



2025



NOTICE AND
MANAGEMENT
INFORMATION
CIRCULAR

Report

FOR THE ANNUAL
GENERAL MEETING OF
SHAREHOLDERS

To be held on
May 7th, 2026

info@chartechnologies.com
www.chartechnologies.com

CHAR TECHNOLOGIES LTD.
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of CHAR Technologies Ltd. (the “**Corporation**”) will be held at Sears Atrium - George Vari Engineering and Computing Centre, Toronto Metropolitan University, Third Floor, 245 Church St, Toronto, ON M5B 1Z4 at 9:30 a.m. (Toronto time) on May 7th, 2026, for the following purposes:

1. to receive the Corporation’s audited financial statements for the year ended September 30th, 2025, and 2024, together with the auditor’s report thereon;
2. to appoint the board of directors (the “**Board**”) of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the Board to fix the auditor’s remuneration.
4. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution of disinterested shareholders to re-approve the Corporation’s amended and restated omnibus long-term incentive plan (the “**A&R Omnibus Plan**”); and
5. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is March 18, 2026 (the “Record Date”). Shareholders of the Corporation whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

A live teleconference option will be available for shareholders who do not wish to attend in person. The Corporation urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below, regardless of whether they choose to attend the Meeting in person or to use the live teleconference option. Shareholders opting for the live teleconference option can listen to the Meeting by registering in advance using the link provided below:

Date and Time: Thursday, May 7th, 2026 at 9:30 a.m. (Toronto time)

Registration: <https://events.teams.microsoft.com/event/23554c40-3726-4a5f-b7fa-a7c...> | [Chat | Microsoft Teams](#)

(link will also be provided in CHAR Tech’s monthly newsletter on May 1st, 2026, available via www.chartechnologies.com)

***Participants should join approximately 5 to 10 minutes prior to the scheduled start time.**

Shareholders who dial-in or join the Meeting through the call-in or online details above will not be able to vote on the matters put forth at the Meeting. Only those registered shareholders or duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting.

A registered shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, execute and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, not later than 9:30 a.m. (Toronto time) on Tuesday, May 5, 2026 or if the Meeting is adjourned not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

The persons named in the enclosed form of proxy are each a director and/or officer of the Corporation. Every shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the shareholder's chosen proxyholder in the space provided in the form of proxy.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

DATED at the City of Toronto, in the Province of Ontario, this 18th day of March 2026.

BY ORDER OF THE BOARD OF DIRECTORS

"Andrew White"

Andrew White
Chief Executive Officer

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CHAR TECHNOLOGIES LTD.
MANAGEMENT INFORMATION CIRCULAR
ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 7th, 2026

(this information given as of March 18, 2026)

Solicitation of Proxies

This management information circular (the "Information Circular") is provided in connection with the solicitation, by management of CHAR Technologies Ltd. (the "Corporation"), of proxies for the annual general meeting of shareholders of the Corporation (the "Meeting") to be held on May 7th, 2026, at Sears Atrium - George Vari Engineering and Computing Centre, Toronto Metropolitan University, Third Floor, 245 Church St, Toronto, ON M5B 1Z4 at 9:30 a.m. (Toronto time) and at any adjournment thereof.

Proxies will be solicited primarily by mail but may also be solicited personally, by telephone, facsimile or other means of electronic communication by the directors and/or officers of the Corporation at nominal costs. The costs of solicitation by management will be borne by the Corporation.

Pursuant to National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer ("NI 54-101"), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation materials to the beneficial owners of common shares in the capital of the Corporation (the "Common Shares"). The cost of any such solicitation will be borne by the Corporation.

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy represent management of the Corporation. **Every shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the shareholder's chosen proxyholder in the space provided in the form of proxy.**

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed by the shareholder or by his or her attorney authorized in writing and delivered to TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, not later than 9.30 a.m. (Toronto time) on Tuesday, May 5, 2026 or if the Meeting is adjourned not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof.

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it any time before it is exercised by instrument in writing, executed by the shareholder or by his or her attorney authorized in writing, and deposited either at the registered office of the Corporation at any time up to and including 10:00 a.m. on the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting or any adjournment thereof.

A shareholder attending the Meeting has the right to vote in person and, if he or she does so his or her proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

Voting of Proxies

The persons named in the enclosed form of proxy are each a director and/or officer of the Corporation and have indicated their willingness to represent as proxy the shareholder who appoints them. Each shareholder may instruct his or her proxy how to vote his or her shares by marking the appropriate box(es) on the proxy form. The shares represented by the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions of the shareholder, on any ballot that may be called for and, if the shareholder has specified a choice with respect to any matter to be acted on, the shares will be voted accordingly. **In the absence of such direction, the shares will be voted in favour of:**

1. receiving the Corporation's audited financial statements for the year ended September 30th, 2025 and 2024, together with the auditor's report thereon;
2. electing the persons proposed herein as directors of the Corporation for the ensuing year;
3. appointing MNP LLP as the auditors of the Corporation until the next annual meeting of the shareholders and authorizing the directors to fix the remuneration of the auditors;
4. considering and, if thought appropriate, the passing, with or without variation, of an ordinary resolution of disinterested shareholders, as more particularly set forth in the Information Circular, to re-approve the Corporation's amended and restated omnibus long-term incentive plan (the "A&R Omnibus Plan"); and
5. transacting such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

THE ENCLOSED FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN WITH RESPECT TO AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF MEETING OR OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING.

At the time of printing this Information Circular, the directors and senior officers of the Corporation know of no such amendment, variation or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting and this Information Circular. If any matters which are not now known to the directors and senior officers of the Corporation should properly come before the Meeting, the persons named in the accompanying form of proxy will vote on such matters in accordance with their best judgment.

Advice to Beneficial Shareholders

The information in this section is of significant importance to public shareholders of the Corporation since most public shareholders do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to herein as "**Beneficial Shareholders**") are advised that only proxies from shareholders of record can be recognized and voted upon at the Meeting. If shares are listed in the account statement provided to the shareholder by a broker, then in almost all cases those shares will not be registered in the shareholder's name. Such shares are more likely held under the name of the broker or a broker's agent clearing house. Applicable corporate law provides that Beneficial Shareholders may request that the Beneficial Shareholder or the Beneficial Shareholder's nominee be appointed as the proxyholder for such shares. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted (for or against or withheld, as applicable) upon the instructions of the Beneficial Shareholder. Without specific instructions, the brokers/nominees are prohibited from voting shares for their clients. Therefore, each Beneficial Shareholders should ensure that voting instructions are communicated to the appropriate person held in advance of the Meeting.

The Corporation does not know whom the shares registered to CDS & Co. are held for. Therefore, Beneficial Shareholders cannot be recognized by the Corporation at the Meeting. In order to ensure that their shares are voted at the Meeting, Beneficial Shareholders should carefully follow the return instructions provided by their brokers. Often, the form of proxy supplied to Beneficial Shareholders by their brokers is identical to that provided to registered shareholders, however, its purpose is limited to instructing the brokers/registered shareholder how to vote on behalf of the Beneficial Shareholder. The majority of the brokers now delegate the job of obtaining instructions from clients and voting shares according to their client's instructions to a third party such as a corporation named Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada. Such intermediary typically mails proxy instruction forms to the Beneficial Shareholders and asks Beneficial Shareholders to return these proxy instruction forms to the sender, which may be by mail, by internet or by telephone. The sender then tabulates the results of all instructions received and then votes the shares to be voted at the Meeting according to the instructions received. A Beneficial Shareholder receiving a proxy instruction form from such a sender cannot use that proxy instruction form to vote shares at the Meeting. The proxy instruction form must be returned to the sender well in advance of the Meeting in order to have the shares voted.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or an agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the proxy instruction form provided to them and return the same in accordance with the instructions provided, well in advance of the Meeting.

All references to shareholders in this Information Circular and the accompanying proxy and Notice are to shareholders of record unless specifically stated otherwise. Where documents are stated to be available for review or inspection, such items will be shown upon request to registered shareholders that produce proof of their identity.

Distribution of Securityholder Materials to Non-Objecting Beneficial Owners

These security-holder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

Interest of Certain Persons in Matters to be Acted Upon

No person who has been a director or an officer of the Corporation at any time since the beginning of its last completed financial year or any associate of any such director or officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting, except as disclosed in this Information Circular.

Voting Shares and Principal Shareholders

The Corporation is authorized to issue an unlimited number of Common Shares. As of the date of this Information Circular 150,726,799 Common Shares were issued and outstanding. Each Common Share entitles the holder to one vote on all matters to come before the Meeting. No group of shareholders has the right to elect a specified number of directors nor are there cumulative or similar voting rights attached to the Common Shares of the Corporation.

The directors of the Corporation have fixed March 18, 2026, as the record date (the "Record Date") for determination of the persons entitled to receive notice of the Meeting. Shareholders of record as of the Record Date are entitled to vote their Common Shares except to the extent that they have transferred the ownership of any of their shares after the Record Date, and the transferees of those shares produce properly endorsed share certificates or otherwise establish that they own the shares, and demand, not later than ten (10) days before the Meeting, that their name be included in the shareholder list before the Meeting, in which case the transferees are entitled to vote their shares at the Meeting.

To the knowledge of the management of the Corporation, as of the date of this Information Circular, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting shares of the Corporation carrying more than ten percent (10%) of the voting rights attached to all shares of the Corporation.

As at the date of this Information Circular, the directors and officers of the Corporation, as a group, own beneficially, directly or indirectly, and exercise control or discretion over 12.06% of the outstanding shares of the Corporation.

Statement of Executive Compensation

The purpose of this section of the Information Circular is to disclose all compensation paid, payable, awarded, granted, given otherwise provided, directly or indirectly, by the Corporation, or a subsidiary of the Corporation, to each Named Executive Officer or NEO (as defined herein) in accordance with Form 51-102F6V - *Statement of Executive Compensation - Venture Issuers* ("**Form 51-102F6V**").

STATEMENT OF EXECUTIVE COMPENSATION

(for the year ended September 30, 2025)

Objective

The objective of this disclosure is to communicate the compensation the Company paid, made payable, awarded, granted, gave or otherwise provided to each named executive officer and director for the financial year, and the decision-making process relating to compensation. This disclosure provides insight into executive compensation as a key aspect of the overall stewardship and governance of the Company and will help investors understand how decisions about executive compensation are made.

Interpretation

The following information, dated as of March 18, 2026, is provided as required under Form 51-102F6V for Venture Issuers (the "**Form**"), as such term is defined in National Instrument 51-102 – Continuous Disclosure Obligations.

For the purposes of this Form:

"**Chief Executive Officer**" or "**CEO**" of the Company means an individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the financial year ended September 30, 2025

"**Chief Financial Officer**" or "**CFO**" of the Company means an individual who acted as chief financial officer of

the Company or acted in a similar capacity for any part of the financial year ended September 30, 2025

"closing market price" means the price at which the Company's security was last sold, on the applicable date, in the security's principal marketplace in Canada.

"compensation securities" includes stock options, convertible securities, exchangeable securities and similar instruments granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

"equity incentive plan" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 Share-based Payment.

"grant date" means a date determined for financial statement reporting purposes under IFRS 2 Share-based Payment.

"incentive plan" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period.

"incentive plan award" means compensation awarded, earned, paid or payable under an incentive plan.

"Named Executive Officers" or **"NEOs"** means the following individuals:

(a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer ("**CEO**"), including an individual performing functions similar to a CEO;

(b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer ("**CFO**"), including an individual performing functions similar to a CFO;

(c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, for that financial year; and

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

"non-equity incentive plan" means an incentive plan or portion of an incentive plan that is not an equity incentive plan.

"option-based award" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

"plan" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons.

"share-based award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

Unless otherwise stated, all amounts herein are in Canadian dollars.

Compensation Discussion and Analysis

Compensation Discussion and Analysis describes, in accordance with NI 51-102F6V, the compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation, to each Director and NEO. Disclosure is required to be made in relation to each Named Executive Officer, being individuals who served as the Corporation's Chief Executive Officer or Chief Financial Officer and each of the Corporation's most highly compensated executive officers or those acting in a similar capacity whose total compensation exceeded \$150,000 at the end of the most recently completed financial year. This section also identifies the objectives and material elements of compensation awarded to the NEOs and the reasons for the compensation. For a complete understanding of the executive compensation program, this Compensation Discussion and Analysis should be read in conjunction with the Summary Compensation Table and other executive compensation-related disclosure included in this Information Circular.

For the purposes of this Statement of Executive Compensation and in accordance with Form 51-102F6V, the Named Executive Officers ("NEOs") of the Company for the financial year ended September 30, 2025 are: Andrew White, Chief Executive Officer; and Raquel Insa, Chief Financial Officer.

In determining the NEOs, the Company applied the definition set out in Form 51-102F6V, which includes (i) each individual who served as Chief Executive Officer or Chief Financial Officer during any part of the most recently completed financial year, and (ii) the most highly compensated executive officer of the Company, other than the CEO and CFO, who was serving as an executive officer at the end of the most recently completed financial year and whose total compensation exceeded \$150,000 for that year.

For the financial year ended September 30, 2025, no additional executive officer met the compensation threshold or served in an executive capacity at the end of the financial year so as to qualify as an NEO under the Form.

Elements of Executive Compensation

Compensation of the Company's Named Executive Officers is comprised of three components: base salary, short-term incentive awards (STIP), and long-term incentive awards (LTIP), which include equity-based awards such as stock options and Restricted Share Units (RSUs). The determination of these elements is based on a range of range of qualitative and quantitative factors, including individual performance, level of responsibility, length of service, and market comparables, rather than relying solely on a rigid formula.

Base Salaries

Base salaries are a vital component of the total compensation package and are intended to reflect the executive's position, duties, and responsibilities. Base salary represents a stable, fixed element within the overall compensation program. The Corporation continually reviews the mix of base salary, short-term incentive awards, and long-term incentive awards to ensure alignment of executive interests with those of shareholders. This determination is made by comparing similar positions in the market and assessing the responsibilities and experience required, along with the Company's overall financial and operating performance and the Board's evaluation of each executive's contributions.

Short-Term Incentive Awards (STIP)

Executives may be eligible for annual cash or equity based short-term incentive awards. These awards are tied to the achievement of established corporate financial goals and individual operational key performance indicators (KPIs), reflecting both overall company performance and specific individual objectives. The performance measures are established by Management and approved by the Board of Directors. While the precise bonus amounts are not determined by a fixed formula, the Committee uses these performance metrics and informal strategic goals, such as, operational milestones, and financing activities to guide the discretionary awarding of short-term incentives.

Long-Term Incentive Awards (LTIP)

The LTIP is designed to align executive compensation with the long-term interests of the Company's shareholders by providing equity-based awards. This component includes awards such as stock options and RSUs, as detailed in the CHAR Omnibus Long-Term Incentive Plan. The LTIP allows the Company to grant equity awards based on the executive's contribution and historical award levels, considering the overall performance of the Company rather than relying on specific quantitative measures for each criterion. These long-term awards are structured to increase executive ownership, thereby attracting and retaining top talent while incentivizing long-term value creation

Equity Compensation Plan Information

The following table sets forth information in respect of the Corporation's equity compensation plans under which equity securities of the Corporation are authorized for issuance, aggregated in accordance with all equity plans previously approved by the Corporation's shareholders and all equity plans not approved by the Corporation's shareholders as at September 30th, 2025.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, and Rights (#)	Weighted-average Exercise Price for Outstanding Options, Warrants and Rights (\$)	Number of Securities remaining available for Future Issuance under Equity Compensation Plans (excluding securities reflected in column (a)) (#)
	(a)	(b)	(c)
Equity compensation plans approved by security holders	10,726,312	0.44	6,335,967 (1)
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	10,726,312	0.44	6,335,967

Notes: The A&R Omnibus Plan permits such number of options to be granted equal to up to 10% of the issued and outstanding Common Shares from time to time, together with 4,150,158 Common Shares (being 5% of the total issued and outstanding Common Shares at March 30,2021) available for issuance pursuant to SARs, Restricted Shares, RSUs or DSUs (as such terms are defined below).

How the Corporation Determines Compensation

The Corporation's compensation philosophy is designed to align executive compensation with the long-term interests of shareholders and to attract, retain and motivate qualified leadership. Equity-based compensation, including stock options and other long-term incentive awards, forms a significant component of the overall compensation program and supports alignment between management and shareholders.

The Board of Directors, as a whole, oversees executive compensation matters. Given the Corporation's size and stage of development, a separate compensation committee has not been established. Compensation decisions are reviewed and approved by the Board, which may, when appropriate, consult independent external advisors.

At the beginning of each financial year, the Board establishes target incentive opportunities for each Named Executive Officer, taking into consideration the Corporation's strategic objectives, financial position, market

comparables and individual responsibilities. Incentive awards, if any, are based on the achievement of corporate and individual performance objectives and the Board's assessment of overall performance. The Board retains discretion to adjust incentive outcomes as it considers appropriate, consistent with the Corporation's overall compensation objectives and governance practices.

Risks Associated with Compensation Policies and Practice

As of the date of this Statement of Executive Compensation, the Board has considered whether the Corporation's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Corporation and has determined that they do not. In making this determination, the Board considered the Corporation's size, stage of development, and the balance between short-term and long-term compensation components.

The Company views stock options as a valuable tool for aligning the interest of management and shareholders in the long-term growth and success of the Company. The Company is aware that stock option grants that vest immediately may create an incentive for management to maximize short term gains at the expense of the long-term success of the Company. In order to mitigate this risk, option grants are generally subject to vesting periods ranging from twelve to thirty-six months from the date of grant.

Financial Instruments

As of the date of this Statement of Executive Compensation, the Corporation has not adopted a policy restricting its NEOs and directors from purchasing financial 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 NEOs or directors.

On March 30, 2021, the shareholders of the Corporation approved the adoption of an omnibus long-term incentive plan (the "2021 Omnibus Plan"), under which the Board was authorized to grant stock options ("Options"), restricted shares ("Restricted Shares"), restricted share units ("RSUs"), deferred share units ("DSUs"), share appreciation rights ("SARs", and together with the Options, the Restricted Shares, the RSUs and the DSUs, the "Awards"), and subsequently, on April 28, 2022, approved an amended and restated omnibus long-term incentive plan (the "A&R Omnibus Plan") under which the Board is currently authorized to grant the Awards. Prior to the adoption of the 2021 Omnibus Plan, entitlement to grants of Options under the Corporation's stock option plan was the only equity-based security element awarded to NEOs and directors.

Omnibus Long-Term Incentive Granting Process

The Corporation's omnibus long-term incentive plan was initially approved by shareholders on March 30, 2021 (the "2021 Omnibus Plan"). On March 30, 2022, the Board approved an amended and restated omnibus long-term incentive plan (the "A&R Omnibus Plan"), which was subsequently approved by disinterested shareholders at the annual and special meeting of shareholders held on April 28, 2022.

In accordance with TSXV requirements applicable to rolling equity compensation plans, the A&R Omnibus Plan has been re-approved annually by disinterested shareholders, most recently at the annual meeting of shareholders held on May 7, 2026. The A&R Omnibus Plan is being submitted to shareholders for re-approval at the upcoming meeting in accordance with TSXV requirements.

Under the A&R Omnibus Plan, the Board is authorized to grant Options, Restricted Shares, RSUs, DSUs and SARs to directors, officers, employees, management company employees and consultants of the Corporation and/or its subsidiaries ("Eligible Participants", and when such Eligible Participants are granted Awards, the "Participants") in order to attract, retain and motivate such persons as individuals whose skills,

performance and loyalty to the objectives and interests of the Corporation are necessary to the Corporation's success, to incentivize them to continue their services for the Corporation, and to align their interests with those of the Corporation.

At the Meeting, shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution re-approving the A&R Omnibus Plan. The details of the A&R Omnibus Plan and the requirements for approval are more particularly described under "Particulars of Matters to be Acted On – Special Business – Re-Approval of Amended and Restated Omnibus Plan".

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company for the two most recently completed financial years ended September 30, 2025, and 2023. Cash compensation was accrued to the directors of the Corporation in their capacity as directors during the financial year ended September 30, 2025. The directors are eligible to receive stock options to purchase Common Shares of the Corporation. Options and compensation securities are disclosed under the heading "Stock Options and Other Compensation Securities and Instruments" of this Form.

<i>Name and position</i>	<i>Year</i>	<i>Salary, consulting fee, retainer or commission (\$)</i>	<i>Bonus (\$)</i>	<i>Committee or meeting fees (\$)</i>	<i>Value of perquisites (\$)</i>	<i>Value of all other compensation</i>	<i>Total compensation (\$)</i>
Andrew White ⁽¹⁾ CEO	2025	216,300	Nil	Nil	Nil	Nil	216,300
	2024	210,000	Nil	Nil	Nil	Nil	210,000
Raquel Insa ⁽²⁾ CFO	2025	195,700	Nil	Nil	Nil	Nil	195,700
	2024	164,139	Nil	Nil	Nil	Nil	164,139
William White ⁽⁶⁾ Director	2025	22,500	Nil	Nil	Nil	Nil	22,500
	2024	22,500	Nil	Nil	Nil	Nil	22,500
James Sbrolla ⁽⁷⁾ Director	2025	20,000	Nil	Nil	Nil	Nil	20,000
	2024	20,000	Nil	Nil	Nil	Nil	20,000
Nikita Nanos ⁽⁸⁾ Director	2025	22,500	Nil	Nil	Nil	Nil	22,500
	2024	22,500	Nil	Nil	Nil	Nil	22,500
Hugh Cleland ⁽⁹⁾ Director	2025	20,000	Nil	Nil	Nil	Nil	20,000
	2024	20,000	Nil	Nil	Nil	Nil	20,000
Anton Szpitalak ⁽¹⁰⁾ CDO and Director	2025	75,000	Nil	Nil	Nil	Nil	75,000
	2024	140,000	Nil	Nil	Nil	Nil	140,000
Irina Gorbounova ⁽¹¹⁾ Director	2025	10,000	Nil	Nil	Nil	Nil	10,000
	2024	10,000	Nil	Nil	Nil	Nil	10,000

Notes:

- (1) Andrew White was appointed as CEO of the Company on March 31, 2016.
- (2) Raquel Insa was appointed as CFO of the Company on November 20, 2023.
- (3) William White was appointed as a director of the Company on October 4, 2013. Mr. White receives directors' fees in the amount of \$5,650 per quarter; however, no fees were paid in FY2024 and FY2025.
- (4) James Sbrolla was appointed as a director of the Company on October 4, 2013. Mr. Sbrolla receives directors' fees in the amount of \$5,000 per quarter; however, no fees were paid in FY2024 and FY2025.
- (5) Nikita Nanos was appointed as a director of the Company on March 30, 2021. Mr. Nanos receives directors' fees in the amount of \$5,650 per quarter; however, no fees were paid in FY2024 and FY2025.
- (6) Hugh Cleland was appointed as a director of the Company on October 19, 2021. Mr. Cleland received directors' fees in the amount of \$5,000 per quarter.
- (7) Anton Szpitalak was appointed as a director of the Company on June 2, 2023 and Chief Development Officer on June 2, 2024. Mr. Szpitalak receives directors' fees in the amount of \$5,000 per quarter; however, no fees were paid in FY2025. His remuneration as Chief Development Officer during FY2025 was \$75,000.

(8) Irina Gorbounova was appointed as a director of the Company on April 4, 2024. Mrs. Gorbounova receives directors' fees in the amount of \$5,000 per quarter; however, no fees were paid FY2024 and FY2025.

(9)

Stock Options and Other Compensation Securities and Instruments

Incentive stock options and RSUs to purchase Common Shares were granted to the NEOs and directors of the Corporation on March 31st, 2021, March 18th, 2022, February 6th, 2023, April 25th, 2023, April 16th, 2024, February 6th, 2025, and January 30 th, 2026. Incentive stock options to purchase Common Shares were granted to the NEOs and directors of the Corporation on February 6, 2025. The A&R Omnibus Plan permits Options to be granted in a number equal to up to 10% of the issued and outstanding Common Shares from time to time together with 4,150,158 Common Shares available for issuance pursuant to SARs, Restricted Shares, RSUs or DSUs (being 5% of the total issued and outstanding common shares of the Corporation at the effective date of the A&R Omnibus Plan). The allocation of the option grants was approved by the Board of Directors of the Corporation. The Company does not have any other equity incentive plans other than the Omnibus Plan. No compensation security had been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the Company's financial year ended September 30, 2025.

The following table of compensation securities provides a summary of all compensation securities granted or issued to each NEO and director of the Company for the financial year ended September 30, 2025, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

<i>Name and position</i>	<i>Type of compensation security</i>	<i>Number of compensation securities, number of underlying securities and % of class</i>	<i>Date of issue or grant</i>	<i>Issue conversion or exercise price (\$)</i>	<i>Closing price of security or underlying security on date of grant</i>	<i>Closing price of security or underlying security at end of year</i>	<i>Expiry date</i>
Andrew White CEO	Stock options RSU	238,636 ⁽¹⁾ 233,333 ⁽²⁾	February 6, 2025 February 6, 2025	0.23 N/A	0.20	0.195	February 6, 2030 February 6, 2035
Raquel Insa CFO	Stock options RSU	215,909 ⁽³⁾ 211,111 ⁽⁴⁾	February 6, 2025 February 6, 2025	0.23 N/A	0.20	0.195	February 6, 2030 February 6, 2035
William White <i>Director</i>	Stock options	50,000	February 6, 2025	0.23	0.20	0.195	February 6, 2030
James Sbrolla <i>Director</i>	Stock options	50,000	February 6, 2025	0.23	0.20	0.195	February 6, 2030
Nikita Nanos <i>Director</i>	Stock options	50,000	February 6, 2025	0.23	0.20	0.195	February 6, 2030
Hugh Cleland <i>Director</i>	Stock options	50,000	February 6, 2025	0.23	0.20	0.195	February 6, 2030
Anton Szpitalak <i>Director</i>	Stock options	50,000	February 6, 2025	0.23	0.20	0.195	February 6, 2030

Notes: Stock options vest on grant with the exception of:

(1) 238,636 25% after 6 months from grant date, 25% after each subsequent 6 months

(2) 233,333 after 12 months from grant date

(3) 215,909 25% after 6 months from grant date, 25% after each subsequent 6 months

(4) 211,111 after 12 months from grant date

Stock Options and Other Compensation Securities and Instruments exercised during the fiscal year.

The following table sets out the compensation securities that were exercised by NEOs or directors of the Company during the financial year ended September 30, 2025.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Andrew White ⁽¹⁾ CEO	Stock options	350,000	0.115	January 28, 2025	0.155	0.04	14,000
Raquel Insa ⁽²⁾ CFO	RSU	159,075	N/A	September 9, 2025	0.22	0.22	34,996
William White ⁽⁶⁾ Director	Stock options	50,000	0.115	January 7, 2025	0.205	0.09	4,500

Stock Options and Other Compensation Securities and Instruments Outstanding

The following table discloses the total amount of compensation securities held by the NEOs and directors as at the company's financial year ended September 30, 2025.

Name and position	Type of compensation security	Number of Outstanding securities	Issue conversion or exercise price (\$)	Security Expiry date	In the money
Andrew White ⁽¹⁾ CEO	RSU	480,000	N/A	31-Aug-31	
	RSU	351,641	N/A	16-Apr-34	
	RSU	233,333	N/A	6-Feb-35	
	SAR	480,000	N/A	31-Aug-26	
	SAR	100,000	N/A	16-Apr-29	
	Stock Options	344,000	0.49	29-Jan-26	-
	Stock Options	350,000	0.45	17-Mar-27	-
	Stock Options	350,000	0.4125	6-Feb-28	-
	Stock Options	355,530	0.42	16-Apr-29	-
Raquel Insa ⁽²⁾ CFO	Stock Options	238,636	0.23	6-Feb-30	-
	RSU	318,151	N/A	16-Apr-34	
	RSU	211,111	N/A	6-Feb-35	
	Stock Options	384,170	0.42	16-Apr-29	-
Anton Szpitalak	Stock Options	215,909	0.23	6-Feb-30	-
	Stock Options	250,000	0.75	25-Apr-28	-
	Stock Options	250,000	1	25-Apr-28	-
	Stock Options	50,000	0.42	16-Apr-29	-
Hugh Cleland	Stock Options	50,000	0.23	6-Feb-30	-
	Stock Options	50,000	0.42	16-Apr-29	-
	Stock Options	200,000	0.45	17-Mar-27	-
	Stock Options	50,000	0.4125	6-Feb-28	-
James Sbrolla	Stock Options	50,000	0.23	6-Feb-30	-
	Stock Options	50,000	0.42	16-Apr-29	-
	Stock Options	50,000	0.4125	6-Feb-28	-
	Stock Options	150,000	0.45	17-Mar-27	-
	Stock Options	50,000	0.49	29-Jan-26	-
	RSU	32,154	N/A	16-Apr-34	
Nikita J. Nanos	Stock Options	50,000	0.23	6-Feb-30	-
	Stock Options	50,000	0.42	16-Apr-29	-
	Stock Options	50,000	0.45	17-Mar-27	-
	Stock Options	50,000	0.4125	6-Feb-28	-
	Stock Options	50,000	0.72	31-Mar-26	-
	RSU	27,022	N/A	16-Apr-34	
William White	Stock Options	50,000	0.23	6-Feb-30	-
	Stock Options	50,000	0.42	16-Apr-29	-
	Stock Options	50,000	0.45	17-Mar-27	-
	Stock Options	50,000	0.4125	6-Feb-28	-
	Stock Options	50,000	0.49	29-Jan-26	-
	RSU	30,400	N/A	16-Apr-34	

Pension Plan Benefits

The Corporation does not have any pension plans that provide payments or benefits at, following, or in connection with retirement or provide for retirement or deferred compensation plans.

Management Contracts

The management functions of the Corporation are performed by the directors or executive officers of the Corporation and thus there are no management contracts in place with individuals who are not directors or executive officers of the Corporation.

Hedging of Economic Risks in the Company's Securities

The Company has not adopted a formal written policy specifically prohibiting directors or officers from entering into hedging or monetization transactions in respect of securities granted as compensation or otherwise held by them. However, directors and officers are subject to the Company's insider trading policy, which governs trading in the Company's securities, including blackout periods and compliance with applicable securities laws. The Board is not aware of any director or officer having entered into any hedging or similar arrangements designed to offset a decrease in the market value of the Company's securities.

Changes Subsequent to Year-End

Subsequent to the year ended September 30, 2025, the Company has not made any significant changes to its compensation practices.

Particulars of Matters to be Acted Upon

To the knowledge of the Corporation's directors, the only matters to be placed before the Meeting are those set forth in the accompanying Notice of Meeting relating to: (i) the receipt of the Corporation's audited financial statements for the year ended September 30th, 2025 and 2024; (ii) the election of the Board of Directors of the Corporation for the ensuing year; (iii) the appointment of the auditors of the Corporation for the ensuing year and to authorize the Board to fix the auditor's remuneration; (iv) to consider, and if thought fit, approve, adopt and ratify, with or without modification, the ordinary resolution of disinterested shareholders, as more particularly set forth in the Information Circular, relating to the approval of the A&R Omnibus Plan; and (v) transacting such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Election of Directors

Pursuant to the Corporation's constating documents, the Board of directors may be comprised of up to ten (10) directors to be elected annually. Management proposes the re-election of its incumbent directors William White, Irina Gorbounova and Anton Szpitalak to the Board and recommends the addition of Paul Veldman, David Campbell and Stephanie Bird as new directors. The following table and the notes thereto state the names of all the persons proposed to be nominated by management for election as directors, all other positions and offices with the Corporation now held by them, their principal occupations or employments, the period or periods of service as directors of the Corporation and the approximate number of voting securities of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as of the date hereof.

Name, Position, Residence	Principal Occupation	Year Elected or Appointed Director	Common Shares Owned or Controlled
William White ⁽¹⁾ <i>Florida, U.S.A</i>	Partner, CBW Associates (business consultants) since January 2009. Prior thereto President, Dupont.	October 2013	951,225

Name, Position, Residence	Principal Occupation	Year Elected or Appointed Director	Common Shares Owned or Controlled
Anton Szpitalak ⁽¹⁾ Sydney, Australia	Co-founder and president at Pan Asia Solar	June 2023	51,260
Irina Gorbounova	Vice President M&A and Head of XCarb Innovation Fund at ArcelorMittal	April 2024	11,000,000
David Campbell ⁽¹⁾ Ontario, Canada	International Managing Director of Encore	May 2026	388,635
Paul Veldman Ontario, Canada	Chief Executive Officer of BMI Group	May 2026	14,255,319
Stephanie Bird Ontario, Canada	Advisory Committee Member of Transports Canada	May 2026	nil

Notes:

(1) Indicates member of the Audit Committee.

The following are biographies of all the persons proposed to be nominated by management for election as directors of the Corporation at the Meeting:

William White - Chairman and Director:

Mr. White, currently a director of the Corporation, retired as the President of DuPont Canada in 2008 after 34 years with the El duPont de Nemours and Company. He is Chair and a director with Thermal Energy Corp and BIOREM. He received his Institute of Corporate Directors (ICD.D) certification in 2012 and is a graduate of Purdue University with a BSME and past chair of the Advisory Board of Mechanical Engineering.

Anton Szpitalak – Director:

Anton is a global impact investor focused on disruptive decarbonization technologies and has a deep history of founding, advising and investing in successful growth companies. His primary focus areas include waste to energy, photovoltaic manufacturing, energy generation, software development and consumer products. In addition to his role at Char Technologies, a sample of Mr. Szpitalak’s current Board of Directors roles are Silfab Solar Inc. (www.silfabsolar.com), a North American leader in photo-voltaic (PV) module manufacturing, Gridco Srl, an Italian solar project developer and energy generator and the Young Investors Organisation, a Zurich based next generation business leader association. He has a wealth of experience fostering the growth of early stage cleantech businesses globally and was an early board director in renewable natural gas project developer Amp America’s, ESG employee engagement software provider Wespire and residential rooftop solar financier BrightGrid Solar Inc, among others.

Irina Gorbounova – Director:

Irina is a leader in sustainable development within the steel industry as the Vice President of M&A and Head of the XCarb® Innovation Fund at ArcelorMittal, London. Her 20-year tenure at the company has been marked by a commitment to carbon-neutral steelmaking through strategic investments in decarbonization and innovation. Beyond her primary role, she holds board and advisory positions at forefront companies like Boston Metal, LanzaTech, H2Pro, Breakthrough Energy, Form Energy Inc, all innovators in clean energy and decarbonization technology. Her educational foundation includes executive education from Harvard Business School, IMD Business School, London Business School, and London School of Treasury, alongside CPA certification. This unique combination of finance, management, and

sustainability expertise enables her to lead effectively in the global decarbonization effort, establishing her as a significant figure in promoting a sustainable and environmentally conscious industrial sector.

Paul Veldman – Director:

Paul Veldman is Chief Executive Officer of BMI Group, a Canadian industrial development company specializing in the acquisition and conversion of idled pulp and paper mills into deployment-ready, multi-sector industrial platforms. Since co-founding BMI with his two brothers, he has scaled the company to a portfolio of over 5 million square feet of reactivated infrastructure, 7,800 acres and 135 MW of power reactivated across Ontario, Quebec, British Columbia, Saskatchewan, and Michigan. Mr. Veldman served as coordinating private-sector lead for the 19-member, multi-sector taskforce spanning federal, provincial, regional, and municipal partners that collectively secured Asahi Kasei's \$1.7 billion investment in Canada, and has attracted and converted over \$200 million in foreign direct investment into Canadian industrial capacity unlocking upwards of \$1B in tenant improvements. Prior to BMI, Mr. Veldman co-founded TodayTomorrow Ventures, an Ethiopian-focused impact investment fund. He has over 20 years of experience in business development, industrial asset management, and partnership development across multiple sectors.

Stephanie Bird – Director:

Stephanie Bird is a senior finance and operations executive with experience across the technology, energy, and services sectors. She brings expertise in financial strategy, enterprise risk management, and corporate governance, with experience supporting both high-growth private companies and publicly listed organizations. Stephanie has led and executed mergers and acquisitions transactions ranging from \$10 million to \$400 million and has experience navigating complex regulatory and capital markets environments. She previously served as Chief Financial Officer of UGE International, a renewable energy company that develops, owns, and operates community and commercial solar and battery storage projects. Her other executive roles include CFO of Cloud DX, SVP Operations at Kognitiv Corporation, VP and Global Head of Finance at G Adventures, and SVP and Chief Risk Officer at Just Energy. Stephanie also serves and has served on several boards, including the Bruce Trail Conservancy, where she chaired the Finance & Audit and Risk Committees, and Mind Your Plastic where she is past Chair and Treasurer. She is also an Advisory Board member to Transport Canada.

David Campbell – Director:

David Campbell is a senior executive with more than 30 years of experience building and scaling businesses across environmental, creative, hospitality and technology industries operating in several countries. He currently serves as Managing Director, of Encore Canada, with full P&L responsibility including Canada, Mexico, and the Caribbean.

David previously held senior leadership roles with BFI Canada, gaining direct exposure to large scale environmental services and regulated operations. He later managed energy producing assets with Algonquin Power, including Energy from Waste, where he stabilized operations, improved profitability and supported a successful divestiture.

David's background includes relevant experience helping organizations convert waste streams into commercial outcomes, aligning closely with CHAR's focus on decarbonization and circular economy solutions. He currently serves as a Board Member of Meetings Mean Business Canada, an industry organization dedicated to advancing the business meetings and events sector across Canada. He previously served as a Volunteer Advisor to the RIC Centre (Altitude Accelerator), supporting the commercialization and growth of innovative technology companies. Earlier in his career, he served on the boards of TO Health! and the Array New Music Centre.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. MANAGEMENT HAS NO REASON TO BELIEVE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR BUT, IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.

To the knowledge of the Corporation no director of the Corporation (a) is, as at the date of this Information Circular, or has been, within ten (10) years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company, including the Corporation, that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer, (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company, including the Corporation, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or (c) has, within the ten (10) years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director.

Audited Financial Statements

The financial statements for the financial year ended September 30th, 2025 and 2023 and the report of the auditors thereon previously made available to shareholders and posted on SEDAR at <https://www.sedarplus.ca/> will be submitted to the meeting of shareholders. Receipt at such meeting of the auditors' report and the Corporation's financial statements for this financial period will not constitute approval or disapproval of any matters referred to therein.

Appointment of Auditors

Shareholders are being asked to re-appoint MNP LLP to act as auditors of the Corporation until the next annual meeting of shareholders and to authorize the Board of Directors of the Corporation to fix the remuneration of the auditor. MNP LLP were first appointed as auditors for the Corporation on August 10th, 2023 by the Board of Directors.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPOINTMENT OF MNP LLP, AS AUDITORS OF THE CORPORATION TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THE AUDITORS' REMUNERATION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE APPOINTMENT OF MNP LLP.

Special Business

RE-APPROVAL OF AMENDED AND RESTATED OMNIBUS PLAN

On March 30th, 2022, the Board approved an amended and restated omnibus long-term incentive plan (as amended from time to time, the "**A&R Omnibus Plan**") which was approved by the disinterested shareholders of the Corporation at the annual and special meeting of shareholders of the Corporation held on April 28, 2022.

The shareholder approval included authorization for the Board to make such amendments to the form of the A&R Omnibus Plan as it determined were necessary in order to satisfy the requirements of the Exchange, without requiring further approval of the shareholders. In connection with the Exchange's approval process for the A&R Omnibus Plan, the Exchange required certain minor technical amendments, which have been made by the Board in accordance with the terms of the shareholder approval. The A&R Omnibus Plan was subsequently re-approved by the disinterested shareholders of the Corporation at the annual and special meetings of shareholders of the Corporation held on March 30, 2023, April 4, 2024 and May 8th, 2025.

Under the A&R Omnibus Plan, the Board is authorized to grant Options, Restricted Shares, RSUs, DSUs and SARs to directors, officers, employees, management company employees and consultants of the Corporation and/or its subsidiaries ("**Eligible Participants**", and when such Eligible Participants are granted Awards, the "**Participants**") in order to attract, retain and motivate such persons as individuals whose skills, performance and loyalty to the objectives and interests of the Corporation are necessary to the Corporation's success, to incentivize them to continue their services for the Corporation, and to align their interests with those of the Corporation.

At the Meeting, shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution re-approving the A&R Omnibus Plan.

The A&R Omnibus Plan provides for the granting of Awards to Eligible Participants of the Corporation. In accordance with the policies of the Exchange, the A&R Omnibus Plan requires, on an annual basis, re-approval by the disinterested common shareholders, being the approval of a majority of the votes cast by holders of Common Shares at the Meeting excluding Insiders and their Associates. An "Insider" includes all directors and senior officers of the Corporation and its subsidiaries and any person who beneficially owns or controls, directly or indirectly, more than 10% of the issued and outstanding Common Shares; and "Associates" includes an individual's spouse, children and any relative who lives in the same residence as such person. As of the date of this Circular, "Insiders" and "Associates" thereof hold an aggregate of 23,726,349.00 Common Shares, representing 20% of the issued and outstanding Common Shares of the Corporation, which shares will be excluded for the purposes of determining whether the A&R Omnibus Plan is re-approved.

A copy of the A&R Omnibus Plan may be obtained upon request from the Corporation at **Morneau Shepell Centre II, 895 Don Mills Road, Suite 400, Toronto, ON M3C 1W3** or by telephone at **(416) 467-5555**, and a summary of the A&R Omnibus Plan is set out below.

Summary of the A&R Omnibus Plan

The following is a summary of the material provisions of the A&R Omnibus Plan:

Adjustments	The A&R Omnibus Plan may be adjusted if certain changes are made to the Corporation's capitalization (e.g. subdivision, consolidation or reclassification of or a distribution of assets on (other than an ordinary course dividend) the Corporation's Common Shares) in order to preclude a dilution or enlargement of the benefits due to Participants under the A&R Omnibus Plan.
Administration	The A&R Omnibus Plan is administered and interpreted by the Board. The Board may decide by resolution to appoint a committee of at least three members to administer and interpret the A&R Omnibus Plan. The Board and the committee may also delegate to one or more officers of the Corporation, or to a committee of such officers, the authority, subject to such terms and limitations as the Board or the committee may determine, to grant, cancel, modify, waive rights with respect to, alter, discontinue, suspend or terminate Awards.
Amendments	The Board may amend the A&R Omnibus Plan or any Award with consent of the Participants provided that the amendment shall:

	<ul style="list-style-type: none"> • not adversely alter or impair any Award previously granted; • be subject to any regulatory approvals; • be subject to the approval of the Corporation's shareholders, where required, provided that the approval of the Corporation's shareholders is not required for the following amendments and the Board may make any changes which may include but are not limited to: (i) amendments of a "housekeeping" nature; (ii) a change to the vesting provisions of any Award; and (iii) a change or amendments required by the Exchange. <p>The Board needs the approval of the Corporation's disinterested shareholders to make the following amendments:</p> <ul style="list-style-type: none"> • any change to the maximum number of Common Shares of the Corporation issuable under the A&R Omnibus Plan, except any increase due to an adjustment or due to the evergreen provisions of the A&R Omnibus Plan; • any amendment that reduces the exercise price of an Award granted to an insider; • any amendment that extends the expiry date of an Award; • amend the limitations on the maximum number of Common Shares of the Corporation reserved or issued to insiders under the A&R Omnibus Plan; • any amendment that changes the Eligible Participants, including a change that would have the potential to broaden the participation by insiders; and • any amendment to the amendment provisions of the A&R Omnibus Plan. <p>Common Shares held directly or indirectly by insiders that may benefit from certain amendments shall be excluded from voting when obtaining approval of the holders of the Corporation's Common Shares.</p>
Assignability	Awards granted under the A&R Omnibus Plan are non-transferrable or assignable, other than in the event of death of the holder.
Black-out Period	If the expiration date of an Option or SAR falls within a black-out period or within the 10 business days following the end of the black-out period, then the expiration of the Option or SAR is extended to the 10th business day following the end of the black-out period.
Cessation	<p><i>Cessation for any reason other than cause or death or disability</i> — Forfeiture of all unvested Awards. All vested Awards as of the termination date shall: (i) in the case of a DSU or RSU, be settled in accordance with the terms of the A&R Omnibus Plan; and (ii) in the case of an Option or SAR, be exercised in accordance with the terms of the A&R Omnibus Plan, at any time during the period that terminates on the earlier of: (A) the Option's or SAR's expiry date, and (B) the 90th day after the termination date. Any Option or SAR that remain unexercised shall be immediately forfeited upon the termination of such period.</p> <p><i>Termination for cause</i> — Forfeiture of all vested and unvested Awards.</p> <p><i>Death or disability of a Participant</i> — Acceleration of vesting of all unvested Awards and (i) in the case of a DSU or RSU, be settled in accordance with the terms of the A&R Omnibus Plan; and (ii) in the case of an Option or SAR, be exercised in accordance with the terms of the A&R Omnibus Plan, at any time during the period that terminates on the earlier of: (A) the Option's or SAR's expiry date, and (B) the first anniversary of the date of the death or disability of the Participant. Any Option or SAR that remain unexercised shall be immediately forfeited upon the termination of such period.</p> <p><i>Restricted Shares</i> — Upon a Participant ceasing to be an Eligible Participant for any reason, any Restricted Shares that have not vested at such time shall automatically be deemed to have been reacquired by the Corporation.</p>

Change of Control	<p>In the event of a "Change in Control", a reorganization of the Corporation, an amalgamation of the Corporation, an arrangement involving the Corporation, a take-over bid (as that term is defined in the Securities Act (Ontario)) for all of the Corporation's Common Shares or the sale or disposition of all or substantially all of the property and assets of the Corporation, the Board may make such provision for the protection of the rights of the Participants as the Board in its discretion considers appropriate in the circumstances.</p> <p>"Change in Control" means an event whereby (i) any person becomes the beneficial owner, directly or indirectly, of 50% or more of either the issued and outstanding Corporation's Common Shares or the combined voting power of the Corporation's then outstanding voting securities entitled to vote generally; (ii) any person acquires, directly or indirectly, securities of the Corporation to which is attached the right to elect the majority of the directors of the Corporation; or (iii) the Corporation undergoes a liquidation or dissolution or sells all or substantially all of its assets.</p>
Eligibility	The persons eligible to receive Awards are the Eligible Participants.
Financial Assistance	The A&R Omnibus Plan does not contain any form of financial assistance.
Market Appreciation/Dividend Payment	The A&R Omnibus Plan contemplates the award of SARs. In addition, a holder of DSUs is entitled to receive additional DSUs (or fractions thereof) when dividends are declared and paid on the Corporation's Common Shares. The additional DSUs are based on (i) the actual amount of dividends that would have been paid if the Participant had held Common Shares of the Corporation under the A&R Omnibus Plan on the applicable record date divided by (ii) the Market Value on the date on which the dividends on the Corporation's Common Shares are payable.
Market Value as of Grant	<p>Restricted Shares — Restrictions and conditions on the disposition of Restricted Shares that are granted are determined by the Board at the time of grant.</p> <p>Options — The option price for the Corporation's Common Shares that are the subject of any Option shall be determined by the Board at the time the Option is granted but may not be less than the "Discounted Market Price" (as defined in the Policies of the Exchange) of the Corporation's Common Shares at the time of grant.</p> <p>DSUs — Each Eligible Participant may elect, subject to acceptance by the Corporation, in its sole discretion, once each calendar year, to be paid a percentage of his or her annual retainer in the form of DSUs. The number of DSUs an Eligible Participant is entitled to receive is calculated by taking (i) the percentage elected by the Eligible Participant and ultimately accepted by the Corporation, (ii) multiplying that percentage by the Eligible Participant's annual retainer, and then (iii) dividing that product by the Market Value.</p> <p>RSUs — The purchase price of an RSU is determined by the Board and may be zero.</p> <p>SARs — The exercise price of a SAR shall be fixed by the Board but may not be less than the Market Value at the time of grant. Upon exercise, the holder is entitled to receive Common Shares or the cash equivalent thereof having a value equal to the excess of (i) the Market Value of one Common share on the date of exercise over (ii) the grant price of the right on the date of grant, as specified by the Board, which shall not be less than the Market Value of one Common share on such date of grant, multiplied by the number of Common Shares with respect to which the SAR shall have been exercised.</p> <p>"Market Value" means at any date when the Market Value of the Corporation's Common Shares is to be determined, the volume weighted average trading price of</p>

	<p>the Common Shares on the five trading days prior to the date of grant, calculated by dividing the total value by the total volume of Common Shares traded for the five trading days prior to the date of grant on the principal stock exchange on which the Corporation's Common Shares are listed, or if the Corporation's Common Shares are not listed on any stock exchange, the value as is determined solely by the Board, acting reasonably and in good faith.</p>
Participation Limits	<p>The aggregate number of Common Shares of the Corporation (i) issued to insiders under the A&R Omnibus Plan together with any other security-based compensation arrangement of the Corporation, including the Existing Option Plan, within any one year period and (ii) issuable to insiders at any time under the A&R Omnibus Plan together with any other security-based compensation arrangement, including the Existing Option Plan, shall in each case not exceed 10% of the issued and outstanding Common Shares of the Corporation.</p>
Reserve Maximum and Current Reserve	<p>Options — The total number of Common Shares reserved and available for grant and issuance pursuant to Options shall not exceed a number of Common Shares equal to 10% of the total issued and outstanding Common Shares at the time of granting of Options (on a non-diluted basis). This means any increase in the issued and outstanding Common Shares (whether as a result of exercise of Awards or otherwise) will result in an increase in the number of Common Shares reserved and available for grant and issuance pursuant to Options and the exercise of any granted Options will make new grants available under the A&R Omnibus Plan.</p> <p>Other Awards — The total number of Common Shares available for issuance from treasury under the A&R Omnibus Plan pursuant to SARs, Restricted Shares, RSUs or DSUs will be fixed at 4,150,158 Common Shares (being 5% of the total issued and outstanding common shares of the Corporation at the effective date of the A&R Omnibus Plan).</p> <p>Current Reserve — As at the date of this Information Circular, the Corporation had 118,687,813 Common Shares issued and outstanding. Consequently, as of the date of this Circular, 11,868,738 Common Shares are available to be reserved for issuance pursuant to Options under the A&R Omnibus Plan together with the Existing Option Plan, which represents 10% of the issued and outstanding Common Shares of the Corporation as at the date hereof. As at the date of this Information Circular, there were a total of 7,971,987 Options outstanding under the Existing Option Plan, leaving a total of 3,896,756 Common Shares remaining available for issuance pursuant to Options under the A&R Omnibus Plan.</p>
Term	<p>Restricted Shares — Determined by the Board.</p> <p>Options — The Board shall determine the period in which an Option is exercisable. An Option cannot expire later than 10 years from the date it is granted.</p> <p>DSUs — A Participant may redeem his or her DSUs up to the 120th calendar day after the date of his or her termination.</p> <p>RSUs — The Board shall determine the Restricted Period, provided such Restricted Period cannot expire later than December 31 of the year that is three years after the calendar year in which the grant of RSUs was made.</p> <p>SARs — The Board shall determine the period during which a SAR is exercisable, provided such period cannot expire more than 10 years from the date the SAR was granted.</p>
Exchange Limits	<ul style="list-style-type: none"> • The total number of Common Shares which may be reserved for issuance pursuant to Options to any one Eligible Participant under the A&R Omnibus

	<p>Plan shall not exceed 5% of the issued and outstanding Common Shares of the Corporation on the grant date or within any 12-month period (in each case on a non-diluted basis).</p> <ul style="list-style-type: none"> • The total number of Common Shares which may be reserved for issuance pursuant to SARs, Restricted Shares, RSUs or DSUs to any one Eligible Participant under the A&R Omnibus Plan shall not exceed 5% of the issued and outstanding Common Shares of the Corporation on the grant date or within any 12 month period (in each case on a non-diluted basis). • The aggregate number of Options to any one Eligible Participant that is a consultant of the Corporation in any 12-month period must not exceed 2% of the issued Common Shares of the Corporation calculated at the first such grant date. • The aggregate number of Options to all persons retained to provide investor relations activities must not exceed 2% of the issued Common Shares of the Corporation in any 12-month period calculated at the first such grant date (and including any Eligible Participant that performs investor relations activities and/or whose role or duties primarily consist of investor relations activities). • Options granted to any person retained to provide investor relations activities must vest in a period of not less than 12 months from the date of grant of the Award and with no more than 25% of the Options vesting in any three-month period notwithstanding any other provision of the A&R Omnibus Plan.
Vesting	<p>Restricted Shares — The A&R Omnibus Plan does not contemplate any required vesting of the Restricted Shares. Restrictions and conditions on the disposition of Restricted Shares are determined by the Board at the time of grant.</p> <p>Options — The Board shall, from time to time by resolution, determine the vesting provisions of the Options.</p> <p>DSUs — The Board may, at the time of grant, make DSUs subject to restrictions and conditions (i.e. continuing employment or achievement of pre-established performance goals). DSUs are exercisable immediately following the date a Participant resigns or is terminated.</p> <p>RSUs — The relevant conditions and vesting provisions of a RSU are determined by the Board (including the performance period and criteria, if any). In making its determination regarding the vesting requirements applicable to any RSUs, the Board shall ensure that such requirements are not considered a "salary deferral arrangement" for purposes of applicable legislation. The Board also sets a date upon which it is determined whether the vesting conditions with respect to RSUs have been met (the "RSU Vesting Determination Date"). This then establishes the number of RSUs that become vested. The RSU Vesting Determination Date cannot fall outside the period (the "Restricted Period") that ends on December 31 of the year that is three years after the calendar year in which the grant of RSUs was made. Any RSU that remains unvested on the RSU Vesting Determination or at the end of the Restricted Period, whichever is earlier, is cancelled.</p> <p>SARs — The relevant conditions and vesting provisions of a SAR are determined by the Board (including the performance period and criteria, if any).</p>

Management recommends the re-approval of the A&R Omnibus Plan. To be effective, the A&R Omnibus Plan must be re-approved by not less than a majority of the votes cast by the disinterested holders of the

Corporation's Common Shares present in person, or represented by proxy, at the Meeting.

UNLESS OTHERWISE INDICATED, THE PERSONS DESIGNATED AS PROXY HOLDERS IN THE ACCOMPANYING FORM OF PROXY WILL VOTE THE COMMON SHARES REPRESENTED BY SUCH FORM OF PROXY, PROPERLY EXECUTED, FOR THE APPROVAL OF THE A&R OMNIBUS PLAN.

Accordingly, the disinterested shareholders of the Corporation will be asked to consider and, if deemed appropriate, to pass with or without variation, an ordinary resolution, subject to such amendments, variations or additions as may be approved at the Meeting, to re-approve the A&R Omnibus Plan attached to this Information Circular as Schedule "A". The text of the resolution is:

"BE IT RESOLVED as an ordinary resolution that:

- (a) the amended and restated omnibus long-term incentive plan of Char Technologies Ltd. (the "**Corporation**") (the "**A&R Omnibus Plan**") is hereby re-approved;
- (b) the reservation for issuance from treasury pursuant to options under the A&R Omnibus Plan and under any other security-based compensation arrangements adopted by the Corporation of up to 10% of the issued and outstanding Common Shares of the Corporation from time to time is hereby ratified, confirmed and approved;
- (c) the reservation for issuance from treasury under the A&R Omnibus Plan pursuant to share appreciation rights, restricted shares, restricted share units and deferred share units of 4,150,158 Common Shares is hereby ratified, confirmed and approved; and
- (d) any one (or more) director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."

In order to be passed, the above ordinary resolution must be approved by a majority of the aggregate votes cast by the disinterested holders of Common Shares of the Corporation at the Meeting. **Management recommends that the Corporation's shareholders vote "FOR" the above resolution.**

Audit Committee

National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") requires that certain information regarding the audit committee of a "venture issuer" (as that term is defined in NI 52-110) be included in this Information Circular sent to shareholders in connection with this annual Meeting.

Audit Committee Charter

The Corporation's Audit Committee is governed by an audit committee charter (the "**Audit Committee Charter**"). A copy of the Audit Committee Charter is attached to this Information Circular as Schedule "A".

Composition of the Audit Committee

The current members of the Audit Committee are William White, Nik Nanos and Anton Szpitalak, being all the members "independent" other than Mr. Szpitalak. All members of the audit committee is "financially literate" within the meaning of NI 52-110.

Relevant Education and Experience

Each Audit Committee member has education and experience that is relevant to the performance of his responsibilities as an Audit Committee member. The education or experience of each member provides them with:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements;
- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising individuals engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

A description of each Audit Committee member's education and experience is provided in the "Election of Directors" section of this Information Circular.

Audit Committee Oversight

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

Pre-Approval Policies and Procedures

The Audit Committee must, prior to the provision of services, approve any non-audit services to be provided to the Corporation and/or any of its subsidiaries by the independent auditor of the Corporation and the fees associated with those services.

Audit Fees

The following table provides details in respect of audit, audit related, tax and other fees paid by the Corporation to the external auditors for professional services provided to the Corporation and its subsidiaries:

	Year ended September 30th, 2025	Year ended September 30th, 2024
Audit fees	100,000	\$90,000
Audit-related fees	\$11,000	\$5,850
Tax fees	\$15,500	\$7,500
Other fees	\$12,000	\$1,000

Audit Fees: Audit fees were paid for professional services rendered by the auditors for the audit of the Corporation's annual financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Fees: Audit-related fees were paid for professional services rendered by the auditors and were comprised primarily of the review of quarterly financial statements and prospectus-related services.

Tax Fees: Tax fees were paid for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.

All Other Fees: Fees such as those payable for professional services which include accounting advice, financing review and advice related to relocating employees.

Exemption

The Corporation is a “venture issuer” as defined in NI 52-110 and is relying on the exemption set out in section 6.1 of NI 52-110 from the requirements of Parts 3 (Composition of Audit Committee) and 5 (Reporting Obligations).

Corporate Governance

The Corporation’s disclosure of corporate governance practices pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices (“NI 58-101”)* is set out below in the form required by Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)*.

Board of Directors

The Board of Directors is responsible for the stewardship of the Corporation and for the supervision of management to protect shareholder interests. The Board oversees the development of the Corporation’s strategic plan and the ability of management to continue to deliver on the corporate objectives.

The Board is currently composed of six (6) directors. Management proposes the re-election of the following incumbent directors William White, Irina Gorbounova and Anton Szpitalak to the Board and recommends the addition of Paul Veldman, Devid Campbell and Stephanie Bird as new directors. The Board believes three (3) directors are independent directors, being all of the directors other than Mr. Szpitalak Ms. Gorbounova and Mr. Veldman. The Corporation does not have any shareholder who qualifies as a “significant shareholder”, defined for these purposes as a shareholder that has the ability, directly or indirectly, to exercise a majority of the voting power required for the election of the Board of Directors.

Directorships

The following directors are also directors of the reporting issuers listed below:

Director or Proposed Nominee	Reporting Issuer	Exchange
William White ⁽¹⁾	Thermal Energy Corp.	TSXV
	Biorem Inc.	TSXV

Notes:

(1) Member of the Audit Committee.

Orientation and Continuing Education

The Corporation does not have an orientation and education program for new Board members. Prospective Board members are invited to the Corporation's annual general meeting, and the presentation and discussion of the Corporation's business thereat provides a sufficient overview of the Corporation's risk factors and strategic objectives.

Ethical Business Conduct

The entire Board is responsible for developing the Corporation's approach to governance issues. The Board has reviewed this Corporate Governance disclosure and concurs that it accurately reflects the Corporation's activities.

Nomination of Directors

The entire Board is responsible for proposing new nominees to the Board. They select individuals with the desired background and qualifications, taking into account the needs of the Board at the time. A majority of directors must agree to any new nominees to encourage an objective nomination process.

Compensation

Directors are required to devote significant time and energy to the performance of their duties. To attract and retain able and experienced directors, they are to be compensated competitively. The Board as a whole is responsible for reviewing the compensation and benefits of directors and making a recommendation to the Board. Director compensation consists of cash and share-based long-term incentives. The cash portion will be comprised of an annual retainer and may be supplemented by other fees. Long-term incentives are granted to directors in order to align with long-term shareholder interests.

Other Board Committees

The Corporation has no other committees other than the Audit Committee.

Assessments

The Board does not feel it is necessary to establish a committee to assess the effectiveness of individual Board members. Each Board member has considerable experience in the guidance and management of public companies, and this is sufficient to meet the current needs of the Corporation.

Indebtedness of Directors and Officers

AGGREGATE INDEBTEDNESS (\$ (as of the date hereof))		
Purpose	To the Company or its Subsidiaries	To Another Entity
(a)	(b)	(c)
Share Purchases	nil	nil
Other	\$342,314	nil

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS UNDER (1) SECURITIES PURCHASE AND (2) OTHER PROGRAMS						
Name and Principal Position	Involvement of Company or Subsidiary	Largest Amount Outstanding During FY2025 (\$)	Amount Outstanding as at the date hereof (\$)	Financially Assisted Securities Purchases During FY2025 (#)	Security for Indebtedness	Amount Forgiven During FY2025(\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Securities Purchase Programs	nil	nil	nil	nil	nil	nil
Other Programs	nil	nil	nil	nil	nil	nil

Interest of Informed Persons in Material Transactions

Other than as disclosed in this Information Circular, no “informed person” (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) of the Corporation or any associate or affiliate of the foregoing has any material interest, direct or indirect, in any transaction in which the Corporation has participated since the commencement of the Corporation’s most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Corporation.

Other Matters

The Corporation knows of no other matters to be brought before the Meeting. If any amendment, variation or other business is properly brought before the Meeting, the enclosed form of proxy and voting instruction confers discretion on the persons named on the form of proxy to vote on such matters.

Additional Information

Additional information relating to the Corporation is available on SEDAR at <https://www.sedarplus.ca/>. The Corporation’s financial information is provided in the Corporation’s comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the location noted above. Shareholders of the Corporation may request copies of the Corporation’s financial statements and related management discussion and analysis by contacting the Secretary of the Corporation at Morneau Shepell Centre II, 895 Don Mills Road, Suite 400, Toronto, ON M3C 1W3.

Approval and Certification

The contents of this Information Circular, and the sending thereof to each director of the Corporation, to the auditor of the Corporation, to the shareholders of the Corporation, and to the appropriate governmental agencies have been approved by the directors of the Corporation.

DATED at the City of Toronto, in the Province of Ontario, this March 18th, 2026

CHAR TECHNOLOGIES LTD.

“Andrew White”

Andrew White
Chief Executive Officer

AUDIT COMMITTEE CHARTER

CHAR TECHNOLOGIES LTD.

I PURPOSE

The Audit Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of CHAR Technologies Ltd. (the "**Corporation**") to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation. The Committee's primary duties and responsibilities are to:

- **conduct such reviews and discussions with management and the external auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;**
- **assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures;**
- **ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel;**
- **review the quarterly and annual financial statements and management's discussion and analysis of the Corporation's financial position and operating results and report thereon to the Board for approval of same;**
- **select and monitor the independence and performance of the Corporation's external auditors, including attending at private meetings with the external auditors and reviewing and approving all renewals or dismissals of the external auditors and their remuneration; and**
- **provide oversight to related party transactions entered into by the Corporation.**

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part IV of this Charter.

II AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for advisors employed by the Committee; and
- (c) communicate directly with the internal and external auditors.

III COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission ("**OSC**"), the TSX Venture Exchange, the *Canadian Business Corporations Act* and all applicable securities regulatory authorities.
2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.
3. A majority of the members of the Committee shall not be officers or employees of the Corporation or any of its affiliates.
4. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.
5. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
6. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
7. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

8. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
9. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
10. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as the Committee may see fit, from time to time, to attend at meetings of the Committee.
11. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

The Committee¹ members will be elected annually at the first meeting of the Board following the annual general meeting of shareholders.

IV RESPONSIBILITIES

A Financial Accounting and Reporting Process and Internal Controls

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with the applicable generally accepted accounting principles ("**GAAP**") under IFRS and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
2. The Committee shall review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management's response.
3. The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, management's discussion and analysis and interim earnings press releases, and periodically assess the adequacy of these procedures.

4. The Committee shall review management's discussion and analysis relating to annual and interim financial statements and any other public disclosure documents, including interim earnings press releases, that are required to be reviewed by the Committee under any applicable laws before the Corporation publicly discloses this information.
5. The Committee shall meet no less frequently than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, the officer of the Corporation in charge of financial matters, deem appropriate.
6. The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.
7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.
8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
9. The Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
10. The Committee shall provide oversight to related party transactions entered into by the Corporation.

B Independent Auditors

1. The Committee shall recommend to the Board the external auditors to be nominated, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the external auditors in accordance with the terms of this charter.
4. The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and **assure** the independence and objectivity of the external auditors.

5. The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.
6. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
7. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within GAAP that were discussed with management, their ramifications, and the external auditors' preferred treatment and material written communications between the Corporation and the external auditors.
8. The Committee shall review fees paid by the Corporation to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
9. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.
10. The Committee shall monitor and assess the relationship between management and the external auditors and monitor and support the independence and objectivity of the external auditors.

C Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.