Green Impact Partners

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Three and Nine Months Ended September 30, 2025 and 2024

November 26, 2025

MANAGEMENT DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") for the three and nine months ended September 30, 2025 and 2024 is prepared as of November 26, 2025 and provides information concerning the financial condition and results of operations of Green Impact Partners Inc. ("GIP" or the "Company"). This MD&A should be read in conjunction with the Company's condensed consolidated interim financial statements as at and for the three and nine months ended September 30, 2025 and 2024, and the Company's audited consolidated financial statements as at and for the years ended December 31, 2024 and 2023, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These consolidated financial statements and additional information relating to GIP are available on SEDAR+ at www.sedarplus.ca. The Company's shares are listed for trading on the TSX Venture Exchange under the symbol "GIP".

Unless otherwise indicated, all dollar amounts presented herein are in thousands of Canadian dollars.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking statements" and "forward-looking information" (collectively referred to herein as "forward-looking statements") within the meaning of applicable securities legislation. Certain information and statements contained in this MD&A constitute forward-looking statements, including: the Company's plans, prospects and opportunities; expectations regarding future revenue, EBITDA and generation of free cash flow; the anticipated production, inputs, carbon capture, carbon impacts performance, capital expenditures and methods of operations in relation to the Company's projects, including its relationships with current and potential future joint venture partners; the expected timing of project construction, milestones and operations; the timing of regulatory approval of the GreenGas Colorado Joint Venture (the "Colorado JV"); the timing of the remediation activities and resulting expected improvement in cash flow for the Colorado JV: the timing of and ability to secure various regulatory approvals from the Government of Alberta and municipal permits from the City of Calgary for the Future Energy Park project (the "FEP"); the expected capital structure and organization of the FEP; the costs associated with the Company's projects and funding of such costs; negotiation of definitive documentation with the FEP lead equity partner; anticipated cash distributions of the FEP project if completed; the anticipated costs associated with capital spending, expectations for the Company's future operations, including the generation of free cash flow and increases in share-based compensation; expectations in respect of Investment Tax Credits ("ITC"), Production Tax Credits ("PTC") and the potential benefits thereof to the Company; the potential impacts of the Bill (as defined below) on the Company's renewable energy projects; anticipated acquisitions and divestitures including the closing of the Transaction (as defined below); the use of proceeds from the Transaction; the Company's ability to source additional capital from external financing sources, including funds available under the Option Agreement (as defined below), funder under the Loan and the Grid Note (each as defined below), debt, equity, strategic partnership, or potentially asset dispositions; expectations regarding operations at the Swan Hills Facility (as defined below); expectations regarding the timing of the FNTP (as defined below); the Company's ability to obtain a waiver of the event of default under the Facility (as defined below); the Company's ability to continue as a going concern; expectations concerning the financing of future business activities; expectations concerning the nature and timing of additional growth opportunities and the benefits thereof; additional partnership opportunities involving the Company's New Zealand-based energy company; expectations respecting the Company's competitive position; anticipated supply and demand for the Company's products and services; reliance on third-party reports for project financing involves risks related to assumptions, timelines, and outcomes that may vary, potentially impacting the Company's financial position and project development; and statements as to future economic and operating conditions. Readers should review the cautionary statement respecting forward-looking statements that appears below.

The information and statements contained in this MD&A that are not historical facts are forward-looking statements. Forward-looking statements (often, but not always, identified by the use of words such as "seek", "plan", "continue", "estimate", "project", "predict", "potential", "targeting", "intend", "could", "might", “should”, “believe”, “expect”, “may”, “anticipate” or “will” and similar expressions) may include plans, expectations, opinions, or guidance that are not statements of fact. Forward-looking statements are based upon the opinions, expectations and estimates of management as at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or outcomes to differ materially from those anticipated or implied by such forward-looking statements.

Forward-looking information concerning the nature and timing of growth is based on the current budget of the Company (which is subject to change), factors that affected the historical growth of the Company, including sources of historic growth opportunities, in addition to our ability to successfully complete our projects and negotiate contracts, expectations relating to future economic, regulatory and operating conditions and adequate access to funding for our projects and ongoing operations. Forward-looking statements concerning the current and future competitive position of the Company’s business and partnership relationships is based upon the current competitive environment in which the Company operates, management expectations relating to future economic and operating conditions, current and announced build programs, and the expansion plans of other organizations. Forward-looking statements concerning the financing of future business activities are based upon the financing sources on which the Company and its predecessors have historically relied, prospects for obtaining potentially new financing sources, and expectations relating to future economic and operating conditions, including interest rates, supply chains, global supply and demand, and energy and commodity prices. Forward-looking statements concerning future economic and operating conditions are based upon historical economic and operating conditions, as well as opinions of third-party analysts reflecting anticipated economic and operating conditions. Although management of the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Accordingly, readers should not place undue reliance upon any of the forward-looking statements set out in this MD&A.

All the forward-looking statements of the Company contained in this MD&A are expressly qualified, in their entirety, by this cautionary statement. Except as required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

This MD&A contains certain financial measures that do not have any standardized meaning prescribed by IFRS. Therefore, these financial measures may not be comparable to similar measures presented by other issuers. Investors are cautioned these measures should not be construed as an alternative to net and comprehensive income or to cash from (used in) operating, investing, and financing activities determined in accordance with IFRS, as indicators of our performance. We use non-IFRS measures, including EBITDA and Adjusted EBITDA, to assist investors in determining our ability to generate income and cash provided by operating activities and to provide additional information on how these cash resources are used. Non-IFRS measures are further discussed in the *Non-IFRS Measures* section of this MD&A.

BUSINESS OVERVIEW

Our Business

GIP, publicly traded on the TSX Venture Exchange ("TSXV"), is focused on acquiring, developing, building, and operating renewable natural gas ("RNG") and other bioenergy projects ("Bioenergy Production"). The Company participates in a wide range of low-carbon opportunities during all stages of the project lifecycle – from idea generation through to operations. Alongside its primary focus, GIP possesses a network of assets located throughout western Canada and the United States that comprises facilities for processing and disposing of wastewater and hydrocarbons, industrial landfill and recycling facilities, oil and water gathering pipelines, and oil terminals for blending and sales ("Water & Solids Recycling & Energy Product Optimization").

The Company reports operating results for the following reportable segments:

- **Water & Solids Recycling & Energy Product Optimization** – The Water & Solids Recycling & Energy Product Optimization segment is currently comprised of operational and cash flowing assets in Canada and the United States that provide services to safely recycle and/or dispose of water and solids waste from third party operations as well as optimizing, safely transporting, and marketing the associated oil products.

- **Bioenergy Production (formerly Clean Energy Production)** – The Bioenergy Production segment includes bioenergy projects under construction, development, and pre-development located in Canada, the United States and New Zealand. The current portfolio of bioenergy projects within this operating segment includes RNG, biofuel and hydrogen distribution projects.

Third Quarter Highlights

Key highlights and accomplishments for the third quarter of 2025 and as of the date of this MD&A include:

Sale of Water, Waste Treatment and Recycling Facilities located in Alberta and Saskatchewan: During the quarter, the Company announced that the purchaser of its water, waste treatment, and recycling facilities located in Alberta and Saskatchewan (the "Assets") failed to meet its closing obligations under the terms of the purchase agreement. As previously disclosed, the Company had continued to progress the sale of the Assets with alternative purchasers with final due diligence and binding definitive documentation advanced. Subject to the finalization of an alternative transaction for the refinancing of the senior debt as discussed below, the Company anticipates executing definitive agreements and closing in the fourth quarter of 2025.

Negotiated Termination Fee Settlement: In November 2025, the Company and the former purchaser of the Assets renegotiated the terms related to the $7.5 million termination fee resulting in GIP having the ability to assume control of the former purchaser's water and recycling operating asset located in Western Canada. The transaction expected to close at GIP's discretion over next 30 days or concurrent with the senior debt refinancing discussed below. Following the completion of the transaction, the acquired facility is expected to contribute approximately $3-5 million of additional divisional EBITDA, inclusive of expected synergies.

Corporate Credit Facility and Senior Debt Refinancing: During the quarter, on July 16, 2025 and August 22, 2025, and subsequently on November 10, 2025, the Company executed further amendments to the corporate credit facility (the "Facility"), extending waivers of certain events of default to July 31, 2025, September 30, 2025, and November 30, 2025, respectively, subject to compliance with specified covenants and conditions, including completion of the senior debt refinancing or the sale of the Assets.. The Company continues to progress both the refinancing and the sale of the Assets in order to repay the Facility in full. Subsequent to quarter end, the Company executed a non-binding term sheet with a global investment fund, which the Company expects to use to repay the Company's corporate credit facility and fund ongoing working capital. Closing remains subject to final due diligence and definitive documentation and is expected to occur in the fourth quarter of 2025.

Colorado Joint Venture ("Colorado JV") Settlement: Subsequent to quarter end, the Company, through its wholly owned subsidiary, Green Impact Partners U.S., Inc. ("GIPUS") and its 50% partner in the Colorado JV, US Infrastructure Investments Holdings LLC ("US Infra"), settled all disputes and alleged defaults by executing an amended partnership agreement (the "LLCA") for the Colorado JV resulting in GIPUS having exclusive discretion to manage and control the business and affairs of the Colorado JV, subject to certain customary minority rights for US Infra. Concurrent with the execution of the amended LLCA, both GIPUS and US Infra waived existing disputes and alleged claims of default previously disclosed with respect to the Colorado JV. The Colorado JV is currently in default under its credit agreement with the project lender. The Company is working on an agreement with the Colorado JV lender to provide a waiver of the current defaults for a sufficient period of time to enable the Colorado JV to pursue the remedies available under its Engineering, Procurement and Construction contract to complete the necessary equipment and design improvements to the facilities to improve performance.

Private Placement Listed Issuer Financing Exemption ("LIFE") Financing: On November 24, 2025, the Company announces its intention to complete a non-brokered private placement of common shares of the Company at a price of $4.00 per common share for aggregate gross proceeds of a minimum of $3 million and up to a maximum of $5 million (the "Offering"). The Company intends to use the proceeds of the Offering for general working capital and to take any final steps required to achieve financial close on the Future Energy Park ("FEP"). The Offering is expected to close in November 2025. Closing of the Offering is subject to receipt of all regulatory approvals, including approval of the TSX Venture Exchange. The Offering may close in multiple tranches, as the Company may decide.

Project Construction and Development Updates

Water & Solids Recycling Facilities Sale

On September 22, 2025, the Company announced that the purchaser of its Assets failed to meet its closing obligations under the terms of the purchase agreement, following several extensions and the receipt by GIP of non-refundable deposits from the purchaser (the "Former Purchaser") totalling $2.25 million. The purchase and sale agreement (the "PSA") was terminated due to failure to meet the closing date. Under the PSA, upon such terminated, the Former Purchaser is obligated to pay GIP a termination fee of $7.5 million. Subsequent to quarter end, the Company and the Former Purchaser of the Assets renegotiated the terms related to the $7.5 million termination fee resulting in GIP having the ability to assume control of the Former Purchaser's water and recycling operating asset located in Western Canada. GIP and the Former Purchaser have executed a term sheet, binding on the Former Purchaser with the transaction expected to close at GIP's discretion over next 30 days or concurrent with the senior debt refinancing discussed below. The transaction is subject to GIP Board of Directors approval and approval of the TSX Venture Exchange. Following the completion of the transaction, the acquired facility is expected to contribute approximately $3-5 million of additional divisional EBITDA, inclusive of expected synergies.

As a result of the failure to close, the Company continued to progress final due diligence and binding definitive documentation with other parties for the sale of the Assets. All potential sales transactions are for proceeds in excess of the balance outstanding under the Company's corporate credit facility (the "Facility"). Subject to the finalization of an alternative transaction for the refinancing of the senior debt as discussed below, the Company anticipates executing definitive agreements and closing in the fourth quarter of 2025.

Colorado Joint Venture

On October 3, 2025, GIPUS and US Infra settled all disputes and alleged defaults by executing an amended LLCA for the Colorado JV resulting in GIPUS having exclusive discretion to manage and control the business and affairs of the Colorado JV, subject to certain customary minority rights for US Infra. Concurrent with the execution of the amended LLCA, both GIPUS and US Infra waived existing disputes and alleged claims of default previously disclosed with respect to the Colorado JV. The Colorado JV is currently in default under its non-recourse credit agreement with the project lender. The Company is working on an agreement with the Colorado JV lender to provide both a waiver of the current defaults and an interest only period while the Colorado JV progresses through project equipment and design improvements.

The Company has made significant progress on the pursuit of the remedies available under the Engineering, Procurement and Construction contract and anticipates a resolution in early 2026 to enable the Colorado JV to complete the necessary equipment and design improvements to the facilities to improve performance.

Future Energy Park

As a result of the delay in the sale of the Assets, the Company does anticipate a delay in achieving financial close, which is now anticipated in the first half of 2026. In 2025, the Company incurred approximately $2.4 million in costs (out of a total of approximately $41.0 million spent to date) to further advance FEP.

Iowa RNG Project

There have been no additional material developments with respect to the Iowa RNG Project during the third quarter outside of the items discussed in the Annual and first and second quarter 2025 MD&A’s.

New Zealand Green Hydrogen

The description and status of the Company’s green hydrogen opportunity in New Zealand as provided in the Annual MD&A remains materially consistent. There has been no additional spending in the third quarter of 2025 and Company continues to closely monitor its investment.

Material Policy Developments

There have been no additional material policy developments in the third quarter outside of the items discussed in the Annual and first and second quarter 2025 MD&A’s.

FINANCIAL HIGHLIGHTS

($000) *As at and for the three months ended*	September 30, 2025	September 30, 2024
Revenue	16,820	33,591
Gross margin	1,666	2,621
Income (Loss) from operations	(1,832)	(1,130)
Net income (loss)	(3,374)	(5,834)
Comprehensive income (loss)	(3,472)	(6,067)
Funds from (used in) operations	187	130
Cash from (used in) operations	1,542	(3,328)
Purchase of property, plant and equipment	(808)	(1,638)
Total assets	159,099	168,729
Total liabilities	73,280	66,414

($000) *As at and for the nine months ended*	September 30, 2025	September 30, 2024
Revenue	80,522	108,052
Gross margin	6,011	6,851
Income (Loss) from operations	(4,961)	(4,013)
Net income (loss)	(13,865)	(16,703)
Comprehensive income (loss)	(14,385)	(15,978)
Funds from (used in) operations	327	(1,178)
Cash from (used in) operations	2,332	(2,502)
Purchase of property, plant and equipment	(4,928)	(5,353)
Total assets	159,099	168,729
Total liabilities	73,280	66,414

RESULTS OF OPERATIONS

Revenue

	For The Three Months Ended		
	Sept. 30, 2025	Sept. 30, 2024	Change
($000)			
Energy product optimization	11,643	28,308	(16,665)
Fee for service – Water treatment and disposal	1,956	2,745	(789)
Fee for service – Solids disposal and recycling	3,221	2,538	683
Total Revenue	**16,820**	**33,591**	**(16,771)**
Revenue Volumes:			
Energy product optimization (m^3)	22,487	47,675	(25,188)
Fee for service – Water treatment and disposal (m^3)	117,438	160,521	(43,083)
Fee for service – Solids disposal and recycling (tonnes)	48,210	38,787	9,423

Direct Costs

	For The Three Months Ended Sept. 30, 2025	Sept. 30, 2024	Change ($)
($000)			
Energy product optimization	11,167	26,926	(15,759)
Fee for service	3,987	4,044	(57)
Total Direct Costs	**15,154**	**30,970**	**(15,816)**

Gross Profit

	For The Three Months Ended Sept. 30, 2025	Sept. 30, 2024	Change ($)
($000)			
Energy product optimization	476	1,382	(906)
	4.1%	*4.9%*	*-0.8%*
Fee for service	1,190	1,239	(49)
	23.0%	*23.5%*	*-0.5%*
Total Gross Profit	**1,666**	**2,621**	**(955)**
	9.9%	*7.8%*	*2.1%*

Revenue decreased by $16.8 million or 50% for the three months ended September 30, 2025, compared to the same period in 2024.

- The Company's energy product optimization services revenue decreased $16.6 million or 59% compared to the same period in 2024. This is mostly a result of the temporary shut down of the Company's Swan Hills facility since June as the Company works with the main producer in the area on new pipeline services agreement that has expired. This was a significant driver of the 53% decrease in volumes sold in the quarter compared to the third quarter of 2024. The decline in energy product optimization services revenue was compounded by a 12% reduction in pricing realized, as weighted average price sold was $535.06/m^3$ for the three months ended September 30, 2025, as compared to $611.07/m^3$ for the same period in 2024.
- Fee for service revenue for the three months ended September 30, 2025, decreased by $0.1 million or 2% compared to the same period in 2024. This decrease is a result of a 27% reduction in water treatment and disposal volumes compared to the same quarter in 2024 partially offset by a 24% increase in relative higher revenue per unit solids volumes processed during the quarter. The increase in solids recycling volumes was a result of a large industrial waste job that brought significant volumes to the solids facility during the quarter. The reduction in water treatment and disposal volumes processed relative to the same quarter in 2024 is a result of two of the Company's facilities being down intermittently during August and September for maintenance. Both facilities were back to full capacity in October.

Direct costs decreased by $15.8 million or 51% for the three months ended September 30, 2025, compared to the same period in 2024.

- Energy product optimization services costs decreased by 59% for the same reasons discussed in the revenue commentary above, with both the volume processed decreasing and lower prices for oil acquired from producers to be optimized, shipped and sold decreasing by 13%. The weighted average price purchased was $509.88/m^3$ for the three months ended September 30, 2025, as compared to $586.71/m^3$ for the same period in 2024.
- Fee for service direct costs were consistent with the comparable period of 2024.

Despite gross profits for each energy product optimization and fee for service being lower than the comparable quarter of 2024 in absolute terms for the reasons discussed above, the gross profit percentage improved from 7.8% to 9.9% in the third quarter of 2025 relative to third quarter of 2024 due to higher margin fee for service gross profits comprising a larger portion of aggregate margins than in the same period of 2024.

Revenue

	For The Nine Months Ended Sept. 30, 2025	Sept. 30, 2024	Change
($000)			
Energy product optimization	65,314	92,475	(27,161)
Fee for service – Water treatment and disposal	7,121	8,228	(1,107)
Fee for service – Solids disposal and recycling	8,087	7,349	738
Total Revenue	**80,522**	**108,052**	**(27,530)**
Revenue Volumes:			
Energy product optimization (m3)	121,773	157,429	(35,656)
Fee for service – Water treatment and disposal (m3)	394,170	450,008	(55,838)
Fee for service – Solids disposal and recycling (tonnes)	108,250	81,537	26,713

Direct Costs

	For The Nine Months Ended Sept. 30, 2025	Sept. 30, 2024	Change ($)
($000)			
Energy product optimization	62,666	88,605	(25,939)
Fee for service	11,845	12,596	(751)
Total Direct Costs	**74,511**	**101,201**	**(26,690)**

Gross Profit

	For The Nine Months Ended Sept. 30, 2025	Sept. 30, 2024	Change ($)
($000)			
Energy product optimization	2,648	3,870	(1,222)
	4.1%	*4.2%*	*-0.1%*
Fee for service	3,363	2,981	382
	22.1%	*19.1%*	*3.0%*
Total Gross Profit	**6,011**	**6,851**	**(840)**
	7.5%	*6.3%*	*1.1%*

Revenue decreased by $27.5 million or 25% for the nine months ended September 30, 2025, compared to the same period in 2024.

- The Company's energy product optimization services revenue decreased $27.2 million or 29% compared to the same period in 2024. This is due to a combination of a 23% decrease in volumes sold and a 10% decrease in the price realized, as the weighted average price sold was $550.61/m^3 for the nine months ended September 30, 2025, as compared to $613.78/m^3 for the same period in 2024. The volume decreases are a result of the temporary downtime at certain the Company's facilities during the 3rd quarter as discussed above, which was partially offset by the positive results in the first quarter of 2025.
- Fee for service revenue decreased $0.4 million or 2% compared to the same period in 2024.
    - Fee for service water treatment and disposal revenue decreased by $1.1 million or 13% compared to the same period in 2024. This revenue decrease is due to a decrease in volumes processed which decreased by 12% compared to the same period in 2024, due

to the facility shuts downs in Q2 due to wildfires and downtime in August and September for maintenance.

- Fee for service solids disposal and recycling revenue increased 10% as a result of a 33% increase in volumes handled. The increase in revenue was not proportionate to the increase in volumes processed due to the relative volume and revenue contribution between the Company's two solids disposal and recycling sites. Each site processes different materials and therefore have different underlying pricing for their services. The site with the lower revenue per unit processed experienced a higher proportionate increase in volumes processed and sold for the nine months ended September 30, 2025 compared to the same quarter of 2024.

Direct costs decreased $26.7 million or 26% for the nine months ended September 30, 2025, compared to the same period in 2024.

- Energy product optimization services costs decreased by $25.9 million or 29% for the same reasons discussed in the revenue commentary above, with the volume processed decreasing 23% coupled with 11% lower prices for oil acquired from producers to be optimized, shipped and sold. The weighted average price purchased was $526.04/m^3 for the nine months ended September 30, 2025, as compared to $589.93m^3 for the same period in 2024.
- Fee for service direct costs decreased by $0.8 million or 6%. The decrease in direct costs would have been more aligned with the revenue decrease as noted above and more consistent overall with the prior nine-month period; however, a disposal well workover required during the first quarter of 2024 at the Company's Grande Cache facility resulted in abnormally high direct costs for the comparable period in 2024. This workover amounted to approximately $0.7 million and was recorded within direct costs for the three months ended March 31, 2024.

Consistent with the three months ended September 30, 2025, corporate gross profits decreased by $0.8 or 12% in absolute terms due to the reasons already discussed, however gross profit percentage improved to 7.5% from 6.3% for the nine months ended September 30, 2025 compared to the same period of 2024 due to higher margin fee for service gross profits comprising a larger portion of aggregate margins.

Operating Expenses

($000)	For The Three Months Ended September 30, 2025	September 30, 2024	$ Change
Depreciation and amortization	239	1,523	(1,284)
Salaries and wages	1,092	1,230	(138)
Selling, general and administration	2,167	998	1,169
Total Operating Expenses	**3,498**	**3,751**	**(253)**

($000)	For The Nine Months Ended September 30, 2025	September 30, 2024	$ Change
Depreciation and amortization	3,290	4,530	(1,240)
Salaries and wages	3,311	3,369	(58)
Selling, general and administration	4,371	2,965	1,406
Total Operating Expenses	**10,972**	**10,864**	**108**

Operating expenses for the three and nine months ended September 30, 2025, have decreased by $0.3 million or 7% and increased $0.1 million or 1%, respectively, compared to the same periods in 2024.

Depreciation and amortization for the three and nine months ended September 30, 2025, declined by $1.3 million or 84% and $1.2 million or 27%, respectively, compared to the same periods in 2024. This decrease is a result of depreciation no longer being recorded on the Company's water treatment and solids recycling assets starting in Q3 2025 due to assets held for sale treatment in which deprecation is no longer recorded while the assets are in the process of being sold.

Salaries and wages for the three and nine months ended September 30, 2025, have decreased by $0.1 million or 11% and decreased $0.1 million or 2%, respectively, compared to the same periods of 2024. The decreases are a result of additional staffing reductions and salary rollbacks late in the third quarter of 2025, partially offset by severance costs. Salaries and wages are expected to trend lower in the coming quarters as a result of both the staffing reductions as well as salary rollbacks.

Selling, general and administrative expenses, including the following items: rental costs; vehicle costs; insurance expenses; office costs; advertising and promotion; and professional, legal and consulting fees, increased for the three and nine months ended September 30, 2025, by $1.2 million or 117% and by $1.4 million or 47%, respectively, compared to the same periods in 2024. The increase is due almost entirely to extraordinary legal fees and consulting fees related to credit facility negotiations, asset sale and Colorado JV partner dispute resolution.

Non-Operating Expenses (Income)

	For The Three Months Ended		
($000)	Sept. 30, 2025	Sept. 30, 2024	$ Change
Finance costs	1,031	600	431
Share-based compensation	558	964	(406)
Equity (earnings) loss from joint venture	1,517	2,654	(1,137)
Other income	(1,750)	-	(1,750)
Unrealized (gain) loss on foreign exchange	(23)	(92)	69
Realized (gain) loss on foreign exchange	(35)	247	(282)
Total Non-operating Expenses (Income)	**1,298**	**4,373**	**(3,075)**

	For The Nine Months Ended		
($000)	Sept. 30, 2025	Sept. 30, 2024	$ Change
Finance costs	2,384	2,209	175
Share-based compensation	2,067	2,831	(764)
Equity (earnings) loss from joint venture	6,049	5,496	553
Other income	(2,250)	-	(2,250)
Transaction Costs	-	1,327	(1,327)
Bad debt expense	79	-	79
Unrealized (gain) loss on foreign exchange	61	(548)	609
Realized (gain) loss on foreign exchange	163	344	(181)
Total Non-operating Expenses (Income)	**8,553**	**11,659**	**(3,106)**

Finance Costs

Finance costs were comprised of a combination of interest and amendment fees on long-term debt, accretion expense on the asset retirement obligation liability, and accrued interest on related party options and Grid Notes. Finance costs for the three and nine months ended September 30, 2025, have increased by $0.4 million or 72% and $0.2 million or 8%, respectively, compared to the same periods in 2024. The increases are attributable to credit facility amendment fees and interest on the related party Grid Notes, nether of which were incurred in the same periods of 2024.

Share-based Compensation

Share-based compensation costs for the three and nine months ended September 30, 2025, have decreased by $0.4 million or 42% and $0.8 million or 27%, respectively, compared to the same periods in

2024. This decrease is directly correlated to the graded vesting method used for restricted share units and performance share units, which decreases the amount of share-based compensation costs recognized as tranches vest combined with forfeitures associated with the aforementioned staffing reductions.

Equity (Earnings) Loss from Joint Venture

Equity Loss from the Colorado JV for the three and nine months ended September 30, 2025, has decreased by $1.1 million or 43% and increased by $0.5 million or 10%, respectively, compared to the same periods in 2024. This is due to the continued operational issues at the facility as previously disclosed in the Annual MD&A. The driver of the lower loss for the three months ended September 30, 2025 is a result of unrecognized losses $0.5 million, which were in excess of the carrying value of the investment in the Colorado JV, and therefore not recorded.

Other Income

On May 21, 2025, the Company entered into a definitive agreement with the Former Purchaser for the sale of its Assets as described in Note 4 to the consolidated interim financial statements. The Former Purchaser has paid GIP exclusivity fees and non-refundable deposits totalling $2.25 million for the nine months ended September 30, 2025 with $1.75 million of that received during the third quarter (the "Non-Refundable Deposits"), which has been presented as other income. No comparable deposits or income were received for the same periods of 2024.

Transaction Costs

As part of the ITC transaction, the Company incurred $1.3 million of transaction costs in the first nine months of 2024 that were not attributable to the Colorado JV and are therefore presented on the Statement of Income (Loss) and Comprehensive Income (Loss). No comparable costs were incurred in 2025.

SUMMARY OF NON-IFRS MEASURES

This MD&A contains certain financial measures that do not have any standardized meaning prescribed by IFRS. Therefore, these financial measures may not be comparable to similar measures presented by other issuers. Investors are cautioned these measures should not be construed as an alternative to net and comprehensive income or to cash from (used in) operating, investing, and financing activities determined in accordance with IFRS, as indicators of our performance. We use non-IFRS measures, including EBITDA and Adjusted EBITDA, to assist investors in determining our ability to generate income and cash provided by operating activities and to provide additional information on how these cash resources are used.

Below is a description and composition of each non-IFRS measure disclosed in this MD&A , together with: (i) the most directly comparable financial measure that is specified, defined and determined in accordance with IFRS to which each non-IFRS measure relates; (ii) an explanation of how each non-IFRS measure provides useful information to investors and the additional purposes for which management uses each non-IFRS measure; and (iii) a quantitative reconciliation of each non-IFRS measure to the most directly comparable IFRS financial measure.

EBITDA is defined as earnings before interest, taxes, depreciation, and amortization. EBITDA is a non-IFRS measure, calculated by adding back the impacts of income tax, finance costs, depreciation and amortization to net income (loss) for the period. Income (loss) from Operations before amortization and depreciation is the most directly comparable IFRS financial measure. EBITDA does not have a standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures provided by other issuers. Management believes EBITDA is an important performance metric that measures recurring cash flows before changes in non-cash working capital.

Adjusted EBITDA is defined as EBITDA adjusted for certain non-operating, non-recurring and non-cash items. Adjusted EBITDA is used by management to evaluate the earnings and performance of the Company before consideration of capital, financing and tax structures. Net income (loss) is the most directly comparable IFRS financial measure. Adjusted EBITDA does not have a standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures provided by other issuers. Prior period Adjusted EBITDA has been calculated and presented in accordance with the current period calculation and presentation.

Management believes that in addition to net income (loss), Adjusted EBITDA is a useful supplemental measure to enhance investors' understanding of the results generated by the Company's principal business activities prior to consideration of how those activities are financed, how the results are taxed, how the results are impacted by non-cash charges, and charges that are irregular in nature or not reflective of the Company's core operations. Management calculates these adjustments consistently from period to period. Adjusted EBITDA is used by management to determine the Company's ability to service debt and finance capital expenditures. Management believes that Adjusted EBITDA as a measure is indicative of how the fundamental business is performing.

($000)	For The Three Months Ended September 30, 2025	September 30, 2024	$ Change
Net income (loss)	(3,374)	(5,834)	2,460
Income tax expense (recovery)	244	331	(87)
Depreciation and amortization	239	1,523	(1,284)
Finance costs	1,031	600	431
EBITDA	**(1,860)**	**(3,380)**	**1,520**
Share-based compensation	558	964	(406)
Other Income	(1,750)	-	(1,750)
Adjusted loss (earnings) from joint venture [1]	633	1,324	(691)
Adjusted EBITDA[2]	**(2,419)**	**(1,092)**	**(1,327)**

Notes:

(1) Adjusted loss (earnings) from joint venture, reflects the adjusted EBITDA at the joint venture level at the Company's 50% ownership. This includes adjustments for interest expense, interest rate swaps, depreciation, and other finance costs.

(2) To ensure consistency, the prior period Adjusted EBITDA has been amended from previously presented Adjusted EBITDA to adjust for the Company's portion of the Colorado JV's interest expense, interest rate swaps, depreciation and other finance costs.

($000)	For The Nine Months Ended September 30, 2025	September 30, 2024	$ Change
Net income (loss)	(13,865)	(16,703)	2,838
Income tax expense (recovery)	351	1,031	(680)
Depreciation and amortization	3,290	4,530	(1,240)
Finance costs	2,384	2,209	175
EBITDA	**(7,840)**	**(8,933)**	**1,093**
Share-based compensation	2,067	2,831	(764)
Other Income	(2,250)	-	(2,250)
Transaction costs	-	1,327	(1,327)
Bad debt expense	79	-	79
Adjusted loss (earnings) from joint venture[1]	2,355	3,208	(853)
Adjusted EBITDA[2]	**(5,589)**	**(1,567)**	**(4,022)**

Notes:

(1) Adjusted loss (earnings) from joint venture, reflects the adjusted EBITDA at the joint venture level at the Company's 50% ownership. This includes adjustments for interest expense, interest rate swaps, depreciation, and other finance costs.

(2) To ensure consistency, the prior period Adjusted EBITDA has been amended from previously presented Adjusted EBITDA to adjust for the Company's portion of the Colorado JV's interest expense, interest rate swaps, depreciation and other finance costs.

SUMMARY OF QUARTERLY RESULTS

($000)	Sept 30, 2025	Jun 30, 2025	Mar 31, 2025	Dec 31, 2024
Revenue	**16,820**	27,855	35,847	36,970
Adjusted EBITDA	**(2,419)**	(1,408)	(1,762)	(502)
Net income (loss)	**(3,374)**	(4,817)	(5,673)	(5,446)
Net income (loss) per share-Basic	**(0.16)**	(0.22)	(0.26)	(0.24)
Net income (loss) per share-Diluted	**(0.16)**	(0.22)	(0.26)	(0.24)
($000)	**Sept 30, 2024**	**Jun 30, 2024**	**Mar 31, 2024**	**Dec 31, 2023**
Revenue	**33,519**	41,139	33,322	37,390
Adjusted EBITDA	**(1,092)**	944	(1,420)	(207)
Net income (loss)	**(5,834)**	(5,524)	(5,345)	(5,066)
Net income (loss) per share-Basic	**(0.27)**	(0.26)	(0.25)	(0.25)
Net income (loss) per share-Diluted	**(0.27)**	(0.26)	(0.25)	(0.24)

The variation of Adjusted EBITDA over the trailing eight quarters is highly dependent on commodity pricing volatility. The Company's energy product optimization services revenue is generated through the sale of hydrocarbon products which have been blended with an additive that improves the quality of the finished product that is sold to third parties for a profit. The input cost of the additive is largely a fixed cost and therefore any fluctuations in the price of the blended product sold impacts gross profit realized. As such, this purchase and sale arrangement is subject to commodity pricing volatility. Net losses for the fourth quarters of 2024, as well as the first and second quarter of 2025, were lower than expectations due to the loss realized in the Colorado JV. Adjusted EBITDA for the fourth quarter of 2024, as well as the first and second quarter of 2025, experienced strong results from the Water & Solids Recycling & Energy Product segment, however gross margins for the three months ended June 30, 2025, were approximately $0.5 million lower for the reasons previously discussed. Adjusted EBITDA improved marginally for the three months ended September 30, 2025 due to unrecognized losses from the Company's share of losses from the Colorado JV that were in excess of the carrying value of the investment. Gross losses from the Colorado JV were also lower for the three months ended September 30, 2025 as the facilities were not fully operational during the quarter in preparation for upgrades and repairs. General economic and industry conditions have not substantially changed from the prior quarter.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities.

The Facility has a current maturity date of November 30, 2025, and as a result, the full balance of the outstanding Facility as at September 30, 2025, has been included in current liabilities. As a result of the Company's going concern disclosure within the consolidated annual financial statements for the year ended December 31, 2024, and corresponding Audit Report, as well as covenant breaches in 2025, the Company was in default under the Facility. Under the Facility Agreement, the Facility lender had the right to demand repayment and/or realize on the security at any time under the Facility. On July 16, 2025 and August 22, 2025, and subsequently on November 10, 2025, the Company executed further amendments to the Facility, extending waivers of certain events of default to July 31, 2025, September 30, 2025, and November 30, 2025, respectively, subject to compliance with specified covenants and conditions, including completion of the senior debt refinancing or the sale of the Assets. As at the date of this MD&A, the Company is in default of certain conditions under this amendment with respect to timing of certain milestones. Pursuant to the amendments to the Facility, as of the date hereof, the drawn balance of the Facility has been reduced to $27.9 million, as a result, there are no available undrawn balances under the Facility.

A copy of the Facility agreement was filed on September 8, 2023 under the Company's profile on SEDAR+ at sedarplus.ca.

The working capital deficiency as of September 30, 2025, is $41.4 million (excluding the impacts of the Assets held for sale presented within current assets and current liabilities under *Financing Activities* below).

The Company requires additional capital to both repay the Facility and execute on its growth strategy. As discussed in more detail above, subject to closing of an alternative transaction with respect to the sale of the Company's water, waste treatment, and recycling facilities located in Alberta and Saskatchewan or the closing of a senior debt refinancing, a portion of these proceeds would be used to settle the Facility in full. There can be no assurances that an alternative sales transaction or a senior debt refinancing will occur and a failure to close either could have a material adverse effect on the Company's financial condition, including its ability to continue as a going concern.

During the first quarter, to enhance liquidity, the Company executed a Grid Note that provides access to an additional $2 million in funding. The Grid Note is explained in further detail in Note 15 of the condensed interim financial statements and elsewhere in this MD&A. As of the date of this MD&A, a total of $1.9 million has been drawn by the Company under the Grid Note.

In exchange for this Grid Note, the obligations of the company controlled by the CEO under the Option Agreement have been waived. Please refer to "*Risks and Uncertainties - Risks Related to Insider Investment and Change of Control"* below. As at the date of this MD&A, the Company has not received, nor does the Company anticipate receiving any additional proceeds under the Option Agreement.

To continue to advance the FEP, the Company anticipates that approximately $1.1 million will be required to progress to financial close and construction start. The pace of this discretionary spend will depend on both accomplishment of key project milestones and available capital as discussed above. Prior to incurring additional development costs or material construction costs for FEP, GIP will need to secure adequate sources of financing.

($000)	For The Three Months Ended September 30, 2025	For The Three Months Ended September 30, 2024	$ Change
Cash from (used in) operating activities	1,542	(3,328)	4,870
Cash from (used in) investing activities	409	(1,618)	2,027
Cash from (used in) financing activities	(2,624)	(6,498)	3,874
Impact of foreign currency translation on cash	(180)	19	(199)
Increase (decrease) in cash	**(853)**	**(11,425)**	**10,572**

($000)	For The Nine Months Ended September 30, 2025	For The Nine Months Ended September 30, 2024	$ Change
Cash from (used in) operating activities	2,332	(2,502)	4,834
Cash from (used in) investing activities	(3,282)	7,770	(11,052)
Cash from (used in) financing activities	841	(4,827)	5,668-
Impact of foreign currency translation on cash	(63)	111	(174)-
Increase (decrease) in cash	**(172)**	**552**	**(724)**

Operating Activities

Cash from operating activities for the three and nine months ended September 30, 2025, increased by $4.8 million or 146% and $4.8 million or 193% for the nine months ended September 30, 2025, respectively, compared to the same periods in 2024. For the three-month period, the main contributing factor to the increase in cash flow from operations was the management of working capital and the timing of settlement of accounts payable relative to the same period in 2024. In Q3 2024, the Company had just monetized the ITC credits from the Colorado JV and had used a portion of the funds to settle a significant amount of previously outstanding payables while in Q3 2025 the Company has deferred payment of certain payables to manage liquidity. This was partially offset by lower income from operations due to lower gross margins and higher selling, general and administrative costs. These same factors contributed to the increase in cash flow from operations for the nine months ended September 30, 2025.

Investing Activities

Cash from investing activities for the three and nine months ended September 30, 2025, increased by $2.0 million or 125% and decreased by $11.1 million or 142%, respectively, compared to the same periods in 2024. This increase for the three-month period is mostly a result of the $1.75 million in Non-Refundable Deposits received for which there was not comparable transaction in 2024. Additions to property, plant and equipment were approximately $0.4 million lower than the same period of 2024. The decrease for the nine months ended September 30, 2025 is directly attributable to the distribution received from the Colorado JV in June 2024 for $17.8 million related to the sale of the ITCs. This was slightly offset by the Non-Refundable Deposits mentioned above and by the preferred equity contribution made to the Colorado JV for $2.1 million in June 2024 compared to $1.0 million for the nine months ended September 30, 2025.

Financing Activities

Cash from financing activities for the three and nine months ended September 30, 2025, increased by $3.8 million or 60% and $5.7 million or 117%, respectively, compared to the same periods in 2024. For the three months ended September 30, 2025, the increase is due the receipt of $1.75 million of non-refundable deposits and $0.4 million in draws from the Grid Note, offset by $2.8 million in repayments of the Facility including interest costs. For the same period in 2024, the Company repaid $5.2 million of the Facility including interest costs after monetizing the ITC from the Colorado JV. $1.3 million shares were also acquired for treasury in the third quarter of 2024 with no similar outflow in the three months ended September 30, 2025. For the nine months ended September 30, 2025, cash flow from financing increased for many of the same reasons as the three month period with total draws of $2.0 million on the Grid Note, and repayments on the Facility, including interest costs of $1.1 million. For the same period in 2024, to the Company repaid $6.9 million of the Facility and acquired shares for treasury of $1.3 million. This was offset by Option Agreement draws of $3.5 million.

($000)	September 30, 2025	December 31, 2024	$ Change
Current assets	63,603	22,539	41,064
Current liabilities	67,306	56,225	(11,081)
Working capital deficit	**(3,703)**	**(33,686)**	**29,983**

At September 30, 2025, the Company has a working capital deficit of $3.7 million. However, current assets include $56.8 million in assets held for sale, and current liabilities include $16.1 million in liabilities associated with assets held for sale. As disclosed in Note 4 of the condensed consolidated interim financial statements, the Company is pursuing a sale of its water, waste treatment, and recycling facilities located in Alberta and Saskatchewan and consequently, the associated assets have been presented on the consolidated statements of financial position as assets held for sale within both current assets and liabilities. Excluding this financial statement presentation, on September 30, 2025, the Company's working capital deficit was $41.3 million.

Current liabilities include the entire outstanding balance of the Facility of $29.6 million which has a current maturity date of November 30, 2025.

- At September 30, 2025, the working capital deficit includes the following items that represent liabilities which do not require immediate settlement: $8.1 million related to liabilities associated with FEP that only become due and payable upon Final Notice to Proceed ("FNTP") of FEP. FNTP will not occur until adequate financing is in place to fund construction of the project and settle these liabilities. These have been classified as current liabilities as the Company has assessed that financing will likely be secured and FNTP is expected to occur within the next year.

- $4.8 million related to drawn proceeds from the Option Agreement and associated interest. There are no required repurchases under the Option Agreement until certain events are met such as the financial close and FNTP on FEP or Iowa RNG or the sale of the Iowa project.
- $1.9 million associated with draws from the related party Grid Note described in Note 15 of the condensed interim financial statements The Grid Note only has a mandatory repayment in certain specific circumstances including the sale or disposition of the Water Asset, any issuance of equity, or financial close of FEP.

Excluding these liabilities and the $2.4 million in deferred transaction costs disclosed in Note 6 of the condensed consolidated interim financial statements, which are not an immediately available source of liquidity, the Company has a working capital deficit of approximately $28.9 million. As at the date of this MD&A, within working capital, the Company has an approximate cash balance of $0.7 million. Pursuant to the amendments to the Facility, as of the date hereof, the drawn balance of the Facility has been reduced to $27.9 million there are no available undrawn balances under the Facility to fund operations.

The following are undiscounted contractual maturities of financial liabilities, including estimated interest at September 30, 2025:

($000)	Total	< 1 Year	1-3 Years	4-5 Years	After 5 Years
AP and accrued liabilities	**7,170**	7,170	-	-	-
Other current liabilities	**15,185**	15,185	-	-	-
Long-term debt	**28,593**	28,178	415	-	-
Other long-term liabilities	**2,614**	-	2,614	-	-
Lease obligations	**579**	289	261	29	-
Total financial liabilities	**54,141**	**50,822**	**3,290**	**29**	**-**

Capital Management and Resources

The Company's objectives when managing capital are to: (i) repay the Facility which has an amended maturity date of November 30, 2025, or earlier based on the Company's ability to meet required covenants and conditions; (ii) monitor forecasted and actual cash flows from operating, financing and investing activities; (iii) ensure the Company has the financial capacity to execute on its strategy to increase market share through organic growth or strategic acquisitions; (iv) maintain financial flexibility to meet financial commitments and maintain the confidence of shareholders, creditors and the market; and (v) optimize the use of capital to provide an appropriate return on investment to shareholders.

As disclosed above, the Company requires additional capital from external financing sources, including funds available under the Grid Note, debt, equity, strategic partnership, or potentially asset dispositions, to satisfy its current liabilities.

($000)	September 30, 2025	December 31, 2024
Current assets	63,603	22,539
Current liabilities	(67,306)	(56,225)
Long-term debt	415	446
Other long-term liabilities	2,614	2,123
Shareholders' equity	72,340	85,020
	71,666	**53,903**

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's revenues come from a diverse customer base, which includes municipalities, governments, utilities, infrastructure, industrial, energy and mining industries in North America. The Company believes there is no unusual exposure associated with the collection of accounts receivable outside of the normal risk associated with contract audits and normal trade terms. The Company performs regular credit assessments of its customers and provides allowances for potentially uncollectible accounts receivable.

The Company is primarily exposed to credit risk from customers. The maximum exposure to credit risk is equal to the carrying value of the accounts receivable and notes receivable. The Company's trade receivables are with customers in the industrial sector and are subject to industry credit risk. To reduce credit risk, the Company reviews a new customer's credit history before extending credit and conducts regular reviews of its existing customers' credit performance.

Additionally, the Company continuously reviews individual customer trade receivables taking into consideration payment history and aging of the trade receivables to monitor collectability. In accordance with IFRS 9 – Financial Instruments, the Company reviews impairment of its trade and accrued receivables at each reporting period and its allowance for expected future credit losses. An allowance for doubtful accounts is established based upon factors surrounding the credit risk of specific accounts, historical trends, and other information. Monitoring procedures are in place to ensure that follow up action is taken to recover overdue amounts. The Company reviews receivables on a regular basis to ensure that an adequate loss allowance is made. Provisions recorded by the Company are reviewed regularly to determine if any balances should be written off. The allowance for doubtful accounts could materially change as a result of fluctuations in the financial position of the Company's customers. The Company completes a detailed review of its historical credit losses as part of its impairment assessment.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements in the current or prior periods.

RELATED PARTY TRANSACTIONS

Option Agreement

On March 7, 2024, the Company entered into an agreement (the "Option Agreement") with corporate entities controlled by certain current and former directors of the Company (the "Optionees"), wherein the Optionees agreed to fund an amount of up to $6.0 million to GIP, available in tranches, at GIP's sole discretion, to provide additional liquidity to GIP.

On April 28, 2024, the Company entered into an amendment to the Option Agreement whereby one of the Optionees agreed to fund to the Company an additional $4.0 million (the "Additional Option"). In exchange, the Company has granted the Optionees an option to purchase certain ITCs that the Company may receive from future renewable natural gas projects (excluding the Colorado JV) (the "Option"). Pursuant to the Option Agreement, the Optionees shall have the right, for a period of five years, to purchase the ITCs from the Company. During the term of the Option Agreement, the Company may, at its sole option, repurchase the Option from the Optionees by paying all amounts previously funded to the Company by the Optionees along with interest accrued at a rate of 1.25% per month and additional commitment fees on the Additional Option of 10% per annum. There are certain circumstances that oblige the Company to repurchase the Option from the Optionees including change in control or financial close on either Iowa RNG or FEP.

On April 11, 2025, the Company drew an additional $0.6 million under the Option Agreement.

On April 29, 2025, and April 30, 2025, the Company issued notice to the Optionees to draw a total of $4.0 million under the Option Agreement. Under the terms of the Option Agreement, $2.0 million is required to be funded within 30 days of receipt of notice and $2.0 million is required to be funded within 60 days of receipt of notice. As disclosed above, in exchange for the Grid Note, the obligations of the company controlled by the CEO under the Option Agreement have been waived. As at the date of this MD&A, the Company has not received nor does the Company anticipate receiving any additional proceeds under the Option Agreement.

	September 30, 2025
Proceeds from related party option agreement	4,000
Interest accrued	836
Total (included in Other current liabilities)	**4,836**

The Option is classified as a financial liability that is measured at fair value through profit and loss upon issuance and at each subsequent reporting period. The fair value of the Option was determined to be nil on September 30, 2025, mainly given the probability of being exercised was determined to be nil.

Please refer to "*Risks and Uncertainties - Risks Related to Insider Investment and Change of Control*" below.

Grid Note

The Company has entered into an agreement with a company controlled by the Company's Chief Executive Officer, to provide a subordinated secured term loan (the "Loan") to fund near term working capital of the Company. The Loan is for a principal amount of $2.0 million (with $1.5 million funded on closing of the Loan agreement and $0.5 million subject to future draw down). In addition, $2.0 million in funding under the Option would be waived. On June 12, 2025, $1.5 million was drawn and on September 5, 2025, an additional $0.4 million was drawn.

Interest shall accrue daily and be calculated on the basis of the actual number of days elapsed in a year of 365 days or 366 days, at a rate of 15% per annum.

Subject to meeting certain minimum liquidity thresholds of the Company and repayment in full of the Facility, the note has a mandatory repayment clause wherein pursuant to (i) the sale of its water, waste treatment, and recycling facilities located in Alberta and Saskatchewan, (ii) any equity issuance of the Company, or (iii) financial close of FEP, the Company shall be required to apply 25% of such net cash proceeds in full against the outstanding amount of the Loan.
Loan.

	September 30, 2025
Proceeds from related party grid note	1,866
Interest accrued	73
Total (included in Other current liabilities)	**1,939**

Key Management Personnel Compensation

	Three Months Ended		Nine Months Ended (3)	
	Sept. 30, 2025	Sept. 30, 2024	Sept. 30, 2025	Sept. 30, 2024
Short-term compensation (1)	466	466	1,399	1,333
Share-based compensation (2)	-	982	-	982
Total	**466**	**1,448**	**1,399**	**2,315**

Notes:

(1) *Short-term compensation includes annual salaries, management bonuses and employee benefits provided to key management personnel as well as directors' fees. There were no bonuses during the three months ended September 30, 2025 or 2024.*
(2) *Based on the grant date fair value of the applicable awards.*
(3) *Adjusted for correction to figures presented in the first quarter of 2025.*

CRITICAL ACCOUNTING ESTIMATES

In the preparation of the Company's interim consolidated financial statements, management has made judgments, estimates and assumptions that affect the recorded amounts of revenues, expenses, assets, liabilities and the disclosure of commitments, contingencies and guarantees. Estimates and judgments used are based on management's experience and the assumptions used are believed to be reasonable given the circumstances that exist at the time the financial statements are prepared. Actual results could differ from these estimates. The most significant estimates and judgments used in the preparation of the Company's annual consolidated financial statements have been set out in Note 5 of the annual consolidated financial statements.

CHANGES IN ACCOUNTING POLICIES

There have been no changes to the accounting policies during the three and nine months ended September 30, 2025.

OUTSTANDING SHARE DATA

On November 26, 2025, the Company had the following common shares, stock options and share units outstanding:

Common shares	21,607,149
Stock options (vested and unvested)	1,143,531
Share units	853,516
	23,604,196

RISKS AND UNCERTAINTIES

Due to the nature of the Company's business, the legal and economic climate in which it operates and its present stage of development, the Company's business segments are subject to significant risks. The following information describes certain significant risks and uncertainties inherent in the Company's business that are the most material and relevant to the Company's current operating and financial condition as at the date of this MD&A. For a discussion on additional risk factors please refer to the "**Risks and Uncertainties**" section of the Company's annual MD&A for the years ended December 31, 2024 and 2023, which describes certain additional significant risks and uncertainties inherent in the Company's business. This section and the Risks and Uncertainties section of the annual MD&A do not describe all risks applicable to the Company, our industry or our business, and is intended only as a summary of certain material risks. If any of such risks or uncertainties actually materializes, the Company's business, financial condition or operating results could be harmed substantially and could differ materially from the plans and other forward-looking statements discussed in this MD&A and the annual MD&A.

The Company also faces many operating risks and uncertainties, including but not limited to:

The Company has a Limited History and has a History of Losses
The Company lacks a significant operating history, especially as it relates to the development of bioenergy projects. Prospective investors have a limited basis upon which to evaluate the Company's ability to achieve a principal business objective of developing bioenergy projects.

The Company experienced a loss from operations of $1.8 million ($1.1 million – 2024) for the three months ended September 30, 2025, and a loss from operations of $4.9 million ($4.0 million – 2024) for the nine months ended September 30, 2025. The Company incurred significant losses in connection with the development of its bioenergy projects within the Bioenergy Production segment. In addition, as a result of the EPC failures, the Colorado JV continues to operate at a loss. The Company expects its operating losses to continue until the EPC failures are corrected. The Company's capital position may be adversely affected by low liquidity, which could impact its ability to meet financial obligations and pursue growth opportunities. Operating losses and their corresponding effect on liquidity may have an impact on construction timelines. The Company cannot provide assurance when the Bioenergy Production segment will reach profitability or that the bioenergy projects will ever become profitable.

Failure to Secure Additional Financing
There can be no assurance the Company will be able to raise the additional funding necessary to carry out its business objectives, repay debt and to complete the planned development of bioenergy projects. The development of the bioenergy business depends upon the Company's ability to generate cash flow from operations, prevailing market conditions for bioenergy projects and pricing for the environmental attributes associated with RNG and other biofuels, its business performance and its ability to obtain financing through debt financing or equity financing. If additional financing is raised by the issuance of common shares from treasury, Shareholders may suffer additional dilution. As of the date of this MD&A, the Facility has not been replaced or repaid, has a near term maturity date. As a result, there is material uncertainty which may cast significant doubt as to whether the Company will have access to sufficient capital within the next twelve months to service its current working capital deficit and continue as a going concern.

Fluctuations in Operating Results and Cash Flow
The Company's operating results and cash flow will fluctuate substantially from quarter to quarter and as a result in the fluctuation in demand for water treatment, recycling and waste services and also clean energy and the development of clean energy. Timing of new contract awards varies due to customer-related factors such as finalizing technical specifications and securing project funding, permits, feedstock agreements and offtake agreements. The Bioenergy Production business will recognize revenue, costs and profits over the period of the contract by reference to the stage of completion of the contract. The stage of completion of a contract is determined by internal estimates, with reference to the proportion of costs incurred and the proportion of work performed. Revenue is recognized in proportion to the total revenue expected on the contract. Such estimates may differ from actual results. Accordingly, the inherent uncertainty in these estimates could cause the Company's Investment in the Colorado JV to fluctuate and such fluctuations may be material.

Projects May Not Generate Expected Outputs
The Company’s capital projects remain subject to various operating risks that may cause them to generate lower output levels than currently projected. Various factors, including equipment malfunctions, technical issues, labor shortages, or supply chain disruptions may contribute to production levels or quality being lower than expected. Such variations from projections could result in decreased revenues, increased operating costs, impairment of assets, and diminished competitiveness in the market. Consequently, the Company’s profitability, financial condition, and ability to meet contractual obligations may be materially affected if its production facility projects do not perform as anticipated.

Operating Risks and Insurance
The Company and its businesses, partnerships, joint ventures, and projects are subject to risks associated with ownership and operation of facilities, such as, equipment defects, malfunctions, failures, explosions, fires, damage or loss from inclement weather, accidents, spills, the handling, blending and transportation of dangerous goods, natural disasters, and ITC recapture risk. These risks and hazards could expose the Company to substantial liability for personal injury, loss of life, business interruption, property damage or destruction, pollution, and other environmental and financial damages. Although the Company will obtain insurance against certain of these risks, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which the Company is exposed. No assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. In addition, the ITC tax insurance policy for the Colorado JV includes certain exclusions which have been guaranteed by the Company related to ITC recapture triggered events by certain transfers of ownership, actions of the insured companies, or foreclosure. If the Company incurs substantial liability and such damages are not covered by insurance or are in excess of policy limits, or if the Company incurs such liability at a time when it is not able to obtain liability insurance, the Company's business, results of operations and financial condition could be materially adversely affected.

Overall Level of Indebtedness
The Company maintains a significant level of indebtedness, primarily through the Facility, which could

materially and adversely affect its financial condition and operations. The lender has the right to demand repayment at any time or realize on the security provided under the Facility. Such acceleration would intensify the Company's liquidity challenges, potentially requiring the Company to curtail operations, liquidate assets, or seek creditor protection to manage its debt obligations.

The Company's high level of indebtedness could adversely impact it in several ways. For example, it could:

- make it more difficult for the Company to conduct its operations;
- increase the Company's vulnerability to general adverse economic and industry conditions;
- require the Company to dedicate a portion of its cash flow from operations to service payments on its indebtedness, thereby reducing the availability of the Company's cash flow to fund working capital, capital expenditures and other general corporate purposes including impacting the ability of the Company to pay dividends to shareholders;
- limit the Company's flexibility in planning for, or reacting to, changes in its business and the industry in which it operates;
- place the Company at a competitive disadvantage compared to its competitors that have less debt; and
- limit the Company's ability to borrow additional funds on commercially reasonable terms, if at all, to meet its operating expenses and for other purposes.

An increase in interest rates could result in a significant increase in the amount the Company pays to service debt, resulting in a reduced amount available to fund its activities and could negatively impact the market price of the common shares.

Debt Service

The Company requires sufficient cash flow in order to service and repay its indebtedness. The debt agreements governing the Facility contain financial and operational covenants, including requirements related to debt service ratios and operational performance metrics. The Facility has a current maturity date of November 30, 2025, with repayment on maturity dependent on closing the Transaction. Should the Transaction not close by the maturity date or should the Company not meet certain conditions and covenants under the Facility, the Company will be in default under the Facility, which may trigger the acceleration of the Facility. Upon such an event, the lender has the right to demand repayment of the full outstanding amount or realize on the security provided under the Facility, significantly increasing the Company's liquidity constraints.

The Company's ability to generate sufficient cash flow to meet its debt obligations depends on its financial condition, which may be influenced by factors beyond its control, such as the closing of the Transaction, volatility in energy markets, pricing for environmental attributes associated with renewable natural gas (RNG) and other biofuels, and general economic conditions. If the Company is unable to generate adequate cash flow from operations, secure additional borrowings or close the Transaction, it may default under the agreements governing its indebtedness. Such a default, or the acceleration of the Facility, could force the Company to reduce or delay investments and capital expenditures, dispose of material assets, curtail operations, or seek creditor protection, any of which could have a material adverse effect on the Company's business, financial condition, results of operations, and cash flows.

Variations in interest rates, particularly if the Facility is not repaid by its maturity date, could significantly increase the cost of servicing the Company's variable-rate debt. Additionally, scheduled principal repayments and potential covenant breaches could result in substantial changes in the amount required to service debt, further straining the Company's liquidity. An increase in debt service obligations could also negatively impact the market price of the Company's common shares.

Debt Matters

The Company currently relies and may in the future continue to rely on debt financing for some of its business activities, including capital and operating expenditures. The Company's credit facilities may limit, among other things, its ability to incur additional debt, issue certain equity securities or enter into sale transactions. The Company is also required to maintain specified financial ratios and satisfy specified financial tests. The Company's ability to meet these financial ratios and tests can be affected by events beyond its control. As a result of these covenants, the Company's ability to respond to changes in business and economic conditions and to obtain additional financing, if needed, may be restricted, and the Company may be prevented from engaging in transactions that might otherwise be considered beneficial.

The Company's Facility has a current maturity date of November 30, 2025, with repayment on maturity dependent on closing the Transaction. Should the Transaction not close by the maturity date or should the Company not meet certain conditions and covenants under the Facility, the Company will be in default under the Facility and the Facility lender has the right to accelerate the repayment of outstanding borrowings. If not cured or waived, the Company may not have sufficient cash to repay balances owing which may permit the Company's creditors to realize upon collateral granted to secure the indebtedness. Even if the Company is able to obtain new financing, it may not be on commercially reasonable terms or on terms that are acceptable to the Company.

Significant Shareholders

The Company has several substantial holders of its common shares. Each of the substantial holders of common shares could have a significant influence on the Company and their interests may not be aligned with other shareholders' interests. If any substantial holder of common shares were to dispose of a substantial number of its common shares, or if it were perceived that such sales have occurred or might occur, this could have a negative impact on the price of the common shares. Further, the failure of the substantial holders of common shares to dispose of common shares may result in a limited level of liquidity in daily trading of the Company's common shares. Significant shareholders may also be able to exercise considerable influence over any matter requiring shareholder approval in the future.

Reliance on Third-Party Reports for Project Financing and EBITDA Projections

As the Company is pursuing the development of bioenergy production facilities, it utilizes and anticipates utilizing third-party reports in connection with securing project financing and into construction. These reports, which may include engineering studies, environmental assessments, feasibility analysis, market forecasts, and other technical or economic evaluations, are prepared for the benefit of the Company and its financing and construction efforts. However, there are inherent risks associated with reliance on such reports.

Third-party reports are often based on assumptions, models, and projections that reflect certain conditions, timelines, and market factors. Actual results may differ materially from these projections due to unforeseen changes in economic conditions, project timelines, regulatory requirements, construction costs, market demand, or other variables. These reports are typically prepared at a specific point in time and may not account for subsequent developments or changes in project circumstances. As the project progresses, updated reports or assessments may be required, and any discrepancies between earlier and later evaluations could impact financing terms or lender confidence.

While the Company strives to engage reputable third-party experts, there is no assurance that the reports will be free from errors, omissions, or misinterpretations. Any inaccuracies could lead to delays or difficulties in securing financing or proceeding with construction. Additionally, the Company's reliance on third-party consultants and advisors introduces a degree of dependency. Any failure by these parties to deliver accurate or timely reports, or to update them as needed, could adversely affect the Company's ability to secure financing or meet project milestones. The assumptions in these reports are inherently uncertain and subject to external factors such as changes in government policy, environmental regulations, commodity prices, or technological advancements. Any deviation from the anticipated outcomes could materially impact the financial viability of the project and the Company's ability to achieve its objectives.

Given these risks, investors should be aware that reliance on third-party reports adds an element of uncertainty to the Company's project financing and construction timeline. Any material variance from the assumptions or timelines set out in such reports could have a material adverse effect on the Company's financial condition, results of operations, and future prospects.

Risks Related to Insider Investment and Change of Control

In 2024, the Company entered into Option Agreements with corporate entities controlled by certain directors to provide access to up to $10.0 million of capital at the Company's sole discretion. As of the date of this MD&A, $4.0 million has been drawn on the Option Agreements. There is a degree of uncertainty with respect to either counterparty's future performance under the agreement, which may impact the Company's ability to access the committed capital if required. Particularly, one of the directors who exercised control over a counterparty has since passed away, resulting in a change of control of the entity that is party to an Option Agreement. Any disruption or delay in accessing these funds could adversely affect the Company's liquidity position and its ability to execute on its bioenergy development strategy.

SUBSEQUENT EVENTS:

a) PSA Amendments

During the quarter, the Company announced that the purchaser of its Assets failed to meet its closing obligations under the terms of the purchase agreement. In November 2025, the Company and the former purchaser of the Assets renegotiated the terms related to the $7.5 million termination fee resulting in GIP having the ability to assume control of the former purchaser's water and recycling operating asset located in Western Canada. The transaction is expected to close at GIP's discretion over next 30 days or concurrent with the senior debt refinancing discussed below.

b) Credit Facility Amendments

During the quarter, on July 16, 2025 and August 22, 2025, and subsequently on November 10, 2025, the Company executed further amendments to the Facility, extending waivers of certain events of default to July 31, 2025, September 30, 2025, and November 30, 2025, respectively, subject to compliance with specified covenants and conditions, including completion of the senior debt refinancing or the sale of the Assets. As at the date of this MD&A, the Company is in default of certain conditions under this amendment with respect to timing of certain milestones. However, as disclosed, the Company continues to progress both the refinancing and the sale of the Assets in order to repay the Facility in full.

c) Colorado JV Settlement

Subsequent to quarter end, GIPUS and US Infra settled all disputes and alleged defaults by executing an amended LLCA for the Colorado JV resulting in GIPUS having exclusive discretion to manage and control the business and affairs of the Colorado JV, subject to certain customary minority rights for US Infra. Concurrent with the execution of the amended LLCA, both GIPUS and US Infra waived existing disputes and alleged claims of default previously disclosed with respect to the Colorado JV. The Colorado JV is currently in default under its credit agreement with the project lender. The Company is working on an agreement with the Colorado JV lender to provide a waiver of the current defaults for a sufficient period of time to enable the Colorado JV to pursue the remedies available under its EPC contract to complete the necessary equipment and design improvements to the facilities to improve performance. As a result of the Company now having exclusive discretion to manage and control the business and affairs of the Colorado JV, the assets, liabilities and results of operations will be consolidated within the Company's consolidated financial statements beginning in the fourth quarter of 2025.

d) Private Placement Listed Issuer Financing Exemption ("LIFE") Financing

On November 24, 2025, the Company announces its intention to complete a non-brokered private placement of common shares of the Company at a price of $4.00 per common share for aggregate gross proceeds of a minimum of $3 million and up to a maximum of $5 million (the "Offering"). The Company intends to use the proceeds of the Offering for general working capital and to take any final steps required to achieve financial close on the Future Energy Park (“FEP”). The Offering is expected to close in November 2025. Closing of the Offering is subject to receipt of all regulatory approvals, including approval of the TSX Venture Exchange. The Offering may close in multiple tranches, as the Company may decide.