



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING  
OF THE SHAREHOLDERS OF NEXT HYDROGEN  
SOLUTIONS INC.**

**TO BE HELD ON JUNE 5, 2024**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**DATED APRIL 18, 2024**

## TABLE OF CONTENTS

<b>NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS</b> .....	<b>i</b>
<b>MANAGEMENT INFORMATION CIRCULAR</b> .....	<b>1</b>
<b>GENERAL</b> .....	<b>1</b>
<b>PERSONS MAKING THE SOLICITATION</b> .....	<b>1</b>
<b>PROXY RELATED INFORMATION</b> .....	<b>2</b>
Appointment and Revocation of Proxies .....	2
Exercise of Discretion.....	2
<b>ADVICE TO BENEFICIAL SHAREHOLDERS</b> .....	<b>2</b>
<b>VOTING AT THE VIRTUAL MEETING</b> .....	<b>4</b>
<b>INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON</b> .....	<b>5</b>
<b>VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES</b> .....	<b>5</b>
Voting Rights.....	5
Record Date .....	5
Principal Holders of Common Shares.....	5
Quorum.....	5
<b>MATTERS TO BE ACTED UPON AT THE MEETING</b> .....	<b>6</b>
1. Financial Statements.....	6
2. Fixing Number of Directors to be Elected at the Meeting.....	6
3. Election of Directors.....	6
4. Appointment of Auditors.....	10
5. Issuance of Options in Excess of 10% Limit for Insiders.....	10
6. Equity Incentive Plan Amendment.....	11
7. Other Business.....	12
<b>EXECUTIVE COMPENSATION</b> .....	<b>12</b>
Oversight and Description of Director and Named Executive Officer Compensation .....	12
Director and Named Executive Officer Compensation, Excluding Compensation Securities.....	14
Stock Options and Other Compensation Securities .....	15
Stock Option Plans and Other Incentive Plans .....	15
Employment, Consulting and Management Agreements.....	16
Oversight and Description of Director and Named Executive Officer Compensation .....	17
Pension Disclosure.....	17
<b>SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS</b> .....	<b>17</b>
<b>INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS</b> .....	<b>18</b>
<b>INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS</b> .....	<b>18</b>
<b>APPOINTMENT OF AUDITOR</b> .....	<b>19</b>
<b>MANAGEMENT CONTRACTS</b> .....	<b>19</b>
<b>CORPORATE GOVERNANCE DISCLOSURE</b> .....	<b>19</b>
General.....	19

Board of Directors .....	19
Directorships.....	20
Orientation and Continuing Education of Board Members .....	20
Ethical Business Conduct .....	20
Nomination of Directors .....	20
Compensation .....	21
Other Board Committees .....	21
Assessment of Directors, the Board and Board Committees .....	21
<b>SOCIAL AND ENVIRONMENTAL POLICIES.....</b>	<b>21</b>
ESG Vision .....	21
ESG Initiatives and Commitments.....	21
<b>AUDIT COMMITTEE.....</b>	<b>22</b>
Audit Committee Charter.....	22
Composition of the Audit Committee .....	22
Relevant Education and Experience .....	22
Audit Committee Oversight.....	22
Reliance on Certain Exemptions.....	23
Pre-Approval Policies and Procedures.....	23
External Auditor Service Fees .....	23
<b>ADDITIONAL INFORMATION.....</b>	<b>23</b>
<b>SCHEDULE “A” AUDIT COMMITTEE CHARTER .....</b>	<b>a</b>

# NEXT HYDROGEN SOLUTIONS INC.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Next Hydrogen Solutions Inc. (“**Next Hydrogen**” or the “**Corporation**”) will be held virtually via live video webcast, available online at <https://virtual-meetings.tsxtrust.com/en/1644> using password “nexthydrogen2024” on June 5, 2024, at 1:00 p.m. EST, for the following purposes:

1. to receive the audited consolidated financial statements of Next Hydrogen for the financial year ended December 31, 2023, together with the notes thereto and the auditors’ report thereon;
2. to fix the number of directors to be elected for the ensuing year at seven (7);
3. to elect the board of directors of Next Hydrogen (the “**Board**”) for the ensuing year;
4. to appoint KPMG LLP, Chartered Professional Accountants, as auditors of Next Hydrogen for the ensuing year, at a remuneration to be fixed by the Board;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders to approve, ratify and confirm the grant of 100,000 options with an exercise price of \$0.75 per Common Share to James Franchville, the Chief Operating Officer of the Corporation, and the grant of 200,000 options with an exercise price of \$0.80 per Common Share to Robert Campbell, the Chief Commercial Officer of the Corporation, under the Corporation’s Equity Incentive Plan (the “**Equity Incentive Plan**”), which grant would exceed the 10% limit of allowable Security Based Compensation to be granted to Insiders, as each such term is defined by the TSX Venture Exchange’s (the “**TSXV**”) policies, at any point in time;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of shareholders to approve, ratify and confirm an amendment to the Equity Incentive Plan to amend the number of Common Shares reserved for issuance pursuant to awards granted under the Equity Incentive Plan; and
7. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Information Circular accompanying this Notice of Meeting.

**A Shareholder may attend the Meeting virtually or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be received by TSX Trust Company, Attention: Proxy Department, 301 -100 Adelaide Street West, Toronto, Ontario M5H 4H1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Ontario) prior to the Meeting or any adjournment or postponement thereof.**

**The proxyholder has discretion under the accompanying form of proxy to consider such further and other business as may properly be brought before the Meeting or any adjournment thereof. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.**

If you are an unregistered holder of Common Shares and receive these materials through your broker or through another intermediary, please complete the form of proxy or voting instruction form provided to you by your broker or other intermediary in accordance with the instructions provided therein. Late forms of proxy may be accepted or rejected by the Chair of the Meeting in his sole discretion and the Chair is under no obligation to accept or reject any particular late form of proxy.

The record date for the Meeting has been fixed at the close of business on April 16, 2024 (the “**Record Date**”). Only Shareholders of record as at the Record Date are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those Common Shares included in the list of Shareholders prepared as at the Record Date. If a Shareholder transfers Common Shares after the Record Date and the transferee of those Common Shares, having produced properly endorsed certificates evidencing such Common Shares or having otherwise established that the transferee owns such Common Shares, demands, at least 10 days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, such transferee shall be entitled to vote such Common Shares at the Meeting.

**DATED** this 18 day of April, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF NEXT  
HYDROGEN SOLUTIONS INC.**



---

**Raveel Afzaal**  
**President, Chief Executive Officer and Director**

**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON WEDNESDAY, JUNE 5, 2024**

**MANAGEMENT INFORMATION CIRCULAR**

**GENERAL**

This management information circular (the “**Information Circular**”) is furnished to holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Next Hydrogen Solutions Inc. (“**Next Hydrogen**” or the “**Corporation**”) in connection with the solicitation of proxies by the management of the Corporation for use at the annual and special meeting (the “**Meeting**”) of Shareholders to be held virtually via live video webcast, available online at <https://virtual-meetings.tsxtrust.com/en/1644> using the password “nexthydrogen2024” on Wednesday June 5, 2024, at 1:00 p.m. EST, and at any adjournment or postponement thereof, for the purposes set forth in the accompanying notice of annual general and special meeting (the “**Notice of Meeting**”).

The information contained herein is given as of April 18, 2024, except where otherwise indicated. Enclosed herewith is an Instrument of Proxy for use at the Meeting. Each Shareholder who is entitled to attend at meetings of Shareholders is encouraged to participate in the Meeting and Shareholders are urged to vote on matters to be considered in person or by proxy.

**PERSONS MAKING THE SOLICITATION**

This solicitation is made on behalf of the management of the Corporation. The costs incurred in the preparation of both the form of proxy and this Information Circular will be borne by the Corporation. In addition to the use of mail, proxies may be solicited by personal interviews, personal delivery, telephone or any form of electronic communication by directors, officers, employees or agents of the Corporation who will not be directly compensated therefor. Any third party costs thereof will be borne by the Corporation.

**Notice-and-Access**

The Corporation has adopted the “notice-and-access” mechanism of delivering materials to both registered and non-registered Shareholders in connection with the Meeting. As such, the Corporation has posted electronic copies of this notice of meeting, the Information Circular and the Corporation’s annual financial statements for the financial year ended December 31, 2023, together with the notes thereto and the auditors’ report thereon and the related management’s discussion and analysis (collectively, the “**Meeting Materials**”) on the Corporation’s website at [www.nexthydrogen.com](http://www.nexthydrogen.com) and on the Corporation’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca), instead of printing and mailing out paper copies, as permitted by Canadian securities regulators. Notice-and-access allows issuers to post electronic versions of proxy-related materials online via SEDAR+ and one other website, rather than mailing paper copies of such materials to Shareholders. Shareholders with questions about notice-and-access can call the Corporation’s transfer agent, TSX Trust Company at 1-866-600-5869.

**How to Obtain Paper Copies of the Meeting Materials**

Shareholders may request paper copies of the Meeting Materials, by first class mail, courier or the equivalent at no cost to the Shareholder. Requests may be made by calling 1-866-600-5869. Requests may be made up to one year from the date the Information Circular was filed on SEDAR+.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received no later than May 27, 2024. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request. **Requests must be made by calling 1-866-600-5869.**

## PROXY RELATED INFORMATION

### Appointment and Revocation of Proxies

Those Shareholders desiring to be represented at the Meeting by proxy must deposit their respective forms of proxy with TSX Trust Company (“**TSX Trust**”), Attention: Proxy Department, 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the Meeting or any adjournment or postponement thereof. A proxy must be executed by the Shareholder or by his attorney authorized in writing, or if the Shareholder is a corporation, under its seal or by an officer or attorney thereof duly authorized. A proxy is valid only at the Meeting in respect of which it is given or any adjournment or postponement of the Meeting.

**The persons named in the enclosed form of proxy are officers and directors of the Corporation. Each Shareholder submitting a proxy has the right to appoint a person, who need not be a Shareholder, to represent him or it at the Meeting other than the persons designated in the form of proxy furnished by the Corporation. A Shareholder may exercise this right by inserting the name of the desired representative in the blank space provided in the form of proxy or by completing another form of proxy and, in either case, depositing the proxy with TSX Trust, at the place and within the time specified above for the deposit of proxies.**

A Shareholder who has submitted a proxy may revoke it at any time prior to the exercise thereof. If a person who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by the Shareholder’s attorney authorized in writing (or if the Shareholder is a corporation, under its seal or by an officer or attorney thereof duly authorized), deposited at TSX Trust Company, Attention: Proxy Department, 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof or with the Chair of the Meeting on the day of the Meeting or any adjournment or postponement thereof, and upon either of such deposits, the proxy is revoked.

### Exercise of Discretion

All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting in accordance with the instructions of the Shareholder where voting is by way of a show of hands or by ballot and, if the Shareholder specifies a choice with respect to any matter to be voted upon, the Common Shares represented by the proxy will be voted in accordance with such instructions. **In the absence of any such instructions, the persons whose names appear on the enclosed form of proxy will vote in favour of the matters set forth in the Notice of Meeting and in this Information Circular.**

**The enclosed form of proxy confers discretionary authority on the persons named therein with respect to any amendments or variations of those matters specified in the form of proxy and Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting or any adjournment or postponement thereof. If any such amendment, variation or other matter should come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote such proxies in accordance with their best judgment, unless the Shareholder has specified to the contrary or that Common Shares are to be withheld from voting. At the time of printing this Information Circular, management of the Corporation knows of no such amendment, variation or other matter.**

## ADVICE TO BENEFICIAL SHAREHOLDERS

**The information set forth in this section is of importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name.** Shareholders who do not hold their Common Shares in their own name (referred to herein as “**Beneficial Shareholders**”) are advised that only proxies from Shareholders of record can be recognized and voted upon at the Meeting. If Common Shares are listed in an account statement provided to Shareholders by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder’s name on the records of Next Hydrogen. Such Common Shares will more likely be registered under the

name of the Shareholder's broker or an agent of that broker. Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity.

There are two kinds of Beneficial Shareholders – those who object to their name being made known to the issuers of securities which they own (called “**OBOs**” for Objecting Beneficial Owners) and those who do not object to the issuers of securities they own knowing who they are (called “**NOBOs**” for Non-Objecting Beneficial Owners).

The Corporation has decided to take advantage of those provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) that permit it to directly deliver proxy-related materials to NOBOs who have not waived the right to receive such materials. As a result, NOBOs of the Corporation can expect to receive a form of proxy from the Corporation's registrar and transfer agent, TSX Trust. These proxies are to be completed and returned to TSX Trust following the instructions provided in the form. TSX Trust will tabulate the results of the proxies received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the proxies received by it. Should a NOBO wish to vote at the Meeting in person, the NOBO must, as set forth in the form of proxy, print their name in the Appointee box and return it to TSX Trust. This will grant the NOBO the right to attend the Meeting and vote in person. NOBOs that wish to change their vote must, in sufficient time in advance of the Meeting, contact TSX Trust to change their vote. These securityholder materials are being sent to registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the securities on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from OBOs in advance of the Meeting. Every intermediary/broker has its own mailing procedures and provides its own return instructions which should be carefully followed by OBOs in order to ensure that their Common Shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). The Corporation does not know the names of the OBOs. As a result, OBOs will not be recognized at the Meeting for the purposes of voting their Common Shares in person or by proxy, without following the procedures set out by their broker or its agent. Broadridge typically mails the proxy-related materials to the OBOs along with a scannable voting instruction form (“**VIF**”). The OBO is requested to complete and return their voting instructions to them as directed. Broadridge then tabulates the results of all instructions received and provides the appropriate instructions respecting the voting of the Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a VIF cannot use that VIF to vote Common Shares directly at the Meeting as the Beneficial Shareholder's voting instructions must be returned, as directed, well in advance of the Meeting in order to have the Common Shares voted. Beneficial Shareholders may revoke their VIFs in accordance with the procedure established by their broker or its agent. Management of the Corporation does not intend to pay for intermediaries to forward to OBOs under NI 54-101 the Meeting materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*, and in the case of an OBO, the OBO will not receive the Meeting materials unless the OBO's intermediary assumes the cost of delivery.

If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance. All references to shareholders in this Information Circular and the accompanying Instrument of Proxy and Notice of Meeting are to shareholders of record, unless specifically stated otherwise.

## VOTING AT THE VIRTUAL MEETING

The Meeting will be hosted virtually via live audio webcast at <https://virtual-meetings.tsxtrust.com/en/1644>, using the password “nexthydrogen2024”.

Registered Shareholders entitled to vote at the Meeting may attend and vote at the Meeting virtually by following the steps listed below:

1. Type in <https://virtual-meetings.tsxtrust.com/en/1644> on your browser at least 15 minutes before the Meeting starts.
2. Click on “**I have a control number**”.
3. Enter your 12-digit control number (on your proxy form).
4. Enter the password: **nexthydrogen2024** (case sensitive).
5. When the ballot is opened, click on the “Voting” icon. To vote, simply select your voting direction from the options shown on screen and click Submit. A confirmation message will appear to show your vote has been received.

Beneficial Shareholders entitled to vote at the Meeting may vote at the Meeting virtually by following the steps listed below:

1. Appoint yourself as proxyholder by writing your name in the space provided on the form of proxy or VIF.
2. Sign and send it to your intermediary, following the voting deadline and submission instructions on the VIF.
3. Obtain a control number by contacting TSX Trust Company by emailing [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) the "Request for Control Number" form, which can be found here <https://tsxtrust.com/resource/en/75>.
4. Type in <https://virtual-meetings.tsxtrust.com/en/1644> on your browser at least 15 minutes before the Meeting starts.
5. Click on “**I have a control number**”.
6. Enter your 12-digit control number (on your proxy form).
7. Enter the password: **nexthydrogen2024** (case sensitive).
8. When the ballot is opened, click on the “Voting” icon. To vote, simply select your voting direction from the options shown on screen and click Submit. A confirmation message will appear to show your vote has been received.

If you are a registered shareholder and you want to appoint someone else (other than the Management nominees) to vote online at the Meeting, you must first submit your proxy indicating who you are appointing. You or your appointee must then register with TSX Trust in advance of the Meeting by emailing [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) the "Request for Control Number" form, which can be found here <https://tsxtrust.com/resource/en/75>.

If you are a non-registered shareholder and want to vote online at the Meeting, you must appoint yourself as proxyholder and register with TSX Trust in advance of the Meeting by emailing [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) the "Request for Control Number" form, which can be found here <https://tsxtrust.com/resource/en/75>.

Registered shareholders and proxyholders attending the meeting with their control number may ask questions during the meeting by typing in the chat box in the messaging screen available on the online platform. Questions sent via the online platform will be moderated prior to being sent to the Chair.

Guests can also listen to the Meeting by following the steps below:

1. Type in <https://virtual-meetings.tsxtrust.com/en/1644> on your browser at least 15 minutes before the Meeting starts. Please do not do a Google Search. Do not use Internet Explorer.
2. Click on “**I am a Guest**”.

If you have any questions or require further information with regard to voting your Common Shares, please contact TSX Trust Company toll-free in North America at 1-866-600-5869 or by email at [tmxinvestorservices@tmx.com](mailto:tmxinvestorservices@tmx.com).

## INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No person who has been a director or executive officer of the Corporation at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon except as disclosed in this Information Circular under the heading “*Matters to be Considered at the Meeting – Election of Directors*”.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

### Voting Rights

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without nominal or par value. As at the date of this Information Circular, 22,903,468 Common Shares are issued and outstanding. Each Common Share carries the right to one vote on any matter properly coming before the Meeting or any adjournment or postponement thereof.

### Record Date

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting or any adjournment or postponement thereof is April 16, 2024 (the “**Record Date**”).

The Corporation will prepare or cause to be prepared a list of the Shareholders recorded as holders of Common Shares on its register of Shareholders as of the close of business on the Record Date, each of whom shall be entitled to vote the Common Shares shown opposite their name on the list at the Meeting or any adjournment or postponement thereof, except to the extent that: (i) any such Shareholder has transferred ownership of any of their Common Shares subsequent to the Record Date; and (ii) the transferee produces properly endorsed share certificates evidencing the transfer or otherwise establishes that the transferee owns the transferred Common Shares and demands, not later than ten (10) days before the Meeting, that they be included on the list of Shareholders entitled to vote at the Meeting, in which case the transferee will be entitled to vote the transferred Common Shares at the Meeting or any adjournment or postponement thereof.

In addition, persons who are Beneficial Shareholders as of the Record Date will be entitled to exercise their voting rights in accordance with the procedures established under NI 54-101. See “*Advice to Beneficial Shareholders*.”

### Principal Holders of Common Shares

To the knowledge of the directors and executive officers of the Corporation, no person or company beneficially owns, or controls or directs, directly or indirectly, 10% or more of the issued and outstanding Common Shares as at the date of this Information Circular, except as follows:

Shareholder Name	Number of Shares	Percentage of Common Shares Beneficially owned, or Controlled or directed, Directly or Indirectly
Allan MacKenzie	3,820,252 <sup>(1)</sup>	16.68%

**Note:**

(1) Mr. MacKenzie owns 303,800 shares directly (1.33%) and 3,516,452 shares through Disruptive Ventures Inc. (15.35%).

### Quorum

Under the articles of the Corporation (the “**Articles**”), the quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.

## MATTERS TO BE ACTED UPON AT THE MEETING

To the knowledge of the board of directors of the Corporation (the “**Board**”), the only matters to be brought before the Meeting are those matters set forth in the Notice of Meeting.

### 1. Financial Statements

At the Meeting, the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2023, together with the notes thereto and the auditors’ report thereon (the “**Financial Statements**”), will be presented. Shareholder approval of the Financial Statements is not required and no formal action will be taken at the Meeting to approve the Financial Statements.

In accordance with applicable laws, the Financial Statements have been delivered to Beneficial Shareholders who have requested copies of the Corporation’s annual financial statements and to registered Shareholders who have not informed the Corporation in writing that they do not wish to receive copies of annual financial statements of the Corporation. The Financial Statements are available on the System for Electronic Document Analysis and Retrieval+ (“**SEDAR+**”) at [www.sedarplus.ca](http://www.sedarplus.ca) under the Corporation’s profile.

### 2. Fixing Number of Directors to be Elected at the Meeting

At the Meeting, it will be proposed that seven (7) directors be elected to hold office for the next ensuing year, subject to the provisions of the Articles of the Corporation relating to subsequent appointments by the Board. Management therefore intends to place before the Meeting, for approval, with or without modification, a resolution fixing the number of directors to be elected until the next annual meeting of Shareholders, subject to the Articles of the Corporation relating to subsequent appointments by the Board, at seven (7) members.

The foregoing ordinary resolution must be approved by a simple majority of the votes cast at the Meeting by the Shareholders voting in person or by proxy. **The Board believes the passing of the above resolution is in the best interests of the Corporation and recommends that the Shareholders vote IN FAVOUR of the resolution. Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies in favour of the ordinary resolution fixing the number of directors to be elected at the Meeting at seven (7).**

### 3. Election of Directors

The Corporation currently has seven (7) directors, all of whom are being nominated for re-election. At the Meeting, Shareholders will be asked to elect the seven (7) nominees set forth in the table below as directors of the Corporation, to hold office until the next annual general meeting of Shareholders or until their successors are duly elected or appointed. Each of the nominees elected as a director of the Corporation will hold office until the next annual general meeting of Shareholders or until his/her successor is duly elected or appointed or his or her office is vacated earlier in accordance with the Articles and the provisions of the *Business Corporations Act* (British Columbia).

Each director nominee will be elected on an individual basis and not as a member of a slate. Management does not contemplate that any of such nominees will be unable to serve as directors.

The following is a brief description of the nominees, including the name and province or state and country of residence of each of the nominees, the date each first became a director of the Corporation, their principal occupation during the past five (5) years and the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by each of the foregoing as of the date of this Information Circular.

The Board believes the election of the below named nominees as directors of the Corporation is in the best interests of the Corporation, and recommends that the Shareholders vote IN FAVOUR of electing the nominees. Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies in favour of the election of the nominees set forth in the table below as directors of the Corporation.

<u>Name and Municipality of Residence</u>	<u>Director Since</u>	<u>Principal Occupation for Past Five Years</u>	<u>Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly<sup>(1)</sup></u>
<b>Raveel Afzaal</b> <sup>(2)</sup> <i>Ontario, Canada</i>	March 16, 2021	CEO, Next Hydrogen	81,874
<b>Walter Howard</b> <sup>(5)(6)</sup> <i>Connecticut, USA</i>	October 9, 2018	Former CEO and Current Director, Next Hydrogen	240,845
<b>Matthew Fairlie</b> <sup>(4)</sup> <i>Ontario, Canada</i>	May 7, 2018	Former CEO and Current Director, Next Hydrogen	94,036
<b>Allan MacKenzie</b> <sup>(3)(5)</sup> <i>Alberta, Canada</i>	May 7, 2018	Owner, Disruptive Ventures Inc.	3,820,252
<b>Jens Peter Clausen</b> <sup>(6)</sup> <i>Nevada, USA</i>	March 16, 2021	EVP of Manufacturing and Sustainability, General Motors	Nil
<b>Susan Uthayakumar</b> <sup>(4)(5)</sup> <i>Florida, USA</i>	June 24, 2021	Chief Sustainability Officer of Prologis	Nil
<b>Anthony Guglielmin</b> <sup>(4)(6)</sup> <i>Vancouver, Canada</i>	June 24, 2021	Interim CEO of Westport Fuel Systems (August 2023 to January 2024); Senior Vice President and Chief Financial Officer of Ballard Power Systems (retired 2021)	10,000

**Notes:**

- (1) Information respecting the number of Common Shares beneficially owned, or over which control or direction is exercised, directly or indirectly, as at the date of this Information Circular has been furnished to the Corporation by the above named individuals, on an undiluted basis.
- (2) Raveel Afzaal has acted as Chief Executive Officer of the Corporation since February 1, 2021 and has worked with the Corporation since October 1, 2020.
- (3) Mr. MacKenzie owns 303,800 shares directly (1.33%) and 3,516,452 shares through Disruptive Ventures Inc. (15.35%).
- (4) Member of the Audit Committee.
- (5) Member of the Compensation Committee.
- (6) Member of the Governance and Nominating Committee.

**Raveel Afzaal, Chief Executive Officer, President and Director, Age 41**

Mr. Afzaal brings deep capital markets expertise through a career in equity research over the past decade with a focus on Sustainability and Industrial Technologies. Prior to joining Next Hydrogen, he was an equity research analyst covering the Canadian Sustainability and Special Situations verticals for Canaccord Genuity. During his equity research career, Mr. Afzaal was ranked in Brendan Wood surveys based on Buy Side nominations as well as by

Thomson Reuters for estimates accuracy. Prior to joining equity research, Mr. Afzaal worked in venture capital with XPV Capital. He graduated with a Bachelor of Mathematics and a Bachelor of Arts (Economics) from the University of Waterloo. He is also a CFA charter holder.

**Walter Howard, Director, Age 72**

Mr. Howard brings extensive experience in operations, business development, finance, and M&A in the utility industry. He has held CEO, EVP and SVP positions with innovators in related syngas, wind energy, and cogeneration firms including Westinghouse Plasma Corp, Zegen, Noble Environmental Power (developer/owner of 486 wind turbines), General Electric Capital, and US Generating, as well as the water industry. Mr. Howard serves as Chairman of Bioenergy Development Holdco LLC, and Director of BayoTech Holdings, LLC. Mr. Howard's career spans more than 35 years of successfully executed technology development and implementation, project development and execution, and project finance. His projects have won multiple industry awards. He holds a Master's degree in Engineering from Cornell University and an MBA from Harvard University.

**Matthew Fairlie, Director, Age 69**

Mr. Fairlie is the former CTO and Executive VP of Stuart Energy Systems where he pioneered new concepts in water electrolyzer systems. He is also a former Vice Chair of the National Hydrogen Association in Washington, the former Chairman of the Hydrogen Business Council of Canada and is a Director of the California Hydrogen Business Council. Mr. Fairlie holds an MSc in Physics from the University of Toronto and a DBA from Queens Business School in Kingston, Ontario.

**Allan MacKenzie, Director, Age 60**

Mr. MacKenzie is a private equity investor with more than 25 years experience of leading private equity and venture capital investments in energy, Internet, and Environmental, Social and Governance (“ESG”) companies. Previously a partner in Octane Venture Partners, an energy technology fund, he now exclusively invests on his own account through his personal investment vehicle Disruptive Ventures. Mr. MacKenzie is presently the Chair of MetOx a high temperature superconducting wire manufacturer and was formerly the CFO of Quack.com which raised \$4.5 million and was purchased 18 months later for \$200 million by AOL. He holds degrees in Economics and Engineering from Stanford University and an MBA from Ivey Business school.

**Jens Peter Clausen, Director, Age 52**

Mr. Clausen has held executive roles in manufacturing, engineering, and technology development at LEGO Group, Tesla, Zymergen and Google. Currently he is EVP of Manufacturing and Sustainability at General Motors. Over the span of his career, he has led large operations teams in Hungary, Mexico, and the United States. His career highlights include co-creating the manufacturing network strategy at LEGO, building manufacturing capabilities at Tesla's Gigafactory 1 from the ground up, leading powertrain manufacturing for model S, X and 3 at Tesla, and creating advanced materials based on genetically engineered microbiology at Zymergen. Mr. Clausen holds a bachelor's degree in industrial engineering with a diploma in leadership from Aarhus University and a master's degree within management of innovation and technology from Aalborg University.

**Susan Uthayakumar, Director, Age 52**

Ms. Uthayakumar is a business executive with almost 25 years of experience in finance and executive management, who currently serves as Chief Sustainability and Energy Officer of Prologis. She was previously with Schneider Electric, an energy technology company, for 17 years, serving most recently as President of Schneider Electric Canada, with overall responsibility for Canadian operations. She began her career as a CA with Deloitte, where she held positions of increasing responsibilities before joining McCain, where she executed global growth strategies and acquisitions across North America, Europe and Asia. Ms. Uthayakumar is a CA and CPA and has an Executive MBA from the Kellogg School of Management as well as a Bachelor of Arts and a Master of Accounting from the University of Waterloo.

**Anthony Guglielmin, Director, Age 66**

Mr. Guglielmin is a seasoned executive and corporate director, having served as interim CEO at Westport Fuel Systems from August 2023 to January 2024 and retired in 2021 as SVP and Chief Financial Officer of Ballard Power Systems, a global leader in clean energy fuel cell products and solutions, having originally joined Ballard in June 2010. Mr. Guglielmin holds a BA in Economics and Political Science and an MBA from McGill University. He also holds the Chartered Financial Analyst designation and is a member of the Financial Executives Institute. He serves on the Board of Westport Fuel Systems, Information Services Corporation, as well as a number of private and not-for-profit organizations.

Key Areas of Expertise	Raveel Afzaal	Walter Howard	Matthew Fairlie	Allan MacKenzie	Jens Peter Clausen	Susan Uthayakumar	Anthony Guglielmin
Accounting/ Audit / Financial Expertise							
Capital Markets							
C-Suite Leadership							
Digital, Technology and Information Security							
Engineering Experience							
Global Experience							
Governance/ Board							
Mergers and Acquisitions							
Manufacturing Experience							
Marketing/ Sales / Brand Management							
Regulatory and Legal							
Relevant Industry Experience							
Risk Management							
Strategic Planning and Execution							
Sustainability/ ESG							
Talent Management and Compensation							
Expert               Proficient               Some Expertise							

**Cease Trade Orders**

To the knowledge of the Corporation, no proposed director of the Corporation (nor any personal holding company of any of such persons) is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation), that: (i) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation,

in each case that was in effect for a period of more than thirty (30) consecutive days (collectively, an “**Order**”), that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

### ***Bankruptcies***

To the knowledge of the Corporation, no proposed director of the Corporation (nor any personal holding company of any of such persons): (i) is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within the ten (10) years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### ***Penalties and Sanctions***

To the knowledge of the Corporation, no proposed director of the Corporation (nor any personal holding company of any of such persons) has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a proposed director.

## **4. Appointment of Auditors**

Management of the Corporation intends to nominate KPMG LLP (“**KPMG**”), Chartered Professional Accountants, of Toronto, Ontario, for appointment as the auditors of the Corporation, to hold office for the ensuing year until the close of the next annual general meeting of Shareholders or until KPMG is removed from office or resigns, at a remuneration to be fixed by the Board.

At the Meeting, shareholders will be asked to pass an ordinary resolution appointing KPMG to serve as auditors of the Corporation to hold office until the close of the next annual meeting of shareholders or until such firm is removed from office or resigns as provided by law, at a remuneration to be fixed by the Board.

**The Board believes the appointment of KPMG as auditors of the Corporation is in the best interests of the Corporation and recommends that the Shareholders vote IN FAVOUR of appointing KPMG as the auditors of the Corporation. Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies in favour of the appointment of KPMG as auditors of the Corporation.**

## **5. Issuance of Options in Excess of 10% Limit for Insiders**

The Equity Incentive Plan has restrictions for the granting of Options to Insiders in accordance with the policies of the TSXV. Disinterested Shareholder approval is required where the aggregate number of Common Shares that may be issued pursuant to the Equity Incentive Plan and any other share compensation arrangement to Insiders, as such term is defined by the TSX Venture Exchange’s (the “**TSXV**”) policies, exceeds 10% of the outstanding Common Shares at any point.

In order to properly incentivize and compensate certain Participants (as defined in the Equity Incentive Plan) and align such persons’ interests with those of the Corporation and the Shareholders, the Board granted an aggregate of 100,000 options to James Franchville under the Equity Incentive Plan on September 25, 2023 with an exercise price of \$0.75 per Common Share and an expiry date of five years from September 25, 2023 and 200,000 options to Robert Campbell

under the Equity Incentive Plan on November 22, 2023 with an exercise price of \$0.80 per Common Share and an expiry date of five years from November 22, 2023 (the “**2023 Awards**”). The 2023 Awards, along with the currently issued and outstanding 2,371,626 Options previously granted to Insiders of the Corporation will result in the Insiders of the Corporation holding options to acquire 11% of the issued and outstanding Common Shares which will exceed the 10% allowable limit of options granted to Insiders (as a group) without disinterested Shareholder approval.

At the Meeting, Shareholders will be asked to consider an ordinary resolution of disinterested Shareholders to approve, ratify and confirm the issuance of the 2023 Awards (the “**Awards Resolution**”). The 2023 Awards cannot be vested to unless and until the Awards Resolution is approved by disinterested Shareholders at the Meeting.

In order for the Awards Resolution to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting, excluding the votes, if any, cast by all Insiders of the Corporation to whom options may be granted under the Equity Incentive Plan, as well as the Affiliates and Associates (as defined in the policies of the TSXV) of such Insiders. As of the date hereof, the Insiders (together with their Affiliates and Associates) hold an aggregate of 4,868,097 Common Shares. All Common Shares held by Insiders (together with their Affiliates and Associates), including those held by the Chief Operating Officer, will be excluded from the vote to be held in respect of the Awards Resolution. At the Meeting, Shareholders will be asked to consider, and if thought appropriate, pass the following resolution:

“**BE IT RESOLVED**, as an ordinary resolution of the disinterested shareholders of Next Hydrogen Solutions Inc. (the “**Corporation**”), that:

1. The prior grant of the 100,000 options to James Franchville and the 200,000 options to Robert Campbell (the “**Options**”), which combined with the outstanding 2,371,626 options issued to directors and officers of the Corporation represents options to purchase 11% of the issued and outstanding common shares of the Corporation, which exceeds the 10% allowable limit of options issued to Insiders, as such term is defined in the policies of the TSX Venture Exchange (the “**TSXV**”), at any point in time is hereby approved, ratified and confirmed; and
2. any director or officer of the Corporation is authorized and directed for and in the name of and on behalf of the Corporation to execute and deliver or cause to be delivered all documents and to take any action which, in the opinion of that person, is necessary or desirable to give effect to this resolution.”

**The Board believes the Awards Resolution is in the best interests of the Corporation and recommends that the Shareholders vote IN FAVOUR of the Awards Resolution. Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies in favour of the Awards Resolution.**

## **6. Equity Incentive Plan Amendment**

The aggregate number of Common Shares reserved for issuance pursuant to Awards granted under the Equity Incentive Plan cannot exceed twenty percent (20%) of the Corporation’s total issued and outstanding Common Shares as of the date of approval of the Equity Incentive Plan, being 4,577,687 Common Shares.

In order to properly incentivize and compensate certain Participants and align such persons’ interests with those of the Corporation and the Shareholders, subject to receipt of Shareholder approval, the Board approved an amendment to the Equity Incentive Plan to amend the number of Awards reserved issuance pursuant to awards granted under the Equity Incentive Plan to twenty percent (20%) of the Corporation’s total issued and outstanding Common Shares as of the date hereof, being 4,580,694 Common Shares.

At the Meeting, Shareholders will be asked to consider an ordinary resolution of Shareholders to approve, ratify and confirm the amendment to the Equity Incentive Plan (the “**Plan Amendment Resolution**”).

In order for the Plan Amendment Resolution to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. At the Meeting, Shareholders will be asked to consider, and if thought appropriate, pass the following resolution:

**“BE IT RESOLVED**, as an ordinary resolution of the shareholders of Next Hydrogen Solutions Inc. (the **“Corporation”**), that:

1. The Corporation’s Equity Incentive Plan be amended to amend the number of Awards reserved issuance pursuant to awards granted under the Equity Incentive Plan to twenty percent (20%) of the Corporation’s total issued and outstanding Common Shares as of the date hereof, being 4,580,694 Common Shares; and
2. any director or officer of the Corporation is authorized and directed for and in the name of and on behalf of the Corporation to execute and deliver or cause to be delivered all documents and to take any action which, in the opinion of that person, is necessary or desirable to give effect to this resolution.”

**The Board believes the Plan Amendment Resolution is in the best interests of the Corporation and recommends that the Shareholders vote IN FAVOUR of the Plan Amendment Resolution. Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies in favour of the Plan Amendment Resolution.**

## **7. Other Business**

Management is not aware of any other matters to come before the Meeting, other than those set out in the Notice of Meeting. **If other matters come before the Meeting, it is the intention of the management designees named in the Instrument of Proxy to vote the same in accordance with their best judgment in such matters.**

## **EXECUTIVE COMPENSATION**

### **Oversight and Description of Director and Named Executive Officer Compensation**

#### *Compensation Objectives and Process*

The Board is responsible for setting the overall compensation strategy of the Corporation and administering the Corporation’s executive compensation program with input from the chief executive officer (the **“CEO”**) of the Corporation in respect of all executive officers, other than the CEO.

Executive officer compensation is determined by the Board, based in part on recommendations from the CEO. The Board recognizes the need to provide a compensation package that will attract and retain qualified and experienced executives, as well as align the compensation level of each executive to that executive’s level of responsibility. The Board believes that Next Hydrogen’s compensation plan is consistent with the companies it competes with for talent.

The objectives of Next Hydrogen’s compensation policies and practices include the following:

- attracting and retaining highly-qualified individuals;
- creating among directors, officers, consultants and employees, a corporate environment which will align their interests with those of the Shareholders; and
- ensuring competitive compensation that is also affordable for Next Hydrogen.

The objectives and reasons for this system of compensation are to allow Next Hydrogen to remain competitive compared to its peers in attracting experienced personnel. The salaries are set on the basis of a review and comparison of salaries paid to executives at similar companies.

Grants of options are designed to reward directors and officers for success on a similar basis as the Shareholders, although the level of reward provided by a particular option grant is dependent upon the volatile stock market.

***Any bonuses paid are allocated on an individual basis and are based on review by the Board of the work planned during the year and the work achieved during the year, administration, financing, shareholder relations and overall performance. The bonuses are paid to reward work done above the base level of expectations set by the base salary, wages or contractor payments. Risks of Compensation Policies and Practices***

As an alternative energy company, Next Hydrogen remains at risk of losing qualified personnel to companies with greater financial resources and it attempts to mitigate this risk wherever possible through appropriately written contracts.

The Corporation's compensation program is designed to provide directors and executive officers incentives for the achievement of near-term and long-term objectives, without motivating them to take unnecessary risk. As part of its review and discussion of executive compensation, the Board noted the following facts that discourage the Corporation's executives from taking unnecessary or excessive risk: (i) the Corporation's business strategy and related compensation philosophy; and (ii) the effective balance, in each case, between near-term and long-term focus, corporate and individual performance, and financial and non-financial performance.

Based on this review, the Board believes that the Corporation's total executive compensation program does not encourage executive officers to take unnecessary or excessive risk.

### ***Financial Instruments***

The Corporation has not implemented any policies, which restrict its executive officers and directors from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the executive officer or director.

### ***Elements of Compensation***

The compensation program is designed to provide competitive levels of compensation. Next Hydrogen recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, Next Hydrogen's directors and officers may receive compensation that comprises three components:

- base salary, wages or contractor payments;
- incentive bonuses; and
- option grants.

### ***Base Salaries***

The objectives of the base salary are to provide compensation in accord with market value, and to acknowledge the competencies and skills of individuals. The base salary paid to NEOs is reviewed annually by the board of Next Hydrogen as part of the annual review of executive officers (and such practice will be continued by the Board). The decision whether to grant an increase to the executive's base salary and the amount of any such increase will be in the sole discretion of the Board.

### ***Incentive Bonuses***

Incentive bonuses in the form of cash payments are designed to add a variable component of compensation, based on corporate and individual performances for executive officers and employees.

### ***Stock Options and DSUs***

With respect to the granting of stock options ("**Options**") to purchase Common Shares of the Corporation and deferred

share units of the Corporation (“DSUs”) pursuant to the Corporation’s Equity Incentive Plan, the CEO of the Corporation recommends to the Board the individual equity incentive awards for each executive officer and director. The Board considers these recommendations when making final decisions on compensation for those executive officers and directors. The Board relies on advice from external consultants and market reports to determine the appropriateness of awards under the Equity Incentive Plan. Options and DSUs under the Equity Incentive Plan are awarded to executive officers and directors by the Board based upon the level of responsibility and contribution of the individuals towards the Corporation’s goals and objectives. Previous grants of Options to a particular individual are taken into account when considering future grants of Options and DSUs to that particular individual.

### Director and Named Executive Officer Compensation, Excluding Compensation Securities

For the purposes of the following statement of executive compensation, “Named Executive Officer” means each of the following individuals: (a) a chief executive officer; (b) a chief financial officer; (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the chief executive officer and chief financial officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 of National Instrument 51-102 – Continuous Disclosure Obligations, for that financial year; and (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity at the end of that financial year.

The following table is a summary of compensation paid during the years ended December 31, 2022 and December 31, 2023 to the Corporation’s Named Executive Officers in connection with their employment as officers of the Corporation and to the directors of the Corporation.

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Value of perquisites (\$)	Value of all other compensation (\$) <sup>1</sup>	Total compensation (\$)
<b>Raveel Afzaal</b> , CEO, President and Director	2023	\$225,000	\$28,755	\$NIL	\$10,865	\$264,620
	2022	\$215,247	\$21,600	\$NIL	\$10,231	\$247,078
<b>Rohan Advani</b> , Chief Financial Officer	2023	\$225,000	\$41,388	\$NIL	\$1,200	\$267,588
	2022	\$8,654	\$NIL	\$136,200	\$NIL	\$144,854
<b>Michael Stemp</b> , Chief Technology Officer	2023	\$250,000	\$29,344	\$NIL	\$2,645	\$281,989
	2022	\$221,117	\$21,593	\$193,000	\$1,875	\$437,585
<b>Jim Hinatsu</b> , Chief Product Officer	2023	\$250,000	\$27,961	\$NIL	\$NIL	\$277,961
	2022	\$221,117	\$21,593	\$193,000	\$NIL	\$435,710
<b>Matthew Fairlie</b> , Director	2023	\$118,365	\$NIL	\$NIL	\$NIL	\$118,365
	2022	\$94,000	\$NIL	\$25,000	\$NIL	\$119,000
<b>Walter Howard</b> , Director	2023	\$50,000	\$NIL	\$NIL	\$NIL	\$50,000
	2022	\$25,000	\$NIL	\$25,000	\$748	\$50,748

<b>Name and position</b>	<b>Year</b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)<sup>1</sup></b>	<b>Total compensation (\$)</b>
<b>Allan MacKenzie,</b> Director	2023	\$50,000	\$NIL	\$NIL	\$NIL	\$50,000
	2022	\$NIL	\$NIL	\$50,000	\$NIL	\$50,000
<b>Jens Peter Clausen,</b> Director	2023	\$50,000	\$NIL	\$NIL	\$NIL	\$50,000
	2022	\$NIL	\$NIL	\$50,000	\$NIL	\$50,000
<b>Michael Pyle<sup>1</sup>,</b> Director	2023	\$25,000	\$NIL	\$NIL	\$NIL	\$25,000
	2022	\$25,000	\$NIL	\$25,000	\$NIL	\$50,000
<b>Susan Uthayakumar,</b> Director	2023	\$50,000	\$NIL	\$NIL	\$NIL	\$50,000
	2022	\$25,000	\$NIL	\$25,000	\$NIL	\$50,000
<b>Anthony Guglielmin,</b> Director	2023	\$50,000	\$NIL	\$NIL	\$NIL	\$50,000
	2022	\$25,000	\$NIL	\$25,000	\$NIL	\$50,000

**Notes:**

(1) Michael Pyle resigned as Director as of July 13, 2023.

**Stock Options and Other Compensation Securities**

There have been no compensation securities granted or issued to each Named Executive Officer and director of the Corporation for the most recently completed financial year-end of December 31, 2023.

**Stock Option Plans and Other Incentive Plans**

On June 21, 2022, shareholders approved the Equity Incentive Plan. The Corporation has no other incentive plans other than the Equity Incentive Plan. The Equity Incentive Plan is administered by the Board and all decisions and implementations of the Board respecting the Equity Incentive Plan or securities granted thereunder shall be conclusive and binding on the Corporation and on the grantees. The Board may, at any time and from time to time, grant securities under the Equity Incentive Plan on terms and conditions to be determined by the Board from time to time, subject to the conditions contained in the Equity Incentive Plan.

The following is a summary of the Equity Incentive Plan.

- Under the Equity Incentive Plan, the Corporation can grant Options and Deferred Share Units (collectively, “Award”) to eligible participants.
- All directors, employees and consultants are eligible to participate in the Equity Incentive Plan. Participation in the Equity Incentive Plan is voluntary and eligibility to participate does not confer upon any director, employee or consultant any right to receive any grant of an Award pursuant to the Equity Incentive Plan.
- The aggregate number of Common Shares reserved for issuance pursuant to Awards granted under the Equity Incentive Plan cannot exceed twenty percent (20%) of the Corporation’s total issued and outstanding Shares as of the date of approval of the Equity Incentive Plan.

As of December 31, 2023, the Corporation had 3,171,626 Options outstanding, which represents 13.9% of outstanding Common Shares and 120,256 DSUs outstanding, which represents 0.5% of outstanding Common Shares. The aggregate number of Shares reserved for issuance pursuant to Awards granted under the Equity Incentive Plan is 4,580,694.

### **Employment, Consulting and Management Agreements**

Next Hydrogen has entered into the following employment or consulting contracts with its NEOs and directors as of the date of this Information Circular:

#### ***Raveel Afzaal – CEO, President and Director***

Mr. Afzaal provides his services to Next Hydrogen in accordance with the terms of an employment agreement dated October 1, 2020. Mr. Afzaal is paid an annual base salary of \$225,000, which is payable in accordance with Next Hydrogen's practices and procedures. In addition to the base salary, Mr. Afzaal is entitled to participate in the performance bonus program of Next Hydrogen and is also entitled to be granted stock options on a discretionary basis. Next Hydrogen may terminate Mr. Afzaal without cause provided that Mr. Afzaal is provided with: (a) the amount of earned but unpaid base salary up to and including the date of termination; (b) any accrued but unused vacation pay; (c) any properly incurred expenses prior to the date of termination; and (d) the necessary termination notice (or termination pay) deliverable pursuant to the *Employment Standards Act* (Ontario).

#### ***Rohan Advani – Chief Financial Officer***

Mr. Advani provides his services to Next Hydrogen in accordance with the terms of an employment agreement dated October 28, 2022. Pursuant to the terms of Mr. Advani's employment agreement, he is paid an annual base salary of \$225,000, which is payable in accordance with Next Hydrogen's practices and procedures. In addition to the base salary, Mr. Advani is entitled to participate in the performance bonus program of Next Hydrogen and is also entitled to be granted stock options on a discretionary basis. Next Hydrogen may terminate Mr. Advani without cause provided that Mr. Advani is provided with: (a) the amount of earned but unpaid base salary up to and including the date of termination; (b) any accrued but unused vacation pay; (c) any properly incurred expenses prior to the date of termination; and (d) the necessary termination notice (or termination pay) deliverable pursuant to the *Employment Standards Act* (Ontario).

#### ***Michael Stemp – Chief Technology Officer***

Mr. Stemp provides his services to Next Hydrogen in accordance with the terms of an employment agreement dated November 16, 2020. Pursuant to the terms of Mr. Stemp's employment agreement, he is paid an annual base salary of \$250,000, which is payable in accordance with Next Hydrogen's practices and procedures. In addition to the base salary, Mr. Stemp is entitled to participate in the performance bonus program of Next Hydrogen and is also entitled to be granted stock options on a discretionary basis. Next Hydrogen may terminate Mr. Stemp without cause provided that Mr. Stemp is provided with: (a) four weeks additional notice or pay in lieu of notice should the termination occur within the first two years of employment; and (b) for every completed year of service thereafter, four weeks for each additional year of employment for a maximum of 52 weeks. Mr. Stemp has been employed with Next Hydrogen since incorporation.

#### ***Jim Hinatsu – Chief Product Officer***

Mr. Hinatsu provides his services to Next Hydrogen in accordance with the terms of an employment agreement dated December 21, 2020. Pursuant to the terms of Mr. Hinatsu's employment agreement, he is paid an annual base salary of \$250,000, which is payable in accordance with Next Hydrogen's practices and procedures. In addition to the base salary, Mr. Hinatsu is entitled to participate in the performance bonus program of Next Hydrogen and is also entitled to be granted stock options on a discretionary basis. Next Hydrogen may terminate Mr. Hinatsu without cause provided that Mr. Hinatsu is provided with: (a) four weeks additional notice or pay in lieu of notice should the termination occur within the first two years of employment; and (b) for every completed year of service thereafter, four weeks for each additional year of employment for a maximum of 52 weeks. Mr. Hinatsu has been employed with Next Hydrogen

since incorporation. Mr. Hinatsu was appointed as Chief Product Officer on May 15, 2023, prior to this date, he acted as Chief Operating Officer.

### ***Estimated Incremental Payments***

The following table sets forth the estimated incremental payments and benefits that would be received by the Named Executive Officers following a “change of control” or termination without cause of the Corporation, had such event occurred on December 31, 2023.

Name and position	Employment Agreements (\$)	Equity Incentive Plan <sup>1</sup> (\$)	Total (\$)
<b>Raveel Afzaal,</b> CEO and President	\$12,981	\$18,000	\$30,981
<b>Rohan Advani,</b> CFO	\$8,654	\$NIL	\$8,654
<b>Michael Stemp,</b> Chief Technology Officer	\$38,462	\$NIL	\$38,462
<b>Jim Hinatsu,</b> Chief Product Officer	\$38,462	\$NIL	\$38,462

**Note:**

(1) Represents the in-the-money value of vested stock options as of December 31, 2023, including any accelerated vesting provisions that would be triggered as a result of termination.

### **Oversight and Description of Director and Named Executive Officer Compensation**

The compensation committee (the “**Compensation Committee**”) reviews directors’ compensation once a year, taking into consideration the compensation paid to directors of comparable publicly traded Canadian companies. The Compensation Committee also decides the compensation of the Corporation’s officers based on industry standards and the Corporation’s financial situation. In addition, the Compensation Committee assists the Board in its oversight of executive and director compensation, including with respect to: (i) reviewing and approving corporate goals and objectives relevant to CEO compensation, evaluating the CEO’s performance in light of these goals and objectives and, either as a committee or together with other independent directors, determining and approving the CEO’s compensation level based on such evaluation; (ii) recommending to the Board non-CEO compensation, incentive-based plans, equity-based plans and policies relating to the determination and payment of bonuses, if any; (iii) reviewing compensation disclosure in public documents, and producing the Compensation Committee’s annual report on executive compensation, in accordance with applicable rules and regulations; and (iv) performing any other activities consistent with the mandate of the Compensation Committee.

The following are the members of the Compensation Committee: Susan Uthayakumar (Chair), Allan MacKenzie, and Walter Howard.

### **Pension Disclosure**

The Corporation does not have a pension plan or any other plan that provides for payments or benefits at, following or in connection with retirement and is not currently providing a pension to any directors of the Corporation or Named Executive Officers. The Corporation does not have a deferred compensation plan.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets forth the Corporation’s equity compensation plans under which equity securities are authorized for issuance as at December 31, 2023, the end of the most recently completed financial year.

<u>Plan Category</u>	<u>Number of Securities to be Issued Upon Exercise of Outstanding Options and DSUs</u>	<u>Weighted-Average Exercise Price of Outstanding Options and DSUs</u>	<u>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans</u>
Equity compensation plans approved by securityholders	3,291,882	\$2.38	1,288,812

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as set forth below, no director, proposed nominee for election as a director, executive officer, employee or former executive officer, director or employee of Next Hydrogen, or any associate of any such director, officer or employee is, or has been at any time since the beginning of the most recently completed financial year of Next Hydrogen, indebted to Next Hydrogen, nor, at any time since the beginning of the most recently completed financial year of Next Hydrogen has, any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Next Hydrogen.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS UNDER (1) SECURITIES PURCHASE AND (2) OTHER PROGRAMS						
Name and Principal Position	Involvement of Corporation or Subsidiary	Largest Amount Outstanding During the year ended December 31, 2023	Amount Outstanding as of the date hereof	Financially Assisted Securities Purchases During year ended December 31, 2023	Security for Indebtedness	Amount Forgiven During year ended December 31, 2023
Michael Stemp  CTO	The Corporation loaned \$62,662 to Mr. Stemp in connection with taxes paid on his behalf.	\$48,804	\$43,381	Nil	Nil	Nil
Raveel Afzaal  President, CEO and Director	The Corporation loaned \$33,951 to Mr. Afzaal in connection with taxes paid on his behalf.	\$26,443	\$23,504	Nil	Nil	Nil

Michael Stemp and Raveel Afzaal are on a plan to pay a portion of their loans down through each paycheck. The loan balance should be cleared in 3 years through this process.

### INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth herein, the Corporation is not aware of any material interest, direct or indirect, of any “informed person” of the Corporation, any proposed director of the Corporation or any associate or affiliate, of any of the foregoing in any transaction since the commencement of the Corporation’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the company or any of its subsidiaries.

For the purposes of the above, “informed person” means: (i) a director or executive officer of the Corporation; (ii) a director or executive officer of a company that is itself an informed person or subsidiary of the Corporation; (iii) any

person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than ten per cent (10%) of the voting rights attached to all outstanding voting securities of the Corporation other than voting securities held by the person or company as underwriter in the course of a distribution; and (iv) the Corporation, after having purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

There are potential conflicts of interest to which all of the directors and officers of the Corporation may be subject in connection with the operations of the Corporation. All of the directors and officers are engaged in and will continue to be engaged in corporations or businesses, including publicly traded corporations, which may be in competition with the business of the Corporation. Accordingly, situations may arise where all of the directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (British Columbia).

### **APPOINTMENT OF AUDITOR**

Except where authorization to vote with respect to the appointment of auditors is withheld, the persons named in the accompanying form of proxy intend to vote in favour of the appointment of KPMG LLP, Chartered Professional Accountants, as the auditors of the Corporation until the next annual meeting of shareholders. KPMG LLP was appointed auditor of the Corporation effective May 10, 2022 as approved by the shareholders of the Corporation.

### **MANAGEMENT CONTRACTS**

The Corporation has no management contracts or other arrangement in place where management functions are performed by a person or company other than the directors or executive officers of the Corporation.

### **CORPORATE GOVERNANCE DISCLOSURE**

#### **General**

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) requires the Corporation to disclose information about its corporate governance practices that they have adopted. This disclosure must be made in accordance with the corporate governance guidelines contained in National Policy 58-201 *Corporate Governance Guidelines* (“NI 58-201”). NI 58-201 provides guidance on corporate governance practices. Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. The Board is committed to sound corporate governance practices, which are both in the interest of its Shareholders and contribute to effective and efficient decision making.

The following information is provided in accordance with Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)* under NI 58-101.

#### **Board of Directors**

The Board, which is responsible for supervising the management of the business and affairs of the Corporation, is currently comprised of eight (8) directors. Following the Meeting, it is anticipated that there will be seven (7) directors; of which five (5) are independent, as such term is defined in NI 58-101 and National Instrument 52-110 *Audit Committees* (“NI 52-110”). Raveel Afzaal is not independent by virtue of being a member of the Corporation’s management. Matthew Fairlie is not considered to be independent, as he served Executive Vice Chair of Next Hydrogen for a period of time during the last three years.

The Board has plenary power to manage and supervise the management of the business and affairs of the Corporation and to act in the best interest of the Corporation. The Board is responsible for the overall stewardship of the Corporation and approves all significant decisions that affect the Corporation before they are implemented. The Board also considers their implementation and reviews the results.

## Directorships

Certain of the Corporation's directors or nominee directors are currently directors or have served as directors of reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

<u>Name</u>	<u>Name and Jurisdiction of Reporting Issuer</u>	<u>Name of Trading Market(s)</u>	<u>From</u>	<u>To</u>
Allan MacKenzie	Return on Innovation Fund Inc.	N/A	September 2004	October 2020
Anthony Guglielmin	Information Services Corp.	TSX	July 2013	Present
Anthony Guglielmin	Westport Fuel Systems Inc.	TSX/NASDAQ	January 2021	Present

## Orientation and Continuing Education of Board Members

The Corporation currently does not have any formal orientation or continuing education programs in place for new directors, however the Corporation expects to provide such orientation on an informal basis. The Board will review this process at its discretion. Directors are encouraged to visit the Corporation's facilities, to interact with management and employees and to stay abreast of industry developments and the evolving business of the Corporation.

## Ethical Business Conduct

The Board is of the view that the fiduciary duties placed on individual directors pursuant to corporate legislation and the common law, and the conflict of interest provisions under corporate legislation which restricts an individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation. Further, the Board has adopted a Code of Business Conduct & Ethics which provides a general statement of the Corporation's expectations regarding the ethical standards that each director, officer, and employee should adhere to while acting on behalf of the Corporation. The Board also encourages and promotes a culture of ethical business conduct by appointing directors who demonstrate integrity and high ethical standards in their business dealings and personal affairs.

## Nomination of Directors

The corporate governance and nominating committee (the "**Governance and Nominating Committee**") is responsible for establishing sound corporate governance practices that are in the interest of shareholders and contribute to effective and efficient decision-making and filling vacancies on the Board and recommending potential nominees for directors. The Governance and Nominating Committee analyzes the needs of the Board when vacancies arise and identify and propose new nominees who have the necessary competencies and characteristics to meet those needs. In order to foster an objective nomination process, the independent members of the Board will be encouraged to recommend nominees for the Board. In addition, the Governance and Nominating Committee is expected to have responsibilities for, amongst other things, monitoring and ensuring board independence, establishing procedures for Board meetings to ensure that board members possess an appropriate balance of skills and areas of expertise needed to effectively govern the Corporation's affairs, establishing position descriptions for the key members of the Board and senior management and overseeing the Board's diversity, renewal, orientation and continuing education.

The following are the members of the Governance and Nominating Committee: Walter Howard (Chair), Jens Peter Clausen and Anthony Guglielmin.

## **Compensation**

The Compensation Committee reviews directors' compensation once a year, taking into consideration the compensation paid to directors of comparable publicly traded Canadian companies. The Compensation Committee also decides the compensation of the Corporation's officers based on industry standards and the Corporation's financial situation. In addition, the Compensation Committee assists the Board in its oversight of executive and director compensation, including with respect to: (i) reviewing and approving corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of these goals and objectives and, either as a committee or together with other independent directors, determining and approving the CEO's compensation level based on such evaluation; (ii) recommending to the Board non-CEO compensation, incentive-based plans, equity-based plans and policies relating to the determination and payment of bonuses, if any; (iii) reviewing compensation disclosure in public documents, and producing the Compensation Committee's annual report on executive compensation, in accordance with applicable rules and regulations; and (iv) performing any other activities consistent with the mandate of the Compensation Committee.

The following are the members of the Compensation Committee: Susan Uthayakumar (Chair), Allan MacKenzie, and Walter Howard.

## **Other Board Committees**

The Board has no standing committees other than the Audit Committee (as hereafter defined), Compensation Committee and the Governance and Nominating Committee.

## **Assessment of Directors, the Board and Board Committees**

The Board monitors the adequacy of information given to directors, the communications between the Board and management and the strategic direction and processes of the Board and its committees, to satisfy itself that the Board, its committees and its individual directors are performing effectively.

## **SOCIAL AND ENVIRONMENTAL POLICIES**

### **ESG Vision**

Next Hydrogen believes the significant technological innovations underway to generate, store and use green energy will drive a safer and cleaner future. The Corporation's mission is to drive a step change reduction in clean hydrogen generation costs from renewable energy sources and enable wide-spread adoption of hydrogen solutions to decarbonize the global economy.

Next Hydrogen also believes that integrating sustainable business practices into their operations and culture is both consistent with their core values and critical to its long-term success.

### **ESG Initiatives and Commitments**

#### ***Sustainable Products***

Hydrogen production from green energy can dramatically reduce carbon footprints while enhancing reliability of supply. Water electrolysis is the only means to produce green hydrogen, and Next Hydrogen's electrolyzers were created to capture the entire output range of intermittent or fluctuating sources of electrical power, allowing for integration with renewable power generation.

#### ***ESG Policies***

During 2021, Next Hydrogen developed policies to strengthen their ability to manage its most material ESG risks. The following policies remain active for 2024:

- Code of Business Conduct and Ethics
- Diversity Equity Inclusion and Belonging Policy
- Health Safety and Environment Policy

### ***Executive and Board Diversity***

Next Hydrogen’s commitment to building and fostering a fair and inclusive workplace is reflected in the composition of its Board of Directors and executive team. The Corporation’s proposed seven-person Board includes one woman (14.3%) and two racialized people (28.6%). In addition, three of Next Hydrogen’s senior executives are racialized (50%).

### ***Suppliers***

The Corporation seeks out vendors that offer products with a focus on sustainability. For example, the Corporation utilizes a system that allows it to minimize the environmental impacts of its office supply purchases, and its cash balances are held in a “green” deposit account that funds loans for environmentally focused projects.

## **AUDIT COMMITTEE**

The Corporation is subject to NI 52-110, which prescribes certain requirements in relation to audit committees. The following information is provided in accordance with Form 52-110F2 – *Disclosure by Venture Issuers* under NI 52-110.

### **Audit Committee Charter**

The audit committee (the “**Audit Committee**”) is a committee of the Board established for the purpose of overseeing the accounting and financial reporting processes of the Corporation and annual external audits of the financial statements. The Audit Committee has formally set out its responsibilities and compensation requirements in fulfilling its oversight in relation to the Corporation’s internal accounting standards and practices, financial information, accounting systems and procedures. The Audit Committee Charter is set forth in Schedule “A” attached hereto.

### **Composition of the Audit Committee**

The following individuals are the members of the Audit Committee: Anthony Guglielmin (Chair), Matthew Fairlie, and Susan Uthayakumar. All Audit Committee members are financially literate and all members of the Audit Committee are independent.

### **Relevant Education and Experience**

Collectively, the Audit Committee has the education and experience to fulfill the responsibilities outlined in the Audit Committee Charter. For more information on the relevant education and experience of Audit Committee members, please see “*Matters to be Acted Upon at the Meeting – Election of Directors*” in this Information Circular.

### **Audit Committee Oversight**

At no time since the commencement of the Corporation’s most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

## Reliance on Certain Exemptions

During the most recently completed financial year, the Corporation has not relied on the De Minimis Non Audit Services exemption provided for in section 2.4 of NI 52-110 or an exemption from NI 51-110, in whole or in part, granted under Part 8 (exemption) of NI 52-110. However, as a “venture issuer”, the Corporation is relying on the exemptions provided by section 6.1 of NI 52-110 with respect to Part 3 – *Composition of the Audit Committee* and Part 5 – *Reporting Obligations*.

## Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services under the Audit Committee Charter of the Corporation, which is attached hereto as Schedule “A”.

## External Auditor Service Fees

The aggregate fees billed by the Corporation to the external auditors of the Corporation for the last two financial years for audit fees are described below.

Nature of Services	Fees Billed by Auditor for the fiscal year ended	
	December 31, 2022	December 31, 2023
Audit Fees <sup>(1)</sup>	\$126,260	\$207,019
Audit Related Fees	\$55,640	\$87,633
Tax Fees <sup>(2)</sup>	\$NIL	\$NIL
All Other Fees <sup>(3)</sup>	\$NIL	\$NIL
<b>Total</b>	<b>\$181,900</b>	<b>\$294,652</b>

### Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit reviews of Next Hydrogen’s consolidated financial statements. Audit Fees include aggregate fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes aggregate fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (3) “All Other Fees” include all other non-audit services, in the aggregate.

## ADDITIONAL INFORMATION

Additional financial information is provided in the Corporation’s audited consolidated financial statements and management’s discussion and analysis for the financial year ended December 31, 2023.

Any request for these documents can be made by contacting the Chief Executive Officer of the Corporation at 6610 Edwards Blvd, Mississauga, Ontario, L5T 2V6. Information relating to the Corporation can also be obtained on SEDAR+ under the Corporation’s profile at [www.sedarplus.ca](http://www.sedarplus.ca).

**SCHEDULE “A”  
AUDIT COMMITTEE CHARTER**

**NEXT HYDROGEN SOLUTIONS INC.  
AUDIT COMMITTEE CHARTER**

This charter governs the operations of the audit committee (the “**Committee**”) of Next Hydrogen Solutions Inc. (the “**Corporation**”). The Committee shall report to the Board of Directors (the “**Board**”) of the Corporation.

**I. PURPOSE**

- (a) The primary function of the Committee is to assist the Board in fulfilling its responsibilities regarding the integrity of the Corporation’s financial statements including the financial reporting process and systems of internal controls, the compliance by the Corporation with legal and regulatory requirements and the qualifications, performance and independence of the Corporation’s external auditor by reviewing:
  - (i) the financial information that will be provided to the shareholders, regulatory authorities and others;
  - (ii) the systems of internal controls management has established;
  - (iii) all audit processes; and
  - (iv) all reporting from the external auditors.
- (b) Primary responsibility for the financial reporting, information systems, risk management and internal controls of the Corporation is vested in management and is overseen by the Board. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. These are the responsibilities of management and the external auditor. Nor is it the duty of the Committee to conduct investigations, to resolve disagreements, if any, between management and the external auditor or to assure compliance with laws and regulations.

**II. COMPOSITION AND OPERATIONS**

- (a) The Committee shall be composed of not fewer than three directors, all of whom shall not be officers, employees, consultants or control persons of the Corporation or any of its related legal entities.
- (b) The Committee shall review and reassess this Charter periodically.
- (c) All Committee members shall be financially literate or shall become financially literate within a reasonable period of time after appointment to the Committee.
- (d) The Corporation’s auditors shall be advised of the names of the Committee members and when appropriate will receive notice of and be invited to attend meetings of the Committee and to be heard at those meetings on matters relating to the auditor’s duties.
- (e) The Committee shall meet with the external auditors as it deems appropriate to consider any matter that the Committee or auditors determine should be brought to the attention of the Board or shareholders.

- (f) The Committee shall meet at least four times each year.
- (g) The Committee shall have access to the Corporation's senior management and documents as required to fulfill its responsibilities and is provided with the resources necessary to carry out its responsibilities.
- (h) The Committee shall provide open avenues of communication among management, employees, external auditors and the Board.
- (i) Notice of the time and place of every meeting shall be given to each Committee member at least 48 hours prior to the meeting.
- (j) A majority of the voting membership of the Committee present in person or by telephone or other electronic telecommunication device shall constitute a quorum.
- (k) The President, Chief Executive Officer and Chief Financial Officer and external auditor would be expected to be available to attend meetings or portions thereof. The external auditors would meet at least annually with the Committee. Others may or may not attend the meetings at the sole discretion of the Committee.
- (l) Minutes of Committee meetings shall be approved by the Committee and sent to all directors of the Board.

### **III. DUTIES AND RESPONSIBILITIES**

#### **(a) Financial Statements and Other Financial Information**

The Committee will review and recommend for approval to the Board financial information that will be made publicly available. This includes:

- (i) the Corporation's annual and quarterly financial statements;
- (ii) the Corporation's press releases and reports as they relate to the finances of the Corporation;
- (iii) the Management Discussion and Analysis;
- (iv) the financial content of the Annual Report;
- (v) any annual information form, prospectus or private placement memorandums; and
- (vi) any reports required by regulatory or government authorities as they relate to the finances of the Corporation.

The Committee will review and discuss:

- (vii) the appropriateness of accounting policies and financial reporting practices to be adopted by the Corporation;
- (viii) any significant proposed changes in financial reporting and accounting policies and practices to be adopted by the Corporation;

- (ix) any new or pending developments in accounting and reporting standards that may affect the Corporation;
- (x) ascertain compliance with the covenants under applicable loan agreements;
- (xi) management's key estimates and judgments that may be material to financial reporting; and
- (xii) any other matters required to be reviewed under applicable legal, regulatory or stock exchange requirements.

(b) Risk Management, Internal Control and Information Systems

The Committee will review and obtain reasonable assurance that the risk management, internal control and information systems are operating effectively to produce accurate, appropriate and timely management and financial information. This includes:

- (i) review the Corporation's risk management controls and policies;
- (ii) obtain reasonable assurance that the information systems are reliable and the systems of internal controls are properly designed and effectively implemented through discussions with and reports from management and the external auditor;
- (iii) review management steps to implement and maintain appropriate internal control procedures including a review of policies;
- (iv) review adequacy of security of information, information systems and recovery plans;
- (v) monitor compliance with statutory and regulatory obligations;
- (vi) review the appointment of the Chief Financial Officer; and
- (vii) review the adequacy of accounting and finance resources.

(c) External Audit

The Committee will review the planning and results of external audit activities and the ongoing relationship with the external auditor. This includes:

- (i) review and recommend to the Board, for shareholder approval, engagement of the external auditor including, as part of such review and recommendation, an evaluation of the external auditors qualifications, independence and performance;
- (ii) review and approve the annual external audit plan, including but not limited to the following:
  - 1. engagement letter;
  - 2. objectives and scope of the external audit work;
  - 3. procedures for quarterly review of financial statements;
  - 4. materiality limit;
  - 5. areas of audit risk;
  - 6. staffing;
  - 7. timetable; and

- 8. proposed fees.
- (iii) meet with the external auditor to discuss the Corporation’s quarterly and annual financial statements and the auditor’s report including the appropriateness of accounting policies and underlying estimates;
- (iv) review and advise the Board with respect to the planning, conduct and reporting of the annual audit, including but not limited to:
  - 1. any difficulties encountered, or restrictions imposed by management during the annual audit;
  - 2. any significant accounting or financial reporting issue including the resolution of any disagreement between management and the external auditors;
  - 3. the auditor’s evaluation of the Corporation’s system of internal controls, procedures and documentation;
  - 4. the post audit or management letter containing any findings or recommendation of the external auditor, including management’s response thereto and the subsequent follow-up to any identified internal control weakness; and
  - 5. assess the performance and consider the annual appointment of external auditors for recommendation to the Board;
- (v) review and receive assurances on the independence of the external auditor;
- (vi) review the non-audit services to be provided by the external auditor’s firm and consider the impact on the independence of the external audit; and
- (vii) meet quarterly with the external auditor without management present.
- (d) Other
  - (i) review material litigation and its impact on financial reporting; and
  - (ii) establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- (e) The Committee shall also review and assess the adequacy of the reporting systems and related internal controls developed and implemented by management in connection with disclosures relating to environmental, social and governance (“ESG”) matters and other non-financial data included in the Corporation’s sustainability disclosure.

#### **IV. ACCOUNTABILITY**

The committee shall report its discussions to the Board by distributing the minutes of its meetings and where appropriate, by oral report at the next Board meeting.

#### **V. STANDARDS OF LIABILITY**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory, regulatory or other legal requirements for the Board or members of the Committee. The purposes and responsibilities outlined in these terms of reference are meant to serve as guidelines rather than inflexible rules and the Committee may adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.