

ONDINE BIOMEDICAL INC.

Suite 888, 1100 Melville Street
Vancouver, British Columbia
Canada V6E 4A6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Ondine Biomedical Inc. (the “**Company**” or “**Ondine**”) will be held virtually on June 26, 2025 at 8:00 a.m. (Pacific time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the year ended December 31, 2024, together with auditor’s report thereon;
2. to re-elect Carolyn Cross, Nicolas G. Loebel, Jean Charest, Jean Duvall, Junaid Bajwa, and Margaret Shaw as directors for the ensuing year;
3. to re-appoint PricewaterhouseCoopers LLP as auditor for the ensuing year; and
4. to transact such other business as may properly come before the Meeting.

This year we will hold our Meeting in a virtual only format, which will be conducted via live audio webcast.

The items of business set forth in this Notice may be considered at the Meeting or at any adjournment or postponement of the Meeting.

DATED at Vancouver, British Columbia this 4th day of June, 2025.

ON BEHALF OF THE BOARD OF DIRECTORS



Carolyn Cross
Chief Executive Officer and Director



IMPORTANT NOTES

The following notes explain the general rights of Shareholders and holders of Depositary Interests and the rights to vote at the Meeting or to appoint someone else to vote on their behalf.

What is the difference between holding shares as a registered shareholder and as a holder of Depositary Interests?

Summarized below are some distinctions between shares held of record and those held by way of Depositary Interests.

Registered Shareholders

If your shares are registered directly in your name with our transfer agent and registrar, Computershare Investor Services Inc., you are the registered shareholder of the shares. As the registered shareholder, you have the right to grant a proxy to vote your shares to representatives from the Company or to another person, or to vote your shares at the Meeting. You have received a proxy card to use in voting your shares either by mail or email.

Holder of Depositary Interests

If your shares are held by way of Depositary Interests, they are held by Computershare Investor Services PLC, as depositary (the "**Depositary**") pursuant to an agreement with the Company dated November 25, 2021 and registered in the name of Computershare Company Nominees Limited as nominee and custodian.

As a holder of Depositary Interests, you have the right to direct the Depositary to vote your shares in accordance with instructions submitted via the CREST system, provided that such instructions are received by the Company's agent, Computershare Investor Services PLC (ID number 3RA50), no later than 4:00 p.m. (U.K. time) on June 23, 2025. However, as a holder of Depositary Interests, you may not attend or vote your shares at the Meeting, or any adjournment or postponement thereof, unless you obtain a Letter of Representation from the Depositary giving you the right to do so. Should the holder or a representative of that holder wish to attend the Meeting and/or vote at the Meeting, they should notify the Depositary by email at IUKALLDITeam2@computershare.co.uk.

Registered shareholders

As a registered shareholder of Ondine, you are invited to attend the Meeting virtually and are entitled and requested to vote on the items of business described in the attached notice of meeting (the "**Notice**").

You may attend the Meeting and any adjournment or postponement thereof only if you were a registered shareholder of Ondine at the close of business on May 27, 2025 (the "**Record Date**") or you hold a valid proxy to vote at the Meeting.

You are entitled to vote at the Meeting or at any adjournment or postponement thereof only if you were a registered shareholder at the Record Date or you hold a valid proxy to vote at the Meeting.

The Meeting will begin promptly at 8:00 a.m. (Pacific time). Please allow ample time to check into the Meeting online and complete the related procedure.

How do I attend the Meeting?

Registered shareholders and duly appointed proxyholders can attend the Meeting online by going to <https://meetnow.global/M4G2S2D>. Such persons may then enter the Meeting by clicking "Shareholder" and entering a Control Number or an Invite Code before the start of the Meeting. Registered shareholders and duly appointed proxyholders may then participate, vote, or submit questions during the Meeting's live webcast.

Registered shareholders: The 15-digit control number located on the form of proxy or in the email notification you received is the Control Number.

If you are using a 15-digit control number to login to the Meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies. However, in such a case, you will be provided the opportunity to vote by ballot on the matters put forth at the Meeting. If you DO NOT wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case you can only enter the Meeting as a guest.

Duly appointed proxyholders: Computershare will provide the proxyholder with an Invite Code by email after the voting deadline has passed and the proxyholder has been duly appointed AND registered as described under the heading "*Appointment of a Third Party as a Proxy*" below.

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

How can I vote at the Meeting?

Registered shareholders may vote their shares at the Meeting by completing a ballot online during the Meeting.

How can I vote without attending the Meeting?

You may direct how your shares are to be voted without attending the Meeting or any adjournment or postponement thereof. If you are a registered shareholder, you may vote by completing, signing and dating the enclosed proxy card and returning it in the enclosed envelope, or by telephone or via the Internet. Each shareholder submitting a proxy has the right to appoint one or more proxyholders to represent the shareholder at the Meeting to the extent and with the powers conferred by the proxy.

For directions on how to vote, please refer to the following instructions and, if you are a registered shareholder, those included on your proxy card. A proxy card will not be valid unless completed and deposited in accordance with the instructions set out in the proxy form.

Voting by Internet

Registered shareholders may vote over the Internet by following the instructions on the proxy card.

Voting by Telephone

Registered shareholders may vote by telephone by calling 1-866-732-8683 or for registered shareholders outside of North America, by calling the number indicated on your proxy, and following the instructions.

Voting by Mail

Registered shareholders may vote by mail by signing, dating and returning their proxy to our transfer agent, Computershare Investor Services Inc. at the following address:

Computershare Investor Services Inc.
100 University Ave, 8th Floor,
Toronto, ON M5J 2Y1

Appointment of a Third Party as Proxy

Each shareholder has the right to appoint a person or a company (who need not be a shareholder) to attend and act for him/her and on his/her behalf at the Meeting other than the persons designated in the enclosed form of proxy.

The following applies to shareholders who wish to appoint someone as their proxyholder other than the person designated in the enclosed form of proxy or voting instruction form.

Registered shareholders who wish to appoint a third-party proxyholder to attend and participate at the Meeting as their proxy and vote their shares MUST submit their form of proxy, appointing that person as proxyholder AND register that proxyholder online, as described below. Registering your proxyholder is an additional step to be completed AFTER you have submitted your form of proxy. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting.

Step 1: Submit your form of proxy. To appoint someone other than the persons designated in the enclosed form of proxy as proxyholder, insert that person's name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy. This must be completed before registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy.

Step 2: Register your proxyholder: To register a third-party proxyholder, shareholders MUST visit <http://www.computershare.com/online> before 8:00 a.m. (Pacific time) on June 24, 2025 and provide Computershare with the required proxyholder contact information so that Computershare may provide the proxyholder with an Invite Code via email. Without an Invite Code, the proxyholder will not be able to vote at the Meeting but will be able to participate as a guest.

Registering the proxyholder is an additional step once a Shareholder has submitted their proxy form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an Invite Code to participate in the meeting.

What shares can I vote?

You are entitled to one vote for each common share of the Company that you owned as at the Record Date at the Meeting and any adjournment or postponement thereof. You may vote all shares owned by you on the Record Date, being those shares held directly in your name as the registered shareholder. On

the Record Date, there were 34 registered shareholders holding a total of 443,233,174 common shares of the Company.

How will my shares be voted if I appoint a proxy?

Your shares will be voted as you specifically instruct on your proxy. If you sign and return your proxy without giving specific instructions, your shares will be voted as recommended by our Board. Additionally, the form of proxy confers discretionary authority upon the persons named therein with respect to: (i) the matters set out in the proxy if no choice is specified; (ii) amendments or variations to matters identified in this document; and (iii) other matters which may properly come before the Meeting; provided that, in the case of items (ii) and (iii) such amendments, variations or other matters were not known to our management a reasonable time prior to the solicitation of proxies. If any matters which are not now known should properly come before the Meeting, persons named in the form of proxy will vote on such matters in accordance with their best judgment. At the time of printing this document, our management is not aware of any amendment, variation or other matters which are to come before the Meeting other than those meetings identified in the accompanying Notice.

Will shares that I own as a registered shareholder be voted if I do not timely return my proxy card?

If you do not timely return your proxy card, your shares will not be voted unless you or your proxyholder attends the online Meeting and any adjournment or postponement thereof and votes.

When is the deadline to vote by proxy?

If you hold shares as the registered shareholder, your vote by proxy must be received before 8:00 a.m. (Pacific time) on June 24, 2025 or two business days prior to any adjournment of the Meeting.

May I change or revoke my vote?

If you are a registered shareholder, you may change your vote by: (i) providing a written notice of revocation to our Corporate Secretary at the address set out below under the heading “*How do I obtain additional copies of this document or voting materials?*” provided that such notice is received prior to close of business on June 24, 2025; (ii) by attending the online Meeting and voting; or (iii) by granting a subsequent proxy. To be effective, the subsequent proxy must be deposited before the time specified above under the heading “*When is the deadline to vote by proxy?*” for the deposit of proxies.

If you have followed the process for attending and voting at the Meeting online, voting at the Meeting online will revoke your previous proxy.

I share an address with another shareholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy?

If you share an address with another shareholder, you may receive only one set of proxy materials unless you have provided contrary instructions. If you wish to receive a separate set of the materials, please request the additional copy by contacting us by email at IR@ondinebio.com.

A separate set of the materials will be sent promptly following receipt of your request.

If you are a registered shareholder and wish to receive a separate set of proxy materials in the future, or if you have received multiple sets of proxy materials and would like to receive only one set in the future, please contact our transfer agent, Computershare Investor Services Inc. at:

Computershare Investor Services Inc.
100 University Ave, 8th Floor,
Toronto, ON M5J 2Y1
1-800-564-6253 (Canada or the United States)
1-514-982-7555 (International toll free)

Shareholders also may write to, or email us, at the address below to request a separate copy of the proxy materials:

Ondine Biomedical Inc.
Suite 888, 1100 Melville Street
Vancouver, BC V6E 4A6
IR@ondinebio.com

Who pays the cost of soliciting proxies for the Meeting?

The Company will bear the cost of solicitation. This solicitation of proxies is being made to shareholders by mail, but may be supplemented by telephone or other personal contact.

Holders of Depositary Interests

How do I attend and participate at the Meeting?

As a Depositary Interest holder, you may not attend the Meeting unless you obtain a Letter of Representation from the Depositary giving you the right to do so.

Should a Depositary Interest holder, or a representative of that holder, wish to attend the Meeting and/or vote at the Meeting, they should notify the Depositary by email at **!UKALLDITeam2@computershare.co.uk**.

A Depositary Interest holder **MUST** visit <http://www.computershare.com/ondine> before 8:00 a.m. (Pacific time) on **June 24, 2025** and provide Computershare with the required Depositary Interest holder contact information so that Computershare may provide the depositary interest holder an Invite Code via email. Without an Invite Code, a Depositary Interest holder will not be able to vote at the Meeting.

Duly appointed proxyholders can attend the Meeting online by going to <https://meetnow.global/M4G2S2D>. Such persons may then enter the Meeting by clicking "Invitation" and entering the Invite Code before the start of the Meeting.

Duly appointed proxyholders: Computershare will provide the proxyholder with an Invite Code by email after the voting deadline has passed and the proxyholder has been duly appointed AND registered as described under the heading "*Appointment of yourself or a Third Party as Proxy*" below.

If you attend the Meeting online, it is important that you are connected to the Internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for

the duration of the Meeting. You should allow ample time to check into the Meeting online and complete the related procedure.

How can I vote at the Meeting?

Duly appointed proxyholders may vote at the Meeting by completing a ballot online during the Meeting.

How can I vote without attending the Meeting?

Depositary Interest holders may instruct the Depositary how to vote by returning a duly completed form of Instruction, or by utilising the CREST electronic voting service. To instruct the Depositary how to vote or amend an instruction to vote via the CREST system, the CREST message must be received by the Company's agent, Computershare Investor Services PLC (CREST ID3RA50), no later than 4:00 p.m. (U.K. time) on June 23, 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message.

CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s), should contact their CREST sponsor or voting service provider(s) for assistance. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual which is available from www.Euroclear.com/CREST

What shares can I vote?

You may vote all shares owned by you on the Record Date, being shares held by way of Depositary Interests.

May I change or revoke my vote?

For shares you hold by way of Depositary Interests, you may change your vote by timely submitting a new Form of Instruction, or by submitting voting instructions to your CREST sponsor or voting services provider, as applicable (which revokes your earlier instructions), or, if you have obtained a proxy giving you the right to vote your shares through the CREST system, by attending the online Meeting and voting.

Appointment of yourself or a Third Party as Proxy

If you are a holder of Depositary Interests and wish to appoint either yourself or a third party as your proxyholder to attend and participate at the Meeting, you may do so by notifying the Depositary by email at [!UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk).

A Depositary Interest holder **MUST** visit <http://www.computershare.com/online> before 8:00 a.m. (Pacific time) on June 24, 2025 and provide Computershare with the required depositary interest holder contact information so that Computershare may provide the Depositary Interest holder an Invite Code via email. Without an Invite Code, a Depositary Interest holder will not be able to vote at the Meeting but will be able to participate as a guest.

General information

Why is the Company having a virtual only Meeting?

This year we will hold our Meeting in a virtual only format, which will be conducted via live audio webcast as included in the Notice.

What information is contained in this document?

The information included in these Explanatory Notes relate to the items of business to be voted on at the Meeting and the voting process.

What items of business will be voted on at the Meeting?

The items of business to be voted on at the Meeting are:

- the re-election of Carolyn Cross, Nicolas G. Loebel, Jean Charest, Jean Duvall, Junaïd Bajwa, and Margaret Shaw as directors of the Company to hold office until the 2026 annual meeting of shareholders or until their successors are elected and qualified, subject to earlier resignation or removal;
- the re-appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors for the Company for the ensuing year; and
- to transact such other business as may properly come before the Meeting.

What are my voting choices?

You may vote: (1) "FOR" or "WITHHOLD" on the election of any or all nominees for election as directors, and (2) "FOR" or "AGAINST" on the appointment of PricewaterhouseCoopers LLP as auditors for the ensuing year.

How does the Board recommend that I vote?

The Board recommends that you vote your shares: (1) "FOR" each of its nominees for re-election as directors; and (2) "FOR" the re-appointment of PricewaterhouseCoopers LLP as auditors for the ensuing year.

What vote is required to approve each item?

To conduct business at the Meeting, a quorum consisting of at least one shareholder must be present or represented by proxy.

The votes required to approve each item of business are as follows:

Items	Required Vote
Election of Directors	Plurality of votes – nominees receiving the six highest number of votes at the Meeting will be elected.
Appointment of auditors	Majority of the votes cast on the proposal.

What happens if additional items are presented at the Meeting?

We are not aware of any item that may be voted on at the Meeting that is not described in the Notice. However, the holders of the proxies that we are soliciting will have the discretion to vote them in accordance with their best judgment on any additional matters that may be voted on, including matters incidental to the conduct of the Meeting.

Where can I find the voting results?

We expect to announce preliminary voting results at the Meeting and to publish final results in a press release that we will issue following the Meeting. A copy of the press release will be available on our website at www.ondinebio.com.

Obtaining Additional Information

How may I obtain financial and other information about Ondine Biomedical Inc.?

The Company's consolidated financial statements are included in our 2024 Annual Report, which is available on our website at www.ondinebio.com.

We also will furnish a copy of our 2024 Annual Report without charge to any shareholder who so requests by writing to our Interim Chief Financial Officer at the address below under the heading "*How do I obtain additional copies of this document or voting materials?*"

What if I have questions on the Meeting or need assistance with voting my Shares?

If you are a registered shareholder and have questions concerning share certificates, ownership transfer or other matters relating to your share account, please contact our transfer agent at the following address:

Computershare Investor Services Inc.
100 University Ave, 8th Floor,
Toronto, ON M5J 2Y1
1-800-564-6253 (Canada or the United States)
1-514-982-7555 (International toll free)

How do I obtain additional copies of this document or voting materials?

If you need additional copies of this document or voting materials, please contact us at:

Ondine Biomedical Inc.
Suite 888, 1100 Melville Street
Vancouver, BC, V6E 4A6
IR@ondinebio.com

Following the Meeting, a recording of the audio webcast of the Meeting will be made available for listening on the Company's website at www.ondinebio.com and will remain available until the Company's 2026 annual general meeting.

If you have any questions regarding the Meeting or require assistance with voting, you may contact Computershare Investor Services Inc. at 1-800-564-6253.

EXPLANATORY NOTES TO THE RESOLUTIONS

The notes on the following pages give an explanation of the proposed Resolutions.

The items of business set out in the Notice have been included at the direction of our Board. Our Board unanimously recommends that you vote “FOR” all the nominees in item 2 and “FOR” the proposal in item 3.

Item 1 – Audited Financial Statements and Auditors’ Report

The first item of business is the requirement for Shareholders to receive and consider the audited financial statements of the Company for the year ended December 31, 2024, together with auditor’s report thereon.

Matters to be voted on

Item 2 – Re-Election of Directors

The term of office of each of the six current directors of the Company will end at the conclusion of the Meeting. Upon the recommendation of the Nomination and Governance Committee, the Board has set the number of directors at six and nominates the following individuals for election as directors of the Company: Carolyn Cross, Nicolas G. Loebel, Jean Charest, Jean Duvall, Junaid Bajwa, and Margaret Shaw. Unless a director’s office is vacated earlier in accordance with provisions of the *Business Corporations Act* (British Columbia), each of the six directors elected at the Meeting will hold office until the conclusion of the next annual meeting of the Company, or if no director is then elected, until a successor is elected.

The following are biographies for each of management’s seven nominees for election as directors:

Carolyn Cross (aged 63) – Chief Executive Officer and Founder

Ms. Cross joined the Board on March 31, 2004. Ms. Cross was one of the initial founders and financial supporters of Ondine Biomedical Inc. in 1999, and currently serves as Chief Executive Officer of the Company. She is a board member and Treasurer of the International Photodynamic Association. She served two terms on the National Research Council of Canada and on the NRC’s Departmental Audit Committee and was a Board Director of Canada Foundation for Innovation, a Canadian Crown Corporation. Ms. Cross has over 25 years’ direct experience working with early-stage companies and 30 years’ experience with public market securities. Earlier in her career, Ms. Cross was responsible for managing pension, pooled, mutual and private client funds as a Vice President with Royal Bank Investment Management Inc. Ms. Cross is a Chartered Financial Analyst (CFA) and has an MBA from York University and an HBA from the University of Western Ontario (Western University). In 2016, Ms. Cross was awarded the Meritorious Service Cross by the Governor General of Canada for her work developing photodisinfection technologies in Canada. She is also a recipient of the Queen Elizabeth II Diamond Jubilee Medal among other awards.

Nicolas G. Loebel, PhD (aged 64) – President and Chief Technology Officer

Dr. Loebel joined the Board on February 22, 2017. Dr. Loebel serves as President and Chief Technology Officer to the Company and provides technical, scientific and leadership vision for Ondine, with primary responsibility for the US sector of the company. Dr. Loebel has pioneered the development and launch of

photodisinfection as an innovative alternative to traditional antibiotics and has won numerous awards and recognition for his work, including the 2017 Clinical PDT Research Excellence Award in Coimbra, Portugal and the International Photodynamic Association's Lifetime Achievement Award granted in 2022 in Nancy, France. As a biomedical engineer, Dr. Loebel has over 30 years of experience in drug, medical device and combination product development, and he also focuses on business development and corporate finance in both public and private market sectors. He has authored numerous publications and patents, and lectures regularly on antimicrobial photodynamics around the world.

The Honourable Jean Charest (aged 67) – Chairman

Jean Charest joined the Board on January 30, 2018, serves as the Chair of the Company, and is a member of the Audit and Risk Oversight Committee and the Remuneration Committee.

As Deputy Prime Minister of Canada and Premier of Québec, and with a public service career spanning almost 30 years, he is one of Canada's best known political figures.

Jean Charest was first elected to the House of Commons in 1984 and, at age 28, became Canada's youngest cabinet minister as Minister of State for Youth. In 1991, he was named Minister of the Environment and Minister of Consumer and Corporate Affairs and Registrar General and Deputy Prime Minister of Canada in 1993.

In 1994, Jean Charest was chosen Leader of the federal Progressive Conservative Party. He held that post until 1998 when he became Leader of the Quebec Liberal Party. Mr. Charest then broke a 50-year provincial record by winning three consecutive election campaigns in 2003, 2007 and 2008.

Furthermore, the Charest government initiated an unprecedented labour mobility agreement between France and Québec and was best known for a major initiative for the sustainable development of Northern Québec called "Plan Nord". Jean Charest is notably the initiator of the negotiation for the Canada-European Union Comprehensive Economic Trade Agreement (CETA).

He is today a Partner at Canadian firm Therrien, Couture, Joli-Coeur, where he provides invaluable expertise to the firm's clients with his in-depth knowledge and experience with public policy, corporate Canada, and international matters. As a strategic advisor with a unique perspective, he supports clients on complex transactions, projects, and international mandates.

Jean Duvall (aged 62) – Senior Independent Non-Executive Director

Ms. Duvall joined the Board on November 15, 2021 and is a member of the Remuneration Committee and the chair of the Nomination and Governance Committee. Ms. Duvall is Co-Founder and CEO of ReproNovo SA, a company focused on reproductive medicine and women's health and is a Board member of Roquefort Therapeutics plc (LSE: ROQ). She is also Co-Founder and was Chair of cell and gene therapy specialist, Trizell Holding, an affiliate of Ferring Pharmaceuticals. Ms. Duvall co-initiated and drove Ferring's entry into gene and cell therapy with the acquisition of the assets and founding of Trizell. She grew the company from ~50 to 250 employees, and into a fully integrated group including R&D and manufacturing capabilities in Finland, UK and Switzerland.

Ms. Duvall was previously Executive Vice President at Ferring Pharmaceuticals, where she was responsible for a number of functions on a global basis, including corporate development, legal and compliance. She also served as the secretary to the board of directors. Prior to joining Ferring she was general counsel at Elan Corporation.

Ms. Duvall has a Bachelor of Science degree from Case Western Reserve University and a Juris Doctor degree from Ohio State University.

Junaid Bajwa (aged 45) – Non-Executive Director

Dr. Bajwa joined the Board on November 15, 2021 and is a member of the Audit and Risk Oversight Committee, the Nomination Committee, and the Governance Committee. Dr. Bajwa is the Chief Medical Scientist at Microsoft Research and a practising NHS physician. He was previously the Global Lead for Strategic Alliances and Solutions for the Global Digital Centre of Excellence at Merck Sharp & Dohme, where he helped shape their global digital strategy, and also co-founded “VelocityHealth” as Europe’s first prevention focused digital-health accelerator, in partnership with Telefonica.

Previously, Dr. Bajwa worked across primary care, secondary care, and public health settings in addition to acting as a payor, and policy maker within the UK, where he specialized in informatics, digital transformation, and leadership. He has consulted for health care systems across the US, Australia, New Zealand, Singapore and Europe, in addition to being seconded by the NHS to work with IBM.

Dr. Bajwa completed his MBA at the Imperial College Business School in London and has studied health strategy and quality improvement at both Harvard and the Institute for Healthcare Improvement in Boston. He is a Clinical Associate Professor at University College London, and Visiting Scientist at the Harvard School of Public Health.

Margaret Shaw (aged 72) – Non-Executive Director

Ms. Shaw joined the Board on September 16, 2024 and is the chair of the Audit and Risk Oversight Committee.

Ms. Shaw has extensive experience in the financial sector, particularly in portfolio management, investment analysis, and fund manager management. She has more than 30 years of experience in the financial services industry, with a proven track record of managing portfolios exceeding \$700 million.

Ms. Shaw most recently served as Vice President, Fund Analysis at AGF Funds Inc. from December 1996 to November 2005. She also played an active role in strategic policy development, product development, and marketing presentations across Canada. Previously, she worked as Vice President & Portfolio Manager at AGF Funds, where she managed the AGF Small/Mid Cap US-focused mutual fund, which was top-rated in 1991. Before joining AGF, Ms. Shaw held leadership roles at CIBC, overseeing an equity portfolio in excess of \$400 million, and managing a team of five portfolio managers with responsibility for \$700 million in various client funds. Earlier in her career, she worked as a Manager/Senior Manager at CIBC, where she built and led an equity team.

In addition to her work at AGF, Ms. Shaw has served on the boards of several organizations, including a prior member of the Board of Directors and Audit Committee at Ondine Biomedical Inc. from April 2009 to September 2011.

Ms. Shaw holds a Bachelor of Mathematics with a CO-OP Business designation from the University of Waterloo and is a former Chartered Financial Analyst (CFA).

Item 3 – Re-Appointment of Auditors

The members of our Audit and Risk Oversight Committee and our Board believe the re-appointment of PricewaterhouseCoopers LLP as the Company's auditor is in the best interests of the Company and our shareholders. Approval requires the receipt of "FOR" votes constituting a majority of the shares cast by the shareholders who vote in respect of this item.