

COVALON TECHNOLOGIES LTD.

Notice of Annual General and Special Meeting of Shareholders

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “**Meeting**”) of shareholders of Covalon Technologies Ltd. (the “**Corporation**”) will be held on Wednesday, March 25, 2026, at 2:00 p.m. (Toronto time) in a virtual-only format where shareholders may attend and participate in the meeting via live webcast for the following purposes:

1. to present the financial statements of the Corporation for the year ended September 30, 2025, together with the report of the auditor thereon;
2. to elect directors for the ensuing year;
3. to reappoint PricewaterhouseCoopers LLP, Chartered Accountants, as the auditor of the Corporation and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditor;
4. to consider and, if deemed advisable, to pass a special resolution in the form set forth in Appendix A to the accompanying management information circular (the “**Circular**”) to authorize an amendment to the Corporation’s articles (the “**Articles of Amendment**”), as set forth in Appendix B to the Circular, to authorize the directors to create and issue classes of preferred shares (“**Preferred Shares**”) and add such Preferred Shares to the Corporation’s authorized capital, subject to any necessary TSX Venture Exchange approval, including any additions, deletions, exceptions, amendments or other modifications thereto (“**TSX-V Approval**”);
5. to consider and, if deemed advisable, to pass an ordinary resolution in the form set forth in Appendix A to the accompanying Circular to ratify, confirm and approve (i) the Corporation’s amended and restated by-law no. 1 (the “**Amended and Restated By-law No.1**”), as set forth in Appendix C to the Circular, and (ii) repeal the Corporation’s current by-law no. 2 (“**By-law No. 2**”), subject to TSX-V Approval, respectively;
6. to consider and, if deemed advisable, to pass an ordinary resolution in the form set forth in Appendix A to the accompanying Circular to ratify, confirm and approve a new advance notice by-law (the “**Advance Notice By-law**”), as set forth in Appendix D to the Circular, subject to TSX-V Approval;
7. to consider and, if deemed advisable, to pass an ordinary resolution in the form set forth in Appendix A to the accompanying Circular to approve the Corporation’s amended and restated omnibus long-term incentive plan (the “**LTIP**”), as set forth in Appendix E to the Circular, subject to TSX-V Approval;
8. to consider and, if deemed advisable, to pass an ordinary resolution in the form set forth in Appendix A to the accompanying Circular, to ratify, confirm and approve the grant of 150,000 options granted to Ms. Crooks during the Corporation’s 2025 fiscal year; and
9. to transact such other business as may properly come before the Meeting or any reconvened meeting following an adjournment or postponement thereof.

Accompanying this Notice of Meeting are a copy of the Circular and a form of proxy. These materials can also be viewed on the System for Electronic Document Analysis and Retrieval (“SEDAR+”), which can be accessed at <http://www.sedarplus.ca>.

The Corporation is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast, where all shareholders regardless of geographic location and equity ownership will have an equal opportunity to participate at the Meeting and engage with directors of the Corporation and management as well as other shareholders. Shareholders will not be able to attend the Meeting in person. Registered shareholders and duly appointed proxyholders may attend, participate and vote at the Meeting online at [Covalon Technologies Ltd.](https://virtual-</p></div><div data-bbox=)

meetings.tsxtrust.com/1871, Meeting ID 1871, using Password “covalon2026” (case sensitive). Non-registered shareholders (being shareholders who hold their shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to vote at the Meeting but will be able to attend the Meeting as guests.

If you cannot attend the Meeting, please complete and sign the enclosed form of proxy and return it in the envelope provided to the Corporation’s transfer agent, TSX Trust Company, by mail at 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, prior to 2:00 p.m. (Toronto time) on Monday, March 23, 2026, or 48 hours prior to any reconvened meeting following an adjournment or postponement of the Meeting. Please refer to the accompanying Circular for further information regarding completion and use of the proxy and other information pertaining to the Meeting. Please be advised that the exercise of a proxy does not constitute a written objection.

DATED at Mississauga, Ontario this 6th day of February, 2026.

By Order of the Board of Directors

“Brent Ashton”

Brent Ashton
Chief Executive Officer

COVALON TECHNOLOGIES LTD.
MANAGEMENT INFORMATION CIRCULAR
SOLICITATION OF PROXIES

This management information circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of Covalon Technologies Ltd. (the “Corporation”) for use at the annual general and special meeting (the “Meeting”) of shareholders (“Shareholders”) of the Corporation to be held on Wednesday, March 25, 2026, at 2:00 p.m. (Toronto time), and at any reconvened meeting following an adjournment or postponement thereof, for the purposes set forth in the accompanying Notice of Annual General and Special Meeting of Shareholders (the “Notice of Meeting”). The solicitation will be primarily by mail but may also be solicited by telephone or electronic means of communication by directors, officers or designated agents of the Corporation. The cost of solicitation will be borne by the Corporation. The information contained herein is given as at Friday, February 6, 2026, unless otherwise indicated.

The Meeting will be held as a completely virtual meeting which will be conducted via live webcast. Shareholders will not be able to attend the Meeting in person. A summary of the information Shareholders will need to attend the Meeting online is provided below.

The Corporation has elected to use the notice-and-access (“**Notice-and-Access**”) mechanism under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for distribution of the Notice of Meeting and the Circular to Shareholders. The notice-and-access mechanism is a set of rules developed by the Canadian Securities Administrators intended to reduce the volume of materials which are mailed to shareholders by allowing a reporting issuer to post proxy-related materials in respect of a meeting of its shareholders online.

Both registered shareholders and beneficial shareholders will be mailed a notification of availability of Meeting materials directing them to those websites where they can access the Circular and other relevant information (the “**Notice-and-Access Notification**”). If you receive the Notice-and-Access Notification and would like to receive a paper copy of the Circular and the financial statements of the Corporation to be approved at the Meeting and the management’s discussion and analysis related to those financial statements (collectively, the “**Financial Statements**”), please follow the instructions printed on the Notice-and-Access Notification and the materials will be mailed to you at the Corporation’s expense.

The Meeting materials have been posted on the Corporation’s website at <https://ir.covalon.com>, at <https://docs.tsxtrust.com/2459>, and on SEDAR+ under the Corporation’s profile at www.sedarplus.ca. In order to receive a paper copy of this Circular and the Financial Statements, requests by shareholders may be made up to one year from the date the Circular is posted on the Corporation’s website by email to the Corporation at investors@covalon.com.

To ensure that a paper copy of the Circular can be delivered to a requesting shareholder in time to review the Circular and return the completed instrument of proxy or voting instruction form prior to the deadline of at least 48 hours before the time of the Meeting or any adjournment(s) or postponement(s) thereof, excluding Saturdays, Sundays and holidays as set out under the headings “Proxy Instructions”, “Voting of Proxies” and “Revocation of Proxies” in this Circular, it is strongly suggested that a shareholder’s request is received no later than **March 16, 2026**. The Circular will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Circular will be sent to such shareholders within ten days of their request. Those registered shareholders and beneficial shareholders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting materials. Beneficial shareholders who are objecting beneficial owners will not receive the Notice-and-Access Notification or the proxy materials unless their intermediary assumes the costs of delivery.

RECORD DATE

The board of directors of the Corporation (the “**Board**”) has fixed the close of business on Friday, February 6, 2026, as the record date (the “**Record Date**”) for the purpose of determining Shareholders entitled to receive the Notice of Meeting and to vote at the Meeting. Each Shareholder is entitled to one vote for each common share in the capital of the Corporation (a “**Common Share**” and, collectively, the “**Common Shares**”) held and shown as registered in such holder’s name on the list of Shareholders prepared as of the Record Date. The list of Shareholders will be available for inspection during usual business hours at the principal office of the Corporation’s transfer agent, TSX Trust Company, located in Toronto, Ontario and will also be available for inspection at the Meeting.

PROXY INSTRUCTIONS

Shareholders who are unable to attend the Meeting may still vote by appointing a proxyholder (as defined below). The persons specified in the enclosed form of proxy are directors and/or officers of the Corporation.

A Shareholder has the right to appoint a person or company, who need not be a Shareholder, to represent such Shareholder at the Meeting or any reconvened meeting following an adjournment or postponement thereof other than the persons specified in the enclosed form of proxy (each, a “proxyholder”). Such right may be exercised by inserting such person’s name in the blank space provided in the form of proxy or by completing another proper form of proxy. For Shareholders who wish to appoint a proxyholder, the completed form of proxy must be mailed in the enclosed envelope and received by TSX Trust Company, at the address on the proxy envelope provided prior to 2:00 p.m. (Toronto time) on Monday, March 23, 2026, or 48 hours prior to any reconvened meeting following an adjournment or postponement of the Meeting. In addition, Shareholders who wish to appoint a proxyholder must register such proxyholder with TSX Trust Company, as described below under “How to Appoint a Proxyholder”. Registering your proxyholder is an additional step to be completed **AFTER** you have submitted your form of proxy or voting instruction form. **Failure to register the proxyholder will result in the proxyholder not receiving a Control Number that is required to vote at the Meeting and only being able to attend as a guest.**

Enquiries regarding proxy forms can be made by Shareholders to the Corporation’s transfer agent, TSX Trust Company, by mail at 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, or by telephone at 1-866-600-5869.

VOTING OF PROXIES

The enclosed form of proxy will be voted or withheld from voting with respect to the Common Shares represented thereby in accordance with the instructions of the Shareholder as indicated on the proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **If you do not provide voting instructions with respect to a particular matter, the Common Shares represented by such proxies will be voted at the Meeting in accordance with the best judgment of the person or persons voting such proxies.**

The enclosed form of proxy, when properly signed, confers discretionary authority upon the representatives designated therein with respect to amendments to, or variations of, matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of the Circular, management of the Corporation does not know of any such amendments, variations, or other matters. However, if any such amendments, variations or other matters which are not now known to management of the Corporation should properly come before the Meeting, the Common Shares represented by the proxies solicited hereby will be voted thereon in accordance with the best judgment of the person or persons voting such proxies.

REVOCATION OF PROXIES

A registered holder of Common Shares who has given a proxy may revoke the proxy: (a) by completing and signing a proxy bearing a later date and depositing it as aforesaid; (b) by depositing an instrument in writing executed by such registered holder or by his, her or its attorney authorized in writing: (i) at the registered office of the Corporation at

any time up to and including the last business day preceding the day of the Meeting or any reconvened meeting following an adjournment or postponement thereof, or (ii) with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment thereof; or (c) in any other manner permitted by law.

A Non-Registered Holder (as defined below) who wishes to revoke a voting instruction form or a waiver of the right to receive meeting materials should contact his, her or its intermediary for instructions.

NON-REGISTERED HOLDERS

Only registered holders of Common Shares or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**Non-Registered Holder**”) are registered either: (i) in the name of an intermediary (an “**Intermediary**”) (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered retirement savings plans (“**RRSPs**”), registered retirement income funds, registered education savings plans and similar plans) that the Non-Registered Holder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of NI 54-101, the Corporation has distributed copies of the Notice of Meeting, the Circular, and the enclosed form of proxy (collectively, the “**meeting materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived his, her or its right to receive them. Intermediaries often use service companies to forward the meeting materials to Non-Registered Holders. A Non-Registered Holder who has not waived the right to receive meeting materials will receive from his, her or its Intermediary a voting instruction form which must be completed and signed by the Non-Registered Holder and returned in accordance with the directions of the Intermediary. The purpose of this procedure is to permit the Non-Registered Holder to direct the voting of the Common Shares beneficially owned by such person.

Should a Non-Registered Holder wish to attend and vote at the Meeting virtually, the Non-Registered Holder should take the following steps:

1. Write his, her, its, or their name in the space provided for that purpose on the voting instruction form and return it in accordance with the directions of the Intermediary. The Intermediary will send the Non-Registered Holder a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder and which names the Non-Registered Holder as proxyholder. This form of proxy need not be signed by the Non-Registered Holder.
2. Deposit the form of proxy with TSX Trust Company in accordance with the instructions set out above.
3. Obtain a Control Number by contacting TSX Trust Company by emailing tsxtrustproxyvoting@tmx.com the “Request for Control Number” form, which can be found here <https://www.tsxtrust.com/resource/en/75>. Requests for Control Numbers must be made prior to 2:00 pm (Toronto time) on March 23, 2026.

Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those regarding when and where the voting instruction form or form of proxy is to be delivered.

The Corporation is sending proxy-related materials directly to non-objecting beneficial owners under NI 54-101. Management of the Corporation does not intend to pay for Intermediaries to forward the meeting materials and voting instruction form to objecting beneficial owners under NI 54-101 and accordingly an objecting beneficial owner will not receive the meeting materials unless the objecting beneficial owner’s Intermediary assumes the cost of delivery.

HOW TO VOTE AT THE MEETING

At the Meeting, registered holders may vote by completing a ballot online, as further described below under “How to Attend the Virtual Only Meeting”. If you are a Non-Registered Holder and wish to attend, participate or vote at the Meeting, you **MUST** insert your own name in the space provided on the voting instruction form sent to you by your intermediary, follow all of the applicable instructions provided by your intermediary **AND** register yourself as your proxyholder, as described below under “How to Appoint a Proxyholder”. By doing so, you are instructing your intermediary to appoint you as its proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary.

Non-Registered Holders who have not duly appointed themselves as proxyholder will not be able to vote at the Meeting but will be able to attend the Meeting as guests. This is because the Corporation and our transfer agent, TSX Trust Company, do not have a record of the Non-Registered Holders of the Corporation, and, as a result, will have no knowledge of your shareholdings or entitlement to vote unless you appoint yourself as proxyholder.

HOW TO APPOINT A PROXYHOLDER

The following applies to Shareholders who wish to appoint a person (a “**third party proxyholder**”) other than the management nominees identified in the form of proxy or voting instruction form as proxyholder, including non-registered Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting.

Shareholders who wish to appoint a third-party proxyholder to attend and participate at the Meeting as their proxyholder and vote their Common Shares **MUST** submit their form of proxy or voting instruction form, as applicable, appointing that person as proxyholder **AND** register that proxyholder with TSX Trust Company in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the “Request for Control Number” form, which can be found here <https://www.tsxtrust.com/resource/en/75>. If you are a non-registered Shareholder and want to vote online at the Meeting, you must appoint yourself as proxyholder and register with TSX Trust Company in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the “Request for Control Number” form, which can be found here <https://www.tsxtrust.com/resource/en/75>. Registering your proxyholder is an additional step to be completed **AFTER** you have submitted your form of proxy or voting instruction form. **Failure to register the proxyholder will result in the proxyholder not receiving a Control Number that is required to vote at the Meeting and only being able to attend as a guest.**

- **Step 1: Submit your form of proxy or voting instruction form:** To appoint a third-party proxyholder, insert that person’s name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form. This must be completed before registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form.
- **Step 2: Register your proxyholder:** To register a third-party proxyholder, Shareholders must register that proxyholder with TSX Trust Company in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the “Request for Control Number” form, which can be found here <https://www.tsxtrust.com/resource/en/75> by no later than 2:00 pm (Toronto time) on March 23, 2026 so that TSX Trust Company may provide the proxyholder with a Control Number via email. **Without a Control Number, proxyholders will not be able to vote at the Meeting but will be able to participate as a guest.**

How to Attend the Virtual Only Meeting

The Corporation is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast. Shareholders will not be able to attend the Meeting in person. In order to attend, participate or vote at the Meeting (including for voting and asking questions at the Meeting), Shareholders must have a valid Control Number.

Attending the Meeting online enables registered Shareholders and duly appointed proxyholders, including non-registered Shareholders who have duly appointed third party proxyholders, to participate at the Meeting, ask questions

and vote, all in real time. Registered Shareholders and duly appointed third party proxyholders can vote at the appropriate times during the Meeting. Guests, including Non-Registered Holders who have not duly appointed a third-party proxyholder, can log into the Meeting as set out below. Guests can listen to the Meeting but are not able to vote.

- Log in online at <https://virtual-meetings.tsxtrust.com/1871>. Do not use Internet Explorer. We recommend that you log in at least 15 minutes before the Meeting starts.
- Click on “**I have a control number / meeting access number**” and then enter your 12-digit Control Number (on your proxy form) and Password “covalon2026” (case sensitive).
- When the ballots have been opened, click on the “Voting” icon. To vote, simply select your voting direction from the options shown on screen and click **Submit**. A confirmation message will appear to show your vote has been received.

OR

- Click on “**I am a Guest**” and then complete the online form.

Registered Shareholders: The Control Number located on the form of proxy or in the email notification you received is your Control Number. If, as a registered Shareholder, you are using your Control Number to login to the Meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies for the Meeting and will be provided the opportunity to vote by online ballot on the matters put forth at the Meeting. If you do not wish to revoke a previously submitted proxy, as the case may be, you may still login to the Meeting using your control number, but you should not submit a vote by ballot during the meeting as this will revoke your previous vote.

Duly appointed proxyholders: TSX Trust Company will provide the proxyholder with a Control Number by e-mail after the proxy voting deadline has passed and the proxyholder has been duly appointed AND registered as described in “How to Appoint a Proxyholder” above.

If you attend the Meeting online, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting. You should allow ample time to check into the Meeting online and complete the related procedure.

United States Beneficial Owners: To attend and vote at the virtual Meeting, you must first obtain a valid legal proxy from your broker, bank or other agent, and then register in advance to attend the Meeting. Follow the instructions from your broker, bank or other agent included with these proxy materials, or contact your broker, bank or other agent to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy to TSX Trust Company. Requests for registration should be directed to:

TSX Trust Company
ATTM: Proxy Department
301-100 Adelaide Street West
Toronto, ON
M5H 4H1

Phone: 1.866.600.5869
Email: tsxtrustproxyvoting@tmx.com

Requests for registration must be labeled as “Legal Proxy” and be received no later than March 23, 2026 by 2:00 pm (Toronto time). You will receive a confirmation of your registration by email after TSX Trust Company receives your registration materials. You may attend the Meeting and vote your Common Shares at <https://virtual-meetings.tsxtrust.com/1871>, Meeting ID 1871, using Password “covalon2026” (case sensitive), during the Meeting. Please note that you are required to register your appointment at <https://www.tsxtrust.com/resource/en/75>.

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

As at the date hereof, to the knowledge of the directors and executive officers of the Corporation, no director or executive officer of the Corporation who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, in any matter to be acted upon at the Meeting, other than the election of directors, and with respect to the 2025 option grant resolution, Ms. Crooks.

VOTING SHARES AND PRINCIPAL HOLDERS

As of the close of business on February 6, 2026, there were 27,618,077 Common Shares outstanding. Each Common Share is entitled to ONE VOTE on all matters proposed to come before the Meeting.

To the knowledge of the directors and executive officers of the Corporation, the following person(s) beneficially own, directly or indirectly, or exercise control or direction over 10% or more of the voting rights attached to all of the outstanding Common Shares:

Name	Approximate number of Common Shares beneficially owned, or controlled or directed, directly or indirectly	Approximate Percentage of total Common Shares
Abe Schwartz	8,160,912	29.55%
The Goldfarb Group	4,601,563	16.66%

MATTERS TO BE ACTED UPON AT THE MEETING

1. Presentation of Financial Statements

The audited consolidated financial statements of the Corporation for the fiscal year ended September 30, 2025 and the report of the auditor thereon (the "**Financial Statements**") will be submitted to the Meeting. No vote will be taken on the Financial Statements. The Financial Statements together with the management's discussion and analysis thereon are available on SEDAR+ at www.sedarplus.ca.

2. Election of Directors

The term of office of the present directors of the Corporation expires at the Meeting. The number of directors of the Corporation to be elected at the Meeting is seven and each nominee elected as a director of the Corporation will hold office until the close of business of the next annual meeting of Shareholders or until his or her successor is elected or appointed, unless his or her office is earlier vacated.

The following table lists certain information concerning the persons proposed to be nominated for election as directors, all of whom are current directors of the Corporation:

<u>Name, Province/State and Country of Residence</u>	<u>Position with the Corporation and Principal Occupation or Business</u>	<u>Director Since</u>	<u>Common Shares Beneficially Owned, Controlled or Directed and % of Issued and Outstanding Common Shares ⁽¹⁾</u>
Brent Ashton ^M New Jersey, USA	Chief Executive Officer, Covalon Technologies Ltd.	January 4, 2024	(2) _
Joseph Cordiano ^{A,C} Ontario, Canada	Lead Independent Director, Covalon Technologies Ltd. President, Chord Management Inc.	March 7, 2008	(3) 202,400 0.73%
Kim Crooks ^M Ontario, Canada	Chief Operating Officer, Covalon Technologies Ltd.	May 14, 2025	(4) 29,850 0.11%
Martin Goldfarb ^{A (5)} Ontario, Canada	Director, Covalon Technologies Ltd. President, Goldfarb Ventures	March 8, 2023	(6) 4,601,563 16.66%
Samantha Nutt ^{A,C} Ontario, Canada	Director, Covalon Technologies Ltd. Founder and President, War Child Canada	March 9, 2022	(7) _
Abe Schwartz Ontario, Canada	Director, Covalon Technologies Ltd. President, Schwartz Technologies Corporation	March 7, 2008	8,160,912 29.55%
Ron Smith ^{A,C} Nova Scotia, Canada	Director, Covalon Technologies Ltd. Corporate Director	March 18, 2019	(8) 30,000 0.11%

^M Indicates management.

^A Audit Committee composition: As of the date hereof, Messrs. Ron Smith (Chair), Joseph Cordiano, Martin Goldfarb and Dr. Samantha Nutt are members of the Audit Committee.

^C Compensation and Governance Committee: As of the date hereof, Mr. Joseph Cordiano (Chair), Dr. Samantha Nutt, and Mr. Ron Smith are members of the Compensation and Governance Committee.

Notes:

- (1) Based on 27,618,077 Common Shares outstanding as of February 6, 2026.
- (2) Mr. Ashton owns 800,000 Common Share stock options.
- (3) Mr. Cordiano also owns 30,000 Common Share stock options and 25,000 deferred share units.
- (4) Ms. Crooks owns 150,000 Common Share stock options, subject to Shareholder approval, as contemplated in the Option Grant Resolution, as further described in this Circular.
- (5) Mr. Goldfarb previously served as a director from April 23, 2020 until March 9, 2022.
- (6) Mr. Goldfarb also owns 15,000 deferred share units.
- (7) Dr. Nutt owns 30,000 Common Share stock options and 15,000 deferred share units.
- (8) Mr. Smith also owns 30,000 Common Share stock options and 25,000 deferred share units.

The respective nominees have furnished the information as to their beneficial ownership, or control or direction, of Common Shares and their principal occupations. Each of the directors and executive officers has been engaged in his or her present principal occupation for the previous five years, except as indicated in the following biographical information of each individual:

Brent Ashton was named the Chief Executive Officer of the Corporation on January 4, 2024. Mr. Ashton leads all aspects of strategy and execution for the Corporation. Mr. Ashton brought extensive global medical technology leadership experience with him to the Corporation. In his most recent role prior to joining the Corporation, Mr. Ashton was the Vice President and General Manager for Becton Dickinson's global Specimen Management Business Group. Prior to joining BD, Mr. Ashton spent 13 years in leadership positions with 3M Health Care where he led global Covalon Technologies Ltd.

Management Information Circular 2025

businesses in the areas of Wound Care, Vascular Access, and Infection Prevention. Mr. Ashton has a Bachelor of Arts in Honors Business Administration from the Ivey School of Business at Western University in London, Canada.

Joseph Cordiano is the President of Chord Management Inc. which provides management and consulting services in relation to various investments and real estate development projects. Mr. Cordiano is also a former principal of Cityzen Development Group (“Cityzen”), a real estate development company. He joined Cityzen in 2006 and was responsible for sales and marketing and new business development. While he continues to provide oversight for Cityzen legacy projects, since 2022 he is no longer involved in new initiatives. Prior to 2006, Mr. Cordiano served as a Member of the Ontario Provincial Legislature for 21 years. He held a variety of senior posts including Minister of Economic Development and Trade, GTA Regional Minister and a member of the Priorities and Planning Committee of Cabinet. A graduate of the University of Toronto and The University of Toledo, Ohio, Mr. Cordiano holds an MBA with a specialty in marketing.

Kim Crooks rejoined the Corporation and was appointed Senior Vice President of Operations effective January 2, 2024. She has been appointed Chief Operating Officer and director of the company effective May 14, 2025. After initially joining the Corporation in 2008, she retired in 2022 but has been continuing in helping strengthen cross-functional collaborations and external stakeholder relationships on a consultative basis. She has over 20 years of cross-disciplinary experience in the pharmaceutical and medical device industries with international and Canadian companies, including Baxter, Bristol-Myers Squibb, and Vasogen. She has extensive experience in Production, Operations, Quality Assurance, Quality Control, Regulatory, and Clinical Affairs in the US, Canada, and the EU. She holds a Bachelor of Science degree from Carleton University.

Martin Goldfarb is an entrepreneur and a leading expert in the study of human behavior as it relates to the marketplace and society. He is Chairman of Almada Inc., President of Goldfarb Ventures, private equity companies and Principal at Goldfarb Intelligence Marketing. In 1966, Mr. Goldfarb established Goldfarb Consultants, a market research consulting firm, which he led until the sale of Goldfarb Consultants in 1998. Mr. Goldfarb has consulted to a number of national and international organizations. He also served as official pollster to the Liberal Party of Canada from 1973 to 1992. He was formerly Co-Chair of Kantar (WPP’s market research division). Mr. Goldfarb is Chairman, President and CEO of The Goldfarb Corporation, a TSX and then NEX Board (a separate board of the TSX Venture Exchange (“TSX-V”)) listed company, until it became a private corporation in 2011. He was also Director and Chairman of Dayforce, a workforce performance software company until its sale. He was Chairman and Director of SMK Speedy International Inc., then a publicly listed company, until its sale in 2004. He was Director, investor, and non-executive Chair of Jempak until its sale. Mr. Goldfarb is former Director and Chairman of Workbrain and former Director of Altamira and Noma Industries Limited. He was a founder of Fast Company magazine. Mr. Goldfarb co-authored “Marching to a Different Drummer” in 1988 and “Affinity: Beyond Branding” in 2010. Mr. Goldfarb has a B.A. in Anthropology and an M.A. in Sociology from the University of Toronto. In 2009, Mr. Goldfarb was awarded an Honorary Doctorate of Laws from York University. He is an inaugural recipient of the University College, University of Toronto, Distinguished Alumni Award. In 1998, Mr. Goldfarb was designated an Officer of the Order of Canada in recognition of his pioneering work in the market research industry and philanthropic activities. Mr. Goldfarb sits on the Toronto General and Western Hospital Foundation Senate.

Dr. Samantha Nutt (MD, MSc, CCFP, FCPC, C.M.) is a medical doctor, best-selling author and award-winning humanitarian. As Founder and President of War Child Canada and War Child USA, Dr. Nutt has worked with children and their families at the frontline of many of the world’s major crises. With a career that has spanned more than two decades and dozens of conflict zones, her international work has benefited millions of war-affected children globally. Dr. Nutt has been appointed to the Order of Canada and is a recipient of the Order of Ontario. She graduated summa cum laude from McMaster University, earned an M.Sc. in Public Health with distinction from the London School of Hygiene and Tropical Medicine, and holds a Fellowship in Community Medicine/Public Health (FRCPC) from the Royal College of Physicians and Surgeons of Canada. She is further certified by the College of Family Practice (CCFP) and completed a sub-specialization in women’s health through the University of Toronto as a Women’s Health Scholar. Dr. Nutt is the recipient of numerous honorary doctorates from universities in Canada and the U.S.A. She is a staff physician at Women’s College Hospital in Toronto and an Assistant Professor of Medicine at the University of Toronto.

Abe Schwartz is the President of Schwartz Technologies Corporation which he founded in 1985 to fund and actively develop early-stage companies engaged in healthcare and information technologies. Mr. Schwartz has been a Director of Covalon Technologies Ltd. since March 7, 2008. Mr. Schwartz has been actively building and managing companies from start-up to successful exit since his first software start-up in 1975. Mr. Schwartz has held executive positions and directorships in a number of public and private companies including CEO of Cedara Software Corp., a medical imaging company. Mr. Schwartz has over 50 years of experience in launching products, research and development, international distribution agreements, corporate reorganizations and turnarounds, venture capital financing and negotiating mergers and acquisitions.

Ron Smith (FCPA, FCA, ICD.D) is an independent director with years of Board experience in the private, not-for-profit, and public sectors. He serves on the boards of PRO Real Estate Investment Trust, Engage Nova Scotia, and FAIR Canada. He served as Interim CEO of Nova Scotia Business Inc. concurrently with his work as a director thereof. He was CFO of Nova Scotia Power and Emera Inc. prior to his retirement in 2005 and CFO of MT&T from 1987 to 1999 prior to the merger that created Bell Aliant. He has also served on the Canada Pension Plan Investment Board and Alamos Gold Inc. and was Chair of the Board of Governors of Acadia University from 2004 to 2009. Mr. Smith was the founding Chair of the Public Service Superannuation Plan Trustee Inc. from 2013 to 2022 and Chair of the National Board of The Arthritis Society from 2016 to 2018. Mr. Smith has the prestigious designation of Fellow of the Chartered Professional Accountants and holds the ICD.D designation from the Rotman School of Business.

Management does not anticipate that any of the nominees for election as a director will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion.

In the absence of voting instructions to withhold Common Shares from voting, the persons designated by management of the Corporation in the enclosed form of proxy, intend to vote to approve the election to the Board of the nominees set out above.

Management recommends voting **FOR** the resolution to elect each of the nominated directors.

3. Appointment of Auditor

PricewaterhouseCoopers LLP (“**PwC**”), Chartered Accountants, has been auditor of the Corporation since January 2019.

At the Meeting, it will be proposed that PwC, of PwC Tower, 18 York Street, Suite 2500, Toronto, Ontario, M5J 0B2, be reappointed as auditor of the Corporation to hold office until the next annual meeting of Shareholders and that the Board be authorized to fix the auditor’s remuneration. The Corporation obtained a letter from PwC containing a description of all relationships between the auditor and the Corporation, discussed with the auditor any of these relationships that may impact their objectivity and independence and satisfied itself as to the auditor’s independence.

In the absence of instructions to withhold Common Shares from voting, the persons designated by management of the Corporation in the enclosed form of proxy, intend to vote to approve the appointment of PwC as the Corporation’s auditor and to authorize the Board to fix the auditor’s remuneration.

Management recommends voting **FOR** the resolution to approve the reappointment of PwC as auditor of the Corporation and the authorization of the Board to fix the auditor’s remuneration.

4. Approval of Articles of Amendment to add Preferred Shares to the Authorized Capital

Shareholders will be asked to consider, and if deemed advisable, to approve a special resolution authorizing an amendment to the Articles of Amendment, subject to any necessary TSX Venture Exchange approval, including any additions, deletions, exceptions, amendments or other modifications thereto (“**TSX-V Approval**”), to create and issue

classes of Preferred Shares and add such Preferred Shares to the Corporation's authorized capital, as described in this Circular. Preferred Shares will be issuable in one or more series, with the Board authorized, subject to the provisions of the articles and applicable law, to determine the designation, rights, privileges, restrictions and conditions attaching to each series by resolution prior to issuance. Under the Preferred Shares terms, the Preferred Shares are non-voting except as required by applicable law or as otherwise provided in the articles; are entitled to receive dividends if, as and when declared by the Board; and may be redeemed by the Corporation, in whole or in part, at the Corporation's option. Upon the redemption date, holders of Preferred Shares called for redemption will cease to be entitled to dividends and other rights in respect of such shares, other than the right to receive the redemption price, in accordance with the terms.

The Preferred Shares of each series shall, with respect to the right to payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Corporation, rank on a parity with the Preferred Shares of every other series and in priority over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares. In the event of the liquidation, dissolution or winding-up of the Corporation, or any return of capital or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares of the Corporation, but together with the holders of all other series of Preferred Shares, an amount equal to the Preferred Share issue price together with any dividends declared thereon and unpaid, subject to the ability of the Corporation to make such payment.

Limitations

- (a) No Preferred Shares of any series shall be issued at any time if, as a result of, and at the time of such issuance:
 - (i) the aggregate number of Preferred Shares that would then be outstanding would exceed 50% of the aggregate number of common shares then outstanding; or
 - (ii) the maximum aggregate number of common shares into which all of the Preferred Shares then outstanding could be converted in accordance with their terms (regardless of any restrictions on the time of conversion and regardless of any conditions to the conversion) would exceed 20% of the aggregate number of common shares then outstanding; or
 - (iii) the aggregate number of votes which the holders of all of the Preferred Shares then outstanding would be entitled to cast (regardless of any conditions) at any meeting of the shareholders of the Corporation (other than a meeting at which only holders of the Preferred Shares or any series are entitled to vote) would exceed 20% of the aggregate number of votes which the holders of all of the common shares then outstanding would be entitled to cast at any meeting.

The Articles of Amendment and authorization to issue Preferred Shares is intended to provide the Corporation with additional financial and strategic flexibility in the future; however, there is no current intention to issue any Preferred Shares at this time.

Articles of Amendment Resolution

The Board believes the Articles of Amendment are in the best interests of the Corporation and its Shareholders and recommends that Shareholders vote **FOR** the resolutions set out in **Appendix A** approving the Articles of Amendment (the "**Articles of Amendment Resolution**"), subject to TSX-V Approval. In order for the special resolution to pass, the Corporation must receive at least two-thirds of the votes cast by all Shareholders at the Meeting, either in person or by proxy.

Unless a Shareholder specifies in the enclosed form of proxy that the Common Shares represented by such proxy are to be voted against the Articles of Amendment Resolution, the persons named in the enclosed form of proxy intend to

vote “**FOR**” the Articles of Amendment Resolution. Where no choice is specified by a Shareholder, the proxy will confer discretionary authority and will be voted **FOR** the Articles of Amendment Resolution.

5. Approval of Amended and Restated By-law No.1 and Repeal of By-law No. 2

Shareholders will be asked to consider, and if deemed advisable, to pass an ordinary resolution to ratify, confirm and approve (i) the Corporation’s Amended and Restated By-law No.1 which modernizes and updates the Corporation’s constating by-laws, including provisions relating to directors, committees, officers, securities, meetings of Shareholders and notices, and (ii) repeal the Corporation’s current By-law No. 2, subject to TSX-V Approval, respectively.

The Amended and Restated By-law No.1 amends and restates the Corporation’s By-law No.1 in its entirety. The Amended and Restated By-law No. 1 was made effective upon Board approval on February 5, 2026, and will continue in effect if confirmed by Shareholders. The full text of Amended and Restated By-law No.1 is attached to this Circular as **Appendix C**.

In addition to updates that reflect good corporate practice, the Amended and Restated By-law No.1 includes several updates to modernize the Corporation’s governance framework. These include: (i) updates to meeting mechanics to expressly permit meetings of Shareholders to be held in virtual-only or hybrid formats and to clarify participation and voting by telephonic, electronic or other communication facilities; (ii) modernization of execution and notice provisions, including recognition of electronic signatures and electronic delivery methods (including notice-and-access) for Shareholder communications; (iii) clarifications to director and officer related indemnity provisions, and a requirement that the Corporation maintain customary directors’ and officers’ liability insurance, in each case subject to and in accordance with applicable law; (iv) modernization of mechanics related to the payment of dividends; and (v) modernization of terminology to reflect current corporate and societal standards and updated references to Board requirements and authorities to align with amendments made to the OBCA. These changes are intended to align the by-laws with current legal requirements and market practices and to facilitate efficient administration of Shareholder and Board processes.

Other changes reflected in the Amended and Restated By-law No.1 are of a clarifying, conforming or administrative nature consistent with good corporate governance and are not expected to have a material impact on Shareholder rights or meeting procedures.

The Corporation’s By-law No. 2 was adopted by the Corporation on April 28, 2004, at the request and in the form required by a Canadian financial institution to facilitate a banking relationship. As the Corporation no longer has a relationship with such financial institution (and hasn’t for some time), the Board is seeking Shareholder approval to repeal By-law No. 2 in its entirety.

Amended and Restated By-law No. 1 and Repeal of By-law No. 2 Resolution

The Board believes the Amended and Restated By-law No.1 and repealing By-law No. 2 is in the best interests of the Corporation and its Shareholders and recommends that Shareholders vote **FOR** the resolutions set out in **Appendix A** approving the Amended and Restated By-law No.1 and repealing By-law No. 2 (the “**Amended and Restated By-law No.1 and Repeal of By-law No. 2 Resolution**”), subject to TSX-V Approval. In order for the resolution to pass, the Corporation must receive a majority of the votes cast by all Shareholders at the Meeting, either in person or by proxy.

Unless a Shareholder specifies in the enclosed form of proxy that the Common Shares represented by such proxy are to be voted against the Amended and Restated By-law No.1 and Repeal of By-law No. 2 Resolution, the persons named in the enclosed form of proxy intend to vote “**FOR**” the Amended and Restated By-law No.1 and Repeal of By-law No. 2 Resolution. Where no choice is specified by a Shareholder, the proxy will confer discretionary authority and will be voted **FOR** the Amended and Restated By-law No.1 and Repeal of By-law No. 2 Resolution.

6. Approval of Advance Notice By-law

Shareholders will be asked to consider, and if deemed advisable, to pass an ordinary resolution ratifying, confirming and approving the Advance Notice By-law, subject to TSX-V Approval. The Advance Notice By-law establishes a framework for advance notice of director nominations by Shareholders, including deadlines for submission and required information to be provided for proposed nominees, to ensure an orderly and efficient meeting process and that Shareholders receive adequate information prior to any meeting at which directors will be elected. The full text of the Advance Notice By-law is attached to this Circular as **Appendix D**.

Consistent with market practice, the Advance Notice By-law requires that any Shareholder seeking to nominate an individual for election as director provide timely advance notice to the Corporation in proper written form prior to any annual or special meeting at which directors are to be elected. Among other things, a nominating Shareholder must include specified information about the proposed nominee(s) and the nominating Shareholder and any related ownership, voting or derivative positions and arrangements, so that Shareholders have adequate information to make an informed decision. The Advance Notice By-law provides that the chair of the meeting has the authority to determine whether a nomination has been made in accordance with the Advance Notice By-law and to declare non-compliant nominations out of order, and it specifies permissible methods of delivery of a nomination notice to the Corporation.

The Advance Notice By-law is intended to ensure a fair, transparent and orderly process for the nomination of directors and does not affect the rights of Shareholders to requisition a meeting or to submit Shareholder proposals in accordance with applicable law. The Advance Notice By-law was made effective upon Board approval on February 5, 2026, and is being submitted to Shareholders for confirmation at the Meeting; if not confirmed, it will cease to be effective in accordance with applicable law.

Advance Notice By-law Resolution

The Board believes the Advance Notice By-law is in the best interests of the Corporation and its Shareholders, and recommends that Shareholders vote **FOR** the resolutions set out in **Appendix A** approving the Advance Notice By-law (the “**Advance Notice By-law Resolution**”), subject to TSX-V Approval. In order for the resolution to pass, the Corporation must receive a majority of the votes cast by all Shareholders at the Meeting, either in person or by proxy.

Unless a Shareholder specifies in the enclosed form of proxy that the Common Shares represented by such proxy are to be voted against the Advance Notice By-law Resolution, the persons named in the enclosed form of proxy intend to vote “**FOR**” the Advance Notice By-law Resolution. Where no choice is specified by a Shareholder, the proxy will confer discretionary authority and will be voted **FOR** the Advance Notice By-law Resolution.

7. Approval of the Corporation’s Amended and Restated Omnibus Long-Term Incentive Plan

The Corporation’s omnibus long-term incentive plan was last approved by the Shareholders at the Corporation’s annual general and special meeting held on March 8, 2023, to replace the Corporation’s 2019 amended and restated stock option plan (the “**Legacy Plan**”), with no further awards to be granted under the Legacy Plan after the LTIP became effective. A copy of the Corporation’s amended and restated omnibus long-term incentive plan (the “**LTIP**”), which Shareholders will be asked to approve at the Meeting, subject to TSX-V Approval, is attached to this Circular as **Appendix E**.

The objective of the LTIP is to provide for and encourage ownership of Common Shares by the directors, officers, consultants, and key employees of the Corporation so that such persons may increase their stake in the Corporation and benefit from increases in the value of the Common Shares. It is the view of management that the LTIP is a significant incentive for the directors, officers, consultants and key employees to continue, and to increase, their efforts in promoting the Corporation’s operations to the mutual benefit of the Corporation, the Shareholders and such individuals.

Any existing options that were granted prior to the effective date of the LTIP pursuant to the Legacy Plan continue in accordance with their terms.

The LTIP allows for a variety of equity-based awards that provide different types of incentives to be granted to certain of the Corporation's executive officers, employees and consultants, including stock options ("**Options**"), deferred share units ("**DSUs**"), restricted share units ("**RSUs**"), performance share units ("**PSUs**") and restricted shares ("**Restricted Shares**") (collectively, "**Awards**"). Each Award represents the right to receive Common Shares, or in the case of DSUs, RSUs and PSUs, Common Shares or cash, in accordance with the terms of the LTIP. The following discussion is qualified in its entirety by the text of the LTIP.

Under the terms of the LTIP, the Board, or if authorized by the Board, the Compensation Committee, may grant Awards to eligible participants, as applicable. Participation in the LTIP is voluntary and, if an eligible participant agrees to participate, the grant of Awards will be evidenced by a grant agreement with each such participant. The interest of any participant in any Award is not assignable or transferable.

The LTIP contains provisions for certain adjustments to Awards in the event of a stock dividend or split, recapitalization, consolidation, combination or exchange of shares or other fundamental or similar corporate change.

The maximum number of Common Shares reserved for issuance, in the aggregate, under the LTIP and any other securities-based compensation arrangement, collectively, will be 10% of the aggregate number of Common Shares issued and outstanding from time to time, which represents 2,761,808 Common Shares as of the date of this Circular. As of the date of this Circular, a total of (i) 1,105,000 Options are issued and outstanding under the Legacy Plan, representing approximately 3.8% of the issued and outstanding Common Shares, and (ii) subject to Shareholder approval as per the Option Grant Resolution (as described further below), 150,000 additional Options granted during the Corporation's 2025 fiscal year are issued and outstanding as at the date of this Circular, representing approximately 0.5% of the issued and outstanding Common Shares. For the purposes of calculating the maximum number of Common Shares reserved for issuance under the LTIP and the Legacy Plan, any issuance from treasury by the Corporation used as an inducement to person(s) not previously employed by and not previously an insider of the Corporation shall not be included in such maximum number if any necessary stock exchange approval has been obtained. All of the Common Shares covered by the exercised, cancelled or terminated Awards will automatically become available Common Shares for the purposes of Awards that may be subsequently granted under the LTIP. As a result, the LTIP is considered an "evergreen" plan.

The maximum number of Common Shares that may be: (i) issued to insiders of the Corporation within any one-year period; or (ii) issuable to insiders of the Corporation at any time, in each case, under the LTIP alone, or when combined with all of the Corporation's other security-based compensation arrangements, including the Legacy Plan, cannot exceed 10% of the aggregate number of Common Shares issued and outstanding from time to time determined on a non-diluted basis. The number of Common Shares that may be issuable to any one participant pursuant to Awards under the LTIP or under any other of the Corporation's other security-based compensation arrangements within any one-year period cannot exceed 5% of the aggregate number of Common Shares issued and outstanding from time to time determined on a non-diluted basis. The number of Common Shares that may be issuable to any consultant pursuant to Awards under the LTIP or under any other of the Corporation's other security-based compensation arrangements within any one-year period cannot exceed 2% of the aggregate number of Common Shares issued and outstanding from time to time determined on a non-diluted basis. Participants retained to provide investor relations services may not receive any Awards under the LTIP other than Options, and the number of Common Shares issuable to any one participant retained to provide investor relations services pursuant to any Options granted under the LTIP or under any other of the Corporation's other security-based compensation arrangements, within any one-year period, cannot exceed 2% of the aggregate number of Common Shares issued and outstanding from time to time determined on a non-diluted basis, with no more than ¼ vesting in any three month period. Awards held by non-employee directors of the Corporation will at all times be limited to no more than 1% of the Common Shares issued and outstanding from time to time (calculated on a non-diluted basis) and the total annual grant to any one non-employee director under all security-based compensation arrangements cannot exceed a grant value of \$100,000 of Options and \$150,000 in total equity.

An Option shall be exercisable during a period established by our Board and shall terminate no later than ten years after the date of the granting of the Option or such shorter period as the Board may determine. The exercise price of an Option will be determined based on the closing price of the Common Shares on the TSX-V one day before the date

such Option is granted. The LTIP provides that the exercise period in respect of Options shall automatically be extended if the date on which an Option is scheduled to terminate falls during a black-out period. In such cases, the extended exercise period shall terminate 10 business days after the last day of the black-out period. In order to facilitate the payment of the exercise price of the Options, the LTIP has a feature pursuant to which a participant may elect to undertake a broker assisted “cashless exercise” subject to the procedures set out in the LTIP, including the consent of the Board, where required. The LTIP also allows a participant to surrender Options in lieu of tendering the cash exercise price.

The terms and conditions of grants of RSUs, PSUs and DSUs, including the quantity, type of award, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to these Awards, will be set out in the participant’s grant agreement. RSUs, PSUs and DSUs may be settled, at the option of the Corporation, for (i) treasury Common Shares, (ii) a cash equivalent based on the market price of the Common Shares at the time of settlement, or (iii) a combination of treasury Common Shares and cash. The Corporation is also permitted to grant Restricted Shares under the LTIP, which permits the Board to determine the period during which a transfer restriction would remain in effect, which may not be more than three years after the grant date unless specified in the applicable restricted share agreement.

Awards are subject to the following treatment upon a termination of employment of a participant:

Reason for Termination	Treatment
Termination for cause	All Awards, whether vested or unvested, terminate upon cessation of employment.
Termination without cause, retirement and resignation	All unvested Awards terminate upon cessation of employment. Vested Options must be exercised by the earlier of (i) 30 days after termination and (ii) the remaining term of the Options. Vested RSUs, PSU or other Awards will be settled by the Corporation as soon as practicable, and no later than the date on which such Awards would have been settled had the participant not experienced a termination, provided that in no event shall the Corporation settle such Awards prior to the date that is one year following the grant date..
Death or disability	Any unvested Awards (other than Options) will vest on a proportionate basis based on the number of Awards available to vest in the vesting period based on the pro rated time elapsed between previous vesting date (or grant date) to the next vesting date. Any unvested Options will automatically vest and the expiry date of the Options will be up to one year following the termination date. Any vested RSUs, PSUs or other Awards will be settled by the Corporation as soon as practicable.

In connection with a change of control of the Corporation, where the Board is not satisfied that the person acquiring control intends to assume and honour the outstanding Awards or to substitute Awards for alternate awards with underlying securities that are listed on a stock exchange and provide participants with the same or better rights and entitlements, the Board may terminate the LTIP and accelerate vesting of Awards and all Awards (and in the case of PSUs and other Awards with performance criteria the number to vest to be determined by the Board in its discretion) are deemed to have vested and have an exercise date or settlement date, as applicable, immediately before the

termination of the LTIP. The Board also has power to modify the terms of the LTIP and/or the Awards to assist the participants in conditionally tendering to a take-over bid or other transaction leading to a change of control.

The Board may, in its sole discretion, suspend or terminate the LTIP at any time, or from time to time, amend, revise or discontinue the terms and conditions of the LTIP or of any securities granted under the LTIP and any grant agreement relating thereto, subject to any required regulatory and TSX-V approval, provided that such suspension, termination, amendment, or revision will not adversely alter or impair any Award previously granted except as permitted by the terms of the LTIP or as required by applicable laws.

The Board may amend the LTIP or Awards at any time without the consent of a participant provided that such amendment shall: (i) not adversely alter or impair any Award previously granted except as permitted by the terms of the LTIP; (ii) be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the TSX-V; and (iii) be subject to Shareholder approval, where required by law, the requirements of the TSX-V or the LTIP, provided however that Shareholder approval shall not be required for the following amendments and our Board may make any changes which may include but are not limited to:

- a) a change to the provisions governing the effect of termination of a participant's employment, contract or office;
- b) amendments to, or waivers of, the vesting provisions or other conditions of the LTIP or any Award;
- c) amendments to the termination or early termination provisions of any Award (including any Award held by an insider) that does not entail an extension beyond the original expiry date of that Award;
- d) an amendment of the LTIP or an Award as necessary to comply with applicable law or the requirements of any stock exchange or any other regulatory authority, the LTIP, the participants or the Shareholders of the Corporation;
- e) any amendment of a "housekeeping" nature;
- f) any amendment regarding the administration of the LTIP; or
- g) any other amendment, fundamental or otherwise, not requiring Shareholder approval under the LTIP, applicable laws or the applicable rules of the TSX-V.

Shareholder approval is required for the following amendments to the LTIP, and approval of the disinterested Shareholders are required for (b) and (c) below:

- a) increase the maximum number of Common Shares issuable under the LTIP, other than an adjustment pursuant to a change in capitalization;
- b) reduce the exercise price of Awards benefitting an insider of the Corporation, except in the case of an adjustment pursuant to a change in capitalization;
- c) extend expiration date of an Award benefitting an insider of the Corporation, except in the case of an extension due to black-out period;
- d) remove or exceed the insider participation limits or participation limits of non-executive directors; or
- e) amend the amendment provisions of the LTIP.

In the event of conduct by a participant that causes material financial or reputational harm to the Corporation, the participant engaged in gross negligence, willful misconduct or fraud in respect of the performance of the participant's duties to or for the Corporation, or there is a material restatement of the financial statements of the Corporation, the

LTIP provides for a clawback from the participant of any amounts paid to the participant and/or the cancellation of vested/unvested Awards.

The above summary is qualified in its entirety by the full text of the LTIP, which is set out in **Appendix E** to this Circular. The Board encourages Shareholders to read the full text of the LTIP before voting on this resolution.

Amended and Restated Omnibus Long-Term Incentive Plan Resolution

The Board believes the LTIP is in the best interests of the Corporation and its Shareholders and recommends that Shareholders vote **FOR** the resolutions set out in **Appendix A** approving the LTIP (the “**Amended and Restated Omnibus Long-Term Incentive Plan Resolution**”), subject to TSX-V Approval. In order for the resolution to pass, the Corporation must receive a majority of the votes cast by all Shareholders at the Meeting, either in person or by proxy.

Unless a Shareholder specifies in the enclosed form of proxy that the Common Shares represented by such proxy are to be voted against the Amended and Restated Omnibus Long-Term Incentive Plan Resolution, the persons named in the enclosed form of proxy intend to vote “**FOR**” the Amended and Restated Omnibus Long-Term Incentive Plan Resolution. Where no choice is specified by a Shareholder, the proxy will confer discretionary authority and will be voted **FOR** the Amended and Restated Omnibus Long-Term Incentive Plan Resolution.

8. Approval of Stock Option Grant

During the Corporation’s 2025 fiscal year, the Corporation granted 150,000 Common Share stock options to Kim Crooks, Chief Operating Officer, relating to her promotion and appointment to the Board. As previously disclosed, the options were granted at an exercise price of \$2.50 per share, effective May 30, 2025. The options vest 34% on the first anniversary of the grant date, 33% on the second anniversary, and the remaining 33% on the third anniversary, and expire five years from the initial grant date.

The option grant is subject to the terms of the applicable grant agreement, the requirements of the TSX Venture Exchange, and Shareholder approval at this Meeting. As such, Shareholders are being asked to ratify, confirm and approve the grant of 150,000 options granted to Ms. Crooks during the Corporation’s 2025 fiscal year.

Option Grant Resolution

The Board believes the option grant to Ms. Crooks is in the best interests of the Corporation and its Shareholders and recommends that Shareholders vote **FOR** the resolutions set out in **Appendix A**, ratifying, confirming and approving the grant of 150,000 stock options to Ms. Crooks during the Corporation’s 2025 fiscal year (the “**Option Grant Resolution**”). In order for the resolution to pass, the Corporation must receive a majority of the votes cast by all Shareholders at the Meeting (excluding any votes cast by Ms. Crooks), either in person or by proxy.

Unless a Shareholder specifies in the enclosed form of proxy that the Common Shares represented by such proxy are to be voted against the Option Grant Resolution, the persons named in the enclosed form of proxy intend to vote “**FOR**” the Option Grant Resolution. Where no choice is specified by a Shareholder, the proxy will confer discretionary authority and will be voted **FOR** the Option Grant Resolution.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of the Circular, “**Named Executive Officer**” or “**NEO**” means:

- (a) the Chief Executive Officer (“**CEO**”);
- (b) the Chief Financial Officer (“**CFO**”);

- (c) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer or chief executive officer, including an individual performing similar functions to such officers;
- (d) the Corporation's next most highly compensated executive officer, or the next most highly compensated individual acting in a similar capacity, other than the CEO and the CFO, at the end of the most recently completed financial year and whose total compensation was more than \$150,000; and
- (e) the individual who would be a Named Executive Officer under paragraph (d) but for the fact that the individual was neither an executive officer of the Corporation nor acting in a similar capacity at the end of the most recently completed financial year.

Compensation Discussion and Analysis

All matters relating specifically to senior executive compensation are reviewed and approved by the Compensation and Governance Committee and the Board. The Compensation and Governance Committee is responsible for determining compensation for the individual directors and officers of the Corporation, including the CEO and the Chairman. The Compensation and Governance Committee members have direct experience relevant to their responsibilities relating to executive compensation as set out in their biographies under "Election of Directors".

The Corporation's overall policy regarding compensation of the Corporation's executive officers is structured to provide competitive salary levels and compensation incentives that support both the short-term and long-term goals of the Corporation, attract and retain qualified executive management and establish a compensation framework which is industry competitive. The Corporation's policy is to recognize and reward individual performance as well as to place executive compensation within the range of the compensation levels in the industry. The Board, upon the recommendations of the Compensation and Governance Committee, considers the implications of any risks associated with the Corporation's compensation policies and practices. The Board has not identified any risks arising from the Corporation's compensation policies or practices that could encourage an NEO to take inappropriate or excessive risks.

The elements of the compensation program for the NEOs are: (i) base salary; (ii) short-term, equity and non-equity based incentives in the form of annual cash bonuses, commissions and shares; and (iii) long-term, equity based incentives pursuant to the LTIP. The Corporation recognizes the need to provide a compensation package that will attract and retain qualified and experienced executives, as well as align the compensation level of each executive to that executive's level of responsibility. In the 2025 financial year, compensation consisted of base salary, incentive options, and incentive bonuses; the Board believes there are no implied risks associated with the Corporation's policies and practices. It should be further noted that no NEO or director is permitted to purchase instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. The Corporation does not plan to make any significant changes to its compensation policies and practices during the current financial year.

Base Salary

Base salaries are established considering individual performance and experience, level of responsibility, and competitive pay practices. To achieve this goal, the Corporation does its own analysis, as well as having, in the past, retained the services of compensation consultants who were responsible for gathering information on compensation practices. Base salaries are reviewed annually and adjusted appropriately to reflect individual performance and market changes.

The base salaries of the Corporation's NEOs are set at levels consistent with those paid to senior executive officers in the healthcare equipment, healthcare supplies, and biotechnology sectors in Canada and the USA.

Short Term Incentive

All permanent full-time executives and employees have the opportunity to earn an annual performance bonus. The potential bonuses are expressed as a percentage of base salary and are reflective of position. All executives and employees have specific goals based on individual performance and corporate performance relating to revenue, profitability and customer satisfaction. The corporate targets are established by the CEO on an annual basis for review by the Compensation and Governance Committee and, if approved, are recommended for approval by the Board.

Long Term Incentives

The LTIP was approved by Shareholders in 2023, and if approved by Shareholders at the Meeting, Shareholder approval will be required again at the Corporation's 2027 annual general meeting. The LTIP complies with requirements of the TSX-V Policy 4.4. Under the LTIP, a maximum of 10% of the issued and outstanding Common Shares are proposed to be reserved at any time for issuance on the exercise of awards under the LTIP ("Awards"). As the number of Common Shares reserved for issuance under the LTIP increases with the issue of additional Common Shares by the Corporation, the LTIP is considered to be a "rolling" stock option plan. The LTIP provides directors, officers, key employees, and consultants of the Corporation with the opportunity to participate in the LTIP, at the discretion of the Board. The Compensation and Governance Committee of the Board determines the level of Awards granted to executive officers. The Compensation and Governance Committee seeks to compensate executive officers at levels competitive with other companies comparable in size in the same industry and to provide short-term rewards and long-term incentives for superior individual and corporate performance. In making compensation decisions, the Compensation and Governance Committee periodically reviews information about the compensation paid or payable to officers of comparably sized public companies. The Compensation and Governance Committee does not have target amounts of stock ownership for the Corporation's executive officers; however, the Compensation and Governance Committee does consider overall Common Share ownership when granting Awards. Previous grants of Awards are taken into account when considering new grants because the LTIP is subject to certain limits. The LTIP is intended to provide executives with the promise of longer-term rewards which appreciate in value with the favourable future performance of the Corporation. Awards are generally granted to an executive when he or she joins the Corporation, with additional Awards from time to time for promotions and performance. The Compensation and Governance Committee believes that the LTIP provides a method of retention and motivation for the executives of the Corporation and aligns senior management's objectives with long-term stock price appreciation.

Employment Contracts

Brent Ashton performs his duties as the Corporation's CEO under the terms of an employment agreement executed on January 3, 2024. Katie Martinovich performs her duties as the Corporation's CFO under the terms of an employment agreement executed on December 28, 2023. Kim Crooks performs her duties as the Corporation's COO under the terms of an employment agreement executed on May 15, 2025. See "Termination and Change of Control Benefits" below.

Compensation of NEOs

The following table sets forth the compensation earned during the last three fiscal years by the NEOs.

Summary Compensation Table

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary, Consulting Fee, Retainer or Commissio n (\$)</u>	<u>Deferred Share and Option Based Awards (\$)⁽¹⁾</u>	<u>Non-Equity Incentive Plan Compensation</u>		<u>All Other Compensation (\$)⁽³⁾⁽⁴⁾</u>	<u>Total Compensation (\$)</u>
		<u>Annual Incentive Plans (\$)⁽²⁾</u>		<u>Long-term Incentive Plans (\$)</u>			
Brent Ashton Chief Executive Officer	2025	594,405	–	100,000	–	41,151	735,556
	2024	415,960	–	151,814	–	22,924	590,698
Amir Bloor ⁽⁵⁾ Executive Chair	2025	176,200	–	–	–	–	176,200
	2024	287,135	288,000	–	–	–	575,135
	2023	34,385	–	–	–	–	34,385
Katie Martinovich Chief Financial Officer ⁽⁶⁾	2025	190,000	–	44,000	–	19,600	253,600
	2024	174,924	–	36,000	–	14,397	225,321
	2023	155,000	–	30,000	–	4,700	189,700
Kim Crooks Chief Operating Officer ⁽⁷⁾	2025	268,385	–	78,000	–	20,335	366,720
	2024	252,839	–	100,000	–	14,803	367,642
	2023	24,750	–	–	–	1,800	26,550
Val DiTizio Chief Scientific Officer	2025	186,500	–	10,000	–	19,460	215,960
	2024	181,867	–	10,000	–	19,267	211,134
	2023	165,000	–	–	–	16,950	181,950

Notes:

- (1) Please see “Incentive Plan Awards” below. The fair value of stock option awards at grant date is calculated consistently with the Corporation’s accounting for the fair value of stock option awards. It is calculated in accordance with International Financial Reporting Standard (“IFRS”) 2 – Share-based Payment, using the Black-Scholes-Merton option pricing model and is adjusted for forfeitures. For the purposes of determining the accounting expense to be included in the Financial Statements of the Corporation for the year ended September 30, 2025 in respect of stock option awards, accounting fair value expense is amortized over the vesting period of the award, which is normally one to three years. Please refer to the Corporation’s annual Financial Statements for more details on accounting for fair value of stock option awards. All stock option awards granted vest over a three-year period and have a term of five years. On October 20, 2023, the Board of Directors granted Mr. Bloor 200,000 deferred share units by virtue of him becoming the interim CEO on September 25, 2023.
- (2) Amounts for Mr. Ashton, Ms. Martinovich, Ms. Crooks, and Mr. DiTizio represent bonuses earned during the fiscal year.
- (3) The value of perquisites and other personal benefits in each fiscal year do not exceed the lesser of \$50,000 and 10% of the NEOs total annual salary for that year.
- (4) Amounts for Mr. Ashton, Ms. Martinovich, Ms. Crooks, and Mr. DiTizio represent a car allowance and employer paid RRSP contributions or 401(k) retirement plan contributions.
- (5) Mr. Bloor was appointed Interim CEO of the Corporation effective September 25, 2023. Mr. Bloor entered into an employment agreement with the Corporation on October 19, 2023 which provided him with compensation of \$45,000 per month whilst Interim CEO, and Mr. Bloor received director compensation in 2021 and 2022 (see section entitled “Compensation of Directors”). Mr. Brent Ashton was appointed CEO of the Corporation effective January 4, 2024 and Mr. Bloor both ceased to be Interim CEO of the Corporation, and was appointed Executive Chair of the corporation, on the same date. Mr. Bloor entered into an Executive Chairman agreement on January 4, 2024, and was provided with \$15,000 per month. Mr. Bloor resigned as Executive Chairman and Director on September 23, 2025.
- (6) Ms. Martinovich joined the Corporation on April 4, 2022 as Corporate Controller. Ms. Martinovich was appointed Interim CFO effective February 6, 2024 and CFO on December 10, 2025.
- (7) Ms. Crooks previously served in the capacity of Vice President of Operations from September 22, 2012 until she resigned her position effective December 20, 2022. She served as a consultant from January 2, 2023 to December 31, 2023, and re-joined the Corporation on January 2, 2024 as Senior Vice President – Operations. Ms. Crooks was appointed COO effective May 14, 2025. Ms. Crooks performs her duties under the terms of an employment agreement executed on May 15, 2025

Incentive Plan Awards

An “incentive plan” is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An “incentive plan award” means compensation awarded, earned, paid, or payable under an incentive plan.

Outstanding Option-Based Awards - NEOs

The following table sets forth, as at September 30, 2025, information concerning outstanding option-based awards granted to the NEOs of the Corporation, including awards granted before the most recently completed fiscal year.

<u>Name</u>	<u>Number of Securities Underlying Unexercised Options (#)</u>	<u>Option Exercise Price (\$)</u>	<u>Option Expiration Date</u>	<u>Value of Unexercised In-the-Money Options (\$) ⁽¹⁾</u>
Brent Ashton ⁽³⁾	800,000	1.50	10-Jan-2029	NIL
Amir Bolor ⁽²⁾	30,000	2.19	28-Mar-2027	NIL
Katie Martinovich ⁽³⁾	20,000	2.50	06-Sep-2027	NIL
Kim Crooks ⁽⁴⁾	150,000	2.50	30-May-2030	NIL
Val DiTizio	–	–	–	NIL

Note:

- (1) The market price of the Common Shares as at September 30, 2025 was \$2.10.
- (2) Mr. Bolor ceased to be Interim CEO of the Corporation effective January 4, 2024, and Mr. Ashton was appointed CEO on the same date.
- (3) Ms. Martinovich was appointed Interim CFO effective February 6, 2024 and CFO on December 10, 2025.
- (4) Ms. Crooks joined the Corporation on January 2, 2024 as Senior Vice President - Operations. Ms. Crooks was appointed COO effective May 14, 2025. Ms. Crooks performs her duties under the terms of an employment agreement executed on May 15, 2025

Exercise of Securities – NEOs

<u>Name and Position of NEO</u>	<u>Type of Security or Other Instrument</u>	<u>Number of Securities Exercised</u>	<u>Exercise Price per Security</u>	<u>Date of Exercise</u>	<u>Closing Price per Security on Date of Exercise</u>	<u>Difference between Exercise Price and Closing Price on Date of Exercise</u>	<u>Total</u>
–	–	NIL	NIL	NIL	NIL	NIL	NIL

Note: During the year ended September 30, 2025, no securities were exercised by any NEOs of the Corporation.

Incentive Plan Value Vested or Earned During the Year – NEOs

The following table sets forth information concerning outstanding option-based awards granted to the NEOs that vested during the year and non-equity incentive plan compensation earned during the year.

<u>Name</u>	<u>Deferred Shares and Option-based awards – Value vested during the year (\$)</u>	<u>Non-equity incentive plan compensation – Value earned during the year (\$)</u>
Brent Ashton	\$72,000	NIL
Amir Bolor	\$159,164	NIL
Katie Martinovich	\$8,800	NIL
Kim Crooks	NIL	NIL
Val DiTizio	NIL	NIL

Equity Compensation Plan Information as of the Fiscal Year Ended September 30, 2025

Pursuant to the Corporation’s 2019 Amended and Restated Stock Option Plan (the “Legacy Plan”) and the LTIP, the maximum aggregate number of Common Shares which may be issued upon the exercise or vesting of any securities issued pursuant to the Legacy Plan and the LTIP is 10% of the Common Shares outstanding from time to time in the aggregate.

<u>Plan Category</u>	<u>Number of Securities to be issued upon exercise of outstanding options, warrants and deferred share units</u> (a)	<u>Weighted-average exercise price of outstanding options, warrants and deferred share units</u> (b)	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</u> (c)
Equity compensation plans approved by securityholders	1,914,168	\$1.40	827,640
Equity compensation plans not approved by securityholders	—	—	—
Total	1,914,168	\$1.40	827,640

Termination and Change of Control Benefits

In the event that Mr. Ashton’s employment agreement is terminated by the Corporation, he is entitled to a severance payment equal to the greater of (i) the minimum amounts required under applicable law, and (ii) (A) six months of his base salary, if termination occurs prior to three (3) years of completed service, which is estimated to be approximately \$289,170 based on his current base salary; (B) twelve (12) months of his base salary, if the termination occurs on or after the first three (3) years of completed service, which is estimated to be approximately \$578,340 based on his current base salary. In the event that Mr. Ashton’s employment agreement is terminated in connection with a change in control (or within one year of a change of control) of the Corporation, he would be eligible to receive the greater of the minimum amounts required by applicable law and twelve (12) months of his base salary which is estimated to be approximately \$578,340 based on his current base salary. In the event of his termination, Mr. Ashton’s benefits would continue for the periods prescribed by applicable law. In the event that Ms. Martinovich and Ms. Crooks’s employment agreement is terminated by the Corporation, they are entitled to a severance payment equal to the greater of (i) the minimum amounts required under applicable law, and (ii) two weeks’ notice or pay in lieu of notice plus two weeks’ notice or pay in lieu thereof per completed year of service up to a maximum of six months’ pay in lieu notice. In the event of their termination, both Ms. Martinovich and Ms. Crooks’ benefits would continue for the periods prescribed by applicable law. A “**change of control**” of the Corporation is defined as a change in the ownership of 50% or more of the outstanding stock of the Corporation in a single transaction or series of transactions effected by a third party or third parties acting in concert, or a change of 50% or more of the members of the Board in a single transaction or event or series of transactions or events effected by any third party or third parties acting in concert, other than pursuant to nomination of a new slate of directors where there has been no material change in beneficial ownership of Common Shares within 365 days preceding such nomination.

Compensation of Directors

The following table sets forth the details of the compensation provided to the directors, other than the NEOs, during the Corporation’s last three fiscal years:

<u>Name</u>	<u>Year</u>	<u>Fees earned (\$)</u>	<u>Deferred Share Units and Option based awards (\$)^(1,2)</u>	<u>Non-equity incentive plan compensation (\$)</u>	<u>All other compensation (\$)</u>	<u>Total (\$)</u>
Abe Schwartz	2025	24,000	—	—	—	24,000
	2024	18,000	—	—	—	18,000
	2023	—	—	—	—	—
Joseph Cordiano	2025	24,000	—	—	—	24,000
	2024	24,000	36,000	—	—	60,000
	2023	24,000	—	—	—	24,000
Ron Smith	2025	24,000	—	—	—	24,000

	2024	24,000	36,000	–	–	60,000
	2023	24,000	–	–	–	24,000
	2025	24,000	–	–	–	24,000
Samantha Nutt	2024	24,000	21,600	–	–	45,600
	2023	24,000	–	–	–	24,000
	2025	24,000	–	–	–	24,000
Martin Goldfarb	2024	24,000	21,600	–	–	45,600
	2023	24,000	–	–	–	24,000

Notes:

- (1) The fair value of stock option awards at grant date is calculated consistently with the Corporation's accounting for the fair value of stock option awards. It is calculated in accordance with IFRS 2 – Share-based Payment, using the Black-Scholes-Merton option pricing model and is adjusted for forfeitures. For the purposes of determining the accounting expense to be included in the Financial Statements of the Corporation for the year ended September 30, 2025 in respect of stock option awards, accounting fair value expense is amortized over the vesting period of the award, which is normally one to three years. Please refer to the Corporation's annual Financial Statements for more details on accounting for fair value of stock option awards. No options were granted during the twelve months ended September 30, 2025.
- (2) On October 20, 2023, the Directors approved the grant of an aggregate of 95,000 deferred stock units to certain of its directors. All DSUs were granted pursuant to the Corporation's omnibus long-term incentive plan and are subject to the terms of the applicable grant agreements and the requirements of the TSX Venture Exchange.

Directors of the Corporation, provided they are not also executives, are generally entitled to compensation for their services as directors. All directors are reimbursed for travelling and other out-of-pocket expenses incurred in their roles as directors of the Corporation.

Incentive Plan Awards

Outstanding Option-Based Awards - Directors

The following table sets forth, as at September 30, 2025, information concerning outstanding option-based awards granted to the directors of the Corporation (other than the NEOs), including awards granted before the most recently completed fiscal year:

<u>Name</u>	<u>Number of securities underlying unexercised options (#)</u>	<u>Option Exercise Price (\$)</u>	<u>Option Expiration Date</u>	<u>Value of unexercised in-the-money options (\$)⁽¹⁾</u>
Abe Schwartz	NIL	–	–	NIL
Joseph Cordiano	30,000	2.19	March 28, 2027	NIL
Ron Smith	30,000	2.19	March 28, 2027	NIL
Samantha Nutt	30,000	2.19	March 28, 2027	NIL
Martin Goldfarb	NIL	–	–	NIL

Notes:

- (1) The market price of the Common Shares as at September 30, 2025 was \$2.10.

Exercise of Securities - Directors

<u>Name and Position of Director</u>	<u>Type of Security or Other Instrument</u>	<u>Number of Securities Exercised</u>	<u>Exercise Price per Security</u>	<u>Date of Exercise</u>	<u>Closing Price per Security on Date of Exercise</u>	<u>Difference between Exercise Price and Closing Price on Date of Exercise</u>	<u>Total</u>
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- - NIL NIL NIL NIL NIL NIL

Note: During the year ended September 30, 2025, no securities were exercised by any directors.

Incentive Plan Value Vested or Earned During the Year - Directors

The following table sets forth information concerning outstanding option-based awards granted to the directors (other than NEOs) that vested during the year and non-equity incentive plan compensation earned during the year:

<u>Name</u>	<u>Deferred Shares and Option-based awards – Value vested during the year</u>	<u>Non-equity incentive plan compensation – Value earned during the year</u>
Abe Schwartz	NIL	NIL
Joseph Cordiano	\$18,684	NIL
Ron Smith	\$18,684	NIL
Samantha Nutt	\$16,250	NIL
Martin Goldfarb	\$3,650	NIL

Narrative Discussion

Please refer to the sections above entitled “Compensation Discussion and Analysis” for a description of the LTIP and its significant terms.

Directors’ and Officers’ Liability Insurance

The Corporation is a named insured under a directors’ and officers’ liability insurance policy maintained by the Corporation for itself and its directors and officers, which has an annual aggregate policy limit of USD \$20,000,000, subject to a USD \$100,000 deductibles for each claim.

Generally, under this insurance coverage, the Corporation is reimbursed for indemnity payments made to its directors or officers as required or permitted by law or under by-law indemnity provisions for losses, including legal costs incurred by directors and officers in their capacities as such. This policy also provides coverage directly to individual directors and officers without any deductible if they are not indemnified by the Corporation. The insurance coverage for directors and officers has certain exclusions including, but not limited to, those acts determined to be deliberately fraudulent or dishonest or to have resulted in personal profit or advantage. The policy became effective July 1, 2025 and expires July 1, 2026. The premium for this policy is USD \$108,110.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board believes that sound corporate governance practices are essential to the effective, efficient and prudent operation of the Corporation and to the enhancement of Shareholder value, particularly in light of the fact that, provided each of the proposed directors to serve on the Board listed herein are appointed, the majority of the directors on the Board would not be considered independent within the meaning of applicable law. The Board fulfills its mandate directly and through its committees at regularly scheduled meetings or as required. Frequency of meetings may be increased and the nature of the agenda items may be changed depending upon the state of the Corporation’s affairs and in light of opportunities or risks that the Corporation faces. The directors are kept informed of the Corporation’s operations at these meetings as well as through reports and discussions with management on matters within their particular areas of expertise.

The Corporation’s approach to corporate governance is based on the Corporate Governance Guidelines of the Canadian Securities Administrators and is described in **Appendix F**.

AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The charter of the Audit Committee is attached hereto as **Appendix G**.

Composition of the Audit Committee

As of the date hereof, the Audit Committee consists of Ron Smith (Committee Chair), Joseph Cordiano, Martin Goldfarb and Samantha Nutt, the majority of whom are independent. Each member of the Audit Committee is financially literate (as such term is defined in National Instrument 52-110 – *Audit Committees*).

Relevant Education and Experience

The relevant education and experience of the Audit Committee members is set out in their respective biographies under the heading “Election of Directors” above.

External Auditor Service Fees

Fees paid or payable to external auditors in the fiscal years ended September 30, 2025 and 2024 were as follows:

	<i>Year Ended</i> <i>September 30, 2025</i>	<i>Year Ended</i> <i>September 30, 2024</i>
<i>Audit Fees</i>	\$250,000	\$296,500
<i>Audit-Related Fees</i>	\$21,750	\$23,000
<i>Tax Fees</i>	NIL	\$15,329
<i>Other Fees</i>	NIL	NIL

For the year ended September 30, 2025, the Audit-Related Fees were payable for professional services rendered by the auditor as related to the Corporation’s quarterly Financial Statements, and the tax fees pertain to tax compliance services. The Corporation is relying upon the exemption in section 6.1 of NI 52-110.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

Except as disclosed below, no individual who is, or at any time during the most recently completed fiscal year of the Corporation was, a director or executive officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate of any of the foregoing is, or at any time since the beginning of the most recently completed fiscal year of the Corporation has been, indebted to the Corporation or any of its subsidiaries (other than in respect of amounts which would constitute routine indebtedness) or was indebted to another entity, which such indebtedness is, or was at any time since the beginning of the most recently completed fiscal year of the Corporation, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

During the year ended September 30, 2013, a non-interest-bearing loan of \$50,000 was made to the then-CEO of the Corporation. The principal is repayable in annual instalments of \$10,000 commencing August 16, 2014 with the final payment due August 16, 2018. As of September 30, 2025, \$10,000 of this loan remained outstanding.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

There were no material transactions since the commencement of the Corporation’s most recently completed fiscal year in which any director, proposed director, officer or principal Shareholder of the Corporation, or any of their associates or affiliates, had any material interest, direct or indirect, and no such transactions are proposed.

PENALTIES AND SANCTIONS AND BANKRUPTCIES

Other than Mr. Cordiano, who was a director of Next Remedies Inc., a start-up company that was adjudged to be bankrupt in 2024, no proposed director of the Corporation is, or within ten years before the date hereof, has been: (a) a director, CEO or CFO of any company (including the Corporation) that (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, CEO or CFO, or (ii) was subject to an order that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or (b) a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

In addition, no proposed director of the Corporation has within ten years before the date hereof become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold his or her assets.

ADDITIONAL INFORMATION

Except where otherwise indicated, information contained herein is given as of the date hereof.

Additional information relating to the Corporation can be found on SEDAR+ at www.sedarplus.ca. **Further financial information is provided in the Corporation's Financial Statements and the related management's discussion and analysis of results, which have been filed on SEDAR+.** Shareholders may also contact the Secretary of the Corporation by phone at 905-568-8400 ext. 246, or by e-mail at office@covalon.com to request copies of these documents. Shareholders may contact TSX Trust's Investor Services by e-mail at tsxtis@tmx.com should they have any general questions.

The Corporation will provide to any person or company, upon receipt of a request to the Secretary of the Corporation, and without charge in the case of a security holder, a copy of: (i) the Corporation's most recently filed comparative annual financial statements, together with the accompanying report of the auditor, and any interim financial statements of the Corporation that have been filed for any period after the end of its most recently completed fiscal year; and (ii) the Circular.

GENERAL

The Board has approved the contents and the sending of the Circular. A copy of the Circular and the Notice of Meeting has been sent to each director, each Shareholder entitled to notice of the Meeting, and the Corporation's auditor.

DATED February 6, 2026

"Brent Ashton"
Brent Ashton
CEO

Appendix A
RESOLUTION OF THE SHAREHOLDERS
OF
COVALON TECHNOLOGIES LTD.
(the “Corporation”)

Articles of Amendment Resolution

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The amendment to the articles of the Corporation to authorize the directors to create and issue classes of preferred shares (“**Preferred Shares**”), issuable in series, and to add such Preferred Shares to the authorized capital of the Corporation, with the board of directors (the “**Board**”) of the Corporation authorized to fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares by resolution (the “**Amendment**”), as more particularly set forth in Appendix B, is hereby ratified, confirmed and approved, subject to any necessary TSX Venture Exchange approval, including any additions, deletions, exceptions, amendments or other modifications thereto (“**TSX-V Approval**”).
2. Notwithstanding the passing of this resolution by the shareholders of the Corporation, the Board is authorized and empowered, in their sole discretion and without further approval of the shareholders of the Corporation, not to proceed with the Amendment, if such revocation is considered necessary or desirable by the Board.
3. Any one director or officer of the Corporation is authorized and directed, for and on behalf of the Corporation, to execute and deliver all documents and instruments and to do all such other acts or things as may be necessary or desirable to give effect to the foregoing, including the filing of articles of amendment under applicable corporate law.

Amended and Restated By-law No. 1 and Repeal of By-law No. 2 Resolution

BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The amended and restated by-law No.1 (“**Amended and Restated By-law No. 1**”) of the Corporation, as more particularly set forth in Appendix C, is hereby ratified, confirmed and approved, subject to TSX-V Approval.
2. The Corporation’s by-law no. 2, dated April 28, 2004, is hereby repealed in its entirety, subject to TSX-V Approval.
3. The Board is authorized to make any changes to the Amended and Restated By-law No.1 if required by any stock exchange or market on which the Corporation’s securities are listed from time to time.
4. Any one director or officer of the Corporation is authorized to do all such things and execute all such documents as may be necessary or desirable to give effect to this resolution.

Advance Notice By-law Resolution

BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The advance notice by-law (the “**Advance Notice By-law**”) of the Corporation, as more particularly set forth in Appendix D, is hereby ratified, confirmed and approved, subject to TSX-V Approval.

2. The Board is authorized to make any changes to the Advance Notice By-law if required by any stock exchange or market on which the Corporation's securities are listed from time to time.
3. Any one director or officer of the Corporation is authorized to do all such things and execute all such documents as may be necessary or desirable to give effect to this resolution.

Amended and Restated Omnibus Long-Term Incentive Plan Resolution

BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The Corporation's amended and restated omnibus long-term incentive plan (the "LTIP"), as more particularly set forth in Appendix E, is hereby approved, ratified and confirmed, subject to TSX-V Approval.
2. The maximum number of common shares of the Corporation that may be issued under the LTIP and all other share compensation arrangements of the Corporation shall not exceed 10% of the total number of issued and outstanding common shares of the Corporation, from time to time on a non-diluted basis.
3. All unallocated common shares, stock options, deferred share units, restricted share units, performance share units and restricted shares, rights and entitlements under the LTIP are hereby authorized and approved.
4. Notwithstanding the passing of this resolution by the shareholders of the Corporation, the Board is authorized and empowered to make any changes to the LTIP if required by the TSX Venture Exchange, or to revoke this resolution, without further approval of the shareholders of the Corporation, if such revocation is considered necessary or desirable by the Board.
5. Any director or officer of the Corporation is authorized and empowered, for and on behalf of the Corporation, to execute and deliver all documents and to do all such acts and things as may be necessary or desirable to give effect to the foregoing resolutions.

Option Grant Resolution

BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The aggregate of 150,000 common share purchase options granted to Kim Crooks, Chief Operating Officer, during the Corporation's 2025 fiscal year are hereby ratified, confirmed and approved, and shall be deemed to have been validly granted as of the respective grant date.
2. Any director or officer of the Corporation (other than Ms. Crooks) is authorized and empowered, for and on behalf of the Corporation, to execute and deliver all documents and to do all such acts and things as may be necessary or desirable to give effect to the foregoing resolutions.

Appendix B

PREFERRED SHARES

1. Issuable in Series

- (a) Subject to the filing of articles of amendment in accordance with the Business Corporations Act (*Ontario*) (“**OBCA**”), the board of directors of the Corporation (the “**Board**”) may at any time and from time to time, issue Preferred Shares in one or more series, each series to consist of such number of shares as may, before the issuance thereof, be determined by the Board.
- (b) Subject to the filing of articles of amendment in accordance with the OBCA and subject to these share conditions, the directors are authorized to determine:
 - (i) the maximum number of shares in each series of Preferred Shares; and
 - (ii) the designation, rights, privileges, restrictions and conditions attaching to each series of the Preferred Shares which may include, without limitation:
 - (A) the consideration for which such series of Preferred Shares are to be issued;
 - (B) the rate, amount, method of calculation and payment of any dividends, whether cumulative, or non-cumulative, and whether such rate, amount, method of calculation or payment is subject to change or adjustment in the future;
 - (C) voting rights (if any);
 - (D) any rights upon a dissolution, liquidation or winding-up of the Corporation or upon any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs;
 - (E) any rights of redemption, retraction or purchase for cancellation and the prices and terms and conditions of any such rights;
 - (F) any rights of conversion, exchange or reclassification and the terms and conditions of any such rights, if applicable; or
 - (G) any other rights, privileges, restrictions and conditions, not inconsistent with these share provisions, attaching to such series of Preferred Shares.
- (c) No rights, privileges, restrictions or conditions attached to any series of Preferred Shares shall confer upon the shares of such series a priority in respect of dividends or distribution of assets or return of capital in the event of the liquidation, dissolution or winding up of the Corporation over the shares of any other series of Preferred Shares. The Preferred Shares of each series shall, with respect to the right to payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Corporation, rank on a parity with the Preferred Shares of every other series and in priority over the common shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given such other preferences, not inconsistent with the provisions hereof, over the common shares and over any other shares of the Corporation ranking junior to the Preferred Shares as may be fixed in accordance with the provisions hereof.

2. Limitations

- (a) No Preferred Shares of any series shall be issued at any time if, as a result of, and at the time of such issuance:
 - (i) the aggregate number of Preferred Shares that would then be outstanding would exceed 50% of the aggregate number of common shares then outstanding; or
 - (ii) the maximum aggregate number of common shares into which all of the Preferred Shares then outstanding could be converted in accordance with their terms (regardless of any restrictions on the time of conversion and regardless of any conditions to the conversion) would exceed 20% of the aggregate number of common shares then outstanding; or
 - (iii) the aggregate number of votes which the holders of all of the Preferred Shares then outstanding would be entitled to cast (regardless of any conditions) at any meeting of the shareholders of the Corporation (other than a meeting at which only holders of the Preferred Shares or any series are entitled to vote) would exceed 20% of the aggregate number of votes which the holders of all of the common shares then outstanding would be entitled to cast at any meeting.

3. Non-Voting

- (a) The holders of the Preferred Shares shall not, as such, be entitled to receive notice of or to attend at any meetings of the shareholders of the Corporation and shall not be entitled to vote at any such meetings (except where the holders of a specified class of shares are entitled to vote separately as a class as provided in the OBCA). Notwithstanding the aforesaid restrictions, conditions or prohibitions on the right to vote, the holders of the Preferred Shares are entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 184(3) of the OBCA, as such subsection may be amended from time to time.

4. Dividends – Discretionary

- (a) Subject to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and any other class of shares of the Corporation, the holders of the Preferred Shares are entitled to such dividends as the directors of the Corporation may declare from time to time on the Preferred Shares, in their absolute discretion.

5. Redemption

- (a) Subject to the provisions of the OBCA, as amended from time to time, the Corporation may redeem the whole or any part of the outstanding Preferred Shares on payment for each such share to be redeemed of the issue price per Preferred Share (the “**Preferred Redemption Amount**”), together with an amount equal to all dividends declared thereon but unpaid (“**Preferred Redemption Price**”).
- (b) Unless the holders of the Preferred Shares to be redeemed have waived notice of redemption, the Corporation shall give not less than ten (10) days’ notice in writing of the redemption by sending to each person who, at the date of such notice, is a registered holder of shares to be redeemed, (or any one of the persons if there are joint holders) a notice of the intention of the Corporation of the redemption of such Preferred Shares. Such notice shall be sent by ordinary prepaid post addressed to the last address of such holder (or any one of the holders if there are joint holders) as it appears on the records of the Corporation or, in the event of the address of any such holder not appearing on the records of the Corporation, then to the last known address of such holder, or such other method as the directors may determine; provided, however, that accidental failure or omission to give any such notice to one or more of such holders shall not affect the validity of such redemption. Such notice shall set out the Preferred Redemption Price and the date on which redemption is to take place and, if part only of the shares held by the person to whom it is addressed is to be redeemed, the

number thereof so to be redeemed, the time, place and manner in which the holder shall surrender to the Corporation the certificate or certificates representing the Preferred Shares to be redeemed, including the steps that a holder should take with respect to any uncertificated shares. On or after the date so specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Preferred Shares to be redeemed, the Preferred Redemption Price thereof. The Preferred Redemption Price shall be paid to such holder (i) if the shares are certificated, on presentation and surrender of the certificates for the shares so called for redemption at such place or places as may be specified in the notice given by the Corporation, and the certificates for such shares shall thereupon be cancelled, and the shares represented thereby shall thereupon be redeemed, and (ii) if the shares are uncertificated, on completion of the steps, if any, that a holder is to take with respect to uncertificated shares as specified in the notice given by the Corporation and such uncertificated shares shall thereupon be redeemed.

- (c) In case a part only of the outstanding Preferred Shares is at any time to be redeemed, the shares so to be redeemed shall be redeemed pro rata, disregarding fractions, according to the number of Preferred Shares held by each holder or, in such other manner as the Board so determines. If a part only of the Preferred Shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.
- (d) From and after the date specified for redemption in any such notice, the holders of the shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any rights in respect thereof, except to receive the Preferred Redemption Price, unless payment of the Preferred Redemption Price has not been made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unimpaired.
- (e) The Corporation shall have the right at any time after giving notice of its intention to redeem any Preferred Shares, to deposit the Preferred Redemption Price for any Preferred Shares to be so redeemed in a special account with any chartered bank or trust company in Canada named in the notice of redemption. The Preferred Redemption Price so deposited shall be paid without interest to or to the order of the respective holders of the shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing shares that are certificated, or upon completion of the steps that a holder is to take with respect to uncertificated shares as specified in the notice given by the Corporation. Upon such deposit being made, the Preferred Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof, after such deposit, shall be limited to receiving, without interest, their proportionate part of the total Preferred Redemption Price of the Preferred Shares so deposited against presentation and surrender of the certificates held by them respectively, in the case of shares that are certificated, or upon completion of the steps that a holder is to take with respect to uncertificated shares as specified in the notice given by the Corporation. Any interest allowed on any such deposit shall belong to the Corporation.

6. Conversion

- (a) Preferred Shares may be convertible on terms to be determined by Board.

7. Liquidation and Dissolution

- (a) In the event of the liquidation, dissolution or winding-up of the Corporation, or any return of capital or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares of the Corporation, but together with the holders of all other series of Preferred Shares in accordance with their respective rights, for each share, an amount equal to the Preferred Redemption Amount per share together with any dividends declared thereon and unpaid (the “**Liquidation Entitlement**”).

- (b) Notwithstanding section 7(a), before any amount shall be paid or any assets or property of the Corporation be distributed to the holders of common shares, if the net assets of the Corporation are insufficient to pay all such Liquidation Entitlements under section 7(a), then the amount to be paid on each series of Preferred Shares shall be equal to the amount available for distribution multiplied by a fraction, the numerator of which shall be the Liquidation Entitlement of such series of Preferred Shares and the denominator of which shall be the aggregate of the Liquidation Entitlements of all Preferred Shares. The Liquidation Entitlement payable on a series of Preferred Shares shall be divided rateably amongst the holders of the Preferred Shares of such series that are issued and outstanding on the record date for such distribution(s), and a holder of fractional Preferred Shares is entitled to receive a Liquidation Entitlement in respect of the fractional Preferred Shares in accordance with the rights attaching to the Preferred Shares. After payment to the holders of Preferred Shares of the amounts so payable to them as above provided, such holders of Preferred Shares shall not be entitled to share in any further distribution of the assets or property of the Corporation.

8. Right to Withhold

- (a) The Corporation may deduct and withhold from any consideration otherwise payable to any holder of Preferred Shares such amounts as the Corporation is required or permitted to deduct and withhold with respect to such payment under the Income Tax Act (Canada), the United States Internal Revenue Code of 1986 or any provision of provincial, state, local or foreign tax law, in each case as amended or succeeded. To the extent that amounts are so withheld, such withheld amounts are to be treated for all purposes as having been paid to the holder of the Preferred Shares in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted to the appropriate taxing authority.

Appendix C

AMENDED AND RESTATED BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

COVALON TECHNOLOGIES LTD.

CONTENTS

ARTICLE 1 INTERPRETATION.....	2
ARTICLE 2 BUSINESS OF THE CORPORATION	3
ARTICLE 3 DIRECTORS	4
ARTICLE 4 COMMITTEES	7
ARTICLE 5 OFFICERS.....	7
ARTICLE 6 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS.....	9
ARTICLE 7 SECURITIES.....	10
ARTICLE 8 DIVIDENDS AND RIGHTS.....	12
ARTICLE 9 MEETINGS OF SHAREHOLDERS.....	13
ARTICLE 10 INFORMATION AVAILABLE TO SHAREHOLDERS	17
ARTICLE 11 DIVISIONS AND DEPARTMENTS.....	17
ARTICLE 12 NOTICES	18
ARTICLE 13 EFFECTIVE DATE.....	19

ENACTED as the Amended and Restated By-law No.1 and confirmed by the shareholders, this Amended and Restated By-law No.1 repeals and replaces the prior By-law No.1 dated April 28, 2004, in its entirety.

ARTICLE 1 INTERPRETATION

Section 1.1 Definitions

As used in this by-law, the following terms have the following meanings unless the context otherwise requires:

“**Act**” means the *Business Corporations Act* (Ontario) and the regulations made pursuant thereto, as from time to time amended, and every statute that may be substituted therefor and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes.

“**appoint**” includes “**elect**” and vice versa.

“**Board**” means the board of directors of the Corporation.

“**by-laws**” means this by-law and all other by-laws of the Corporation from time to time in force and effect.

“**Corporation**” means Covalon Technologies Ltd. and its successors.

“**meeting of shareholders**” includes annual meetings of shareholders and special meetings of shareholders, whether held in person, by telephone, electronic or other communication facility, including in a full virtual or in hybrid format; “**special meetings of shareholders**” includes a meeting of any class or classes of shareholders and a special meeting of all shareholders entitled to vote at an annual meeting of shareholders.

“**non-business day**” means Saturday, Sunday and any other day that is a holiday as defined in the *Legislation Act* (Ontario), as amended from time to time, and every statute that may be substituted therefor.

“**recorded address**” means (i) in the case of a shareholder or other securityholder, the shareholder’s or securityholder’s latest address as shown in the records of the Corporation, (ii) in the case of joint shareholders or other joint securityholders, the address appearing in the records of the Corporation in respect of the joint holding or, if there is more than one address in respect of the joint holding, the first address that appears, and (iii) in the case of a director, officer or auditor, the person’s latest address as shown in the records of the Corporation or, if applicable, the last notice filed with the Director under the Act, whichever is the most recent.

“**signing officer**” means, in relation to any instrument, any person authorized to sign on behalf of the Corporation pursuant to Section 2.3 or by a resolution of the Board.

All terms contained in the by-laws and which are defined in the Act have the meanings given to such terms in the Act.

The division of this by-law into Articles, Sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Words importing the singular number include the plural and vice versa. The word “**person**” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, unincorporated organizations and any number or aggregate of persons. In this by-law the words “**including**”, “**includes**” and “**include**” means “**including (or includes or include) without limitation**”.

ARTICLE 2
BUSINESS OF THE CORPORATION

Section 2.1 Corporate Seal

The Corporation may have a corporate seal which shall be adopted and may be changed by resolution of the Board.

Section 2.2 Financial Year

The financial year of the Corporation shall be as determined by the Board from time to time.

Section 2.3 Execution of Instruments and Electronic Signatures

- (1) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed on behalf of the Corporation, either manually or by facsimile or by electronic means, by any one officer or director and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any one officer, director or other person(s) on behalf of the Corporation to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (2) The seal of the Corporation may be affixed, if required, to contracts, documents and instruments in writing signed as aforesaid or by any one officer, director or other person(s), appointed by resolution of the Board.
- (3) The term “**contracts, documents or instruments in writing**” as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures, notes or other securities and all paper writings.
- (4) The signature or signatures of the chair of the Board, the vice-chair of the Board, the president, the chief executive officer, the chief financial officer, any executive vice-president, or any vice-president together with any one of the secretary, the treasurer, an assistant secretary, an assistant treasurer or any one of the foregoing officers together with any one director of the Corporation and/or any other officer or officers, director or directors, person or persons, appointed as aforesaid by resolution of the Board, may be printed, engraved, lithographed, electronically reproduced or affixed by secure electronic signature upon any contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the Corporation executed or issued by or on behalf of the Corporation and all contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the Corporation on which the signature or signatures of any of the foregoing officers or directors or persons authorized as aforesaid shall be so reproduced, shall be deemed to have been manually signed by such officers or directors or persons whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers or directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the Corporation.
- (5) The Corporation may accept and rely on electronic signatures and maintain corporate records, including minute books and registers, in electronic form, to the fullest extent permitted by law.

Section 2.4 Banking Arrangements

The banking business of the Corporation, or any part thereof, including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time by resolution prescribe or authorize.

Section 2.5 Custody of Securities

- (1) All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board, with such other depositaries, custodians, transfer agents or in such other manner as may be determined from time to time by resolution of the Board.
- (2) All share certificates, bonds, debentures, notes or other obligations or securities belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

Section 2.6 Voting Shares and Securities in other Companies

All of the shares or other securities carrying voting rights of any other body corporate held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such other body corporate and in such manner and by such person or persons as the Board shall from time to time by resolution determine. The proper signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.

ARTICLE 3 DIRECTORS

Section 3.1 Number of Directors and Quorum

- (1) The number of directors of the Corporation shall be the number of directors as specified in the articles or, where a minimum and maximum number of directors is provided for in the articles, the number of directors of the Corporation shall be the number of directors determined from time to time by special resolution or, if a special resolution empowers the directors to determine the number, the number of directors determined by resolution of the Board. However, for so long as the Corporation is an offering corporation, the Corporation shall have no fewer than the number of directors specified by the Act, and at least one-third of the directors of the Corporation shall not be officers or employees of the Corporation or any of its affiliates.
- (2) The quorum for the transaction of business at any meeting of the Board shall be a majority of the number of directors then in office and or such greater number of directors as the Board may from time to time by resolution determine.

Section 3.2 Qualification

No person shall be qualified for election as a director if they are less than 18 years of age; if they are of unsound mind and have been so found by a court in Canada or elsewhere; if they are not an individual; or if they have the status of a bankrupt. A director need not be a shareholder.

Section 3.3 Election and Term

The election of directors shall take place at the first meeting of shareholders and at each succeeding annual meeting of shareholders and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors as specified in the articles or, if a minimum and maximum number of directors is provided for in the articles, the number of directors determined by special resolution or, if the special resolution empowers the directors to determine the number, the number of directors determined by resolution of the Board. The voting on the election shall be by show of hands unless a ballot is demanded by any shareholder. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

Section 3.4 Removal of Directors

Subject to the provisions of the Act, the shareholders may by ordinary resolution passed at a meeting specially called for such purpose remove any director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by a quorum of the directors.

Section 3.5 Vacation of Office

A director ceases to hold office when they die or, subject to the Act, resigns; they are removed from office by the shareholders in accordance with the Act; they become of unsound mind and is so found by a court in Canada or elsewhere or if they acquire the status of a bankrupt.

Section 3.6 Vacancies

Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or maximum number of directors or from a failure of the shareholders to elect the number of directors required to be elected at any meeting of shareholders. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the shareholders to elect the number of directors required to be elected at any meeting of shareholders, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy. If the directors then in office fail to call such meeting or if there are no directors then in office, any shareholder may call the meeting.

Section 3.7 Action by the Board

The Board shall manage or supervise the management of the business and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

Section 3.8 Place of Meetings

Meetings of the Board may be held at any place within or outside Ontario. In any financial year of the Corporation a majority of the meetings of the Board need not be held within Canada.

Section 3.9 Electronic Participation in Meetings

Directors may participate in meetings by telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting.

Section 3.10 Calling of Meetings

Subject to the Act, meetings of the Board shall be held from time to time on such day and at such time and at such place as the Board, the chair of the Board, the president, the chief executive officer, the chief financial officer who is a director, a vice-president who is a director, or any two directors may determine, the secretary, when directed by the Board, the chair of the Board, the president, the chief executive officer, the chief financial officer, or a vice-president who is a director or any two directors shall convene a meeting of the Board.

Section 3.11 Notice of Meeting

- (1) Notice of the date, time and place of each meeting of the Board shall be given in the manner provided in Section 12.1 to each director not less than 48 hours (exclusive of any part of a non-business day) before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the

business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

- (2) A director may in any manner waive notice of or otherwise consent to a meeting of the Board.

Section 3.12 First Meeting of New Board

Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of shareholders at which such Board is elected.

Section 3.13 Adjourned Meeting

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

Section 3.14 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

Section 3.15 Chair

The chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: the chair of the Board, the president, the chief executive officer, the chief financial officer or a vice-president. If no such officer is present, the directors present shall choose one of their number to be chair.

Section 3.16 Votes to Govern

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting shall not be entitled to a second or casting vote.

Section 3.17 Conflict of Interest

A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of the meetings of the directors the nature and extent of their interest at the time and in the manner provided by the Act. If the contract or transaction is one that, in the ordinary course of the Corporation's business, would not require approval by the Board or shareholders, the director or officer shall make such disclosure forthwith after becoming aware of the contract or transaction or proposed contract or transaction. In all other cases, the contract or transaction or proposed contract or proposed transaction shall be referred to the Board or shareholders for approval, and the interested director shall not attend any part of a meeting of directors during which the contract or transaction or proposed contract or proposed transaction is discussed and shall not vote on any resolution to approve the same except as permitted by the Act.

Section 3.18 Remuneration and Expenses

The directors shall be paid such remuneration for their services as the Board may from time to time determine. The directors shall also be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the shareholders or of the Board or any committee thereof or otherwise in the performance of their duties. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

ARTICLE 4 COMMITTEES

Section 4.1 Committee of Directors

The Board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the Board except those which pertain to items which, under the Act, a committee of directors has no authority to exercise.

Section 4.2 Transaction of Business

The powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place within or outside Ontario.

Section 4.3 Audit Committee

The Board shall, if and to the extent required by applicable securities laws and stock exchange rules, maintain an audit committee composed solely of directors, elected annually from among its number and composed of not fewer than three directors, a majority of whom shall be independent and financially literate, and at least one member shall be financially sophisticated as required by applicable rules. The audit committee shall have the responsibilities set out in its charter and applicable law and exchange requirements, and shall have the powers and duties provided in the Act.

Section 4.4 Advisory Committees

The Board may from time to time establish such other advisory committees and set their mandate, but the functions of any such other committees shall be advisory only.

Section 4.5 Procedure

Unless otherwise determined by the Board, each committee shall have power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

ARTICLE 5 OFFICERS

Section 5.1 Appointment

The Board may from time to time appoint a chair of the Board, a president, a chief executive officer, a chief financial officer, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. The Board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to Section 5.2, an officer may but need not be a director and one person may hold more than one office. In case and whenever the same person holds the offices of secretary and treasurer, they may but need not be known as the secretary-treasurer. All officers shall sign such contracts, documents, or instruments in writing as require their respective signatures. In the case of the absence or inability to act of any officer or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

Section 5.2 Chair of the Board

The chair of the Board, if appointed, shall be a director and shall, when present, preside at all meetings of the Board and committees of the Board. The chair of the Board shall be vested with and may exercise such powers and shall

perform such other duties as may from time to time be assigned to them by the Board. During the absence or disability of the chair of the Board, such duties shall be performed and powers exercised by an interim chair of the Board, as appointed by the Board, the chief executive officer, or president, if one has been appointed.

Section 5.3 President or Chief Executive Officer

The president, or the chief executive officer if one is not appointed, and subject to the authority of the Board, shall have general supervision of the business and affairs of the Corporation and such other powers and duties as the Board may specify. If appointed, the president shall be vested with and may exercise all the powers and shall perform all the duties of the chair of the Board if none be appointed or if the chair of the Board is absent or unable or refuses to act.

Section 5.4 Vice-president

Each vice-president, if appointed, shall have such powers and duties as the Board may specify. The vice-president or, if more than one, the vice president designated from time to time by the Board shall be vested with all the powers and shall perform all the duties of the president, if one appointed, in the absence or inability or refusal to act of the president, provided, however, that a vice-president who is not a director shall not preside as chair at any meeting of the Board and that a vice-president who is not a director and shareholder shall not preside as chair at any meeting of shareholders.

Section 5.5 Secretary

The secretary shall give or cause to be given as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the Board; they shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and they shall have such other powers and duties as the Board may specify.

Section 5.6 Treasurer

The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; they shall render to the Board whenever required an account of all transactions as treasurer and of the financial position of the Corporation; and they shall have such other powers and duties as the Board may specify. Unless and until the Board designates any other officer of the Corporation to be the chief financial officer of the Corporation, the treasurer shall be the chief financial officer of the Corporation.

Section 5.7 Lead Independent Director

If the chair of the Board is not independent, the Board may appoint from among the independent directors a Lead Independent Director, who shall have such powers, duties and responsibilities as the Board may specify.

Section 5.8 Powers and Duties of Other Officers

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

Section 5.9 Variation of Powers and Duties

The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

Section 5.10 Term of Office

The Board, in its discretion, may remove any officer of the Corporation, with or without cause, without prejudice to such officer's rights under any employment contract. Otherwise each officer appointed by the Board shall hold office until their successor is appointed or until the earlier of their resignation or death.

Section 5.11 Terms of Employment and Remuneration

The terms of employment and the remuneration of an officer appointed by the Board shall be settled by it from time to time. The fact that any officer or employee is a director or shareholder of the Corporation shall not disqualify them from receiving such remuneration as may be so determined.

Section 5.12 Conflict of Interest

An officer shall disclose their interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with Section 3.17.

Section 5.13 Agents and Attorneys

The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers of management or otherwise (including the powers to subdelegate) as may be thought fit.

Section 5.14 Fidelity Bonds

The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the Board may from time to time determine but no director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

ARTICLE 6 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Section 6.1 Submission of Contracts or Transactions to Shareholders for Approval

The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any meeting of the shareholders called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Corporation's articles or any other by-law) shall be as valid and as binding upon the Corporation and upon all the shareholders as though it had been approved, ratified or confirmed by every shareholder of the Corporation.

Section 6.2 For the Protection of Directors and Officers

In supplement of and not by way of limitation upon any rights conferred upon directors by the provisions of the Act, it is declared that no director shall be disqualified by their office from, or vacate their office by reason of, holding any office or place of profit under the Corporation or under any body corporate in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which they are in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its shareholders or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its shareholders or creditors for any profit realized by or from any such contract or

arrangement by reason of the fiduciary relationship existing or established thereby. Subject to the provisions of the Act and to Section 3.17, no director shall be obliged to make any declaration of interest or refrain from voting in respect of a contract or proposed contract with the Corporation in which such director is in any way directly or indirectly interested.

Section 6.3 Limitation of Liability

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested; (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (vi) any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation to their office.

Section 6.4 Indemnity

Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if:

they acted honestly and in good faith with a view to the best interest of the Corporation; and

in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires.

Section 6.5 Advancement of Expenses

Expenses incurred by any person indemnified under Section 6.4 in defending any proceeding shall be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking to repay the amounts advanced if it is ultimately determined that the person is not entitled to be indemnified.

Section 6.6 Insurance

The Corporation shall purchase and maintain insurance for the benefit of any person referred to in Section 6.4 against such liabilities and in such amounts as the Board may from time to time determine and are permitted by the Act.

ARTICLE 7 SECURITIES

Section 7.1 Allotment

Subject to the Act and applicable securities laws, the Board may from time to time allot or grant options to purchase authorized and unissued securities of the Corporation at such times and to such persons and for such consideration as the Board shall determine, provided that no security shall be issued until it is fully paid as provided by the Act.

Section 7.2 Commissions

The Board may from time to time authorize the Corporation to pay a reasonable commission to any person in consideration of such person purchasing or agreeing to purchase securities of the Corporation whether from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such securities.

Section 7.3 Registration of Transfers

Subject to the provisions of the Act, no transfer of a security of the Corporation shall be registered in a securities register except upon (i) presentation of the security certificate representing such security with an endorsement which complies with the Act made thereon or delivered therewith duly executed by an appropriate person as provided by the Act, together with such reasonable assurance that the endorsement is genuine and effective as the Board may from time to time prescribe; (ii) upon payment of all applicable taxes and any fees prescribed by the Board; and (iii) upon compliance with such restrictions on transfer as are authorized by the articles of the Corporation. If no security certificate has been issued by the Corporation in respect of a security issued by the Corporation, clause (i) above may be satisfied by presentation of a duly executed security transfer power, together with such reasonable assurance that the security transfer power is genuine and effective as the Board may require.

Section 7.4 Transfer Agents and Registrars

The Board may from time to time appoint one or more agents to maintain, in respect of each class of securities of the Corporation issued by it in registered or other form, a securities register and one or more branch securities registers. Such agent may be designated as transfer agent and registrar according to their functions and one person may be designated both registrar and transfer agent. The Board may at any time terminate such appointment.

Section 7.5 Non-recognition of Trusts

Subject to the provisions of the Act, the Corporation may treat as absolute owner of any share the person in whose name the share is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice or description in the Corporation's records or on the share certificate.

Section 7.6 Uncertificated Securities

Securities may be issued in certificated or uncertificated (book-entry) form, including through the Direct Registration System ("DRS") advices, as determined by the Board or applicable law. If uncertificated, ownership and transfer shall be evidenced and effected in the records of the transfer agent or registrar and any applicable depository in accordance with their procedures and applicable law.

Section 7.7 Form of Security Certificates

Subject to the Act, security certificates, if required, will be in the form that the directors approve from time to time or that the Corporation adopts. Every holder of one or more shares of the Corporation shall be entitled, at their option, to a share certificate, or to a non-transferable written acknowledgement of their right to obtain a share certificate, stating the number and class or series of shares held by them as shown on the securities register. Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, shall be in such form as the Board shall from time to time approve. Any share certificate shall be signed in accordance with Section 2.3 and need not be under the corporate seal; provided that, unless the Board otherwise determines, certificates representing shares in respect of which a transfer agent and/or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and/or registrar. The signature of one of the signing officers or, in the case of share certificates which are not valid unless countersigned by or on behalf of a transfer agent and/or registrar, the signatures of both signing officers, may be, printed or mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Corporation. A share certificate executed as aforesaid shall be valid notwithstanding

that one or both of the officers whose facsimile signature appears thereon no longer holds office at the date of issue of the certificate.

Section 7.8 Replacement of Share Certificates

The Board or any officer or agent designated by the Board may in its or their discretion direct the issue of a new share certificate or DRS advice in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate or DRS advice claimed to have been lost, destroyed or wrongfully taken, on payment of any such required replacement fee, and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the Board may from time to time prescribe or the transfer agent may reasonably require, whether generally or in any particular case.

Section 7.9 Joint Shareholders

If two or more persons are registered as joint holders of any security, the Corporation shall not be bound to issue more than one certificate or DRS advice in respect thereof, and delivery of such certificate or DRS advice to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate or DRS Advice issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such securities.

Section 7.10 Deceased Shareholders

In the event of the death of a holder, or of one of the joint holders, of any security, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

ARTICLE 8 DIVIDENDS AND RIGHTS

Section 8.1 Dividends

Subject to the provisions of the Act, the Board may from time to time declare dividends payable to the shareholders according to their respective rights and interest in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation.

Section 8.2 Payment of Dividends and Other Distributions

Any dividend or other distribution payable in cash to shareholders will be paid by: (i) cheque drawn on the Corporation's bankers or one of them in the order of each registered holder of shares of the class or series in respect of which it has been declared and mailed by prepaid ordinary mail to the registered holder's recorded address, unless the holder otherwise directs; or (ii) bank draft, wire transfer, direct deposit or any such other method as the Board may determine to each registered holder of shares of the class or series in respect of which it has been declared. In the case of joint holders, the payment will be made to the order of all such joint holders and, if applicable, sent to them at their recorded address, unless such joint holders otherwise direct. The sending of the cheque or the sending of the payment by bank draft, wire transfer, direct deposit or the sending of the payment by any such other method determined by the directors in an amount equal to the dividend or other distribution to be paid less any tax that the Corporation is required to withhold will satisfy and discharge the liability for the payment, unless payment is not made upon presentation, if applicable.

Section 8.3 Non-receipt of Payment

In the event of non-receipt of any payment made as contemplated by Section 8.2 by the person to whom it is sent, the Corporation may issue re-payment to such person for a like amount. The directors may determine, whether generally

or in any particular case, the terms on which any re-payment may be made, including terms as to indemnity, reimbursement of expenses, and evidence of non-receipt and of title.

Section 8.4 Record Date for Dividends and Rights

The Board may fix in advance a date, preceding by not more than 50 days the date for the payment of any dividend or the date for the issue of any warrant or other evidence of the right to subscribe for securities of the Corporation, as a record date for the determination of the persons entitled to receive payment of such dividend or to exercise the right to subscribe for such securities, and notice of any such record date shall be given not less than seven days before such record date in the manner provided by the Act. If no record date is so fixed, the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Corporation shall be at the close of business on the day on which the resolution relating to such dividend or right to subscribe is passed by the Board.

Section 8.5 Unclaimed Dividends

To the extent permitted by law, any dividend or other distribution that remains unclaimed after a period of six years from the date on which the dividend has been declared to be payable is forfeited and will revert to the Corporation.

ARTICLE 9 MEETINGS OF SHAREHOLDERS

Section 9.1 Annual Meetings

The annual meeting of shareholders shall be held at such time in each year as the Board may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing an auditor and for the transaction of such other business as may properly be brought before the meeting. The chair of the Board, the president or chief executive officer may also call meetings of shareholders provided that the business to be transacted at such meeting has been approved by the Board.

Section 9.2 Special Meetings

The Board shall have the power to call a special meeting of shareholders at any time. The chair of the Board, the president or the chief executive officer shall have power to call a special meeting of shareholders provided that the business to be transacted at such meeting has been approved by the Board.

Section 9.3 Place of Meetings

Meetings of shareholders will be held on the date and at the time and place, in or outside Ontario, as the Board or the person(s) calling the meeting shall so determine. In the absence of such a determination, at the place where the registered office of the Corporation is located.

Section 9.4 Electronic and Virtual Meetings

Meetings of shareholders may be held by telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other, or in a hybrid format. A shareholder who establishes a communications link to the meeting or votes at the meeting or is deemed for the purposes of the Act to be present at the meeting. The Board may establish procedures regarding the holding of meetings of shareholders by such means.

Section 9.5 Notice of Meetings

- (1) Notice of the time and place of each meeting of shareholders shall be given in the manner provided in Section 12.1 not less than 21 days nor more than 50 days before the date of the meeting to each director, to the auditor and to each shareholder who at the close of business on the record date for notice is entered in the

securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state or be accompanied by a statement of the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and the text of any special resolution or by-law to be submitted to the meeting. The Corporation may use notice-and-access, electronic delivery, and electronic voting in accordance with applicable law and stock exchange requirements.

- (2) A shareholder, a proxyholder, a director or the auditor and any other person entitled to attend a meeting of shareholders may waive notice of a meeting of shareholders, any irregularity in a notice of meeting of shareholders or any irregularity in a meeting of shareholders. Such waiver may be waived in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of shareholders cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

Section 9.6 List of Shareholders Entitled to Notice

For every meeting of shareholders, the Corporation shall prepare a list of shareholders entitled to receive notice of the meeting, arranged in alphabetical order, showing the number of shares held by each shareholder entitled to vote at the meeting. If a record date for the meeting is fixed pursuant to Section 9.7, the shareholders listed shall be those registered at the close of business on such record date. If no record date is fixed, the shareholders listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any shareholder during usual business hours at the registered office of the Corporation or at the place where the central securities register is maintained and at the meeting for which the list was prepared.

Section 9.7 Record Date for Notice

The Board may fix in advance a date, preceding the date of any meeting of shareholders by not more than 60 days and not less than 30 days, as a record date for the determination of the shareholders entitled to notice of the meeting, provided that notice of any such record date shall be given not less than seven days before such record date in the manner provided for in the Act and in accordance with applicable securities laws and stock exchange requirements. If no record date is so fixed, the record date for the determination of the shareholders entitled to notice of the meeting shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, the day on which the meeting is held.

Section 9.8 Meetings without Notice

A meeting of shareholders may be held without notice at any time and place permitted by the Act:

- (a) if all the shareholders entitled to vote thereat are present in person or represented by proxy waive notice of or otherwise consent to such meeting being held, and
- (b) if the auditor and the directors are present or waive notice of or otherwise consent to such meeting being held, so long as such shareholders, auditor and directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. At such a meeting any business may be transacted which the Corporation at a meeting of shareholders may transact. If the meeting is held at a place outside Ontario, shareholders not present or represented by proxy, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

Section 9.9 Chair, Secretary and Scrutineers

- (1) The chair of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: the president, chief executive officer, chief financial officer or a vice-president (in order of corporate seniority). If no such officer is present within 15 minutes

from the time fixed for holding the meeting, the persons present and entitled to vote shall choose a director who is present, or in the absence all of the directors of the Corporation, one of their number to be chair. Unless the Board determines otherwise, the Corporation's secretary, if any, will act as secretary a meetings of shareholders. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a shareholder, to act as secretary of the meeting.

- (2) If desired, the chair of the meeting may appoint one or more persons, who need not be shareholders, to act as scrutineers at any meeting of shareholders. The scrutineers will assist in determining the number of shares held by persons entitled to vote who are present at the meeting and the existence of a quorum. The scrutineers will also receive, count and tabulate ballots and assist in determining the result of a vote by ballot, and do such acts as are necessary to conduct the vote in an equitable manner. The decision of a majority of the scrutineers shall be conclusive and binding upon the meeting and a declaration or certificate of the scrutineers shall be conclusive evidence of the facts declared or stated in it.

Section 9.10 Persons Entitled to be Present

The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and the auditor of the Corporation and others who, although not entitled to vote are entitled or required under any provision of the Act or the articles or the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

Section 9.11 Quorum

A quorum for the transaction of business at any meeting of shall be at least two persons present in person or by proxy holding or representing in aggregate not less than 33 and 1/3rd of the votes attached to the outstanding shares entitled to vote at the meeting.

Section 9.12 Right to Vote

Subject to the provisions of the Act as to authorized representatives of any other body corporate or association, at any meeting of shareholders for which the Corporation has prepared the list referred to in Section 9.6, every person who is named in such list shall be entitled to vote the shares shown opposite their name except to the extent that such person has transferred any of their shares after the record date determined in accordance with Section 9.6 and the transferee, having produced properly endorsed certificates evidencing such shares or having otherwise established that they owns such shares, has demanded not later than 10 days before the meeting that their name be included in such list. In any such case the transferee shall be entitled to vote the transferred shares at the meeting. At any meeting of shareholders for which the Corporation has not prepared the list referred to in Section 9.6, every person shall be entitled to vote at the meeting who at the time is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting.

Section 9.13 Proxies

- (1) Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall comply with the applicable requirements of the Act and other applicable law and will be in such form as the directors may approve from time to time or such other form as may be acceptable to the chair of the meeting at which the instrument of proxy is to be used. A proxy will be acted on only if it is deposited with the Corporation or its agent prior to the time specified in the notice calling the meeting at which the proxy is to be used or it is deposited with the corporate secretary or the chair of the meeting or any adjournment of the meeting prior to the time of voting.
- (2) The Corporation may accept proxies by electronic means and may implement electronic, telephonic or web-based voting systems, including under virtual or hybrid meeting formats.

Section 9.14 Time for Deposit of Proxies

The Board may by resolution specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting or an adjournment thereof by not more than 48 hours exclusive of any part of a non-business day, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, only if it has been received by the secretary of the Corporation or by the chair of the meeting or any adjournment thereof prior to the time of voting.

Section 9.15 Joint Shareholders

If two or more persons hold shares jointly, any one of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares; but if two or more of those persons are present in person or represented by proxy and vote, they shall vote as one the shares jointly held by them.

Section 9.16 Votes to Govern

At any meeting of shareholders every question shall, unless otherwise required by the articles or by-laws or by law, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting shall not be entitled to a second or casting vote.

Section 9.17 Show of Hands

Subject to the provisions of the Act, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the shareholders upon the said question.

Section 9.18 Ballots

On any question proposed for consideration at a meeting of shareholders, and whether or not a vote by show of hands has been taken thereon, any shareholder or proxyholder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the shares which they are entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.

Section 9.19 Adjournment

The chair at the meeting of shareholders may with the consent of the meeting and subject to such conditions as the meeting may decide, or where otherwise permitted under the provisions of the Act, adjourn the meeting from time to time and from place to place. If a meeting of shareholders is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

Section 9.20 Resolution in Writing

A resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditor in accordance with the Act.

ARTICLE 10 INFORMATION AVAILABLE TO SHAREHOLDERS

Section 10.1 Information Available to Shareholders

Except as provided by the Act, no shareholder shall be entitled to discovery of any information respecting any details or conduct of the Corporation's business which in the opinion of the directors it would be inexpedient in the interests of the Corporation to communicate to the public.

Section 10.2 Directors' Determination

The directors may from time to time, subject to the rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and accounting records of the Corporation or any of them shall be open to the inspection of shareholders and no shareholder shall have any right to inspect any document or book or register or accounting record of the Corporation except as conferred by statute or authorized by the Board or by a resolution of the shareholders in general meeting.

ARTICLE 11 DIVISIONS AND DEPARTMENTS

Section 11.1 Creation and Consolidation of Divisions

The Board may cause the business and operations of the Corporation or any part thereof to be divided or to be segregated into one or more divisions upon such basis, including without limitation, character or type of operation, geographical territory, product manufactured or service rendered, as the Board may consider appropriate in each case. The Board may also cause the business and operations of any such division to be further divided into sub-units and the business and operations or any such divisions or sub-units to be consolidated upon such basis as the Board may consider appropriate in each case.

Section 11.2 Name of Division

Any division or its sub-units may be designated by such name as the Board may from time to time determine and may transact business under such name, provided that the Corporation shall set out its name in legible characters in all contracts, invoices, negotiable instruments and orders for goods or services issued or made by or on behalf of the Corporation.

Section 11.3 Officers of Division

From time to time the Board or, if authorized by the Board, the chief executive officer, may appoint one or more officers for any division, prescribe their powers and duties and settle their terms of employment and remuneration. The Board or, if authorized by the Board, the chief executive officer, may remove at its or their pleasure any officer so appointed, without prejudice to such officer's rights under any employment contract. Officers of divisions or their sub-units shall not, as such, be officers of the Corporation.

ARTICLE 12 NOTICES

Section 12.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered by personal delivery, prepaid mail, courier, facsimile, electronic mail or other electronic communication system, including notice-and-access, to the recorded address or electronic address on file. A notice so delivered shall be deemed to have been given when it is delivered personally to the recorded address as aforesaid; a notice mailed is deemed given on the fifth day after mailing; a notice couriered is deemed to be given when delivered by the courier to the recorded address; and a notice sent by electronic communication is deemed to be given when transmitted to the recorded electronic address. The secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of the Board in accordance with any information believed by them to be reliable.

Section 12.2 Signature to Notices

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be electronically signed, written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

Section 12.3 Proof of Service

A certificate of the chair of the Board, the president, chief executive officer, chief financial officer, a vice-president, the secretary or the treasurer or of any other officer of the Corporation in office at the time of the making of the certificate or of a transfer officer of any transfer agent or branch transfer agent of shares of any class of the Corporation as to the facts in relation to the mailing or delivery of any notice or other document to any shareholder, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every shareholder, director, officer or auditor of the Corporation as the case may be.

Section 12.4 Notice to Joint Shareholders

All notices with respect to shares registered in more than one name shall, if more than one address appears on the records of the Corporation in respect of such joint holdings, be given to all of such joint shareholders at the first address so appearing, and notice so given shall be sufficient notice to the holders of such shares.

Section 12.5 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event both the date of giving the notice and the date of the meeting or other event shall be excluded.

Section 12.6 Undelivered Notices

If any notice given to a shareholder pursuant to Section 12.1 is returned on three consecutive occasions because they cannot be found, the Corporation shall not be required to give any further notices to such shareholder until they inform the Corporation in writing of their new address.

Section 12.7 Omissions and Errors

The accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise found thereon.

Section 12.8 Deceased Shareholders

Any notice or other document delivered or sent by post or left at the address of any shareholder as the same appears in the records of the Corporation shall, notwithstanding that such shareholder be then deceased, and whether or not the Corporation has notice of their death, be deemed to have been duly served in respect of the shares held by such shareholder (whether held solely or with any person or persons) until some other person be entered in their stead in the records of the Corporation as the holder or one of the holders thereof and such service shall for all purposes be deemed a sufficient service of such notice or document on the deceased's heirs, executors or administrators and on all persons, if any, interested with them in such shares.

Section 12.9 Persons Entitled by Death or Operation of Law

Every person who, by operation of law, transfer, death of a shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the shareholder from whom they derive title to such share prior to their name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which they became so entitled) and prior to furnishing to the Corporation the proof of authority or evidence of their entitlement prescribed by the Act.

Section 12.10 Waiver of Notice

Any shareholder (or their duly appointed proxyholder), director, officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to them under any provision of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the Board or of a committee of the Board which may be given in any manner.

ARTICLE 13 EFFECTIVE DATE

Section 13.1 Effective Date

This by-law shall come into force upon being passed by the Board in accordance with the Act.

ENACTED this 5th day of February, 2026.

All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under any such by-law prior to its repeal.

This amended and restated by-law was made by resolution of the Board on February 5, 2026.

Chair of the Board

Secretary

This amended and restated by-law was confirmed by ordinary resolution of the shareholders on March [day], 2026.

Chair of the Board

Secretary

Appendix D

ADVANCE NOTICE BY-LAW

A by-law relating to the advance notice of nominations of directors of

COVALON TECHNOLOGIES LTD.

ARTICLE 1 INTERPRETATION

Section 1.1 Defined Terms

As used in this by-law, the following terms have the following meanings unless the context otherwise requires:

“**Applicable Securities Laws**” means the *Securities Act* (Ontario) and the equivalent legislation in Alberta and British Columbia, as amended from time to time, the rules, regulations and forms made or promulgated under such statutes and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each of the provinces of Ontario, Alberta and British Columbia.

“**public announcement**” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedarplus.ca.

Defined terms used but not otherwise defined have the meanings given to them in By-law No.1 of the Corporation.

ARTICLE 2 NOMINATION OF DIRECTORS

Section 2.1 Nominations

Subject only to the Act and the articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors, (a) by or at the direction of the Board, president or chief executive officer, including pursuant to a notice of meeting, (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act or (c) by any person (a “**Nominating Shareholder**”) (i) who, at the close of business on the date of the giving of the notice provided for below in this by-law and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (ii) who complies with the notice procedures set forth below in this by-law.

- (A) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the secretary of the Corporation at the principal executive offices of the Corporation in accordance with this by-law.
- (B) To be timely, a Nominating Shareholder’s notice to the secretary of the Corporation must be made:
 - (i) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event

that the annual meeting of shareholders is called for a date that is less than 50 days after the date (the “**Notice Date**”) on which the first public announcement (as defined below) of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the 10th day following the Notice Date; and

- (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting of shareholders was made. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section 2.1(B)(ii). In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder’s notice as described above.

Section 2.2 Proper Form of Nomination

To be in proper written form, a Nominating Shareholder’s notice to the secretary of the Corporation must set forth:

- (A) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - (i) the name, age, business address and residence address of the person;
 - (ii) the principal occupation or employment of the person;
 - (iii) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and
 - (iv) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.
- (B) as to the Nominating Shareholder giving the notice:
 - (i) their name, business and residential address;
 - (ii) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
 - (iii) any proxy, contract, arrangement, agreement, understanding or relationship pursuant to which such Nominating Shareholder and any of its affiliates, or any person acting jointly or in concert with such person, has any right to vote any shares of the Corporation; and
 - (iv) any other information relating to such Nominating Shareholder that would be required to be made in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.
- (C) The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to

serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

Section 2.3 Eligibility

- (A) No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this by-law; provided, however, that nothing in this by-law shall be deemed to preclude discussion by a shareholder (as distinct from nominating directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

- (B) Notwithstanding any other provision of this by-law, notice given to the secretary of the Corporation pursuant to this by-law may only be given by personal delivery, or by email at office@covalon.com (or at such other email address as stipulated from time to time by the secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery or email (at the address as aforesaid) to the secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

**ARTICLE
EFFECTIVE DATE**

Section 3.1 Effective Date

This Advance Notice By-law shall come into force upon being passed by the Board in accordance with the Act.

ENACTED this 5th day of February, 2026.

This Advance Notice By-law was made by resolution of the Board on February 5, 2026, and confirmed without variation by the shareholders of the Corporation on March [day], 2026.

Chair of the Board

Secretary

Appendix E
LONG-TERM INCENTIVE PLAN

See attached.

Appendix F

CORPORATE GOVERNANCE PRACTICES

Statement of Corporate Governance Practices

The board of directors (the “**Board**”) of Covalon Technologies Ltd. (the “**Corporation**”) believes that sound corporate governance practices are essential to the effective, efficient, and prudent management and operation of the Corporation and its business, to the protection of employees and shareholders, and to the enhancement of shareholder value. The Board fulfills its mandate directly and through its committees at regularly scheduled meetings or as required. Frequency of meetings may be increased, and the nature of the agenda items may be changed, depending upon the state of the Corporation’s affairs and in light of opportunities or risks which the Corporation faces. The directors are kept informed of the Corporation’s operations at these meetings as well as through reports and discussions with management on matters within their particular areas of expertise.

National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”) sets out guidelines for effective corporate governance. These guidelines deal with matters such as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members and other items dealing with sound corporate governance. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires that if management of an issuer solicits proxies from its security holders for the purpose of electing directors, specified disclosure of the board’s corporate governance practices must be included in its management information circular.

The Corporation’s corporate governance practices have been and continue to be in compliance with applicable Canadian requirements. The Corporation continues to monitor developments in Canada with a view to further revising its governance policies and practices, as appropriate. The Board has considered the guidelines set out in NP 58-201 and believes that its approach to corporate governance is appropriate and works effectively for the Corporation and its Shareholders. The following is a description of the Corporation’s corporate governance practices which has been prepared by the Compensation and Governance Committee of the Board and has been approved by the Board.

The Board of Directors

As of the date hereof, the Board is comprised of seven members, three of whom are independent within the meaning of NI 58-101, namely Joseph Cordiano, Samantha Nutt, and Ron Smith. Brent Ashton and Kim Crooks are not independent as they are senior executive officers of the Corporation. Abe Schwartz is not independent as he owns more than 10% of the Common Shares. Martin Goldfarb is not independent because he directly or indirectly owns or controls more than 10% of the Corporation’s issued and outstanding Common Shares. **Following the Meeting, and assuming the election of all persons nominated as directors, the Board will be comprised of seven members, three of whom will be independent within the meaning of NI 58-101.** Notwithstanding that a majority of the directors will not be considered independent within the meaning of NI 58-101, the Board believes that (i) regularly scheduling in camera sessions with just the independent directors and (ii) referring key governance matters for consideration by the Compensation and Governance Committee, which is comprised of a majority of independent directors, will ensure and facilitate the Board’s exercise of independent judgement in carrying out its responsibilities. Furthermore, any director with a disclosable interest in any matter to be considered by the Board, will recuse themselves from such discussions. The Board has also appointed Joseph Cordiano to serve as the Lead Independent Director of the Board.

The role of the Chair of the Board is to chair all meetings of the Board in a manner that promotes meaningful discussion, and to provide leadership to the Board to enhance the Board’s effectiveness in meeting its responsibilities. The Chair’s responsibilities include, without limitation, ensuring that the Board works together as a cohesive team with open communication and working together with the Compensation and Governance Committee to ensure that a process is in place by which the effectiveness of the Board, its committees, and its individual directors can be evaluated on at least an annual basis.

The Board holds regularly scheduled meetings. In addition, the independent directors meet regularly without management to review the business operations, corporate governance, and financial results of the Corporation. During the fiscal year ended September 30, 2025, the Board held 8 meetings by video conference and/or in person.

Mr. Smith is currently a director of one other reporting issuer, as set forth below:

Director Name	Directorships with Other Reporting Issuer
Ron Smith	PRO Real Estate Investment Trust (TSX: PRV)

Position Descriptions

A written position description has been developed by the Board for the Chair of the Board. Written mandates have also been developed for each of the Board's committees. The Board, together with the CEO, has also developed a written position description for the CEO, the CFO, the Chief Operating Officer and the Chief Scientific Officer.

Orientation and Continuing Education

The measures that the Board takes in connection with orienting new Board members regarding the role of the Board, its directors, the committees of the Board, and the nature and operation of the Corporation's business include providing each new member with information concerning the role and responsibilities of a public company director, providing new members with a complete set of the Corporation's charters, policies, and procedures, and discussing with new members the Corporation's operations.

With respect to providing continuing education for its directors, the Board ensures that all directors are kept apprised of changes in the Corporation's operations and business, changes in the regulatory environment affecting the Corporation's day-to-day business both within Canada and within the foreign jurisdictions in which the Corporation does business, and changes in their roles as directors of a public corporation.

The Compensation and Governance Committee also considers orientation and continuing education for Board members and makes recommendations to the Board from time to time regarding same.

Code of Business Conduct and Ethics

The Board has adopted a Code of Conduct (the "Code") for its directors, officers, and employees. The Code includes provisions that require directors, officers, and employees to inform the Corporation's CEO or other appropriate person of any non-compliance with the Code.

The Board takes steps to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer of the Corporation has a material interest, which include ensuring that directors and officers are thoroughly familiar with the Code and, in particular, the rules concerning reporting conflicts of interest and obtaining direction from the CEO or other appropriate person(s) regarding any potential conflicts of interest.

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules, and regulations; providing guidance to employees, officers, and directors to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty, and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct. In addition, the Board has implemented a disclosure policy and an insider trading policy.

Committees of Directors

The Board has two committees: an audit committee (the “**Audit Committee**”) and a compensation and corporate governance committee (the “**Compensation and Governance Committee**”). Information regarding the Audit Committee is provided in the Circular under the heading “Audit Committee Information”.

Compensation

The Board, together with the Compensation and Governance Committee, determines appropriate compensation for the Corporation’s directors and executive officers. The Compensation and Governance Committee is comprised of Mr. Cordiano (Committee Chair), Dr. Nutt and Mr. Smith. The Compensation and Governance Committee did not meet formally since the date of the last annual meeting of the Corporation; however, did meet informally and discussed matters during other meetings with members of the committee present. The Compensation and Governance Committee’s responsibilities include reviewing and making recommendations to the Board regarding overall compensation and benefits, equity and other compensation plans and the total compensation package of the CEO. The Compensation and Governance Committee also considers and approves the recommendations of the CEO regarding the total compensation packages of the CFO, Chief Operating Officer and the Chief Scientific Officer. The process by which appropriate compensation levels are determined by the Board is through periodic and annual reports from the Compensation and Governance Committee on the Corporation’s overall compensation and benefits philosophies, which are established based, in part, on a review of peer group and healthcare industry compensation data. The reports describe processes undertaken by the Compensation and Governance Committee to weight factors and target levels in determining executive compensation.

Nomination of Directors

The Board, together with the Compensation and Governance Committee, is responsible for identifying new candidates for nomination to the Board. The Compensation and Governance Committee consists of Mr. Cordiano (Committee Chair), Dr. Nutt and Mr. Smith. In carrying out its mandate, the Compensation and Governance Committee met three times since the date of the last annual meeting of the Corporation. The process by which the Board identifies new candidates is through recommendations of the Compensation and Governance Committee whose responsibility it is to establish procedures to identify new candidates based on corporate law and regulatory requirements as well as relevant education and experience related to the business of the Corporation.

The Compensation and Governance Committee’s responsibilities include annually reviewing the charters of the Board and the Compensation and Governance Committee; assisting the Chair of the Board in carrying out his responsibilities; considering and, if thought fit, approving requests from directors or committee members for the engagement of special advisors from time to time; preparing and recommending to the Board a set of corporate governance guidelines, the Code and annually a statement of corporate governance practices to be included in the Corporation’s management information circular; meeting with the Corporation’s external corporate counsel to discuss the Corporation’s corporate governance policies and practices; recommending procedures to permit the Board to meet on a regular basis without management present; assisting the Board by identifying individuals qualified to become Board members and members of Board committees; leading the Board in its annual review of the Board’s performance; and assisting the Board in monitoring compliance by the Corporation with legal and regulatory requirements.

Board Assessments

The Board, its committees, and its individual directors are assessed on an annual basis, as to their effectiveness and contribution. The process by which such assessments are made is through questionnaires developed by the Board and the Compensation and Governance Committee, which are distributed to each director and/or committee member for review and completion each year. In addition, the Chair of each committee encourages discussion among the Board or the respective committee as to the evaluation of the Board’s or committee’s effectiveness over the course of the year. All directors and/or committee members are free to make suggestions for improvement of the practices of the Board and/or its committees at any time and are encouraged to do so.

The Compensation and Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of prospective Board members as well as the composition of the Board as a whole. This assessment includes members' contribution, qualification as independent, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board.

Appendix G

AUDIT COMMITTEE CHARTER

GENERAL FUNCTIONS, AUTHORITY, AND ROLE

The purpose of the Audit Committee is to oversee the accounting and financial reporting processes of the Corporation and the audits of its financial statements, and thereby assist the Board in monitoring: (1) the integrity of the financial statements of the Corporation; (2) compliance by the Corporation with legal and regulatory requirements related to financial reporting; (3) the performance of the Corporation's independent auditors; and, (4) performance of the Corporation's internal controls and financial reporting process.

The Audit Committee has the power to conduct or authorize investigations into any matters within its scope of responsibilities, with full access to all books, records, facilities and personnel of the Corporation, its auditors and its legal advisors. In connection with such investigations or otherwise in the course of fulfilling its responsibilities under this charter, the Audit Committee has the authority to independently retain special legal, accounting, or other consultants to advise it, and may request any officer or employee of the Corporation, its independent legal counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Audit Committee has the power to create specific sub-committees with all of the power to conduct or authorize investigations into any matters within the scope of the mandate of the sub-committee, with full access to all books, records, facilities and personnel of the Corporation, its auditors and its legal advisors.

The Corporation's independent auditor is ultimately accountable to the Board of Directors and to the Audit Committee, who, as representatives of the Corporation's shareholders, have the ultimate authority and responsibility to evaluate the independent auditor, appoint and replace the independent auditor, and to determine appropriate compensation for the independent auditor. In the course of fulfilling its specific responsibilities hereunder, the Audit Committee must maintain free and open communication between the Corporation's independent auditors, Board of Directors, and Management. The responsibilities of a member of the Audit Committee are in addition to such member's duties as a member of the Board of Directors.

While the Audit Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete, accurate, and in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

MEMBERSHIP

The membership of the Audit Committee will be as follows:

- The Audit Committee shall consist of a minimum of three members of the Board of Directors, appointed annually, a majority of whom is affirmatively confirmed as independent by the Board of Directors, with such affirmation disclosed in the Corporation's annual Circular.
- The Board will elect, by a majority vote, one member as chairperson.
- The membership of the Audit Committee will meet all requirements of the TSX Venture Exchange and the requirements of such other securities exchange or quotations system or regulatory agency as may from time to time apply to the Corporation.

RESPONSIBILITIES

The responsibilities of the Audit Committee shall be as follows:

Frequency of Meetings

- Meet quarterly or more often as may be deemed necessary or appropriate in its judgment, either in person or telephonically.

- The Audit Committee will meet with the independent auditor at least annually, either in person, telephonically, or by video conference.

Reporting Responsibilities

- Provide to the Board of Directors proper Audit Committee minutes.
- Report Audit Committee actions to the Board of Directors with such recommendations as the Audit Committee may deem appropriate.

Charter Evaluation

- Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.

Whistleblower Mechanism

- Adopt and review annually a procedure through which employees and others can inform the Audit Committee regarding any concerns about the Corporation's accounting, internal accounting controls or auditing matters. The procedure shall include responding to, and keeping of records of, any such complaints.

Legal Responsibilities

- Perform such functions as may be assigned by law, by the Corporation's certificate of incorporation, memorandum, articles or similar documents, or by the Board of Directors.

INDEPENDENT AUDITOR

Nominations

- Appoint annually the independent auditor to be proposed for shareholder approval.

Compensation and Evaluation

- Approve the compensation of the independent auditor, evaluate the performance of the independent auditor and, if so determined by the Audit Committee, replace the independent auditor.

Engagement Procedures for Non-Audit Services

- Establish policies and procedures for the engagement of the independent auditor to provide non-audit services.
- Ensure that the independent auditor is not engaged for any activities not allowed by any of the Canadian provincial securities commissions, the United States SEC or any securities exchange on which the Corporation's shares are traded.
- Inform management that the auditors are not to be engaged for any of the following nine types of non-audit services:
 - Bookkeeping or other services related to accounting records or financial statements of the Corporation;
 - Financial information systems design and implementation consulting services;
 - Appraisal or valuation services, fairness opinions, or contributions-in-kind reports;
 - Actuarial services;
 - Internal audit outsourcing services;
 - Any management or human resources function;
 - Broker, dealer, investment advisor, or investment banking services;
 - Legal services;

- Expert services related to the auditing service; and
- Any other service the Board of Directors determines is not permitted.

Hiring Practices

- Ensure that no individual who is, or in the past 3 years has been, affiliated with or employed by a present or former auditor of the Corporation or an affiliate, is hired by the Corporation as a senior officer until at least 3 years after the end of either the affiliation or the auditing relationship.

Independence Test

Take reasonable steps to confirm the independence of the independent auditor, which shall include:

- Ensuring receipt from the independent auditor of a formal written statement delineating all relationships between the independent auditor and the Corporation, consistent with the Independence Standards Board Standard No. 1 and related Canadian regulatory body standards;
- Considering and discussing with the independent auditor any relationships or services provided to the Corporation, including non-audit services, that may impact the objectivity and independence of the independent auditor; and
- As necessary, taking, or recommending that the Board of Directors take, appropriate action to oversee the independence of the independent auditor.

Audit Committee Meetings

- Notify the independent auditor of every Audit Committee meeting and permit the independent auditor to appear and speak at those meetings.
- At the request of the independent auditor, convene a meeting of the Audit Committee to consider matters the auditor believes should be brought to the attention of the directors or shareholders.
- Keep minutes of its meetings and report to the Board for approval of any actions taken or recommendations made.

Restrictions

- Confirm with management and the independent auditor that no restrictions are placed on the scope of the auditors' review and examination of the Corporation's accounts.

OTHER PROFESSIONAL CONSULTING SERVICES

Engagement Review

- As necessary, consider with management the rationale and selection criteria for engaging professional consulting services firms.
- Ultimate authority and responsibility to select, evaluate and approve professional consulting services engagements.

AUDIT AND REVIEW PROCESS AND RESULTS

Scope

- Consider, in consultation with the independent auditor, the audit scope and plan of the independent auditor.

Review Process and Results

- Consider and review with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61, as the same may be modified or supplemented from time to time.
- Review and discuss with management and the independent auditor at the completion of the annual examination:
 - The Corporation's audited financial statements and related notes;
 - The Corporation's MD&A and news releases related to financial results;
 - The independent auditor's audit of the financial statements and its report thereon;
 - Any significant changes required in the independent auditor's audit plan;
 - The appropriateness of the presentation of any non-IFRS related financial information;
 - Any serious difficulties or disputes with management encountered during the course of the audit; and
 - Other matters related to the conduct of the audit, which are to be communicated to the Audit Committee under generally accepted auditing standards.
- Review the management letter delivered by the independent auditor in connection with the audit.
- Following such review and discussion, if so determined by the Audit Committee, recommend to the Board that the annual financial statements be included in the Corporation's annual report.
- Review, discuss with management and approve annual and interim quarterly financial statements prior to public disclosure. The chairperson of the Audit Committee may represent the entire Audit Committee for purposes of this review.
- Review and discuss with management and the independent auditor the adequacy of the Corporation's internal accounting and financial controls that management and the Board of Directors have established and the effectiveness of those systems, and inquire of management and the independent auditor about significant financial risks or exposures and the steps management has taken to minimize such risks to the Corporation.
- Meet separately with the independent auditor and management, as necessary or appropriate, to discuss any matters that the Audit Committee or any of these groups believe should be discussed privately with the Audit Committee.
- Review and discuss with management and the independent auditor the accounting policies which may be viewed as critical, including all alternative treatments for financial information within generally accepted accounting principles that have been discussed with management, and review and discuss any significant changes in the accounting policies of the Corporation and industry accounting and regulatory financial reporting proposals that may have a significant impact on the Corporation's financial reports.
- Review with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures, if any, on the Corporation's financial statements.
- Review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Corporation's financial statements or accounting policies.
- Review with the Corporation's General Counsel legal matters that may have a material impact on the financial statements, the Corporation's financial compliance policies and any material reports or inquiries received from regulators or governmental agencies related to financial matters.

SECURITIES REGULATORY FILINGS

- Review filings with the Canadian provincial securities commissions, the United States SEC, and other published documents containing the Corporation's financial statements.
- Review, with management and the independent auditor, prior to filing with regulatory bodies, the interim quarterly financial reports (including related notes and MD&A) at the completion of any review engagement or other examination. The chairperson of the Audit Committee may represent the entire Audit Committee for purposes of this review.

RISK ASSESSMENT

- Meet periodically with management to review the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- Assess risk areas and policies to manage risk including, without limitation, environmental risk, insurance coverage and other areas as determined by the Board of Directors from time to time.
- Review and discuss with management, and approve changes to, the Corporation's Corporate Treasury Policy.

