



E N W Λ V E
C O R P O R A T I O N

First Quarter 2025
Management Discussion and Analysis

Three months ended December 31, 2024

(expressed in thousands of Canadian dollars)

Dated: February 24, 2025

ENWAVE CORPORATION
(“EnWave” or the “Company”)

MANAGEMENT DISCUSSION AND ANALYSIS
FIRST QUARTER
FOR THE THREE MONTHS ENDED DECEMBER 31, 2024

Date of this report: February 24, 2025

This Management’s Discussion and Analysis (“MD&A”) provides a review of EnWave Corporation’s (“EnWave”, “the Company”, “we”, “us” or “our”) financial performance, on a consolidated basis, for the three months ended December 31, 2024 relative to the three months ended December 31, 2023, and the financial position of the Company at December 31, 2024 relative to September 30, 2024. It should be read in conjunction with EnWave’s unaudited condensed consolidated interim financial statements and accompanying notes for the three months ended December 31, 2024 (“Q1 2025”) and 2023 (“Q1 2024”), as well as the 2024 annual MD&A and the 2024 annual audited consolidated financial statements and accompanying notes, and the 2024 Annual Information Form (“AIF”) (available at www.enwave.net or on www.sedarplus.ca). The financial information contained in this MD&A has been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”), which is the required reporting framework for Canadian publicly accountable enterprises.

All financial references are in thousands of Canadian dollars unless otherwise noted.

Management’s Responsibility for Financial Information

The Company’s management is responsible for the presentation and preparation of the condensed consolidated interim financial statements and the MD&A. The condensed consolidated interim financial statements have been prepared in accordance with IFRS Accounting Standards.

The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

The condensed consolidated interim financial statements and information in the MD&A necessarily include amounts based on informed judgements and estimates of the expected effects of current events and transactions with appropriate consideration to materiality. In addition, in preparing the financial information we must interpret the requirements described above, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information. The MD&A also includes information regarding the impact of current transactions and events, sources of liquidity and capital resources, operating trends, risks and uncertainties. Actual results in the future may differ materially from the present judgements and estimates.

Company Overview

Radiant Energy Vacuum (“REV™”) Technology

EnWave is an applied dehydration technology company that licenses its intellectual property and manufactures commercial-scale proprietary dehydration equipment for applications in the food, cannabis and pharmaceutical sectors. EnWave has entered into **50 royalty-bearing commercial licenses** with and sold REV™ equipment to a diverse portfolio of companies operating in over 23 different countries on five continents. EnWave also operates REVworx™, a toll processing facility located in Delta, B.C. that offers vacuum-microwave contract manufacturing services. The REVworx™ facility houses both a batch 10kW and 60kW continuous vacuum-microwave line to accelerate the



commercialization of products made with EnWave's patented technology. REVworx™ is not meant to compete with existing commercial licensees, but rather offer an asset light opportunity to prove respective business cases.

REV™ dehydration technology applies microwave energy under vacuum to offer flexible, efficient, low temperature drying suitable for food products, cannabis, biomaterials and certain pharmaceutical ingredients. The Company has two primary commercial scale technologies, *nutraREV*®, a drum-based system, and *quantaREV*®, a tray-based system. The Company has also developed *freezeREV*®, a pilot-scale technology for pharmaceutical applications, and has entered into a Joint Development Agreement with GEA Lyophil GmbH, a major pharmaceutical equipment manufacturer, to jointly work to commercialize REV™ in the pharmaceutical industry.

EnWave's mission is to establish its REV™ technology as a new global dehydration standard. By selectively collaborating with strategic partners focused on creating new or improved product opportunities, increasing throughputs and/or reducing processing costs. The Company is primarily developing opportunities for REV™ technology in the food market. Management believes that REV™ technology can produce better quality products than air-drying, spray-drying and freeze-drying. REV™ technology is also typically faster and more economical than freeze-drying.

EnWave's core business model is to secure multiple, diversified revenue streams through the licensing of its technology. As part of this strategy, EnWave has four primary revenue streams:

1. **Equipment Sales.** EnWave manufactures and sells REV™ equipment built at its fabrication facility in Delta, British Columbia. The Company offers machinery in a variety of sizes, from 10kW batch units through to 120kW large-scale, continuous processing lines.
2. **Royalties and Licensing Fees.** The Company enters royalty-bearing commercial license agreements with companies that utilize REV™ equipment for commercial production. Each license grants the royalty partner access to EnWave's intellectual property portfolio comprising of the Company's patents, know-how and trade secrets. The commercial license agreements stipulate royalty payments to be made on a quarterly basis based on a percentage of sales generated or a fee per unit produced from the use of the REV™ technology. In certain cases, the royalty structure can take the form of pre-agreed payments not tied to sales or units produced but equate to a targeted annual royalty amount per REV™ machine capacity. The licenses also restrict the royalty partner's commercial use of the technology to specific products within a limited geographic territory. Royalty partners are typically free to sell their REV™ dried products wherever they are legal to be sold.
3. **Equipment Rentals.** EnWave rents pilot-scale 10kW REV™ units to companies evaluating the Company's patented technology for desired product applications. The rental terms are typically less than a year in duration and the objective is to allow prospective royalty partners to develop products using REV™ technology prior to entering into a license agreement. Many companies often purchase the machine supplied to them during the evaluation period to initiate royalty-bearing commercial production.
4. **Toll Manufacturing.** The Company launched a toll manufacturing division called REVworx™ to accelerate the commercialization of more food products using REV™ technology. The toll manufacturing operation contains commissioned pilot-scale and large-scale REV™ equipment to utilize the installed capacity to produce commercial products on a fee-for-service basis. This division complements the current equipment sales and royalty-licensing business model of the Company and serves as a lower barrier entry point for consumer-packaged goods ("CPG") companies seeking to market trial REV™-dried products and is open for commercial production.

EnWave's dehydration technology is currently being used to produce commercial applications in multiple market verticals, including fruits and vegetables, dairy products, ready-to-eat meals (including instant noodles), cannabis products, nutraceuticals, and pharmaceuticals. The Company's strategy with respect to existing royalty partners is to collaborate closely with them to develop and commercialize products using REV™ technology and build demand for increased production capacity, which will lead to more equipment sales and ultimately growth in royalty streams.

The Company is actively engaged in many commercially focused research and development projects to expand the number of viable REV™-dried products and to increase the use of REV™ into additional markets.

Recent Developments

Board of Directors

On December 16, 2024, Ms. Louise Lalonde was appointed to EnWave's Board of Directors, and resumed the role of Audit Committee Chair. Ms. Lalonde is a Certified Public Accountant with more than 30 years of experience in accounting, governance, risk consultancy and compliance. Ms. Lalonde's appointment coincides with the retirement of Ms. Mary Ritchie, EnWave's former Audit Committee Chair.

Credit Facility and Term Loan

On October 07, 2024, the Company signed a \$500 loan agreement (the "Term Loan") with Desjardins Tech and Innovation Banking of the Desjardins Group ("Desjardins"). The Term Loan has an amortization period of 48 months and is to be repaid monthly on equal and consecutive payments of principal plus interest at a rate of Canadian prime plus 2.00%.

Additionally, the Company signed a revolving credit facility agreement (the "Credit facility") with Desjardins. The amount available to the Company under the facility is calculated as the lesser of the \$5,000 and a function of royalties, receivables and inventory at an interest rate of Canadian prime plus 1.50%. As at December 31, 2024, the Company had not drawn on the \$1,857 available under the Credit Facility.

The Credit Facility and Term Loan are secured by the Company's assets and includes a Minimum Liquidity Position covenant (the "Covenant") which requires EnWave to maintain a liquidity position greater than or equal to the greater of the 6-month trailing or projected cash burn, calculated on a free cash flow basis. The Covenant is tested monthly. As of the date of this report, the Company is compliance with the covenant.

The Credit Facility and Term Loan provides the Company with non-dilutive financing, as needed, to execute an intensified sales strategy. EnWave plans to attract sales talent and increase the Company's international presence in key growth markets.

Overall Performance

For the quarter ended December 31, 2024, EnWave reported revenues of \$1,177 compared to \$1,262 for the same period in 2023, a decrease of \$85 or 7%. EnWave reported a net loss of \$938 for Q1 2025, compared to a net loss of \$1,144 for Q1 2024, an improvement of \$206, due to increased royalties and an overall decrease in expenses, offset by a decrease in equipment construction contract revenue. During the quarter, the Company commissioned two large-scale machines.

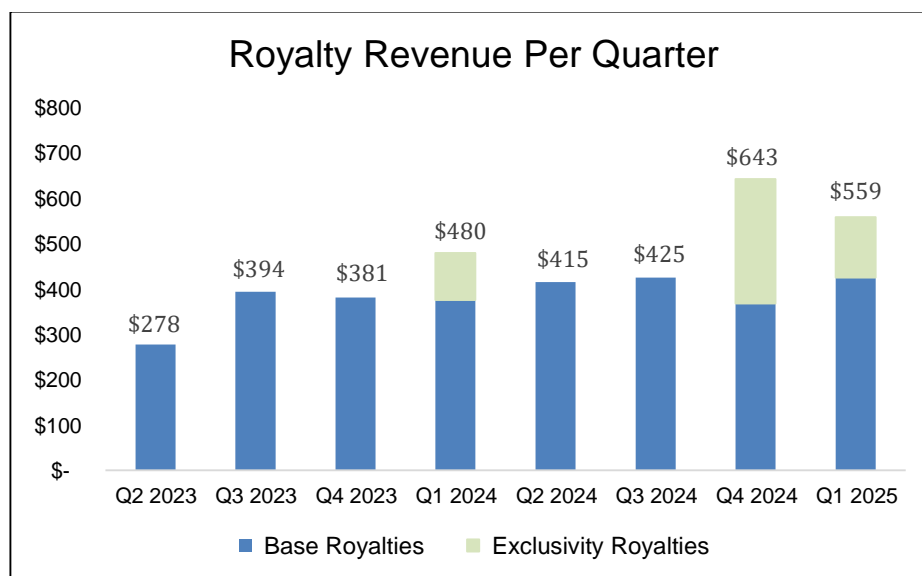
The Company reported an Adjusted EBITDA(*) loss of \$624 for Q1 2025 compared to \$756 for Q1 2024, an improvement of \$132. EnWave's revenues decreased by \$85 due to fewer machine contracts offset by increased royalties and tolling fees. EnWave had third-party royalty revenue of \$559 for Q1 2025, compared to \$480 for Q1 2024, an increase of \$79 or 16% as a result of increased royalty partners, product sales, partner production, and exclusivity payments. Royalties are payable to EnWave as a percentage of the value of products sold, the number of units produced by our royalty partners, or a set fee paid monthly or quarterly ("Base Royalties"). We also stipulate minimum annual royalty thresholds in our exclusive commercial license agreements, if granted, that must be met by the

licensee in order for the licensee to retain exclusivity for production in that geographic area (“Exclusivity Royalties”).

For Q1 2025, the Company reported a loss from discontinued operations of \$8 compared to \$151 for Q1 2024, an improvement of \$143. The improved net loss is a result of minimal activity associated with NutraDried as a result of the wind-down.

(*) Adjusted EBITDA is a non-IFRS Financial Measure. Please see the “Non-IFRS Financial Measures” section for more information.

The following shows the quarterly royalty revenues from the eight most recently completed quarters:



Commercial Licensing and Partnership Development

Equipment Purchase Agreement and License Amendment with Sprouted Proteins SAC

On February 19, 2025, the Company signed an equipment purchase agreement and a license amendment with Sprouted Proteins SAC (“Sprouted Proteins”) of Peru. Sprouted Proteins has purchased a 10kW REV™ machine and is leasing a second 10kW REV™ machine to ramp up commercial production. The amendment grants Sprouted Proteins with the exclusive right to produce certain starch-based snack products and instant soup mixes in Peru and sets annual minimum exclusivity royalty amounts payable to EnWave.

License Agreement Amendment with Patatas Fritas Torres S.L. of Spain

On February 17, 2025, the Company signed an amendment to the royalty-bearing license agreement with Patatas Fritas Torres S.L. (“PFT”) of Spain. The amendment expands the product portfolio for PFT, who is focused on commercializing healthy, protein-rich snack products. Under the terms of the amendment, PFT will pay EnWave additional minimum annual royalties in exchange for the expanded product definition.

License Agreement Amendment with BranchOut Food Inc.

On February 12, 2025, the Company signed an amendment to the royalty-bearing license agreement with BranchOut Foods Inc. (“BranchOut”) of Peru. The amendment grants BranchOut the exclusive right to produce dried blueberry products using EnWave’s REV™ technology in Peru. Pursuant to the amendment, BranchOut will pay a minimum of US\$50,000 in annual royalties relating to the sales of

blueberry products beginning in 2025. BranchOut is also contracted to pay additional minimum exclusivity royalties to EnWave in 2025 for the other existing rights granted in the License Agreement.

License Agreement, Equipment Purchase Agreement and Referral Agreement with CNTA of Spain

On October 23, 2024, the Company signed a research and development license agreement, an equipment purchase agreement and a referral agreement with CNTA, the Spanish National Centre for Food Technology and Safety. The equipment purchase agreement was for a 10kW REV™ machine that will showcase their state-of-the-art facility with the value proposition of REV™ technology.

Research & Development License and Lease Agreement with ELEA Technology GmbH

On December 12, 2024, the Company signed a research and development license and lease agreement for a 10kW REV™ machine with ELEA Technology GmbH (“ELEA”), the world’s leading pulse electric field (“PEF”) technology company. The research and development licence grants ELEA certain rights to use EnWave’s REV™ technology in combination with its PEF technology to develop best-in-class potato and vegetable snacks, with the intent to reduce or eliminate frying by pre-treating products with PEF before REV™-drying.

Technology Evaluation and License Option Agreement with Solve Solutions LTDA of Brazil

On January 07, 2025, the Company signed a technology evaluation and license option agreement with Solve Solutions Ltda (“Solve Solutions”), a Brazilian food company with a strategic focus on producing premium dried fruit, vegetable and snack products. Solve Solutions will rent a 10kW REV™ machine for use at their facility in the state of Santa Catarina, Brazil, which will enable expedited development of premium dried products for their target customers. If the trial is successful, Solve Solutions has the option to acquire the 10kW REV™ machine. During the term of the licence option agreement, Solve Solutions will hold an exclusive option to license EnWave’s REV™ drying technology to produce select fruits, vegetables and cheese snack products in the country of Brazil.

REV™ Machine Sales Pipeline

The Company rents REV™ machinery to companies evaluating the technology for specific product applications under Technology Evaluation and License Option Agreements (“TELOAs”). The strategy under these arrangements is to co-develop product applications using the technology for specific partner opportunities and to ultimately convert TELOAs into commercial licenses. EnWave earns revenue under TELOAs from short-term REV™ machine rentals as well as fees for access to EnWave’s R&D facilities and product development expertise. EnWave’s food scientists and engineers work with the prospective licensees during the term of the TELOA to formulate and optimize innovative products using REV™, and to develop a path towards commercialization.

EnWave’s current sales pipeline is comprised of multiple companies that have entered TELOAs as well as many earlier-stage prospects that are in active discussions about using REV™ under mutual non-disclosure agreements. Prospective licensees have the option of bypassing the TELOA phase and entering directly into a commercial license agreement concurrent with the purchase of REV™ machinery. This is often the case when the product applications have been previously proven commercially, or when the value proposition and business case are compelling enough for the prospect to enter directly into commercial production.

EnWave has a dedicated sales and marketing team focused on growing the number of commercial license agreements and securing new TELOAs. As of the date of this report, EnWave has three TELOAs with prospective licensees evaluating the use of REV™.

Machine Fabrication and Installation Pipeline:

The table below summarizes the current fabrication and commissioning schedule of machines purchased by EnWave licensees under Equipment Purchase Agreements as of the date of this MD&A:

Licensee	Machine Capacity	Licensed Product	Territory
Cannaponics	10kW GMP	Cannabis	Australia ⁽¹⁾
Unnamed Cannabis Operator	10kW GMP	Cannabis	Europe ⁽¹⁾
Umland Pure Dry	2 x 10kW	Cheese	U.S.A. ⁽¹⁾
Existing Royalty Partner	120kW	Fruits & Vegetables	Undisclosed ⁽²⁾
CNTA	10kW	Fruits & Vegetables	Spain ⁽¹⁾

- (1) The Company has completed fabrication of the machine for the royalty partner and is pending installation for commercial production.
- (2) Fabrication is on hold until the second trigger payment is received pursuant to the Equipment Purchase Agreement.

Research and Development License Agreements

EnWave has entered into Research and Development License Agreements (“RDLAs”) with several institutions and companies. An RDLA provides a company, under mutual non-disclosure agreements, the ability to perform research and development for testing on product or materials, independently or for third-parties, to determine if REV™ dehydration machinery is suitable. RDLAs, in certain cases allow for small scale commercial production if approval is granted by EnWave on a case-by-case basis.

EnWave has **9 RDLA’s** as summarized in the table below as at the date of this report:

Licensee	Machine Capacity	Territory
US Army	10kW	U.S.A.
Moore Parke Technology	10kW	Ireland
Cornell University	10kW	U.S.A.
Scitek Australia	10kW	Australia
Danish Institute of Technology	10kW	Denmark
Protein Isolate Plant International	10kW	Canada
Queensland University of Technology	10kW	Australia
CNTA	10kW	Spain
ELEA	10kW	Germany

Summarized Quarterly Results

The following is a selected summary of quarterly results for the eight most recently completed quarters to December 31, 2024, reported in Canadian dollars, the Company's presentation currency:

(\$ '000s)	2023			2024				2025
	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1
Revenues	4,635	2,486	1,457	1,262	663	2,622	3,634	1,177
Direct costs	(2,371)	(1,767)	(1,036)	(1,029)	(830)	(1,471)	(2,192)	(837)
Gross profit (loss)	2,264	719	421	233	(167)	1,151	1,442	340
Expenses	(1,577)	(1,637)	(1,026)	(1,377)	(1,392)	(1,386)	(854)	(1,268)
Net income (loss)	687	(918)	(605)	(1,144)	(1,559)	(235)	588	(938)
Discontinued operations	(3,386)	(1,031)	770	(151)	148	(32)	(13)	(8)
Adjusted EBITDA ⁽¹⁾	1,151	(192)	(324)	(756)	(1,268)	85	450	(624)
Loss per share: continuing operations – basic and diluted	0.01	(0.01)	0.00	(0.01)	(0.01)	0.00	0.00	0.00
Loss per share: discontinued operations – basic and diluted	(0.03)	(0.01)	0.00	0.00	0.00	0.00	0.00	0.00
Loss per share: Basic and diluted	(0.02)	(0.02)	0.00	(0.01)	(0.01)	0.00	0.00	0.00

(1) Adjusted EBITDA is a non-IFRS Financial Measure. Please see the "Non-IFRS Financial Measures" section for more information.

EnWave's revenues, direct costs and net loss fluctuate based on the timing of machine orders from companies in our sales pipeline. Management works closely with each company evaluating REV™ technology under TELOAs and research and development projects but is not able to accurately predict the timing and frequency of machine orders. The revenue in any given period will vary depending on the number of machine orders received and CLAs signed, and this causes variability in our quarterly financial performance. This variability in timing of machine orders affects our quarterly revenues and operating results. Additionally, the Company generates royalty revenues each quarter from the installed REV™ equipment base with its royalty partners but does not have the ability to direct or control the commercial launch and royalty growth of each partner's product offering, resulting in fluctuations in the royalties earned by the Company each quarter.

Selected Financial Information

The following table sets out selected consolidated financial information for the periods indicated and has been derived from EnWave's condensed consolidated interim financial statements and accompanying notes for the three months ended December 31, 2024 and 2023 and should be read in conjunction with those financial statements.

(\$ '000s)	Three months ended December 31,		
	2024	2023	Change %
Revenues	1,177	1,262	(7%)
Direct costs	(837)	(1,029)	(19%)
Gross margin	340	233	46%
Operating expenses			
General and administration	424	511	(17%)
Sales and marketing	486	351	38%
Research and development	358	401	(11%)
	1,268	1,263	0%
Net loss - continuous operations	(938)	(1,144)	(18%)
Net loss - discontinued operations	(8)	(151)	(95%)
Adjusted EBITDA ⁽¹⁾ loss	(624)	(756)	(17%)
Loss per share:			
Continuous operations – basic and diluted	\$ 0.00	\$ (0.01)	
Discontinued operations – basic and diluted	\$ 0.00	\$ 0.00	
Basic and diluted	\$ 0.00	\$ 0.00	

(1) Adjusted EBITDA is a non-IFRS financial measure. Please see the “Non-IFRS Financial Measures” section for more information, including a reconciliation to net loss.

Discussion of Operations

Revenue

EnWave generates revenue from the sale of REV™ machinery to royalty partners, rental revenue from short-term rentals of REV™ machinery to prospective royalty partners, toll manufacturing services and royalties earned from commercial license agreements.

(\$ '000s)	Three months ended December 31,	
	2024	2023
Revenue	1,177	1,262

Revenue for the three months ended December 31, 2024, was \$1,177, compared to \$1,262 for the three months ended December 31, 2023, a decrease of \$85. The decrease for Q1 2025 was due to a decrease in equipment construction contract revenue offset by higher royalties and tolling compared to Q1 2024. During Q1 2025, the Company commissioned two large-scale machines. In the comparative period, there was a large scale and small scale machine commissioned and a large scale machine that finished fabrication. The timing and frequency of each large-scale commercial machine order affects the timing of revenues from the sale of REV™ machinery.

EnWave continues to pursue revenue growth through commercial machine sales and by signing new royalty-bearing licenses that are accompanied by machine purchase orders. Revenue for EnWave is contract-based and is not considered seasonal; however, fluctuations in revenue will occur based on the magnitude and volume of commercial equipment sales contracts open during a given period.

During the quarter, a toll manufacturing contract and purchase order was completed for Branchout through REVworx™. The tolling revenue recognized from the completed purchase order was \$119 for

the three months ended December 31, 2024, compared to \$nil for the three months ending December 31, 2023.

EnWave reported royalties of \$559 for the three months ended December 31, 2024, compared to \$480 for the three months ended December 31, 2023, an increase of \$79 or 16%. Royalties are payable to EnWave as a percentage of the value of products sold, the number of units produced by our royalty partners, or a set fee paid monthly or quarterly. We also stipulate minimum annual royalty thresholds in our commercial license agreements, if granted, that must be met by the licensee in order for the licensee to retain exclusivity for production in that geographic area. Royalties increased for the three months ended December 31, 2024, year over year, due to increased royalties on sales and production and exclusivity payments.

We expect our royalties to grow as we supply additional REV™ machine capacity to our royalty partners and sign new license agreements.

Direct costs

Direct costs comprise the cost of components, manufacturing and tolling labour, overhead costs, depreciation of manufacturing and REVworx™ plant and equipment, inventory write-offs, warranty costs and product transportation costs. Direct costs comprise all direct costs related to the revenue generating operations of the Company.

(\$ '000s)	Three months ended December 31,	
	2024	2023
Direct costs	837	1,029
% of revenue	71%	82%

Direct costs for the three months ended December 31, 2024 were \$837, compared to \$1,029 for the three months ended December 31, 2023, a decrease of \$192. As a percentage of revenue, direct costs for the three months ended December 31, 2024, decreased by 11% due to two large scale machines being in the different stages of commissioning, more machine part sales, and higher tolling revenue compared to December 31, 2023.

General and administration

General and administration (“G&A”) expenses consist of wages, administration, accounting and audit fees, legal fees, investor relations, depreciation, insurance, and other corporate expenses.

(\$ '000s)	Three months ended December 31,	
	2024	2023
General and administration	424	511
% of revenue	36%	40%

G&A expenses for the three months ended December 31, 2024, were \$424 compared to \$511 for the three months ended December 31, 2023, a decrease of \$87 or 17%. The decrease in G&A expenses primarily relates to reduced legal costs associated with the Term Loan and Credit Facility which were capitalized as part of the transaction.

Sales and marketing

Sales and marketing (“S&M”) expenses include salaries and wages, travel expenses, consulting fees, promotional and marketing fees, commissions, agency fees, and office expenses related to selling and marketing activities.

Three months ended December 31,

(\$ '000s)	2024	2023
Sales and marketing	486	351
% of revenue	41%	28%

S&M expenses for the three months ended December 31, 2024, were \$486 compared to \$351 for the three months ended December 31, 2023, an increase of \$135 or 38%. The increase in S&M expenses is mainly attributable to increased trade show attendance, and marketing offset by reduced commissions paid to third-party sales representatives.

Research and development

Research and development (“R&D”) expenses include costs for the Innovation Centre; salaries for technicians and scientists, facility costs, depreciation, and R&D travel costs. Additionally, R&D expenses include global patent filing and some maintenance and overhead costs related to the Company’s REVworx™ tolling facility.

(\$ '000s)	Three months ended December 31,	
	2024	2023
Research and development	358	401
% of revenue	30%	32%

R&D expenses for the three months ended December 31, 2024, were \$358 compared to \$401 for the three months ended December 31, 2023, a decrease of \$43. R&D expenses decreased due to the fewer design projects and patent searches as compared to December 31, 2023. R&D expenses fluctuate depending on the timing and filing of additional patents and patent maintenance fees related to the Company’s intellectual property and new machine design.

We plan to invest in our global patent portfolio for new intellectual property in instances where there is a viable commercial application for the invention, and it strengthens our intellectual property position.

Stock-based compensation

Stock-based compensation expense was \$143 for the three months ended December 31, 2024, compared to \$115 for three months ended December 31, 2023. The overall increase in stock-based compensation expense was due to stock option grants or restricted share rights (“RSRs”) issued in Q1 2025.

(\$ '000s)	Three months ended December 31,	
	2024	2023
Stock-based compensation	143	115

Foreign exchange loss

Foreign exchange gain for the three months ended December 31, 2024 was \$147 compared to forex exchange loss of \$24 for the three months ended December 31, 2023. The majority of the Company’s foreign exchange gain or loss amounts consists of foreign exchange differences driven by our monetary assets and liabilities in US dollars (“USD”). The fluctuation of foreign exchange is consistent with the Canadian dollar’s appreciation or depreciation as measured against the USD for each period due to global macroeconomic factors.

Three months ended December 31,

(\$ '000s)	2024	2023
Foreign exchange (gain) loss	(147)	24

Discontinued Operations

Discontinued operations relates to the wind-down and discontinuation of NutraDried. There are no active operations, leases or employees of NutraDried as of the date of this report.

(\$ '000s)	Three months ended December 31,	
	2024	2023
Loss on discontinued operations	8	151

Liquidity and Capital Resources
Working capital

The components of the Company's working capital on December 31, 2024, and September 30, 2024 are:

(\$ '000s)	December 31, 2024	September 30, 2024
Current assets		
Cash and cash equivalents	3,986	4,762
Restricted cash	95	92
Trade receivables	864	642
Due from customers on contract	252	298
Loans receivable, current	703	979
Inventory	2,821	2,698
Prepays and other receivables	491	470
	9,212	9,941
Current liabilities		
Trade and other payables	1,387	1,830
Customer deposits and deferred revenue	272	322
Current portion of borrowings	120	-
Current portion of lease liabilities	602	576
	2,381	2,728
Working capital	6,831	7,213

As at December 31, 2024, the Company had working capital of \$6,831, compared to \$7,213 as at September 30, 2024. As at December 31, 2024, the cash and cash equivalents balance was \$3,986 compared to \$4,762 as at September 30, 2024, a decrease of \$776. The Company used net cash from operating activities of \$1,204 at December 31, 2024 compared to \$683 for the three months ended December 31, 2023.

EnWave had trade receivables of \$864 as at December 31, 2024, compared to \$642 as at September 30, 2024. The increase in EnWave's trade receivables relates to the net collections of deposits and performance milestones completed on equipment sales contracts and royalties.

Due from customers on contract to EnWave as at December 31, 2024, was \$252 compared to \$298 as at September 30, 2024, with the decrease related to billings made on construction contracts. The

amounts due from customers on contract are billed and collected when project-specific milestones are reached on each project.

EnWave had an inventory of \$2,821 as at December 31, 2024, compared to inventory of \$2,698 at September 30, 2024, an increase of \$123. The increase in inventory primarily relates to purchasing components for large machines.

EnWave had current loans receivable of \$703 as at December 31, 2024, compared to \$979 as at September 30, 2024, that relate to equipment finance loans made to customers under equipment purchase arrangements. The current loans receivable decreased due to repayment of loans during the quarter according to the scheduled amortization. The loans receivable bear interest at a weighted average rate of 10%, have terms ranging from 1 to 6 months and are amortized with monthly blended payments of interest and principal.

Trade and other payables as at December 31, 2024, includes \$1,327 of trade payables and accrued liabilities related to EnWave, compared to \$1,773 as at September 30, 2024 with the decrease associated with timing of payments made to vendors and other counterparties. Trade and other payables for NutraDried were \$60 as at December 31, 2024, compared to \$57 as at September 30, 2024, with the decrease related to the wind-down of the company.

Financing and liquidity

Cash and cash equivalents were \$3,986 as at December 31, 2024, compared to \$4,762 as at September 30, 2024. As at December 31, 2024, the Company had net working capital of \$6,831 compared to \$7,213 at September 30, 2024. The change in cash consists of:

(\$ '000s)	Three months ending December 31,	
	2024	2023
Cash used in operating activities from continuing operations	(1,204)	(683)
Cash generated from operating activities from discontinued operations	13	675
Cash generated from (used in) investing activities from continuing operations	40	(146)
Cash used in investing activities from discontinued operations	-	-
Cash generated from (used in) financing activities from continuing operations	282	(134)
Cash used in financing activities from discontinued operations	-	-

Management will continuously evaluate capital needs and make decisions based on current circumstances. The Company structures machine purchase and installation contracts with a deposit payable at the time of order, which provides advanced liquidity for the construction of the machine.

During Q1 2025, EnWave entered into a Credit Facility with Desjardins for growth and working capital purposes. The amount available to the Company under the Credit Facility is calculated as the lesser of \$5,000 and a function of royalties, receivables and inventory. As of December 31, 2024, approximately \$1,857 is available to the Company at a rate of Canadian prime plus 1.5%.

Additionally, during Q1 2025, EnWave received a Term Loan with Desjardins for \$500 with an amortization period of 48 months. The Term Loan is to be repaid monthly on equal and consecutive payments of principal plus interest at a rate of Canadian prime plus 2.00%.

The Credit Facility and Term Loan are secured by the Company's assets and includes a Minimum Liquidity Position Covenant which requires EnWave to maintain a liquidity position greater than or equal to the greater of the 6-month trailing or projected cash burn, calculated on a free cash flow basis.

The Covenant is tested monthly. As of the date of this report, the Company is compliance with the covenant.

This non-dilutive debt, in addition to the Company's available working capital, will be used to fund EnWave's growth strategy and for general working capital purposes. The Company had a cash and cash equivalents balance at December 31, 2024, of \$3,986 compared to \$4,762 at September 30, 2024. The Company is targeting to fund operations through cash flows generated from machine sales, rentals and royalties from the commercialization of *nutraREV*[®] and *quantaREV*[®] technologies, toll manufacturing opportunities through REVworx, the Term Loan and when needed, the Credit Facility. However, there can be no assurance that sufficient revenue will be generated to meet our cash needs or that the Credit Facility will be sufficient.

The ability to achieve our targeted future operating results is based on a number of assumptions that involve significant judgements and estimates, which cannot be assured. Our ability to fund our operating requirements depends on future operating performance and cash flows, which are subject to economic, financial, competitive, and business conditions, and other factors, some of which are beyond our control, such as commodity pricing and the macroeconomic environment. If we are unable to achieve our targeted operating results, our liquidity could be adversely impacted. If further capital is needed in the future, our operating results could adversely affect our ability to raise additional capital and there is no assurance that debt or equity financing will be available in sufficient amounts, with acceptable terms or in a timely basis.

Capital expenditures

During the three months ended December 31, 2024, EnWave received \$16 for a small divestiture of redundant plant and equipment compared to capital expenditures of \$167 for the three months ended December 31, 2023. The expenditures in the prior period related to the purchase of production equipment for the REVworx[™] facility. Although we plan to continue to invest in capital equipment as necessary to support our growth, our business is not overly capital intensive.

Contractual obligations

In the normal course of business, the Company enters into contracts that give rise to commitments for future minimum payments. The following table provides information about certain of the Company's significant contractual obligations as at December 31, 2024:

(\$ '000s)	Due within 1 year	Due between 1 - 3 years	Due after 3 years	Total
Financial liabilities				
Trade and other payables	1,387	-	-	1,387
Borrowings	120	346	-	466
Lease liabilities	602	875	9	1,486
Total	2,109	1,221	9	3,339

Transactions with Related Parties

During the three and three months ended December 31, 2024, the Company paid directors' fees to its three independent directors through a combination of cash and stock-based compensation for their services as directors of the Company.

The table below summarizes the transactions with related parties for the three months ended December 31, 2024, and 2023:

(\$ '000s)	2024	2023
	\$	\$
Directors' fees	15	20
Stock-based compensation	5	8
	20	28

Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and/or its subsidiaries, including any external director of the Company and/or its subsidiaries.

Remuneration of key management personnel of the Company, during the three months ended December 31, 2024, and 2023 comprises the following expenses:

(\$ '000s)	2024	2023
	\$	\$
Salaries, bonuses and short-term employee benefits	223	215
Stock-based compensation	84	53
	307	268

Critical Accounting Estimates

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates. The Company regularly reviews its estimates and assumptions; however, it is possible that circumstances may arise which may cause actual results to differ from management estimates, and these differences could be material. Estimates and underlying assumptions are reviewed on an ongoing basis and revisions to estimates are recorded prospectively.

Significant estimates and judgments used in the preparation of the consolidated financial statements are described in the annual audited consolidated financial statements for the year ended September 30, 2024.

Accounting Standards and Amendments Issued and not yet Adopted

The following IFRS standards have been issued by the ISAB and pronouncements that are not expected to have a significant impact have been excluded.

IFRS 18: Presentation and Disclosure in Financial Statements

IFRS 18 will replace IAS 1 Presentation of financial statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or

measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing management-defined performance measures within the financial statements.

Management is currently assessing the detailed implications of applying the new standard on the Company's consolidated financial statements. From the preliminary assessment performed, the following potential impacts have been identified:

- Although the adoption of IFRS 18 will have no impact on the Company's net profit, the Company expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported.
- The line items presented in the financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation.
- The way in which the information is grouped in the financial statement notes might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:
 - management-defined performance measures;
 - a break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss; and
 - for the first annual period of application of IFRS 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying IFRS 18 and the amounts previously presented applying IAS 1.
- From a cash flow statement perspective, interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.

The Company will apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information for the financial year ending September 30, 2028 will be restated in accordance with IFRS 18.

Financial Instruments Risk

The use of financial instruments exposes the Company to a number of risks. These risks include credit risk, liquidity risk, and market risk. The Company has established policies and procedures to manage these risks, with the objective of minimizing the adverse effects that changes in the variable factors underlying these risks could have on the Company's consolidated financial statements.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss being incurred by the Company. Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents, restricted cash, trade receivables, and due from customers on contract. The Company mitigates its exposure to credit loss by maintaining the majority of cash balances with major Canadian financial institutions.

The Company provides credit to its customers in the normal course of business and, as such, has exposure to credit risk in relation to the collection of trade receivables, due from customers on contract and loans receivable. Prior to issuing credit, management performs due diligence reviewing the

customer, taking into account its financial position, historical experience, and other factors. The Company minimizes its credit risk associated with trade receivables and due from customers on contract by maintaining ongoing close contact with customers and by reviewing individual account balances, and proactively following up on overdue amounts. The Company minimizes credit risk associated with loan receivables by performing due diligence prior to issuing loans, ensures customers are reputable companies, filing a lien on the equipment in the country the machine resides and using the machine equipment as collateral. As at December 31, 2024, the Company has recorded a \$nil (2023 - \$nil) provision for expected credit losses.

The Company is exposed to credit risk in trade receivables by way of concentration of credit with a small number of customers. The Company determines its concentration of credit risk if the balance is more than 10% of total revenue or trade receivables. The Company expects these customers to remain as large customers in the future. Significant change in these customer relationships could materially impact the Company's future financial results. The Company seeks and ordinarily obtains progress advances in respect of its construction contracts. The maximum exposure to loss arising from trade receivables is equal to their total carrying amounts.

The Company transacts with a number of Canadian chartered banks and other brokerages. Due to the creditworthiness of its counterparties, the Company regards all changes in fair value of foreign exchange derivatives as arising only from changes in market factors, including foreign exchange rates. The Company monitors the exposure to any single counterparty along with its financial position. If it is determined that a counterparty has become materially weaker, the Company will work to reduce its credit exposure to that counterparty.

The following table provides information regarding the aging of receivables as at December 31, 2024:

(\$ '000s)	Neither past due nor impaired	Past due but not impaired		
	0 – 30 days	31 – 90 days	91 – 365 days	Over 365 days
Trade receivables	749	10	105	-
Due from customers on contract	252	-	-	-
Loans receivable	732	-	-	-
Indirect tax receivable	4	-	-	-
Total	1,737	10	105	-

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

The Company manages liquidity risk through ongoing management and forecasting of cash flows, budgeting, and equity financings. Cash flow forecasting is performed to monitor cash requirements and to manage capital management decisions. Such forecasting takes into account current and potential customers, contractual obligations and the Company's technology development and commercialization expectations.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with varying maturities selected with regards to the expected timing of expenditures from continuing operations.

The Company attempts to ensure that sufficient funds are available to meet its operating requirements, after taking into account existing cash. The Company manages liquidity risk through

the management of its capital structure and financial leverage. As of December 31, 2024, the Company had current assets of \$9,212 to settle current liabilities of \$2,381.

Financial assets maturity table:

(\$ '000s)	<u>0 – 30 days</u>	<u>31 – 90 days</u>	<u>91 – 365 days</u>	<u>Over 365 days</u>
Cash and cash equivalents and restricted cash	3,986	52	43	-
Trade receivables	864	-	-	-
Due from customers on contract	252	-	-	-
Loans receivable	182	239	282	29
Indirect taxes receivable	4	-	-	-
Total	5,288	291	325	29

Financial liabilities maturity table:

(\$ '000s)	<u>0 – 30 days</u>	<u>31 – 90 days</u>	<u>91 – 365 days</u>	<u>Over 365 days</u>
Trade and other payables	1,225	162	-	-
Customer deposits and deferred revenue	37	199	36	-
Borrowings	10	20	90	346
Lease liabilities	48	97	457	884
Total	1,320	478	583	1,230

Market risk

Market risk is the risk that the fair value of future cash flows of the Company will fluctuate due to changes in interest rates and foreign currency exchange rates.

Interest rate risk

Interest rate risk refers to the risk that the value of a financial instruments or cash flows associated with the instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest risk from the interest rate impact on cash and cash equivalents, restricted cash, Term Loan and Credit Facility. The Company earns interest on deposits based on current market interest rates which during the three months ended December 31, 2024 ranged from 2.50% to 3.75% (2023 – 5.00% to 5.40%). The interest rate on the Term Loan during the three months ended December 31, 2024, ranged from 7.45% to 8.45% (2023 – nil%). A 1% change in interest rates would affect the results of operations by approximately \$26 (2023 - \$19).

Foreign exchange risk

The Company is exposed to the following foreign exchange risks related to the fluctuation of foreign exchange rates:

- (i) The Company is exposed to currency risk through suppliers with purchase orders denominated in US dollars.

- (ii) The Company is exposed to currency risk through customers with sales contracts denominated in US dollars.

A significant change in the currency exchange rate of the Canadian dollar relative to the US dollar could have an effect on the Company's results of operations. As at December 31, 2024, all of the Company's liquid assets and liabilities were held in Canadian dollars and US dollars.

A change in the value of the Canadian dollar by 10% relative to foreign currencies the Company is exposed to would have affected the Company's net loss for the three months ended December 31, 2024, and 2023 as follows:

	2024	2023
	\$	\$
(\$ '000s)		
US dollar	285	175

Capital management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure, which optimizes the cost of capital at an acceptable risk.

In the management of capital, the Company includes the components of equity attributable to common shareholders. The Company manages the capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue debt and acquire or dispose of assets. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

Non-IFRS Financial Measures

In addition to results reported in accordance with IFRS Accounting Standards, EnWave also uses certain non-IFRS financial measures that are not prescribed by the International Financial Reporting Standards and as such may not be comparable to similar measures presented by other companies. Management believes that these supplementary financial measures reflect the Company's ongoing business in a manner that allows for meaningful period-to-period comparisons, analysis of business trends and by use of analysts, investors, and interested parties to evaluate financial performance.

While management believes that Non-IFRS measures are helpful supplemental information, they should not be considered in isolation as an alternative to net income, cash flows generated by operating, investing or financing activities or other financial statement data presented in accordance with IFRS.

Non-IFRS financial measures include Adjusted EBITDA.

We define Adjusted EBITDA as earnings before deducting amortization and depreciation, stock-based compensation, foreign exchange gain or loss, finance expense or income, income tax expense or recovery, non-recurring income and expenses, restructuring and severance charges and discontinued operations. We believe that Adjusted EBITDA is a useful measure as it provides an indication of the operational results of the business after adjusting for non-recurring income and expenses, and non-cash expenses. We consider Adjusted EBITDA to be a key measure as it provides an alternative measure of profitability, before taking into account the Company's non-cash expenses, and it is used by management to measure performance; however, this metric is not defined under IFRS. As a result, this amount may not be comparable to those calculated by other issuers.

Below is a reconciliation of our quarterly net (loss) income to Adjusted EBITDA for the last eight quarters:

	Mar 31, 2023	Jun 30, 2023	Sep 30, 2023	Dec 31, 2023	Mar 31, 2024	Jun 30, 2024	Sep 30, 2024	Dec 31, 2024
(\$ '000s)								
Net (loss) income after income tax	(2,699)	(1,949)	165	(1,295)	(1,411)	(267)	575	(946)
Amortization and depreciation ⁽¹⁾	276	276	276	275	288	299	298	293
Stock-based compensation ⁽²⁾	197	103	88	115	71	32	30	143
Foreign exchange (gain) loss ⁽³⁾	(9)	54	(59)	24	(51)	(9)	35	(147)
Finance income ⁽⁴⁾	(33)	(53)	(53)	(52)	(54)	(42)	(63)	(47)
Finance expense ⁽⁴⁾	33	31	29	26	37	40	37	72
Non-recurring impairment and restructuring costs ⁽⁵⁾	-	315	-	-	-	-	(475)	-
Discontinued Operations ⁽⁶⁾	3,386	1,031	(770)	151	(148)	32	13	8
Adjusted EBITDA	1,151	(192)	(324)	(756)	(1,268)	85	450	(624)

Notes:

- (1) Amortization and depreciation of property, plant and equipment and intangible assets is a non-cash expense and therefore does not require any cash outlay by the Company.
- (2) These include awards that are settled through shares issued from treasury and generally do not require any cash outlay by the Company and are excluded to provide investors with a greater visibility to the underlying performance of operations.
- (3) Foreign exchange gains or losses arise from fluctuations in foreign exchange rates of the currencies we transact in, which are driven by macro-economic conditions that are generally not reflective of our business operations.
- (4) Finance income and finance expenses include interest on cash and cash equivalents, loan receivables, leased liabilities, and indebtedness.
- (5) Non-recurring impairment and restructuring costs do not form part of the costs to operate our ongoing operations and are not expected to reoccur in the future.
- (6) Discontinued operations relate to NutraDried, which has ceased operating and not part of the Company's continuing operations.

Non-IFRS financial measures do not have any standardized meaning prescribed by IFRS, and other companies may calculate these measures differently. The presentation of non-IFRS financial measures is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

Forward-looking Statements

Certain statements in this MD&A constitute forward-looking statements, based on management's expectations, estimates and projections. All statements that address expectations or projections about the future, including statements about the Company's strategy for growth, product development, market position, expected expenditures, and the Company's intended focus for the future are forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company and other results and occurrences may differ from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation:

- EnWave's ultimate success in selling, licensing or generating a sustainable royalty stream from its quantaREV®, nutraREV®, and freezeREV® technologies in the food, pharmaceutical and cannabis industries will depend, in a large part, on whether these targeted markets view these technologies as safe, effective and economically beneficial. Market acceptance will also depend on the Company's ability to demonstrate that its technologies are attractive alternatives to existing options and the most suitable vacuum-microwave option. If the



Company fails to demonstrate feasibility, commercially viable scale within acceptable product quality and equipment performance standards, or compete successfully against existing or potential competitors, its operating results may be adversely affected.

- EnWave has entered into commercial licenses and equipment supply agreements with several Royalty Partners in the food and cannabis processing industries. There is no guarantee that these Royalty Partners will successfully launch products that are sustainable in the marketplace or ultimately pay royalties to the Company. There is no guarantee these Royalty Partners will place future commercial machine orders with the Company or continue doing business with EnWave on favourable terms or at all.
- EnWave currently incurs expenditures related to the Company's operations and investment activities that may generate negative operating cash flow. Operating cash flow may decline in certain circumstances, many of which are beyond the Company's control. There is no assurance that sufficient revenues will be generated in the near future. Because the Company continues to incur significant expenditures on research and development, sales and marketing, and general and administrative expenses, the Company may experience negative operating cash flow until it reaches a sufficient level of sales and royalty earnings with positive gross margins to cover operating expenses.
- EnWave's operations may require importing and exporting goods and technology across international borders on a regular basis. The Company may be subject to various duties applicable to materials manufactured in foreign countries and may be affected by various other import and export restrictions, as well as other considerations or developments impacting upon international trade, including economic or political instability, shipping delays, and product quotas. Although the Company mandates strict compliance with Canadian, US, and other applicable international trade laws, there are no assurances that the Company's policies and procedures will prevent violations of such laws.
- EnWave's business success and progress is dependent upon securing additional funding to expand its business and develop new technologies. If the Company cannot raise capital from investors, lenders, secure grants, or generate sustained positive operating cash flow it may limit the Company's research and development, ongoing testing programs, regulatory approvals and ultimately impact its ability to commercialize its technologies.
- A significant reduction of purchases, whether as a result of postponements or delays in orders for our products, contractual disputes or otherwise, by any of our largest Royalty Partners, could have a material adverse effect on our business, financial condition, liquidity and results of operations.
- The Company's revenue model is dependent on joint product development projects with prospective Royalty Partners operating under TELOAs. The Company is unable to predict when and if the time and economic investment made during the sales cycle will convert into a CLA and revenue from the sale of equipment and royalty payments. This sales cycle can be long and does not necessarily translate into revenues, and there is no guarantee that companies evaluating the adoption of REV™ under TELOAs or R&D agreements will convert into CLAs. As a result, the Company cannot accurately predict the length of its sales cycle, which results in periodic fluctuations in revenues, profitability and cash flow.
- EnWave's business is dependent on its ability to obtain and maintain the proprietary nature of its technologies, products and manufacturing processes. There can be no assurance that we will not be subject to intellectual property infringement claims by others, or that any patent applications will result in patents being issued or that current or additional patents will afford protection against competitors. No guarantee can be given that others will not independently develop substantially equivalent proprietary information or techniques, or otherwise gain access to our proprietary technology.
- The Company's future success and competitive position depends, in part, on its ability to obtain and maintain the proprietary nature of its technologies, products and manufacturing processes. There can be no assurance that we will not be subject to intellectual property infringement claims by others, or that any patent applications will result in patents being issued or that current or additional patents will afford protection against competitors.

Actual results could, however, be substantially different due to the risks and uncertainties associated with and inherent to EnWave's business, as more particularly described in the "Risk Factors" section of the Company's 2024 Annual Information Form. Additional risks and uncertainties applicable to the forward-looking statements set out herein include, but are not limited to: fluctuations in EnWave's quarterly operating results; fluctuations in EnWave's operating and capital expenses; fluctuations in foreign exchange rates and interest rates that negatively impact EnWave; new or increased competition from other companies developing microwave vacuum technology; the inaccuracy of industry data and projections relied upon by EnWave; interruptions to EnWave's supply chain for key machine components; EnWave will become involved in material litigation; material defects and component quality of parts and raw materials sourced from EnWave suppliers; R&D efforts may not result in the creation of new or enhanced products in a timely or cost-effective fashion or at all; EnWave's royalty partners' and licensees' unwillingness to continue doing business with EnWave on favourable terms or at all; EnWave's business development efforts may not result in increased vertical and market penetration in the global dehydration industry; EnWave's technology may not function as intended or be suitable for the end users it is intended for; unknown or unexpected defects with EnWave's technology that are not correctable in a timely or cost-effective fashion or at all; necessary additional financing may not be available on favourable terms or at all; inability to recruit and retain qualified personnel; legal or regime changes, including changes to import and export requirements of foreign jurisdictions; political risk of domestic and foreign nations; war, terrorism, rebellion, revolt, protests, or other civil conflict; unionization, strikes or labour unrest; the global economic climate; general market trends; EnWave's intellectual property may not be sufficiently protected against third party infringement or misappropriation; EnWave's products may materially infringe on a third party's intellectual property rights; the ongoing ability and desirability of licensees to continue paying EnWave patent licensing royalties on a timely basis or at all; material litigation may arise; material unexpected costs related to EnWave's technology liability or warranty; product recalls or other food safety issues and regulatory actions could arise; information technology data and security breaches; fire, flood, earthquake, or other natural events; failure to obtain necessary permits, certifications, and authorizations; foreign currency fluctuations; share price volatility; unfavourable legal environments for the deployment of REV™ machinery for cannabis processing in certain jurisdictions; deficiencies in accounting policies or internal controls and procedures over financial reporting; insufficiency of insurance; unavailability of certain tax credits; unexpected tax liabilities; business interruptions and/or shutdowns caused by the health crises including epidemics, pandemic, or emergence/re-emergence of infectious diseases.

Although EnWave has attempted to identify factors that may cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, predicted, estimated or intended. Also, many of the factors are beyond the control of EnWave. Accordingly, readers should not place undue reliance on forward-looking statements. EnWave undertakes no obligation to reissue or update any forward-looking statements as a result of new information or events after the date hereof except as may be required by law. All forward-looking statements contained in this MD&A are qualified by this cautionary statement.

Off-balance Sheet Arrangements

As of the date of this MD&A, the Company had no material off-balance sheet arrangements.

Capital Structure and Outstanding Share Data

The common shares, warrants, options and RSRs outstanding and exercisable as at the following dates are shown below:

	December 31, 2024		February 24, 2025	
	Number	Weighted average exercise price \$	Number	Weighted average exercise price \$
Common shares outstanding	111,040,055	N/A	111,090,055	N/A
Options				
Outstanding	6,855,385	0.45	6,865,385	0.45
Exercisable	3,328,718	0.68	3,328,718	0.68
RSRs				
Outstanding	210,000	0.72	160,000	0.67

As of the date of this MD&A, the Company has 111,090,055 common shares issued and outstanding. We maintain a Stock Option Plan (the “Option Plan”) that enables us to grant options to directors, officers, employees and consultants. We maintain a Restricted Share Rights Plan (the “RSR Plan”) that enables us to grant RSRs to directors, officers, employees and consultants. The Option Plan and RSR Plan permits the granting of compensation securities up to an aggregate maximum of 10% of our issued and outstanding common shares from time to time on a non-diluted basis, and the maximum number of RSRs granted thereunder is further limited to 1,895,000.

Other MD&A Requirements

Information pursuant to National Instrument 51-102.

Copies of all previously published financial statements, MD&A, meeting materials, press releases, etc., are available on Company’s website at www.enwave.net, or on the SEDAR+ website at www.sedarplus.ca.

Directors and officers as at the date of this MD&A:

Directors	Senior Officers	Position
John P.A. Budreski	John P.A. Budreski	Executive Chairman
Brent Charleton	Brent Charleton, CFA	President and Chief Executive Officer
Louise Lalonde	Dylan Murray, CPA, CA	Chief Financial Officer
Patrick Turpin		
Pablo Cussatti		

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