

# Dundee Sustainable Technologies Inc.

Management's Discussion and Analysis

For the nine months ended September 30, 2023

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# DUNDEE SUSTAINABLE TECHNOLOGIES INC.

## TABLE OF CONTENT

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

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BACKGROUND .....	3
INCORPORATION AND NATURE OF OPERATIONS .....	3
OPERATIONS DURING Q3-2023 .....	4
BUSINESS STRATEGY .....	5
OUTLOOK FOR 2023 .....	5
INFORMATION ON EQUITY .....	6
STOCK OPTION PLAN.....	7
FINANCING ACTIVITIES.....	7
INVESTING ACTIVITIES .....	8
LIQUIDITY, GOING CONCERN AND WORKING CAPITAL .....	8
SELECTED QUARTERLY INFORMATION.....	11
OFF BALANCE SHEET ARRANGEMENTS.....	11
CONTRACTUAL OBLIGATIONS AND COMMITMENTS.....	11
ACCOUNTING POLICY CHANGES, CRITICAL ESTIMATES, JUDGMENTS AND ASSUMPTIONS .....	11
FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS .....	12
RISKS AND UNCERTAINTIES.....	12
FORWARD LOOKING STATEMENTS.....	12
ADDITIONAL INFORMATION CONCERNING DST .....	13

# DUNDEE SUSTAINABLE TECHNOLOGIES INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

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### BACKGROUND

This Management's Discussion and Analysis ("MD&A") of Dundee Sustainable Technologies Inc. ("DST" or the "Corporation") constitutes management's review of the factors that affected the Corporation's financial and operating performance for the nine months ended September 30, 2023.

This MD&A should be read in conjunction with the Corporation's audited consolidated financial statements, including the notes thereto, as at and for the year ended December 31, 2022 (the "2022 Audited Consolidated Financial Statements"), together with the accompanying MD&A for the year then ended, and with the unaudited condensed interim consolidated financial statements of the Corporation as at and for the nine months ended September 30, 2023 (the "September 2023 Interim Consolidated Financial Statements"), all of which have been prepared using International Financial Reporting Standards ("IFRS"). Unless otherwise noted, all figures are in Canadian dollars, the presentation and functional currency.

This MD&A takes into account all material events that took place up until November 7, 2023, the date on which the Corporation's Board of Directors approved this MD&A. Unless otherwise noted, all figures are in Canadian dollars, the presentation and functional currency.

Additional information regarding the Corporation is available on Sedar at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.dundeetechnologies.com](http://www.dundeetechnologies.com).

### INCORPORATION AND NATURE OF OPERATIONS

#### *Incorporation*

The Corporation was incorporated under the Canada Business Corporations Act on July 22, 1997. The Corporation's head office is located at 2000 Peel Street, Suite 860, Montréal, Quebec, Canada, H3A 2W5. As of October 1, 2023, the Corporation relocated its head office at 3700 Rue du Lac Noir, Thetford Mines, Quebec, Canada, G6H 1S9.

The authorized capital of the Corporation consists of an unlimited number of subordinate voting shares and multiple voting shares, each multiple voting share having 10 votes.

Dundee Corporation ("Dundee") retains multiple voting shares of the Corporation, which are convertible, at the option of Dundee, into subordinate voting shares of the Corporation for no additional consideration. The multiple voting shares of the Corporation are not listed on a stock exchange.

As at September 30, 2023, Dundee owns 49.5 million subordinate voting shares and all of the 2.5 million multiple voting shares of the Corporation giving Dundee an 77% equity interest and an 84% voting interest in the Corporation. In addition, Dundee was owed \$14.2 million in debt, including accrued interest.

#### *Overview*

The Corporation is a leader in the development and commercialization of innovative environmentally responsible technologies for the treatment of complex materials in the mining industry. Through the development of patented, proprietary processes, DST extracts precious and base metals from ores, concentrates and tailings, while permanently stabilizing contaminants such as arsenic, antimony and cadmium. These complex mineral resources may not otherwise be extracted with conventional processes because of metallurgical issues, cost, or environmental considerations.

The Corporation's main focus is the commercialization of its two innovative and patented processes (the "Technologies"). As part of the commercialization process, the Corporation has branded these technologies as the CLEVR Process™ (cyanide-free gold extraction) and the GlassLock Process™ (permanent arsenic sequestration in glass).

# DUNDEE SUSTAINABLE TECHNOLOGIES INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

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### ***GlassLock Process™***

DST has designed, built, and patented a method for the permanent stabilization of arsenic from numerous sources, including, but not limited to, arsenopyrite, enargite, cobaltite, flue dusts and environmental remediation. This process is an attractive technique to permanently stabilize arsenic and does so at a significantly lower cost than current alternatives, such as crystalline ferric arsenate or scorodite. This presents the Corporation with numerous opportunities to process materials considered too toxic or uneconomic to be exploited or stabilized using conventional processing methods.

### ***CLEVR Process™***

DST has also developed an advanced proprietary process for the extraction of precious and base metals using sodium hypochlorite to provide a cyanide-free alternative for the exploitation of gold deposits. The primary benefit of this innovative technology is a significantly shorter processing time (1-2 hours) as compared to the cyanide (24-48 hours). In addition, the CLEVR Process™ operates in a fully closed-loop. A key benefit of the closed loop operation is the elimination of the need for costly and environmentally risky tailing ponds. It also provides a reduction of the environmental footprint and produces a dry stacked, inert and stable cyanide-free tailing.

The Corporation has protected its intellectual property by filing patents during the development of its technologies. To date, the Corporation has applied or has been granted patents on 16 different processes, and it has 35 patents granted, published, pending or filed in 18 different countries. These patents expire between 2027 and 2036. The Corporation is in the process of expanding its patent portfolio for both processes and additional jurisdictions as warranted.

Inherent in the commercialization of these processes is significant technology development risk. Each of these processes may require significant additional development, testing and investment prior to final commercialization. There can be no assurance that such technologies will be successfully commercialized, or that output from any use of the Corporation's processes could be produced at a commercial scale at reasonable costs or successfully marketed.

## **OPERATIONS DURING Q3-2023**

### ***GlassLock Process™***

DST's primary driver in the coming years is expected to be its GlassLock Process™, followed by greater potential upside from its CLEVR Process™. Using its GlassLock Process technology, arsenic, which is a significant and dangerous waste product from the mining industry, can be safely and permanently vitrified in a glass form for disposal at the mine site, smelter or in remediation situations. DST completed the successful demonstration of its GlassLock Process onsite an operating base metal smelting facility in Africa. This demonstration project represented an important milestone for the GlassLock Process™ technology and its application on a large-scale operation.

The Corporation has made significant progress with its GlassLock Process commercialization project in Ghana. This project, with a top-tier gold producer, has obtained preliminary approval by the investment committee of the Client and the local Environmental Protection Agency ("EPA") has completed its review process and granted its approval. During the third quarter of 2023, DST started working in the detailed engineering mandate which is expected to be complete by the fourth quarter of 2023.

### ***CLEVR Process™***

DST is also commercializing its CLEVR Process to address the growing pressure from communities and governmental authorities over the use of cyanide in gold extraction. This proprietary process for the extraction of precious and base metals uses a relatively benign reagent, sodium hypochlorite, as opposed to the more toxic cyanide as an alternative for the exploitation of gold deposits. DST is working with customers that seek alternative processes that can extract gold without the environmental liabilities associated with cyanide, while still maintaining control over the deleterious elements such as arsenic, mercury and antimony. DST offers a competitive alternative to the cyanidation process.

# DUNDEE SUSTAINABLE TECHNOLOGIES INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

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DST is working with Newmont Corporation ("Newmont") on a selected project in a jurisdiction where cyanide has been banned. Newmont is the owner of a gold project with significant resources that cannot go into production due to cyanide restrictions. DST is developing a project with Newmont in which DST could provide a pilot plant for an on-site demonstration of the technology. The approval of such piloting program would represent a breakthrough for the CLEVR Process™ and could significantly accelerate other commercialization opportunities.

### **Technical Services**

For the first half of the year, DST operated its technical services business and under the terms of these contracts, the Corporation provided technical services in markets such as aluminum by-products, fertilizers, lithium, cobalt, nickel, magnesium, graphite and gold. Contributions from these contracts helped to offset developmental and operating costs related to its primary Technologies.

### **BUSINESS STRATEGY**

The growing pressure from communities and government authorities over the use of cyanide in various jurisdictions around the world is forcing developing gold projects to seek alternative processes that can extract the gold without the environmental liabilities associated with cyanide, while maintaining control over the deleterious elements such as arsenic, mercury and antimony.

DST offers a competitive alternative to the cyanidation process. Technologies are at the forefront of the mining industry's innovative extraction processes and cater to the worldwide growing need for extractive technologies capable of processing refractory and arsenic bearing material. This alternative provides DST leverage to access quality material including material from metallurgical or environmentally constrained deposits.

DST's business plan is focused on controlling both of its Technologies and leveraging them to become a major player in the industry. The Corporation has a unique opportunity to emerge as a stakeholder in multiple mining projects. In the immediate term, DST is focused on advancing its discussions with major gold and copper producing companies on building alternative processing and stabilization processes. The Corporation is currently processing test material for a number of customers. Assuming successful results, the next step is to negotiate the business terms with those customers for commercializing its Technologies.

The Technologies that the Corporation has developed with respect to complex deposits will allow for the development and or advancement of mining projects that would not be viable without its patented Technologies due to cyanide use and environmental and/or metallurgical constraints. The commercialization of the Corporation's technologies would enable mining companies to advance those projects which are currently constrained because of the refractory or toxic nature of their deposits. Discussions are ongoing with a number of mining companies to help advance these otherwise stranded deposits.

### **OUTLOOK FOR 2023**

The Corporation continues to move towards the commercialization of its Technologies and seeking to maximize the value of all of its assets to accelerate this growth. The Corporation has numerous initiatives that it will execute to ensure success.

### **Glasslock Process™**

After completing the delivery of the industrial demonstration GlassLock plant onsite on an operating base metal smelting facility in Africa in 2019, the Corporation then received a mandate from the client to perform the basic engineering phase for a full-scale implementation on site. A decision was made to proceed with complementary engineering study that will be required to support the detailed engineering and the permitting phases of the project. A decision from the client remains pending to proceed with the construction of a full-scale plant is not expected until the third quarter of 2023.

# DUNDEE SUSTAINABLE TECHNOLOGIES INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

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The Corporation was awarded a mandate for the detailed engineering for another industrial implementation of its Glasslock Process in Ghana. The Client of this project is a top tier gold producer, and the execution of an arsenic stabilization project is part of their legal obligation to maintain their mining permit. This site contains legacy flue dusts contaminated by arsenic but also contains recoverable gold. The Corporation successfully demonstrated its ability to extract gold and stabilize the arsenic using its Glasslock Process. During the third quarter of 2023, DST started working in the detailed engineering mandate which is expected to be complete by the fourth quarter of 2023 leading up to the EPCM phase in 2024.

### **CLEVR Process™**

Since completing the second of two CLEVR Process industrial demonstration campaigns, the Corporation has continued to work with major and mid-tier gold producers to test the applicability of the CLEVR Process on dedicated gold deposits and to deliver technical & economic studies, designed with the objective of building the first commercial plant in partnership with a strategic partner. The demonstration campaigns established the proof of concept of the Corporation's CLEVR Process for different ore and concentrate streams. DST has been engaged for metallurgical testing programs and flow sheet development for gold customers for the application of the CLEVR Process on deposits under development. The Corporation is working with several properties in Asia, South America, Africa and Canada to test their ores and concentrates using the CLEVR Process.

In July 2023, DST entered into a project with Enim Technologies Inc ("Enim") a sustainable development company based in Quebec that harvest critical and strategic minerals from an abundant source: the urban mine. Enim aimed at the processing development, pilot operation and technology deployment for the treatment of electronic waste material ("e-waste"). The objective is to provide a novel e-waste treatment circuit which incorporates DST's CLEVR Process™ for the recovery of gold, silver and palladium. The construction and operation of the e-waste pilot plant will be located in Thetford Mines at DST's technical facilities. DST subscribed 75,000 Class A shares, for an amount of \$75,000 in cash for a 25% equity stake in Enim. DST also committed to an in-kind contribution of \$1,315,063, to the project.

### **Technical Services**

On July 13, 2023, the Corporation has entered into an agreement to divest from a portion of its operation and assets located at its Thetford Mines technical facilities. As part of the Transaction the Corporation will receive an amount of \$846,500, in return for the processing plant equipment, the staff necessary to operate the equipment and the remaining of a technical service contract. The Corporation's objective is to benefit from the sale of the processing contract and plant equipment and to allow for the Corporation to focus on the development and commercialization of its flag ship CLEVR™ and GlassLock™ Processes. Additionally, on the same date and as part of the agreement, DST signed a renewal of the lease agreement for the next five years.

## **INFORMATION ON EQUITY**

The authorized capital of the Corporation consists of an unlimited number of subordinate voting shares and multiple voting shares, without nominal or par value. The holders of subordinate voting shares are entitled to one vote for each subordinate voting share and the holders of multiple voting shares are entitled to ten votes for each multiple voting share. The holders of subordinate voting shares and multiple voting shares shall be entitled to receive and to participate equally as to dividends, share for share, in an equal amount on all the subordinate voting shares and multiple voting shares at the time outstanding. The holder of multiple voting shares shall be entitled at any time and from time-to-time to have any or all of the multiple voting shares converted into subordinate voting shares based on one subordinate voting share for each multiple voting share. In all other respects, the holders of subordinate voting shares and multiple voting shares shall rank equally and the same rights and restrictions.

# DUNDEE SUSTAINABLE TECHNOLOGIES INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

	<b>November 7, 2023</b>
Subordinate voting shares issued	64,195,774
Options	3,450,000
Warrants	3,527,777
<b>Total – fully diluted subordinate voting shares</b>	<b>71,173,551</b>
<hr/>	
<b>Multiple voting shares issued (each multiple voting share has 10 votes)</b>	<b>2,500,000</b>

(1) At November 7, 2023, Dundee owned 49.5 million subordinate voting shares of the Corporation (77.18%) and all of the outstanding multiple voting shares.

### STOCK OPTION PLAN

The Board of Directors of the Corporation has full and final discretion to designate the persons who are to be granted options and to determine such number of options as well as their exercise price and vesting period. The exercise price shall not be less than that permitted under the rules of any stock exchange on which the subordinate voting shares are listed. The purpose of the stock option plan is to serve as an incentive for the directors, officers, employees and service providers who will be motivated by the Corporation's success as well as to promote ownership of common shares of the Corporation by these people. There is no performance indicator relating to profitability or risk attached to the plan.

### FINANCING ACTIVITIES

#### **Nine months ended September 30, 2023**

##### *Promissory note from a Related Party*

On January 12, 2023, the Corporation signed a promissory note in the principal amount of \$2,000,000, payable to a wholly owned subsidiary of Dundee. The promissory note had a maturity date of July 13, 2023 along with interest at a rate of 8% per annum. As at September 30, 2023, the principal amount of the promissory notes totaled \$3,950,000. On July 13, 2023, the Corporation obtained an approval from Dundee to extend the maturity date of its promissory notes from July 13, 2023 to May 15, 2025.

##### *Contribution Agreement*

In 2016, the Corporation received from Canada Economic Development for Quebec Regions ("CED") a \$397,000 repayable contribution (the "CED Contribution"). During the nine months ended September 30, 2023, the Corporation repaid a total of \$42,534 of the principal amount (\$42,534 for the same period of last year)

##### *IQ Innovation Loan*

During the nine months ended September 30, 2023, the Corporation repaid to Investissement Quebec ("IQ") a total of \$184,576 of the principal amount.

#### **Nine months ended September 30, 2022**

##### *Promissory note from a Related Party*

On January 4, 2022 and August 3, 2022, the Corporation signed two promissory notes in the principal amount of \$450,000 and \$500,000 respectively, payable to a wholly owned subsidiary of Dundee. The promissory notes have a maturity date of July 13, 2023 along with interest at a rate of 8% per annum. As at September 30, 2022, the principal amount of the promissory notes totaled \$1,950,000.

##### *IQ Innovation Loan*

On July 15, 2020, the Corporation received a loan offer from IQ for a total amount of \$1,107,500. The loan has been granted under IQ's Support for Innovation Program and will be used by the Corporation to apply against business development expenses (the "IQ Innovation Loan"). IQ advanced \$428,100 on December 14, 2020, \$296,806 on August 9, 2021 and \$359,956 on June 6, 2022. The IQ Innovation Loan will mature nine years since the initial disbursement and will bear interest at a rate of 3.04% per annum. The Corporation will benefit from a 24-month moratorium period on the repayment of capital since the first disbursement, after which, the

# DUNDEE SUSTAINABLE TECHNOLOGIES INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

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capital will be reimbursed in 48 monthly installments. The Financing is secured by a second-degree hypothec over all of the Corporation's property other than the intellectual property.

### *Convertible Debenture*

On July 31, 2020, the Corporation entered into a debt settlement agreement with IQ, with respect to the settlement of a portion of the debt by the issuance of subordinated voting shares in the capital of the Corporation to IQ. The principal amount of the debenture amounts to \$4,000,000 with a maturity date to July 13, 2023. As part of the agreement, in August 2022, the Corporation made a partial payment to the capital in the amount of \$100,000.

### *Private placement*

On March 1, 2022, the Corporation issued 3,527,777 units at \$0.18 per unit for total consideration of \$635,000 pursuant to a non-brokered private placement. A unit consists of one common share and one common share purchase warrant, with each warrant entitling its holder to purchase a common share at \$0.31 until February 28, 2027.

## INVESTING ACTIVITIES

### **Nine months ended September 30, 2023**

#### *Sale of Non-Strategic Operation and Assets*

On July 13, 2023, the Corporation has entered into an agreement to divest from a portion of its operation and assets located at its Thetford Mines technical facilities. As part of the Transaction the Corporation will receive an amount of \$846,500, in return for the processing plant equipment, the staff necessary to operate the equipment and the remaining of a technical service contract

#### *Investment in shares*

On July 13, 2023, the Corporation entered into a project with Enim aimed at the processing development, pilot operation and technology deployment for the treatment of e-waste. DST subscribed 75,000 Class A shares, for an amount of \$75,000 in cash for a 25% equity stake in Enim.

### **Nine months ended September 30, 2022**

No investing activities were performed during the nine months ended September 30, 2022.

## LIQUIDITY, GOING CONCERN AND WORKING CAPITAL

On September 30, 2023, the working capital position of the Corporation was \$795,218 (a negative \$17,018,019 as at December 31, 2021). Management estimates that the Corporation will not have sufficient funds to meet its obligations and budgeted expenditures through the twelve months ended September 30, 2024. The above-noted facts and circumstances cast significant doubt on the Corporation's ability to continue as a going concern. The Corporation will periodically have to raise additional funds to continue operations. The Corporation is pursuing financing alternatives to fund its operations and working towards developing its activities to operate as a going concern. Although there is no assurance that the Corporation will be successful in these actions, management believes, based on previous fund-raising experience and commercial activities, that it will be able to secure the necessary financing. Financings could be completed through the issuance of debt or new equity in public or privately negotiated equity offering. While it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future.

During the third quarter of 2023, the Corporation obtained an approval from IQ and Dundee to extend the maturity date of its convertible debenture and loans, respectively, from July 13, 2023 to May 15, 2025 with all the other terms conditions remaining unchanged.

# DUNDEE SUSTAINABLE TECHNOLOGIES INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

### DISCUSSION AND ANALYSIS OF OPERATIONS

#### Revenues

During the nine months ended September 30, 2023, the Corporation processed material for a number of customers, including major gold producers, for testing of ores and concentrates using the Corporation's Technologies. As well, exploration and development companies in other commodities such as aluminum, nickel, graphite and lithium utilized the Corporation's facilities and highly skilled personnel for the advancement of their projects.

The Corporation provided its technical expertise and its facilities to these companies to evaluate the development of their projects using the Corporation's Thetford Mines facility including its CLEVR Process for precious metal extraction and/or its GlassLock Process. The technical services may serve to demonstrate the efficiency of the Corporation's facilities and technical staff at the laboratory and/or pilot scales on specific projects in need of viable processing alternatives and initiate engineering studies required for an industrial implementation.

Revenues totaled \$2,879,437 during the nine months ended September 30, 2023 with related costs of \$2,324,120 recorded under operating expenses related to these services. The Corporation reported revenues of \$3,051,304 with related costs of \$2,311,043 in the same period of the prior year. Revenues by line of business were as below:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
GlassLock Process	880,053	232,417	975,458	515,685
CLEVR Process	24,341	67,947	59,472	91,722
Technical services revenues	217,092	686,945	1,844,507	2,443,897
	<b>1,121,486</b>	<b>987,307</b>	<b>2,879,437</b>	<b>3,051,304</b>

#### Operating expenses

The major components of the operating expenses are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Labour	271,348	262,576	888,326	918,416
Consultants	327,827	112,816	492,330	344,622
Consumables	30,460	33,015	194,269	99,875
Plant overhead	241,600	203,999	749,203	948,130
	<b>871,235</b>	<b>642,406</b>	<b>2,324,130</b>	<b>2,311,043</b>

#### Technology development

During the nine months ended September 30, 2023, the Corporation incurred technology development costs of \$841,627 (\$805,893 during the same period of the prior year). These costs relate to research activities at the laboratory, patent maintenance and plant overhead.

The Corporation periodically receives reimbursement of project expenses generated under collaboration agreements and financial assistance under government incentive programs. These compensate the Corporation for expenses incurred and are normally recognized as a reduction to research and development expense on a systematic basis in the same periods in which the expenses are incurred. On a net-of-assistance basis, research and development costs amounted to \$738,148 (\$753,946 during the same period of the prior year).

## DUNDEE SUSTAINABLE TECHNOLOGIES INC.

### MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Plant expenses	236,104	306,576	779,075	737,907
Patent maintenance	25,514	23,611	62,552	66,991
Technology development	261,618	330,187	841,627	805,893
Tax credit and other government subsidies	(14,000)	(54,827)	(103,479)	(51,947)
<b>Technology development expenses, net</b>	<b>247,618</b>	<b>385,014</b>	<b>738,148</b>	<b>753,946</b>

#### *Professional and consulting fees*

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Legal	1,056	37,113	142,601	40,963
Audit, audit related work and tax compliance	-	-	145,300	124,857
Accounting	25,297	11,010	75,243	14,015
Other	60,355	16,056	264,546	50,835
	<b>86,708</b>	<b>64,179</b>	<b>627,690</b>	<b>230,670</b>

During the nine months ended September 30, 2023, we have seen an increase in professional fees incurred by the Corporation. This increase is primarily due to the engagement of legal, accounting, and commercial support. The purpose of engaging these consultants was to cover the departure of some employees and to enhance our operations and increase efficiency within the organization. While these efforts have incurred additional costs, we believe that the benefits will outweigh the expenses in the long run. Our goal is to continue to operate efficiently while providing high-quality services to our organization.

#### *Administrative expenses*

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Insurance	37,393	52,153	113,197	165,175
Rent and lease operating expenses	10,997	8,784	28,991	25,754
Website and technical support	5,663	5,445	25,571	31,550
Travel and accommodations	16,380	1,116	29,994	11,116
Telecommunications and others	13,808	4,439	32,764	23,317
	<b>84,241</b>	<b>71,937</b>	<b>230,517</b>	<b>256,912</b>

#### *Wages and compensation*

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Employees	89,535	49,409	353,530	267,163
Officer compensation	-	53,437	-	79,675
Director fees	20,000	6,000	32,000	21,000
	<b>109,535</b>	<b>108,846</b>	<b>385,530</b>	<b>367,838</b>

# DUNDEE SUSTAINABLE TECHNOLOGIES INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

### Other (Gains) and Losses

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Interest expenses on:				
Dundee loans and Dundee promissory notes	302,506	237,264	875,673	677,788
Dundee accretion expense	151,024	79,209	382,827	219,901
IQ loan	105,335	101,090	308,526	290,006
IQ loan accretion expense	80,979	52,857	194,057	147,356
CED Contribution accretion expense	5,618	6,558	17,582	20,324
Interest expense on leases	7,110	27,174	56,598	84,214
Other interest expense	475	138	3,616	1,698
Finance income on debt valuation	(1,570,035)	(13,654)	(1,627,702)	(33,211)
Other income	(991,750)	(67,712)	(991,750)	(76,068)
	<b>(1,908,738)</b>	<b>422,924</b>	<b>(780,573)</b>	<b>1,332,008</b>

### SELECTED QUARTERLY INFORMATION

The following table sets forth selected historical financial information for the Corporation from the last eight quarters. Such information is derived from the Corporation's interim unaudited consolidated financial statements prepared in accordance with IFRS.

	Q3-23	Q2-23	Q1-23	Q4-22
	\$	\$	\$	\$
Total revenue	1,121,486	1,012,352	745,599	813,106
Operating income (loss)	(418,411)	(646,618)	(797,510)	(472,770)
Net income (loss) and comprehensive income (loss)	1,514,294	(1,278,184)	(1,325,771)	(1,074,302)
Basic and diluted net income (loss) per share	0.02	(0.02)	(0.02)	(0.02)
	Q3-22	Q2-22	Q1-22	Q4-21
	\$	\$	\$	\$
Total revenue	987,307	987,306	1,076,691	1,109,727
Operating income (loss)	(524,995)	(546,100)	(343,230)	(221,744)
Net income (loss) and comprehensive income (loss)	(918,942)	(1,007,511)	(774,172)	(599,892)
Basic and diluted net income (loss) per share	(0.01)	(0.02)	(0.01)	(0.01)

### OFF BALANCE SHEET ARRANGEMENTS

The Corporation did not enter into any off-balance sheet arrangements during the nine months ended September 30, 2023 and 2022.

### CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The contractual obligations of the Corporation include lease payments for the Thetford Mines facilities and the head office in Montreal (Refer to Note 5 to the consolidated financial statements for the years ended December 31, 2022).

### ACCOUNTING POLICY CHANGES, CRITICAL ESTIMATES, JUDGMENTS AND ASSUMPTIONS

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. There is a full disclosure and description of the Corporation's critical accounting policies, estimates, judgments, assumptions in the consolidated financial statements as at December 31, 2022 in notes 1, 2 and 3.

# **DUNDEE SUSTAINABLE TECHNOLOGIES INC.**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

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### **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

The Corporation is exposed to various financial risks resulting from both its operations and its investments activities. The Corporation does not enter into financial instrument agreements including derivative financial instruments for speculative purposes. The Corporation's main financial risk exposure and its financial risk management policies are disclosed in Note 16 to the annual consolidated financial statements for the years ended December 31, 2022 and 2021.

### **RISKS AND UNCERTAINTIES**

Except as otherwise disclosed in this MD&A, there have been no significant changes to the nature and scope of the risks faced by the Corporation from those described in the 2022, MD&A of the Corporation. These business risks should be considered by interested parties when evaluating the Corporation's performance and its outlook.

### **FORWARD LOOKING STATEMENTS**

DST's public communications may include written or oral forward-looking statements. Statements of this type are included in this MD&A and may be included in other filings with the Canadian regulators, stock exchanges or in other communications. All such statements constitute forward looking information within the meaning of securities law and are made pursuant to the "safe harbour" provisions of applicable securities laws. Forward looking statements may include, but are not limited to, statements about anticipated future events or results including comments with respect to the Corporation's objectives and priorities for 2023 and beyond, and strategies or further actions with respect to the Corporation, its products and services, business operations, financial performance and condition. Forward looking statements are statements that are predictive in nature, depend upon or refer to future events or conditions or include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates" or similar expressions concerning matters that are not historical facts. Such statements are based on current expectations of the Corporation's management and inherently involve numerous risks and uncertainties, known and unknown, including economic factors and those affecting the technology and resources industries generally. The forward-looking information contained in this MD&A is presented for the purpose of assisting shareholders in understanding business and strategic priorities and objectives as at the periods indicated and may not be appropriate for other purposes.

A number of risks, uncertainties and other factors may cause actual results to differ materially from the forward-looking statements contained in this MD&A, including, among other factors and without limitation, those referenced in the section above entitled "Risks and Uncertainties". The preceding list is not exhaustive of all possible risk factors that may influence actual results and is compiled based upon information available as of the issuance date of this MDA.

Forward looking statements contained in this MD&A are not guarantees of future performance and, while forward looking statements are based on certain assumptions that the Corporation considers reasonable, actual events and results could differ materially from those expressed or implied by forward looking statements made by the Corporation. Prospective investors are cautioned to consider these and other factors carefully when making decisions with respect to the Corporation and not place undue reliance on forward looking statements. Circumstances affecting the Corporation may change rapidly. Except as may be required by applicable law, the Corporation does not undertake any obligation to update publicly or revise any such forward looking statements, whether as a result of new information, future events or otherwise.

# DUNDEE SUSTAINABLE TECHNOLOGIES INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

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### ADDITIONAL INFORMATION CONCERNING DST

Additional information relating to Dundee Sustainable Technologies may be found on SEDAR at [www.sedar.com](http://www.sedar.com) and the Corporation's website at [www.dundeetechnologies.com](http://www.dundeetechnologies.com).

November 7, 2023

*(s) Jean-Philippe Mai*

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Jean-Philippe Mai  
President and CEO

*(s) Arved Marin*

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Arved Marin  
CFO