
# GLG LIFE TECH CORPORATION

Suite 220
13071 Vanier Place
Richmond, BC V6V 2J1

Telephone: 604 285 2602
Facsimile: 604 285 2606
Website: www.glglifetech.com

## ANNUAL INFORMATION FORM

### FOR THE FISCAL YEAR ENDED DECEMBER 31, 2025

**APRIL 30, 2026**

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## PRELIMINARY NOTES

### Currency and Exchange Rate

**Except where otherwise indicated, all references to currency in this Annual Information Form are to Canadian dollars.**

**The daily rate of exchange on April 30, 2025, as quoted by the Bank of Canada for the conversion of one Canadian dollar into China Yuan Renminbi ("RMB") was 5.0125 RMB.**

The following tables set forth the high closing and low closing exchange rates for one Canadian dollar expressed in RMB for the years 2023 to 2025, the average of such exchange rates during such periods, and the exchange rate at the end of such periods based upon the rates quoted by the Bank of Canada. Such rates are set forth as RMB per one Canadian dollar.

| Year | High | Low | Average | End of Period |
|---|---|---|---|---|
| 2025 | 5.2966 | 4.9652 | 5.1443 | 5.1020 |
| 2024 | 5.3648 | 5.0633 | 5.2549 | 5.0736 |
| 2023 | 5.5036 | 4.9900 | 5.2462 | 5.3677 |

**The daily rate of exchange on April 30, 2025, as quoted by the Bank of Canada for the conversion of one Canadian dollar into United States Dollars ("US$" or "US dollar") was 0.7340 USD.**

The following tables set forth the high closing and low closing exchange rates for one Canadian dollar expressed in US dollars for the years 2023 to 2025, the average of such exchange rates during such periods, and the exchange rate at the end of such periods based upon the rates quoted by the Bank of Canada. Such rates are set forth as US dollars per one Canadian dollar.

| Year | High | Low | Average | End of Period |
|---|---|---|---|---|
| 2025 | 0.7376 | 0.6848 | 0.7157 | 0.7296 |
| 2024 | 0.7510 | 0.6937 | 0.7300 | 0.6950 |
| 2023 | 0.7617 | 0.7207 | 0.7410 | 0.7561 |

### Date of Information

All information in this Annual Information Form is as of April 30, 2026, unless otherwise indicated.

### Forward-Looking Statements

This Annual Information Form contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. Such forward-looking statements or forward-looking information include, but are not limited to, statements with respect to:

- the market for stevia, monk fruit, and our stevia- and monk fruit-based products;
- our customers;
- legal and regulatory matters;
- currency fluctuations;
- trends and consumer preferences in connection with dietary and health products;
- competitors;
- requirements for additional capital;
- potential expansion; and
- general economic conditions.

Often, but not always, forward-looking statements and forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. With respect to forward-looking statements and information included in this Annual Information Form we have made numerous assumptions including, among other things, assumptions about consumer acceptance of stevia and monk fruit, anticipated costs and expenditures and our ability to achieve our goals. While we consider these assumptions to be reasonable, the assumptions are inherently subject to significant business, economic, competitive and social uncertainties and contingencies. However, there are also known and unknown risk factors which could cause our actual results, performance, achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements and forward-looking information. Known factors include, among others, the following:

- operational risks;
- the effects of general economic conditions;
- changing foreign exchange rates;
- actions by government and other regulatory authorities;
- uncertainties associated with legal proceedings and negotiations;
- industry supply levels; and
- competitive pricing pressures.

Although we have attempted to identify factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements and forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking statements and forward-looking information are based upon management's beliefs, estimates and opinions at the time they are made and we undertake no obligation to update forward-looking statements and forward-looking information if these beliefs, estimates and opinions or circumstances should change, except as required by applicable law. There can be no assurance that forward-looking statements and forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information.

Specific reference is made to the risks described herein under the heading "*Risk Factors*" and to the MD&A incorporated by reference in this Annual Information Form for a discussion of these and other sources of factors underlying forward-looking statements. In light of these factors, the forward-looking events discussed in this Annual Information Form might not occur.

**Industry and Market Data**

We have obtained the industry, market and competitive position data used throughout this Annual Information Form from industry journals and publications, data on websites maintained by private and public entities, including independent industry associations, general publications and other publicly available information. We believe that all of these sources are reliable, but we have not independently verified any of this information and cannot guarantee its accuracy or completeness. In particular, we have based much of our discussion of the sweetener industry, the market for alternative sweeteners such as stevia and monk fruit (also known as luo han guo) and forecasted growth and demand on information published by industry sources.

Industry publications and surveys generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information. Further, because certain of these organizations are trade organizations, they may present information in a manner that is more favorable to the industry than would be presented by an independent source. In addition, forecasts are particularly likely to be inaccurate, especially over long periods of time.

References in this Annual Information Form to research reports or articles should not be construed as depicting the complete findings of the entire referenced report or article. The information in each report or article is not incorporated by reference into this Annual Information Form.

Any logos or other trademarks mentioned in this Annual Information Form are the property of their respective owners.

## GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Annual Information Form:

**"AHTD"** means our wholly owned subsidiary Agricultural High Tech Developments Limited;

**"Bengbu"** means our wholly owned subsidiary Anhui Bengbu HN Stevia High Tech Development Company Limited;

**"BlendSure™"** means our high purity line of proprietary blends of two of the sweetest glycosides, being rebaudioside A and stevioside;

**"Common Shares"** means our common shares;

**"Exchange Act"** means the United States Securities Exchange Act of 1934, as amended, and the related rules and regulations;

**"FDA"** means the United Stated Food and Drug Administration;

**"GAAP"** means Generally Accepted Accounting Principles;

**"GLG"**, **"we"**, **"us"**, **"our"** or the **"Company"** means GLG Life Tech Corporation and its direct and indirect subsidiaries;

**"GRAS"** means generally regarded as safe, an FDA designation that a chemical or substance added to food is considered safe by experts, and is therefore exempted from the usual Federal Food, Drug, and Cosmetic Act food additive tolerance requirements;

**"HHY"** means Qingdao Honghongyuan Health Industry Technology, Co., Ltd.

**"high-grade stevia extract"** means high-grade stevia extract of rebaudioside A 80% purity or greater;

**"high-grade monk fruit extract"** means extract from monk fruit (also called luo han guo) containing at least 40% of Mogroside V (the most desirable sweetener component in monk fruit);

**"high intensity sweeteners"** means sweeteners which provide a sweet taste but contain virtually no calories and do not have a nutritional role;

**"IFRS"** means International Financial Reporting Standards;

**"JECFA"** means the Joint Expert Committee on Food Additives;

**"MT or metric ton"** means 1,000 kilograms;

**"PFIC"** means passive foreign investment corporation;

**"PRC"** or **"China"** means the People's Republic of China and for the purposes hereof, excluding the territory of Taiwan, Macau and Hong Kong;

**"RA"** means Rebaudioside A, a glycoside that is extracted from stevia leaves for the purpose of its sweet taste;

**"Reb A"** means Rebaudioside A of 95% purity which has received GRAS status in the United States;

**"rebiana"** means Rebaudioside A of 97% purity which has received GRAS status in the United States;

**"registered capital"** refers to the total capital contribution that is registered with the relevant government agency;

**"RMB"** means the Renminbi, the lawful currency of China;

**"Runhai"** means our majority owned subsidiary Anhui Runhai Biotechnology Company Limited;

**"SAFE"** means the PRC State Administration of Foreign Exchange;

**"SEDAR+"**, formerly known as SEDAR (the System for Electronic Document Analysis and Retrieval in Canada), can be accessed at www.sedarplus.ca;

**"STV"** means Stevioside, a glycoside that is extracted from stevia leaves for the purpose of its sweet taste;

**"Tax Act"** means the *Income Tax Act* (Canada);

**"TSX"** means the Toronto Stock Exchange; and

## CORPORATE STRUCTURE AND DEVELOPMENT OF THE BUSINESS

### Name and Corporate History

The Company was incorporated on June 5, 1998 as Cheng Tai Panoramic Mirror Inc., under the *Company Act* (British Columbia). On January 25, 1999, the Company amended its memorandum to increase its authorized capital to 100,000,000 common shares ("Common Shares") without par value. On March 1, 1999, the Company amended its articles to remove, in advance of the Company's initial public offering of Common Shares, restrictions on the issuance of securities and on share transfers. On June 18, 1999, the Company changed its name to Panoramic Mirrors Inc. and amended its memorandum accordingly.

On June 23, 2004, the Company filed a transition application to effect its transition under the *Business Corporations Act* (British Columbia) (the "BCA") and on July 9, 2004, the Company filed a notice of alteration to reflect the removal of the pre-existing company provisions and the adoption of new articles.

On June 16, 2005, the Company's authorized share structure was altered from 100,000,000 Common Shares to an unlimited number of Common Shares and the Company changed its name to GLG Life Tech Limited and amended its articles accordingly.

On March 14, 2007, the Company changed its name to GLG Life Tech Corporation and amended its notice of articles accordingly, and consolidated its issued share capital on the basis of three Common Shares of GLG Life Tech Limited for every one Common Share of GLG Life Tech Corporation. On November 5, 2009, the Company consolidated its issued share capital on a four-to-one (4:1) basis.

### Company Overview

GLG is a leading supplier of high-grade stevia extract, an all-natural sweetener extracted from the stevia plant, and high-grade monk fruit extract, an all-natural sweetener extracted from monk fruit (also known as luo han guo).

We specialize in the research and development and, through our long-term exclusive contractual relationship with Qingdao Honghongyuan Health Industry Technology Co., Ltd. ("HHY"), production of these extracts for distribution to the global food and beverage industry. Through HHY, we have current production capacity of 500 metric tons of high-grade stevia extract of rebaudioside A 97% purity ("RA 97"). With corporate headquarters in Vancouver, British Columbia, agricultural and processing relationships in the People's Republic of China, and our global sales channel, we are well positioned to deliver our products to customers world-wide.

Our registered office is located at 2900 – 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 0A3 and our head office is located at Suite 220 – 13071 Vanier Place, Richmond, B.C., V6V 2J1. Figure 1 below sets out the place of incorporation or continuance of the Company's subsidiaries.


Figure 1 – GLG Life Tech Corporation and its subsidiaries (GLG owns 100% of each of these subsidiaries).

**Historical Information (on our previously owned subsidiaries)**

Anhui Runhai Biotechnology Company Limited ("Runhai") was formerly named Chuzhou Runhai Stevia High Tech Company Limited and originally consisted of a single facility ("Chuzhou Runhai"), established in September 2007, for the purpose of processing stevia leaf grown and harvested in the Mingguang region of China. In 2016, three other wholly-owned foreign subsidiaries – Dongtai Runyang Stevia High Tech Company Limited ("Runyang"), Qingdao Runhao Stevia High Tech Company Limited ("Runhao"), and Anhui Bengbu HN Stevia High Tech Development Company Limited ("Bengbu") – were amalgamated with Runhai, and in 2017 Runhai became a Joint Stock Company under Chinese law. Another of the Company's processing facilities, Qingdao Runde Biotechnology Co., Ltd., was also amalgamated into Runhai.

In 2017, following shareholder approval of the Company's Phase I debt restructuring plan, the Company successfully converted its related party Chinese debt into a minority equity share in Runhai owned by a third party, Mingguang Jixu Investment Management Partnership ("Jixu"). The facilities, at that time, owned by Runhai are as follows:

- Chuzhou Runhai: The Chuzhou Runhai facility can process 18,000 metric tons per year of stevia leaf. A portion of the facility has been converted to process Luo Han Guo extract, and can produce 130 metric tons of Luo Han Guo annually. Runhai also has an enzymatically modified stevia line.

- Qingdao Runde Company Limited– Runde was acquired by us on December 18, 2006. Its primary business is the processing of stevia leaf into different grades of stevia extract for sale to customers worldwide.

- Runyang: Runyang was established in November 2007 for the purpose of processing stevia leaf grown and harvested in Dongtai, China. The Runyang facility can process 18,000 metric tons per year of stevia leaf.

- Bengbu: Bengbu was established in November 2007 as a seed base and for our research and development operations in China. The seed base that was acquired from AHTD (see below) in December 2007 is part of the Bengbu operation. Bengbu is a wholly-owned foreign enterprise under Chinese law.

- Agricultural High Tech Developments Limited ("AHTD") – AHTD was acquired by us on December 27, 2007. AHTD is a seed base operation possessing high quality proprietary technology and patent-pending stevia seeds which are currently used by Bengbu.

- GLG Life Tech US, Inc. ("GLG USA") – GLG USA was established in October 2009 to focus on direct sales and marketing opportunities for our products.

During 2020, the Company disposed of one of its facilities – Runhao – that had previously been amalgamated into Runhai.

In 2022 and into 2023, Runyang's assets were seized and underwent a compulsory auction to satisfy outstanding debts held by that subsidiary. Runyang was declared bankrupt by a Chinese court. At this time, the Company does not foresee any actions regarding Runyang other than winding it down.

On August 1, 2023, the Company, entered into an agreement with a third party, HHY, for HHY to use its Runde production facility solely to produce products for the benefit of GLG and GLG's customers. Runde's production-related personnel and most managerial employees were transferred to HHY to operate and oversee productions under HHY, consistent with Runde's/GLG's established production processes and requirements.

On May 16, 2024, the Company's shareholders approved a proposed transfer of the Company's interest in Runde (held through Runhai) to a third party for a nominal amount of one (1) Chinese RMB and as of the third quarter 2024 the transfer has been fully reflected in the Company's financials.

On May 22, 2025, the shareholders of the Company voted to approve the transfer of the Company's interest in Runhai to a third party for a nominal amount of one (1) Chinese RMB. This transaction has therefore been consummated.

**Stevia Background**

The stevia plant is indigenous to the rain forests of Paraguay and Brazil and has been used as a sweetener in its raw, unprocessed form for hundreds of years. In recent years, it has been grown commercially in Brazil, Paraguay, Uruguay, parts of Central America, Thailand, Kenya, India, China and the United States. The majority of global commercial stevia production occurs in China where growing conditions are highly favorable and labor costs support what has historically been a labor-intensive activity.

**Stevia Regulatory Environment**

In May 2008, Cargill published studies in the peer-reviewed scientific journal Food and Chemical Toxicology that established the safety of rebiana. On May 15, 2008 Cargill submitted an application to the FDA in addition to scientific data that included years of study and clinical trials that supported the use of rebiana as a safe food ingredient. On December 17, 2008, the FDA stated that it had no objection to the conclusion of an independent expert panel which reviewed research on rebiana and Reb A and concluded that they were GRAS for use as general-purpose sweeteners, including for use in food and beverages. This was a significant milestone in the stevia industry and has enabled food and beverage companies to use stevia products containing rebiana and Reb A in their products. Previously, stevia had only been permitted as a dietary supplement thereby limiting its market. Since that time, the Company has submitted filings and received ten Letters of No Objection from the FDA covering its Rebpure, PureSTV, BlendSure, Rebsweet, Rebaudioside C, Rebaudioside D, Rebaudioside M, and enzymatically modified stevia products, as well as its Monk Fruit extracts.

In June 2008, the Joint Expert Committee on Food Additives (the "JECFA"), administered jointly by the World Health Organization and the Food and Agricultural Organization of the United Nations, raised the acceptable daily intake level for stevia. JECFA is an international scientific committee that was established in 1956 to evaluate food additives and is widely recognized as the leading authority in risk assessment of food hazards. The committee has evaluated more than 1,500 food additives and established the main principles and guidelines of safety assessment for chemicals in foods. After over a decade of study, JECFA published its approval of stevia stating that "95 percent steviol glycosides are safe for human use in the range of four milligrams per kilogram of body weight per day." This doubled the average daily intake level previously set by JECFA from earlier studies.

In October 2008, the Australian and New Zealand food and safety regulatory body FSANZ also approved stevia for use in food and beverages as an ingredient. The approval was based on research and data published by JECFA as well as studies conducted by the Plant Science Group at Central Queensland University and Australian Stevia Mills.

In September 2009, the government of France approved RA 97 for use as an ingredient in food and beverages. This decision marked the first approval of RA 97 in the European Union.

In November 2011, the European Parliament and the Council of Ministers formally adopted the regulation to allow the use of steviol glycosides in the EU (E960). This decision by the EU Parliament, reinforced by their own European Food Safety Authority, confirms the long-standing position held by the Joint FAO/WHO Expert Committee on Food Additives (JECFA) that steviol glycosides are safe for all populations to consume and that they are suitable as a sweetening option for diabetics. In the EU there are 4 approved health claims associated with stevia (steviol glycosides) and health in comparison to sugar: Stevia contributes to the maintenance of tooth mineralization, induces a lower blood glucose rise after their consumption compared to sugar-containing foods/drinks, assists in blood glucose control and helps to control calorie intake.

In November 2012, Health Canada approved the use of stevia in food and beverages. Prior to this approval, stevia was available only within natural health product applications.

In November 2015, the Food Safety and Standards Authority of India approved the use of high-purity stevia extracts in a range of food and beverage products, paving the way for companies to replace sugar and artificial sweeteners with stevia.

Steviol glycosides are approved for use in over 130 countries. As of December 31, 2022, countries representing over 75% of the global population had approved the use of stevia extracts in food and beverages (Figure 2).

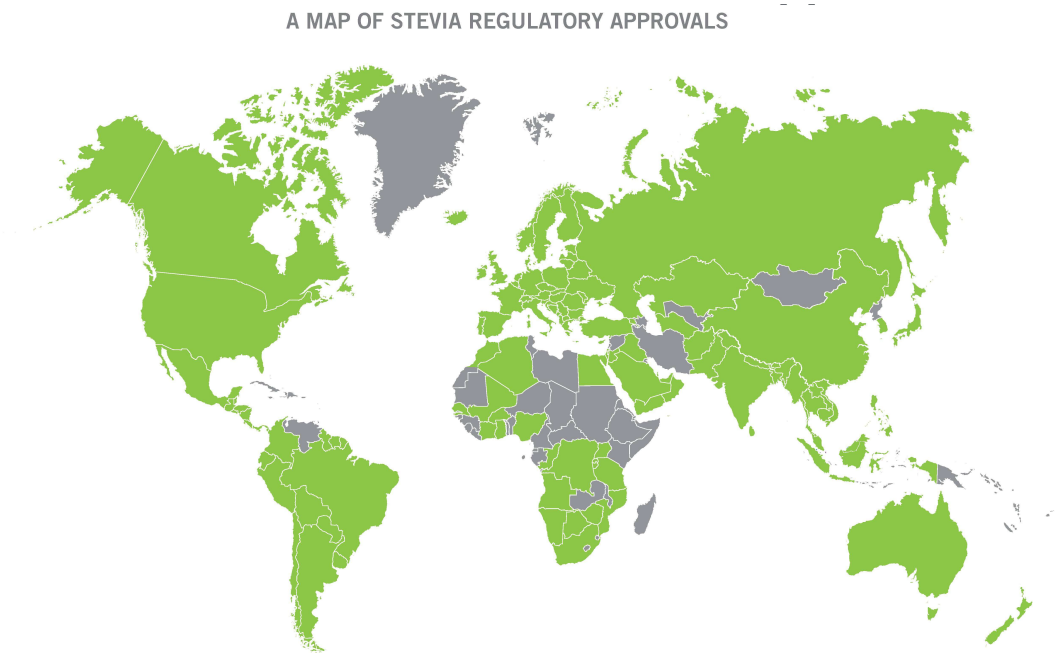



Figure 2. Map showing the countries in which stevia is approved as a sweetener (Global Stevia Institute, 2020).

We believe the petitions and subsequent approvals for the use of stevia in food and beverages in multiple markets around the world are part of a movement towards the development of healthier products in the food and beverage industry.

**Production**

We currently conduct our production operations through our contract manufacturer, HHY, which employs much the same team that was formerly employed by the Company (through Runde) and production takes place at the same facility (Runde) that was used when the Company owned Runde. GLG has extensive experience in stevia production and has licensed its patents and know-how to HHY for use in stevia production on behalf of the Company.

**Enzymatically Modified Stevia**

In 2016, GLG added an enzymatically modified stevia production line at its then-owned Runhai facility. In 2016, GLG began producing and selling its portfolio of enzymatically modified stevia products.

**Rebaudioside M ("Reb M").**

Due to its superior organoleptic properties and recent technological and agricultural developments, Reb M has become a focus for many food and beverage manufacturers. While Reb M's relatively high price historically made it economically unfeasible for broad use in consumer products, the downward price trend for Reb M glycosides has been promoting increased use in consumer products.

Several stevia companies have developed bioconversion methods to convert precursor glycosides into Rebaudioside M through enzymatic or fermentative pathways. Competitors began launching products in 2018, however, this approach is less natural than extracting and concentrating Reb M molecules directly from the leaf.

Recognizing the market preference for more natural ingredients and products, GLG has emphasized providing Reb M extracts derived from leaf rather than bioconversion methods. We expect the market to prefer these more naturally produced Reb M extracts, sourced directly from the stevia leaf, over extracts that are enzymatically or fermentatively produced.

**Monk Fruit (Luo Han Guo)**

Monk fruit extract is around 200-300 times sweeter than sugar. On December 2, 2013, Health Canada added Luo Han Guo ("Monk Fruit" or "LHG") to its List of Permitted Sweeteners, joining with the United States where the first LHG products received US FDA GRAS status in 2011. Luo Han Guo is a calorie free, low glycemic index natural sweetener that became a new product line for the Company. The Company recognizes the merits of this natural sweetener when used alone and more importantly in combination with stevia to offer options for zero or reduced calorie formulations.

On February 3, 2014, the Company filed a patent with the State Intellectual Property Bureau of the People's Republic of China for its proprietary process for extraction and production of high-purity Luo Han Guo (LHG) extracts as well as Luo Han Guo formulations used in food and beverage applications. The Company has filed for International Patent Protection under the Patent Cooperation Treaty for this patent.

The patent filing has two components. The first addresses GLG's proprietary industrial scale purification processes for LHG and the second addresses LHG formulations. Both components lever patented and proprietary techniques developed for purification and formulation of high-purity stevia extract products. Formulations in the patent cover a range of formulations including stevia/LHG blends.

During 2014, the Company established its fully integrated supply chain for Luo Han Guo including obtaining high quality LHG seedlings, contracting with LHG growers and storage facilities, and developing patent pending processing technology for high purity LHG extract and quality assurance/quality control processes. The Company also completed its conversion of a portion of its Runhai stevia processing facility to produce the extracts.

On December 9, 2014, GLG announced that it received a Letter of No Objection from the US FDA for its GRAS filing, covering its high-purity Monk Fruit (Luo Han Guo) extracts. In 2015, GLG delivered its first commercial shipments of monk fruit to international customers and became a major producer of high-purity monk fruit extracts and one of the leaders in the monk fruit industry. More recently, the Company has favored entrusting monk fruit production to specific qualified suppliers given the cash intensive nature of the monk fruit business.

**Our Growth Strategy and Business Model**

Our growth strategy extends beyond producing (via HHY) and selling high-purity stevia and monk fruit extracts to the global market. In 2021, the Company's launch of its new business line of retail table-top sachet sweetener products – another source of anticipated growth – was significantly impacted by the tariffs implemented on China-based goods and at least until these tariffs are limited, the Company does not foresee growth coming from this retail sachet business line.

Our key business objectives for our stevia business include:

- continuous development of our high-grade stevia supply chain as one of the world's leading suppliers of high-grade stevia extract;
- continuing implementation of international sales strategies focused on selling to large multinational food and beverage companies, flavor companies, and co-manufacturers as well as selling direct to dietary supplement companies;
- development and marketing of unique and differentiated products and formulations involving our stevia, monk fruit and other natural ingredients to the international food and beverage industry;
- maintaining low-cost production through HHY of high-grade stevia extract through process innovation and vertical integration (from seed development to high-grade stevia production);
- ensuring our suppliers have the capacity necessary to meet forecasted customer demand;

Our key business objectives for our monk fruit business include:

- continuing to focus on our sales channels and take advantage of this market by adding additional customers through direct sales to the dietary supplement market.

We have historically pursued a production strategy for stevia to achieve the following objectives:

- achieve low-cost production – with these gains and further improvements now carried forth via HHY;
- exercise a high degree of control over the supply chain to enable rapid scaling and quality of final product; and
- maintain the ability – through our extensive know-how - to innovate across all key components of the supply chain to further reduce costs and improve quality.

Across our business, we have sought to:

- build a strong customer base spanning the food and beverage industry and dietary supplement companies;
- continue to innovate in product formulation with stevia, monk fruit, and complementary ingredients;
- leverage our existing strengths to successfully diversify into the retail sweetener sachet space

**Sales and Marketing**

GLG's sales team is based in Vancouver and is focused on selling through distributors and directly to our customers. The Company is working on achieving greater market penetration, particularly in North America, and continues a dual focus of expanding its customer base as well as engaging with large multi-nationals for high volume sales. The Company is also working on strategic relationships to develop novel opportunities for high volume sales outside the sweetener space.

## MARKET AND OUTLOOK

Governments and consumers are increasingly focusing on the health benefits of avoiding excess sugar intake. The World Health Organization indicated that only 10% of a person's energy intake should come from sugars, which translates to 50 g/day on average. Sugar is believed to be the leading factor responsible for the increased prevalence of non-communicable diseases, such as obesity and Type 2 diabetes. Governments and food and beverage companies world-wide continue to implement steps to address excess sugar intake, including the adoption and use of natural sweeteners.

Countries representing more than 75% of the global population have approved stevia for use. The market drivers for stevia are:

1. Diabetes: 8.6% of the world's population aged 20 – 79 were suffering from diabetes in 2018, a figure that has been on the rise for the past five years. The global prevalence of diabetes among adults over 18 years of age has risen from 4.7% in 1980 to 8.5% in 2014. The WHO projects that diabetes will become the seventh leading cause of death by 2030. Type 2 diabetes accounts for more than 90% of diabetes cases

globally and is the only type of diabetes associated with obesity (studies have shown a positive correlation between a person's body mass index (BMI) and that person's chance of developing Type 2 diabetes).

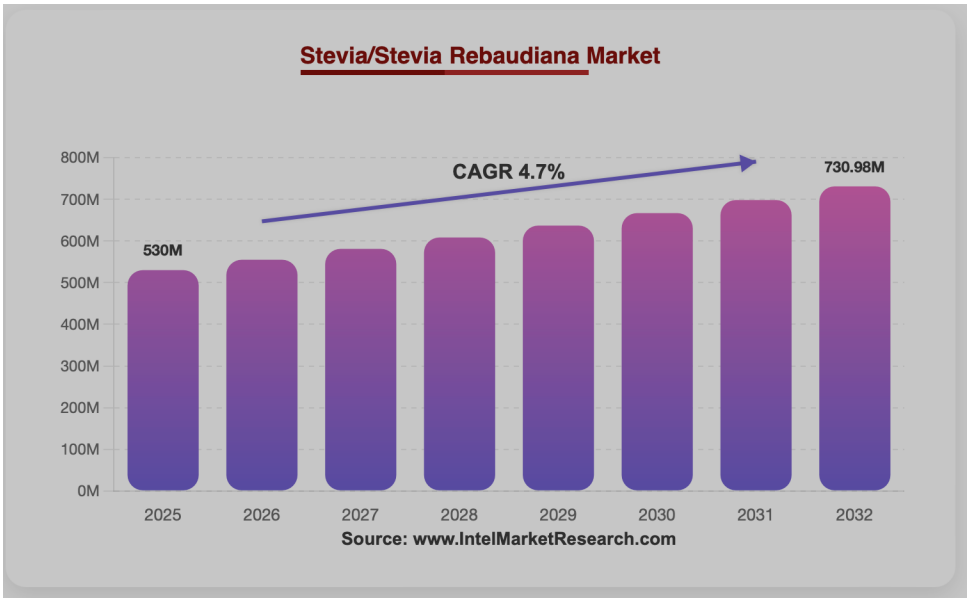
2. Weight Management: According to the World Health Organization (WHO, 2016), 1.9 billion people, then nearly 30% of the world's population, are overweight. Nearly 1 billion people are reported to be suffering from obesity (BMI of 30 or more) in 2018. Obesity is also profound among children and teenagers (340 million people). Worldwide, obesity has nearly tripled; weight management has become a key public and individual health concern worldwide.

3. Labeling: Consumers globally aspire to live long and quality lives, practicing different levels of mindful eating. Correspondingly, there is high consumer demand for clean-label, "natural" ingredients, including a market trend of avoiding artificial sweeteners.

The current trend in food and beverage industry is on the basis of better-for-you innovation. The common themes of these health-driven market drivers are sugar avoidance, caloric reduction and naturally sourced ingredients, all supported by a growing consumer base. Accordingly, food and beverage manufacturers have sought replacements for both sugar and artificial ingredients by developing natural and healthy formulations. This has shifted the focus of many food and beverage manufacturers toward natural sweeteners – predominantly stevia.

The market research data show that food and beverage manufacturers are actively replacing sucrose and high-fructose corn syrup with more natural and less refined alternatives like stevia and monk fruit. From 2010 to 2015, stevia's volume CAGR exceeded 54% due to the increased number of regulatory approvals globally and increase in consumer interest. And new labeling requirements have further supported growth: as of July 2018 US food and beverage manufacturers have to declare added sugars on their nutrition fact labels. Therefore, consumers have become increasingly aware of the nutritional differences between added sugars and the healthier alternatives. Further, major multinationals have stated their commitments towards sugar reduction in their corporate social responsibility reports and these are linked to their pledges towards achieving their sustainable development goals. The negative depiction of sugar has reached a point where it is being compared to other harmful substances, such as alcohol, tobacco and even certain hard drugs.

According to Intel Market Research, the global stevia market size was valued at USD 530 million in 2025 and is projected to grow at a CAGR of 4.7% from 2025 to 2032, reaching USD 730 million.




**GLG's International Stevia Sales Strategy**

GLG's international stevia business sales team is based in Canada and works with distributors and marketing and selling stevia directly. GLG has expanded its product portfolio with new products including enzymatically modified stevia, application-specific proprietary blends, as well as partnering with companies with innovative and

complementary products. We have a highly responsive innovation team that responds to particular customer needs and novel requirements creatively and efficiently.

Historically, in late 2010 and throughout 2011, attracted to the growth in stevia consumption, many small entrants and traders entered the market, leading to an expansion of supply in advance of customer demand and downward pressure on stevia extract pricing. We did not see this as sustainable for the stevia industry as the impact of traders was to push the price down in advance of real cost reductions. Stevia extract producers and farmers had losses as a result of the low industry pricing. In 2015, we saw market prices increase due to the shortages we had previously predicted and prices remain elevated going into 2016. Since the fall of 2016 and throughout 2017 and to a much greater extent in 2018 and more so in 2019 as well as 2020, we saw market prices decrease from their peaks in 2015. Market prices in 2021 and 2022 began to increase with stevia leaf pricing reflecting lower supply and increased demand. However, in 2023, we began to see decreasing market pricing for stevia extracts, especially for stevia extracts with significant amounts of steviol glycosides other than Rebaudioside A (e.g., Stevioside, Rebaudioside c). The downward pricing trend has continued into 2025.

We see three key components aiding us in increasing sales as we move forward.

First, we have worked extensively over the years to bring our costs of production down – and HHY leverages this experience to maintain low production costs – in order to offer competitively priced stevia extracts in order to gain greater market penetration, gain an expanded customer base and increase our multi-national high-volume customers.

The second key component is the increased level of due diligence being undertaken on stevia suppliers by key customers, which includes demands for product traceability, consistent product quality and commitment to corporate social responsibility including environmental issues such as waste water management and labor issues such as valuing the agricultural work force through fair treatment of farmers. GLG historically has been able to demonstrate its integrated supply chain capabilities during numerous factory visits by large customers, and continues this presently via HHY, as well as demonstrate its commitment to corporate social responsibility ("CSR") through CSR audits conducted by independent third parties.

The third key component is our differentiated products and unique formulations, which provide better stevia, better monk fruit, and more to our customers. Our innovation team responds quickly to new product opportunities to produce solutions to meet specific customer or market requirements. Our expanded portfolio of complementary natural ingredients also enlarges our customer and partner reach, thus providing new opportunities for stevia as well.

**GLG's International Monk Fruit Sales Strategy**

GLG initiated its monk fruit business in 2014, delivering approximately $10 million in sales from high-purity monk fruit extracts from its inaugural monk fruit harvest. Following the 2015 harvest, the Company worked to build its customer base and along with its distribution partner for monk fruit products. For several years, the Company was a major producer of monk fruit and more recently has elected to procure monk fruit extracts through qualified trusted suppliers.

The same strengths that are expected to facilitate GLG's growth in stevia will also be leveraged in our efforts to grow our share of the monk fruit market, although the monk fruit market has become intensely competitive in recent years; monk fruit sales have made up a relatively low percentage of the Company's sales in the last two years. Monk fruit sales are not themselves crucial to the Company's financial success in the way that stevia sales are.

**Significant Acquisitions**

The Company did not complete any significant acquisitions during the fiscal year ended December 31, 2025.

**Specialized Skill and Knowledge**

The production of high-grade stevia fruit requires specialized skill and technical know-how. The Company formerly employed, prior to its transfer of employees to HHY, a technically advanced and diversified management team and technical staff; this team and staff at HHY continues to perform the same work for the benefit of the Company and its customers. In addition to proprietary technology licensed from third parties, GLG has developed and owns proprietary manufacturing technology to produce high-quality stevia that meet and/or exceed the quality requirements and specifications used in its customers' products; this proprietary know-how has been licensed to HHY for the benefit of the Company and its customers. GLG has not patented all aspects of this proprietary

manufacturing technology though the Company may elect to do so at some point in the future. The Company also relies upon confidentiality agreements that have been entered into between the Company and its personnel who have access to the proprietary information.

**New Products & Regulatory Approvals**

In 2014, GLG launched its new monk fruit extract products under the trade names MonkGold™ (Mogroside V purities 40% and higher) and MonkSweet™ (Mogroside V purities under 40%). As noted below, these products have achieved GRAS status pursuant to the FDA's GRAS program. GLG also completed the establishment of its integrated supply chain and production capabilities for monk fruit in 2014. Please see "Monk Fruit" in the Corporate Structure and Development of the Business section.

In 2014, the Company implemented its GLG Naturals+ strategy, with significant sales beginning in 2015. Please see "GLG Naturals+" in the Corporate Structure and Development of the Business section.

In January 2016, GLG announced a partnership with MycoTechnology, Inc., ("MycoTech"); this partnership combines GLG's strengths in the natural sweetener space with the benefits of MycoTech's innovative ClearTaste™ product, a certified USDA-organic bitter blocking technology, in order to improve the taste of stevia and monk fruit. ClearTaste is a natural, GMO-free and chemical-free ingredient solution that works by harnessing the natural extracts found in gourmet mushrooms. The compounds are unique to fungi and are highly effective at improving the flavor profiles of stevia and monk fruit.

In March 2016, GLG announced a new product – P-Pro Plus – developed through its partnership with MycoTech. P-Pro Plus is a revolutionary product that complements the many benefits of pea protein with ClearTaste™ to offer a pea protein without any of the taste profile issues many food, beverage, and dietary supplement manufacturers experience with pea protein by itself.

Regarding regulatory approvals, the Company has received ten Letters of No Objection under the US Food and Drug Administration's ("FDA") Generally Recognized as Safe ("GRAS") program. The GRAS process is a legal and FDA-approved process that allows companies to conduct their own GRAS determinations by consulting with an independent panel of scientists to determine if an ingredient meets the FDA's criteria for safety. Companies may submit their determinations to the FDA for review. The FDA issues a Letter of No Objection when it has no questions regarding a company's submission.

The Company has received Letters of No Objection for the following GRAS filings:

Filing No. GRN000329: Rebpure™, GLG's highest purity stevia extract, containing at least 97% of rebaudioside A.

Filing No. GRN000348: PureSTV™, which contains greater than 95% stevioside and 97% total steviol glycosides.

Filing No. GRN000349: BlendSure™, a high purity line of proprietary blends of two of the sweetest glycosides, rebaudioside A and stevioside.

Filing No. GRN000380: Rebpure™ RA95 high-purity extract, which contains greater than 95% RA and 97% steviol glycosides.

Filing No. GRN000493: Rebsweet™ and AnySweetPLUS™ stevia extract products, with total steviol glycosides greater than 97%.

Filing No. GRN000522: High-grade monk fruit extracts.

Filing No. GRN000523: High-purity Rebaudioside M stevia extracts.

Filing No. GRN000536: High-purity Rebaudioside C stevia extracts.

Filing No. GRN000548: High-purity Rebaudioside D stevia extracts.

Filing No. GRN000656: Enzymatically modified steviol glycosides.

Filing No. GRN000790: High-purity Rebaudioside A stevia extracts for use in certain meat products.

Filing No. GRN000846: High-purity Rebaudioside M produced through bioconversion.

**Intellectual Property**

Our ability to compete effectively is dependent upon our ability to protect the proprietary nature of the seeds, seedlings, processes, technologies and materials owned by, used by, or licensed to us or our subsidiaries. However, our intellectual property related to the production of stevia includes proprietary process technology for the manufacture of high-grade stevia that is not fully covered by patents or other intellectual property protection in Canada, the US or China. In such cases, we rely on a combination of patents, trademarks, trade secret law and contracts with certain key personnel to protect our intellectual property rights. See "*Risk Factors*".

One of the patents granted in 2010 relates to the proprietary breeding methodology of stevia plants that we have developed to protect our high-grade stevia plant strains. As an additional form of intellectual property protection, we have succeeded in the production of seed and seedling strains that cannot be used to grow other plants with high RA yielding stevia leaf (second generation plants grown from the seeds of our high yielding plants will only produce common stevia leaf with an average RA yield). Each year, farmers must sign new contracts with us to receive the high quality seedlings for the ensuing year's planting season. Because the plant strains cannot be used to recreate our high content RA stevia leaf, we protect the genetic characteristics of our proprietary high quality and high yielding stevia plants and maintain control and security of our high quality leaf supply.

This patent was acquired through our acquisition of AHTD on December 27, 2007. The patent application is registered in the name of Mr. Wang Qibin, a former shareholder of AHTD and our Vice President of Agriculture in China. The patent was formally assigned by Mr. Wang to AHTD on July 8, 2007, prior to our acquisition of AHTD, and has since been further protected through filings in several countries under the Patent Cooperation Treaty ("PCT"). This work has produced patent-protected stevia strains, developed by GLG's stevia agricultural research and development team, led by Chief Agricultural Scientist Qibin Wang, for two significantly competitive stevia plant strains, Huinong 2 ("H2) and Huinong 3 ("H3"), which the GLG team developed through natural propagation. The two strains contain higher levels of rebaudioside A, the sweetest component of the stevia plant leaf and the primary glycoside used to meet market demand for stevia sweeteners.

The GLG H2 and H3 strains contain 66% and 76% rebaudioside A levels, relative to total steviol glycosides ("TSG"), in the raw plant leaf, respectively. The naturally bred strains were a significant achievement for the GLG team as the average stevia leaf on the global market contains a significantly lower percentage of rebaudioside A. Higher yields enable not only improved land and resource utilization, but also reduce the cost of production. Further, the two varieties are larger in plant mass, yielding in excess of 22% more leaf per acre. GLG planted both H2 and H3 leaf in 2011 and both seeds grew successfully in 2011, and it has continued to grow successfully since that time.

In 2010, our previously filed patent application for a stevia leaf processing extraction device was granted full patent protection as well as its specially designed waste water treatment technology has also been granted full patent protection by the State Intellectual Property Bureau of the People's Republic of China. The stevia leaf processing extraction device is innovative technology that reduces, by approximately 30%, both the amount of water used in the soaking step of the extraction process as well as the cycle time required to complete this step. The waste water treatment system is a complex system that removes impurities in the water and cleanses it to a higher purity than when sourced before returning it to the environment. These technologies form a key part of GLG's ongoing efforts to utilize environmentally sustainable and socially responsible business solutions.

In 2010 and 2011, the Company filed a number of patent applications in China, both for the separation methodologies of rebaudioside B, rebaudioside C, rebaudioside D and steviolbioside, and for formulations involving various glycosides and other compounds; these were accepted by the State Intellectual Property Bureau of the People's Republic of China and GLG has since filed for PCT protection in a number of countries. These extraction technologies and formulations, designed by the Company's research and development experts, are part of an ongoing effort to improve the taste and quality of its stevia extract products and to continually improve processing efficiencies. The PCT filing regime provides GLG with the ability to capture extensive worldwide patent filings for these key proprietary technologies and formulations.

Five patent applications were approved by the State Intellectual Property Office in China in 2010. These patents relate to our stevia breeding and processing technologies. In late 2011 and early 2012, we filed PCT International Patent Applications which claimed priority back to the previously submitted patent applications in China in the fields of agriculture, stevia extraction and stevia blends formulation.

We have also filed for trademark protection for our branded stevia and monk fruit products and have filed numerous trademark applications in the North American and European markets. In addition, we have filed for the protection of our logo mark and our corporate name "GLG Life Tech" in both the United States and Canada. Several marks have been registered, while other applications are in various stages of the registration process and there can be no guarantee that registration will occur.

In May 2014, the Company filed a patent with the State Intellectual Property Bureau of the People's Republic of China for its proprietary process for extraction and production of high purity monk fruit extracts as well as monk fruit formulations used in food and beverage applications. The Company has filed for International Patent Protection under the Patent Cooperation Treaty for this patent. The patent filing has two components, the first addresses GLG's proprietary industrial scale purification processes for monk fruit and the second addresses monk fruit formulations. Both components lever our patented and proprietary techniques developed for purification and formulating high purity stevia extract products. GLG expects that its proprietary monk fruit technology covered in this patent will result in higher yields of mogroside from the fruit and greater purity of extracts. Formulations in the patent cover a range of formulations including stevia/monk fruit blends.

In December 2014 and January 2015, respectively, we filed for patents covering our latest agricultural advances – our Super RA and Reb C Gold stevia strains. See the "*Seed and Seedling R&D, Seed Base Operations*" section above.

In February 2016, we filed a PCT application covering purification of and compositions using Rebaudioside M.

**Seasonal or Cyclical Business**

The stevia business is seasonal only to the extent that each year, raw material pricing impacting the downstream products sold by the Company is determined through supply (the amount of stevia leaf planted, particularly in China, and the quality of the resulting leaf) and demand (collectively, the amount of stevia leaf purchased by producers). Year-to-year pricing fluctuations in stevia leaf and resulting stevia products have at times past been rather volatile but in recent years such fluctuations have been more moderate (on the order of 10% to 15% for Reb A). Similar to almost all companies with operations in China, activity is substantially reduced during the Chinese New Year celebrations in Q1.

**Financial and Operational Effects of Environmental Protection**

The Company requires, through HHY, carefully adheres to environmental requirements and the cost of such adherence is factored into the procurement costs. The Company does not foresee any increases in compliance that cannot be offset with an increase in the sale price which would allow existing margins to continue.

**Employees**

As at December 31, 2025, the Company employed 8 people. This number does not include the former employees that were hired by HHY to conduct production operations at Runde.

**Foreign Operations**

The Company conducts business internationally and in particular in China where the Company's producer is located. International operations are subject to a number of special risks, including currency exchange rate fluctuations, trade barriers, exchange controls, national and regional labour strikes, political risks and risks of increases in duties, taxes and governmental royalties, as well as changes in laws and policies governing operations of foreign based companies, including subsidiaries of the Company. See "*Risk Factors*".

**Competition**

Through our exclusive relationship with HHY, we are a leading producer in the high-grade stevia market and currently benefit from several competitive advantages. There are different levels of players in these industries, especially for stevia, ranging from fully vertically-integrated, to partially-integrated (primary or secondary processing only), to distributors or brokers. In terms of production capacity for stevia, GLG, via HHY, is in the top tier of the approximately 10 to 12 companies within China with stevia refining and extraction capabilities. There are also stevia processors based in Japan, Korea, Malaysia, South America and the US that are capable of producing high-grade stevia extract (monk fruit is processed solely within China). We estimate that the manufacturing costs to produce high-grade stevia in these countries are significantly higher than the cost of producing the same product in China due to factors such as: (i) proximity of HHY's manufacturing operations to stevia growing areas in China where the majority of the world's stevia leaf is grown; and (ii) lower manufacturing wages in China as compared to these other countries.

We believe that our lower costs, combined with our current processing capabilities, provide us with a competitive advantage, as does our Corporate Social Responsibility commitment, which includes supply chain traceability, which is becoming increasingly important to food and beverage companies.

Market participants include the following companies:

- PureCircle, headquartered in Malaysia, is the market leader in terms of stevia volume sold worldwide. PureCircle sells an array of stevia products, including enzymatically modified stevia and specialized formulations. PureCircle has also brought Reb M products to market, through both its agriculture program and alternative methods (bioconversion and/or fermentation). Further, PureCircle has entered into a significant distribution agreement with Ingredion Incorporated.

- Zhucheng Haotian is a stevia extract producer based in China, selling significant volumes of stevia extracts to customers internationally.

- Sweet Green Fields, headquartered in the United States with its manufacturing performed by partners in China, has partnered with Tate & Lyle to sell both stevia extracts and enzymatically modified stevia products to the international market.

- Ingredion Incorporated, headquartered in Brazil, has been growing stevia in Brazil since 2007 (through a long-term partnership with Morita Kagaku Kogyo Co., Ltd. of Japan) and marketing a high-grade RA product called Enliten. Recently, in partnership with Sweegen, Ingredion is promoting RM extracts produced through bioconversion technology developed by Sweegen. Ingredion has also partnered with Amyris for fermentation-based RM products. It is as yet unproven whether they will be able to deliver significant quantities of high-purity RM extracts at commercially acceptable prices. It also remains to be seen whether such products, while marketed as derived from stevia leaf, are preferred to those that are actually produced directly from stevia leaf.

- Cargill, an international producer and marketer of food and agricultural products, launched the TRUVIA tabletop stevia brand. Cargill and DSM have entered into a joint venture through Avansya for the production of fermentated stevia.

The main challenge in the adoption of stevia by food and beverage companies has been the difficulties that they have experienced in formulating with stevia to develop a good tasting product. Improvements in extraction technology and advancements in understanding of stevia formulation have enabled launches of products that have overcome the aftertaste issues. Advances in the development of other key steviol glycosides, such as Reb B, Reb C, Reb D, and particularly Reb M, as well as other novel glycosides, will further overcome the taste issues associated with stevia. Reb M is viewed as a possible key solution to addressing the taste and formulation issues, but it remains to be seen when the price points will become low enough for widespread adoption.

## RISKS RELATING TO GLG LIFE TECH CORPORATION AND ITS COMMON SHARES

***The market for our Common Shares is not currently determinable and if and when trading resumes, fluctuations in price and volume are unpredictable and may be significant.***

In recent years, the global securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

Our Common Share trading price could be subject to significant fluctuations in response to numerous factors, including: reports of new information; changes in our financial situation; the sale of our Common Shares in the market; the addition or loss of customers; our failure to achieve financial results in line with the expectations of analysts or our published financial guidance; conditions or trends in our industry; additions or departures of key personnel and other events or factors, many of which may be beyond our control.

During the year 2025, the Company's shares were either subject to a cease-trade order or pending application for a relisting review. See "*Market for Securities*".

In the past, following periods of volatility in the market price of a company's securities, shareholders have often instituted class action securities litigation against those companies. Such litigation, if instituted against us, could result in substantial costs and diversion of our management's attention and resources, which could significantly harm our profitability and reputation. The Company is currently not subject to any shareholder lawsuits. See "*Legal Proceedings*".

***Our actual financial results may vary from our publicly disclosed forecasts.***

Our actual financial results may vary from our publicly disclosed forecasts and these variations could be material and adverse. We occasionally provide guidance on future financial results. Our forecasts reflect numerous assumptions concerning our expected performance, as well as other factors, which are beyond our control and which may not turn out to be correct. Although we believe that the assumptions underlying our guidance and other forward-looking statements were and are reasonable when we make such statements, actual results could be materially different. Our financial results are subject to numerous risks and uncertainties, including those identified throughout these risk factors. If our actual results vary from our announced guidance, the price of our Common Shares may decline, and such a decline could be substantial. We do not undertake to update any guidance or other forward-looking information we may provide.

***We do not expect to pay dividends on the Common Shares in the foreseeable future.***

We have never paid cash dividends on our Common Shares. We currently intend to retain our future earnings, if any, to fund the development and growth of our business, and do not anticipate paying any cash dividends on the Common Shares for the foreseeable future. See "*Dividend Policy*". As a result, the return on investment in the Common Shares will likely depend upon any future appreciation in their value. There is no guarantee that the Common Shares will appreciate in value or even maintain the price at which shareholders have purchased their shares.

***The availability of new Common Shares for sale, or future sales of a substantial number of our Common Shares, could materially adversely affect the market price of our Common Shares.***

Sales of substantial amounts of our securities, or the availability of such securities for sale, could adversely affect the prevailing market prices for our securities. A decline in the market prices of our securities could impair our ability to raise additional capital through the sale of securities should we desire to do so.

***If we are characterized as a passive foreign investment corporation ("PFIC"), US Holders may be subject to adverse United States federal income tax consequences.***

We must make an annual determination as to whether we are a PFIC based on the types of income we earn and the types and value of our assets from time to time, all of which are subject to change. Based in part on current operations and financial projections, we do not expect to be a PFIC for United States federal income tax purposes for our current taxable year or in the foreseeable future. However, there can be no assurance that we will not be a PFIC for our

current taxable year or any future taxable year. A non-United States corporation generally will be considered a PFIC for any taxable year if either (1) at least 75% of its gross income is passive income or (2) at least 50% of the value of its assets (based on an average of the quarterly values of the assets during a taxable year) is attributable to assets that produce or are held for the production of passive income. The market value of our assets may be determined in large part by the market price of our Common Shares, which is likely to fluctuate. If we were to be treated as a PFIC for any taxable year during which you hold Common Shares, certain adverse United States federal income tax consequences could apply to US Holders.

***Certain Canadian laws could delay or deter a change of control.***

The *Investment Canada Act* (Canada) subjects an acquisition of control of GLG by a non-Canadian to government review if the value of our assets as calculated pursuant to the legislation exceeds a threshold amount. A reviewable acquisition may not proceed unless the relevant Minister is satisfied that the investment is likely to be a net benefit to Canada. This could prevent or delay a change of control and may eliminate or limit strategic opportunities for shareholders to sell their Common Shares.

**Risks Relating to GLG Life Tech Corporation and Our Business**

***If we are unable to provide sufficient finished product, we will not be able to meet the demands of our customers.***

The stevia industry requires sufficient stevia leaf to meet the demands of customers. A stevia leaf shortage could result in loss of sales and damage to our reputation.

If the Company's supplier, HHY, becomes unable to produce the required commercial quantities of high-grade stevia or monk fruit extracts on a timely basis and at commercially reasonable prices, and are unable to find one or more replacement manufacturers with the necessary expertise, regulatory approvals and facilities capable of production at a substantially equivalent cost, in substantially equivalent volumes and quality, and on a timely basis, we will likely be unable to meet customer demand. In addition, we have entered into agreements that provide for fixed price and quantity commitments. If there were a raw material shortage and we were unable to deliver the committed quantity under these purchase orders, we could be responsible for any amount paid by such customers to third parties, above what the customer would have paid if we were able to deliver their order at the agreed price.

***The loss of key employees or the failure to attract qualified personnel could have a material adverse effect on our ability to run our business.***

The loss of any of our or our subsidiaries' current executives, key employees, or key advisors, and in particular, Dr. Luke Zhang, or the failure to attract, integrate, motivate, and retain additional key employees could have a material adverse effect on our business. We do not have "key person" insurance on the lives of any of our management team. Also, as we develop additional capabilities we may require more skilled personnel. These personnel must be highly skilled and have a sound understanding of our industry, business or technology. Recruiting personnel is highly competitive. Although to date we have been successful in recruiting and retaining qualified personnel, there can be no assurance that we will continue to attract and retain the personnel needed for our business. The failure to attract or retain qualified personnel could have a material adverse effect on our business.

***We do not have a history of consistent profitability and our ability to achieve consistent profitability in the future is subject to uncertainty.***

During the fiscal year ended December 31, 2025, we had a net loss from continuing operations after income taxes of $7.5 million compared to a net loss for fiscal 2024 of $16.6 million. Our revenues were $10.3 million in 2023 and $10.5 million 2022.

Our ability to achieve consistent profitability is subject to uncertainty due to the nature of our business and the markets in which we operate. In particular, our revenues and operating results may fluctuate significantly in the future because of the following factors:

- volatility in the price we must pay for stevia and monk fruit, as well as the stevia leaf quality, all of which vary from period to period;
- the price per kilogram for which we are able to sell our stevia and monk fruit extracts;

- our ability to manage personnel, overhead and other expenses;
- our ability to effectively manage our capacity utilization;
- our water and power consumption, and the prevailing prices for water and power; and
- consumer acceptance of stevia and stevia-related products, and monk fruit and monk fruit-related products, in China, the United States and other key markets.

***Any ill effects, product liability claims, recalls, adverse publicity or negative public perception regarding our products or the food and beverage industry in general could harm our sales and cause consumers to avoid our products.***

As a distributor of products designed for human consumption, the Company could be subject to product liability claims if the use of its products is alleged to have resulted in injury. In addition, although the Company and the Company's manufacturers maintain quality controls and procedures with respect to products that the Company sells, these products could contain contaminated substances. The Company currently has not obtained indemnities from its raw material and product suppliers. The Company does carry liability insurance and additional insurances to cover product recalls, worldwide product liabilities, and certain related expenses/losses. Such insurance, however, may not be available in the future at a reasonable cost, on favorable terms, or at all, and present or future insurance may not be adequate to cover all liabilities, expenses, or business interruption losses.

***We rely extensively on third-party distributors, which could affect our ability to efficiently and profitably distribute and market our products, maintain our existing markets and expand our business into other geographic markets.***

We will rely extensively on third-party distributors for the sale and distribution of our products. To the extent that our distributors are distracted from selling our products or do not expend sufficient efforts in managing and selling our products, our sales will be adversely affected. Our ability to maintain our distribution network and attract additional distributors will depend on a number of factors, many of which are outside of our control. Some of these factors include: (i) the level of demand for our brand and products in a particular distribution area; (ii) our ability to price our products at levels competitive with those offered by competing products and (iii) our ability to deliver products in the quantity and at the time ordered by distributors.

***We have limited financial resources. If we are unable to raise additional capital, we may be unable to complete any expansion of our business on our preferred timeline.***

We have limited financial resources. Because of our reliance on external sources of funding, and our cumulative deficit, we have noted in our audited consolidated financial statements for the fiscal year ended December 31, 2025, and for prior periods, that there is uncertainty about our ability to continue as a going concern.

There can be no assurance that we will continue to have access to short-term loans and if we are unable to find additional funding sources, we may be unable to complete any expansion of our business on our preferred timeline.

We may require additional funds in order to continue to develop our manufacturing capacity and fund any expansion on our preferred timeline. Additional funding may not be available on terms that are acceptable to us, or at all, or may require the issuance of additional Common Shares or other securities which would dilute our current investors. Our future capital requirements will depend on many factors, including:

- costs of products and supply;
- revenues from the sale of stevia and monk fruit; and
- our ability to obtain revolving debt facilities for stevia leaf and/or monk fruit purchases

***We are heavily reliant on the production and distribution of stevia, monk fruit, and related products. If they do not achieve sufficient market acceptance, it will be difficult for us to achieve consistent profitability.***

A large portion of our revenue is derived from the sales of stevia and stevia related products, and we expect that stevia and stevia related products, along with monk fruit and monk fruit-related products, will continue to account for a large portion of our revenue for the foreseeable future. If the non-nutritive sweetener market declines or stevia

or monk fruit fails to achieve substantially greater market acceptance than it currently enjoys, we will not be able to grow our revenues sufficiently for us to achieve consistent profitability.

Even if products to be distributed by us conform to international safety and quality standards, sales could be adversely affected if consumers in target markets lose confidence in the safety, efficacy, and quality of stevia or monk fruit. Adverse publicity about stevia, monk fruit, or stevia- or monk fruit-based products that we sell may discourage consumers from buying products distributed by us.

***We may not be able to manage our expansion of operations effectively.***

We expect to continue to expand our business to meet the expected growth in demand for stevia, as well as monk fruit. If we are unable to manage our growth effectively, we may not be able to take advantage of market opportunities, execute our business strategies or respond to competitive pressures and we may have difficulties maintaining and updating the internal procedures and the controls necessary to meet any planned expansion of our overall business.

Our management will also be required to maintain and expand our relationships with customers, suppliers and third parties as well as attract new customers and suppliers. We expect that our sales and marketing costs will increase as we grow our product lines and as we increase our sales efforts in new and existing markets.

There is no assurance that our current and planned operations, personnel, systems, and internal procedures and controls will be adequate to support our future growth. We expect that our general and administrative costs will increase as our operations grow to meet existing sales orders for our products and for future growth as we increase our sales efforts in new and existing markets.

***We currently face, and will continue to face, significant competition. Additional competitors may enter the stevia or monk fruit business if the value of either market, which may result in a decrease in the market price of the respective extracts.***

The industry has attracted different levels of players, ranging from fully vertically-integrated, to partially-integrated (primary or secondary processing only), to distributors or brokers. Our major competitors for our core stevia business are existing stevia producers in Japan, Korea, Brazil, the US, China and Malaysia. These competitors include Zhucheng Haotian, Ingredion, Inc., Sweet Green Fields, Cargill Inc., Pure Circle Limited, and several smaller players in the China market. Our major competitors for monk fruit are Guilin Layn and Monk Fruit Corporation. In addition, additional competitors may enter the stevia or monk fruit business if the value of either market grows, which may result in a decrease in the market price of the respective extracts.

These competitors may have significantly greater financial, technical and marketing resources, and may have a more established customer base. There is no assurance that we will be able to compete successfully against our competitors or that such competition will not have a material adverse effect on our business operations or financial condition. See "*Industry Information – Competition*".

***If we do not adequately ensure our freedom to use certain technology, we may have to pay others for rights to use their intellectual property and there can be no assurance that we will be able to obtain licenses to use such technology on favorable terms or at all.***

We have not undertaken any studies as to whether our patents provide us with the freedom to use our technologies in China or any other jurisdictions.

If we do not adequately ensure our freedom to use certain technology, we may have to pay others for rights to use their intellectual property, pay damages for infringement or misappropriation and/or be enjoined from using such intellectual property. Our Chinese patents may not guarantee us the right to use our technologies if other parties own intellectual property rights that we need in order to practice such technologies. Our patent position is subject to complex factual and legal issues that may give rise to uncertainty as to the validity, scope and enforceability of a particular patent. There can be no assurance that:

- any of the rights we have under patents owned by us or other patents that third parties license to us will not be curtailed, for example through invalidation, circumvention, challenge and being rendered unenforceable or prohibiting our licensed use;

- we were the first inventors of inventions covered by our issued patents or pending applications or that we were the first to file patent applications for such inventions;
- any of our pending or future patent applications will be issued with the breadth of claim coverage sought by us or issued at all;
- our competitors have not or will not independently develop or patent technologies that are substantially equivalent or superior to our technologies;
- any of our trade secrets will not be learned independently by our competitors; or
- the steps we take to protect our intellectual property will be adequate.

In addition, effective patent, trademark, copyright and trade secret protection may be unavailable, limited or not applied for in certain foreign countries. Any of these adverse consequences could have a material adverse effect on our business operations and financial condition.

Claims by third parties that our technology or products, or those of our subsidiaries, infringe their intellectual property rights may result in litigation which could be costly and time consuming and would divert the attention of management and key personnel from other business issues. The complexity of the technology involved and the uncertainty of intellectual property litigation increase these risks. In addition, if we or our subsidiaries are found to have infringed upon the intellectual property rights of another party, licenses for such intellectual property may not be available on favorable terms or at all.

***Circumstances outside of our control could negatively affect consumer perception of and demand for our products.***

Even if stevia-based and monk fruit-based products distributed by us conform to international safety and quality standards, sales could be adversely affected if consumers in our target markets lose confidence in the safety, efficacy, and quality of nutritional supplement products. Adverse publicity about stevia, monk fruit, or stevia- or monk fruit-based products may discourage consumers from buying products distributed by us. We may not be able to overcome negative publicity within a reasonable period of time.

***Currency exchange rate and interest rate fluctuations could significantly increase our expenses.***

Our financial results will be affected by the foreign exchange rate between US dollars and RMB because, while our expenses are denominated in RMB, the majority of our sales are denominated in US dollars. On July 21, 2005, the Chinese government changed its decade-old policy of pegging the value of the RMB to the US dollar. Under the new policy, the RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies, including the Canadian dollar and the US dollar. This change in policy has resulted in approximately 15% appreciation of the RMB against the US dollar between July 21, 2005, when the policy was enacted, and December 31, 2025. The Chinese government may decide to adopt an even more flexible currency policy in the future, which could result in further and more significant appreciation of the RMB against the US dollar.

As of December 31, 2025, assuming that all other variables remain constant, a change of 1% in the Canadian dollar against the RMB would have an effect on other comprehensive income (loss) approximately of $1,000 (2024 - $240,000).

As at December 31, 2025, assuming that all other variables remain constant, an change of 1% in the Canadian dollar against the US dollar would have an effect on other comprehensive income (loss) of approximately $563,000 (2024 - $558,000).

***Our international operations subject us to additional risks.***

We are subject to the risks inherent in conducting business across national boundaries, any one of which could adversely impact our business. These risks include:

- currency exchange rate fluctuations;
- trade barriers;
- national and regional economic downturns;

- changes in governmental policy or regulation;
- restrictions on the transfer of funds into or out of particular countries;
- import and export duties and quotas;
- domestic and foreign customs and tariffs;
- political risks and nationalization of foreign assets;
- increases in duties, taxes and government royalties;
- protectionist measures enacted by the United States and/or other markets where our products are sold; and
- potentially negative consequences from changes in tax or other laws.

***We may not be able to increase brand recognition necessary to materially increase revenues and may not be able to create an infrastructure necessary to support the increase in demand.***

We have established limited brand recognition in Canada, the United States and other international jurisdictions. We cannot be sure that we will successfully complete the development and introduction of current products, new products or product enhancements or that any products developed will achieve acceptance in the marketplace necessary to materially increase revenues and achieve consistent profitability. We may also fail to develop and deploy new products and product enhancements on a timely basis. There can be no assurance that we will be able to expand our production and distribution capabilities in the future to meet further market acceptance or that any such expansion will be successful. Furthermore, there can be no assurance that any expansion will not have a material adverse effect on our operating results, particularly while we are implementing such expansion and the costs associated with any expansion.

In addition, consumer preferences evolve over time and the success of our products depends on our ability to identify the tastes and nutritional needs of our customers and to offer products that appeal to their preferences. We introduce new products and improved products from time to time and we may incur significant development and marketing costs which may not lead to a product that is accepted by consumers. If our products fail to meet consumer preferences, then our sales and profits from new products will suffer.

***We could become subject to product liability claims.***

As a distributor of products designed for human consumption, we may be subject to product liability claims if the use of our products is alleged to have resulted in injury. For example, we may be subject to allegations that our products include inadequate instructions for use or inadequate warnings concerning possible side effects and interactions with other substances. In addition, although we and our manufacturers maintain quality controls and procedures with respect to products that we sell, the substances that make up these products could become contaminated. We currently have not obtained indemnities from our product suppliers. We carry liability insurance to cover product recalls and worldwide product liabilities. Such insurance, however, may not be available in the future at a reasonable cost, on favorable terms, or at all, and may not be adequate to cover liabilities.

***Litigation may adversely affect our business.***

All industries, including the industry in which we operate, are subject to legal claims with and without merit. We may be or become involved in disputes with other parties which may result in litigation. The results of litigation cannot be predicted with certainty. If we are unable to resolve any material disputes favorably, it may have a material adverse impact on our business and results of operations. See "*Legal Proceedings*".

***Any potential global economic and financial market crisis could have a negative effect on our results of operations.***

Any potential global economic conditions could have a negative effect on our business and results of operations. Economic activity in China, Canada, the United States and throughout much of the world, for example, underwent a sudden, sharp economic downturn following the housing downturn and subprime lending collapse in both the United States and Europe. Market disruptions included extreme volatility in securities prices, as well as severely diminished liquidity and credit availability. Such an economic crisis can adversely affect us in a variety of ways. Access to lines of credit or the capital markets may be severely restricted, which may preclude us from raising funds required for operations and to fund continued expansion. It may be more difficult for us to complete strategic transactions with third parties. The financial and credit market turmoil could also negatively impact suppliers, customers and banks with whom we do business. Such developments could decrease our ability to source and

distribute our products or obtain financing and could expose us to risk that one of our suppliers, customers or banks will be unable to meet their obligations under our agreements with them.

While it is not possible to predict with certainty the duration or severity of the current disruption in financial and credit markets, if economic conditions continue to worsen, it is possible these factors could significantly impact our financial condition.

***Technological changes in stevia production could result in lower cost producers.***

The traditional methods of production of stevia extracts are, with the exception of certain process improvements, fairly similar between all producers. Product development for less prevalent but desirable steviol glycosides is underway using non-traditional methods; it is uncertain whether new technology will lessen the economic viability of the Company's offerings, it is possible that the new technology could result in lower-cost suppliers undermining our pricing platform.

**Industry Related Risks**

***Stevia and monk fruit compete with sugar and other high intensity sweeteners in the global sweetener market and the success of these products will largely depend on consumer perception of their positive health implications relative to other sweeteners.***

The continued growth of stevia's share of the global sweetener market depends upon consumer acceptance of stevia and stevia related products and the health implications of consuming stevia relative to other sweetener products; similarly for monk fruit. The publication of any studies or revelation of other information that has negative implications regarding the health impacts of consuming stevia or monk fruit may slow or reverse the growth in consumer acceptance of either product, which may have a material adverse effect on our business operations and financial condition.

***Government regulation of our products could increase our costs, prevent us from offering certain products or cause us to recall products.***

While stevia and/or stevia products, as well as monk fruit products, have been approved for use in food and beverages in certain countries, including the United States, there are a number of major regions, where they have not been approved for use. Monk fruit is not yet approved in the European Union. Global demand for stevia and stevia products, as well as monk fruit, may be limited if these products are not approved for use in these and other regions.

The processing, formulation, manufacturing, packaging, labeling, advertising and distribution of our products is subject to regulation by one or more federal agencies, and various agencies of the states and localities in which our products are sold. These government regulatory agencies may attempt to regulate any of our products that fall within their jurisdiction. Such regulatory agencies may not accept the evidence of safety for any new ingredients that we may want to market, may determine that a particular product or product ingredient presents an unacceptable health risk, may determine that a particular statement of nutritional support that we want to use is an unacceptable drug claim or an unauthorized version of a food "health claim," may determine that a particular product is an unapproved new drug, or may determine that particular claims are not adequately supported by available scientific evidence. Such a determination would prevent us from marketing particular products or using certain statements of nutritional support on our products. We also may be unable to disseminate third-party literature that supports our products if the third-party literature fails to satisfy certain requirements.

In addition, a government regulatory agency could require us to remove a particular product from the market. Any future recall or removal would result in additional costs to us, including lost revenues from any products that we are required to remove from the market, any of which could be material. Any such product recalls or removals could lead to liability, substantial costs and reduced growth prospects.

If any of our products contain plants, herbs or other substances not recognized as safe by a government regulatory agency, we may not be able to market or sell such products in that jurisdiction. Any such prohibition could materially adversely affect our results of operations and financial condition. Further, if more stringent statutes are enacted for dietary supplements, or if more stringent regulations are promulgated, we may not be able to comply with such statutes or regulations without incurring substantial expense, or at all.

Government regulatory agencies may also adopt more stringent rules regarding the manufacturing of dietary supplements, which may apply to the products that we or our subsidiaries manufacture. In the future, such regulations may require dietary supplements to be prepared, packaged and held in compliance with strict rules, and may require quality control provisions similar to those in the Good Manufacturing Practice regulations for drugs. We may not be able to comply with such new rules without incurring additional expenses, which may be significant.

We are not able to predict the nature of future laws, regulations, repeals or interpretations or to predict the effect that additional governmental regulation, if and when it occurs, would have on our business in the future. Such developments could, however, require reformulation of certain products to meet new standards, recalls or discontinuance of certain products not able to be reformulated, additional record-keeping requirements, increased documentation of the properties of certain products, additional or different labeling, additional scientific substantiation, or other new requirements. Any such developments could have a material adverse effect on our business operations and financial condition.

**Risks Relating to Our Contracted Operations in China**

*Now that the transfer of our Runhai subsidiary has been approved by shareholders and Runhai has been transferred, the Company's exposure to many of the risks in China outlined below may still exist, particularly through the Company's reliance on its contract manufacturer, HHY, to manufacture goods on behalf of the Company.*

***Our contract manufacturer, HHY, is located in PRC and the Chinese government's involvement in the economic system could have a materially adverse effect on their operations and financial condition, which could pose downstream risks to our product supply or pricing.***

The economy of the People's Republic of China differs from the economies of most developed countries in many respects, including the extent of government involvement. Over the past three decades, China's economy has been transitioning from a planned economy to a more market-oriented economy. Although in recent years the Chinese government has implemented measures emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of sound corporate governance in business enterprises, a substantial portion of productive assets in China are still owned by the Chinese government. In addition, the Chinese government continues to play a significant role in regulating industrial development. It also exercises significant control over China's economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. Economic control measures may be adjusted or modified without warning and may be applied differently from industry to industry. Economic controls and reforms are often adopted on an experimental basis and are subject to reversal or revocation with little or no warning. Because these economic reform measures may be inconsistent or ineffectual, there are no assurances that:

- stevia or monk fruit production will remain a priority for Chinese governments;
- the Chinese government will continue its pursuit of economic reform policies;
- the economic policies, even if pursued, will be successful;
- economic policies will not be significantly altered from time to time; and

To date, reforms to China's economic system have not adversely impacted operations at HHY. There can be no assurance, however, that China's economic reforms will continue or that HHY will not be adversely affected by changes in China's political, economic, and social conditions and by changes in policies of the Chinese government, such as changes in laws and regulations, measures which may be introduced to control inflation, changes in the rate or method of taxation, changes in employment restrictions, imposition of additional restrictions on currency conversion and remittance abroad, and reduction in tariff protection and other import restrictions.

***We may not be successful in settling old China-based accounts payable***

The Company holds material amounts of trade payables that are older than three years. While the Company has successfully managed and settled such issues in the past, there is a risk that the Company may not be successful in the future and could face judgments against the company in settlement of these debts which could affect ongoing operations.

***The Chinese government has been adopting increasingly stringent environmental protection and safety in production requirements which could hurt our business.***

The continuance of our supplier's production on behalf of GLG depends upon compliance with the applicable environmental, safety in production and other regulations. Any change in the scope or application of these laws and regulations may affect their production capacity or increase their cost of operations and could therefore have an adverse effect on our business operations, financial condition and operating results. Their failure to comply with these laws and regulations could result in fines, penalties or legal proceedings being commenced against us. There can be no assurance that the Chinese government will not impose additional or stricter laws or regulations, compliance with which may cause result in significant capital expenditures by our supplier which could impact pricing.

## DIVIDEND POLICY

We have not declared or paid any dividends on the Common Shares since incorporation, and it is not anticipated that any dividends will be declared or paid in the immediate or foreseeable future. Any decision to pay dividends will be made by our board of directors on the basis of earnings, financial requirements and other conditions existing at such future time.

## DESCRIPTION OF SHARE CAPITAL

The Company is authorized to issue an unlimited number of Common Shares, of which 38,394,223 Common Shares were issued and outstanding as at the date of this Annual Information Form.

All of the Common Shares rank equally as to voting rights, participation in a distribution of our assets on liquidation, dissolution or winding-up and the entitlement to dividends. The holders of the Common Shares are entitled to receive notice of all meetings of shareholders and to attend and vote the shares at the meetings. Each of the Common Shares carries with it the right to one vote. We have authorized no other class or series of our share capital.

In the event of the liquidation, dissolution or winding-up of us or other distribution of our assets, the holders of the Common Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after we have paid out our liabilities. Distributions in the form of dividends, if any, will be set by our board of directors.

Provisions as to the modification, amendment or variation of the rights attached to the Common Shares are contained in our articles and the *Business Corporations Act* (British Columbia). Generally speaking, substantive changes to the share capital require the approval of the shareholders by special resolution (at least 2/3 of the votes cast).

## MARKET FOR SECURITIES

As of the date hereof, GLG Life Tech's Common Shares are listed on the NEX exchange under the symbol "GLG.H", although shares are currently cease traded and have been for the duration of 2025. Thus, monthly trading prices/volumes are not provided here.

## PRIOR SALES

The following table summarizes the issuance by us of Common Shares within the 12-month period before the date of this Annual Information Form.

| Date of Issue | Number of Common Shares Issued | Issue Price ($) |
|---|---|---|
| | Nil | |
| **Total** | **Nil** | |

The following table summarizes the issuances by us of stock options within the 12-month period before the date of this Annual Information Form.

| Date of Issue | Number of Options Issued | Option Exercise Price ($) |
|---|---|---|
| | Nil | |
| **Total** | **Nil** | |

## ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

To the knowledge of the Company, there are no securities of the Company in escrow or subject to contractual restriction.

## DIRECTORS AND OFFICERS

The directors are elected by the shareholders at each annual general meeting and typically hold office until the next annual general meeting at which time they may be re-elected or replaced. Casual vacancies on the Board are filled by the remaining directors and the persons filling those vacancies hold office until the next annual general meeting at which time they may be re-elected or replaced. The officers are appointed by the Board and hold office at the pleasure of the Board.

Collectively, as at the date of this Annual Information Form, the directors and executive officers of GLG Life Tech, as a group, own 5,546,650 Common Shares, representing approximately 14.4% (14.4% on a fully diluted basis) of the issued and outstanding Common Shares.

The following table sets forth the names and municipalities of residence of all the directors and executive officers of the Company, as well as the positions and offices held by such persons and their principal occupations.

| Name and Municipality of Residence | Position with GLG Life Tech | Principal Occupations for the past 5 years | Director Since |
|---|---|---|---|
| Dr. Luke Zhang<br>Heze, Shangdong Province<br>China | Chief Executive Officer, Chairman and Director | Chief Executive Officer, Chairman and Director of GLG Life Tech Corporation | June 21, 2005 |
| Brian Palmieri[(1) (2)(3)(4)]<br>Cody, Wyoming<br>United States | Vice Chairman and Director | Vice Chairman and Director of GLG Life Tech Corporation | June 21, 2005 |
| David Bishop[(1)(2)]<br>Anderson, South Carolina<br>United States | Director | Retired Member of Parliament | March 27, 2025 |
| Liu Yingchun[(1)(2)(3)(4)]<br>Heze, Shangdong Province<br>China | Director | Credit Director, Heze Industrial and Commercial Bank (1997 – 2000) | June 17, 2008 |
| Simon Springett<br>Boulder, Colorado<br>United States | Chief Operating Officer and Director | Vice President of Operations, GLG Life Tech Corporation | June 27, 2019 |
| Edward Wang<br>Vancouver, British Columbia<br>Canada | Chief Financial Officer | Financial Supervisor in Canadian Dehua International Mines Group Inc. | N/A |

**Notes:**

(1) Independent Director
(2) Member of the Audit Committee
(3) Member of Compensation Committee
(4) Member of Corporate Governance and Nominating Committee

The following is a brief description of the background of the directors and executive officers of GLG Life Tech Corporation.

**Directors and Executive Officers**

***Dr. Luke Zhang (Director, Chief Executive Officer and Chairman)***

Dr. Zhang is a Canadian citizen and currently resides in China. He was appointed as our Chairman and as director on June 21, 2005 and as our President on September 6, 2007. On May 15, 2008, Dr. Zhang was named our Chief Executive Officer. Dr. Zhang received his Ph.D. in Pharmacology from Vanderbilt University and has worked in international business for over 20 years. Dr. Zhang received his medical degree in China previously. He is a non-independent director.

***Brian Palmieri (Director and Vice-Chairman)***

Mr. Palmieri resides in Cody, Wyoming, and was appointed as our Chief Executive Officer and a director on June 21, 2005. On May 15, 2008, Mr. Palmieri relinquished his role as our Chief Executive Officer and was named our President and Vice-Chairman. On October 1, 2010, Mr. Palmieri relinquished his role as our President. Mr. Palmieri is an independent director.

Prior to his involvement with us, Mr. Palmieri's time has been divided between the following businesses in which he is a principal:

American Tool and Die Inc., the principal business of which is metals manufacturing and of which he is president, Palco International Inc. and AAFAB International Inc., the principal business of both being international trading and consulting and of which he serves as president.

***David Bishop (Director)***

Mr. Bishop resides in Anderson, South Carolina, having recently relocated from Atlanta, Georgia. From 2006—2008, Mr. Bishop worked with GLG in Shandong Province, China as Vice President for Operations during the period of the company's greatest expansion when he assisted Dr. Zhang with building the China management team and the construction of two primary stevia processing plants plus expansion of the original factory in Qingdao. He also served as Chairman of the company's four subsidiaries in China. From 2008—2011, he worked from his Atlanta base as Executive Vice President for International Affairs. In this role, he attended and delivered presentations on behalf of the company and the industry at large at conferences in Paraguay, Germany and Belgium. He is currently retired from his international consulting business. Mr. Bishop is an independent director.

***Liu Yingchun (Director)***

Madame Yingchun was elected as one of our directors on June 17, 2008. Madame Yingchun graduated from Shandong Economical College and has over 20 years of experience in finance and accounting. She has worked for several major banks and insurance companies in China including China Bank and the Industrial and Commercial Bank of China. She is a certified economist and financial analyst. Mrs. Liu is currently audit director and controller of HeZe Industrial and Commercial Bank. She also has experience in internal control and investment management. Madame Yingchun is an independent director.

***Simon Springett (Director, Chief Operating Officer)***

Mr. Springett joined the Company in May 2014, overseeing operations and legal services. He has worked closely with the Company's Chinese and North American operations since joining the Company. On June 27, 2019, Mr. Springett was elected as one of our Directors. Mr. Springett received his law degree from Northwestern University in 2012. He previously worked in the telecommunications sector in both management and sales.

***Edward Wang (Chief Financial Officer)***

Mr. Wang joined the Company in October 2019, overseeing accounting operations and financial statements of the Company. On June 30, 2020, Mr. Wang was appointed as Acting Chief Financial Officer to provide strategic management of the accounting and finance functions of the Company and Chinese operations. On November 12, 2021, Mr. Wang was appointed Chief Financial Officer of the Company. Mr. Wang received his Bachelor of Arts in Accounting degree in 1992, Master of Business Administration in 2005, and earned his CPA, CGA in 2010. Prior to joining GLG, he worked in Kraft Foods (China) for 8 years, and the mining business in both China and Canada for 10 years.

**Corporate Cease Trade Orders**

Except as described below, during the ten years preceding the date of this Management Proxy Circular, no proposed director of the Corporation has, to the knowledge of the Corporation, been:

(a) a director, chief executive officer or chief financial officer of any company that:

(i) was the subject of a cease trade or similar order or an order that denied such company access to any exemption under securities legislation that was in effect for a period of more than thirty consecutive days (an "Order") while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to such an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer in the company that is the subject of the Order and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal

under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that company.

On April 10, 2012, Mr. Brian Meadows (former President and CFO) and Dr. Zhang were the subject of a management cease trade order ("MCTO") issued by the BCSC as a result of the Company having not filed its audited financial statements, management's discussion and analysis and annual information form. The CTO was revoked on June 18, 2013, by the BCSC.

On April 8, 2024, the Company was the subject of a failure-to-file cease trade order ("FFCTO") issued by the BCSC as a result of the Company having not filed its audited financial statements, management's discussion and analysis and annual information form. Those documents have since been filed and the FFCTO was revoked by the BCSC on May 21, 2025 date.

**Individual Bankruptcies**

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially control of the Company, (i) is, or within ten years prior to the date hereof has been, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

**Penalties and Sanctions**

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

**Conflicts of Interest**

There are potential conflicts of interest to which the directors and officers of GLG will be subject with respect to the operations of GLG. Certain of the directors and officers of GLG also serve as directors and officers of other companies. Situations may arise where the directors and officers will be engaged in direct competition with GLG. Any conflicts of interest will be subject to and governed by the law applicable to directors and officers conflicts of interest, including the procedures prescribed by the *Business Corporations Act* (British Columbia).

If a conflict of interest arises at a meeting of the Board of Directors of GLG, any director in a conflict will disclose his interest and abstain from voting on such matter.

## CORPORATE GOVERNANCE

The Board of Directors of the Company is responsible for the supervision of the management of the Company's business and affairs. The Board of Directors is currently composed of five directors, three of whom the Company considers to be independent as set out below. The Board of Directors considers a member to be independent if he has no direct or indirect material relationship with the Company which, in the view of the Board of Directors, would reasonably be perceived to materially interfere with the exercise of the director's independent judgment. The Board's current composition is as follows:

Dr. Luke Zhang – non-independent

Brian Palmieri – independent

David Bishop – independent

Simon Springett – non-independent

Liu Yingchun – independent

Dr. Luke Zhang and Simon Springett are executive officers of the Company; hence, they are not considered to be independent of management.

**Committees of our Board of Directors**

We have three board committees, being the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee.

**Audit Committee**

The Audit Committee assists the board of directors in fulfilling its responsibilities for oversight of financial and accounting matters. In addition to recommending the auditors to be nominated and reviewing the compensation of the auditors, the Committee is responsible for overseeing the work of the auditors and pre-approving non-audit services. The Committee also reviews our annual and interim financial statements and news releases containing information taken from our financial statements prior to their release. The Committee is responsible for reviewing the acceptability and quality of our financial reporting and accounting standards and principles and any proposed material changes to them or their application.

The current members of the Audit Committee are Brian Palmieri (Chairman), David Bishop, and Madame Liu Yingchun. Each member of the Audit Committee is "independent" within the meaning Canadian Securities laws. The Audit Committee has a published charter which is attached to our AIF and is attached as Appendix A to this Annual Information Form. The Charter is available at www.sedarplus.ca and is also posted on our website, www.glglifetech.com.

*Education and Experience of Members of the Audit Committee*

The Audit Committee reports to the Board of Directors, and is responsible for assisting in the Board of Directors' oversight of the reliability and integrity of the accounting principles and practices, financial statements, other financial reporting, and disclosure practices followed by management of the Company and its subsidiaries.

All members of the Audit Committee members are independent.

All of the members of the Audit Committee are financially literate based on their experience as a chief executive, financial officer or officers and directors of public and/or private organizations.

*Pre-Approval Policies and Procedures of Non-Audit Services*

The Audit Committee's Charter sets out responsibilities regarding the provision of non-audit services by the Company's external auditors. As a matter of practice, the Audit Committee, and or the audit committee chairman acting on behalf of the Audit Committee, will generally pre-approve all audit and permitted non-audit services to be performed by the external auditors and identifies and reviews the types of non-audit services or mandates that it considers to be incompatible with the principles underlying the independence of the external auditors.

*External Auditor Service Fees*

The aggregate fees for professional services rendered by a) the Company's auditor, MSLL CPA LLP, for the year ended December 31, 2025, and b) the Company's prior auditor, Horizon Assurance, LLP, for the year ended December 31, 2024, are as follows:

| **Fiscal years ended December 31** | **2025** | **2024** |
|---|---|---|
| Audit Fees (for audit of the Company's annual financial statements for the respective year and assistance with the Company's quarterly financial statements) | $90,000 | $160,000 |
| Audit-Related Fees | $0 | $0 |
| **Total Audit and Audit-Related Fees** | $90,000 | $160,000 |
| Tax Fees (for preparation of tax returns) | $13,000 | $11,300 |
| All Other Fees | $0 | $0 |
| **Total Fees** | **$103,000** | **$171,300** |

***Compensation Committee***

The Compensation Committee was established on March 18, 2008, and assists the board of directors in fulfilling its oversight responsibilities relating to compensation. The Committee's role includes establishing a remuneration and benefits plan for directors, executives and other key employees and reviewing the adequacy and form of compensation of directors and senior management. The Committee oversees the development and implementation of compensation programs in order to support our business objectives and attract and retain key executives. The Committee also reviews and makes recommendations to our board of directors regarding our incentive compensation equity-based plans.

The members of the Compensation Committee are Madame Liu Yingchun and Mr. Brian Palmieri. Each member of the Compensation Committee is "independent" within the meaning of Canadian Securities laws.

***Corporate Governance and Nominating Committee***

The Corporate Governance and Nominating Committee was established on March 18, 2008, and assists the board of directors in fulfilling its oversight responsibilities relating the board of director's relationship with senior management. The Committee's role includes developing and monitoring the effectiveness of our system of corporate governance, assessing the effectiveness of individual directors, the board of directors, and various board committees, and is responsible for appropriate corporate governance and proper delineation of the roles, duties and responsibilities of management, the board of directors and its committees. The Committee is responsible for recommending to the board of directors a set of corporate governance principles and reviewing these principles at least once a year. The Committee oversees our investor relations and public relations activities. In addition, the Committee is responsible for identifying and recommending candidates qualified to become directors and board committee members and to ensure that an effective Chief Executive Officer succession plan is in place.

The members of the Corporate Governance and Nominating Committee are Madame Liu Yingchun and Mr. Brian Palmieri. Each member of the Corporate Governance and Nominating Committee is "independent" within the meaning of Canadian Securities laws.

## LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company was not a party to any legal proceedings nor the subject of any regulatory actions in 2025. The Company is aware of the possibility that one of its former customers/partners may pursue arbitration via the Shanghai International Economic and Trade Arbitration Commission to resolve questions and seek payment regarding an amount claimed as owed (approximately RMB 4,500,000) under a title transfer agreement for raw materials.

## INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, the Company is not aware of any material interest, direct or indirect, of (i) any shareholder that is a direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of the voting rights attached to the Common Shares, (ii) any of our directors or executive officers or our subsidiaries' directors or executive officers, or (iii) any associate or affiliate of any of the foregoing, in any transaction which has been entered into within the three most recently completed financial years or during the current financial year, that has materially affected or will materially affect the Company.

## AUDITORS, REGISTRAR AND TRANSFER AGENT

### AUDITORS

MSLL CPA LLP was appointed as the auditors of the Corporation effective October 22, 2025.

### TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is Computershare Trust Company of Canada at its principal offices at 510 Burrard Street, Second Floor, Vancouver, British Columbia V6C 3B9.

## INTEREST OF EXPERTS

The Corporation's auditors are MSLL CPA LLP ("MSLL"), who have prepared an independent auditors' report dated April 30, 2025, in respect of the Corporation's consolidated financial statements as at December 31, 2025 and 2024. MSLL has advised that they are independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

## MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business or as otherwise disclosed herein, there are no other material contracts entered into within the most recently completed financial year or before the most recently completed financial year that are still in effect.

## ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the most recent Management Proxy Circular dated April 24, 2025, for the Company's annual general and special meeting of shareholders involving the election of directors to be held on May 22, 2025. Additional financial information is provided in the Company's most recent audited financial statements. A copy of these documents may be obtained upon request from the Chief Financial Officer or may be obtained from SEDAR+ at www.sedarplus.ca under the company name, GLG Life Tech Corporation.

**APPENDIX A**

## AUDIT COMMITTEE CHARTER

**GLG LIFE TECH CORPORATION**
**(THE "COMPANY")**

The Audit Committee (the "Committee") is a committee of the board of directors (the "Board") of the Company. The role of the Committee is to provide oversight of the Company's financial management and of the design and implementation of an effective system of internal financial controls as well as to review and report to the Board on the integrity of the financial statements of the Company, its subsidiaries and associated companies. This includes helping directors meet their responsibilities, facilitating better communication between directors and the external auditor, enhancing the independence of the external auditor, increasing the credibility and objectivity of financial reports and strengthening the role of the directors by facilitating in-depth discussions among directors, management and the external auditor. Management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them. The Company's external auditor is ultimately accountable to the Board and the Committee as representatives of the Company's shareholders.

The Company shall provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under this Charter, to compensate its advisors and to compensate any registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company. The Committee, at its discretion, has the authority to initiate investigations, and hire legal, accounting or other outside advisors or experts to assist the Committee, as it deems necessary to fulfill its duties under this Charter.

### Duties and Responsibilities of the Audit Committee

*External Auditor*

- To be directly and solely responsible, subject to shareholder approval, for the appointment, compensation, retention and oversight of any independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) engaged by the Company for the purpose of preparing or issuing an audit report or related work, with each such auditor reporting directly to the Committee.

- To obtain and review annually a report from the independent auditor describing (i) the independent auditor's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review or peer reviews or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to deal with such issues, and (iii) all relationships between the independent auditor and the Company.

- To review with the independent auditor any accounting adjustments that were noted or proposed by the independent auditor but that were "passed" (as immaterial or otherwise), and communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement, and any "management" or "internal control" letter or schedule of unadjusted differences issued, or proposed to be issued, by the independent auditor to the Company, or any other material written communication provided by the independent auditor to the Company's management.

- To oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.

- To evaluate the audit services provided by the external auditor, pre-approve all audit fees and recommend to the Board, if necessary, the replacement of the external auditor.

- To pre-approve any non-audit services to be provided to the Company by the external auditor and the fees for those services.

- To review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee has adopted the following guidelines regarding the hiring of any partner, employee, reviewing tax professional or other person providing audit assurance to the external auditor of the Company on any aspect of its certification of the Company's financial statements:

    (a) No member of the audit team that is auditing a business of the Company can be hired into that business or into a position to which that business reports for a period of three years after the audit;

    (b) No former partner or employee of the external auditor may be made an officer of the Company or any of its subsidiaries for three years following the end of the individual's association with the external auditor;

    (c) The CFO must approve all office hires from the external auditor; and

    (d) The CFO must report annually to the Committee on any hires within these guidelines during the preceding year.

- To ensure that the head audit partner assigned by the external auditor to the Company, as well as the audit partner charged with reviewing the audit of the Company, are changed at least every five years, to consider issues related to the timing of such rotation and the transition to new lead and reviewing partners, and to consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm, and report any conclusions on these issues to the Board.

- To review with the independent auditor the critical accounting policies and practices used by the Company, all alternative treatments of financial information within generally accepted accounting principles that the independent auditor has discussed with management, the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor.

- To review, at least annually, the relationships between the Company and the external auditor in order to establish the independence of the external auditor.

*Financial Information and Reporting*

- To review the Company's annual audited financial statements with the CEO and CFO and then the full Board.

- To review the interim financial statements with the CEO and CFO.

- To review and discuss with management and the external auditor, as appropriate:

    (a) The annual audited financial statements and the interim financial statements, including the accompanying management discussion and analysis; and,

    (b) Earnings guidance and other releases containing information taken from the Company's financial statements prior to their release.

- To review the quality and not just the acceptability of the Company's financial reporting and accounting standards and principles and any proposed material changes to them or their application.

- To review with the CFO any earnings guidance to be issued by the Company and any news release containing financial information taken from the Company's financial statements prior to the release of the financial statements to the public. In addition, the CFO must review with the Committee the substance of any presentations to analysts or rating agencies that contain a change in strategy or outlook.

*Oversight*

- To review the internal audit staff functions, including:

  (a) The purpose, authority and organizational reporting lines;

  (b) The annual audit plan, budget and staffing; and

  (c) The appointment and compensation of the controller, if any.

- To review with management its assessment of the effectiveness of and adequacy of the Company's internal control structure and procedures for financial reporting (the "Internal Controls"), review with the independent auditor the attestation to and report on the assessment made by management, and consider with management and the independent auditor whether any changes to the Internal Controls are appropriate in light of management's assessment or the independent auditor's attestation.

- To review and monitor the Company's major financial risks and risk management policies and the steps taken by management to mitigate those risks.

- To meet at least annually with management (including the CFO), the internal audit staff, and the external auditor in separate executive sessions and review issues and matters of concern respecting audits and financial reporting.

- To review with the CEO and CFO of the Company any report on significant deficiencies in the design or operation of the Internal Controls that could adversely affect the Company's ability to record, process, summarize or report financial data, any material weaknesses in Internal Controls identified to the auditors, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's Internal Controls.

- To review and approve any related-party transactions, after reviewing each such transaction for potential conflicts of interest and other improprieties.

- To establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. To adopt, as necessary, appropriate remedial measures or actions with respect to such complaints or concerns.

- In connection with its review of the annual audited financial statements and interim financial statements, the Committee will also review the process for the CEO and CFO certifications (if required by law or regulation) with respect to the financial statements and the Company's disclosure and internal controls, including any material deficiencies or changes in those controls.

**Membership**

- The Committee shall consist solely of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and is otherwise "unrelated" or "independent" as required under applicable securities rules or applicable stock exchange rules.

- Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.

- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

- All members of the Committee must be "financially literate" (i.e., have the ability to read and understand a set of financial statements such as a balance sheet, an income statement and a cash flow statement). In addition, if required by applicable additional securities regulators or stock exchange rules, at least one member of the Committee shall qualify as a "financial expert" within the meaning of such rules and regulations.

**Procedures**

- The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the "Chair"). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.

- The Chair will appoint a secretary (the "Secretary") who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.

- No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.

- The Committee will meet as many times as is necessary to carry out its responsibilities. Any member of the Committee or the external auditor may call meetings.

- The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the bylaws of the Company or otherwise determined by resolution of the Board.

- The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants, as it deems appropriate.

- The Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations and shall discuss with the CEO or the CFO such records and other matters considered appropriate.

- The Committee has the authority to communicate directly with the internal and external auditors.

**Policy for Reporting Violations and Complaints**

The Company's policy for reporting violations and complaints is attached as Annex A.

**Reports**

- The Committee shall produce the following reports and provide them to the Board:

(d) An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report.

(c) A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

**ANNEX A**

**GLG LIFE TECH CORPORATION**
**POLICY FOR REPORTING VIOLATIONS AND COMPLAINTS**

## I. Introduction

One of our Company's most valuable assets is its integrity. Protecting this asset is the job of everyone in the Company. We have established the GLG Life Tech Corporation Code of Ethics to help our employees understand and comply with the laws and regulations applicable to our business and to maintain the highest standards of ethical conduct. This policy is meant to supplement our Code of Ethics by encouraging employees to report any suspected violations or concerns as to compliance with laws, regulations, public disclosure requirements, our Code of Ethics or other Company policies, or any complaints or concerns regarding the Company's accounting, internal accounting controls, or auditing matters.

## II. Obligation to Report Suspected or Actual Violations; Anonymous Reporting

### A. Reporting Generally

It is every employee's obligation to report suspected or actual violations of laws, government rules and regulations, the Company's Code of Ethics or other Company policies. You should also report any suspected violations of the laws and rules that govern the reporting of the Company's financial performance, and any complaint or concern regarding the Company's accounting, internal accounting controls, public disclosure requirements, or auditing matters.

You may report any such matters directly to your supervisor or manager or by the procedures set forth below. As noted below, supervisors and managers are required to report to a Compliance Officer any time they receive a report of a concern about our compliance with laws, the Code of Ethics or other Company policy, any notice of any suspected wrong-doing by any Company employee, officer or director, or any complaint or concern about the Company's accounting, internal accounting controls, public disclosure or auditing matters. The Compliance Officers who should be notified are either of the following:

Simon Springett
Chief Operating Officer
GLG Life Tech Corporation
Suite 220 – 13071 Vanier Place
Richmond, B.C., V6V 2J1
Canada

Georald Ingborg
Legal Counsel of the Company
Fasken Martineau DuMoulin LLP
#2900 – 550 Burrard Street
Vancouver, B.C., V6C 0A3
Canada

## III. Treatment and Retention of Complaints and Reports

Each supervisor and manager shall report any suspected violation, concern or complaint reported to such person by employees or other sources to a Compliance Officer to assure proper treatment and retention of complaints, concerns or notices of potential violations. In addition, employees should take note that persons outside the Company may report complaints or concerns about suspected violations, or concerns regarding internal accounting controls, accounting or auditing matters. Any such concerns or complaints should be reported immediately on receipt to a Compliance Officer.

Supervisors and managers as well as the Compliance Officers shall promptly consider the information, reports or notices received by them under this policy or otherwise. The Compliance Officers shall take appropriate action,

including investigation, if appropriate, in accordance with the law, governmental rules and regulations, the Company's Code of Ethics and otherwise consistent with good business practice.

Upon a report to a Compliance Officer, all notices or reports of suspected violations, complaints or concerns received pursuant to this policy shall be recorded in a log, indicating the description of the matter reported, the date of the report and the disposition thereof, and the log shall be retained for five years. The log shall be maintained by the Compliance Officers.

**IV. Statement of Non-Retaliation**

It is a federal crime for anyone to retaliate intentionally against any person who provides truthful information to a law enforcement official concerning a possible violation of any federal law. Moreover, the Company will not permit any form of intimidation or retaliation by any officer, employee, contractor, subcontractor or agent of the Company against any employee because of any lawful act done by that employee to:

- provide information or assist in an investigation regarding any conduct which the employee reasonably believes constitutes a violation of laws, rules, regulations, the Company's Code of Ethics, or any Company policies; or

- file, testify, participate in, or otherwise assist in a proceeding relating to a violation of any law, rule or regulation.

Any such action is a violation of Company policy and should be reported immediately under this policy.

**V. Statement of Confidentiality**

The Company will, to the extent reasonably possible, keep confidential both the information and concerns reported under this policy, and its discussions and actions in response to those reports and concerns. In the course of its investigation, however, the Company may find it necessary to share information with others on a "need to know" basis.