

**POND TECHNOLOGIES HOLDINGS INC.**  
**ANNUAL MEETING OF SHAREHOLDERS**  
**NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS**

You are receiving this notice-and-access notification (the “**NA Notice**”) as Pond Technologies Holdings Inc. (the “**Corporation**”) has decided to use the notice-and-access model for delivery of meeting materials to its beneficial holders (“**Beneficial Shareholders**”) of common shares (“**Common Shares**”) for the Annual Meeting (the “**Meeting**”) of holders of Common Shares which will be held on Tuesday, July 30, 2024 at 10:00 a.m. (Toronto time). Beneficial Shareholders will receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of meeting and management information circular (“**Information Circular**”), Beneficial Shareholders receive this NA Notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible as it will help reduce paper use and also will reduce the cost of printing and mailing materials to shareholders.

**MEETING DATE AND LOCATION:**

**WHEN:** Tuesday, July 30, 2024 at 10:00 a.m. (Toronto time)  
**WHERE:** 250 Shields Court, Unit 8  
Markham, Ontario, L3R 9W7

**SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:**

**Financial Statements:** Although no vote is required, shareholders will receive and consider the Corporation’s consolidated financial statements for the year ended December 31, 2023, together with the report of the auditors thereon.

**Fixing Number of Directors:** Shareholders will be asked to fix the number of directors to be elected at the Meeting to six (6) members. Information respecting fixing the number of directors may be found in the “*Fixing the Number of Directors*” section of the Information Circular.

**Election of Directors:** Shareholders will be asked to elect six (6) directors for the ensuing year. Information respecting the election of directors may be found in the “*Election of Directors*” section of the Information Circular.

**Appointment of Auditor:** Shareholders will be asked to reappoint Baker Tilly WM LLP, as the Corporation’s auditor for the ensuing year and authorize the Corporation’s directors to fix their remuneration. Information respecting the appointment of Baker Tilly WM LLP, may be found in the “*Appointment of Auditor*” section of the Information Circular.

**Legacy Stock Option Plan:** Shareholders will be asked to consider, and if thought appropriate, pass an ordinary resolution approving the Corporation’s existing stock option plan. Information respecting the Corporation’s existing stock option plan may be found in the “*Legacy Stock Option Plan Resolution*” section of the Information Circular.

**Equity Incentive Plan:** Shareholders will be asked to consider, and if thought appropriate, pass an ordinary resolution approving the Corporation’s existing omnibus equity incentive plan. Information respecting the Corporation’s existing omnibus equity incentive plan may be found in the “*Equity Incentive Plan Resolution*” section of the Information Circular.

**Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to

vote on any such other business may be found in the “*Voting by Proxies*” section of the Information Circular.

**SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.  
WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Meeting materials can be viewed online at [www.sedarplus.ca](http://www.sedarplus.ca) or at the Corporation’s internet address as follows:

<https://pondtech.com/investors/#filings>

**HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Beneficial Shareholders may request that a paper copy of the Information Circular and/or financial information be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR+ by:

- Visiting the following internet address:  
<https://pondtech.com/investors/#filings>
- Call toll-free in North America 1-855-257-6631; or
- Sending an email to [info@pondtech.com](mailto:info@pondtech.com)

Requests should be received **at least five (5) business days in advance** of the proxy cut-off date and time set out in the accompanying proxy or voting instruction form in order to receive the Meeting materials in advance of such date and the date of the Meeting.

In relation to the Meeting, Registered Shareholders will receive a paper copy of the Information Circular and a form of proxy whereas Beneficial Shareholders will only receive this NA Notice and a proxy or voting instruction form. Furthermore, a paper copy of the Corporation’s financial statements and related management’s discussion and analysis for the most recently completed financial year end will be mailed to Registered Shareholders and only Beneficial Shareholders who responded to the supplemental mail card pursuant to National Instrument 54-101.

**VOTING:**

Beneficial Shareholders are asked to return their proxies or voting instruction forms using one of the methods as set out in the accompanying proxy or voting instruction form at least one (1) business day in advance of the proxy cut-off date (or earlier if sending by regular mail).

**Shareholders with questions about notice-and-access can email the Corporation at [info@pondtech.com](mailto:info@pondtech.com) or call toll free at 1-855-257-6631**