



**CANADIAN HYDROGEN AND FUEL CELL ASSOCIATION
(The “Corporation”)**

**Minutes of the Annual General Meeting
Wednesday, September 8, 2021
10:00-11:00 am PT / 1:00-2:00 pm ET
Boardroom #214, Suite 2000, 300 West Georgia Street, Vancouver, BC
Microsoft Teams**

CHAIR OF THE MEETING ELECTED AND APPOINTMENT OF CHAIR AND VICE-CHAIR

F. Girard called the AGM to order and welcomed members joining via video and teleconference. He advised the meeting that as per the By-laws of the Corporation that the members shall, at each members' meeting, appoint a person to preside as chair thereof. F. Girard advised that he was prepared to act as chair of the meeting.

It was MOVED by R. Artibise, SECONDED by N. Pocard, and UNANIMOUSLY RESOLVED that F. Girard act as chair of the meeting (“Chair”).

The Chair asked N. Hilario to act as Secretary of the meeting.

The Chair advised the meeting that if there was any member who was not registered with N. Hilario, he or she should do so now. The Chair instructed registered members and proxy holders to vote by entering “Yea” or “Nay” using the virtual chat feature on Microsoft Teams.

ATTENDANCE AND PROXIES

The Chair confirmed that the Secretary advised that there was a total of 49 members present via in-person or teleconference.

Corporation Members – via in-person:

Andrea Engelen	cellcentric Canada
Colin Armstrong	HTEC
William Ma	Pacific Welfare Resource Investment
Andreas Truckenbrodt	Truckenbrodt Clean Energy Consulting
Derek Chow	Westport Fuel Systems

Corporation Members – via teleconference:

Gildas Bonnier	Air Liquide Canada
Jessica Lof	Air Products Canada
Kelly Grieves	Atura Power
Jose Rubio	AVL Fuel Cell Canada
Nicolas Pocard	Ballard Power Systems
Kim Leach	Ballard Power Systems
Duncan McPherson	Bennett Jones LLP
Sam Suppiah	Canadian Nuclear Laboratories
Bob Blattler	Cariboo Low Carbon Fuels
Rob Harvey	Cummins Inc.
Marco Sonnessa	DUMA Engineering (2018)

Earncliffe Strategy Group
Enbridge Gas
Ensol Systems
Evolugen
G&S Budd Consulting
Groupe Filgo-Sonic
Hatch
Hydro-Quebec
Hydrogen Optimized
Hydrolux
ILF Consulting Engineers
ILF Consulting Engineers
Illuming Power
Innergex Renewable Energy Inc.
Intertek
Messer Canada
Next Hydrogen Corporation
NORAM Engineering and Constructors
Permascand
Powertech Labs
Powertech Labs
Red River College
Sea to Sky Energy Solutions
Shaanxi Sirui Advanced Materials Co. Ltd.
Simon Fraser University
Solaris Management Consultants
Solas Energy Consulting Inc.
SpectrumH2
Thor Hydrogen
Toyota Canada
Unilia Canada Fuel Cells
University of British Columbia
Université du Québec à Trois-Rivières
Waterloo Institute for Nanotechnology
Xebec Adsorption
Zen Clean Energy Solutions

Mark Kirby
Marie Lapointe
Matthew Klippenstein
Nicolas Hilario
Mary Jean Rodriguez

Eric Barker ISED Canada

PRESENTATION OF MINUTES FROM LAST YEAR'S AGM

The Chair placed before Corporation members the minutes of the Annual General Meeting of the Corporation for the previous year (2020). The minutes were circulated by management prior to the

meeting. The Chair asked for a motion that the 2020 AGM minutes thereon be accepted by the members as submitted to this meeting.

MOVED by M. Foreman, SECONDED by C. Armstrong, the motion was declared CARRIED.

PRESENTATION OF FINANCIAL STATEMENTS

The Chair placed before the meeting the Consolidated Financial Statements of the Corporation for the year ended December 31, 2020 and the Auditor's Report thereon. This material was emailed to the members prior to the meeting.

The Chair advised that the By-laws of the Corporation require that the members review the financial statements at the annual meeting of the members. The Chair then opened the meeting to any questions with respect to the financial statements and the opinion in the Auditor's Report, and advised that questions may also be asked following the conclusion of the formal business of the meeting.

The Chair asked for a vote to accept the financial statements and auditors' report as submitted to this meeting.

It was MOVED by N. Pocard, SECONDED by C. Armstrong, AND UNANIMOUSLY RESOLVED that the financial statements of the Corporation for the year ended December 31, 2020 and the Auditor's Report thereon, both as submitted to the meeting, be accepted.

APPOINTMENT OF AUDITORS

The Chair advised that the Audit and Finance Committee and the Board of Directors have reviewed and approved the re-appointment of existing auditors (KPMG) for 2021-22.

The Chair asked for a vote to renew the appointment of auditors for the 2021-22 year.

It was MOVED by R. Artibise, SECONDED by A. Truckenbrodt, AND UNANIMOUSLY RESOLVED that the existing auditors be reappointed for the following year.

REPORT BY CORPORATION PRESIDENT & CEO

Mark Kirby, President & CEO of the Corporation, gave the management's annual report to the members. M. Kirby answered questions concerning the report.

ANNOUNCEMENT OF THE 2021-22 BOARD OF DIRECTORS AS ELECTED BY MEMBERS

With the consent of the meeting, the Chair advised that the announcement of the new Board of Directors for 2021-22 shall first take place. The Chair informed members that the nomination and election process for the Board of Directors were completed via online forms, which were circulated to each member category. Voting took place from August 23rd to September 6th.

Directors Elected by the Sponsoring and Executive Member Categories

The Chair advised that the By-laws of the Corporation provide that persons in the classes of Sponsoring and Executive Member shall be entitled to jointly appoint fourteen (14) directors to the Board of Directors. The Vice-Chair further advised that members in these categories have elected the following fourteen (14) persons to act as directors of the Corporation:

Sam Suppiah, Canadian Nuclear Laboratories (CNL)

Edward Stuart, Hydrogen Optimized
Francois Girard, National Research Council
Jessica Lof, Air Products Canada
Kelly Grieves, Atura Power
Nicolas Pocard, Ballard Power Systems
Rob Harvey, Cummins Inc.
Sam McDermott, Enbridge Gas
Elizabeth Buckmaster, Hatch
Sylvain Labonte, Hydro-Quebec
Antoine Sautenet, Michelin North America
Philip Horacek, Powertech Labs
Christopher Norris, Siemens Energy Canada
Mitchell Foreman, Toyota Canada

Directors Appointed by the Industry Member Category

The Vice-Chair advised that the By-laws of the Corporation also provide that persons in the class of Industry Member shall be entitled to appoint six (6) directors to the Board of Directors. He further confirmed that members in this category have elected the following six (6) persons to act as directors of the Corporation:

Amy Nelson, AVL Fuel Cell Canada
Colin Armstrong, HTEC
Sunny Minhas, Intertek Testing
Canon Bryan, Terrestrial Energy
Robert Artibise, Unilia Canada Fuel Cells
Laurent Amram, Xebec Adsorption

Directors Appointed by the Small Business Member Category

The Vice-Chair advised that the By-laws of the Corporation also provide that persons in the class of Small Business member shall be entitled to appoint four (4) directors to the Board of Directors. He further confirmed that members in the category have elected the following four (4) persons to act as directors of the Corporation.

Grace Quan, Hydrogen in Motion
George Rubin, Loop Energy
Doug Duimering, Next Hydrogen
Nicolas Laroche, Permascand

Directors Appointed by the Academic Member Category

The Chair advised that the By-laws of the Corporation also provide that persons in the class of Academic member shall be entitled to appoint four (4) directors to the Board of Directors. The Chair confirmed that members in this category have elected the following four (4) persons to act as directors of the Corporation:

Jojo Delos Reyes, Red River College
Walter Merida, University of British Columbia
Pierre Benard, Universite de Trois Rivières (UQTR)
Sushantra Mitra, Waterloo Institute for Nanotechnology (WIN)

Directors Appointed by the Consultant member Category

The Chair advised that the By-laws of the Corporation also provide that persons in the class of Consultant member shall be entitled to appoint two (2) directors to the Board of Directors. He confirmed that members in this category have elected the following persons to act as directors of the Corporation:

Brian Teefy, StrategyCorp
Sabina Russell, Zen Clean Energy Solutions

Directors Appointed by the Start-up member Category

The Chair advised that the By-laws of the Corporation also provide that persons in the class of Consultant member shall be entitled to appoint one (1) director to the Board of Directors. He confirmed that members in this category have elected the following person to act as director of the Corporation:

Bob Blattler, Cariboo Low Carbon Fuels

ELECTION OF THE CORPORATION CHAIR AND VICE-CHAIR FOR 2021-22

The Chair advised that the appointment of chair and vice-chair of the Corporation for 2021-22 will now take place, ("Corporation Chair" and "Corporation Vice-Chair" respectively). The Chair informed members that for the coming year, the Board of Directors has unanimously agreed that the acting Corporation Chair will step down and the member holding the Corporation Vice-Chair position will become Corporation Chair.

Nicolas Pocard was elevated to the position of Corporation Chair for the 2021-22 year.

The Board of Directors has accepted the nominations of Nicolas Pocard and Sabina Russell as Corporation Vice Chair for the 2021-22 year. An anonymous vote was conducted online among all present members and proxy holders to determine Corporation Vice-Chair, and Sabina Russell was elected as Corporation Vice-Chair for 2021-22. Sabina Russell accepted the results of the vote and her nomination as Corporation Vice-Chair for 2021-22.

The Chair requested for a motion to accept the election of N. Pocard as Corporation Chair and S. Russell as Corporation Vice-Chair for 2021-22. It was MOVED by N. Pocard, SECONDED by E. Stuart, and UNANIMOUSLY RESOLVED that N. Pocard would act as Corporation Chair and S. Russell would act as Corporation Vice-Chair for 2021-22.

ELECTION OF HONOURARY MEMBER FOR 2021-22

Mark Kirby, President and CEO of the Corporation, introduced Dr. Andreas Truckenbrodt and the Chair asked for a motion to accept the election of A. Truckenbrodt for Honourary Membership for the year 2021-22.

MOVED by R. Artibise and SECONDED by S. Minhas, it was UNANIMOUSLY RESOLVED that A. Truckenbrodt would join as an Honourary Member for 2021-22.

TERMINATION OF THE MEETING

The Chair advised that the formal business for which the Annual General Meeting had been called was completed, and asked members for any other business or updates.

There being no further business, the Chair then requested that the meeting be terminated. It was MOVED by J. Plato, SECONDED by N. Pocard AND UNANIMOUSLY RESOLVED that the meeting be terminated.