		
General and administration	(90)	(82)
Sales and marketing	37	110
(Income) loss before other items	(53)	28
Other items:		
Gain on the sale of assets	-	(86)
Employee Retention Tax Credit	1,169	-
Other Income	-	10
Total other items	1,169	(76)
Income (loss) from discontinued operations	1,116	(48)

Income taxes

Income tax expense for continuing operations was \$nil for the years ended September 30, 2025, and the year ended September 30, 2024. During the fiscal year ended September 30, 2025, the Company did not record any deferred income tax recovery related tax losses generated that would be available for carry-forward.

There are several items that can significantly impact our effective income tax rate, including legislative rate changes, foreign currency exchange rate fluctuations, earnings subject to tax in jurisdictions where the tax rate is different than the Canadian statutory rate, fluctuations in net income, granting of equity-based awards, and other permanent differences between the tax and accounting bases of our assets and liabilities. As a result, our recorded tax provision can be significantly different from the expected tax provision calculated based on the Canadian statutory rate.

Income tax expense for discontinued operations was \$nil for the years ended September 30, 2025, compared to \$nil for the year ended September 30, 2024.

(\$ '000s)	2025	2024
Current tax (recovery) expense	-	-
Deferred tax (recovery) expense	-	-
Income tax (recovery) expense	-	-

Fourth Quarter Highlights

	Three months ended September 30,	
	2025	2024
	\$	\$
Revenues	6,219	3,634
Direct costs	3,667	2,192
	2,552	1,442
Expenses		
General and administration	571	604
Sales and marketing	553	319
Research and development	389	367
Stock-based compensation	59	30
Other income	-	(475)
Foreign exchange (gain) loss	(66)	35
Finance income	19	(63)
Finance expense	99	37
	1,624	854
Income for the period continuing operations	928	588
Income tax expense		
Current	-	-
Deferred	-	-
Income from continuing operations	928	588
Income (loss) from discontinued operations	7	(13)
Net income for the period	935	575

Revenue

EnWave had revenue of \$6,219 for the three months ended September 30, 2025 compared to \$3,634 for the three months ended September 30, 2024, an increase of \$2,585. In Q4, 2025, the Company commissioned one large-scale and six small-scale machines, sold a high margin 120kW machine that it had repurchased from a cannabis multi-state operator and continued the fabrication and manufacturing of two large-scale machines on contract. For the three months ended September 30, 2024, there were two large-scale machine sales, including the large-scale machine that was repatriated from Nutradried.

(\$ '000s)	Three months ended September 30,	
	2025	2024
Revenue	6,219	3,634

EnWave earned royalties of \$481 during the three months ended September 30, 2025, compared to \$642 for the three months ended September 30, 2024, a decrease of \$161 or 25%, primarily a result of an existing royalty partner not renewing the annual exclusivity for an unspecified region in Central America. Base Royalties for Q4 2025 were \$481 compared to \$368 for Q4 2024, an increase of \$113 or 31%. We expect that as more large-scale machines are commissioned for commercial production, our royalty portfolio will continue to grow.

Direct costs

Direct costs for the three months ended September 30, 2025, were \$3,667 compared to \$2,192 for the three months ended September 30, 2024, an increase of \$1,475. As a percentage of revenue, direct

costs for the three months ended September 30, 2024, decreased by 1% due to the production mix of large and small machines at various stages of fabrication.

(\$ '000s)	Three months ended September 30,	
	2025	2024
Direct costs	3,667	2,192
% of revenue	59%	60%

General and administration

G&A expenses for the three months ended September 30, 2025, were \$571 compared to \$604 for the three months ended September 30, 2024, a decrease of \$33. The decrease in G&A expenses primarily relates to a decrease in legal fees, offset by an increase in lease related moving costs.

(\$ '000s)	Three months ended September 30,	
	2025	2024
General and administration	571	604
% of revenue	9%	17%

Sales and marketing

S&M expenses for the three months ended September 30, 2025, were \$553 compared to \$319 for the three months ended September 30, 2024, an increase of \$234. The increase in S&M is primarily due to increased trade show attendance, personnel costs and increased marketing activities, offset by lower recruitment fees.

(\$ '000s)	Three months ended September 30,	
	2025	2024
Sales and marketing	553	319
% of revenue	9%	9%

Research and development

R&D expenses for the three months ended September 30, 2025, were \$389 compared to \$367 for the three months ended September 30, 2024, an increase of \$22. R&D expenses increased due to higher patent searches.

(\$ '000s)	Three months ended September 30,	
	2025	2024
Research and development	389	367
% of revenue	6%	10%

Stock-based compensation

Stock-based compensation expense was \$59 for the three months ended September 30, 2025, compared to \$30 for the three months ended September 30, 2024. The increase in stock-based

compensation expense was due to stock option grants and restricted share rights (“RSRs”) issued in fiscal 2025.

	Three months ended September 30,	
(\$ '000s)	2025	2024
Stock-based compensation	59	30

Discontinued operations

Discontinued operations relate to the wind-down and discontinuation of NutraDried. There are no active operations, leases, or employees of NutraDried as of the date of this report.

	Three months ended September 30,	
(\$ '000s)	2025	2024
Income (loss) on discontinued operations	7	(13)

NutraDried expenses were negligible in Q4 2025 as a result of the wind-down.

Liquidity and Capital Resources

Working capital

The components of the Company’s working capital at September 30, 2025, and September 30, 2024, are:

(\$ '000s)	September 30, 2025	September 30, 2024
Current assets		
Cash and cash equivalents	6,359	4,762
Restricted cash	42	92
Trade receivables	929	642
Due from customers on contract	3,699	298
Loans receivable, current	913	979
Inventory	1,399	2,698
Prepays and other receivables	652	470
	13,993	9,941
Current liabilities		
Trade and other payables	3,416	1,830
Customer deposits and deferred revenue	34	322
Borrowings	375	-
Current portion of lease liabilities	471	576
	4,296	2,728
Working capital	9,697	7,213

As at September 30, 2025, the Company had working capital of \$9,697 compared to \$7,213 as at September 30, 2024. As at September 30, 2025, the cash and cash equivalents balance was \$6,359 compared to \$4,762 as at September 30, 2024, an increase of \$1,597. The Company used net cash

from operating activities of \$1,627 at September 30, 2025, compared to net cash generated of \$1,116 at September 30, 2024.

EnWave had trade receivables of \$929 as at September 30, 2025, compared to \$642 as at September 30, 2024, an increase of \$287. The increase in EnWave's trade receivables relates to the net collections of deposits and performance milestones completed on equipment sales contracts and royalties.

Due from customers on contract to EnWave as at September 30, 2025, was \$3,699 compared to \$298 as at September 30, 2024, an increase of \$3,401. The increase is related to billings made on construction contracts. The amounts due from customers on contract are billed and collected when project-specific milestones are reached on each project.

EnWave had an inventory of \$1,399 as at September 30, 2025, compared to an inventory of \$2,698 at September 30, 2024, a decrease of \$1,299. The decrease in inventory primarily relates to the sale of four large-scale machines and the commissioning of eight small-scale machines during the period, offset by continued progress on a large-scale machine still in work-in-progress.

EnWave had current loans receivable of \$913 as at September 30, 2025, compared to \$979 as at September 30, 2024, a decrease of \$66. The balance in loans receivable relates to equipment finance loans made to customers under equipment purchase arrangements. The current loans receivable decreased due to the repayment of loans during the quarter according to the scheduled amortization. The loans receivable bear interest at a weighted average rate of 11%, have remaining terms ranging from 6 to 34 months and are amortized with monthly blended payments of interest and principal.

Trade and other payables as at September 30, 2025, includes \$3,410 of trade payables and accrued liabilities related to EnWave, compared to \$1,773 as at September 30, 2024, with an increase of \$1,637 associated with timing of payments made to vendors and other counterparties.

Financing and liquidity

Cash and cash equivalents were \$6,359 as at September 30, 2025, compared to \$4,762 as at September 30, 2024. As at September 30, 2025, we had net working capital of \$9,697 compared to \$7,213 at September 30, 2024. The change in cash consists of:

(\$ '000s)	Three months ended September 30,		Year ended September 30,	
	2025	2024	2025	2024
Cash (used in) generated from continuing operating activities	(483)	1,508	(1,627)	1,116
Cash (used in) generated from discontinued operating activities	(5)	(190)	1,085	269
Cash (used in) generated from investing continuing activities	(103)	4	(30)	(116)
Cash generated from investing discontinued activities	-	-	-	-
Cash generated from (used in) financing continuing activities	2,307	(160)	2,183	(692)
Cash used in financing discontinued activities	-	-	-	-

Management will continuously evaluate capital needs and make decisions based on current circumstances. We generally structure our machine purchase and installation contracts with a deposit payable at the time of order, which provides advanced liquidity for the construction of the machine. However, in response to increased market demand and to reduce customer lead times, the Company has elected to manufacture certain machines for inventory without a customer contract in place.

During fiscal 2025, EnWave entered into a Credit Facility with Desjardins for growth and working capital purposes. The amount available to the Company under the Credit Facility is calculated as the lesser

of \$5,000 and a function of royalties, receivables and inventory. As of September 30, 2025, approximately \$1,216 is available to the Company at a rate of Canadian prime plus 1.5%.

Additionally, in fiscal 2025, EnWave received a Term Loan with Desjardins for \$500. The Term Loan is renewable every 12-month period and payable over an amortization period of 48 months at a rate of Canadian prime plus 2.00%.

The Credit Facility and Term Loan are secured by the Company's assets and includes a Minimum Liquidity Position Covenant which requires EnWave to maintain a liquidity position greater than or equal to the greater of the 6-month trailing or projected cash burn, calculated on a free cash flow basis. The Covenant is tested monthly. As at the date of MD&A, the Company is in compliance with the covenant.

Furthermore, during the year, the Company entered into an agreement with Clarus, as lead agent and sole bookrunner, pursuant to which Clarus agreed to sell, on a "best efforts" private placement basis, up to 7,500,000 common shares of the Company at a price per Share of C\$0.40 for aggregate gross proceeds to the Company of up to C\$3,000,000. The Offering closed on August 21, 2025, and was fully subscribed.

The Offering and this non-dilutive debt, in addition to the Company's available working capital, will be used to fund EnWave's growth strategy and for general working capital purposes. The Company had a cash and cash equivalents balance at September 30, 2025, of \$6,359 compared to \$4,762 at September 30, 2024. The Company is targeting to fund operations through cash flows generated from machine sales, rentals and royalties from the commercialization of *nutraREV*[®] and *quantaREV*[®] technologies, toll manufacturing opportunities through REVworx and when needed, the Credit Facility. However, there can be no assurance that sufficient revenue will be generated to meet our cash needs or that the Credit Facility will be sufficient.

The ability to achieve our targeted future operating results is based on a number of assumptions that involve significant judgements and estimates, which cannot be assured. Our ability to fund our operating requirements depends on future operating performance and cash flows, which are subject to economic, financial, competitive, and business conditions, and other factors, some of which are beyond our control, such as commodity pricing and the macroeconomic environment. If we are unable to achieve our targeted operating results, our liquidity could be adversely impacted. If further capital is needed in the future, our operating results could adversely affect our ability to raise additional capital and there is no assurance that debt or equity financing will be available in sufficient amounts, with acceptable terms or in a timely basis.

Capital expenditures

During the year ended September 30, 2025, EnWave incurred capital expenditures for the acquisition of plant and equipment of \$111 compared to \$218 for the year ended September 30, 2024. The expenditures in the current period were related to the leasehold improvements to the manufacturing facility. The expenditures in the prior period were related to the purchase of production equipment for the REVworx[™] facility. Although we plan to continue to invest in capital equipment as necessary to support our growth, our business is not overly capital-intensive.

Contractual obligations

In the normal course of business, the Company enters into contracts that give rise to commitments for future minimum payments. The following table provides information about certain of the Company's significant contractual obligations as at September 30, 2025.

(\$ '000s)	Due within 1 year	Due between 1 - 3 years	Due after 3 years	Total
Financial liabilities				
Trade and other payables	3,416	-	-	3,416
Customer deposits and deferred revenues	34	-	-	34
Borrowings	375	-	-	375
Lease liabilities	471	1,126	1,133	2,730
Total	4,296	1,126	1,133	6,555

Transactions with Related Parties

During the year ended September 30, 2025, the Company paid directors' fees to its independent directors through a combination of cash and stock-based compensation for their services as directors of the Company. The decrease in the Director's compensation is due to one less director.

The table below summarizes the transactions with related parties for the three months and years ended September 30, 2025, and 2024:

(\$ '000s)	Three months ended September 30,		Years ended September 30,	
	2025	2024	2025	2024
Directors' fees	\$ 15	\$ 15	\$ 60	\$ 70
Stock-based compensation	1	5	9	26
	16	20	69	96

Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and/or its subsidiaries, including any external director of the Company and/or its subsidiaries.

Remuneration of key management personnel of the Company, during the years ended September 30, 2025, and 2024 comprises the following expenses:

(\$ '000s)	Three months ended September 30,		Years ended September 30,	
	2025	2024	2025	2024
Salaries, bonuses, and short-term employee benefits	\$ 264	\$ 215	\$ 951	\$ 861
Stock-based compensation ⁽¹⁾	33	20	228	143
	297	235	1,179	1,004

(1) In connection with the Offering, there were 212,500 common shares issued to related parties.

Critical accounting estimates and judgements

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported

amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates. The Company regularly reviews its estimates and assumptions; however, it is possible that circumstances may arise which may cause actual results to differ from management estimates, and these differences could be material. Estimates and underlying assumptions are reviewed on an ongoing basis and revisions to estimates are recorded prospectively.

Revenue recognition

The revenue recognition policy for customized equipment sales contracts is the percentage-of-completion method. The stage of completion is measured by reference to the actual contract costs incurred as a percentage of total estimated costs for each contract. Determining the estimated contract cost is considered a significant accounting estimate which requires detailed knowledge of the costs to be incurred based on the required design customizations. If the total actual contract costs were to differ by 10% from management's estimated contract costs, the amount of revenue recognized in the period would be increased or decreased by \$476 (2024 - \$358).

Impairment of inventory

The Company measures inventory at the lower of cost and net realizable value, and in the event, cost exceeds net realizable value, an impairment charge is recorded. This determination requires judgement, which includes, among other factors, the selling price, less the estimated costs of completion and selling expenses.

Leases

The right-of-use asset and lease liability valuations are based on the present value of the lease payments over the lease term. The lease term is determined as the non-cancellable term of the lease, which may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. The Company applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to extend or terminate the lease, and any modifications to the lease term will result in the revaluation of the lease. The present value of the lease payments is dependent on the incremental borrowing rate used, which the Company applies estimates when determining the rates.

Estimated useful lives of property, plant and equipment

Depreciation of property, plant and equipment is dependent upon estimates of useful lives and residual values which are determined through knowledge of the business and judgment. Residual values, useful lives and depreciation methods are reviewed annually for relevancy and changes are accounted for prospectively. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic conditions, market conditions and the useful lives of the assets.

Impairment of non-financial assets

At each reporting date, the Company assesses its non-financial assets to determine whether there are any indications of impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated. Non-financial assets that do not generate independent cash flows are grouped together into a cash generating unit ("CGU"), which represents the lowest level at which

largely independent cash flows are generated. The recoverable amount of a CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is calculated as the present value of the estimated future cash flows discounted at appropriate discount rates. These calculations require the use of estimates and assumptions.

Warranty provision

The Company recognizes revenue from the sale of machines to customers. Machines are sold with a manufacturer's warranty valid for a set period of time. The Company estimates, based on past experience with similar sales, that the warranty costs will not exceed 1% of revenues. The Company therefore recognizes a provision for warranty equal to 1% of revenue recognized.

Share-based compensation

The fair value of stock options and warrants is calculated using the Black-Scholes option pricing model. When determining the fair value of stock options and warrants, management is required to make assumptions and estimates related to expected lives, volatility, risk-free rate, future dividend yields and estimated forfeitures at the initial grant date. Changes in assumptions used to estimate the fair value could result in materially different results.

Discontinued operations

Discontinued operations are reported when a component of the Company, representing a separate major line of business or geographical area of operations with clearly distinguishable cash flows, has been disposed of or is held for sale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. Discontinued operations are reported as a separate element on the consolidated statements of loss and comprehensive loss for both the current and comparative periods. NutraDried has been classified and reported as a discontinued operation.

Material accounting policies

The following policies have been applied to the consolidated financial statements presented:

Basis of measurement

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards. The consolidated financial statements have been prepared under the historical cost convention.

IFRS Accounting Standards and amendments issued and not yet adopted

The following IFRS Accounting Standards have been issued by the IASB and pronouncements that are not expected to have a significant impact have been excluded.

IFRS 7, IFRS 9: Classification and Measurement of Financial Instruments

On May 30, 2024, the IASB issued amendments to IFRS 9 *Financial Instruments* to address matters identified during the post-implementation review of the standard's classification and measurement requirements.

The amendments clarify the recognition and derecognition dates for certain financial assets and liabilities and modify the guidance related to settling financial liabilities through electronic payment systems. The IASB also clarified the assessment of contractual cash flow characteristics when determining whether a financial asset meets the solely payments of principal and interest criterion, including assets with Environmental, Social and Corporate governance-linked or other similar contingent features. Additional disclosure requirements were introduced for financial instruments with contingent features that do not directly relate to basic lending risks and costs, and the disclosures for equity instruments designated at fair value through other comprehensive income were amended.

The amendments are effective for annual reporting periods beginning on or after January 1, 2026. Management is currently evaluating the impact of the future adoption of the amendments to IFRS 7 and IFRS 9 on the Company's consolidated financial statements.

IFRS 18: Presentation and Disclosure in Financial Statements

IFRS 18 will replace IAS 1 Presentation of financial statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of profit or loss and providing management-defined performance measures within the financial statements.

Management is currently assessing the detailed implications of applying the new standard on the Company's consolidated financial statements. From the preliminary assessment performed, the following potential impacts have been identified:

- Although the adoption of IFRS 18 will have no impact on the Company's net profit, the Company expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported.
- The line items presented in the financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation.
- The way in which the information is grouped in the financial statement notes might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:
 - management-defined performance measures;
 - a break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss; and
 - for the first annual period of application of IFRS 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying IFRS 18 and the amounts previously presented applying IAS 1.
- From a cash flow statement perspective, interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.

The Company will apply the new standard from its mandatory effective date for annual reporting periods beginning on or after January 1, 2027. Retrospective application is required, and so the comparative information for the financial year ending September 30, 2027, will be restated in the financial year ending September 30, 2028, in accordance with IFRS 18.

Financial Instruments

Financial instruments and risk management

The Company's cash and cash equivalents, restricted cash, trade receivables, loan receivables, loan payable, trade and other payables, and lease liabilities are measured at amortized cost subsequent to initial measurement. Fair value measurement requires classification of financial instruments within a hierarchy that prioritizes the inputs to fair value measurement. When measuring the fair value of an asset or liability, the Company uses market observable data as far as possible. Fair values are categorized into different levels in a fair value hierarchy, based on the inputs used in the valuation techniques, as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly.

Level 3 – Inputs that are not based on observable market data.

Fair values

The fair value of financial assets and liabilities classified as loans and receivables and other financial liabilities (excluding lease liability and other liability) approximates their carrying value due to their short-term nature.

The carrying value of the loans receivables as at September 30, 2025, was \$1,606 (2024 - \$1,025) which approximates its fair value and is recorded at amortized cost. The carrying value of the loans receivable was determined based on the discounted future cash flows using incremental borrowing rates.

The carrying value of the lease liabilities as at September 30, 2025, was \$2,730 (2024 - \$1,574) which approximates its fair value and is recorded at amortized cost. The carrying value of the lease liabilities was determined based on the discounted future cash flows using incremental borrowing rates.

The carrying value of the borrowings as at September 30, 2025, was \$375 (2024 - \$nil) which approximates its fair value and is recorded at amortized cost. The carrying value of the borrowings was determined based on the discounted future cash flows using effective interest rates.

The Company does not hold any equity instruments that are measured at fair value or amortized costs during the years ended September 30, 2025, and 2024.

Financial risk factors

The use of financial instruments exposes the Company to a number of risks. These risks include credit risk, liquidity risk, and market risk. The Company has established policies and procedures to manage these risks, with the objective of minimizing the adverse effects that changes in the variable factors underlying these risks could have on the Company's consolidated financial statements.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss being incurred by the Company. Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents, restricted cash, trade receivables, due from customers on contract and loans receivable. The Company mitigates its exposure to credit loss by maintaining the majority of cash balances with major Canadian financial institutions.

The Company provides credit to its customers in the normal course of business and, as such, has exposure to credit risk in relation to the collection of trade receivables, due from customers on contract and loans receivable. Prior to issuing credit, management performs due diligence reviewing the customer, taking into account its financial position, historical experience, and other factors. The Company minimizes its credit risk associated with trade receivables and due from customers on contract by maintaining ongoing close contact with customers and by reviewing individual account balances and proactively following up on overdue amounts. The Company minimizes credit risk associated with loan receivables by performing due diligence prior to issuing loans, ensuring customers are reputable companies, filing a lien on the equipment in the country the machine resides and using the machine equipment as collateral. The Company maintains a provision for credit losses relating to specific losses estimated on an individual exposure. As at September 30, 2025, the Company has recorded a \$62 (2024 - \$nil) provision for expected credit losses related to trade receivables.

The Company is exposed to credit risk in trade receivables by way of concentration of credit with a small number of customers. The Company determines its concentration of credit risk if the balance is more than 10% of total revenue or trade receivables. The Company expects these customers to remain as large customers in the future. Significant change in these customer relationships could materially impact the Company's future financial results. The Company seeks and ordinarily obtains progress advances in respect of its construction contracts. The maximum exposure to loss arising from trade receivables is equal to their total carrying amounts.

The Company transacts with a number of Canadian chartered banks and other brokerages. The Company monitors the exposure to any single counterparty along with its financial position. If it is determined that a counterparty has become materially weaker, the Company will work to reduce its credit exposure to that counterparty.

The following table provides information regarding the aging of receivables as at September 30, 2025:

(\$ '000s)	Neither past due nor impaired	Past due but not impaired		
	0 – 30 days	31 – 90 days	91 – 365 days	Over 365 days
Trade receivables	761	133	35	-
Due from customers on contract	3,699	-	-	-
Loans receivable	1,606	-	-	-
Indirect tax receivable	70	-	-	-
Total	6,136	133	35	-

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

The Company manages liquidity risk through ongoing management and forecasting of cash flows, budgeting, and equity financings. Cash flow forecasting is performed to monitor cash requirements and to manage capital management decisions. Such forecasting takes into account current and potential customers, contractual obligations and the Company's technology development and commercialization expectations.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with varying maturities selected with regards to the expected timing of expenditures from continuing operations.

The Company attempts to ensure that sufficient funds are available to meet its operating requirements, after taking into account existing cash. The Company manages liquidity risk through the management of its capital structure and financial leverage. At September 30, 2025, the Company had cash and cash equivalents of \$6,359 to settle current liabilities of \$4,296.

Financial assets maturity table:

(\$ '000s)	<u>0 – 30 days</u>	<u>31 – 90 days</u>	<u>91 – 365 days</u>	<u>Over 365 days</u>
Cash and cash equivalents and restricted cash	6,359	-	42	-
Trade receivables	929	-	-	-
Due from customers on contract	-	1,031	2,668	-
Loans receivable	157	161	595	693
Indirect taxes receivable	70	-	-	-
Total	7,515	1,192	3,305	693

Financial liabilities maturity table:

(\$ '000s)	<u>0 – 30 days</u>	<u>31 – 90 days</u>	<u>91 – 365 days</u>	<u>Over 365 days</u>
Trade and other payables	706	2,710	-	-
Customer deposits and deferred revenue	34	-	-	-
Borrowings	10	20	345	-
Lease liabilities	37	75	359	2,259
Total	787	2,805	704	2,259

Market risk

Market risk is the risk that the fair value of future cash flows of the Company will fluctuate due to changes in interest rates and foreign currency exchange rates.

Interest rate risk

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest risk from the interest rate impact on cash and cash equivalents, restricted cash, Term Loan

and Credit Facility. The Company earns interest on deposits based on current market interest rates which during the nine months ended September 30, 2025, ranged from 2.00% to 3.75% (2024 – 4.65% to 5.40%). The interest rate on the Term Loan during the year ended September 30, 2025, ranged from 4.70% to 8.45% (2024 – nil%). A 1% change in interest rates would affect the results of operations by approximately \$37 (2024 - \$19).

Foreign exchange risk

The Company is exposed to the following foreign exchange risks related to the fluctuation of foreign exchange rates:

- (i) The Company is exposed to currency risk through suppliers with purchase orders denominated in US dollars.
- (ii) The Company is exposed to currency risk through customers with sales contracts denominated in US dollars.

A significant change in the currency exchange rate of the Canadian dollar relative to the US dollar could have an effect on the Company's results of operations. As at September 30, 2025, all of the Company's liquid assets and liabilities were held in Canadian dollars and US dollars.

A change in the value of the Canadian dollar by 10% relative to foreign currencies the Company is exposed to would have affected the Company's loss for the year ended September 30, 2025, and 2024 as follows:

	2025	2024
(\$ '000s)	\$	\$
US dollar	540	872

Capital management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure, which optimizes the cost of capital at an acceptable risk.

In the management of capital, the Company includes the components of equity attributable to common shareholders. The Company manages the capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue debt and acquire or dispose of assets. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

Non-IFRS Financial Measures

In addition to results reported in accordance with IFRS Accounting Standards, EnWave also uses certain non-IFRS financial measures that are not prescribed by the International Financial Reporting Standards and as such may not be comparable to similar measures presented by other companies. Management believes that these supplementary financial measures reflect the Company's ongoing business in a manner that allows for meaningful period-to-period comparisons, analysis of business trends and by use of analysts, investors, and interested parties to evaluate financial performance.

While management believes that non-IFRS measures are helpful supplemental information, they should not be considered in isolation as an alternative to net income, cash flows generated by

operating, investing or financing activities or other financial statement data presented in accordance with IFRS.

Non-IFRS financial measures include Adjusted EBITDA.

We define Adjusted EBITDA as earnings before deducting amortization and depreciation, stock-based compensation, foreign exchange gain or loss, finance expense or income, income tax expense or recovery, non-recurring income and expenses, restructuring and severance charges and discontinued operations. We believe that Adjusted EBITDA is a useful measure as it provides an indication of the operational results of the business after adjusting for non-recurring income and expenses, and non-cash expenses. We consider Adjusted EBITDA to be a key measure as it provides an alternative measure of profitability, before taking into account the Company's non-cash expenses, and it is used by management to measure performance; however, this metric is not defined under IFRS. As a result, this amount may not be comparable to those calculated by other issuers.

Below is a reconciliation of the Company's quarterly net (loss) income to Adjusted EBITDA for the last eight quarters:

	<i>Dec</i> <i>31,</i> <i>2023</i>	<i>Mar</i> <i>31,</i> <i>2024</i>	<i>Jun</i> <i>30,</i> <i>2024</i>	<i>Sep</i> <i>30,</i> <i>2024</i>	<i>Dec</i> <i>31,</i> <i>2024</i>	<i>Mar</i> <i>31,</i> <i>2025</i>	<i>June</i> <i>30,</i> <i>2025</i>	<i>Sep</i> <i>30,</i> <i>2025</i>
<i>(\$ '000s)</i>								
Net (loss) income after income tax	(1,295)	(1,411)	(267)	575	(946)	764	(1,171)	935
Amortization and depreciation ⁽¹⁾	275	288	299	298	293	302	295	368
Stock-based compensation ⁽²⁾	115	71	32	30	143	128	59	59
Foreign exchange loss (gain) ⁽³⁾	24	(51)	(9)	35	(147)	6	194	(66)
Finance income ⁽⁴⁾	(52)	(54)	(42)	(63)	(47)	(30)	(26)	19
Finance expense ⁽⁴⁾	26	37	40	37	72	68	65	99
Non-recurring income ⁽⁵⁾	-	-	-	(475)	(11)	-	-	-
Discontinued operations ⁽⁶⁾	151	(148)	32	13	8	(1,126)	9	(7)
Adjusted EBITDA	(756)	(1,268)	85	450	(635)	112	(575)	1,407

Notes:

- (1) Amortization and depreciation of property, plant and equipment and intangible assets is a non-cash expense and therefore does not require any cash outlay by the Company.
- (2) These include awards that are settled through shares issued from treasury and generally do not require any cash outlay by the Company and are excluded to provide investors with a greater visibility to the underlying performance of operations.
- (3) Foreign exchange gains or losses arise from fluctuations in foreign exchange rates of the currencies we transact in, which are driven by macro-economic conditions that are generally not reflective of our business operations.
- (4) Finance income and finance expenses do not relate to costs to operate our ongoing operations.
- (5) Non-recurring expenses, like impairment and restructuring costs, and non-recurring income do not form part of the costs to operate our ongoing operations and are not expected to reoccur in the future.
- (6) Discontinued operations relate to NutraDried, which has completed an orderly wind-down and is not part of the Company's continuing operations.

Non-IFRS financial measures do not have any standardized meaning prescribed by IFRS, and other companies may calculate these measures differently. The presentation of non-IFRS financial measures is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.



Forward-looking Statements

Certain statements in this MD&A constitute forward-looking statements, based on management's expectations, estimates and projections. All statements that address expectations or projections about the future, including statements about the Company's strategy for growth, product development, market position, expected expenditures and the Company's intended focus for the future are forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company and other results and occurrences may differ from those reflected in the forward-looking statements due to a variety of risks, uncertainties, and other factors, including, without limitation:

- EnWave's ultimate success in selling, licensing or generating a sustainable royalty stream from its quantaREV®, nutraREV®, and freezeREV® technologies in the food, pharmaceutical and cannabis industries will depend, in a large part, on whether these targeted markets view these technologies as safe, effective and economically beneficial. Market acceptance will also depend on the Company's ability to demonstrate that its technologies are attractive alternatives to existing options and the most suitable vacuum-microwave option. If the Company fails to demonstrate feasibility, commercially viable scale within acceptable product quality and equipment performance standards, or compete successfully against existing or potential competitors, its operating results may be adversely affected.
- EnWave has entered into commercial licenses and equipment supply agreements with several Royalty Partners in the food and cannabis processing industries. There is no guarantee that these Royalty Partners will successfully launch products that are sustainable in the marketplace or ultimately pay royalties to the Company. There is no guarantee these Royalty Partners will place future commercial machine orders with the Company or continue doing business with EnWave on favourable terms or at all.
- The Company's revenue model is dependent on joint product development projects with prospective Royalty Partners operating under TELOAs. The Company is unable to predict when and if the time and economic investment made during the sales cycle will convert into a CLA and revenue from the sale of equipment and royalty payments. This sales cycle can be long and does not necessarily translate into revenues, and there is no guarantee that companies evaluating the adoption of REV™ under TELOAs, or R&D agreements will convert into CLAs. As a result, the Company cannot accurately predict the length of its sales cycle, which results in periodic fluctuations in revenues, profitability and cash flow.
- EnWave's operations may require importing and exporting goods and technology across international borders on a regular basis. The Company may be subject to various duties applicable to materials manufactured in foreign countries and may be affected by various other import and export restrictions, as well as other considerations or developments impacting upon international trade, including economic or political instability, shipping delays, and product quotas. Although the Company mandates strict compliance with Canadian, US, and other applicable international trade laws, there are no assurances that the Company's policies and procedures will prevent violations of such laws.
- Operating cash flow may decline in certain circumstances, many of which are beyond the Company's control. There is no assurance that sufficient revenues will be generated in the near future. Because the Company continues to incur significant expenditures on research and development, sales and marketing, and general and administrative expenses, the Company may experience negative operating cash flow until it reaches a sufficient level of sales and royalty earnings with positive gross margins to cover operating expenses.
- EnWave's business success and progress is dependent upon securing additional funding to expand its business and develop new technologies. If the Company cannot raise capital from investors, lenders, secure grants, or generate sustained positive operating cash flow it may limit the Company's research and development, ongoing testing programs, and ultimately impact its ability to commercialize its technologies.

- EnWave’s business is dependent on its ability to obtain and maintain the proprietary nature of its technologies, products and manufacturing processes. There can be no assurance that we will not be subject to intellectual property infringement claims by others, or that any patent applications will result in patents being issued or that current or additional patents will afford protection against competitors. No guarantee can be given that others will not independently develop substantially equivalent proprietary information or techniques or otherwise gain access to our proprietary technology.

Actual results could, however, be substantially different due to the risks and uncertainties associated with and inherent to EnWave’s business, as more particularly described in the “*Risk Factors*” section of the Company’s 2025 Annual Information Form. Additional risks and uncertainties applicable to the forward-looking statements set out herein include, but are not limited to: fluctuations in EnWave’s quarterly operating results; fluctuations in EnWave’s operating and capital expenses; fluctuations in foreign exchange rates and interest rates that negatively impact EnWave; new or increased competition from other companies developing microwave vacuum technology; the inaccuracy of industry data and projections relied upon by EnWave; interruptions to EnWave’s supply chain for key machine components; EnWave will become involved in material litigation; material defects and component quality of parts and raw materials sourced from EnWave suppliers; R&D efforts may not result in the creation of new or enhanced products in a timely or cost-effective fashion or at all; EnWave’s royalty partners’ and licensees’ unwillingness to continue doing business with EnWave on favourable terms or at all; EnWave’s business development efforts may not result in increased vertical and market penetration in the global dehydration industry; EnWave’s technology may not function as intended or be suitable for the end users it is intended for; unknown or unexpected defects with EnWave’s technology that are not correctable in a timely or cost-effective fashion or at all; necessary additional financing may not be available on favourable terms or at all; inability to recruit and retain qualified personnel; legal or regime changes, including changes to import and export requirements of foreign jurisdictions; political risk of domestic and foreign nations; war, terrorism, rebellion, revolt, protests, or other civil conflict; unionization, strikes or labour unrest; the global economic climate; general market trends; EnWave’s intellectual property may not be sufficiently protected against third party infringement or misappropriation; EnWave’s products may materially infringe on a third party’s intellectual property rights; the ongoing ability and desirability of licensees to continue paying EnWave patent licensing royalties on a timely basis or at all; material litigation may arise; material unexpected costs related to EnWave’s technology liability or warranty; product recalls or other food safety issues and regulatory actions could arise; information technology data and security breaches; fire, flood, earthquake, or other natural events; failure to obtain necessary permits, certifications, and authorizations; foreign currency fluctuations; share price volatility; unfavourable legal environments for the deployment of REV™ machinery for cannabis processing in certain jurisdictions; deficiencies in accounting policies or internal controls and procedures over financial reporting; insufficiency of insurance; unavailability of certain tax credits; unexpected tax liabilities; business interruptions and/or shutdowns caused by the health crises including epidemics, pandemic, or emergence/re-emergence of infectious diseases.

Although EnWave has attempted to identify factors that may cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, predicted, estimated or intended. Also, many of the factors are beyond the control of EnWave. Accordingly, readers should not place undue reliance on forward-looking statements. EnWave undertakes no obligation to reissue or update any forward-looking statements as a result of new information or events after the date hereof except as may be required by law. All forward-looking statements contained in this MD&A are qualified by this cautionary statement.

Off-balance Sheet Arrangements

As of the date of this MD&A, the Company had no material off-balance sheet arrangements.

Capital Structure and Outstanding Share Data

The common shares, options and RSRs outstanding and exercisable as at the following dates are shown below:

	September 30, 2025		December 12, 2025	
	Number	Weighted average exercise price \$	Number	Weighted average exercise price \$
Common Shares				
Outstanding	118,706,721	N/A	118,706,721	N/A
Options				
Outstanding	6,308,719	0.40	6,158,719	0.39
Exercisable	4,452,265	0.49	5,338,940	0.42
RSRs				
Outstanding	160,000	0.66	160,000	0.67
Compensation Options				
Outstanding	336,875	0.40	336,875	0.40

As of the date of this MD&A, the Company has 118,706,721 common shares issued and outstanding. We maintain a Stock Option Plan (the “Option Plan”) that enables us to grant options to directors, officers, employees and consultants. We maintain a Restricted Share Rights Plan (the “RSR Plan”) that enables us to grant RSRs to directors, officers, employees and consultants. The Option Plan and RSR Plan permits the granting of compensation securities up to an aggregate maximum of 10% of our issued and outstanding common shares from time to time on a non-diluted basis, and the maximum number of RSRs granted thereunder is further limited to 1,895,000.

Other MD&A Requirements

Information pursuant to National Instrument 51-102.

Copies of all previously published financial statements, MD&A, meeting materials, press releases, etc., are available on Company’s website at www.enwave.net, or on the SEDAR+ website at www.sedarplus.ca.

Directors and officers as at the date of this MD&A:

Directors	Senior Officers	Position
John P.A. Budreski	John P.A. Budreski	Executive Chairman
Brent Charleton	Brent Charleton, CFA	President and Chief Executive Officer
Louise Lalonde	Dylan Murray, CPA, CA	Chief Financial Officer
Patrick Turpin		
Pablo Cussatti		



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