

STEPS TO RECEIVE YOUR SHARE CONSIDERATION

To receive your share consideration, you must complete the following steps:

- Fill out the Shareholder Registration Table on page 3. The registration and address must match Odyssey's records.
- If your address of record needs to be updated, fill out Box "A" on page 6.
- If your share consideration is to be mailed to an address other than the address of record or the address indicated in Box "A", fill out Box "B" on page 6.
- Fill out Box "C" on page 6.
 - If the securities are owned jointly, all owners must sign this Letter of Transmittal.
 - If the Letter of Transmittal is being signed by anyone other than the current registered holder, supporting documentation demonstrating signing authority must be provided (Refer to #5 in FAQ).
- If you want your share consideration issued and mailed to the name and address of record, leave Boxes "A", "B", and "D" blank.
- If the share consideration is to be issued to any person or entity other than the current registered holder, fill out Box "D" on page 6. The Medallion or Signature Guarantee section (Box "E") must also be filled out and stamped by an Eligible Institution (Refer to #3 and #4 in FAQ).
- If the share consideration is to be held at one of Odyssey's offices for pick up, fill out Box "F".
- If applicable, include your original share certificate(s). If your share certificate(s) has been lost, stolen, or destroyed, the Letter of Transmittal must be completed as fully as possible and forwarded, together with a letter describing the loss. Odyssey will respond with replacement requirements (which may include an Affidavit of Loss and Indemnity Bond).

Once required steps are complete, please send original documents, to Odyssey Trust Company, the depository, at the following address by mail, hand, or courier:

Trader's Bank Building
702 – 67 Yonge Street
Toronto ON M5E 1J8
Attention: Corporate Actions

FREQUENTLY ASKED QUESTIONS (FAQ)

1. What is a Registered Shareholder? A registered shareholder is a person or entity who directly owns shares in the company. The registered shareholder will have their name and address filed on the company's registry.
2. How do I confirm the number of shares I have? Holders may contact Odyssey by visiting our website: www.odysseytrust.com/ca-en/help or by phone by at 1-888-290-1175 (Toll-Free).
3. What is a Medallion Guarantee? It is a special certification stamp that guarantees a signature and authorizes a transfer of securities from one registered holder to another. If your financial institution does not offer Medallion Guarantees, you can request a virtual Medallion by making an appointment through Odyssey by visiting: www.odysseytrust.com/ca-en/help.
4. What is an Eligible Institution? It is a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP), or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Participants of these programs are usually members of a recognized stock exchange in Canada and/or the United States, members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States. Alternatively, a Signature Guarantee from Bank of Nova Scotia, RBC and TD, is acceptable.
5. What is Signing Authority? Where someone executes the Letter of Transmittal other than the registered shareholder or where the shares are registered to an entity, it must be accompanied by satisfactory evidence of the representative's authority to sign on behalf of the registered holder or entity. Examples of these documents include Corporate Resolutions, Partnership/Trustee Agreements, proofs of guardianship, Powers of Attorney, Estate Documentation, etc. Note: Documents demonstrating authority must be dated within the last 6 months.

LETTER OF TRANSMITTAL
WITH RESPECT TO THE SUBORDINATE VOTING SHARES AND MULTIPLE VOTING SHARES OF DEVVSTREAM
HOLDINGS INC.

This letter of transmittal (the “Letter of Transmittal”) is for use by registered shareholders (“DevvStream Shareholders”) of subordinate voting shares and multiple voting shares (the “DevvStream Shares”) of DevvStream Holdings Inc. (“DevvStream” or the “Company”) in connection with the proposed arrangement (the “Arrangement”) under the provisions of Section 291 of the Business Corporations Act (British Columbia) involving the Company, Focus Impact Acquisition Corp. (“FIAC” or the “Purchaser”), and Focus Impact Amalco Sub Ltd. (“Amalco Sub”) pursuant to a business combination agreement dated as of September 12, 2023 between the Company, the Purchaser and Amalco Sub (as amended from time to time, the “Business Combination Agreement”), as more fully described in the accompanying management information circular dated July 29, 2024 prepared in connection with the special meeting of DevvStream (the “DevvStream Meeting”) to consider the Arrangement (the “Circular”). Capitalized terms used, but not defined, in this Letter of Transmittal shall have the meanings given to them in the Business Combination Agreement, the full text of which has been filed under the Company’s profile on SEDAR+. In connection with the Arrangement, the Purchaser will change its name “DevvStream Corp.” (hereinafter referred to as “New PubCo”). Pursuant to the Arrangement, New PubCo will acquire all the outstanding DevvStream Shares and as consideration, DevvStream Shareholders will receive certain common shares of New PubCo (the “New PubCo Shares”) based on a fixed formulaic valuation as more fully described in the Circular (the “Share Consideration”).

ODYSSEY TRUST COMPANY (THE “DEPOSITARY”)
(SEE BELOW FOR ADDRESS AND TELEPHONE NUMBER)
OR YOUR BROKER OR OTHER FINANCIAL ADVISOR WILL BE ABLE
TO ASSIST YOU IN COMPLETING THIS LETTER OF TRANSMITTAL

Beneficial DevvStream Shareholders whose DevvStream Shares are registered in the name of an intermediary (i.e., a bank, trust company, securities broker, trustee, or other) should contact that intermediary for instructions and assistance in depositing their DevvStream Shares.

For DevvStream Shareholders to receive the Share Consideration, they are required to deposit the DRS statements or, if applicable, original certificates, representing the DevvStream Shares held by them, along with this properly completed and duly signed Letter of Transmittal to Odyssey Trust Company (the “Depositary”). The Share Consideration, payable to a DevvStream Shareholder who has complied with the procedures set out herein will be, as soon as practicable after the Effective Date and after the receipt of all required documents, will be: (i) a DRS or certificate forwarded to the address specified in this Letter of Transmittal by first-class mail, postage prepaid; (ii) if no address has been specified in this Letter of Transmittal, forwarded to the address of the DevvStream Shareholder on the register of the DevvStream Shares; or (iii) made available at the office of the Depositary for pickup by the DevvStream Shareholder.

DevvStream Shareholders are not entitled to receive fractional New PubCo Shares in connection with the Arrangement, and no other form of consideration will be payable in lieu thereof. In lieu of any fractional New PubCo Shares, the number of New PubCo Shares to be issued to each DevvStream Shareholder will be rounded down to the nearest whole number of New PubCo Shares.

Please complete each of the steps set out below in order. Please note that the delivery of this Letter of Transmittal, together with your DRS statement or DevvStream Share certificate(s), as applicable, does not constitute a vote in favor of the Arrangement. To exercise your right to vote at the DevvStream Meeting, you must attend the DevvStream Meeting in person or by proxy.

IN ORDER TO RECEIVE THE APPROPRIATE NUMBER OF NEW PUBCO SHARES THAT A DEVVSTREAM SHAREHOLDER IS ENTITLED TO RECEIVE UNDER THE ARRANGEMENT, DEVVSTREAM SHAREHOLDERS ARE REQUIRED TO DEPOSIT THE DRS STATEMENT OR, IF APPLICABLE, CERTIFICATE REPRESENTING DEVVSTREAM SHARES HELD BY THEM WITH THE DEPOSITARY. THIS LETTER OF TRANSMITTAL, PROPERLY COMPLETED AND DULY EXECUTED, TOGETHER WITH ALL OTHER REQUIRED DOCUMENTS, MUST ACCOMPANY ALL CERTIFICATES FOR DEVVSTREAM SHARES DEPOSITED FOR PAYMENT OF THE SHARE CONSIDERATION PURSUANT TO THE ARRANGEMENT.

DEVVSTREAM SHAREHOLDERS WHO DO NOT DELIVER THEIR DRS STATEMENTS OR, IF APPLICABLE, DEVVSTREAM SHARE CERTIFICATES AND ALL OTHER REQUIRED DOCUMENTS TO THE DEPOSITARY ON OR BEFORE THE DATE WHICH IS SIX YEARS AFTER THE EFFECTIVE DATE SHALL LOSE THEIR RIGHT TO RECEIVE THE SHARE CONSIDERATION FOR THEIR DEVVSTREAMSHARES.

DEPOSIT OF DEVVSTREAM SHARES

TO: DEVVSTREAM HOLDINGS INC.
 AND TO: FOCUS IMPACT ACQUISITION CORP.
 AND TO: FOCUS IMPACT AMALCO SUB LTD.
 AND TO: ODYSSEY TRUST COMPANY, AS DEPOSITARY

The undersigned hereby delivers to the Depositary the enclosed DRS statement(s) or, if applicable, certificate(s), representing DevvStream Shares to be exchanged for the Share Consideration pursuant to and in accordance with the Arrangement, as described in detail in the Circular.

SHAREHOLDER REGISTRATION TABLE		
DRS Holder Account Number(s) or Certificate Number(s)	Name(s) and Address of Registered Holder(s)	Number and Class of DevvStream Shares Represented by DRS Statement(s) or Certificate(s)*
TOTAL NUMBER AND CLASS OF DEVVSTREAM SHARES DEPOSITED:		

Please clearly print or type. If space is insufficient, please attach a list to this Letter of Transmittal in the above format.

*The total of the number of DevvStream Shares listed in the table above must equal the total number of DevvStream Shares registered to the holder on the register of DevvStream.

Check this box if all or some certificates have been lost, stolen, or destroyed. Please review instruction 1. (b) for additional information.

Any DRS statement(s) or certificate(s) described above are enclosed and the DevvStream Shareholder irrevocably deposits the above-mentioned DevvStream Shares (the “Deposited Shares”) in exchange for the Share Consideration to which such holder is entitled pursuant to the Arrangement. The DevvStream Shareholder transmits the securities described above representing the Deposited Shares to be dealt with in accordance with this Letter of Transmittal.

DevvStream Shareholders who do not deliver their DRS statements or certificates representing DevvStream Shares and all other documents required by the Depositary on or before the sixth anniversary of the Effective Date shall lose their right to receive the Share Consideration or other compensation.

The undersigned acknowledges that if the Arrangement does not proceed, any enclosed certificate(s) representing the Deposited Shares will be: (i) converted into a DRS and returned forthwith to the undersigned in accordance with the delivery instructions in this Letter of Transmittal, or failing such address being specified, to the undersigned at the address as it appears on the register of DevvStream Shares; or (ii) if the undersigned has chosen “Hold for Pick-Up” in this Letter of Transmittal, held for pick-up at the office of the Depositary.

If the undersigned does not wish to have their certificate converted into a DRS in this event, this box must be ticked.

REPRESENTATIONS AND WARRANTIES

The undersigned registered holder(s) of the Deposited Shares represents and warrants to DevvStream, FIAC, Amalco Sub and the Depositary that:

1. they acknowledge receipt of the Circular.
2. they are the legal owner of the Deposited Shares and has good title to the rights represented by the above mentioned securities free and clear of all liens, charges, encumbrances, claims, adverse interests, security interests and equities, together with all rights and benefits, and has full power and authority to execute and deliver this Letter of Transmittal and to deposit, sell, assign, transfer and deliver the securities representing the Deposited Shares;
3. the Deposited Shares have not been sold, assigned, or transferred, nor has any agreement been entered into to sell, assign, or transfer any such Deposited Shares to any other person.
4. the surrender of the undersigned's Deposited Shares complies with applicable laws, and if the undersigned is a corporation, complies with its constating documents, and that the information provided herein is true, accurate and complete as of the date hereof.
5. the jurisdiction of residence of the undersigned is as specified in this Letter of Transmittal.
6. acknowledges that the covenants, representations, and warranties of the undersigned contained herein shall survive the completion of the Arrangement.
7. acknowledges that the Company, and/or the Purchaser may be required to disclose personal information in respect of the undersigned and consents to disclosure of personal information in respect of the undersigned to: (i) securities or other regulatory authorities; (ii) the Depositary; (iii) any of the parties to the Business Combination Agreement; and (iv) legal counsel to any of the parties to the Business Combination Agreement.
8. acknowledges that all authority conferred, or agreed to be conferred, by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the death, incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon any heirs, personal representatives, successors and assigns of the undersigned.
9. by virtue of the execution of this Letter of Transmittal, shall be deemed to have agreed that all questions as to validity, form, eligibility (including timely receipt) and acceptance of any Deposited Shares will be determined by Purchaser and the Purchaser in their sole discretion and that such determination shall be final and binding and acknowledges that there shall be no duty or obligation on the Company, the Purchaser, Amalco Sub, or the Depositary, or any other person to give notice of any defect or irregularity in any deposit and no liability shall be incurred by any of them for failure to give such notice;
10. covenants and agrees to execute, upon request, any additional documents, transfers, and other assurances as may be necessary or desirable to complete the exchange of securities representing the Deposited Shares for the Share Consideration.
11. surrenders to the Purchaser, effective at the Effective Date, all right, title and interest in and to the Deposited Shares and irrevocably appoints and constitutes each director and officer of the Purchaser, and any other person designated by the Purchaser in writing, as true and lawful attorney of the undersigned, with the full power of substitution to deliver the securities representing the Deposited Shares pursuant to the Arrangement and to effect the transfer of the Deposited Shares on the books the Company;
12. except for any proxy deposited with respect to the vote on the Arrangement Resolution in connection with the DevvStream Meeting, revokes any and all authority, other than as granted in this Letter of Transmittal, whether as agent, attorney-in-fact, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Shares and agrees that no subsequent authority, whether as agent, attorney-in-fact, proxy or otherwise will be granted with respect to such Deposited Shares;
13. represents that no subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, in connection with the DevvStream Meeting has been or will be granted with respect to the Deposited Shares.
14. following completion of the Arrangement, directs and instructs the Depositary to issue or to cause to be issued a DRS or certificate representing the Share Consideration for the Deposited Shares promptly after the Effective Date and unless otherwise indicated in this Letter of Transmittal under "Special Share Consideration Instructions" or "Hold for Pick-Up" to the DevvStream Shareholder at the address and/or e-mail address specified herein. If no address is specified, the Depositary will forward the DRS or certificate to the address of the DevvStream Shareholder as shown on the register of DevvStream Shares.
15. acknowledges that the undersigned will not receive their Share Consideration in respect of the Deposited Shares until all required documents, including any DRS statement(s) or certificate(s), are received by the Depositary at the address set forth below, together with such additional documents as the Depositary may require, and until the same are processed by the Depositary. The undersigned further represents and warrants that the Share

Consideration in respect of Deposited Shares will completely discharge any obligations of the Company, the Purchaser, and the Depositary with respect to the matters contemplated by this Letter of Transmittal; and

16. By reason of the use by the undersigned of an English language form of Letter of Transmittal, the undersigned shall be deemed to have required that any contract evidenced by the Arrangement as entered into through this Letter of Transmittal, as well as any documents related thereto, be drawn exclusively in the English language. En utilisant la version anglaise de la présente lettre d'envoi, le soussigné est réputé avoir demandé que tout contrat attesté par l'arrangement, tel qu'il est accepté au moyen de cette lettre d'envoi, de même que tous les documents qui s'y rapportant soient rédigés exclusivement en anglais. This Letter of Transmittal will be construed in accordance with and governed by the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

<p>BOX A – NEW ADDRESS UPDATE To be completed <u>ONLY</u> if you require an address update on Odyssey’s records.</p> <p>_____</p> <p>(New Street Address & Number)</p> <p>_____</p> <p>(New City and Province or State)</p> <p>_____</p> <p>(New Postal/Zip Code & Country)</p> <p>_____</p> <p>(Telephone – Business Hours)</p>	<p>BOX B – SPECIAL INSTRUCTIONS To be completed <u>ONLY</u> if the share consideration is to be mailed to an address other than your address of record or the address in Box A.</p> <p>_____</p> <p>(Street Address & Number)</p> <p>_____</p> <p>(City and Province or State)</p> <p>_____</p> <p>(Postal/Zip Code & Country)</p> <p>_____</p> <p>(Telephone – Business Hours)</p> <p><input type="checkbox"/> Please issue a physical share certificate instead of a DRS statement</p>	<p>BOX C – SIGNATURE (REQUIRED)</p> <p>Dated: _____</p> <p>_____</p> <p>(Signature of DevvStream Shareholder or Authorized Representative) *</p> <p>_____</p> <p>(Signature of any joint DevvStream Shareholder)</p> <p>_____</p> <p>(Name of DevvStream Shareholder(s))</p> <p>_____</p> <p>(Name of Authorized Representative)</p> <p>_____</p> <p>(Email Address) **</p>
---	---	--

BOX D - TRANSFER INSTRUCTIONS

To be completed ONLY if the share consideration is to be issued and transferred to someone other than the registered shareholder. Box E must also be completed.

(Name)

(Street Address and Number)

(City and Province or State)

(Postal (Zip) Code and Country)

(Telephone – Business Hours)

(Email Address) **

BOX E – SIGNATURE GUARANTEE

Signature guaranteed by:

(Authorized Signature)

(Name of Guarantor)

(Telephone – Business Hours)

BOX F – PICK UP INSTRUCTIONS

Hold for pick-up at the office of the Depository where the DevvStream Shares were deposited:

Calgary Toronto Vancouver

*If the signature is that of a Trustee, Executor, Administrator, Guardian, Attorney-in-fact, Agent, Officer of a corporation, or any other person acting in a fiduciary or representative capacity, proof of signing authority dated within 6 months is required.

**By providing an email address, the undersigned consents to electronic delivery by the Depository (“E-consent”).

ADDITIONAL INSTRUCTIONS

1. Miscellaneous
 - (a) If Box D is not completed, the Share Consideration will be issued in the name of the registered holder of the Deposited Shares and if neither Box A or Box B is completed nor an e-mail address provided, the DRS or certificate will be mailed to the address of the registered holder of the Deposited Shares as it appears on the register of the DevvStream Shares. Any certificate(s) mailed in accordance with this Letter of Transmittal will be deemed to be delivered at the time of mailing.
 - (b) If a certificate representing the DevvStream Shares has been lost, stolen, or destroyed, this Letter of Transmittal should be completed as fully as possible and forwarded, together with a letter describing the loss, to the Depository. The Depository and/or FIAC or DevvStream will respond with replacement requirements (which may include an Affidavit of Loss and Indemnity Bond).
 - (c) If the Arrangement does not proceed for any reason, any certificate(s) that cannot be converted into a DRS for DevvStream Shares received by the Depository will be returned to you forthwith in accordance with the delivery instructions given pursuant to Box A, Box B or Box D, as applicable, or failing such address being specified, to the registered holder at the address as it appears on the register of DevvStream.
 - (d) Questions and requests for assistance may be directed to the Depository and additional copies of this Letter of Transmittal may be obtained on request from the Depository at the telephone number, e-mail, or address specified on the back page of this Letter of Transmittal. DevvStream Shareholders may also contact their broker, investment dealer, bank, trust company or other nominee for assistance.
 - (e) If the DevvStream Shares are registered in different forms (e.g., "John Doe" and "J. Doe") a separate Letter of Transmittal must be completed for each different registration.
 - (f) The method used to deliver this Letter of Transmittal, any accompanying certificate(s), and all other required documents is at the option and risk of the DevvStream Shareholder. Delivery will be deemed received only when such documents are received by the Depository. DevvStream and FIAC recommend that the necessary documentation be hand delivered to the Depository at the address set out on the back of this Letter of Transmittal, and a receipt obtained; otherwise, the use of registered mail or courier with return receipt requested and properly insured, is recommended. Delivery to an address other than to the address specified on the back page of this Letter of Transmittal does not constitute.
 - (g) No alternative, conditional, or contingent deposits of the DevvStream Shares will be accepted.
2. Privacy Notice
 - (a) At Odyssey Trust Company, we take your privacy seriously. When providing services to you, we receive non-public, personal information about you. We receive this information through transactions we perform for you or an issuer in which you hold securities, from enrolment forms and through other communications with you. We may also receive information about you by virtue of your transactions with affiliates of Odyssey Trust Company or other parties. This information may include your name, social insurance number, securities ownership information and other financial information. With respect to both current and former customers, Odyssey Trust Company does not share non-public personal information with any non-affiliated third party except as necessary to process a transaction, service your account or as permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless permitted by law or other governmental process. We strive to restrict access to your personal information to those employees who need to know the information to provide our services to you, and we maintain physical, electronic, and procedural safeguards to protect your personal information. Odyssey Trust Company realizes that you entrust us with confidential personal and financial information, and we take that trust very seriously. By providing your personal information to us and signing this form, we will assume, unless we hear from you to the contrary, that you have consented and are consenting to this use and disclosure. A complete copy of our Privacy Code may be accessed at www.odysseytrust.com, or you may request a copy in writing Attn: Chief Privacy Officer, Odyssey Trust Company at 350 – 409 Granville St, Vancouver, BC, V6C 1T2.

The Depository is:
Odyssey Trust Company

Deliver by Registered Mail, Mail, Hand, or Courier to:

Trader's Bank Building
702 – 67 Yonge Street
Toronto ON M5E 1J8
Attention: Corporate Actions

Inquiries:
Telephone: (587) 885-0960
E-Mail: corp.actions@odysseytrust.com

Any questions and requests for assistance may be directed to the Depository at the telephone number or e-mail set out above.