

Form 62-103F1
REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 - Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to common shares (“**Common Shares**”) of TerraVest Industries Inc. (the “**Issuer**”).

The head office of the Issuer is located at:

6205 60 Street, Vegreville,
Alberta, T9C 1S3, Canada

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Toronto Stock Exchange.

Item 2 - Identity of the Acquiror

2.1 State the name and address of the acquiror.

9162-2803 Québec Inc.

117 Notre-Dame Street East
Victoriaville, Quebec
G6P 3Z9

(the “**Acquiror**”)

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

The percentage of Common Shares of the Issuer beneficially owned by the Acquiror has increased over time due to a decrease in the number of issued and outstanding Common Shares, as a result of repurchase and cancellation of Common Shares by the Issuer pursuant to normal course issuer bids. On March 7, 2024 the Acquiror received shares upon the exercise of options granted to Mr. Charles Pellerin (“**Mr. Pellerin**”) pursuant to the Issuer’s Amended and Restated Stock Option Plan for 40,000 Common Shares of the Issuer. Mr. Pellerin controls the Acquiror.

2.3 State the names of any joint actors.

Pursuant to National Instrument 62-104 – *Take-Over Bids and Issuer Bids* (“**NI 62-104**”), Mr. Pellerin, Société Alexco, S.E.N.C. and 9202-2599 Québec Inc. are deemed to act jointly or in concert with the Acquiror.

Item 3 - Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

Mr. Pellerin exercised 40,000 options previously granted to him pursuant to the Issuer's Amended and Restated Stock Option Plan at an exercise price of \$9.10 per Common Share. As a result of such exercise, the Acquiror received 40,000 Common Shares of the Issuer, representing 0.22% of the issued and outstanding Common Shares of the Issuer. Immediately following the exercise of such options, Mr. Pellerin and entities which he is deemed to be acting jointly or in concert with, by virtue of his direct or indirect control thereof, including the Acquiror, owned 3,583,900 Common Shares of the Issuer representing 19.74% of the issued and outstanding Common Shares of the Issuer.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

See Item 3.1 above.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

Mr. Pellerin, Société Alexco, S.E.N.C. and 9202-2599 Quebec Inc. are deemed to act jointly or in concert with the Acquiror, and cumulatively own, on an aggregate basis 3,583,900 Common Shares of the Issuer, representing 19.74% of the issued and outstanding Common Shares of the Issuer.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 - Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

\$9.10 per Common Share of the Issuer for a total of \$364,000.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

The Common Shares were issued from treasury pursuant to the exercise of Options granted to Mr. Pellerin on the terms of the Issuer's Amended and Restated Stock Option Plan.

Item 5 - Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders; or**
- (k) an action similar to any of those enumerated above.**

The Acquiror acquired the Common Shares for investment purposes. Mr. Pellerin, or the entities which he is deemed to be acting jointly, or in concert with, including the Acquiror, may increase or decrease their ownership of Common Shares or other securities of the Issuer, depending on market conditions or for portfolio-management purposes, whether in the open market, by privately negotiated agreement or otherwise.

Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any

person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 - Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

McCarthy Tétrault

Not applicable.

Item 8 - Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 - Certification

The acquiror must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

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Certificate

I, as the acquiror, certify to the best of my knowledge, information, and belief, that the statements made in this report are true and complete in every respect.

Date: March 7, 2024

9162-2803 QUÉBEC INC.

By: /s/ Charles Pellerin

Name: Charles Pellerin

Title: Authorized Signatory