AIR WATER VENTURES LIMITED

CORPORATE GOVERNANCE PRINCIPLES AND GUIDELINES

Adopted August 14, 2026

These corporate governance principles and guidelines (the "**Governance Guidelines**") have been adopted by written resolutions of the board of directors (the "**Board**") of Air Water Ventures Limited (the "**Company**").

I. INTRODUCTION

The Board is committed to adhering to the high standards contained in the Governance Guidelines in its corporate governance practices. The Board intends that these guidelines will continue to evolve to address all applicable legal, regulatory and stock exchange requirements relating to corporate governance and will be modified and updated as circumstances warrant.

II. BOARD AND COMMITTEES

Board and Committee Mandates

The Board is responsible for the stewardship of the Company and has adopted the Board Mandate setting out the Board's responsibilities with respect to the stewardship and oversight of the Company and providing for the establishment of standing committees of the Board (which committees currently consist of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee). The mandates of these committees are set out in their respective charters.

The Board shall review and assess, or may delegate to the Nominating and Corporate Governance Committee to review and assess, the adequacy of the Board and committee mandates and recommend any proposed changes to the Board for consideration.

Corporate Governance

To the extent permitted by applicable law, the Board has delegated responsibility to the Nominating and Corporate Governance Committee for developing the Company's approach to corporate governance for the Board's approval, including recommending modifications to these Governance Guidelines for consideration by the Board.

III. BOARD ORGANIZATION AND MEMBERSHIP

Board Size

The Board has the ability to increase or decrease its size within the limits set out in the amended and restated memorandum and articles of association of the Company (as may be amended and restated from time to time, the "**Articles**"). Pursuant to the Articles, the Board shall initially consist of a minimum of one director, with the total number of directors not to exceed seven. The Board will determine its size with regard to the best interests of the Company. The Board will periodically assess the size of the Board to ensure that it is neither too small to maintain the requisite expertise and allow effective committee organization, nor too large to enable efficient meetings and decision-making and maximize full Board attendance.

Independence

The Board shall review and make a determination on the independence of each member of the Board as required under applicable securities laws and rules of any stock exchange upon which the securities of the Company are listed, including United States securities laws and exchange requirements. The determination of independence of the directors will be publicly disclosed in accordance with applicable securities laws.

Board Composition

The Nominating and Corporate Governance Committee is required under the Nominating and Corporate Governance Committee Charter to review the characteristics, qualities, skills and experience which form the criteria for candidates to be considered for nomination to the Board. The objective of this review will be to maintain the composition of the Board in a way that provides, in the judgment of the Board, the best mix of skills and experience to provide for the overall stewardship of the Company. All directors are required to possess fundamental qualities of intelligence, honesty, integrity, ethical behavior, fairness and responsibility and be committed to representing the long-term interests of the Company and its shareholders as a whole. They must also have a genuine interest in the Company and be able to devote sufficient time to discharge their duties and responsibilities effectively.

The Nominating and Corporate Governance Committee believes that having a diverse Board can offer a breadth and depth of perspectives that enhance the Board's performance. The Nominating and Corporate Governance Committee values diversity of abilities, experience, perspective, education, gender, background, race and national origin. Recommendations concerning director nominees are based on merit and past performance as well as expected contribution to the Board's performance, knowledge of the industry and sector in which the Company operates and, accordingly, diversity is taken into consideration. The Nominating and Corporate Governance Committee is mandated to identify qualified candidates for nomination as directors and to make recommendations to the Board. When identifying candidates to nominate for election to the Board, the primary objectives of the Nominating and Corporate Governance Committee are to ensure consideration of individuals who are highly qualified, based on their talents, experience, functional expertise and personal skills, character and qualities, having regard to the Company's current and future plans and objectives, as well as anticipated industry and market developments. Additionally, in evaluating and identifying potential nominees, the Nominating and Corporate Governance Committee evaluates skills which may complement those already serving, or provide additional expertise not already present on the Board.

Election by Shareholders

Under the Company's Articles, each director shall hold office until the expiration of their terms of office and until their successors shall have been elected and qualified. Following a recommendation by the Nominating and Corporate Governance Committee, the appointment of a director shall be effected by either: (i) an ordinary resolution of the shareholders of the Company, or (ii) by way of resolution of the majority of the incumbent members of the Board.

Any appointment, whether by the shareholders or the Board shall be made in accordance with the Company's Articles. Where applicable, forms of proxy for the election of directors will permit a shareholder to vote in favour of or to withhold from voting, separately for each director nominee.

Term Limits for Directors

The Board has determined that fixed term limits for directors should not be established. The Board is of the view that such a policy would have the effect of forcing directors off the Board who have developed, over a period of service, increased insight into the Company and who, therefore, can be expected to provide an increasing contribution to the Board. At the same time, the Board recognizes the value of Board renewal as may be appropriate from time to time and shall consider any recommendations made by the Nominating and Corporate Governance Committee in that regard.

IV. BOARD COMMITTEES

The Board has determined that there should be three standing committees of the Board: (i) the Audit Committee; (ii) the Nominating and Corporate Governance Committee; and (iii) the Compensation Committee. The Board may amend the Board committee structure and authorize and appoint other committees as it considers appropriate, including ad hoc committees for special purposes. The Board shall approve a charter for each standing committee of the Board, which charter shall set forth the purpose, authority, duties and responsibilities of each committee.

Membership of Committees

The Board has determined that the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee shall each initially be comprised of Directors determined by the Board to be independent; subject to any allowances permitted during the phase-in compliance periods under the Nasdaq Rule 5615(b)(1). The Nominating and Corporate Governance Committee shall initially consist of two (2) independent directors, the Audit Committee shall initially consist of three (3) independent directors and the Compensation Committee shall initially consist of three (3) independent directors. In addition, all members of the Audit Committee shall be financially literate and if required by applicable laws, rules and regulations, at least one member will be a financial expert; subject to any allowances permitted during the phase-in compliance periods under the Nasdaq Rule 5615(b)(1).

The Board shall appoint the members and chair of the committees of the Board and fill vacancies as needed. The Board shall constitute the committees of the Board to be in compliance with applicable Nasdaq listing standards. Members of the committees will hold office at the pleasure of the Board.

Oversight of Committee Functions

The committees shall assist the Board in discharging its responsibilities. Notwithstanding the delegation of responsibilities to a Board committee, the Board is ultimately responsible for all matters assigned to a Board committee. Except as may be explicitly provided in the charter of a Board committee or a resolution of the Board, the role of a Board committee is to review and make recommendations to the Board for the Board's approval of matters considered by the committee. Each director will have access to minutes of committee meetings and resolutions of each committee, regardless of whether the director is a member of such committee.

V. BOARD MEETINGS & MATERIALS

Meeting Agendas

A meeting agenda shall be established for each Board meeting. Typically, the chair of the Board (the "**Chair**"), in consultation with the chair of any applicable committee and other directors, as appropriate, shall establish the agenda for Board meetings.

Meeting Materials

Board and committee meeting materials will be provided to directors, to the extent possible, before each Board or committee meeting in sufficient time to ensure adequate opportunity exists for review.

Meetings of Independent Directors

The independent members of the Board will also meet, as required, without the non-independent directors and members of management before or after each regularly scheduled meeting in camera.

VI. DIRECTOR RESPONSIBILITIES AND PERFORMANCE

Director Responsibilities

Directors are expected to use their skill and experience to provide oversight over the business and affairs of the Company. As a matter of Cayman Islands law, a director owes three types of duties to the Company: (i) statutory duties, (ii) fiduciary duties, and (iii) common law duties. The Companies Act (Revised) of the Cayman Islands imposes a number of statutory duties on a director. A Cayman Islands director's fiduciary duties are not codified, however the courts of the Cayman Islands have held that a director owes the following fiduciary duties (a) a duty to act in what the director bona fide considers to be in the best interests of the company, (b) a duty to exercise their powers for the purposes they were conferred, (c) a duty to avoid fettering his or her discretion in the future and (d) a duty to avoid conflicts of interest and of duty. The common law duties owed by a director are those to act with skill, care and diligence that may reasonably be expected of a person carrying out the same functions as are carried out by that director in relation to the company and, also, to act with the skill, care and diligence in keeping with a standard of care commensurate with any particular skill they have which enables them to meet a higher standard than a director without those skills.

Attendance

Directors are expected to attend all Board and relevant committee meetings either in person or by conference call. A director shall notify the Chair of the Board or the chair of a committee if the director will not be able to attend or participate in a meeting. The Company is required to publicly disclose the directors' attendance record on an annual basis. To the extent possible, directors are expected to review and be familiar with Board and committee meeting materials which have been provided in sufficient time for review prior to a meeting. Directors may advise the Chair of the Board or the chair of a committee of matters which they believe should be added to a meeting agenda.

Access to Management

Board members have complete and open access to the Company's management. Board members are expected to use their judgment to ensure that this contact is not distracting to the operations of the Company or to management's duties and responsibilities.

Outside Advisors for Individual Directors

Any director who wishes to engage an independent advisor to assist on matters involving the discharge of his duties and responsibilities as a director at the expense of the Company should review the request with, and obtain the authorization of the Nominating and Corporate Governance Committee.

Assessment of Board and Committee Performance

The Nominating and Corporate Governance Committee is mandated to undertake assessments of the overall performance and effectiveness of the Board and each standing committee of the Board and report on such assessments to the Board. The purpose of the assessments is to ensure the continued effectiveness of the Board in discharging its duties and responsibilities and the effective operation of the governance framework and to contribute to a process of continuing improvement.

Conflicts of Interest

Directors have a fiduciary duty to avoid conflicts of interest and of duty, and obligations pursuant to the Company's Articles to disclose all actual or potential conflicts of interest. It is open to the Company, as beneficiary of the fiduciary power, to waive a particular conflict. Under the general common law, such waiver can only be given by the Company in general meeting (i.e. the shareholders by a majority vote, once the director has made full disclosure of the conflict or potential conflict). However, pursuant to the Company's Articles a director is generally permitted to vote on matters in which the director has a conflict of interest. A director may, however, recuse himself or herself from any discussion or decision on any matter in which the director has a conflict of interest or which otherwise affects his or her personal, business or professional interests.

VII. DIRECTOR ORIENTATION AND EDUCATION

The Nominating and Corporate Governance Committee may implement an orientation process for directors that includes background material on the Company's policies and procedures and meetings with senior management. The Company may also offer continuing education programs to assist the directors in maintaining the level of expertise to perform their duties.

VIII. DIRECTOR COMPENSATION

The Compensation Committee will review and recommend to the Board the type and amount of director compensation for Board and committee service for directors in accordance with applicable legal and regulatory guidelines. Compensation for directors and committee members should be consistent with market practices of similarly situated companies. In determining compensation, the Board will consider the impact on the director's independence and objectivity.

IX. SUCCESSION PLANNING

The Compensation Committee should develop and periodically review with the President and Chief Executive Officer a plan with respect to executive officers' succession and recommend to the Board appropriate individuals who might fill those positions. The President and Chief Executive Officer should also recommend and evaluate potential successors. The President and Chief Executive Officer will also review any development plans for those potential successors.

X. CODE OF CONDUCT

The Company's policy is that all its activities be conducted with honesty and integrity and in compliance with all legal and regulatory requirements. The Company's Code of Business Conduct and Ethics sets out the guidelines and principles for ethical conduct. The Board shall review the Code of Business Conduct and Ethics to consider whether to approve changes in the Company's standards and practices. Compliance with the Code of Business Conduct and Ethics is monitored by the Board through the Nominating and Corporate Governance Committee and the Audit Committee.

XI. DISCLOSURE

Certain documents and information referred to in these Governance Guidelines may be accessed through the Company's website: https://airwaterventures.com/. As required by applicable law, certain information is posted on EDGAR at www.sec.gov/edgar.

The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to shareholders, competitors, employees or other persons, or to any other liability whatsoever.