# ANAERGIA INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2026 AND 2025**

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*This management's discussion and analysis of financial condition and results of operations ("**MD&A**") for the three and six-month periods ended June 30, 2026 and 2025 is prepared as of August 10, 2026 and provides information concerning our financial condition and results of operations. This MD&A should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements as at and for the three and six-month periods ended June 30, 2026 and 2025 (the "Q2* ***Interim Financial Statements****") and the Company's audited annual consolidated financial statements for the years ended December 31, 2025 and 2024 (the "***2025 ***Annual Financial Statements****"), together with the related notes thereto. The financial information presented in this MD&A is derived from the Q2 Interim Financial Statements, which have been prepared in accordance with IFRS(R) Accounting Standards as issued by the International Accounting Standards Board ("***IASB***") ("***IFRS Accounting Standards***").*

All amounts in this MD&A are in thousands of Canadian Dollars except where otherwise indicated. References to the "**Company**", "**Anaergia**", "**we**", "**us**" or "**our**" refer to Anaergia Inc. and its subsidiary entities, on a consolidated basis. References to "**Q2 2026**" are to our fiscal quarter for the three months ended June 30, 2026, and references to "**Q2 2025**" are to our fiscal quarter for the three months ended June 30, 2025. References to "YTD 2026" are to the six months ended June 30, 2026, and references to "YTD 2025" are to the six months ended June 30, 2025. References to "**Fiscal 2025**" are to the fiscal year ending December 31, 2025, and references to "**Fiscal 2024**" are to the fiscal year ended December 31, 2024.

Additional information about the Company, including its annual information form for Fiscal 2025 (the "**Annual Information Form**") and management information circular for Fiscal 2025, is available on SEDAR+ at www.sedarplus.ca. The Company's common shares ("**Common Shares**") are listed for trading on the Toronto Stock Exchange ("**TSX**") under the symbol "ANRG."

### CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking information" within the meaning of applicable securities laws. Forward-looking information may relate to future plans, expectations and intentions, results, levels of activity, performance, goals or achievements, other future events or developments and may include, without limitation, information regarding our financial position, business strategy, growth strategy, budgets, operations, financial results, taxes, plans and objectives. Particularly, information regarding our future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "may", "will", "would", "should", "could", "expects", "plans", "intends", "anticipates", "believes", "likely", "potential", "typically", "continue", "seek", "aim", "pursue", or "future" or the negative or other variations of these words or other comparable words or phrases. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not facts but instead represent management's expectations, estimates and projections regarding future events or circumstances. Forward-looking statements in this MD&A include, among other things, financial condition and results of operations; expectations regarding our revenue, expenses and operations; expectations regarding low upfront capital investments; expectations regarding industry trends, overall market growth rates and our growth strategy; expectations regarding improving margins, reducing expenses and conserving cash; statements regarding enhancing contractual requirements for margin protection and improving execution process and prudent cash management; expectations regarding our ability to grow the number and scope of operation and maintenance service ("**O&M**") contracts; expectations regarding leveraging technologies for value extraction; the expected financial performance of our build-own-operate ("**BOO**") assets; access to project-specific debt and equity for financing current and new BOO projects; access to debt financing from related and third-party sources; statements regarding the benefits of Investment Tax Credits ("**ITC**") and Low Carbon Fuel Standards ("**LCFS**"); expectation regarding our hedge relationships; estimates of Revenue Backlog; our business plans and growth strategies; statements regarding remediation efforts to address the material weakness; statements regarding access to a robust incremental pipeline of key Capital Sales projects; expectations regarding recognizing costs as additional impairment losses during 2026; our competitive position in our industry, including anticipated trends and challenges in our business and the markets in which we operate; and intentions with respect to the implementation of new accounting standards.

Forward-looking information is necessarily based on a number of opinions, assumptions and estimates that we considered appropriate and reasonable as of the date such statements were made. It is also subject to known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to the risk factors described under "Risks and Uncertainties" in this MD&A, such as the risk of the Company to continue as a going concern. Additional risks and uncertainties are discussed in the Company's materials filed with the Canadian securities regulatory authorities from time to time, including the Annual Information Form. Certain assumptions in respect of our growth outlook; our ability to refocus resources on our Capital Sales segment and rely on low upfront capital investments; our ability to sell certain assets to generate cash; our ability to meet our financing and liquidity requirements on a continuing basis; our ability to provide projected revenue and Adjusted EBITDA (as defined below); our ability to retain key personnel; our ability to maintain and expand geographic scope; our ability to improve margins, improve execution processes, and ensure prudent cash management; our ability to monitor the expected cash inflows on trade and other receivables with expected cash outflow of the same; our ability to meet the requirements under a consent agreement with the Rhode Island Department of Environmental Management ("**RIDEM**"); our ability to meet the requirements and covenants under the Rhode Island Bioenergy Facility LLC ("**RIBF**") US$20,000 term loan (the "**RIBF Loan**"); our ability to be in compliance with the terms and requirements of SoCal Organics Recycling Facility, LLC ("**SCORF**"); our ability to meet the requirements and covenants under the California Department of Resources Recycling and Recovery US$10,000 term loan (the "**SCORF Loan**"); our ability to leverage technologies to increase sales and maximize value extraction; our ability to improve profitability of the existing business; our ability to attain profitability and positive cashflows; our ability to focus efforts on refining our existing technologies; our ability to maintain good relationships with our customers and suppliers; our ability to execute on our expansion plans; our ability to execute on additional acquisition opportunities; our ability to obtain or maintain existing financing on acceptable terms; our ability to remediate the material weakness and execute on our plan to add additional internal technical accounting specialist resources in the financial reporting process; our ability to continue as a going concern; the effects of changes in currency exchange and interest rates; the changes and trends in our industry or the global economy; our estimated contracted revenue and revenue from our BOO assets operating at full capacity during their useful lives; operations and maintenance cost estimates; capital costs remaining steady; the timely construction of facilities; the continuation of legislation and regulation favouring landfill diversion and environmental attributes for renewable natural gas ("**RNG**"); the anticipated monetary incentives for RNG to be provided by California's LCFS and other initiatives; the expected incentivization for projects that use biogas or RNG as a result of LCFS; the benefits of the ITC; our hedge relationships being effective; our ability to recognize development fees and generate third-party Capital Sales and O&M contracts associated with future BOO projects; our ability to recognize costs as additional impairment losses during 2026; and our ability to realize the anticipated benefits of such are material factors underlying forward-looking information and management's expectations.

The purpose of the forward-looking statements in this MD&A is to provide the reader with a description of management's current expectations regarding the Company's financial performance and may not be appropriate for other purposes. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information, which speaks only to opinions, estimates and assumptions as of the date made. To the extent any forward-looking information in this MD&A constitutes future-oriented financial information or financial outlook, within the meaning of applicable securities laws, such information is being provided to demonstrate the potential of the Company and readers are cautioned that this information may not be appropriate for any other purpose. Future-oriented financial information and financial outlook, as with forward-looking information generally, are based on current assumptions and subject to risks, uncertainties and other factors. Furthermore, unless otherwise stated, the forward-looking statements contained in this MD&A are made as of the date of this MD&A, and we have no intention and undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

## NON-GAAP MEASURES

This MD&A makes reference to certain non-GAAP measures. These non-GAAP measures are not recognized measures under IFRS Accounting Standards and do not have a standardized meaning prescribed by IFRS Accounting Standards and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these non-GAAP measures are provided as additional information to complement IFRS Accounting Standards measures by providing further understanding of our results of operations from management's perspective. Accordingly, these non-GAAP measures should not be considered in isolation or as a substitute for analysis of our financial information reported under IFRS Accounting Standards. We use non-GAAP measures, including "Adjusted EBITDA", "EBITDA", and "Revenue Backlog" to provide investors with supplemental measures. Management also uses non-GAAP measures internally in order to facilitate operating performance comparisons from period to period, prepare annual operating budgets and assess our ability to meet our future debt service, capital expenditure and working capital requirements. Management believes these non-GAAP measures are important supplemental measures of operating performance because they eliminate items that have less bearing on operating performance and highlight trends in the core business that may not otherwise be apparent when relying solely on IFRS Accounting Standards financial measures. Management believes such measures are useful as they allow for assessment of our operating performance and financial condition on a basis that is more consistent and comparable between reporting periods. We also believe that securities analysts, investors and other interested parties frequently use non-GAAP measures in the evaluation of issuers.

"**Adjusted EBITDA**" is defined as EBITDA adjusted for our normalized proportionate interest in our BOO assets and one-time or non-recurring items, stock-based compensation expense, asset impairment charges and write downs, losses related to equity-accounted investees, significant one-time provisions, foreign exchange gains or losses, restructuring and severance costs, Enterprise Resource Planning ("**ERP**") customization and configuration costs, litigation and other claims settlements, gains and losses resulting from changes in certain balance sheet valuations (such as derivatives and warrants) and acquisition costs.

"**EBITDA**" is defined as net income or loss before interest expenses, taxes and depreciation and amortization.

See "Reconciliation of Net Income (Loss) to EBITDA and Adjusted EBITDA" for a reconciliation of the foregoing non-GAAP measures to their most directly comparable measures calculated in accordance with IFRS Accounting Standards.

**"Revenue Backlog"** is defined as the balance of unrecognized, undiscounted, consolidated revenues from signed contracts in our Capital Sales and O&M Services segments. For our Capital Sales contracts, we have modeled only projects that have been contracted. For our O&M Services segment, while most of our in-hand contracts are 5-15 years in tenure, we have conservatively modeled for only 3 years of contracted revenue.

**Anaergia** "**technical reference projects**", our technology can be installed on a standalone basis at greenfield facilities or used to enhance existing waste infrastructure for solid waste collection at transfer stations and existing anaerobic digesters at wastewater treatment plants ("**WWTPs**"). We help WWTPs identify sources of organics feedstock and then work with them to upgrade or install new digestion capacity at the plant. Our "technical reference projects" are projects that we believe are representative of Anaergia's component-driven, technical framework that categorizes the standards and technologies provided by the Company over time.

## HIGHLIGHTS

- For Q2 2026, revenue increased 98.1%, or $31,653, to $63,914 compared to Q2 2025 (Q2 2025: $32,261). For YTD 2026, revenue increased 108.5%, or $62,005, to $119,142 compared to YTD 2025 (YTD 2025: $57,137). The increase was driven mainly due to increased project execution in Italy, North America and EMEA.

- For Q2 2026, gross profit of $14,502 increased 38.2%, or $4,008 compared to Q2 2025 (Q2 2025: $10,494). For YTD 2026, gross profit of $27,188 increased 71.0%, or $11,291, compared to YTD 2025 (YTD 2025: $15,897). The increase was mainly driven by increased gross profit in Capital Sales.

- For Q2 2026, the net loss of $2,084 decreased 78.0%, or $7,404, compared to Q2 2025 (Q2 2025: $9,488). For YTD 2026, the net loss of $6,451 decreased 58.1%, or $8,934, compared to YTD 2025 (YTD 2025: $15,385). The improvement is mainly due to higher revenue and gross profit, and lower selling, general, and administrative expenses. Government grant income in YTD 2025 was driven by the completion of the associated project, for which cash had been received in prior years and deferred.

- For Q2 2026, Adjusted EBITDA* income improved by 186.5%, or $4,147, to $1,923 compared to Q2 2025 (Q2 2025: loss of $2,224). For YTD 2026, Adjusted EBITDA* income improved 148.5%, or $9,153, to $2,989 compared to YTD 2025 (YTD 2025: loss of $6,164). The improvement was primarily driven by a reduction in net loss as well as changes in other reconciling items.

*Financial Highlights (in thousands, except per share data)*

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2026** | **2025** | **2026** | **2025** |
| **Revenue** | 63,914 | 32,261 | 119,142 | 57,137 |
| Cost of sales | 49,412 | 21,767 | 91,954 | 41,240 |
| **Gross profit** | 14,502 | 10,494 | 27,188 | 15,897 |
| **Loss from operations** | (844) | (4,133) | (2,327) | (9,803) |
| **Net loss** | (2,084) | (9,488) | (6,451) | (15,385) |
| **Net income (loss) per share** | 0.00 | (0.04) | (0.01) | (0.06) |
| **Weighted average # of shares** | 171,755,260 | 169,904,706 | 171,580,208 | 169,872,231 |
| **EBITDA*** | 1,830 | (4,770) | 2,046 | (10,057) |
| **Adjusted EBITDA*** | 1,923 | (2,224) | 2,989 | (6,164) |

* See "Non-GAAP Measures"

## BUSINESS OVERVIEW

### Our Business

Anaergia is a pioneering technology company in the renewable natural gas sector, with over 240 patents dedicated to converting organic waste into sustainable solutions such as RNG, fertilizer, and water. We are committed to addressing a significant source of greenhouse gases ("**GHG**") through cost-effective processes. Our proprietary technologies, combined with our engineering expertise and vast experience in facility design, construction, and operation, position Anaergia as a leader in the RNG industry. With a proven track record of delivering hundreds of innovative projects over the past decade, we are well-equipped to tackle today's critical resource recovery challenges through diverse project delivery methods. As one of the few companies worldwide offering an integrated portfolio of end-to-end solutions, we effectively combine solid waste processing, wastewater treatment, organics recovery, high-efficiency anaerobic digestion, and biomethane production. Additionally, we operate RNG facilities owned by both third parties and Anaergia. This comprehensive approach not only reduces environmental impact but also significantly lowers costs associated with waste and wastewater treatment while mitigating GHG emissions.

Formed in 2007, Anaergia was built on the foundations of acquired companies specializing in processing and treating organic waste. Continued investments in innovation and execution capabilities allow us to deliver facilities that divert waste, reduce life cycle costs, create new revenue streams and maximize renewable energy output.

Our business model involves the development of technologies and services used to design, build, own, operate and finance projects that process organic waste into valuable resources. We focus on the three largest sub-sectors of this market, principally solid waste, wastewater and agriculture, as these account for the largest reliable sources of waste creation and benefit from significant existing infrastructure.

Anaergia has a proprietary portfolio of end-to-end solutions that integrates solid waste processing as well as wastewater treatment with organics recovery, high-efficiency anaerobic digestion ("**AD**"), RNG production and recovery of fertilizer and water from organic residuals. The combination of these technologies enhances carbon-negative biogas, clean water and natural fertilizer production, utilizes a minimized footprint and lowers waste and wastewater treatment costs and GHG emissions.

Anaergia is headquartered in Burlington, Ontario, Canada and has operations in North America, Europe, Asia, Africa and Australia. Since 2010, the Company's technologies have been deployed at over 235 resource recovery facilities in over 18 countries worldwide.

## Business Segments

We report our operating results in the following three reportable segments:

1. *Capital Sales*. Our Capital Sales segment consists of technology packaged solutions and services to third-party customers, predominantly municipalities and project developers, and includes engineering services, proprietary product sales, engineering procurement and construction contracts, or a combination thereof.
2. *O&M Services*. Our O&M Services segment offers third-party O&M and field service contracts, generally 5-15 years in length, with customers that typically include municipalities and project developers that utilize our technology solutions.
3. *BOO*. Our BOO segment has been building, owning, and operating greenfield or brownfield facilities that are expected to generate higher-margin revenues and long-term and more predictable cash flows. This segment capitalizes on our ability to acquire and retrofit existing infrastructure and bypass lengthy permitting processes. Starting 2024, we have followed a capital-light model for this segment where we do not aim to own the majority equity interest in any new assets. In addition to recognizing some revenues directly from BOO operations in the future, alongside potential financial partners, we intend to recognize development fees and generate third-party Capital Sales and O&M contracts associated with each future BOO project.

## Geographical Operations

Globally, there are over two billion tons of waste sent to landfills each year (according to the Landfill Methane Outreach Program Landfill and Project database), creating significant GHG emissions as organic materials decompose. A growing global awareness about landfill constraints and increased focus on mitigating climate change are driving governments and municipalities to adopt organics diversion regulations around the globe. Anaergia targets markets that benefit from supportive regulatory regimes and readily available feedstock supplies and that provide the ability to utilize existing infrastructure. With our set of integrated resource recovery solutions and flexible delivery models, Anaergia is positioned to capitalize on this global opportunity. The Company's global presence consists of twelve office locations and two manufacturing facilities that have helped deploy our technologies at resource recovery facilities worldwide.

The Company's core markets and revenue sources are in North America, Europe, and Asia Pacific where we take advantage of the opportunity created by regulations that drive organics diversion and encourage the use of AD to process organic waste and produce RNG. In these markets, Anaergia sells integrated solutions to waste management companies where BOO assets are typically less attractive.

We report our operating results in the following three geographical areas:

1. *North America*. In North America, our core market is in California, where we have fifteen projects that serve as technical reference projects.
2. *Europe, Middle East and Africa ("**EMEA**")*. In the EMEA region, we have focused on the Italian market due to its strong regulatory support and robust natural gas infrastructure. Outside of Italy, we are focused on the United Kingdom, Germany, Spain, Portugal, Poland, Romania, Hungary, and South Africa.
3. *Asia Pacific ("**APAC**")*. In the APAC region, we have focused on the mature markets of Singapore, Japan, Australia, Vietnam, and South Korea, as well as exploring opportunities in other countries. Our APAC headquarters in Singapore is currently executing projects in China, Singapore, and South Korea and has a robust incremental pipeline of key Capital Sales projects in the APAC region.

## Strategy

Anaergia is driven to innovate. Our strategic vision is clear: to provide complete, integrated resource recovery solutions globally. Underpinned by a robust market, and regulatory and environmental tailwinds, Anaergia is uniquely positioned to benefit from the growing demand for sustainable waste solutions. The Company's products and services respond to regulatory and customer demand for sustainable waste management services that are superior to landfills and composting while providing carbon negative fuel, thereby reducing GHG emissions. Anaergia is focused on providing cost effective and sustainable solutions that leverage our experience with project development, execution and our network of owned infrastructure. Key elements of our growth strategy are set out below.

### *Shift to a Capital-Light Business Model*

For all new BOO opportunities in the development pipeline, we plan to develop future projects with a financial partner(s) who will fund all or the majority of the capital in the projects. Anaergia intends to recognize “Revenue” and “EBITDA” from a development fee, Capital Sale and long-term O&M contract with each future BOO opportunity. With this approach, Anaergia expects to reduce the capital burden and leverage its development, technical and operational skills to improve operational cashflow.

### *Meet Market Demand for Cost-Effective, Sustainable Solutions Using our Proven Technologies*

Anaergia has taken a proactive approach to improving its impact on the environment. We believe that addressing climate change will remain a global objective for government, institutions and commercial organizations. Through our products and services and our owned infrastructure, we optimize the diversion of organic waste from landfills and use the output to generate renewable energy and fertilizers, thereby reducing GHG emissions and the cost of waste management. We plan to continue to focus on providing sustainable solutions that will address the growing demand for products and services that create environmental benefits for our customers and communities.

### *Focus on Performance*

Anaergia is focusing its efforts on improving margins, reducing expenses, and conserving cash. We are taking actions to enhance contractual requirements to de-risk margin erosion, improve execution processes, and ensure prudent cash management, including SG&A. Anaergia plans to continue leveraging its proven technologies to increase sales and optimize value extraction.

### *Increase Services Revenue*

We intend to continue to seek opportunities to increase our sources of recurring revenue from O&M services, sales of spare parts to existing clients and the sale of non-strategic products and services to third parties. For some of our technology solutions projects, we enter multi-year O&M contracts, and we intend to continue to grow both the number and scope of such contracts. In cases where we do not operate plants, our customers also provide opportunities to grow recurring revenue through our support of their operations.

## MARKET DYNAMICS AND GROWTH

Many initiatives, particularly in Europe, call for long-term RNG supply increases and are expected to further promote the development of new biogas facilities along with increasing opportunities for our Capital Sales business. Anaergia finances its BOO projects with a combination of its own equity, third-party equity with a financial partner, project debt, and on occasion with the sale of preferred equity in some of its projects. Management is continuing to work to provide the Company with opportunities to access project-specific debt and/or various types of project-related equity for financing existing and new BOO projects.

### Europe

The war in Eastern Europe disrupted Russian pipeline gas flows and elevated price levels and security concerns across the EU, bringing EU to promote a plan known as “**REPowerEU**”, having the short-term goal to reduce imports of Russian pipeline gas and LNG by 80 billion cubic metres (bcm) in the 12-to-18 month horizon and a medium-term objective to end Russian fossil-fuel imports by 2030 (pipeline gas + LNG). REPowerEU sets a target for the EU to produce approximately 1,300,000,000 metric million British Thermal units (“**MMbtu**”) (35 billion cubic meters) of biomethane per year by 2030, approximately two times the previously proposed target. Current EU RNG capacity is only about 15% of this target. While natural gas prices have significantly declined from all-time highs in Fiscal 2022 due to a combination of mild weather and other factors, prices remain above historic averages. The International Energy Agency described the current gas balance as fragile and highly susceptible to short-term market forces.

To supplement the 2018 biomethane (RNG) incentive program in Italy, the European Commission approved, under EU state aid rules, a new Italian incentive program to support the production of sustainable biomethane (RNG) to be injected into the national gas grid for use in the transport and industrial sectors. The Italian Ministry of Ecological Transition introduced the new incentive program through a decree in September 2022. This program is in line with REPowerEU and is aimed at promoting the construction and the operation of new or converted RNG production plants in Italy. It will feature both a grant guaranteed by the Italian government expected to cover up to 40% of the eligible capital costs of new RNG facilities, and a fixed feed-in-tariff paid for 15 years that will begin at €60-70 per Megawatt Hour ("**MWh**") for solid waste projects and €120-123 per MWh for agricultural waste projects.

Anaergia expects support for RNG to increase in other EU countries as well and is developing opportunities in Poland, Romania, Greece, Spain, the United Kingdom ("**U.K.**"), Portugal, Germany, and South Africa.

**North America**

Cities in California are required to comply with SB1383 regulations that went into effect on January 1, 2022. The City of Los Angeles belatedly implemented its ordinance in December 2022, which requires all commercial generators to subscribe to organic waste collection and diversion services. In February 2022, the California Public Utilities Commission established the first State-directed renewable gas standard in the United States of America ("**U.S.**") under regulation authorized by SB1440 (Hueso, 2018), requiring utilities to replace at least 3% of the traditional gas delivered to customers with RNG by 2025 and replace 12% with RNG by 2030. Under SB 1440, California utilities will have to procure approximately 75,000,000 MMbtu of RNG annually by 2030 with up to 15-year fixed price off-take agreements. RNG generated from landfill diverted organic waste will be prioritized. SB 1440 complements Anaergia's strategy in California to generate RNG from landfill-diverted organics and is ideally suited for Anaergia's technology offering and expertise with a European-style long-term fixed price arrangement.

Other U.S. states are also pursuing landfill organics diversion goals and programs like California's LCFS. The voluntary market for RNG is also growing as utilities, refineries and other corporations look to offset their carbon emissions. Many U.S. states have implemented policies enabling and promoting the utility procurement of RNG and multiple utilities have set voluntary RNG supply targets, that will provide further off-take opportunities. Illustrating the shift in the voluntary markets, Anaergia has two agreements where we supply carbon-negative RNG; one with Irving Oil supplied by RIBF and a second where Anaergia's subsidiary, SoCal Biomethane, LLC supplies FuelCell Energy Inc.'s Tri-gen system producing carbon-negative hydrogen and electricity for Toyota.

In the U.S., the Inflation Reduction Act of 2022 ("**IRA**") puts the country on a path to 40% emissions reductions by 2030. The legislation extends and improves the existing ITC for investments in infrastructure to produce clean fuels and includes biogas property constructed prior to the end of 2024. The credit rate could amount to 30% of the investment, with a possible 10% bonus credit for projects that meet domestic content requirements. Anaergia expects the expanded ITC could directly benefit a number of biogas facilities currently under development in the U.S., as well as expand the opportunity set of projects that can be pursued with improved economic fundamentals. Many of Anaergia's facilities, both existing and under development, stand to benefit directly from this new clean fuel production tax credit which started in 2025, which could amount to up to $1.00 per gallon of non-aviation fuel and would apply to all transportation fuel sold until the end of 2027. The One Big Beautiful Bill Act of 2025 further extends these tax credits by two years, until December 31, 2029. The extension and modification of the 45Q tax credit for carbon dioxide sequestration could also offer credits of up to $85/ton of carbon geologically sequestered.

In Canada, Clean Fuel Regulations ("**CFR**"), which increase incentives for the development and adoption of clean fuels, technologies and processes, are expected to dramatically increase the consumption of renewable fuels across Canada. Similar to the California LCFS, these regulations will provide monetary incentives for RNG that is used as a transportation fuel. The regulations also provide incentives for projects that utilize RNG to reduce the carbon intensity of liquid transportation fuels. The CFR is expected to drive demand for long-term procurement of low carbon intensity RNG.

**Asia**

In Asia, sales offices are setup to drive sales efforts in major targeted markets in Singapore, Japan, and Australia. In Japan, on top of existing renewable energy Feed-in Tariff scheme, the government has started targeting to have supply of more renewable gas with the first target being 1% of the total city gas supply by 2030. There is potential for 400 PJ of recoverable biomethane in this market. The policies to enable supply of biomethane through existing gas pipeline and the claim of emission reduction have started being implemented. This will activate the potential of biomethane development in Japan. South Korea is also targeting to treat its organic waste by anaerobic digestion technology and the generation of biogas.

**RECENT DEVELOPMENTS**

- On April 22, 2026, Anaergia Technologies LLC ("Anaergia Technologies"), a subsidiary of Anaergia Inc., signed a $8,000 contract with Vanguard Renewables for a follow-up deployment of its proprietary technology and equipment at an advanced anaerobic digestion facility in Minnesota. This marks Anaergia's fourth technology deployment with Vanguard

Renewables and includes its process technology, proprietary permanent synchronous magnet mixers, and Biogas Upgrading System. Vanguard Renewables will use the platform to process food, beverage, and agricultural waste to produce renewable natural gas for injection into the local energy distribution system.

- On May 6, 2026, Anaergia entered into a Credit Agreement with National Bank of Canada for a revolving credit facility of up to $20,000, with an option to increase the maximum principal amount by up to $10,000. The facility carries a three-year maturity, bullet repayment at maturity, and the ability to prepay at any time without penalty. Proceeds will support the execution of Anaergia's contracted project backlog and general corporate purposes.

- On May 12, 2026, the Rhode Island Bioenergy Facility, owned and operated by a subsidiary of Anaergia, received a temporary negative Carbon Intensity ("CI") score from the Government of Canada under the Clean Fuel Regulations, making it the first US-based renewable natural gas facility to receive a negative CI approval under the program. The facility, located adjacent to Rhode Island's central landfill in Johnston and the largest anaerobic digester in New England, is designed to divert more than 100,000 tons of organic waste per year and can prevent more than 40,000 metric tonnes of CO2-equivalent emissions annually.

- On May 19, 2026, Anaergia Technologies entered into a $58,000 contract with Neogenyx Fuels, a joint venture between Ameresco, Inc. and HA Sustainable Infrastructure Capital, Inc., to deploy its proprietary anaerobic digestion technology at a large-scale agricultural facility in the United States. Anaergia will provide turnkey manure handling, processing, and digestion systems designed to produce more than 4,400 standard cubic feet per minute of biogas, to be converted by Neogenyx Fuels into pipeline-quality renewable natural gas. The Company expects to recognize approximately $58,000 in revenue from the project over the next two years.

- On June 10, 2026, Anaergia announced SoCal Biomethane facility began deliveries of renewable natural gas to Southwest Gas Corporation's distribution system, becoming the first facility to deliver gas to a California utility under the state's Biomethane Procurement Program (SB 1440). The project received conditional approval from the California Public Utilities Commission on March 19, 2026. Located at the Victor Valley Wastewater Reclamation Authority in Victorville, the facility co-digests municipal wastewater solids and diverted organic waste, and can process up to 104,000 tons of organic waste annually while reducing GHG emissions by up to 31,710 metric tons of CO2-equivalent per year.

## KEY COMPONENTS OF RESULTS OF OPERATIONS

### Revenue

Revenue in our Capital Sales segment consists of sales of technology packaged solutions and services to third-party customers, primarily consisting of municipalities and project developers. The solutions are delivered using a variety of methods, including engineering, EPC and design-build services. Revenue in our Capital Sales segment is calculated using the percentage of completion method.

Revenue in our O&M Services segment consists of fees earned from third-party services contracts, including in respect of plant operations and maintenance, and the sale of non-proprietary products to third-party customers. Revenue is recognized as the services performed or upon transfer of title for products provided.

Revenue in our BOO segment includes revenue from the sale of RNG and fertilizer and the receipt of tipping fees from our owned facilities. Revenue is recognized when gas enters the pipeline, fertilizer is shipped and, for tipping fees, when waste is received.

### Cost of Sales

Cost of sales includes the cost of labour and materials used directly to create the associated revenue, as well as certain indirect costs. For our Capital Sales segment, cost of sales will generally include engineering, labour, product costs and other project-related costs. In our O&M Services segment, cost of sales is mainly comprised of labour, raw materials and spare parts. In our BOO segment, cost of sales includes labour costs, spare parts, chemicals and other inputs needed to produce RNG and its related by-products.

## Operating Expenses

### *Selling, General, and Administrative ("SG&A") Expenses*

SG&A expenses encompass all costs not directly tied to performing a service or producing a product and include such expenses as rent, marketing, accounting, travel, meals, salaries, bonuses and employee-based stock compensation. Depreciation and amortization expenses related to non-revenue generating tangible and intangible assets are also included in SG&A expenses.

### *Research and Development ("R&D") Expenses*

R&D expenses include labour and other costs related to the exploration of new or improved technologies. Our R&D expenditures are mainly focused on developing or improving our proprietary products that are key inputs in our overall technology solutions.

### *Government Grant Income*

Government grants are received for various R&D projects as well as other government incentives. It is recognized based upon the related-IFRS Accounting Standards guidance and typically recognized as income over the life of the relevant project.

## Other Expenses

### *Losses Related to Equity-Accounted Investees*

Losses related to equity-accounted investees represents the Company's portion of losses in our equity-accounted investees, namely Fibracast Ltd. ("**Fibracast**") and other losses arising from our equity-accounted investments including adjustments to fair value or impairment. Due to the dilution of the Company's investment in Fibracast during 2024, the investment has been updated to the cost method of accounting as of December 31, 2024.

### *Other Gains (Losses)*

Other gains (losses) include gains and losses that are one-time charges or expenditures that do not relate to the normal operations of the Company.

### *Finance (Expense) Income*

Finance (expense) income includes interest incurred on the indebtedness of the Company and its subsidiaries that is not related to construction in progress, for which interest is capitalized. These costs are offset by income earned on cash and cash equivalents, and loan receivables.

### *Foreign Exchange Gains (Losses)*

Foreign exchange gain (losses) includes our exposure (realized and unrealized gains and losses) to transactions with currencies that differ from the functional currencies of our Canadian and foreign operations.

### *Income Tax Recovery (Expense)*

Income tax recovery (expense) represents the Company's effective tax expenditure or recovery for the relevant period based on the Company's taxable income or loss.

## RESULTS OF OPERATIONS

The following table outlines our consolidated results and earnings for Q2 2026 and Q2 2025:

| | Q2 2026 | Q2 2025 | YTD 2026 | YTD 2025 |
|---|---|---|---|---|
| Revenue | 63,914 | 32,261 | 119,142 | 57,137 |
| Cost of sales | 49,412 | 21,767 | 91,954 | 41,240 |
| **Gross profit** | 14,502 | 10,494 | 27,188 | 15,897 |
| SG&A expenses | 15,230 | 14,304 | 29,311 | 31,480 |
| R&D expenses | 188 | 536 | 352 | 560 |
| Government grant income | (72) | (213) | (148) | (6,340) |
| **Loss from operations** | (844) | (4,133) | (2,327) | (9,803) |
| Other gain (losses), net | 375 | (402) | 403 | (1,211) |
| Finance costs, net | (1,350) | (1,266) | (2,525) | (2,282) |
| Foreign exchange gains (losses) | 281 | (1,629) | (21) | (1,917) |
| **Loss before income taxes** | (1,538) | (7,430) | (4,470) | (15,213) |
| Income tax expense | (546) | (2,058) | (1,981) | (172) |
| **Net loss** | (2,084) | (9,488) | (6,451) | (15,385) |

## Analysis of Results

### *Revenue by Segment*

| **Revenue by segment** | Q2 2026 | Q2 2025 | Change ($) | Change (%) | YTD 2026 | YTD 2025 | Change ($) | Change (%) |
|---|---|---|---|---|---|---|---|---|
| Capital Sales | 55,947 | 23,209 | 32,738 | 141.1% | 102,033 | 39,283 | 62,750 | 159.7% |
| O&M Services | 3,737 | 5,165 | (1,428) | -27.6% | 7,857 | 9,969 | (2,112) | -21.2% |
| BOO | 4,230 | 3,887 | 343 | 8.8% | 9,252 | 7,885 | 1,367 | 17.3% |
| **Total Revenue** | 63,914 | 32,261 | 31,653 | 98.1% | 119,142 | 57,137 | 62,005 | 108.5% |

Revenue of $63,914 for Q2 2026 increased 98.1%, or $31,653, compared to Q2 2025 (Q2 2025: $32,261). For YTD 2026, revenue of $119,142 increased 108.5% or $62,005, compared to YTD 2025 (YTD 2025: $57,137). Revenue increased due to increases in revenue from Capital Sales and a slight increase in revenue from BOOs, partially offset by decreases in O&M Services revenue.

Revenue for our Capital Sales segment of $55,947 for Q2 2026 increased 141.1%, or $32,738, compared to Q2 2025 (Q2 2025: $23,209). For YTD 2026, revenue of $102,033 increased 159.7%, or $62,750, compared to YTD 2025 (YTD 2025: $39,283). The increase reflects expanded project execution and percentage-of-completion revenue recognition in Italy and North America.

Revenue for our O&M Services segment of $3,737 for Q2 2026 decreased 27.6%, or $1,428, compared to Q2 2025 (Q2 2025: $5,165). For YTD 2026, revenue of $7,857 decreased 21.2%, or $2,112, compared to YTD 2025 (YTD 2025: $9,969). The decrease was due to lower field service activity in North America compared to Q2 2025.

Revenue for our BOO segment of $4,230 for Q2 2026 increased 8.8%, or $343, compared to Q2 2025 (Q2 2025: $3,887). For YTD 2026, revenue of $9,252 increased 17.3%, or $1,367, compared to YTD 2025 (YTD 2025: $7,885). Revenue from our BOO segment increased due to higher production at existing BOO facilities, including SoCal Biomethane and RIBF, as these facilities continue to progress through operating ramp-up.

## <u>Material Projects</u>

### *Singapore Integrated Waste Management Facility ("IWMF") Plant (Current Capital Sale Project)*

During Q2 2026, we recognized revenue of $2,415 for this project. The project had an original contract value of SGD 35,017 and was approximately 86% complete as of June 30, 2026. While the project is currently generating less than 10% of our revenue, the overall contract value is deemed to be significant. The project is designed to process 5,800 tonnes per day of incinerable waste, 250 tonnes per day of household recyclables, 400 tonnes per day of source separated food waste, and 800 tonnes per day of dewatered sludge. The plant is located at the Tuas View Basin Site and will be completed in phases.

### *The RIBF (BOO Project)*

The RIBF, located near Rhode Island's central landfill in Johnston, is designed to divert over 100,000 tons per year of waste from landfills and it is the largest AD processing organic waste in New England. This facility converts food scraps plus some other organic wastes, into fertilizer, recycled water and RNG.

On January 29, 2024, Rhode Island Bioenergy Facility Holdco, LLC completed the sale of $21,679 of the IRA investment tax credits (the "**ITC Transaction**") generated by qualified investments of RIBF in RNG generating capital expenditures and generated $21,679 in cash during Q1 2024, which was offset by distributions to our partner of $7,973, and we recognized expenses on the ITC Transaction of $2,416.

On April 17, 2024, the RIBF entered into a consent agreement with RIDEM acknowledging the payment of US$15 and resolving a previous notice of violation. RIBF continues to monitor our compliance on the consent agreement with RIDEM.

On September 30th, 2024, the Company executed an amendment to the RIBF loan, extending its interest-only period through year-end 2025, and restructuring covenant terms and timing. On May 30, 2025, the Company signed the Second Amendment to Term Loan Agreement and Second Amendment to Blocked Account and Depository Agreement with East West Bank. The Amendment modified the financial covenants of the loan to extend the interest-only period through the end of 2026, reduce the production covenants regarding minimum gas production per day, as well as EBITDA requirements for the subsidiary. The Company is currently in discussions with East West Bank regarding a potential further amendment to the covenant and debt-service profile.

During Q2 2026, RIBF continued to progress through operating ramp-up; however, production levels remained below target levels and continued to pressure BOO segment profitability. Management continues to focus on operational improvements, feedstock management and process optimization at the facility.

### *SoCal Biomethane (BOO Project)*

Anaergia upgraded the existing digester system at this 12 million gallons per day facility providing enough additional capacity to enable co-digestion of food scraps with wastewater solids. We also installed two of our 800-kW dual-fuel combined heat and power modules. In Phase 2 of this project these modules began using conventional natural gas so that the facility's biogas can be upgraded to RNG (biomethane) for injection into the regional gas utility pipeline system. The plant can produce more than 340,000 MMbtu of renewable natural gas per year. On January 1, 2023, SoCal Biomethane was placed into service and depreciation began on the plant. As of June 30, 2026, the plant was still operating profitably, received approval of its long-term offtake agreement with Southwest Gas Corporation under the regulatory requirements of the California Public Utilities Commission Senate Bill 1440 Procurement Program during Q1 2026, and continues to ramp further to full production capacity.

### *Revenue by Region*

| **Revenue by geography** | **Q2 2026** | **Q2 2025** | **Change ($)** | **Change (%)** | **YTD 2026** | **YTD 2025** | **Change ($)** | **Change (%)** |
|---|---|---|---|---|---|---|---|---|
| Italy | 29,766 | 6,292 | 23,474 | 373.1% | 54,633 | 9,787 | 44,846 | 458.2% |
| North America | 26,757 | 19,823 | 6,934 | 35.0% | 46,623 | 36,529 | 10,094 | 27.6% |
| Other EMEA* | 4,903 | 3,965 | 938 | 23.7% | 12,710 | 7,310 | 5,400 | 73.9% |
| APAC | 2,488 | 2,181 | 307 | 14.1% | 5,176 | 3,511 | 1,665 | 47.4% |
| **Total Revenue** | 63,914 | 32,261 | 31,653 | 98.1% | 119,142 | 57,137 | 62,005 | 108.5% |

* Other EMEA excludes Italy as it is disclosed separately

Revenue in Italy of $29,766 for Q2 2026 increased 373.1%, or $23,474, compared to Q2 2025 (Q2 2025: $6,292). For YTD 2026, revenue of $54,633 increased 458.2%, or $44,846, compared to YTD 2025 (YTD 2025: $9,787). The large increase was primarily due to higher Capital Sales contract awards that are now under execution in 2026.

Revenue in North America of $26,757 for Q2 2026 increased 35.0%, or $6,934, compared to Q2 2025 (Q2 2025: $19,823). For YTD 2026, revenue of $46,623 increased 27.6%, or $10,094, compared to YTD 2025 (YTD 2025: $36,529). The increase was primarily driven by a significant increase in Capital sales and a slight increase in BOO revenue, partially offset by a decrease in O&M Services revenue.

Revenue in Other EMEA of $4,903 for Q2 2026 increased 23.7%, or $938, compared to Q2 2025 (Q2 2025: $3,965). For YTD 2026, revenue of $12,710 increased 73.9%, or $5,400, compared to YTD 2025 (YTD 2025: $7,310). The increase was primarily driven by a significant increase in Capital Sales projects in Spain.

Revenue in the APAC region of $2,488 for Q2 2026 increased 14.1%, or $307, compared to Q2 2025 (Q2 2025: $2,181). For YTD 2026, revenue of $5,176 increased 47.4%, or $1,665, compared to YTD 2025 (YTD 2025: $3,511). The increase was driven primarily by increased activity on the IWMF Capital Sales project in YTD 2026.

### *Cost of Sales*

| Cost of Sales by segment | Q2 2026 | Q2 2025 | Change ($) | Change (%) | YTD 2026 | YTD 2025 | Change ($) | Change (%) |
|---|---|---|---|---|---|---|---|---|
| Capital Sales | 42,286 | 15,509 | 26,777 | 172.7% | 76,719 | 27,278 | 49,441 | 181.2% |
| O&M Services | 2,377 | 2,842 | (465) | -16.4% | 4,743 | 5,979 | (1,236) | -20.7% |
| BOO | 4,749 | 3,416 | 1,333 | 39.0% | 10,492 | 7,983 | 2,509 | 31.4% |
| **Total Cost of Sales** | 49,412 | 21,767 | 27,645 | 127.0% | 91,954 | 41,240 | 50,714 | 123.0% |

Cost of sales of $49,412 for Q2 2026 increased 127.0%, or $27,645, compared to Q2 2025 (Q2 2025: $21,767). For YTD 2026, cost of sales of $91,954 increased 123.0%, or $50,714, compared to YTD 2025 (YTD 2025: $41,240). The increase was driven by increased cost of sales related to Capital Sales and BOOs, partially offset by decreased cost of sales in O&M Services.

Cost of sales for Capital Sales of $42,286 for Q2 2026 increased 172.7%, or $26,777, compared to Q2 2025 (Q2 2025: $15,509). For YTD 2026, cost of sales of $76,719 increased 181.2%, or $49,441, compared to YTD 2025 (YTD 2025: $27,278). Cost of sales for Capital Sales increased due to higher project activity on Capital Sales projects in the current period relative to the fiscal year 2025.

Cost of sales for O&M Services of $2,377 for Q2 2026 decreased 16.4%, or $465, compared to Q2 2025 (Q2 2025: $2,842). For YTD 2026, cost of sales of $4,743 decreased 20.7%, or $1,236, compared to YTD 2025 (YTD 2025: $5,979). Cost of sales for O&M Services decreased mainly due to lower field service activity, partially offset by increased expenses in North America.

Cost of sales for BOO of $4,749 for Q2 2026 increased 39.0%, or $1,333, compared to Q2 2025 (Q2 2025: $3,416). For YTD 2026, cost of sales of $10,492 increased 31.4%, or $2,509, compared to YTD 2025 (YTD 2025 : $7,983). Cost of sales for BOO increased mainly due to higher production and operating activity at BOO facilities, including ongoing ramp-up of RIBF.

### *Gross Profit (Loss)*

| Gross Profit (Loss) by segment | Q2 2026 | Q2 2025 | Change ($) | Change (%) | YTD 2026 | YTD 2025 | Change ($) | Change (%) |
|---|---|---|---|---|---|---|---|---|
| Capital Sales | 13,661 | 7,700 | 5,961 | 77.4% | 25,314 | 12,005 | 13,309 | 110.9% |
| O&M Services | 1,360 | 2,323 | (963) | -41.5% | 3,114 | 3,990 | (876) | -22.0% |
| BOO | (519) | 471 | (990) | 210.2% | (1,240) | (98) | (1,142) | -1165.3% |
| **Total Gross Profit (Loss)** | 14,502 | 10,494 | 4,008 | 38.2% | 27,188 | 15,897 | 11,291 | 71.0% |

Gross profit of $14,502 for Q2 2026 increased 38.2%, or $4,008, compared to Q2 2025 (Q2 2025: $10,494). For YTD 2026, gross profit of $27,188 increased 71.0%, or $11,291, compared to YTD 2025 (YTD 2025: $15,897). The increase reflects higher gross profit in our Capital Sales segment, driven by higher volumes and improved contract-level margins on certain projects.

Gross profit for Capital Sales of $13,661 for Q2 2026 increased 77.4%, or $5,961, compared to Q2 2025 (Q2 2025: $7,700). For YTD 2026, gross profit of $25,314 increased 110.9%, or $13,309 compared to YTD 2025 (YTD 2025: $12,005). The increase reflects increased project activity and a favorable mix of higher-margin contracts in Italy and North America, as well as improved margin production and execution on certain projects.

Gross profit for O&M Services of $1,360 for Q2 2026 decreased 41.5%, or $963, compared to Q2 2025 (Q2 2025: $2,323). For YTD 2026, gross profit of $3,114 decreased 22.0%, or ($876), compared to YTD 2025 (YTD 2025: $3,990). The decrease in gross profit is a result of a decrease in O&M revenue activity and related costs in field service work.

Gross loss for BOO of $519 for Q2 2026 changed 210.2%, or $990, compared to Q2 2025 (Q2 2025: gross profit of $471). For YTD 2026, gross loss of $1,240 changed 1165.3%, or $1,142, compared to YTD 2025 (YTD 2025: $98). The gross loss is mainly due to operating costs associated with the continued ramp-up of RIBF, partially offset by improved production and operating performance at SoCal Biomethane.

### *Operating Expenses*

| | Q2 2026 | Q2 2025 | Change ($) | Change (%) | YTD 2026 | YTD 2025 | Change ($) | Change (%) |
|---|---|---|---|---|---|---|---|---|
| SG&A expenses | 15,230 | 14,304 | 926 | 6.5% | 29,311 | 31,480 | (2,169) | -6.9% |
| R&D expenses | 188 | 536 | (348) | -64.9% | 352 | 560 | (208) | -37.1% |
| Government grant income | (72) | (213) | 141 | 66.2% | (148) | (6,340) | 6,192 | 97.7% |
| **Total operating expenses** | 15,346 | 14,627 | 719 | 4.9% | 29,515 | 25,700 | 3,815 | 14.8% |

SG&A expenses of $15,230 for Q2 2026 increased 6.5%, or $926, compared to Q2 2025 (Q2 2025: $14,304). For YTD 2026, SG&A expenses of $29,311 decreased 6.9%, or $2,169, compared to YTD 2025 (YTD 2025: $31,480). For Q2 2026, SG&A increases were primarily due to higher legal and tax services fees offset by lower net labour costs and accounting fees. For YTD 2026 SG&A expense decreases were mostly related to reduction in labour costs and accounting fees.

R&D expenses of $188 for Q2 2026 decreased 64.9%, or $348, compared to Q2 2025 (Q2 2025: $536). For YTD 2026, R&D expenses of $352 decreased 37.1%, or $208, compared to YTD 2025 (YTD 2025: $560). Management has been focusing our efforts on refining the Company's existing technology and Capital Sales product offerings and is continuing to monitor investment costs in R&D expenses.

Government grant income of $72 for Q2 2026 decreased 66.2%, or $141, compared to Q2 2025 (Q2 2025: $213). For YTD 2026, government grant income of $148 decreased 97.7%, or $6,192, compared to YTD 2025 (YTD 2025: $6,340). For YTD 2026, the significant decrease was primarily due to lower recognition of government grants following the completion of the associated project, for which cash had been received in prior years and deferred.

### *Other Expenses*

| | Q2 2026 | Q2 2025 | Change ($) | Change (%) | YTD 2026 | YTD 2025 | Change ($) | Change (%) |
|---|---|---|---|---|---|---|---|---|
| Other gains (losses), net | 375 | (402) | 777 | 193.3% | 403 | (1,211) | 1,614 | 133.3% |
| Finance costs, net | (1,350) | (1,266) | (84) | -6.6% | (2,525) | (2,282) | (243) | -10.6% |
| Foreign exchange gains (losses) | 281 | (1,629) | 1,910 | 117.2% | (21) | (1,917) | 1,896 | 98.9% |

*Other gains (losses), net*

Other gains of $375 for Q2 2026 changed by 193.3%, or $777, compared to Q2 2025 (Q2 2025: losses of $402). For YTD 2026, other gains of $403 changed 133.3%, or $1,614, compared to YTD 2025 (YTD 2025: losses of $1,211). The changes in other gains (losses) is mainly due to changes in timing and the nature of one-time charges that are not deemed to be an operating expense.

*Finance costs, net*

Finance costs of $1,350 for Q2 2026, increased by 6.6%, or $84, compared to Q2 2025 (Q2 2025: $1,266). For YTD 2026, finance costs of $2,525 increased 10.6%, or $243, compared to YTD 2025 (YTD 2025: $2,282). The increase in finance costs is due to changes in debt balances from borrowing costs in YTD 2026 compared to YTD 2025.

*Foreign exchange gains (losses)*

The Company incurred foreign exchange gains of $281 for Q2 2026 which changed by 117.2%, or $1,910, compared to losses of $1,629 in Q2 2025. For YTD 2026, foreign exchange losses of $21 changed 98.9%, or $1,896, compared to YTD 2025 (YTD 2025: $1,917). The fluctuations are primarily due to foreign currency transactions with our customers and vendors and changes in exchange rates.

### *EBITDA and Adjusted EBITDA*

| | Q2 2026 | Q2 2025 | Change ($) | Change (%) | YTD 2026 | YTD 2025 | Change ($) | Change (%) |
|---|---|---|---|---|---|---|---|---|
| EBITDA* | 1,830 | (4,770) | 6,600 | 138.4% | 2,046 | (10,057) | 12,103 | 120.3% |
| Adjusted EBITDA* | 1,923 | (2,224) | 4,147 | 186.5% | 2,989 | (6,164) | 9,153 | 148.5% |

* See "Non-GAAP Measures"

EBITDA* Income of $1,830 for Q2 2026 improved 138.4%, or $6,600, compared to Q2 2025 (Q2 2025: EBITDA* Loss of $4,770). For YTD 2026, EBITDA* Income of $2,046 improved 120.3%, or $12,103, compared to YTD 2025 (YTD 2025: EBITDA* Loss of $10,057). The improvement was driven by reduced net loss and lower income tax expense year-over-year.

Adjusted EBITDA* Income of $1,923 for Q2 2026 improved 186.5%, or $4,147, compared to Q2 2025 (Q2 2025: Adjusted EBITDA* Loss of $2,224). For YTD 2026, Adjusted EBITDA* Income of $2,989 improved 148.5%, or $9,153, compared to YTD 2025 (YTD 2025: Adjusted EBITDA* Loss of $6,164). The improvement in Adjusted EBITDA was primarily driven by reduced net loss and more favorable foreign exchange movements year-over-year.

### *Revenue Backlog*

| **Revenue Backlog*** | **As at June 30, 2026** | **As at December 31, 2025** |
|---|---|---|
| Capital Sales | 235,179 | 217,090 |
| O&M Services | 39,714 | 39,414 |
| **Total Revenue Backlog** | **274,893** | **256,504** |

* See "Non-GAAP Measures"

Our revenue backlog is the balance of unrecognized, undiscounted, consolidated revenues from signed contracts in our Capital Sales and O&M Services segments. For our Capital Sales contracts, we have modeled only projects that have been contracted. For our O&M Services segment, while most of our in-hand contracts are 5-15 years in tenure, we have conservatively modeled for only 3 years of contracted revenue.

Revenue backlog of $274,893 as at Q2 2026 increased 7.2% or $18,389 compared to Fiscal 2025 year-end balance of $256,504. The increase in backlog was primarily due to new capital sales bookings, primarily in Italy and North America, partially offset by Capital Sale project execution during YTD 2026.

## RECONCILIATION OF NET LOSS TO EBITDA AND ADJUSTED EBITDA

The following table shows a reconciliation of net income (loss) to EBITDA* and Adjusted EBITDA* for three and six months ended June 30, 2026 and 2025:

| | Q2 2026 | Q2 2025 | YTD 2026 | YTD 2025 |
|---|---|---|---|---|
| Net loss | (2,084) | (9,488) | (6,451) | (15,385) |
| Finance costs, net | 1,350 | 1,266 | 2,525 | 2,282 |
| Depreciation and amortization | 2,018 | 1,394 | 3,991 | 2,874 |
| Income tax expense | 546 | 2,058 | 1,981 | 172 |
| **EBITDA*** | 1,830 | (4,770) | 2,046 | (10,057) |
| | | | | |
| Share-based compensation expense | 749 | 515 | 1,325 | 765 |
| Other (gains) losses, net (1) | (375) | 402 | (403) | 1,211 |
| Foreign exchange gains (losses) | (281) | 1,629 | 21 | 1,917 |
| **Adjusted EBITDA*** | 1,923 | (2,224) | 2,989 | (6,164) |

* See "Non-GAAP Measures"

Notes:

(1) The other gains (losses) are included as other gains and losses on our statement of operations.

## STATEMENT OF FINANCIAL POSITION

| Statement of Financial Position | As at June 30, 2026 | As at December 31, 2025 |
|---|---|---|
| Current assets | 116,909 | 108,592 |
| Non-current assets | 143,991 | 129,349 |
| Current financial liabilities | 123,025 | 123,738 |
| Current non-financial liabilities | 40,715 | 26,064 |
| Current liabilities | 163,740 | 149,802 |
| Non-current financial liabilities | 30,572 | 21,399 |
| Non-current other liabilities | 10,818 | 11,212 |
| Non-current liabilities | 41,390 | 32,611 |
| Equity | 55,770 | 55,528 |

## LIQUIDITY AND CAPITAL MANAGEMENT

### Overview

Our objective when managing liquidity is to maintain sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We also strive to maintain a strong capital base which is integral to investor, creditor and market confidence and to supporting future business development. Our capital structure consists of cash, long-term debt and equity consisting of share capital, contributed surplus and accumulated deficit.

We monitor cash flow requirements to optimize our cash return on investments. We aim to maintain a level of cash and cash equivalents and other highly marketable debt investments at an amount in excess of expected cash outflows on financial liabilities (other than trade payables) over the next 60 days. We also monitor the level of expected cash inflows on trade and other receivables together with expected cash outflows on trade and other payables. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

In addition, our Capital Sales contract payment terms are structured so that projects are cash positive, resulting in margins being captured early in the project. This allows us to effectively fund our Capital Sales growth without the need for additional capital. As part of our growth strategy, as updated to conform to our capital-light model, BOO capital expenditures are expected to be spent developing, acquiring and building BOO assets. Funding for projects consists of a combination of project-level debt financing, potential equity investment partners, cash from operations and equity investments from the Company.

In supporting the construction of BOO assets currently in execution and the development of other assets in our development pipeline, the Company expects to deploy capital as required depending on a number of factors, including project-specific development timelines and the availability of debt and equity financing, among others. Moreover, the Company may have contributed capital to a project before debt financing is in place and then may recover and reallocate the funds to another project once debt financing has been established. As a result, the source of capital and the amount of capital that would be contributed by the Company to a particular BOO asset change over time and cannot be determined with precision in advance.

### Capital Resources

As part of our new capital light strategy, we are focusing on entering into Capital Sales contracts that will require our customers to make prepayments on our Capital Sales contracts in order to fund construction. This includes our product companies in Europe, as these entities will require up-front payments from customers in order to start and complete orders.

Our working capital requirements can vary significantly from month-to-month due to a range of business factors, including the ramping of new Capital Sales projects, expansion or volume of our O&M Services segment and fluctuations in BOO operations, timing of purchases, customer delays in project timing, timing of payments and A/R collections. Management's intent is to structure contracts so that the Capital Sales contracts are cash flow positive but delays in projects remain outside of Anaergia's control. The international scope of our operations may also create working capital requirements in certain countries while other countries generate cash in excess of working capital needs.

**Liquidity**

The Q2 Interim Financial Statements have been prepared in accordance with IFRS Accounting Standards, which contemplates continuation of the Company as a going concern. For YTD 2026, the Company experienced operating losses of $2,327 and negative cash flows from operations of $11,733. In order to decrease liquidity risk, the Company has, among other actions, decreased headcount for certain positions, increased management's efforts to collect on older receivables, and is limiting non-essential expenditures.

As of June 30, 2026, the Company's cash reserves have decreased from $33,798 as at December 31, 2025 to $17,228 due to business operations, as well as increased investing activity.

Management cannot guarantee that it will satisfactorily complete these plans, or that the plans will alleviate the need for additional cash funding of the business. Our future strategy continues to rely on low up-front capital investment and refocusing our resources on our Capital Sales segment.

We are continuing to evaluate our BOO assets and are determining if certain financing options are worth pursuing at this time to increase capital resources available to the remaining projects. We will continue to seek equity partners and debt financing on our current BOO projects.

The Company, through its subsidiary, RIBF, has entered into the RIBF Loan, which is subject to customary financial covenants. On September 30th, 2024, the Company executed an amendment to the RIBF loan, extending its interest-only period through year-end 2025, and restructuring covenant terms and timing. On May 30, 2025 the Company signed the Second Amendment to Term Loan Agreement and Second Amendment to Blocked Account and Depository Agreement with East West Bank. The Amendment modified the financial covenants of the loan to reduce the production covenants regarding minimum gas production per day, as well as EBITDA requirements for the subsidiary. Due to the Company not being in compliance with certain production covenants during the fourth quarter of fiscal year 2025 and the second quarter of fiscal year 2026, this loan is classified as current as of both December 31, 2025 and June 30, 2026. Subsequent to the balance sheet date the Company requested and was granted a waiver of this covenant as of December 31, 2025. No waiver has been obtained as of June 30, 2026, and the Company is in discussions with East West Bank regarding a potential amendments to the covenant and debt-service profile. While the provided waiver grants relief from the covenant, the Company recognizes that it was within the rights of East West Bank to call the loan as of those dates. The RIBF loan is non-recourse to Anaergia, Inc. or the Company's subsidiaries except RIBF. Based on current operating expectations, the Company may not be in compliance with its covenants as of September 30, 2026 and continues to evaluate available alternatives, including continued discussions with the lender.

The Company, through its subsidiary, SCORF, has the SCORF Loan, which, due to filings as part of Rialto bankruptcy filing and Royal Bank of Scotland's rejection of the Fee Agreement, a portion of the collateral for the loan has been cancelled. We have entered negotiations with the lender and are continuing to make payments on the SCORF Loan. As of December 31, 2024, CalRecycle has provided the Company with an estoppel certificate declaring that it is not considering the status of the Fee Agreement, as impacted by Rialto bankruptcy, to be an event of default under the Loan Agreement.

On February 5, 2025, the Company entered into an agreement securing a $13,900 line of credit with the Royal Bank of Canada ("RBC"), guaranteed by Export Development Canada ("EDC"). On November 17, 2025, the Company entered into an agreement increasing its line of credit to $27,800. This line of credit is valid through January 31, 2027 and has utilized $11,871 as collateral for Letters of Credit required on certain Capital Sales projects as of June 30, 2026.

## ANALYSIS OF CASH FLOWS

### Cash Flows

| | YTD 2026 | YTD 2025 |
|---|---|---|
| Cash used in operating activities | (11,733) | (3,550) |
| Cash used in investing activities | (15,155) | (11,762) |
| Cash provided by financing activities | 11,412 | 420 |
| Effect of exchange rate differences | (1,094) | 6,868 |
| **Cash, beginning of period** | **33,798** | **30,220** |
| **Cash, end of period** | **17,228** | **22,196** |

### *Cash Used in Operating Activities*

The increase in cash used in operating activities for YTD 2026 is mainly due to changes in operating assets and liabilities, partially offset by a decrease in the net loss.

### *Cash Used in Investing Activities*

The increase in cash used in investing activities during YTD 2026 is due to increases in investments in Italy during the fiscal year.

### *Cash Provided by Financing Activities*

The increase in cash provided by financing activities for YTD 2026 was mainly due to borrowings from the Line of Credit during the quarter.

## CONTRACTUAL OBLIGATIONS

We have contractual obligations with a variety of expiration dates. The table below outlines our contractual obligations as at June 30, 2026.

| | Maturing | | | | | | |
|---|---|---|---|---|---|---|---|
| | Total | Maturing in Year 1 | Maturing in Year 2 | Maturing in Year 3 | Maturing in Year 4 | Maturing in Year 5 | Maturing beyond Year 5 |
| Lease and debt obligations | 83,004 | 47,606 | 4,275 | 6,004 | 2,881 | 2,847 | 19,391 |

## OFF-BALANCE SHEET ARRANGEMENTS

As at June 30, 2026, Anaergia had performance bonds of $124,726 representing the maximum amount potentially payable on performance bonds and guarantees issued by financial institutions to Anaergia S.r.L., Anaergia and Anaergia DB Inc., for the benefit of third parties. Performance bonds are financial guarantee contracts issued by financial institutions, for the benefit of a third party on behalf of Anaergia and Anaergia S.r.L. We use these bonds to guarantee performance for our customers’ benefit and to lessen our capital requirements to customers. If we perform on the Capital Sales and BOO sales, customers would have no need or use for the bond and they would then expire at the end of the contract. Customers could draw on the bond for their benefit by submitting claims to the financial institution or insurance company, and then we would be forced to reimburse them for the claims. We could dispute the claim and enter into litigation to resolve the dispute. Historically with the number of our contracts, we have had only rare claims on these performance bonds. We have also been able to successfully enter litigation to reclaim payment or partial payment on bonds wrongfully claimed. The Company does not anticipate that any current bonds will be called.

As at June 30, 2026, Anaergia had financial guarantees of $65,696. Financial guarantee contracts are agreements and/or commitments to reimburse or make payment on account of any losses or non-payments by a borrower in an event of default scenario and include surety guarantees in connection with transactions between two parties. These include a letter of patronage for customer, that guarantees sufficient capital for performance on a revenue contract. We have four financial guarantees for the benefit of related parties under which we could be required to make payments if those related parties do not satisfy the underlying obligations. In addition, we have financial guarantee contracts in the form of indemnity agreements from insurance carriers related to the performance bonds discussed above.

## RELATED PARTY TRANSACTIONS

The following is a description of our related parties and the nature of the transactions with them.

### Fibracast

Fibracast is a manufacturer of water treatment membranes domiciled in Ontario, Canada. In previous years, we were a significant shareholder of Fibracast (approximately 45% on a non-diluted basis). Subject to any conversion of interests by pending preferred equity holders in Fibracast, we currently hold an approximate 4% interest (on a non-diluted basis) in Fibracast. Anaergia purchases water treatment screens from Fibracast for our Capital Sales projects. We have guaranteed two loans with Canadian federal entities and have subordinated our loan to Fibracast in respect of the same loans. On July 23, 2024, we entered into a back-stop agreement with an investor of Fibracast, to obtain an unconditional indemnity agreement to off-set any claims made on the guarantees.

### Marny

Marny is a Luxembourg-based holding company which focuses on investment properties in central and eastern Europe. Marny invests in high-quality projects that utilize advanced technology and materials and through Marny's collaborations with its partners it ensures that its investments are well-managed and yield maximum value. Marny initially participated in the Strategic Investment through its wholly owned subsidiary, Marny Holdco. The shares are no longer held by Marny Holdco and are now held directly by Marny.

### Bioenergy Pte. Ltd.

Bioenergy Pte. Ltd. is a bioenergy plant located in Singapore. Anaergia Singapore Pte Ltd. previously held a 5% investment in Bioenergy Pte Ltd. and was the O&M service and EPC provider on their plant in Singapore. The investment has been settled and is no longer held.

### W.M. Lyles, Co. ("W.M. Lyles")

On April 10, 2023, the Company added Stan Simmons as a member to the board of directors. Given Mr. Simmons' position as a board member of W.M. Lyles, Inc. and Lyles Construction Group, the Company determined that W.M. Lyles was a related party of the Company. W.M. Lyles also owns a less than 5% equity interest in the Company. All purchases from W.M. Lyles are transacted at the Company's standard pricing.

### Rialto

Rialto, prior to the Chapter 11 bankruptcy filing, was a fully consolidated bioenergy plant located in Rialto, California. Anaergia Services, LLC continues to provide O&M services to the plant after its acquisition in the bankruptcy by Rialto Bioenergy Solutions, LLC, an affiliate of Sevana Bioenergy. Previously, prior to the sale of Rialto, we had two guarantees executed for the benefit of Rialto, one to a contractor and one for the benefit of one of Rialto's landlords; such guarantees were terminated in the Chapter 11 bankruptcy process. After the sale of Rialto in 2024, Rialto is no longer a related party.

### MD Limassol Waste Management Company Ltd. ("Limassol")

Our subsidiary, db Technologies BV ("**dbT**"), owns a 40% interest in a joint venture ("**JV**") with Medcon Construction Ltd. The JV was formed to undertake and execute a project, as its contractor, for design, construction, and operation of the integrated installations for the management of municipal solid waste and waste transfer station in the region of Limassol, owned by its customer, Ministry of the Interior of the Republic of Cyprus. The JV is a jointly controlled arrangement, and all decisions are made with the unanimous consent of both JV partners. dbT also has a minority interest in Limassol, a Cyprus limited liability company, which was formed and entered into as an O&M agreement with the municipal solid waste plant and transfer station that the JV was contracted to build. As a result of losses of the JV, the carrying value of our interest as of June 30, 2026 and December 31, 2025 is nil. In December 2023 the Cyprus government client terminated the O&M agreement.

## TGW Holdings

TGW Holdings is a construction and infrastructure group that is assisting the Company with Engineering, Procurement, and Construction contracts within the European Union. Ohad Epschtein, Chairman of the Board of the Company, also holds the position of Chairman of the Board of TGW Holdings.

The Company and its subsidiaries (together referred to as the "**Group**") had the following related party asset balances as at June 30, 2026 and December 31, 2025.

| | Accounts receivable | |
|---|---|---|
| | **Outstanding Balances at** | |
| Related party: | June 30, 2026 | December 31, 2025 |
| Fibracast | 7 | 7 |
| MD Waste Management Co Ltd * | 11,704 | 11,641 |
| Bioenergy Pte. Ltd | — | 32 |
| Total | 11,711 | 11,680 |

| | Loans receivable | |
|---|---|---|
| | **Outstanding Balances at** | |
| Related party: | June 30, 2026 | December 31, 2025 |
| Fibracast | 548 | 532 |
| Total | 548 | 532 |

* These accounts receivables with related parties are fully reserved for the Company's expected credit losses provisions as at December 31, 2025 and June 30, 2026.

The Group had the following related party liability balances as at June 30, 2026 and December 31, 2025.

| | Accounts Payable | |
|---|---|---|
| | **Outstanding Balances at** | |
| Related party: | June 30, 2026 | December 31, 2025 |
| W.M. Lyles Co. | 3,439 | 2,986 |
| Fibracast | 40 | 53 |
| Bioenergy Pte. Ltd | — | 100 |
| Total | 3,479 | 3,139 |

The Group had the following related party transactions for the three and six months ended June 30, 2026 and 2025.

| | **Transactions for the Three Months Ended June 30,** | | **Transactions for the Six Months Ended June 30,** | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Related party: | Revenue for goods and services | | Revenue for goods and services | |
| Rialto | — | — | — | 11 |
| W.M. Lyles Co. | — | — | — | 418 |
| Total | — | — | — | 429 |
| Related party: | Purchases of goods or services | | Purchases of goods or services | |
| Fibracast | 4 | 46 | 4 | 46 |
| TGW Holdings ** | — | — | — | — |
| W.M. Lyles | 1,237 | 1,399 | 4,544 | 2,873 |
| Total | 1,241 | 1,445 | 4,548 | 2,919 |

** During the year ended December 31, 2024, the Company paid $1,824 to TGW Holdings, which was recognized as a prepaid asset. Of this amount, $121 and $124 were recorded as expenses for the three months ended June 30, 2026 and 2025, respectively, and $241 and $241 were recognized as expenses for the six months ended June 30, 2026 and 2025, respectively.

## OUTSTANDING SHARES DATA

On July 29, 2024, a special resolution approving the alteration to the notice of articles and articles of Anaergia to remove the Multiple Voting Shares from the authorized share structure of Anaergia and to alter the identifying name of the subordinate voting shares to "common shares" was approved by the shareholders of the Company at the annual general and special meeting of shareholders.

The table below indicates the number of outstanding Common Shares as of the dates indicated:

| | As at June 30, 2026 | As at December 31, 2025 |
|---|---|---|
| Common Shares | 172,450,822 | 171,403,407 |

## QUARTERLY INFORMATION

The following table sets forth selected unaudited quarterly statements of operations data for periods indicated below. The information for each of these quarters has been prepared on the same basis as the 2025 Annual Financial Statements. This data should be read in conjunction with the Q2 2026 Interim Financial Statements and the notes thereto and is not necessarily indicative of our operating results for a full-year or any future period.

| Quarterly information | Q2 2026 | Q1 2026 | Q4 2025 | Q3 2025 | Q2 2025 | Q1 2025 | Q4 2024 | Q3 2024 |
|---|---|---|---|---|---|---|---|---|
| Revenue | 63,914 | 55,228 | 71,685 | 51,363 | 32,261 | 24,876 | 34,057 | 29,029 |
| Income (loss) from operations | (844) | (1,483) | 1,387 | 600 | (4,133) | (5,670) | (7,234) | (10,927) |
| Net income (loss) | (2,084) | (4,367) | 11,361 | (451) | (9,488) | (5,897) | (15,416) | (15,611) |

* See "Non-GAAP Measures"

Revenue of $63,914 for Q2 2026 increased 98.1%, or $31,653 compared to Q2 2025 (Q2 2025: 32,261). Revenue increased mainly due to increases in project execution on newly awarded projects and existing projects under construction in our Capital Sales segment.

Loss from operations of $844 for Q2 2026 decreased 43.1%, or $639, compared to Q1 2026 (Q1 2026: $1,483). This improvement is primarily due to increases in new projects under execution and the ramping up of construction on existing facilities.

Loss from operations of $844 for Q2 2026 improved 79.6%, or $3,289, compared to Q2 2025 (Q2 2025: $4,133). This improvement is primarily due to increases in new projects under execution and the ramping up of construction on existing facilities, as well as no asset impairment loss in Q2 2026 compared to Q2 2025.

Net loss of $2,084 for Q2 2026 decreased 52.3%, or $2,283, compared to Q1 2026 (Q1 2026: net loss of $4,367). The improvement is mainly driven by improved project execution progress, partially offset by higher SG&A expenses compared to the previous quarter.

Net loss of $2,084 for Q2 2026 improved 78.0%, or $7,404, compared to Q2 2025 (Q2 2025: $9,488). The improvement is primarily due to increases in new products under execution and the ramping up of construction on existing facilities.

## RISKS AND UNCERTAINTIES

An investment in the Common Shares involves risk. Investors should carefully consider the risks and uncertainties described herein and in the Annual Information Form. The risks and uncertainties described herein and in the Annual Information Form are not the only ones we face. Additional risks and uncertainties, including those that we do not know about now or that we currently deem immaterial, may also adversely affect our business. For a more complete discussion of the risks and uncertainties which apply to our business and our operating results, please see our Annual Information Form and other filings with the Canadian securities authorities, which are available on SEDAR+ at www.sedarplus.ca.

## DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal controls over financial reporting. Our internal control system was designed to provide reasonable assurance to our management team and the board of directors of the Company regarding the preparation and fair presentation of published financial statements in accordance with IFRS. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Canadian Securities Administrators require that companies certify the effectiveness of internal controls over financial reporting. It also requires a company to use a control framework such as the COSO Framework to design internal controls over financial reporting, which was applied by the Company. As well, the threshold for reporting a weakness of internal controls over financial reporting should be of a "material weakness" rather than "reportable deficiency."

During Fiscal 2026, we assessed the effectiveness of our internal control over financial reporting related to the period and reassessed for the comparative periods ("**Periods**"). Based on that evaluation and due to the material weakness described below, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures, and internal controls over financial reporting, for the Periods were not effective.

**Identification of Material Weakness in Internal Control Over Financial Reporting**

During the reporting periods presented, management did not maintain effective control over the interpretation and application of technical IFRS Accounting Standards matters. This deficiency required the Company to make adjustments prior to or in connection with the issuance of the 2023 Annual Financial Statements.

Delays in filing the 2023 Annual Financial Statements, which resulted in a failure to file cease trade order imposed by the Ontario Securities Commission, are also indicative of a material weakness in internal controls.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. Management has determined there is a material weakness in internal control over financial reporting.

**Remediation of Material Weakness in Internal Control Over Financial Reporting**

In response to the material weakness, management has hired financial accounting and management personnel with extensive technical knowledge and professional experience in financial reporting. The underlying process related to the material weakness continues to be enhanced. Revenue recognition policies have been updated to conform with IFRS 15. The revised process and control will continue to be evaluated quarterly for design and operating effectiveness.

In response to delays in filing the 2023 Annual Financial Statements, the Company's finance and accounting organization has built up a stronger professional team, strengthened its policies and procedures for internal and external reporting, streamlined the process of interim and year-end audits to allow timely completion, and implemented a monthly accounting close process, which helped to expedite the year-end and quarterly disclosure of financial information.

Management is committed to the implementation of remediation efforts to address the material weakness. Remediation is continuing and intended to address the material weakness and enhance the overall financial control environment, including steps to address the evaluation, applicability, and documentation of the impact of technical accounting matters on an ongoing basis, as well as adopting a monthly accounting close. During 2025, management engaged the services of an external advisory firm to review and refresh its internal controls over financial reporting and information technology general controls for North America and corporate components. The remaining global entities will undergo a similar exercise in 2026, aided by the implementation of a common ERP platform across all components. In addition, management is improving its level of precision and formal documentation of evidence of review, and process and control owners are being re-trained in execution of their assigned controls and maintaining the required level and quality of operating effectiveness support. The material weakness will only be considered as remediated when the applicable controls operate for a sufficient period of time and management has concluded through testing, that the controls are operating effectively.

No assurance can be provided at this time that the actions and remediation efforts of the Company will effectively remediate the material weakness or prevent the occurrence of other significant deficiencies or material weaknesses in the Company's internal controls over financial reporting in the future.

## CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates, and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent assets and liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The Company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the next financial year are discussed below:

***Evaluation of Control Over Investees***

We regularly assess our control for each investee on an ongoing basis. In evaluating whether we control investees, we apply judgment to assess whether we hold existing rights that give us the current ability to direct the relevant activities of our investee, has exposure or rights to variable returns from our involvement in the investee, and has the ability to use our power to affect these returns. Judgment is also required to determine the point in time at which we can exercise or cease to exercise such rights and abilities.

***Componentization and Useful Lives of Property, Plant, and Equipment***

Amounts recorded for depreciation and amortization expense are based on our componentization of our property, plant, and equipment and our estimate of the useful life and pattern of consumption of future economic benefits of the property, plant, and equipment. Judgment is applied to allocate costs incurred to their respective significant components.

***Determining Cash Generating Units ("CGUs")***

For the purpose of assessing impairment of non-financial assets, we must determine our CGUs. Assets and liabilities are grouped into CGUs at the lowest level of separately identifiable cash flows. The determination of a CGU is based on our judgment and is an assessment of the smallest group of assets that generate cash inflows independently of other assets.

***Arrangements That May Contain a Lease***

We apply judgment when determining whether an arrangement may contain a lease. For leases identified, we exercise judgment in determining the lease term, lease components, and the underlying value of the leased asset.

***Impairment of Long-Lived Assets***

Property, plant and equipment and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The nature of events that are deemed to be triggering events for an impairment test require our judgment. Long-lived assets that are not amortized are subject to an annual impairment test. For the purposes of measuring recoverable amounts, assets are grouped into CGUs. The testing of CGUs for impairment requires us to make assessments including the projected cash flow of the CGU, the likely capital structure, inputs into discount rates and to determine the best use for the CGU being tested. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use, being the present value of the expected future cash flows of the relevant CGU. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

***Going Concern Assessment***

We apply judgment when performing an assessment of going concern. This assessment requires us to make judgments related to our projected cash flows, material risks and uncertainties including compliance with future debt covenants and the necessary timing of cash flows to meet our present obligations as they become due.

### *Key Areas of Estimation Uncertainty*

### *Revenue Recognition*

Where the outcome of performance obligations for contracts can be estimated reliably, revenue is recognized. Capital Sales revenue related to EPC contracts that is recognized based on performance over time is measured primarily based on the costs incurred which approximates the value to the customer relative to the estimated total contract costs. Where the outcome of performance obligations for the contracts cannot be reliably measured, contract revenue is recognized in the current year to the extent that costs have been incurred until such time that the outcome of the performance obligations can be reasonably measured. The use of a cost-based input method requires the use of significant assumptions in estimating total contract costs, including materials, labour, and subcontractor costs, which are recognized as expenses in the year in which they are incurred.

### *Fair Value of Financial Instruments*

Certain financial instruments, such as embedded derivative financial instruments and cash flow hedges, are carried in the consolidated statements of financial position at fair value, with changes in fair value reflected in profit and loss or through other comprehensive income. Fair value of some financial instruments is estimated by using valuation techniques that require assumptions such as interest rates, credit spreads, exchange rates, forward prices, and other inputs. Where possible, management utilizes observable inputs in the determination of fair value and from time to time will involve external valuation specialists.

### *Estimated Credit Losses*

We maintain an allowance for expected credit losses to provide for the estimated amount of receivables that will not be collected. The allowance is based upon an assessment of creditworthiness of the portfolio of customers (most of which are government clients or major industrial companies), historical payment experience, the age of outstanding receivables, collateral to the extent applicable, and forward-looking information regarding our ability to collect.

### *Business Combination Accounting*

We recognize, separately from goodwill, the identifiable assets acquired and liabilities assumed at their estimated acquisition date fair values. We measure and recognize goodwill as of the acquisition date as the excess of: (a) the aggregate of the fair value of consideration transferred, the fair value of any non-controlling interest in the acquiree (if any) and the acquisition date fair value of the previously held equity interest in the acquiree (if any), over (b) the fair value of net assets acquired and liabilities assumed. The accounting for business combinations requires management to make assumptions including about the fair value of consideration transferred, the fair value of assets and liabilities acquired, and the fair value of any non-controlling interest.

### *Recoverability of Long-Lived Assets*

We test annually or more frequently, if necessary, whether goodwill or other long-lived assets have suffered any impairment in accordance with the accounting policies. Performing impairment testing requires management to determine the estimated recoverable amount of the relevant CGUs including either the CGUs estimated fair value less costs to sell or based on the assets value in use which is determined using projected future cash flows using internal business plans or forecasts, and discounting these cash flows to appropriately reflect the time value of money. Impairment assessments inherently involve assumptions about expected future cash flows and the impact of market conditions on those assumptions. Future events and changing market conditions may impact our assumptions as to prices, costs or other factors that may result in changes in our estimates of future cash flows.

## FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at June 30, 2026, we had an embedded prepayment option on our outstanding Live Oak loan for SoCal Biomethane - which has an asset balance of $1. This instrument is valued using a binomial option pricing model that reflects our credit rating and the likelihood that we would exercise the prepayment option. Changes in the fair value of this financial instrument are recorded through the statement of operations as other gains or losses. This financial instrument can only ever be an asset balance, as a prepayment penalty.

On October 13, 2023, we executed an International Swaps and Derivatives Association schedule and master agreement effective October 4, 2023 with East West Bank. These agreements and other associated required agreements (collectively, the "**Interest Rate Swap Agreements**") effectively constitute an interest rate swap agreement with East West Bank which effectively fixes the interest on the RIBF Loan at 9.04%. The Interest Rate Swap Agreements have a notional amount of US$20,000, and a maturity of seven years, the same as the RIBF Loan. It is our intention to designate the interest rate swap as an effective hedge. The Interest Rate Swap Agreement is valued using discounted future cash flows and market pricing of a similar instrument on each reporting date. We are anticipating that the hedge relationship is highly effective and that changes in the value of the swap will be recorded in our statement of other comprehensive income (loss) as fair value gain or loss on an effective hedge.

***Financial Risk Management***

We have exposure to risks arising from financial instruments, including credit risk, liquidity risk, and market risk, which includes currency risk and interest rate risk. Our board of directors has overall responsibility for the establishment and oversight of our risk management framework. Our senior management is responsible for developing and monitoring our risk management policies. Our risk management policies are established to identify and analyze the risks faced, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities.

***Credit Risk***

Credit risk is the risk of financial loss to us, if a customer, borrower, or counter-party to a financial instrument fails to meet its contractual obligations and arises principally from our receivables from customers. Customer credit risk is managed by each business unit subject to our established policies, procedures, and controls relating to customer credit risk management.

Our exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

We mitigate this risk through our credit policies and practices including the use of credit limits and approvals, and by monitoring the financial condition of our customers. We evaluate the concentration of risk with respect to trade receivables as low, as our customers are located in several jurisdictions and industries and operate in largely independent markets.

In addition, we are exposed to credit risk in relation to financial guarantee contracts given by banks on behalf of related parties. Our maximum exposure in this respect is the maximum amount the group could have to pay if the guarantee is called. As at June 30, 2026, an amount of $65,696 is the total estimated loss that we are exposed to, however, no loss allowance was recognized in profit or loss. The carrying amounts of financial assets and contract assets represent the maximum credit exposure.

***Liquidity Risk***

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled in cash or another financial asset. Our exposure to this risk is mainly in respect of its trade payables, other accounts payable and accrued liabilities, long-term debt, and lease liabilities.

Our objective when managing liquidity is to ensure, as far as possible, that the Company will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We monitor our cash flow requirements to optimize its cash return on investments. We aim to maintain the level of our cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities (other than trade payables) over the next 60 days. We also monitor the level of expected cash inflows on trade and other receivables together with expected cash outflows on trade and other payables.

***Market Risk***

Market risk is the risk that changes in market prices (foreign exchange rates, interest rates, and equity prices) will affect our income or loss or the value of our holdings of financial instruments. Market prices are subject to interest rate risk and currency risk.

Our financial instruments which are affected by market risk include loans and borrowings, deposits, cash flow hedging and a bond-related embedded derivative asset. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

***Interest Rate Risk***

We are exposed to interest rate risk on our variable rate borrowings. Accordingly, interest rate fluctuations affect the amount of interest expense we are obligated to pay. We currently use Interest Rate Swap Agreements to manage our exposure to interest rate changes. We have designated the interest rate swaps as cash flow hedges for accounting purposes. Accordingly, the earnings impact of the derivatives designated as cash flow hedges are recorded upon the recognition of the interest related to the hedged debt. There was no significant ineffectiveness in Q2 2026.

Taking our interest rate swap into account, a sensitivity analysis of the impact on the Company's variable rate corporate debt instruments to a hypothetical 100 basis point increase in short-term rates (Prime) during Q2 2026 would have resulted in no significant increase in interest expense.

***Currency Risk***

Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the functional currency of our relevant entity. We operate internationally and are exposed to the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. We monitor our exposure to currency risk and review whether the use of derivative financial instruments is appropriate to manage potential fluctuations in foreign exchange rates.

## FUTURE ACCOUNTING POLICY CHANGES

From time to time, new accounting pronouncements are issued by the IASB or other standards-setting bodies and are adopted as of the specified effective date. The new and amended standards and interpretations that are issued, but not yet effective, if any, up to the date of issuance of our financial statements will be disclosed below. We adopt new and amended standards and interpretations, if applicable, when they become effective.

## ADDITIONAL INFORMATION

Additional information relating to the Company, including the Annual Information Form, is available on SEDAR+ at www.sedarplus.ca.