ANAERGIA INC.

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

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2026 AND 2025

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION	1
NON-GAAP MEASURES AND INDUSTRY METRICS	3
HIGHLIGHTS	3
BUSINESS OVERVIEW	4
MARKET DYNAMICS AND GROWTH	6
RECENT DEVELOPMENTS	7
KEY COMPONENTS OF RESULTS OF OPERATIONS	8
RESULTS OF OPERATIONS	10
RECONCILIATION OF NET INCOME (LOSS) TO EBITDA AND ADJUSTED EBITDA	15
STATEMENT OF FINANCIAL POSITION	15
CAPITAL MANAGEMENT	15
ANALYSIS OF CASH FLOWS	17
CONTRACTUAL OBLIGATIONS	18
OFF-BALANCE SHEET ARRANGEMENTS	18
RELATED PARTY TRANSACTIONS	18
OUTSTANDING SHARES DATA	21
QUARTERLY INFORMATION	21
RISKS AND UNCERTAINTIES	21
DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING	22
CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS	23
FINANCIAL INSTRUMENTS	25
FUTURE ACCOUNTING POLICY CHANGES	27
ADDITIONAL INFORMATION	27

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 nine-month periods ended September 30, 2026 and 2025 is prepared as of November 11, 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 nine-month periods ended September 30, 2026 and 2025 (the "Q3 **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 Q3 Interim Financial Statements, which have been prepared in accordance with IFRS® 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 "**Q3 2026**" are to our fiscal quarter for the three months ended September 30, 2026, and references to "**Q3 2025**" are to our fiscal quarter for the three months ended September 30, 2025. References to "YTD 2026" are to the nine months ended September 30, 2026, and references to "YTD 2025" are to the nine months ended September 30, 2025. References to "**Fiscal 2025**" are to the fiscal year ended 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 access to a robust incremental pipeline of key Capital Sales projects; 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 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 meet the requirements and covenants under the SoCal Biomethane, LLC US $13 million credit agreement with Live Oak Banking Corporation (the "Live Oak 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 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; 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 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 a supplementary financial measure representing the balance of unrecognized, undiscounted, consolidated revenues from signed contracts in our Capital Sales and O&M Services segments. For our Capital Sales segment, 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 infrastructur2e 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 Q3 2026, revenue increased 30.3%, or $15,540, to $66,903 compared to Q3 2025 (Q3 2025: $51,363). For YTD 2026, revenue increased 71.5%, or $77,545, to $186,045 compared to YTD 2025 (YTD 2025: $108,500). The increase was driven mainly due to increased project execution in Italy, North America and EMEA.

- For Q3 2026, gross profit of $16,401 increased 11.0%, or $1,630 compared to Q3 2025 (Q3 2025: $14,771). For YTD 2026, gross profit of $43,589 increased 42.1%, or $12,921, compared to YTD 2025 (YTD 2025: $30,668). The increase was mainly driven by increased gross profit in Capital Sales.

- For Q3 2026, the net income of $19,548 improved 4,434.4%, or $19,999, compared to Q3 2025 (Q3 2025: net loss of $451). For YTD 2026, the net income of $13,097 improved 182.7%, or $28,933, compared to YTD 2025 (YTD 2025: net loss of $15,836). The improvement is mainly due to higher revenue and gross profit and the sale to Divert, Inc. and its affiliates ("**Divert**") of the Company's interest in Rhode Island Bioenergy Facility Holdco, LLC ("**RIBF Holdco**"), which owns Rhode Island Bioenergy Facility, LLC ("**RIBF**"), and the project assets of Charlotte Bioenergy Facility, LLC ("**CBF**").

- For Q3 2026, Adjusted EBITDA* income improved by 21.7%, or $557, to $3,120 compared to Q3 2025 (Q3 2025: $2,563). For YTD 2026, Adjusted EBITDA* income improved 269.6%, or $9,710, to $6,109 compared to YTD 2025 (YTD 2025: loss of $3,601). The improvement was primarily driven by higher revenue and gross profit as well as changes in other reconciling items.

Financial Highlights (in thousands, except per share data)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Revenue	66,903	51,363	186,045	108,500
Cost of sales	50,502	36,592	142,456	77,832
Gross profit	16,401	14,771	43,589	30,668
Income (Loss) from operations	473	600	(1,854)	(9,203)
Net Income (Loss)	19,548	(451)	13,097	(15,836)
Net income (loss) per share	0.07	0.01	0.06	(0.04)
Weighted average # of shares	172,808,254	169,991,723	171,987,203	169,913,796
EBITDA*	23,895	2,738	25,941	(7,319)
Adjusted EBITDA*	3,120	2,563	6,109	(3,601)

* 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. Anaergia Inc. was incorporated on September 3, 2010. 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, Australia and South America. 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, Australia, 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 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 European Union ("**EU**"), prompting the EU to adopt a plan known as "**REPowerEU**", having the short-term goal to reduce imports of Russian pipeline gas and LNG by 80 billion cubic meters (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 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 an agreement through its 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 set up 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 July 7, 2026, Anaergia Australia Pty Ltd., a subsidiary of Anaergia Inc., signed a contract with RF Corval Pty Ltd. to supply our proprietary technology and equipment for an advanced anaerobic digestion facility at the Goodness Grown farm production site in Tongala, Australia. This marks our first major reference facility in the Australian market. Partly funded by the Australian Renewable Energy Agency, the facility is designed to process up to 120,000 tonnes of

agricultural and commercial feedstock per year and produce more than 100 terajoules of biogas energy annually. The Company anticipates total contract revenue of approximately $14,000.

- On September 29, 2026, Anaergia S.r.L. entered into a $36,000 agreement, subject to conditions precedent, with TisVet Kft., one of Hungary's largest poultry producers, to supply technology and engineering services for a new anaerobic digestion facility in Hungary. The facility is expected to treat 122,000 tonnes of agricultural waste per year to produce 5 MW of electricity, and is one of the first projects developed under Hungary's new government-supported scheme for anaerobic digestion facilities. This marks our initial major project in Hungary in many years, with the facility expected to be fully operational by the second half of 2028.

- On September 29, 2026, the Company completed the sale to Divert of (i) its interest in RIBF Holdco, which owns RIBF, and (ii) the project assets of CBF. The disposals were negotiated and completed as part of a single transaction. CBF remains a subsidiary of the Company. Following completion of the sale, the Company deconsolidated RIBF Holdco and RIBF, derecognizing their assets and liabilities and the related non-controlling interest of $19,204. The CBF project assets were also derecognized. The Company recognized a gain on disposal of $21,923, of which $14,563 was attributable to shareholders of the Company. Transaction-related legal costs of $173 were recognized separately in other gains/(losses).

- On September 30, 2026, Anaergia S.r.L. entered into an engineering, procurement and construction contract valued at approximately $34,000 for a new renewable natural gas facility in Hungary. The new facility is designed to process more than 140,000 tonnes of agricultural feedstock annually and produce more than 900 Nm^3 per hour of biogas for upgrading to biomethane and injection into the natural gas grid. Commissioning on the project is expected to be completed by mid-2028.

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 recognized over time using a cost-based input 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 are 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

Gain on disposal of CBF and RIBF

Gain on disposal of CBF and RIBF represents the gain recognized on the sale of the Company's interest in RIBF Holdco and the project assets of CBF. The gain reflects the excess of consideration received over the carrying value of the net assets disposed of and was recognized upon completion of the transaction on September 29, 2026.

Loss on remeasurement of investment

Loss on remeasurement of investment represents the loss recognized during 2026 following the reduction in the conversion price of Fibracast's preferred shares. The Company was notified of the revised conversion terms prior to September 30, 2026, and accordingly reflected the revised terms in the fair value measurement of its investment as at September 30, 2026. The amendment was formally executed in October 2026.

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 gains (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 Q3 and YTD 2026 and 2025:

	Q3 2026	Q3 2025	YTD 2026	YTD 2025
Revenue	66,903	51,363	186,045	108,500
Cost of sales	50,502	36,592	142,456	77,832
Gross profit	16,401	14,771	43,589	30,668
SG&A expenses	15,737	13,979	45,048	45,459
R&D expenses	262	264	614	824
Government grant income	(71)	(72)	(219)	(6,412)
Income (Loss) from operations	473	600	(1,854)	(9,203)
Other gain (losses), net	423	330	826	(881)
Finance costs, net	(1,516)	(1,264)	(4,041)	(3,546)
Gain on disposal of CBF and RIBF	21,923	—	21,923	—
Loss on remeasurement of investment	(2,215)	—	(2,215)	—
Foreign exchange gains (losses)	1,175	399	1,154	(1,518)
Income (Loss) before income taxes	20,263	65	15,793	(15,148)
Income tax expense	(715)	(516)	(2,696)	(688)
Net Income (Loss)	19,548	(451)	13,097	(15,836)

Analysis of Results

Revenue by Segment

Revenue by segment	Q3 2026	Q3 2025	Change ($)	Change (%)	YTD 2026	YTD 2025	Change ($)	Change (%)
Capital Sales	58,008	44,336	13,672	30.8%	160,041	83,619	76,422	91.4%
O&M Services	4,825	5,190	(365)	-7.0%	12,682	15,159	(2,477)	-16.3%
BOO	4,070	1,837	2,233	121.6%	13,322	9,722	3,600	37.0%
Total Revenue	66,903	51,363	15,540	30.3%	186,045	108,500	77,545	71.5%

Revenue of $66,903 for Q3 2026 increased 30.3%, or $15,540, compared to Q3 2025 (Q3 2025: $51,363). For YTD 2026, revenue of $186,045 increased 71.5% or $77,545, compared to YTD 2025 (YTD 2025: $108,500). 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 $58,008 for Q3 2026 increased 30.8%, or $13,672, compared to Q3 2025 (Q3 2025: $44,336). For YTD 2026, revenue of $160,041 increased 91.4%, or $76,422, compared to YTD 2025 (YTD 2025: $83,619). 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 $4,825 for Q3 2026 decreased 7.0%, or $365, compared to Q3 2025 (Q3 2025: $5,190). For YTD 2026, revenue of $12,682 decreased 16.3%, or $2,477, compared to YTD 2025 (YTD 2025: $15,159). The decrease was due to lower field service activity in UK and North America compared to Q3 2025.

Revenue for our BOO segment of $4,070 for Q3 2026 increased 121.6%, or $2,233, compared to Q3 2025 (Q3 2025: $1,837). For YTD 2026, revenue of $13,322 increased 37.0%, or $3,600, compared to YTD 2025 (YTD 2025: $9,722). Revenue from our BOO segment increased due to higher production at existing BOO facilities, in particular the SoCal Biomethane facility.

Material Projects

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

During Q3 2026, we recognized revenue of $642 for this project. The project had an original contract value of SGD 35,017 and was approximately 88% complete as of September 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, RIBF Holdco 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 30, 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.

During Q3 2026, RIBF production levels remained below target levels and continued to pressure BOO segment profitability. On September 29, 2026, the Company completed the sale to Divert of its interest in RIBF Holdco, which owns RIBF, and the project assets of CBF. The disposals were negotiated and completed as part of a single transaction. The Company received preferred shares of Ara Divert HoldCo, Inc., the parent of Divert. The transaction resulted in the recognition of a gain on disposal of $21,923 and the deconsolidation of the related East West Bank loan in Q3 2026.

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 September 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	Q3 2026	Q3 2025	Change ($)	Change (%)	YTD 2026	YTD 2025	Change ($)	Change (%)
Italy	26,270	25,704	566	2.2%	80,903	35,491	45,412	128.0%
North America	36,144	16,884	19,260	114.1%	82,767	53,413	29,354	55.0%
Other EMEA*	3,561	4,175	(614)	-14.7%	16,271	11,485	4,786	41.7%
APAC	928	4,600	(3,672)	-79.8%	6,104	8,111	(2,007)	-24.7%
Total Revenue	66,903	51,363	15,540	30.3%	186,045	108,500	77,545	71.5%

* Other EMEA excludes Italy as it is disclosed separately

Revenue in Italy of $26,270 for Q3 2026 increased 2.2%, or $566, compared to Q3 2025 (Q3 2025: $25,704). For YTD 2026, revenue of $80,903 increased 128.0%, or $45,412, compared to YTD 2025 (YTD 2025: $35,491). The large increase was primarily due to higher Capital Sales contract awards that are now under execution in 2026.

Revenue in North America of $36,144 for Q3 2026 increased 114.1%, or $19,260, compared to Q3 2025 (Q3 2025: $16,884). For YTD 2026, revenue of $82,767 increased 55.0%, or $29,354, compared to YTD 2025 (YTD 2025: $53,413). 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 $3,561 for Q3 2026 decreased 14.7%, or $614, compared to Q3 2025 (Q3 2025: $4,175). For YTD 2026, revenue of $16,271 increased 41.7%, or $4,786, compared to YTD 2025 (YTD 2025: $11,485). The quarterly revenue decrease was mainly due to the decreases in UK and Germany, partially offset by an increase in Spain. The YTD revenue increase was primarily driven by a significant increase in Capital Sales projects in Spain.

Revenue in the APAC region of $928 for Q3 2026 decreased 79.8%, or $3,672, compared to Q3 2025 (Q3 2025: $4,600). For YTD 2026, revenue of $6,104 decreased 24.7%, or $2,007, compared to YTD 2025 (YTD 2025: $8,111). The decrease was primarily driven by lower activity on the IWMF Capital Sales project in Singapore during 2026.

Cost of Sales

Cost of Sales by segment	Q3 2026	Q3 2025	Change ($)	Change (%)	YTD 2026	YTD 2025	Change ($)	Change (%)
Capital Sales	43,795	31,010	12,785	41.2%	120,514	58,288	62,226	106.8%
O&M Services	2,280	2,249	31	1.4%	7,023	8,230	(1,207)	-14.7%
BOO	4,427	3,333	1,094	32.8%	14,919	11,314	3,605	31.9%
Total Cost of Sales	50,502	36,592	13,910	38.0%	142,456	77,832	64,624	83.0%

Cost of sales of $50,502 for Q3 2026 increased 38.0%, or $13,910, compared to Q3 2025 (Q3 2025: $36,592). For YTD 2026, cost of sales of $142,456 increased 83.0%, or $64,624, compared to YTD 2025 (YTD 2025: $77,832). The increase was driven by increased cost of sales related to Capital Sales and BOOs.

Cost of sales for Capital Sales of $43,795 for Q3 2026 increased 41.2%, or $12,785, compared to Q3 2025 (Q3 2025: $31,010). For YTD 2026, cost of sales of $120,514 increased 106.8%, or $62,226, compared to YTD 2025 (YTD 2025: $58,288). 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 $2,280 for Q3 2026 increased 1.4%, or $31, compared to Q3 2025 (Q3 2025: $2,249). For YTD 2026, cost of sales of $7,023 decreased 14.7%, or $1,207, compared to YTD 2025 (YTD 2025: $8,230). YTD 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 $4,427 for Q3 2026 increased 32.8%, or $1,094, compared to Q3 2025 (Q3 2025: $3,333). For YTD 2026, cost of sales of $14,919 increased 31.9%, or $3,605, compared to YTD 2025 (YTD 2025: $11,314). Cost of sales for BOO increased mainly due to higher production and operating activity at BOO facilities.

Gross Profit (Loss)

Gross Profit (Loss) by segment	Q3 2026	Q3 2025	Change ($)	Change (%)	YTD 2026	YTD 2025	Change ($)	Change (%)
Capital Sales	14,213	13,326	887	6.7%	39,527	25,331	14,196	56.0%
O&M Services	2,545	2,941	(396)	-13.5%	5,659	6,929	(1,270)	-18.3%
BOO	(357)	(1,496)	1,139	76.1%	(1,597)	(1,592)	(5)	-0.3%
Total Gross Profit (Loss)	16,401	14,771	1,630	11.0%	43,589	30,668	12,921	42.1%

Gross profit of $16,401 for Q3 2026 increased 11.0%, or $1,630, compared to Q3 2025 (Q3 2025: $14,771). For YTD 2026, gross profit of $43,589 increased 42.1%, or $12,921, compared to YTD 2025 (YTD 2025: $30,668). 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 $14,213 for Q3 2026 increased 6.7%, or $887, compared to Q3 2025 (Q3 2025: $13,326). For YTD 2026, gross profit of $39,527 increased 56.0%, or $14,196 compared to YTD 2025 (YTD 2025: $25,331). The increase reflects higher project volumes year over year, although cost of sales grew faster than revenue, resulting in a decrease in gross margin from 30.1% in Q3 2025 to 24.5% in Q3 2026.

Gross profit for O&M Services of $2,545 for Q3 2026 decreased 13.5%, or $396, compared to Q3 2025 (Q3 2025: $2,941). For YTD 2026, gross profit of $5,659 decreased 18.3%, or $1,270, compared to YTD 2025 (YTD 2025: $6,929). The YTD 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 $357 for Q3 2026 changed 76.1%, or $1,139, compared to Q3 2025 (Q3 2025: $1,496). For YTD 2026, gross loss of $1,597 changed 0.3%, or $5, compared to YTD 2025 (YTD 2025: $1,592). The gross loss is mainly due to operating costs associated with the RIBF and Charlotte facilities, prior to the disposition of the RIBF Holdco entity and Charlotte assets on September 29, 2026. The gross loss on these two facilities in Q3 2026 was $1,538. This loss was partially offset by improved production and operating performance at SoCal Biomethane.

Operating Expenses

	Q3 2026	Q3 2025	Change ($)	Change (%)	YTD 2026	YTD 2025	Change ($)	Change (%)
SG&A expenses	15,737	13,979	1,758	12.6%	45,048	45,459	(411)	-0.9%
R&D expenses	262	264	(2)	-0.8%	614	824	(210)	-25.5%
Government grant income	(71)	(72)	1	-1.4%	(219)	(6,412)	6,193	-96.6%
Total operating expenses	15,928	14,171	1,757	12.4%	45,443	39,871	5,572	14.0%

SG&A expenses of $15,737 for Q3 2026 increased 12.6%, or $1,758, compared to Q3 2025 (Q3 2025: $13,979). For YTD 2026, SG&A expenses of $45,048 decreased 0.9%, or $411, compared to YTD 2025 (YTD 2025: $45,459). For Q3 2026, SG&A increases were primarily due to higher labour related costs and legal reserves, partially offset by a bad debt recovery recognized in Italy and lower audit expenses. For YTD 2026 SG&A expense decreases were primarily due to a bad debt recovery recognized in Italy and lower audit expenses, partially offset by higher labour related costs.

R&D expenses of $262 for Q3 2026 decreased 0.8%, or $2, compared to Q3 2025 (Q3 2025: $264). For YTD 2026, R&D expenses of $614 decreased 25.5%, or $210, compared to YTD 2025 (YTD 2025: $824). 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 $71 for Q3 2026 decreased 1.4%, or $1, compared to Q3 2025 (Q3 2025: $72). For YTD 2026, government grant income of $219 decreased 96.6%, or $6,193, compared to YTD 2025 (YTD 2025: $6,412). 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

	Q3 2026	Q3 2025	Change ($)	Change (%)	YTD 2026	YTD 2025	Change ($)	Change (%)
Other gains (losses), net	423	330	93	28.2%	826	(881)	1,707	193.8%
Finance costs, net	(1,516)	(1,264)	(252)	-19.9%	(4,041)	(3,546)	(495)	-14.0%
Gain on disposal of CBF and RIBF	21,923	—	21,923	100.0%	21,923	—	21,923	100.0%
Loss on remeasurement of investment	(2,215)	—	(2,215)	100.0%	(2,215)	—	(2,215)	100.0%
Foreign exchange gains (losses)	1,175	399	776	194.5%	1,154	(1,518)	2,672	176.0%

Other gains (losses), net

Other gains of $423 for Q3 2026 changed by 28.2%, or $93, compared to Q3 2025 (Q3 2025: $330). For YTD 2026, other gains of $826 changed 193.8%, or $1,707, compared to YTD 2025 (YTD 2025: losses of $881). The changes in other gains (losses) are 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 $1,516 for Q3 2026, increased by 19.9%, or $252, compared to Q3 2025 (Q3 2025: $1,264). For YTD 2026, finance costs of $4,041 increased 14.0%, or $495, compared to YTD 2025 (YTD 2025: $3,546). The increase in finance costs is due to changes in debt balances from borrowing costs in YTD 2026 compared to YTD 2025.

Gain on disposal of CBF and RIBF

Gain on disposal of CBF and RIBF of $21,923 was recognized in Q3 2026. No comparable gain was recorded in Q3 2025. The increase was driven by a one-time gain of $21,923 on the disposal of CBF and RIBF in September 2026.

Loss on remeasurement of investment

Loss on remeasurement of investment of $2,215 was recognized in Q3 2026 in connection with the remeasurement of the Company's investment in Fibracast following a reduction in the conversion price of the underlying instrument. As no comparable transaction occurred in Q3 2025, the loss increased by $2,215 compared to prior-year period.

Foreign exchange gains (losses)

The Company incurred foreign exchange gains of $1,175 for Q3 2026 which changed by 194.5% or $776, compared to $399 in Q3 2025. For YTD 2026, foreign exchange gains of $1,154 changed 176.0%, or $2,672, compared to YTD 2025 (YTD 2025: losses of $1,518). The fluctuations are primarily due to foreign currency transactions with our customers and vendors and changes in exchange rates.

EBITDA and Adjusted EBITDA

	Q3 2026	Q3 2025	Change ($)	Change (%)	YTD 2026	YTD 2025	Change ($)	Change (%)
EBITDA*	23,895	2,738	21,157	772.7%	25,941	(7,319)	33,260	454.4%
Adjusted EBITDA*	3,120	2,563	557	21.7%	6,109	(3,601)	9,710	269.6%

* See "Non-GAAP Measures"

EBITDA* Income of $23,895 for Q3 2026 improved 772.7%, or $21,157, compared to Q3 2025 (Q3 2025: $2,738). For YTD 2026, EBITDA* Income of $25,941 improved 454.4%, or $33,260, compared to YTD 2025 (YTD 2025: EBITDA* Loss of $7,319). The improvement was driven by the gain on sale of RIBF and CBF and improvements in gross profit year-over-year.

Adjusted EBITDA* Income of $3,120 for Q3 2026 improved 21.7%, or $557, compared to Q3 2025 (Q3 2025: $2,563). For YTD 2026, Adjusted EBITDA* Income of $6,109 improved 269.6%, or $9,710, compared to YTD 2025 (YTD 2025: Adjusted EBITDA* Loss of $3,601). The improvement in Adjusted EBITDA was primarily driven by higher gross profit of $1,630, partially offset by an increase of $1,073 in net operating expenses, excluding depreciation, amortization, and share-based compensation, resulting in a year-over-year improvement of $557.

Revenue Backlog

Revenue Backlog*	As at September 30, 2026	As at December 31, 2025
Capital Sales	262,905	217,090
O&M Services	40,212	39,414
Total Revenue Backlog	**303,117**	**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 $303,117 as at September 30, 2026 increased 18.2% or $46,613 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 INCOME (LOSS) TO EBITDA AND ADJUSTED EBITDA

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

	Q3 2026	Q3 2025	YTD 2026	YTD 2025
Net Income (Loss)	19,548	(451)	13,097	(15,836)
Finance costs, net	1,516	1,264	4,041	3,546
Depreciation and amortization	2,116	1,409	6,107	4,283
Income tax expense	715	516	2,696	688
EBITDA*	23,895	2,738	25,941	(7,319)
Share-based compensation expense	531	554	1,856	1,319
Other (gains) losses, net [(1)]	(423)	(330)	(826)	881
Gain on disposal of CBF and RIBF	(21,923)	—	(21,923)	—
Loss on remeasurement of investment	2,215	—	2,215	—
Foreign exchange gains (losses)	(1,175)	(399)	(1,154)	1,518
Adjusted EBITDA*	3,120	2,563	6,109	(3,601)

* 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 September 30, 2026	As at December 31, 2025
Current assets	107,345	108,592
Non-current assets	105,124	129,349
Current financial liabilities	87,003	123,738
Current non-financial liabilities	43,926	26,064
Current liabilities	130,929	149,802
Non-current financial liabilities	30,969	21,399
Non-current other liabilities	9,120	11,212
Non-current liabilities	40,089	32,611
Equity	41,451	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 Q3 Interim Financial Statements have been prepared in accordance with IFRS Accounting Standards, which contemplate continuation of the Company as a going concern. For YTD 2026, the Company experienced operating losses of $1,854 and negative cash flows from operations of $3,154. 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 September 30, 2026, the Company’s cash reserves have decreased from $33,798 as at December 31, 2025 to $16,998, primarily due to cash used in operating activities and increased investing activity during the period. Following the disposition of the RIBF and Charlotte facilities, management believes that expected cash flows from the remaining business and available financing sources will be sufficient to fund operations and meet obligations over the next twelve months.

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.

The Company, through its subsidiary, RIBF, has entered into the RIBF Loan, which was subject to customary financial covenants. On September 30, 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 financial covenants during the fourth quarter of fiscal year 2025, this loan was classified as current as of December 31, 2025. Subsequent to the balance sheet date the Company requested and was granted a waiver of this covenant as of December 31, 2025. On September 29, 2026, the Company completed the sale to Divert, Inc. and its affiliates of its interest in RIBF Holdco, which owns RIBF. Upon the sale of RIBF Holdco and RIBF, Divert assumed the East West Bank loan and the loan was removed from the Company's consolidated financial statements.

The Company’s subsidiary, SoCal Biomethane, LLC entered into a credit agreement with Live Oak Banking Corporation. The credit agreement allows SoCal Biomethane, LLC to borrow up to US$13,000 at a fixed interest rate of 5.96% per annum maturing June 1, 2032. The credit agreement calls for the Company to pay a declining prepayment premium that starts at 4% and declines 1% each year over the first four years of the agreement. The prepayment premium was recognized as an embedded derivative and is accounted for at FVTPL. During the year ended December 31, 2022, SoCal Biomethane, LLC borrowed US$12,706 and fully utilized the loan. The indenture is secured by the assets of SoCal Biomethane, LLC. The loan has certain financial covenants including a maximum debt to worth ratio of less than 5:1, a minimum current ratio of greater than one, and minimum debt service coverage ratio of greater than 1.25. Due to the Company not being in compliance with certain covenants during the fourth quarter of fiscal year 2025 and the third quarter of fiscal year 2026, this loan is reclassified as current as of both December 31, 2025 and September 30, 2026. Subsequent to the balance sheet date the Company requested and was granted a waiver of this covenant as of both December 31, 2025 and September 30, 2026. While the provided waiver grants relief from the covenant, the Company recognizes that it was within the rights of the Live Oak Banking Corporation to call the loan as of September 30, 2026. The Company was not in compliance with this financial covenant as of September 30, 2026, and expects

to be in compliance at December 31, 2026. The covenant utilizes a rolling 12-month average production calculation to confirm compliance, which currently includes the period where the currently applicable offtake agreement was not effective due to ongoing negotiations. The new offtake agreement under Senate Bill 1440 was signed in Q1 2026, and as of year-end 2026 the Company expects the rolling 12-month average production to meet the covenant requirements.

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 $5,346 as collateral for Letters of Credit required on certain Capital Sales projects and related expenses as of September 30, 2026.

On May 6, 2026, the Company entered into a $20,000 revolving credit facility, which matures on May 6, 2029. As of September 30, 2026, $14,533 was drawn under the facility and $5,467 remained available, subject to borrowing base availability. Actual availability under the facility is limited by the borrowing base, which is determined based on eligible assets and other terms of the credit agreement. The facility provides additional liquidity and financial flexibility to support the Company's working capital and general corporate needs. On October 21, 2026, the Company received credit approval from National Bank of Canada for a $10,000 increase in its revolving credit facility, from $20,000 to $30,000, under the facility's accordion provision. Availability under the facility remains subject to the applicable borrowing base and other terms of the credit agreement.

ANALYSIS OF CASH FLOWS

Cash Flows

	YTD 2026	YTD 2025
Cash (used in) provided by operating activities	(3,154)	11,483
Cash used in investing activities	(20,192)	(19,004)
Cash provided by financing activities	11,989	1,182
Effect of exchange rate differences	(5,443)	4,952
Cash, beginning of period	**33,798**	**30,220**
Cash, end of period	**16,998**	**28,833**

Cash (Used in) Provided by Operating Activities

The change in cash (used in) provided by operating activities for YTD 2026 is mainly due to adjustments for non cash items related to the divestment of RIBF HoldCo entity and CBF assets and unfavorable changes in operating assets and liabilities, partially offset by higher net earnings. The Company expects that cash flow from operations will become positive in future periods following the divestiture.

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 primarily due to higher borrowings under the revolving line of credit during the year.

CONTRACTUAL OBLIGATIONS

We have contractual obligations with a variety of expiration dates. The table below outlines our contractual obligations as at September 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	52,979	17,707	4,183	19,982	2,651	2,581	5,875

OFF-BALANCE SHEET ARRANGEMENTS

As at September 30, 2026, Anaergia had performance bonds of $110,213 representing the maximum amount potentially payable on performance bonds and guarantees issued by financial institutions to Anaergia, Inc. and Anaergia S.r.L. 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 September 30, 2026, Anaergia had financial guarantees of $63,871. 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 two 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 a 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. In October 2026, Fibracast Ltd. initiated a capital raise of 10.0 million to 20.0 million preferred shares at $1.00 per share, convertible into common shares on a one-for-one basis for no additional consideration. The conversion price of the existing preferred shares was reduced from $6.99 to $1.00 per common share. In the third quarter of 2026, the Company remeasured its investment in Fibracast Ltd. to $370, with the resulting reduction recognized in other gains/(losses). 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 September 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 September 30, 2026 and December 31, 2025.

	Accounts receivable	
	Outstanding Balances at	
Related party:	September 30, 2026	December 31, 2025
Fibracast	7	7
MD Waste Management Co Ltd *	11,644	11,641
Bioenergy Pte. Ltd	—	32
Total	11,651	11,680

	Loans receivable	
	Outstanding Balances at	
Related party:	September 30, 2026	December 31, 2025
Fibracast	556	532
Total	556	532

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

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

	Accounts Payable	
	Outstanding Balances at	
Related party:	September 30, 2026	December 31, 2025
W.M. Lyles Co.	3,448	2,986
Fibracast	40	53
Bioenergy Pte. Ltd	—	100
Total	3,488	3,139

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

	Transactions for the Three Months Ended September 30,		**Transactions for the Nine Months Ended September 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
TGW Holdings **	—	—	—	—
W.M. Lyles	27	2,223	4,571	5,096
Total	27	2,223	4,575	5,142
Related party:	Interest charges		Interest charges	
Fibracast	24	—	24	—
Total	24	—	24	—

** 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 $101 were recorded as expenses for the three months ended September 30, 2026 and 2025, respectively, and $362 and $342 were recognized as expenses for the nine months ended September 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 September 30, 2026	As at December 31, 2025
Common Shares	172,942,260	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 Q3 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	Q3 2026	Q2 2026	Q1 2026	Q4 2025	Q3 2025	Q2 2025	Q1 2025	Q4 2024
Revenue	66,903	63,914	55,228	71,685	51,363	32,261	24,876	34,057
Income (loss) from operations	473	(844)	(1,483)	1,387	600	(4,133)	(5,670)	(7,234)
Net income (loss)	19,548	(2,084)	(4,367)	11,361	(451)	(9,488)	(5,897)	(15,416)

* See "Non-GAAP Measures"

Revenue of $66,903 for Q3 2026 increased 4.7%, or $2,989 compared to Q2 2026 (Q2 2026: $63,914). The quarter-over-quarter increase was driven by continued progress on ongoing projects and increased project execution activity within the Capital Sales segment.

Revenue of $66,903 for Q3 2026 increased 30.3%, or $15,540 compared to Q3 2025 (Q3 2025: $51,363). The year-over-year increase was primarily due to increases in project execution on newly awarded projects and existing projects under construction in our Capital Sales segment.

Income from operations of $473 for Q3 2026 improved 156.0%, or $1,317, compared to Q2 2026 (Q2 2026: loss of $844). The quarter-over-quarter improvement is primarily due to increases in new projects under execution and the ramping up of construction on existing facilities.

Income from operations of $473 for Q3 2026 changed 21.2%, or $127, compared to Q3 2025 (Q3 2025: $600). The year-over-year change is primarily driven by higher SG&A expenses.

Net income of $19,548 for Q3 2026 improved 1038.0%, or $21,632, compared to Q2 2026 (Q2 2026: net loss of $2,084). The quarter-over-quarter improvement is mainly driven by the gain on disposal of CBF and RIBF and improved project execution progress, partially offset by higher SG&A expenses compared to the prior quarter.

Net income of $19,548 for Q3 2026 improved 4,434.4%, or $19,999, compared to Q3 2025 (Q3 2025: net loss of $451). The year-over-year improvement is primarily due to the gain on disposal of CBF and RIBF, increased activity on new projects and continued progress on construction at 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, management completed the remediation activities related to the previously identified material weakness and, following testing of the applicable controls for a sufficient period of time, concluded that the material weakness had been remediated. Accordingly, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures and internal control over financial reporting were effective as of the end of the reporting period.

Previously Identified Material Weakness in Internal Control Over Financial Reporting

During prior reporting periods, 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, were 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. As described below, management has concluded that the previously identified material weakness has been remediated.

Remediation of Material Weakness in Internal Control Over Financial Reporting

In response to the previously identified material weakness, management implemented a comprehensive remediation plan to strengthen the Company's financial reporting processes and internal control environment. The Company hired financial accounting and management personnel with extensive technical knowledge and professional experience in financial reporting and enhanced the processes and controls relating to the evaluation, application, and documentation of technical accounting matters. Revenue recognition policies were also updated to conform with IFRS 15.

In response to the delays in filing the 2023 Annual Financial Statements, the Company strengthened its finance and accounting organization, enhanced its policies and procedures for internal and external reporting, streamlined its interim and year-end audit processes, and implemented a monthly accounting close process to facilitate more timely completion and disclosure of financial information.

During 2025, management engaged an external advisory firm to review and refresh the Company's internal controls over financial reporting and information technology general controls for North America and corporate components. This initiative was expanded to the remaining global entities during 2026, supported by the implementation of a common ERP platform across the Company's components. Management also enhanced the level of precision and formal documentation associated with evidence of review, and process and control owners received additional training regarding the execution of their assigned controls and the documentation required to support operating effectiveness.

During 2026, management completed the applicable remediation activities and evaluated the design and operating effectiveness of the enhanced controls. Based on the results of management's testing, and after the applicable controls had operated for a sufficient period of time, management concluded that the controls were designed and operating effectively and that the previously identified material weakness had been remediated as of the end of the reporting period.

Although the previously identified material weakness has been remediated, the Company will continue to monitor the effectiveness of its internal control over financial reporting and seek opportunities to further strengthen its financial reporting processes and overall control environment.

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.

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.

Assessment of significant influence over investees

In determining whether the Company has significant influence over an investee, management applies the requirements of IAS 28 Investments in Associates and Joint Ventures. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The assessment of significant influence requires the application of judgment and considers all relevant facts and circumstances, including, but not limited to:

- the Group's percentage ownership of voting rights, including potential voting rights that are currently exercisable or convertible;

- representation on the board of directors or equivalent governing body;

- participation in policy-making processes, including decisions regarding dividends or other distributions;
- material transactions between the Group and the investee;
- interchange of managerial personnel; and
- the provision of essential technical information or other strategic support.

Ownership of 20% or more of the voting power of an investee generally creates a rebuttable presumption that the Group has significant influence, unless it can be clearly demonstrated otherwise. Conversely, ownership of less than 20% does not necessarily preclude the existence of significant influence if other indicators are present.

Management reassesses the existence of significant influence whenever facts and circumstances indicate that the Group's ability to participate in the financial and operating policy decisions of an investee has changed. Such changes may arise from acquisitions or disposals of ownership interests, changes in contractual arrangements, modifications to governance rights, or other relevant events.

Investments over which the Group has significant influence, if any exist, are accounted for using the equity method. Where management concludes that significant influence does not exist despite ownership of 20% or more of the voting rights, or concludes that significant influence exists despite ownership of less than 20%, the basis for that judgment is disclosed where material to the financial statements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at September 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. On September 29, 2026, the Company completed the sale of its interest in RIBF Holdco. As part of the transaction, the RIBF loan was assumed by Divert and deconsolidated from the Company's consolidated financial statements.

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, including letters of patronage issued in connection with customer contracts and indemnity agreements related to performance bonds. Our maximum exposure in this respect is the maximum amount the group could have to pay if the guarantee is called. As at September 30, 2026, the Group's maximum exposure under these financial guarantee contracts was $63,871; however, no loss allowance was recognized in profit or loss.

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. Following the disposal of RIBF in September 2026, the related interest rate swap was transferred as part of the transaction. As of September 30, 2026, our primary exposure to variable interest rates relates to our revolving credit facility, which bears interest at a rate of 6.70%.

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 Q3 2026 would have resulted in an 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.

IFRS 18, Presentation and Disclosure in Financial Statements, is effective for annual reporting periods beginning on or after January 1, 2027. The Company is currently assessing the impact of adopting this standard on its condensed consolidated interim financial statements.

ADDITIONAL INFORMATION

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