

Form 45-102F1

**Notice of Intention to Distribute Securities under Section 2.8 of
NI 45-102 *Resale of Securities***

Reporting issuer

1. Name of reporting issuer: **PyroGenesis Canada Inc.**

Selling security holder

2. Your name: **P. Peter Pascali (the “Investor”)**
3. The offices or positions you hold in the reporting issuer: **President and CEO of the issuer**
4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer? **No**
5. Number and class of securities of the reporting issuer you beneficially own:

As of January 3, 2024 the Investor: (i) beneficially owns and controls 66,642,941 common shares, (ii) controls 5,636,000 common shares beneficially owned by 8339856 Canada Inc. (an entity of which he is a director, executive officer and the sole shareholder), (iii) controls 2,625,757 common shares beneficially owned by Fiducie de Crédit Mellon Trust (a trust of which he is a trustee, executive officer and beneficiary), and (iv) controls 4,000,000 common shares beneficially owned by The 2% Solution Foundation (a registered charity of which he is a director).

Distribution

6. Number and class of securities you propose to sell: **850,000 common shares held by Fiducie de Crédit Mellon Trust.**
7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name. **The common shares will be sold on the Toronto Stock Exchange.**

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date: January 3, 2024

P. Peter Pascali

Your name (Selling security holder)

P.Peter Pascali

Signed with ConsignO Cloud (2024/01/03)
Verify with verifio.com or Adobe Reader.



Your signature (or if a company, the signature of
your authorized signatory)