Form 62-103F3

REQUIRED DISCLOSURE BY AN ELIGIBLE INSTITUTIONAL INVESTOR UNDER PART 4

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable

ITEM 1 – SECURITY AND REPORTING ISSUER

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

This report relates to the Common Shares (as defined below) in the capital of Green Impact Partners Inc. (the "**Issuer**"), whose address is 2500-666 Burrard Street, Vancouver, British Columbia, V6C 2X8.

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

Not applicable. In addition, the Offeror (as defined below) also acquired Common Shares on the Canadian Securities Exchange (the "**Exchange**").

ITEM 2 – IDENTITY OF THE ELIGIBLE INSTITUTIONAL INVESTOR

2.1 State the name and address of the eligible institutional investor.

Encompass Capital Advisors LLC (the "**Offeror**")
200 Park Avenue, 11th Floor
New York, NY 10166
United States

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

During the month ended June 30, 2023, the Offeror entered into a subscription agreement in connection with a non-brokered private placement of 1,000,000 common shares ("**Common Shares**") in the Issuer as announced by the Issuer on June 26, 2023. The Offeror also subsequently acquired an additional 551,000 Common Shares through open market purchases on the Exchange (the "**Additional Share Purchase**"). As a result of the closing of the Private Placement and the Additional Share Purchase, funds and accounts managed by the Offeror hold 3,560,600 Common Shares, representing approximately 16.72% of the issued and outstanding Common Shares on a diluted and non-diluted basis. The Offeror and any of the joint actors have beneficial ownership of or exercised control or direction over 3,560,600 Common Shares, representing approximately 16.72% of the issued and outstanding Common Shares. Prior to the Private Placement and the Additional Share Purchase, the Offeror and any of the joint actors had beneficial ownership of or exercised control or direction over 2,009,600 Common Shares representing approximately 9.90% of the issued and outstanding Common Shares.

2.3 State the name of any joint actors.

Encompass Capital Energy Transition Master Fund L.P., Encompass Capital Master Fund L.P., Encompass Capital E L Master Fund L.P. and certain accounts managed by the Offeror.

2.4 State that the eligible institutional investor is eligible to file reports under Part 4 in respect of the reporting issuer.

The Offeror is eligible to file reports under Part 4 in respect of the Issuer.

ITEM 3 – INTEREST IN SECURITIES OF THE REPORTING ISSUER

3.1 State the designation and the net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor's securityholding percentage in the class of securities, since the last report filed by the eligible institutional investor under Part 4 or the early warning requirements.

The Offeror has not previously filed a Part 4 Report with respect to its ownership of securities of the Issuer.

3.2 State the designation and number or principal amount of securities and the eligible institutional investor's securityholding percentage in the class of securities at the end of the month for which the report is made.

The Offeror has control or direction over, and the Offeror has beneficial ownership of, 3,560,600 Common Shares, representing approximately 16.72% of the issued and outstanding Common Shares.

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

Not applicable.

3.4 State the designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities to which this report relates and over which

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

The Offeror has control or direction over, and the Offeror has beneficial ownership of, 3,560,600 Common Shares, representing approximately 16.72% of the issued and outstanding Common Shares.

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

None.

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

None.

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

Not applicable.

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

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

Not applicable.

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

Not applicable.

ITEM 4 – PURPOSE OF THE TRANSACTION

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

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the issuer;

(b) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

(c) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

(d) a material change in the present capitalization or dividend policy of the reporting issuer;

(e) a material change in the reporting issuer's business or corporate structure;

(f) **a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person;**

(g) **a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

(h) **the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

(i) **a solicitation of proxies from securityholders;**

(j) **an action similar to any of those enumerated above.**

The securities described herein were acquired in the ordinary course of business for investment purposes. The Offeror and any of the joint actors may increase or decrease its ownership of or control or direction over, or exercise its current right to acquire, Common Shares or other securities of the Issuer from time to time, depending on market conditions and any other relevant factors.

Except as described herein, as of the date of this report, the Offeror has no plans or future intentions which relate to or would result in any of the items enumerated in (a) through (j) above.

ITEM 5 – AGREEMENTS, ARRANGEMENTS, COMMITMENTS OR UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE REPORTING ISSUER

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

Not applicable.

ITEM 6 – CHANGE IN MATERIAL FACT

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

Not applicable.

ITEM 7 – CERTIFICATION

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

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

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

Certificate

The certificate must state the following:

I, as the eligible institutional investor, certify that the statements made in this report are true and complete in every respect.

Dated July 10, 2023.

ENCOMPASS CAPITAL ADVISORS LLC

By:
(signed) ***"Larry Kassman"***

Name: Larry Kassman
Title: Chief Financial Officer & Chief Operating Officer