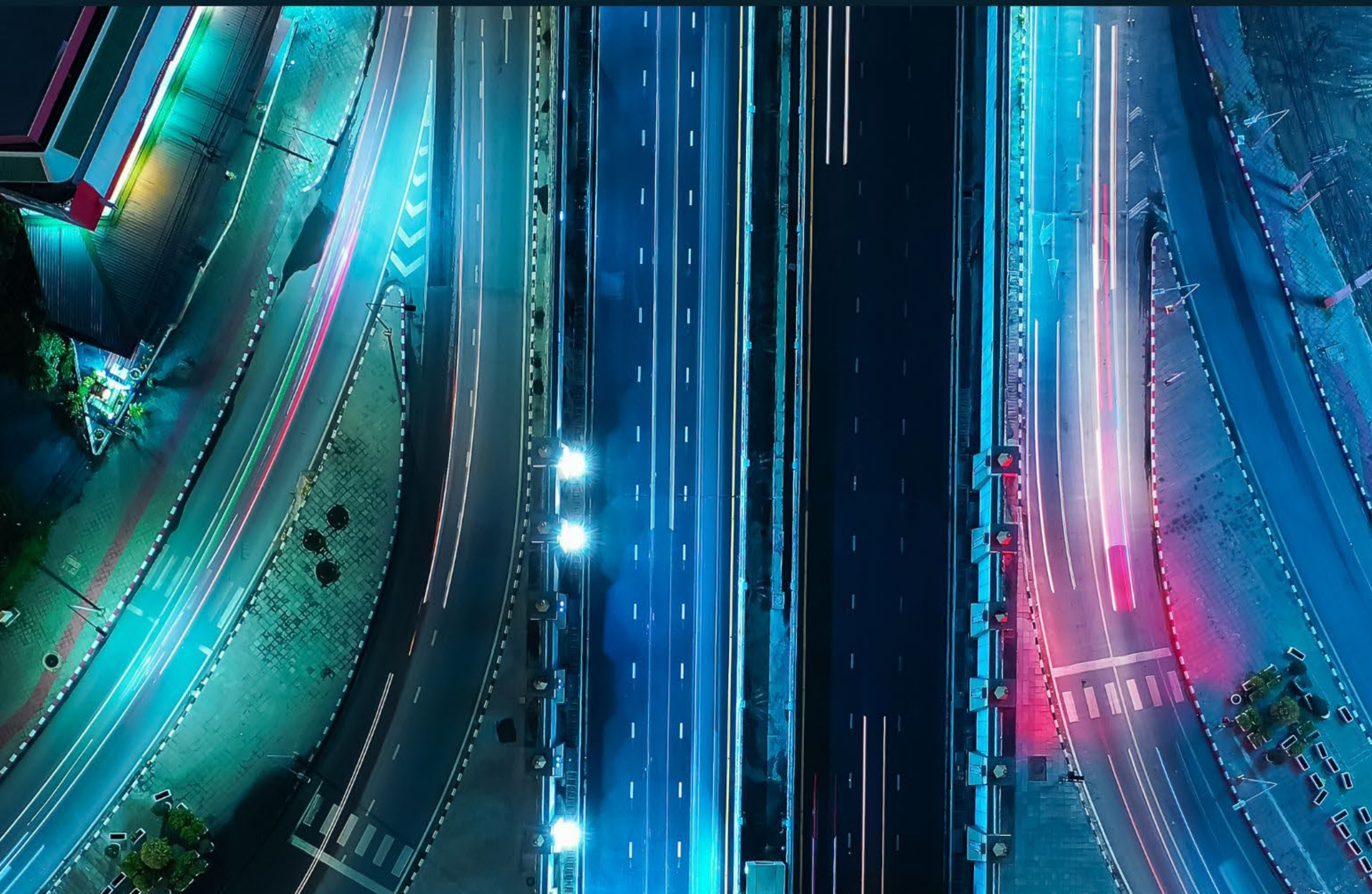

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2025

DYE & DURHAM LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

As used in this management's discussion and analysis ["MD&A"], unless the context indicates or requires otherwise, all references to the "Company", "Dye & Durham", "we", "us" or "our" refer to Dye & Durham Limited together with our subsidiaries, on a consolidated basis as constituted on March 31, 2025.

This MD&A for the three and nine months ended March 31, 2025 and 2024, should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and the accompanying notes for the three and nine months ended March 31, 2025 and 2024 ["Financial Statements"]. The financial information presented in this MD&A is derived from the Financial Statements which have been prepared in accordance with International Financial Reporting Standards ["IFRS"] as issued by the International Accounting Standards Board ["IASB"]. All amounts are in thousands of Canadian dollars and thousands of shares, except where otherwise indicated. Due to rounding, certain totals and subtotals may not foot and certain percentages may not reconcile.

Additional information relating to Dye & Durham, including our most recent Annual Information Form ["AIF"], can be found on SEDAR+ at www.sedarplus.ca.

This MD&A is dated as of May 13, 2025, and was prepared with information available at that date.

Caution Regarding Forward-Looking Information

This MD&A contains forward-looking statements that relate to the Company's current expectations and views of future events, including with respect to the Company's financial outlook and business strategy. In some cases, these forward-looking statements can be identified by words or phrases such as "forecast", "target", "goal", "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict", or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs.

These forward-looking statements include, among other things, statements relating to the Company's financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, plans and objectives. Particularly, information regarding the Company's expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information. These forward-looking statements are based on management's opinions, estimates and assumptions, including, but not limited to: (i) Dye & Durham's results of operations will continue as expected, (ii) the Company will continue to effectively execute against its key strategic growth priorities, (iii) the Company will continue to retain and grow its existing customer base and market share, (iv) the Company will be able to take advantage of future prospects and opportunities, and realize on synergies, including with respect to acquisitions, (v) there will be no changes in legislative or regulatory matters that negatively impact the Company's business, (vi) current tax laws will remain in effect and will not be materially changed, (vii) economic conditions will remain relatively stable throughout the period, (vii) the industries Dye & Durham operates in will continue to grow consistent with past experience, (ix) exchange rates will be approximately consistent with current levels, (x) the seasonal trends in real estate transaction volume will continue as expected, (xi) the Company's expectations for increases to the average rate per user on its platforms, contractual revenues, and incremental earnings from its latest asset-based acquisition will be met, (xii) the Company will be able to effectively upsell and cross-sell between practice management and data insights & due diligence customers, (xiii) the Company's expectations regarding its debt reduction strategy will be met, and (xiv) the Company's expectations regarding its cost reduction plan being met. While these opinions, estimates and assumptions are considered by Dye & Durham to be appropriate and reasonable in the circumstances as of the date of this MD&A, they are subject to known and unknown risks, uncertainties, assumptions, and other factors that may *cause the actual results, levels of activity, performance, or achievements to be materially different from those expressed or implied by such forward-looking information.*

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of management's experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. Such risks and uncertainties include, without limitation: that the Company will be unable to effectively execute against its key strategic growth priorities, including in respect of acquisitions; the Company will be unable to continue to retain and grow its existing customer base and market share; risks related to the Company's business and financial position; Dye & Durham may not be able to accurately predict its rate of growth and profitability; risks related to economic and political uncertainty; income tax related risks; and those risk factors discussed in greater detail under the "Risk Factors" section of the Company's most recent AIF. Many of these risks are beyond the Company's control. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect and there can be no assurance that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, readers should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "Risks and Uncertainties" in this MD&A and "Risk Factors" in the Company's most recent AIF, which factors should not be considered exhaustive and should be read together with the other cautionary statements in this MD&A.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements. Although the Company has attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other risk factors not presently known to the Company or that the Company presently believes are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information.

Although the Company bases these forward-looking statements on assumptions that it believes are reasonable when made, the Company cautions readers that forward-looking statements are not guarantees of future performance and that its actual results of operations, financial condition and liquidity and the development of the industry in which it operates may differ materially from those made in or suggested by the forward-looking statements contained in this MD&A. In addition, even if the Company's results of operations, financial condition and liquidity and the development of the industry in which it operates are consistent with the forward-looking statements contained in this MD&A, those results or developments may not be indicative of results or developments in subsequent periods.

There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. No forward-looking statement is a guarantee of future results. Given these risks and uncertainties, investors are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statement that is made in this MD&A speaks only as of the date of such statement, and the Company undertakes no obligation to update any forward-looking statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments, except as required by applicable securities laws. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data. All of the forward-looking information contained in this MD&A is expressly qualified by the foregoing cautionary statements.

Cautionary Note Regarding Non-IFRS Measures

This MD&A makes reference to certain non-IFRS measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of the Company's results of operations from management's perspective. The Company's definitions of non-IFRS measures used in this MD&A may not be the same as the definitions for such measures used by other *companies in their reporting. Non-IFRS measures have limitations as analytical tools and should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS.*

The Company uses non-IFRS financial measures, including "EBITDA", "Adjusted EBITDA", "Adjusted EBITDA Margin", "Adjusted Net Income", "Adjusted Finance Costs", "Basic Adjusted Net Income per share", "Diluted Adjusted Net Income per share", "Adjusted Operating Expenses", "Leveraged Free Cash Flow", "Organic Revenue Growth", and "Net Debt" to provide investors with supplemental measures of its operating performance and to eliminate items that have less bearing on operating performance or operating conditions and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS financial measures. Specifically, the Company believes that the aforementioned non-IFRS financial measures, when viewed with the Company's results under IFRS and the accompanying reconciliations, provide useful information about the Company's business without regard to potential distortions. By eliminating potential differences in results of operations between periods caused by factors such as depreciation and amortization methods and acquisition, restructuring, impairment and other charges such as acquisition, listing and reorganization related expenses and integration expenses, the Company believes that the non-IFRS financial measures included herein can provide a useful additional basis for comparing the current performance of the underlying operations being evaluated. The Company believes that securities analysts, investors, and other interested parties frequently use non-IFRS financial measures in the evaluation of issuers. The Company's management also uses non-IFRS financial measures in order to facilitate operating performance comparisons from period to period.

Below are the Company's definitions of the non-IFRS measures used herein:

*"**EBITDA**" means net income (loss) before amortization and depreciation expenses, finance and interest costs including change in fair value of Company's "Convertible Debentures" (as defined below), loss on settlement of loans and borrowings, gains and losses on derivatives, gains or losses from re-financing transactions and provision for income taxes.*

*"**Adjusted EBITDA**" adjusts EBITDA for stock-based compensation expense, loss on contingent receivables and assets held for sale, specific transaction-related expenses related to acquisition, listing and reorganization related expenses, integration and operational restructuring costs. Operational restructuring costs are incurred as a direct or indirect result of acquisition activities. Operational restructuring costs include the full period impact of cost synergies related to the reduction of employees for acquisitions.*

*"**Adjusted EBITDA Margin**" means Adjusted EBITDA divided by revenue.*

***"Adjusted Net Income"** adjusts net income (loss) to exclude the effects of amortization of acquired intangible assets, share-based compensation, loss on contingent receivables and assets held for sale, Adjusted Finance Costs (as defined herein), changes in statutory tax rates on deferred tax assets and liabilities, specific transaction-related expenses related to acquisition, listing and reorganization related expenses, integration and operational restructuring costs. Operational restructuring costs are incurred as a direct or indirect result of acquisition activities. All of these adjustments are net of tax and any tax benefits/expense items unrelated to current period income.*

***"Adjusted Finance Costs"** means total financing costs adjusted for changes in fair value and gains and losses relating to financing, plus certain non-recurring costs incurred related to financing, such as professional fees for debt financing.*

*"**Basic Adjusted Net Income per share**" means Adjusted Net Income divided by the basic weighted average number of shares outstanding.*

*"**Diluted Adjusted Net Income per share**" means Adjusted Net Income divided by the diluted weighted average number of shares outstanding.*

***"Adjusted Operating Expenses"** means the sum of direct costs, technology and operations, general and administrative, and sales and marketing expenses. As such, Adjusted Operating Expenses excludes certain* *items that can be considered operating in nature, including but not limited to, restructuring costs, impairment of assets used for operations and stock-based compensation.*

"Leveraged Free Cash Flow" *means net cash provided by operating activities excluding any contingent consideration paid, less additions to intangible assets and property (including capitalized software) less net interest paid and payments under lease arrangements.*

In this quarter, we refined the definition of Leveraged Free Cash Flow to provide more clarity on its components. Specifically, we now explicitly state that contingent consideration irrespective of cash flow presentation is excluded, although this has been our consistent practice historically. This clarification does not impact previously reported figures.

"Organic Revenue Growth" *means the percentage increase in revenue, excluding the impact of revenue from acquired businesses for the first 12 months post-acquisition and adjusting for the revenue from discontinued and divested businesses. Equivalently, this is the percentage increase in* ***"Organic Revenue"****.*

"Net Debt" *means the total principal/notional amount of all loans and Convertible Debentures after giving rise to hedged foreign exchange rates to form a Canadian Dollar equivalent less cash, restricted financial asset and investments that are required to be used for settlement of any such outstanding loans and/or Convertible Debentures. This measure represents the estimated cash outlay due at maturity in respect of total loans and Convertible Debentures.*

See "Select Information and Reconciliation of Non-IFRS Measures" for a reconciliation of each non-IFRS measure to its most directly comparable IFRS measure.

Business Overview

Consolidated Highlights

Dye & Durham provides premier practice management solutions empowering legal professionals every day to effortlessly run their practice. The Company also seamlessly delivers vital data insights to legal professionals to support risk management decision making for corporate and property transactions and enables essential payments infrastructure trusted by government and financial institutions.

Dye & Durham is one of the world's largest providers of cloud-based legal practice management software designed to make managing a law firm, organizing cases, and collaborating with clients easy. The Company also provides mission critical systems that help its clients manage risk through access to proprietary sources of non-discretionary data needed for transactions. Additionally, the Company operates an infrastructure-like financial technology business that serves financial institutions across Canada and Australia, providing critical technology and products which support essential front-end (i.e., customer facing) and back-end functions, including payments, information services, property settlements, and core banking infrastructure.

The Company's mission is to make its customers more efficient and productive, enabling them to achieve more growth with less effort. Today, the Company's clients count on its software products as essential to successfully completing a wide variety of transactions in the markets in which they operate.

Dye & Durham's business is structured into two core product lines:

- **Legal Software Business**, which is made up of:
    - Legal Practice Management**:** The Company's market-leading practice management software lets legal professionals efficiently execute transactions with reliability, security, and ease. The Company's software is purpose-built to connect parties in any transaction, and to empower lawyers and their teams to get more done in less time, driving productivity and enabling them to grow and manage their practice.
    - Data Insights & Due Diligence**:** The Company connects a global network of professionals with critical information through a mix of public records and proprietary data to create legal due diligence reports that enable users to make informed decisions with confidence. The Company enables the simplified and secure production and management of corporate records, offers real-time access to official public records in a single location, delivers land and property reports as part of conveyancing matters and gives legal professionals the tools they need to create and register new companies, ensuring efficiency and compliance for their clients.
- **Financial Technology Business:** The Company's financial technology business provides infrastructure technology that facilitates bill and tax payments, enables digital mortgage processing, as well as an integrated information search and managed banking services. Its customers include many of the largest financial institutions in Canada and Australia. The Company's technology offers best-in-class digital infrastructure to most major Canadian and Australian lenders, providing critical technology and products which support essential functions like payments, information services, property settlements and core banking infrastructure. The business has trusted, long-term relationships with approximately 100 leading financial institutions globally and represents an opportunity for Dye & Durham to generate more cash in the near term.

Dye & Durham believes that by providing leading edge proprietary technology coupled with exceptional client service, it can make what are often time-consuming legal processes, mainly dealt with by support staff in law firms or administrative staff in large financial service institutions, easier to manage and more efficient. This frees up the Company's customers' capacity to focus on higher-value, higher-margin work, and the growth of their businesses.

The Company has approximately 1,100 employees and more than 60,000 product customers around the world, with operations in Canada, the United Kingdom, Ireland, Australia, and South Africa. The Company's strong and diversified base of blue-chip customers includes some of the world's best known law firms, financial service institutions, and government organizations, as well as sole-practitioner law firms and small businesses.

Financial highlights

- Revenue for the three months ended March 31, 2025 was $108.3 million, an increase of $1.0 million when compared to the three months ended March 31, 2024. For the nine months ended March 31, 2025 and 2024, revenue was $348.9 million and $337.6 million, respectively, an increase of $11.3 million, or 3%.

  Organic Revenue[(1)] decreased by 2% for the three months ended March 31, 2025, compared to the equivalent period in the prior year. Organic Revenue[(1)] grew by 1% net of the impact of revenue adjustments. The revenue adjustments were primarily related to prior period recognition impacts of entering into new three-year contracts.

  Organic Revenue[(1)] increased by 2% for the nine months ended March 31, 2025, compared to the equivalent period in the prior year. Organic Revenue[(1)] grew by 4% net of the impact of revenue adjustments. The revenue adjustments were primarily related to prior period recognition impacts of entering into new three-year contracts.

  Annual Recurring Revenue ("ARR")[(2)] was $153.9 million as of March 31, 2025, and, as a percentage of revenue, increased to 36%, compared to 30% for the equivalent period in the prior fiscal year. This represents a growth of $28.4 million in ARR year-over-year.

- Adjusted EBITDA[(1)] for the three months ended March 31, 2025 was $55.2 million, a decrease of $4.5 million, or 8%, compared to the three months ended March 31, 2024. This was driven by lower revenues net of direct costs, caused by higher amounts of revenue recognition on multi-year contracts in the prior year and lower practice management revenues in Canada mainly caused by macro conditions, offset partially by the contributions of acquisitions and higher due diligence revenues. For the nine months ended March 31, 2025 and 2024, Adjusted EBITDA[(1)] was $187.7 million and $188.5 million, respectively, a decrease of $0.8 million.

- Net loss for the three months ended March 31, 2025 was $21.8 million, compared to a net loss of $21.1 million for the equivalent period in the prior fiscal year, representing a 3% change. Net loss for the nine months ended March 31, 2025 was $48.7 million, an improvement of 30% when compared to a net loss of $69.3 million for the nine months ended March 31, 2024.

- Leveraged Free Cash Flow[(1)] was $24.5 million for the three months ended March 31, 2025, representing a $31.6 million increase compared to the equivalent period in the prior year.

- Net cash provided by operating activities for the three months ended March 31, 2025 was $29.4 million, compared to $35.0 million for the equivalent period in the prior fiscal year.

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(1) Represents a non-IFRS measure. See "Cautionary Note Regarding Non-IFRS Measures" and "Select Information and Reconciliation of Non-IFRS Measures" for a reconciliation of each non-IFRS measure to its most directly comparable IFRS measure.
(2) ARR is revenue under contract that is expected to recur over a fixed term. ARR percentage is determined by taking the total recurring revenue divided by total consolidated revenue for the period (adjusted for in-quarter acquisition and other timing impacts).

Changes to the Board of Directors and CEO

On December 16, 2024, in connection with the Company's annual general meeting for the fiscal year ended June 30, 2024 [the "2024 AGM"], the then-current board of directors of the Company resigned and appointed Engine Capital LP's director nominees: Arnaud Ajdler, Hans T. Gieskes, Tracey E. Keates, Ritu Khanna, Anthony P. Kinnear, and Sid Singh, and, OneMove Capital Ltd.'s director nominee, Eric Shahinian, to the board of directors [the "Board"]. On December 17, 2024, each of the aforementioned nominees were elected as directors of the Company by the Company's shareholders at the 2024 AGM.

Sid Singh was appointed as interim chief executive officer of the Company ["Interim CEO"] on February 21, 2025. The Company continues to work with a third-party search firm to identify and recruit a permanent CEO in a timely manner.

Strategic Review

Dye & Durham has executed a focused 100-day plan under the direction of its Board and Interim CEO. This reset has laid the groundwork for a new strategic direction centered on three core pillars:

1) Customers First – The Company has re-engaged directly with thousands of clients to inform its go-forward priorities, reinstated its Net Promoter Score (NPS) program, and implemented changes to its service model that have driven a 75% improvement in email response times and an 85% improvement in phone responsiveness. A new regional structure has been introduced to promote stronger local accountability and deepen client relationships across key markets.

2) Product Transformation – Dye & Durham launched a redesigned Unity® interface to enhance usability and drive client adoption, while delivering more than 80 functional improvements across its product suite. The Company is also accelerating the long-anticipated rollout of Unity® in British Columbia, which it expects to launch in the fall. These changes reflect a fundamental shift toward product-led innovation and customer-driven development.

3) Portfolio Optimization – In a move toward disciplined execution, all M&A activity has been paused, and the Company is now actively assessing non-core divestitures to sharpen its operational focus and reduce leverage to 3x. This capital allocation discipline is aimed at unlocking long-term value and improving the resilience of the business.

The Company is investing more than $4 million to build out its customer service, sales and product support teams. A key element of the plan is successfully engaging customers in advance of their contract renewal period. As of March 31, 2025, 23% of the three-year Unity contract renewals for the 2025 calendar year have been reached and the Company has achieved an over 85% gross retention rate on these renewals through more flexible commercial terms.

The Company is already seeing early signs of progress, including stronger client engagement, improved satisfaction metrics, and greater alignment between its operating model and long-term objectives.

As the Company moves forward, it remains committed to transparency, executional discipline, and delivering durable value for shareholders.

Factors Affecting the Company's Performance

We believe that the growth and future success of our business depends on many factors, including those described below. While each of these factors present significant opportunities for our business, they also pose important challenges, some of which are discussed below and in the "Risk Factors" section of our AIF.

Ability to integrate acquired companies

The Company believes that the ability to realize synergies and integrate acquired companies with its existing technology platforms and management teams is critical for the future success of the Company. The Company has successfully acquired and integrated numerous companies over the years and must undertake such integration activities with each new company that it acquires.

Seasonality

A portion of the Company's revenue that is exposed to the global real estate market is expected to experience seasonal patterns in real estate transactional activity. Typically, the Company's fourth quarter generates higher real estate revenue relative to other quarters.

Foreign currency

The Company's functional and presentation currency is Canadian dollars. The functional currency for our subsidiaries is the local currency of the country in which the foreign operation is located. Our results of operations are converted into our presentation currency using the average foreign exchange rates for each period presented. As a result, our results of operations may be adversely impacted by an increase in the value of the Canadian dollar relative to the Pound Sterling, Euro, Australian dollar, or South African Rand.

Economic activity

General economic conditions may affect our results of operations and financial condition. The Company is exposed to market conditions primarily in terms of revenue generation. The Company has taken steps to reduce exposure to real estate transactions volumes, but fluctuations in real estate transaction volumes can still have material impacts on revenue generation. Demand for our products also depends in large part upon the level of capital and operating expenditures by many of our customers and their clients. Decreased capital and operational spending could have a material adverse effect on the demand for our products and our business, results of operations, cash flow and overall financial condition. Decreased capital and operational spending or disruptions in the financial markets could be caused by, without limitation, the outbreak of a contagious illness, acts of war, terrorism, and catastrophes. Any of these conditions may reduce the ability of our customers, prospective customers, and their clients to commit funds to purchase our products and services, or their ability to pay for our products and services after purchase.

Natural disasters

Natural disasters, such as earthquakes, hurricanes, tornadoes, floods, and other adverse weather and climate conditions; unforeseen public health crises, pandemics, and epidemics; political crises, such as terrorist attacks, war, and other political instability; or other catastrophic events could disrupt our operations, or the operations of our customers or their clients. To the extent any of these events occur, our business and results of operations could be adversely affected.

Select Information and Reconciliation of Non-IFRS Measures

The following tables summarize the Company's recent results of operations for the periods indicated below. This information should be read together with the Financial Statements. See also "Cautionary Note Regarding Non-IFRS Measures".

Adjusted EBITDA(1)

(In thousands of Canadian dollars)	Three months ended March 31,		Nine months ended March 31,	
	2025	2024	2025	2024
	$	$	$	$
Loss for the period	**(21,775)**	(21,063)	**(48,724)**	(69,334)
Amortization, depreciation and impairment	**41,064**	39,822	**122,589**	120,883
Finance costs	**31,562**	30,053	**118,171**	114,255
Income tax recovery	**(7,027)**	(6,495)	**(12,017)**	(17,260)
EBITDA(1)	**43,824**	42,317	**180,019**	148,544
Loss on assets held for sale	**—**	**—**	**—**	190
Stock-based compensation expense (recovery)(2)	**147**	10,356	**(42,289)**	20,678
Acquisition, restructuring and other costs(3)	**10,950**	7,090	**48,778**	18,746
Salaries synergies(4)	**328**	—	**1,191**	319
Adjusted EBITDA(1)	**55,249**	**59,763**	**187,699**	**188,477**

Adjusted Net Income(1)

(In thousands of Canadian dollars)	Three months ended March 31,						Nine months ended March 31,					
	Pre-tax		Tax		After-tax		Pre-tax		Tax		After-tax	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
	$	$	$	$	$	$	$	$	$	$	$	$
Net Loss for the period	**(28,802)**	(27,558)	**(7,027)**	(6,495)	**(21,775)**	(21,063)	**(60,741)**	(86,594)	**(12,017)**	(17,260)	**(48,724)**	(69,334)
Amortization of acquired intangible assets	**32,229**	28,882	**8,541**	7,609	**23,688**	21,273	**90,072**	87,305	**23,869**	23,118	**66,203**	64,187
Loss on assets held for sale	**—**	—	**—**	—	**—**	—	**—**	190	**—**	—	**—**	190
Stock-based compensation expense (recovery) (2)	**147**	10,356	**—**	—	**147**	10,356	**(42,289)**	20,678	**—**	—	**(42,289)**	20,678
Finance costs	**31,562**	30,053	**8,364**	7,964	**23,198**	22,089	**118,171**	114,255	**31,315**	30,278	**86,856**	83,977
Adjusted Finance Costs(1)	**(32,782)**	(35,431)	**(8,687)**	(9,389)	**(24,095)**	(26,042)	**(95,981)**	(111,078)	**(25,435)**	(29,436)	**(70,546)**	(81,642)
Acquisition, restructuring and other costs(3)	**11,278**	7,090	**2,989**	1,894	**8,289**	5,196	**49,969**	19,065	**13,242**	4,949	**36,727**	14,116
Other tax impacts			**33**	—	**(33)**				**(11,857)**	—	**11,857**	—
Adjusted Net Income (1)	**13,632**	13,392	**4,213**	1,583	**9,419**	11,809	**59,201**	43,821	**19,117**	11,649	**40,084**	32,172
Weighted average number of shares outstanding												
Basic					67,158	62,006					67,015	57,282
Diluted					67,179	62,183					67,028	62,191
Basic Adjusted Net Income per share					0.14	0.19					0.60	0.56
Diluted Adjusted Net Income per share					0.14	0.19					0.60	0.52

Notes:

(1) Represents a non-IFRS measure. See "Cautionary Note Regarding Non-IFRS Measures".

(2) Stock-based compensation represents expenditures recognized in connection with stock options issued to employees and directors and cash settled share appreciation rights issued to directors and other related costs.

(3) Acquisition, restructuring, and other costs relates mainly to separation costs for the former Chief Executive Officer ["CEO"], professional fees, and integration costs incurred in connection with acquisition, divesture, and listing, and reorganization related expenses. Restructuring expenses mainly represent employee exit costs as a result of synergies created due to business combinations and organizational changes and are expected to be paid within the fiscal year.

(4) Salaries synergies relate to the impact of the full period of cost synergies related to the actual or planned reduction of employees in relation to acquisitions.

Adjusted Operating Expenses[1]

(In thousands of Canadian dollars)	Three months ended March 31,		Nine months ended March 31,	
	2025	**2024**	**2025**	**2024**
	$	$	$	$
Direct costs	**(13,319)**	(9,377)	**(42,513)**	(29,341)
Technology and operations	**(25,545)**	(24,403)	**(74,526)**	(79,001)
General and administrative	**(9,426)**	(9,710)	**(30,824)**	(29,746)
Sales and marketing	**(4,787)**	(4,065)	**(13,387)**	(11,015)
Adjusted operating expenses[1]	**(53,077)**	(47,555)	**(161,250)**	(149,103)

Adjusted Finance Costs[1]

(In thousands of Canadian dollars)	Three months ended March 31,		Nine months ended March 31,	
	2025	**2024**	**2025**	**2024**
	$	$	$	$
Finance costs	**31,562**	30,053	**118,171**	114,255
Change in fair value of convertible debentures[2]	**7,886**	9,078	**(12,385)**	936
Changes to holdbacks and contingent consideration amounts	**(5,126)**	—	**(10,266)**	1,797
Change in fair value of cross-currency swaps	**3,408**	—	**54,839**	—
Change in fair value of derivative asset	**(7,656)**	—	**3,342**	—
Unrealized foreign exchange gain on USD denominated debt	**2,708**	—	**(57,720)**	—
Loss on discontinuation of hedge accounting on interest rate swap	**—**	(2,680)	**—**	(2,680)
Other financing charges[3]	**—**	(1,020)	**—**	(3,230)
Adjusted finance costs[1]	**32,782**	35,431	**95,981**	111,078

Leveraged Free Cash Flow[1]

(In thousands of Canadian dollars)	Three months ended March 31,		Nine months ended March 31,	
	2025	**2024**	**2025**	**2024**
	$	$	$	$
Net cash provided by operating activities	29,445	34,972	94,086	122,142
Add back: contingent consideration paid (within operating activities)	12,337	—	12,337	—
Additions to intangible assets	(3,743)	(5,785)	(15,695)	(25,572)
Purchases of property and equipment	(649)	(1,259)	(3,243)	(2,604)
Net interest paid	(11,200)	(33,384)	(68,782)	(100,702)
Payments for lease obligations	(1,708)	(1,674)	(5,151)	(4,056)
Leveraged Free Cash Flow[1]	**24,482**	**(7,130)**	**13,552**	**(10,792)**

Notes:

(1) Represents a non-IFRS measure. See “Cautionary Note Regarding Non-IFRS Measures”.

(2) Includes ‘Change in fair value of contingent consideration’, ‘Amendments to holdbacks during the period’, and ‘Changes in fair value of contingent consideration receivable’ as per the notes to the Company’s Financial Statements.

(3) Includes ‘Realized loss on settlement of Original Debentures’, ‘Unrealized loss on New Debentures swap’, and ‘Revaluation loss on shares bought back’, as per the notes to the Company’s Financial Statements, as well additional non-recurring refinancing charges.

Net Debt [2]

(in thousands of Canadian dollars)

	Loans and Borrowings	Convertible debentures	Total
Balance at March 31, 2025	**1,317,940**	**333,304**	**1,651,244**
Adjustments to notional value[1]	(66,710)	12,121	**(54,589)**
Notional value of debt, giving rise to hedged FX rates	**1,251,230**	**345,425**	**1,596,655**
Restricted financial asset			**(25,000)**
Restricted investment			**(160,000)**
Cash and cash equivalents			**(37,049)**
Net Debt[2], March 31, 2025			**1,374,606**

	Loans and Borrowings	Convertible debentures	Total
Balance at March 31, 2024	**1,036,966**	**297,861**	**1,334,827**
Adjustments to notional value[1]	8,930	47,564	**56,494**
Notional value of debt, giving rise to hedged FX rates	**1,045,896**	**345,425**	**1,391,321**
Cash and cash equivalents			**(97,978)**
Net Debt[2], March 31, 2024			**1,293,343**

Notes:

(1) Relates to adjustments for accrued interest, deferred financing costs, the embedded unamortized prepayment option in the current period, and foreign exchange impacts.

(2) Represents a non-IFRS measure. See “Cautionary Note Regarding Non-IFRS Measures”.

Organic Revenue and Organic Revenue Growth[2]

(In thousands of Canadian dollars)	**Three months ended March 31, 2025**	**Nine months ended March 31, 2025**
	$	$
Revenue	108,326	348,949
Pre-acquisition reporting results[1]	(2,955)	(11,385)
Organic Revenue[2]	**105,371**	**337,564**
Prior year revenue excluding divestments, pre-acquisition reporting results	107,318	331,623
Organic Revenue Growth [2]	**(2%)**	**2%**

Notes:

(1) Pre-acquisition quarterly revenue of those acquisitions executed in the last twelve months.

(2) Represents a non-IFRS measure. See “Cautionary Note Regarding Non-IFRS Measures”.

Consolidated Results of Operations

(In thousands of Canadian dollars)	Three months ended March 31,		Nine months ended March 31,	
	2025	**2024**	**2025**	**2024**
	$	$	$	$
Revenue	**108,326**	107,318	**348,949**	337,580
Expenses				
Direct costs	**(13,319)**	(9,377)	**(42,513)**	(29,341)
Technology and operations	**(25,545)**	(24,403)	**(74,526)**	(79,001)
General and administrative	**(9,426)**	(9,710)	**(30,824)**	(29,746)
Sales and marketing	**(4,787)**	(4,065)	**(13,387)**	(11,015)
Adjusted EBITDA	**55,249**	59,763	**187,699**	188,477
Stock-based compensation recovery (expense)	**(147)**	(10,356)	**42,289**	(20,678)
Finance costs	**(31,562)**	(30,053)	**(118,171)**	(114,255)
Amortization, depreciation and impairment	**(41,064)**	(39,822)	**(122,589)**	(120,883)
Loss on assets held for sale	**-**	-	**—**	(190)
Acquisition, restructuring and other costs	**(11,278)**	(7,090)	**(49,969)**	(19,065)
Loss before taxes	**(28,802)**	(27,558)	**(60,741)**	(86,594)
Income tax recovery	**7,027**	6,495	**12,017**	17,260
Net loss for the period	**(21,775)**	(21,063)	**(48,724)**	(69,334)
Net loss per common share	**(0.32)**	(0.35)	**(0.73)**	(1.22)
Net loss per diluted share	**(0.33)**	(0.35)	**(0.73)**	(1.22)
Weighted average number of shares outstanding				
Basic	**67,158**	62,006	**67,015**	57,282
Diluted(1)	**73,695**	62,006	**67,015**	57,282

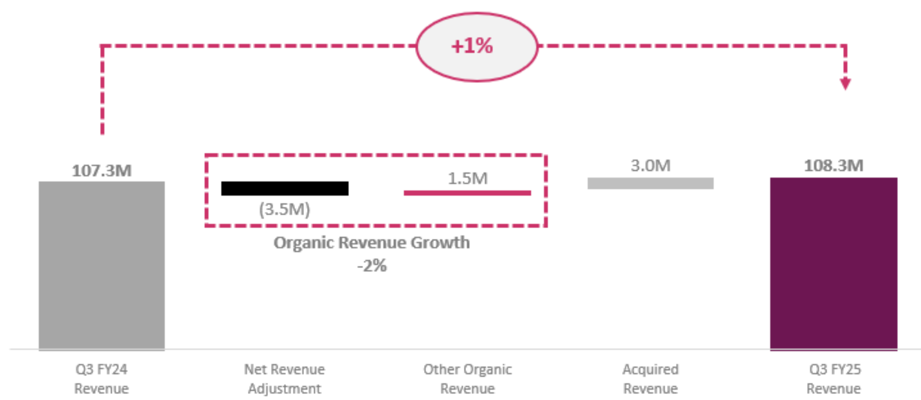
(1) For the three months ended March 31, 2025, 9,090 stock options [2024: 22,695] were excluded from the diluted weighted average number of shares calculation as their effect would have been anti-dilutive. For the three months ended March 31, 2024, 185,000 Original Debentures (as defined herein) and 160,425 New Debentures (as defined herein) were excluded from the diluted weighted average number of shares calculation as their effect would have been anti-dilutive. For the nine months ended March 31, 2025, 7,844 stock options, 185,000 Original Debentures and 160,425 New Debentures [2024: 20,158, 185,000 and 160,425 respectively] were excluded from the diluted weighted average number of shares calculation as their effect would have been anti-dilutive.

Discussion of Operations

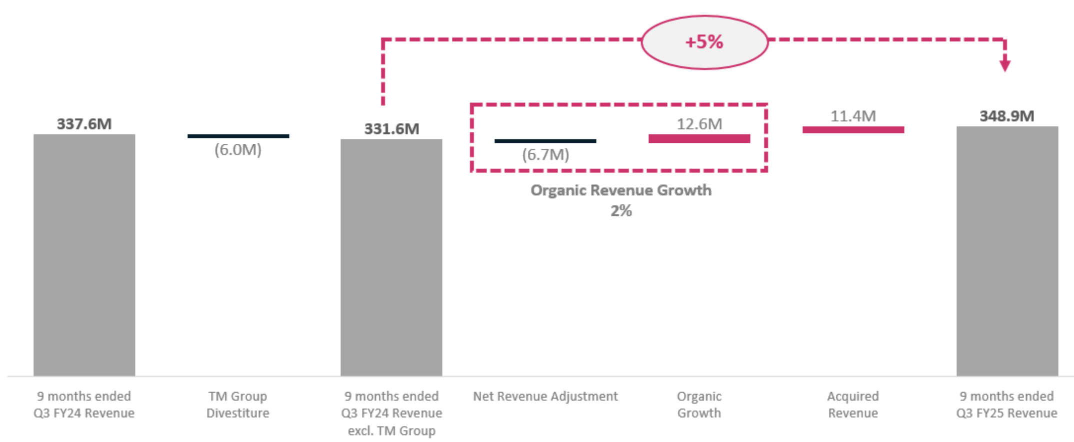
Factors that caused period-over-period variations in the results set out above include:

Revenue

Revenue for the three months ended March 31, 2025 was $108.3 million, an increase of $1.0 million when compared to the three months ended March 31, 2024. Of this aggregate 1% increase in total revenue for the three months ended March 31, 2025, 3% was driven by acquisitions completed in the last 12 months and (2%) was driven by Organic Revenue(1). Organic Revenue(1) grew by 1% net of the impact of revenue adjustments. The revenue adjustments were primarily related to prior period recognition impacts of entering into new three-year contracts.



For the nine months ended March 31, 2025 and 2024, revenue was $348.9 million and $337.6 million, respectively, an increase of $11.4 million, or 3%. Comparative period revenues for the nine months ended March 31, 2024, included $6.0 million of revenue from TM Group ["TMG"], which was divested on August 3, 2023. Excluding the impact of the TMG divesture, revenue grew by 5% for the nine months ended March 31, 2025. Of this, 2% of this increase was driven by Organic Revenue Growth(1) and 3% was due to acquisitions completed in the last twelve months. Organic Revenue(1) grew by 4% net of the impact of revenue adjustments. The revenue adjustments were primarily related to prior period recognition impacts of entering into new three-year contracts.



(1) Represents a non-IFRS measure. See "Cautionary Note Regarding Non-IFRS Measures" and "Select Information and Reconciliation of Non-IFRS Measures" for a reconciliation of each non-IFRS measure to its most directly comparable IFRS measure.

(2) The revenue adjustment was primarily related to the recognition impacts of entering into new three-year contracts following acquisitions made in the preceding 12-month period.

Of the Company's total revenues, Banking Technology comprises $24.2 million and $74.7 million, respectively, for the three and nine months ended March 31, 2025.

	Three months ended March 31,		Nine months ended March 31,	
	2025	**2024**	**2025**	**2024**
	$	$	$	$
Legal Software	**84,112**	86,246	**274,281**	272,850
Banking Technology	**24,214**	21,072	**74,668**	64,730
	108,326	107,318	**348,949**	337,580

The percentage of revenue relating to real estate transactions across all of the Company's regions has increased for the three months ended March 31, 2025 from 43% to 46%. Our contracted ARR(1) as a percentage of total billings increased from 30% to 36% for the three months ended March 31, 2025. Annual Contracted Revenue (2) increased from 53% to 61% for the three months ended March 31, 2025.

	Three months ended March 31,		Nine months ended March 31,	
	2025	**2024**	**2025**	**2024**
	%	%	%	%
Driven by real estate transactions (3)	**46%**	43%	**45%**	45%
Driven by real estate transactions in Canada (3)	**23%**	20%	**23%**	22%
Annual Recurring Revenue (ARR) contracted(1)(3)	**36%**	30%	**34%**	28%
Annual Contracted Revenue(2)	**61%**	53%	**57%**	49%

(1) ARR is revenue under contract that is expected to recur over a fixed term. ARR percentage is determined by taking the total recurring revenue divided by total consolidated revenue for the period (adjusted for in-quarter acquisition and other timing impacts).
(2) Annual Contracted Revenue includes minimum committed levels of ARR plus revenue from contracted overages and other service agreements.
(3) Percent of total estimated billings (excluding TMG and non-recurring adjustments).

Expenses

For the three and nine months ended March 31, 2025, total expenses before income taxes were:

(In thousands of Canadian dollars)	Three months ended March 31,		Nine months ended March 31,	
	2025	2024	2025	2024
	$	$	$	$
Expenses				
Direct costs	**(13,319)**	(9,377)	**(42,513)**	(29,341)
Technology and operations	**(25,545)**	(24,403)	**(74,526)**	(79,001)
General and administrative	**(9,426)**	(9,710)	**(30,824)**	(29,746)
Sales and marketing	**(4,787)**	(4,065)	**(13,387)**	(11,015)
Stock-based compensation recovery (expense)	**(147)**	(10,356)	**42,289**	(20,678)
Finance costs	**(31,562)**	(30,053)	**(118,171)**	(114,255)
Amortization, depreciation and impairment	**(41,064)**	(39,822)	**(122,589)**	(120,883)
Loss on assets held for sale	**—**	—	**—**	(190)
Acquisition, restructuring and other costs	**(11,278)**	(7,090)	**(49,969)**	(19,065)
Total	**(137,128)**	(134,876)	**(409,690)**	(424,174)

The changes in expense accounts were primarily due to a combination of the following:

- Direct costs increased by $3.9 million, or 42%, for the three months ended March 31, 2025, and by $13.2 million, or 45%, for the nine months ended March 31, 2025, when compared to the equivalent periods in the prior fiscal year. The increase was mainly due to new reseller relationship agreements signed, higher than anticipated third-party data costs in the period and higher revenues. The Company is working towards reducing direct costs from third-party vendor providers by replacing these with internal comparable data products.

- Technology and operations expenses increased by $1.1 million, or 5%, for the three months ended March 31, 2025, and decreased by $4.5 million, or 6%, for the nine months ended March 31, 2025, when compared to the equivalent periods in the prior fiscal year. The increase for the three months ended March 31, 2025 was mainly a result of acquisitions completed during the current fiscal year. The decrease in expense for the nine months ended March 31, 2025 was primarily due to a reduction in salaries and other contractor costs as part of the cost reduction initiative executed in Q1FY25, partially offset by additional costs from acquisitions completed in the current fiscal year.

- General and administrative expenses decreased by $0.3 million, or 3%, for the three months ended March 31, 2025, and increased by $1.1 million, or 4%, for the nine months ended March 31, 2025, compared to the equivalent periods in the prior fiscal year. The increase for the nine months ended March 31, 2025 is due to higher salaries and provision for bad debts.

- Finance costs increased by $1.5 million, or 5%, for the three months ended March 31, 2025, and by $3.9 million, or 3%, for the nine months ended March 31, 2025, compared to the equivalent periods in the prior fiscal year. The increase in finance costs for the three months ended March 31, 2025, was primarily due to unfavourable increases in fair value of contingent consideration owed, as well as a net unfavourable revaluation impact on the embedded derivative asset. This was mostly offset by lower interest expense, favourable unrealized foreign exchange impacts from our US dollar denominated debt, favourable mark-to-market impact on the cross-currency swaps, and the revaluation impact from the Convertible Debentures. For the nine months ended March 31, 2025, the increase was primarily from unfavourable unrealized foreign exchange impacts from our US dollar denominated debt (partially offset by a favourable mark-to-market impact on the cross-currency swaps), increases in fair value of contingent consideration owed, and the revaluation impact from the Convertible Debentures. This was partially offset by a net favourable revaluation impact on the embedded derivative asset and lower total holdbacks owed.

- Stock based compensation expense is lower this quarter due to the forfeiture of options resulting from the CEO separation agreement in Q2 FY25. For the nine-months ended March 31, 2025, this also resulted in a net recovery.

- Amortization, depreciation, and impairment increased by 3% and 1%, respectively, for the three and nine months ended March 31, 2025, compared to the equivalent periods in the prior fiscal year. The increase is primarily related to current-quarter impairment charges for previously capitalized software development work.

- Acquisition, restructuring, and other costs increased by $4.2 million and by $30.9 million for the three and nine months ended March 31, 2025, respectively, compared to equivalent period in the prior year.

  Acquisition, restructuring, and other costs for the three ended March 31, 2025 comprise primarily of:

  - Other restructuring costs;
  - retention amounts paid for certain executives; and
  - professional fees associated with regulatory inquiries.

  Acquisition, restructuring, and other costs for the nine months ended March 31, 2025 comprise primarily of the above noted items, as well as:

  - CEO separation costs and retention amounts for current executives;
  - specific legal, advisory and other costs associated with the shareholder engagement in the lead up to the 2024 AGM and the change in board of directors; and
  - redundancy costs associated with actioning on the salary synergies associated to the previously announced cost reduction plan.

Acquisitions

- In August 2024, the Company completed the acquisition of LexisNexis Affinity, an Asia-Pacific ["APAC"] based provider of legal practice management software. The business is headquartered in Sydney, Australia and has approximately 60 employees across the APAC region, including Australia, New Zealand, Philippines, China, and Singapore. The Affinity flagship practice management software platform services approximately 12,000 users in medium sized law firms across the region, which complements the customer base the Company currently serves today in Australia and expands Dye & Durham's reach across the APAC region.

- Additionally, in August 2024, the Company completed a strategic technology acquisition for a cloud based legal practice management application. This acquisition provides an opportunity for Dye & Durham to establish a highly scalable cloud-based practice management platform in Australia with a unique opportunity to roll out the software to the Company's other key geographies (excluding Canada) under the Unity brand.

- Upfront consideration for both acquisitions was an aggregate of $17.9 million with the remaining deferred consideration totalling to $44.9 million and contingent consideration up to $4.6 million. The deferred consideration is payable in tranches over a 23-month period.

Adjusted Net Income

Adjusted Net Income for the three and nine-months ended March 31, 2025 decreased by $2.4 million, or 20%, and increased by $7.9 million, or 25%, respectively, when compared to the equivalent periods in the prior fiscal year. The decrease for the three months ended March 31, 2025 is due to lower Adjusted EBITDA and certain tax impacts, partially offset by lower amortization and depreciation (excluding acquired intangibles) and lower Adjusted Finance Costs. For the nine months ended March 31, 2025, the increase is primarily owing to lower Adjusted Finance Costs and lower amortization and depreciation (excluding acquired intangibles).

Adjusted EBITDA, Adjusted Net Income, and Adjusted Finance Costs are not recognized measures under IFRS. See "Cautionary Note Regarding Non-IFRS Measures" and "Select Information and Reconciliation of Non-IFRS Measures" for a reconciliation of the applicable non-IFRS measures to their most directly comparable IFRS measures.

Leveraged Free Cash Flow

Leveraged Free Cash Flow increased by $31.6 million and $24.3 million, respectively, for the three and nine months ended March 31, 2025, when compared to the equivalent periods in the prior fiscal year. This was primarily a result of higher cash flow from operating activities (excluding contingent consideration paid within operating activities), lower capital expenditures and the timing of interest payments on the Senior Secured 2029 Notes (as defined herein) for both periods.

Leveraged Free Cash Flow is not a recognized measure under IFRS. See "Cautionary Note Regarding Non-IFRS Measures" and "Select Information and Reconciliation of Non-IFRS Measures" for a reconciliation of Leveraged Free Cash Flow to net cash provided by operating activities.

Summary of Quarterly Results

The following table sets out select unaudited quarterly results for the past eight quarters, prepared in accordance with IAS 34 – Interim Financial Reporting. The Company's real estate conveyancing business product line experiences moderate seasonality, primarily because land titles revenue fluctuates with real estate transaction activity in Canada. Typically, the Company's fourth quarter generates higher revenue than other quarters. The Company's business law solutions, data insights, due diligence and financial technology product lines do not experience seasonality. Quarterly fluctuations in the results set out in the table below are attributed to transaction expenses among other factors.

Quarterly Results

(In thousands of Canadian dollars, except per share data or otherwise stated)	Q3 2025	Q2 2025	Q1 2025	Q4 2024
	$	$	$	$
Revenue	108,326	120,695	119,928	120,117
Total expenses(1)	130,101	138,330	129,242	225,321
Net loss	(21,775)	(17,635)	(9,314)	(105,204)
Leveraged Free Cash Flow (2)	24,482	(39,156)	28,226	31,732
Adjusted operating expenses (2)	53,077	54,169	54,004	51,123
Adjusted Net Income (2)	9,419	13,350	15,739	8,038
EBITDA(2)	43,824	84,187	52,008	40,068
Adjusted EBITDA(2)	55,249	66,526	65,924	68,994
Adjusted EBITDA Margin(1) **(% of revenue)**	51%	55%	55%	57%
Net loss per common share	(0.32)	(0.27)	(0.14)	(1.57)
Net loss per diluted share	(0.33)	(0.27)	(0.14)	(1.57)
Basic Adjusted Net Income per share (2)	0.14	0.20	0.24	0.12
Diluted Adjusted Net Income per share (2)	0.14	0.20	0.23	0.12
Driven by real estate transactions(3	46%	41%	48%	50%
Driven by real estate transactions in Canada(3)	23%	21%	25%	28%
Annual Recurring Revenue (ARR) contracted(3)	36%	34%	32%	29%
Total Contracted Revenue (4)	61%	57%	54%	51%
Organic Revenue Growth(2)	(2%)	6%	1%	8%
Net Debt(2) **(in millions of Canadian dollars)**	1,375	1,376	1,321	1,319

Quarterly Results

(In thousands of Canadian dollars, except per share data or otherwise stated)	Q3 2024	Q2 2024	Q1 2024	Q4 2023
	$	$	$	$
Revenue	107,318	110,178	120,084	120,193
Total expenses(1)	128,381	144,937	133,596	209,372
Net loss	(21,063)	(34,759)	(13,512)	(89,179)
Leveraged Free Cash Flow (2)	(7,130)	2,645	(6,307)	3,894
Adjusted operating expenses (2)	47,555	50,164	51,384	54,503
Adjusted Net Income (2)	11,809	6,294	12,316	12,611
EBITDA(2)	42,317	47,638	58,589	(18,374)
Adjusted EBITDA(2)	59,763	60,014	68,700	65,690
Adjusted EBITDA Margin(1) **(% of revenue)**	56%	54%	57%	55%
Net loss per common share	(0.35)	(0.63)	(0.25)	(1.60)
Net loss per diluted share	(0.35)	(0.63)	(0.25)	(1.60)
Basic Adjusted Net Income per share (2)	0.19	0.11	0.22	0.22
Diluted Adjusted Net Income per share (2)	0.19	0.11	0.22	0.22
Driven by real estate transactions(3)	43%	44%	49%	58%
Driven by real estate transactions in Canada(3)	20%	19%	27%	33%
Annual Recurring Revenue (ARR) contracted(3)	30%	27%	25%	18%
Total Contracted Revenue (4)	53%	49%	46%	39%
Organic Revenue Growth(2)	4%	3%	-2%	
Net Debt(2) **(in millions of Canadian dollars)**	1,293	1,407	1,370	

Notes:

(1) Includes income tax expense (recovery).
(2) Represents a non-IFRS measure. See “Cautionary Note Regarding Non-IFRS Measures” and “Select Information and Reconciliation of Non-IFRS Measures” for a reconciliation to the applicable IFRS measures
(3) Percent of consolidated revenue, excludes TMG and other non-recurring adjustments. Some prior quarters have been restated for comparability.
(4) Annual Contracted Revenue includes minimum committed levels of ARR plus revenue from contracted overages and other service agreements.

Revenue

Q3 FY25 v. Q2 FY25

Total revenue for the three months ended March 31, 2025 decreased by $12.4 million, or 10%, when compared to the three months ended December 31, 2024, primarily driven by contract revenue recognition impacts in Q2FY25.

Q3 FY25 v. Q1 FY25

Total revenue for the three months ended March 31, 2025 decreased by $11.6 million compared to the three months ended September 30, 2024. This is primarily driven seasonality in Legal Technology.

Expenses

Q3 FY25 v. Q3 FY24

The three months ended March 31, 2025, when compared to the three-month period ended March 31, 2024, had higher total expenses, resulting primarily from:

(1) higher Adjusted Operating Expenses(1) as a result of acquisitions completed in the last twelve months and higher direct costs, (2) restructuring costs, (3) the revaluation on the embedded derivative asset (the redemption option on the Senior Secured 2029 Notes), and (4) increases in fair value of contingent consideration. This was partially offset by stock-based compensation recovery as a result of forfeited stock options and favourable mark-to-market adjustments on our cross-currency swaps. Adjusted Operating Expenses(1) (excluding direct costs and the impact of acquisitions) for the three months ended March 31, 2025 decreased by $0.4 million, due to cost reduction initiatives being realized, when compared to the equivalent period in the prior fiscal year.

All quarters

Generally, the impact of the revaluation of Convertible Debentures, derivative assets and liabilities, and US dollar-denominated debt, can have large impacts on total expenses in any given quarter. Excluding the impact of the sale of TMG, refinancing charges, and swings resulting from the revaluation of Convertible Debentures and other derivative assets and liabilities, the quarter-over-quarter variance in total expenses for all periods generally relates to higher amortization expense from ongoing intangible assets acquired, changes in expenses incurred for acquisitions and restructuring costs, and additional finance costs in the periods with higher interest rates. Total expenses will continue to fluctuate based on the timing of acquisitions and financing-related activities.

Financial Condition

(In thousands of Canadian dollars)	**March 31, 2025**	**June 30, 2024**
	$	$
Cash and cash equivalents	37,049	80,316
Total assets	2,253,545	2,243,575
Total liabilities	1,948,732	1,853,802

(1) Adjusted Operating Expenses is not a recognized measure under IFRS. See "Cautionary Note Regarding Non-IFRS Measures" and "Select Information and Reconciliation of Non-IFRS Measures" for a reconciliation to the applicable IFRS measure.

Cash and cash equivalents decreased by $43.3 million from June 30, 2024 to March 31, 2025, with net cash provided by operating activities of $94.1 million being offset by net cash used in financing activities of $63.7 million and net cash used in investing activities of $76.6 million ($259.6 million used in investing activities less $185 million of restricted cash investment).The financing activities primarily relate to a cash payment towards the Term Loan B (as defined herein) and net interest paid of $68.8 million. The net cash used by investing activities is mainly attributable to acquisition consideration and holdback amounts paid as well as additions to intangible assets on software development.

Total assets increased from June 30, 2024 to March 31, 2025, primarily as a result of the recognition of an embedded derivative asset (redemption option on the Senior Secured 2029 Notes), the asset position this quarter on the mark-to-market on our cross-currency swaps, as well as an increase in goodwill from acquisitions in the period. This was partially offset and decreases in cash and amortization of intangibles.

Total liabilities increased from June 30, 2024 to March 31, 2025. The current period includes additional loans and borrowings, additional holdbacks on acquisitions completed, increased customer advances, and a higher fair value of the Convertible Debentures. These increases were partially offset by the change in mark-to-market of our cross-currency swaps from a liability to an asset position and lower accounts payable and accrued liabilities.

Liquidity and Capital Resources

The Company manages its capital structure based on the funds available to support the continuation and expansion of its operations and to maintain a flexible capital structure, which optimizes the cost of capital at an acceptable risk. The Company defines capital to include share capital, the stock option component of its shareholders' equity, as well as its borrowings. The Company intends to rely on positive cash flows from operations and, if required, additional financings to achieve its growth strategies. The Company expects that cash and cash equivalents, and future operating cash flows will enable the Company to fund its ongoing business requirements, including working capital and other contractual obligations.

Contingencies and Commitments

In the ordinary course of business, from time to time, the Company is involved in various claims related to operations, rights, commercial, employment or other claims. Although such matters cannot be predicted with certainty, management does not consider the Company's exposure to these claims to be material to the Financial Statements.

Cash Flows

The primary source of cash flow is from operations and from financing activities for acquisitions. The Company's approach to liquidity is to always have sufficient liquidity to meet its liabilities as they come due. This is achieved by continuously monitoring cash flows and reviewing actual operating expenditures and revenue to budget.

	Three months ended March 31,		Nine months ended March 31,	
	2025	**2024**	**2025**	**2024**
	$	$	$	$
Net cash provided by operating activities	**29,445**	34,972	**94,086**	122,142
Net cash provided (used) by financing activities	**(9,864)**	37,225	**(63,706)**	(33,583)
Net cash used in investing activities	**(15,114)**	(8,387)	**(259,598)**	(23,408)
Change in cash during the period	**4,467**	63,810	**(229,218)**	65,151
Cash and cash equivalents, beginning of period	**32,328**	34,738	**265,316**	36,265
Effect of foreign exchange on cash	**254**	(570)	**951**	(3,438)
Cash and cash equivalents end of period	**37,049**	97,978	**37,049**	97,978

Net cash provided by operating activities for the three and nine months ended March 31, 2025 was $29.4 million and $94.1 million, respectively, compared to $35.0 million and $122.1 million for the equivalent periods in the prior fiscal year. For the three months ended March 31, 2025, the decrease in net cash provided by operating activities was primarily related to lower net income after adjusting for items not affecting cash and contingent consideration payments of $12.3 million. This is partially offset by lower taxes paid and favourable changes in net working capital. For the nine months ended March 31, 2025, unfavourability is also driven by contingent consideration payments made and lower net income after adjusting for items not affecting cash, which includes payments related to the CEO separation agreement, the historical shareholder engagement in the lead up to the 2024 AGM, and the change in the board of directors. For the nine months ended March 31, 2025, taxes paid are higher when compared to the equivalent period in the prior year.

Net cash used in financing activities for the three months ended March 31, 2025 was $9.9 million. The financing activities primarily relate to interest payments $11.2 million. For the nine months ended March 31, 2025, cash used in financing activities was $63.7 million, relating mainly to net borrowings of $11.5 million (net of a voluntary cash prepayment towards the Term Loan B of $20 million and other repayments) offset by net interest paid of $68.8 million. In comparison, net cash provided by financing activities for the three months ended March 31, 2024 was $37.2 million, relating mostly to net share issuance proceeds of $138.9 million offset by loan repayments of $30.0 million, interest payments of $33.4 million and $36.1 million paid to repurchase Original Debentures. For the nine months ended March 31, 2024, net cash used in financing activities was $33.6 million with net payments towards loan and borrowings of $40.4 million, interest paid of $100.7 million, and $36.1 million paid to repurchase Original Debentures, partially offset by the proceeds from the issuance of the New Debentures of $12.3 million and the share issuance proceeds of $138.9 million.

Net cash used in investing activities for the three months ended March 31, 2025 was $15.1 million, relating primarily to cash paid for holdbacks and contingent consideration of $10.7 million and capital expenditures made in the period. Net cash used in investing activities for the nine months ended March 31, 2025 was $259.6 million, of which $185 million relates to the investment of restricted cash. The remaining amount is mainly attributable to acquisition consideration paid of $17.7 million and holdbacks and contingent consideration paid of $38 million, as well as capital expenditures of $18.9 million. In comparison, net cash provided by investing activities for the three months ended March 31, 2024, was $8.4 million, primarily due to capital expenditures of $7 million. Cash used in investing activities for the nine months ended March 31, 2024 includes proceeds from the TMG sale of $75.3 million but is offset by acquisition consideration paid of $67.3 million and capital expenditures of $28.2 million.

Capital Expenditures

Capital expenditures for the three and nine months ended March 31, 2025 were $4.4 million and $18.9 million, respectively, compared to $7.0 million and $28.2 million for the equivalent periods in the prior fiscal year. The current year additions of $18.9 million consist of intangible additions related to software and development of $15.7 million and additions to property, and equipment of $3.2 million. Capital expenditures primarily represent our continued investment to enhance and further develop our existing platforms and purchase of software. In the current fiscal year, a large portion of our capital expenditures relate to the development of an enhanced conveyancing platform in British Columbia. The Company expects to fund its ongoing capital commitments with cash flow from operations.

Credit Facilities

Ares Credit Facility

On December 3, 2021, the Company settled its then existing credit facility and replaced it with a new credit facility ["Ares Credit Facility"]. The aggregate amount committed under the Ares Credit Facility was $1,795 million comprising of (i) a $1,520 million initial term loan facility ["Initial Term Loan"], (ii) a $200 million delayed draw term loan facility and (iii) a $75 million revolving credit facility.

On closing of the Ares Credit Facility in December 2021, the Company received total gross cash proceeds of $1,520 million from the Initial Term Loan and incurred financing fees of $52.4 million.

The Ares Credit Facility was repaid in full on April 11, 2024. The unamortized portion of loan fees of $15.3 million was recognized as finance costs in the consolidated statements of operations and comprehensive income for Fiscal 2024.

Refinancing Transactions

On April 11, 2024, the Company settled its Ares Credit Facility and undertook a refinancing transaction, which resulted in [i] the issuance of $755 million [USD 555 million] aggregate principal amount of Senior Secured 2029 Notes [the “Senior Secured 2029 Notes”], [ii] a $476 million [USD 350 million] aggregate principal amount of senior secured term loan B facility [“Term Loan B”], and [iii] a $105 million revolving credit facility [“New Revolving Facility”, and together with Term Loan B, the “FY2024 Credit Facility”] [collectively, the “Refinancing Transaction”]. The aggregate amount committed pursuant to the Refinancing Transaction is $1,336 million, comprising of the Senior Secured 2029 Notes and the FY2024 Credit Facility.

On closing of the Refinancing Transaction in April 2024, the Company received total gross proceeds of $1,231 million from the Senior Secured 2029 Notes and Term Loan B, and incurred financing fees of $39.4 million. The Term Loan B bears a variable interest rate equal to [i] the Term SOFR Rate plus [ii] the Term SOFR adjustment plus [iii] Applicable percentage. Principal repayments of $1.2 million [USD 0.9 million] are due on a quarterly basis on Term Loan B beginning from December 31, 2024. On September 26, 2024, the Company made a partial repayment of $20.2 million on Term Loan B. The Senior Secured 2029 Notes, the New Revolving Facility and Term Loan B have a maturity date of April 15, 2029, April 11, 2029, and April 11, 2031, respectively. To the extent the Senior Secured 2029 Notes have not been paid in full, extended, refinanced or replaced before its maturity, the Term Loan B and the New Revolving Facility will each have an accelerated maturity of 91 days prior to the maturity date of the Senior Secured 2029 Notes. As at March 31, 2025, $34.5 million was withdrawn under the New Revolving Facility. The FY2024 Credit Facility is classified as a financial liability at amortized cost and is accounted for using the effective interest rate method.

The Senior Secured 2029 Notes contain optional prepayment features that allow the Company to prepay the Senior Secured 2029 Notes prior to maturity at a premium [the "Derivative Asset"]. The Derivative Asset is accounted for as embedded derivative financial instruments, included under “Derivative assets” in the condensed consolidated interim statements of financial position. Below is a reconciliation of the Derivative Asset as at March 31, 2025:

	$
Embedded prepayment option	8,311
Change in fair value through profit & loss	3,342
Effects of foreign exchange	1,464
Balance, March 31, 2025	**13,117**

Included in the restricted financial asset and restricted investments are $25 million and $160 million, respectively, of cash and investments held in escrow that are required to be used for settlement of outstanding Original Debentures (as defined herein) in accordance with the agreement governing the FY2024 Credit Facility. The cash and investments are to be held to the earlier of (a) the repurchase by the Company of all the outstanding Original Debentures, or (b) the maturity date of the Original Debentures. During the nine months ended March 31, 2025, the Company invested $160 million out of $185 million in a GIC maturing in Q3 FY2026. The Company earned $5.6 million interest on the restricted financial asset and restricted investments for the nine months ended March 31, 2025.

The FY2024 Credit Facility and Senior Secured 2029 Notes are secured by a first ranking security over all present and after-acquired properties in the form of a general security agreement. As at March 31, 2025, the Company was in compliance with its covenants. The Company may need written consent from the required revolving lenders in case the consolidated first lien net leverage ratio exceeds 5.8x and the total outstanding revolving loan on that date surpasses 35% of total revolving commitments. As at March 31, 2025, the consolidated first lien net leverage ratio is approximately 3.6x.

The balance outstanding under the FY2024 Credit Facility and Senior Secured 2029 Notes as at March 31, 2025 is as follows:

	Senior Secured 2029 Notes	Term Loan B	New Revolving Facility	Total
	$	$	$	$
Balance, June 30, 2024	**755,653**	**458,248**	**—**	**1,213,901**
Add (less)				
Proceeds during the period	—	—	39,500	39,500
Payment during the period	—	(22,603)	(5,000)	(27,603)
Interest and accretion expense	50,039	33,231	620	83,890
Interest paid	(32,496)	(30,649)	(576)	(63,721)
Unamortized prepayment option	6,923	—	—	6,923
Other	(228)	2,589	—	2,361
Effects of foreign exchange	37,339	20,381	—	57,720
Balance, March 31, 2025	**817,230**	**461,197**	**34,544**	**1,312,971**
Current	**29,140**	**5,202**	**44**	**34,386**
Non-current	**788,090**	**455,995**	**34,500**	**1,278,585**

Use of Proceeds

The Company's use of proceeds from its initial public offering and the offerings completed under the base shelf prospectus dated November 18, 2020 has not changed from the disclosure set forth in the "Use of Proceeds" section in the respective documents to the date of this MD&A. No offerings have been completed under the base shelf prospectus dated April 30, 2024.

On February 6, 2024, the Company announced the closing of its bought deal offering of common shares. Pursuant to the offering, the Company issued a total of approximately 12 million common shares at a price of $12.10 per common share for gross proceeds to the Company of $144.7 million (net proceeds of $139.5 million), which includes the exercise, in full, by the underwriters of the over-allotment option granted by the Company to purchase up to an additional approximately 1.6 million common shares at a price of $12.10 per common share. The following table sets out a comparison of how the Company used the proceeds during the period following its bought deal, an explanation of variances and the impact of variances on the ability of the Company to achieve its business objectives and milestones.

Intended Use of Proceeds (in thousands of Canadian dollars)		**Actual use of Proceeds**	**(Over)/under expenditure**	**Explanation of variance and impact on business objectives**
Repayment of revolver under Ares Credit Facility	$30,000	$30,000	nil	n/a
Repayment for the following: (a) make a partial repayment of Initial Term Loan within the Ares Credit Facility; (b) retire a portion of the Original Debentures of the Company; or (c) both, with any amount not so applied being used for general working capital purposes	$109,502	$109,502	nil	Proceeds were used for partial repayment of the Ares Credit Facility. As part of the Refinancing Transaction, the company received $185,000 to be held for retirement of the Original Debentures. This is currently presented as restricted financial asset and restricted investments on the statement of financial position.
Total	**$139,502**	**$139,502**	**nil**	

Off-Balance Sheet Arrangements

The Company has not entered into off-balance sheet financing arrangements. Except for short-term leases and leases of low-value assets not recognized as right of use assets under IFRS 16 – Leases, all of our liabilities are reflected in our consolidated statement of financial position. From time to time, we may be contingently liable with respect to litigation and claims that arise in the normal course of operations.

Related Party Transaction

The Company defines key management personnel for the period as being the Company's former and current directors, former CEO, Interim CEO, and the executive leadership team. The remuneration of key management personnel during the periods ended March 31, 2025 was as follows:

	Three months ended March 31,		Nine months ended March 31,	
	2025	**2024**	**2025**	**2024**
	$	$	$	$
Salaries and benefits	**5,339**	1,833	**10,759**	5,750
CEO separation costs	**—**	—	**10,800**	—
Stock-based compensation	**146**	8,082	**11,173**	17,043
CEO stock-based compensation recovery	**—**	—	**(51,137)**	—
	5,485	9,915	**(18,405)**	22,793

CEO stock-based compensation recovery relates to forfeited stock options belonging to the Company's former CEO.

Financial Instruments and Other Instruments

In February 2021, the Company issued $345 million convertible senior unsecured debentures due March 1, 2026 [“Original Debentures”] bearing interest at a rate of 3.75% per annum payable semi-annually. The Original Debentures are convertible into common shares of the Company at a conversion price of $73.23 per share. The Company determined that the Original Debentures did not meet the IFRS definition of equity due to the Company's ability to settle the Original Debentures in cash if the holders elect to exercise the conversion option in accordance with the terms of the Original Debentures. Changes in the fair value of Original Debentures is recognized through income in the period in they occur except in cases where they result from changes in the Company's own credit risk, in which case the fair value changes are recorded in other comprehensive loss. The fair value of the Original Debentures is classified as Level 3 in the fair value hierarchy. Following the substantial issuer bid which was initially announced on October 20, 2023, and was completed on January 22, 2024 [the “Substantial Issuer Bid”], the outstanding Original Debentures with a notional value of $185 million had a fair value as of March 31, 2025, of $182.3 million.

On November 6, 2023, the Company announced that it had closed its private placement [the “Private Placement”] of $20.4 million aggregate principal amount of 6.50% senior unsecured extendible convertible debentures due November 1, 2028 [the “New Debentures” and, together with the Original Debentures, the “Convertible Debentures”]. The gross proceeds of $12.2 million from the Private Placement were used to fund a portion of the purchase price of the Substantial Issuer Bid. The New Debentures bear an interest rate of 6.5% payable semi-annually and are convertible into common shares of the Company at an exercise price of $40 per share. The New Debentures issued from the Private Placement are measured at fair value through profit and loss and classified as Level 3 in the fair value hierarchy. The fair value has been determined with reference to the formal valuation conducted as part of the Substantial Issuer Bid.

On January 16, 2024, the Company announced the results of the Substantial Issuer Bid. The Company retired $160 million in aggregate principal amount of its issued and outstanding Original Debentures under the Substantial Issuer Bid and (i) paid $36.1 million in cash in consideration of $48 million in principal amount of Original Debentures for which a cash consideration election was made; and (ii) issued $140 million in principal amount of New Debentures in consideration of $112 million in principal amount of Original Debentures for which a New Debenture election was made. The transactions were executed and settled on January 22, 2024. The New Debentures with a notional value of $160.4 million had a fair value as of March 31, 2025, of $151.0 million.

Material Accounting Policy Information

The preparation of the Company's unaudited condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. The Company bases its estimates on historical experience as well as on various other assumptions that are believed to be reasonable under the circumstances at the time. Under different assumptions or conditions, the actual results would differ, potentially materially, from those previously estimated. Many of the conditions impacting these assumptions and estimates are beyond the Company's control. Revisions to the accounting estimates are recognized in the period in which the estimates are revised and will be recorded with corresponding impact on net income.

Significant assumptions about the future and other sources of estimation uncertainty that management has made, relate to, but are not limited to the following:

Business Combinations

In a business combination, substantially all identifiable assets, liabilities and contingent liabilities acquired are recorded at the date of acquisition at their respective fair values. One of the most significant areas of judgement and estimation relates to the determination of the fair value of these assets and liabilities, including the fair value of contingent consideration, if applicable. In the event any intangible assets are identified, depending on the type of intangible asset and the complexity of determining its fair value, the Company determines the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows. These valuations are linked closely to the assumptions made by management regarding the future performance of the assets concerned and the discount rate applied. The estimate of fair value of customer relationships includes the estimated revenue growth and attrition of acquired customer relationships. In determining the fair value of customer relationships, the Company estimates revenue growth including price adjustments based on a market participant model.

Goodwill

The Company performs asset impairment assessments for goodwill on an annual basis or on a more frequent basis when circumstances indicate impairment may have occurred.

Goodwill is allocated to a cash generating unit ["CGU"] or group of CGUs for the purposes of impairment testing based on the level at which senior management monitors it, which is not larger than an operating segment. The key assumptions used to determine the recoverable amount for the different CGUs or groups of CGUs are disclosed and further explained in the annual consolidated financial statements.

Impairment of Long-Lived Assets

Long-lived assets primarily include property and equipment and intangible assets. An impairment loss is recognized when the carrying value of the CGU, which is defined as the smallest identifiable group of assets that generates cash flows that are largely independent of the cash flows from other assets or groups, exceeds the CGU's recoverable amount, which is determined using a discounted cash flow method. The Company tests the recoverability of its long-lived assets when events or circumstances indicate that the carrying values may not be recoverable. While the Company believes that no impairment is required, management must make certain estimates regarding the Company's cash flow projections that include assumptions about growth rates and other future events. Changes in certain assumptions could result in an impairment loss being charged in future period.

Income Taxes

The determination of income tax expense and deferred tax involves judgment and estimates as to the future taxable earnings, expected timing of reversals of deferred tax assets and liabilities, and interpretations of laws in the countries in which the Company operates. The Company is subject to assessments by tax authorities who may interpret the tax law differently. Changes in these estimates may materially affect the final amount of deferred taxes or the timing of tax payments.

Fair Value of Stock-Based Compensation

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date on which they are granted. Estimating fair value for share-based compensation transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility, dividend yield and forfeiture rates and making assumptions about them.

Fair Value of Financial Instruments

When the fair value of financial assets and financial liabilities recorded in the audited consolidated statements of financial position cannot be derived from active markets, the fair value is determined using various valuation techniques. The inputs to these models are taken from observable markets where possible. Where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include consideration of inputs such as liquidity risk, credit risk, volatility and expectations of future cash flows. Volatility has been determined by calculating the degree of variation of trading prices over time of peers in the market. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Fair Value of Contingent Consideration Receivable

The fair value of the contingent consideration receivable following the sale of TMG was assessed using a Monte Carlo simulation and taking the weighted average of the possible outcomes within the parameters of the model. Each year, an earn-out is due to the Company based on certain annualized performance metrics of TMG, measured each calendar year from the date of sale until December 31, 2026.

Risks and Uncertainties

In addition to the risks identified in this section and elsewhere in this MD&A, a number of factors that could cause actual results to vary significantly from the results discussed herein are noted in the AIF available on SEDAR+ at www.sedarplus.ca, which risks contained in the Company's most recent AIF are incorporated by reference herein. The occurrence of any of such risks, or other risks not presently known to Dye & Durham or that Dye & Durham currently believes are immaterial, could materially and adversely affect the Company's investments, prospects, cash flows, results of operations or financial condition. The following summary of risk factors relating to the Company does not purport to be exhaustive or to summarize all the risks that may be associated with the Company.

Credit Risk

Credit risk is risk of financial loss to the Company if any counterparty to a financial asset fails to meet its contractual obligations and arises principally from deposits with banks and outstanding receivables. The Company has assessed the credit risk on its cash and cash equivalents as low as its funds are held in highly rated Canadian, U.K., Irish and Australian financial institutions. Due to the Company's diversified customer base, there is no concentration of credit risk related to the Company's receivables. Trade and other receivables are monitored on an ongoing basis to ensure timely collection of amounts. There are no receivables from individual customers for 10% or more of revenues or receivables.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on a portion of its newly refinanced debt (Term Loan B and the New Revolving Facility) for which the interest rate may be adjusted with future fluctuations in various reference rates such as SOFR, CORRA, EURIBOR, the prime rate, etc. Based on the amount owing as of March 31, 2025, after giving effect to the Company's cross-currency swaps, a 1% change in the CORRA rate, with all other variables held constant, would change finance costs and income before taxes by $1.8 million on the loans for the nine months ended March 31, 2025. The Ares Credit Facility was refinanced following April 11, 2024, and replaced with the Senior Secured 2029 Notes and FY2024 Credit Facility.

Market Risk

The Company is exposed to market risk primarily in terms of revenue generation and Convertible Debentures. The Company's revenue is driven by transaction volumes, which have increased with the growth and strength of the Canadian economy. Convertible Debentures are measured using an amortizing convertible bond calculator produced by FINCAD (acquired by Numerix). This model is based on 'partial differential equations' solved using finite differences methods to value financial instruments by solving the differential equation that the financial instrument satisfies. The Company monitors the market conditions to capture fluctuations that may affect the ongoing revenue and valuation of Convertible Debentures. That said, historically the Company's business model has proven to be resilient in market downturns.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's cash resources are managed based on financial forecasts and anticipated cash flows. Contractual maturities such as loans and borrowings, the Convertible Debentures, interest rate swap settlements, trade and other payables, accrued liabilities, customer advances, lease liabilities and contingent consideration are exposed to liquidity risk.

The Refinancing Transactions of the Company resulted in [i] the Senior Secured 2029 Notes, [ii] the Term Loan B, and [iii] the New Revolving Facility. The indenture governing the Senior Secured 2029 Notes and the FY2024 Credit Facility contain mandatory prepayments, restrictive covenants, and events of default which require the Company not to exceed a prescribed consolidated total net leverage ratio at any time when the amount borrowed under the revolving credit facility exceeds a specified threshold. The Company's inability to generate sufficient cash flow to satisfy its debt obligations on the required maturity dates, or to refinance its indebtedness on commercially reasonable terms or at all, would materially and adversely affect the Company's business, results of operations, and financial condition.

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's net investments in foreign subsidiaries. If deemed necessary, the Company may, from time to time, enter into foreign currency derivative contracts to reduce its exposure to foreign currency risk. The Company has entered into swaps to fully hedge the foreign exchange risk on its US dollar denominated debt. As a result, the Company's exposure to fluctuations in US dollar exchange rates is not economically significant.

As at March 31, 2025, the Company had a net financial liability position denominated in British pounds of $24.3 million [£13.1 million] [2023 – $37.0 million [£21.6 million]]. As at March 31, 2025, the Company had a net financial liability position denominated in Australian dollars of $30.2 million [A$33.7 million] [2024 – $7.5 million [A$8.5 million]]. As at March 31, 2025, the Company had a net financial liability position denominated in South African rand of $3.1 million [ZAR$39.6 million] [2024 – $8.7 million [ZAR$120.9 million]]. A 10% change in the exchange rates of significant currencies to which the Company has exposure as at March 31, 2025 would change other comprehensive income before taxes by $5.1 million [2024 – $3.8 million].

Ability to Integrate Acquired Companies

The Company is of the view that the ability to realize synergies and integrate acquired companies with its existing technology platforms and management teams is critical for the future success of the Company. The Company has successfully acquired and integrated numerous companies over the years and must undertake such integration activities with each new Company that it acquires. Our inability to effectively integrate companies we acquire in the future could have adverse effect on our business and the results of operations.

Revenue

The Company earns the majority of its revenue on a highly reoccurring transactional-fee basis as clients perform various automated transactions including automated workflows, public record due diligence searches, associated document preparation, or electronic public records filings through the Company's cloud-based platforms. If transaction volumes decrease, the Company may be impacted, and revenue may therefore be adversely impacted.

Contingencies

In the ordinary course of business, from time to time, the Company is involved in various claims related to operations, rights, commercial, employment or other claims. Although such matters cannot be predicted with certainty, management does not consider the Company's exposure to these claims to be material to these financial statements.

Privacy and Data Protection Laws

We are subject to applicable Canadian privacy laws regarding privacy and the collection, storing, sharing, use, handling, maintenance, disposal, transmittal, disclosure and protection of personal data. Specifically, personal data is increasingly subject to legislation and regulations to protect the privacy of personal information that is collected, processed and transmitted. Any violations of these laws and regulations may require us to change our business practices or operational structure, address legal claims and sustain monetary penalties and/or other harms to our business. Failure to comply with these laws, where applicable, can result in the imposition of significant civil and/or criminal penalties and private litigation.

We are also subject to, and affected by, foreign laws and regulations, including regulatory guidance, governing the collection, use, disclosure, security, transfer, and storage of personal data, such as information that we collect about customers in connection with our operations abroad. For example, through our operations in the United Kingdom and Ireland, we are subject to the General Data Protection Regulation ["GDPR"]. The GDPR increases our compliance burden with respect to data protection, including by mandating potentially burdensome documentation requirements and granting certain rights to individuals to control how we use, disclose and retain information about them. In addition, the GDPR provides for breach reporting requirements, more robust regulatory enforcement and fines of up to the greater of 20 million euros or 4% of annual global revenue. The GDPR increases our responsibility and liability in relation to personal data that we process, and we may be required to put in place additional mechanisms to ensure compliance with the GDPR, which could divert management's attention and increase our cost of doing business. In addition, we are subject to the Privacy Act 1988 and the Australian Privacy Principles through our operations in Australia and the Protection of Personal Information Act 4 of 2013 through our operations in South Africa, which similarly regulate and restrict the use of personal information.

The global legislative and regulatory landscape for privacy and data protection continues to evolve, and implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future. This evolution may create uncertainty in our business, result in liability, or impose additional costs on us. The cost of compliance with these laws, regulations and standards is high and is likely to increase in the future. Seeking to comply with evolving data protection requirements has caused us to expend significant resources and such expenditures are likely to continue into the near future as we respond to new interpretations, additional guidance, and potential enforcement actions and patterns.

Changes in Artificial Intelligence Legislative, Judicial and Regulatory Landscapes

Uncertainty in the legal regulatory regime relating to AI may require significant resources to modify and maintain business practices to comply with applicable laws, the nature of which cannot be determined at this time. Several jurisdictions have already proposed or enacted laws governing AI. Additionally, certain privacy laws extend rights to individuals (such as the right to delete certain personal data) and regulate automated decision making, which may be incompatible with AI tools which we plan to bring to market, or our use of AI. These obligations may lead to regulatory fines or penalties or prevent or limit our use of AI. If we cannot use AI, or that use is restricted, our business may be less efficient, or we may be at a competitive disadvantage.

Intellectual Property-related Litigation and Proceedings

We operate in an industry that is susceptible to intellectual property litigation. As we face increasing competition, the possibility of intellectual property claims and litigation against us grows. The defense of intellectual property suits is both costly and time-consuming, even if ultimately successful, and may divert management's attention from other business concerns. An adverse determination in litigation to which we may become a party could, among other things:

- Subject us to significant liabilities to third parties, including lost profit and treble damages that are not covered by insurance;
- Require disputed rights to be licensed from a third party for royalties that may be substantial;
- Require us to cease using technology that is important to our business; or
- Prohibit us from using some or all of our devices or offering some or all of our services.

Financial Services-related Regulations and Oversight (Payments Infrastructure Business)

We provide payment processing and related services in certain jurisdictions in which we operate and are subject to various financial services-related regulations and oversight, including related anti-money laundering and counter-terrorist financing ["AML"] regulations. For example, the Retail Payments Activities Act ["RPAA"] applies to entities performing retail payment functions, and, among other things, requires that such entities register with the Bank of Canada. We have to comply with the RPAA and are required to be registered with the Bank of Canada.

Moreover, our subsidiary in the U.K. that provides certain account information services and payment initiation services to our U.K. customers is registered as an agent of an electronic money firm ["EMF"] that is authorized with the U.K. Financial Conduct Authority [the "FCA"] under the Payment Services Regulations 2017. In such capacity, our U.K. subsidiary is authorized to act as an agent of the EMF in carrying out account information services and payment initiation services that are regulated by the FCA under the EMF's license with the FCA. To the extent our U.K. subsidiary carries out regulated payment services in its own capacity and not as an agent of an EMF registered with the FCA, if our U.K. subsidiary's agency agreement with such EMF is revoked or otherwise terminated, or if our U.K. subsidiary holds itself out as able to carry out regulated payment services in its own right, these actions would constitute an offense and could materially harm our business.

Evaluation of what our compliance efforts will be, as well as questions as to whether and to what extent our products and services are considered money transmission or payment services, are matters of regulatory interpretation and could change over time. We have been in the past and may in the future be subject to fines and other penalties by regulatory authorities for violations of provincial and federal money transmission laws or regulations applicable to such businesses. In the future, as a result of the regulations applicable to our business, we could be subject to investigations and resulting liability, including governmental fines, restrictions on our business, or other sanctions, and we could be forced to cease conducting certain aspects of our business with residents of certain jurisdictions, be forced to change our business practices in certain jurisdictions, or be required to obtain additional registrations, licenses or regulatory approvals. There can be no assurance that we will be able to obtain or maintain any such licenses, and, even if we were able to do so, there could be substantial costs and potential product changes involved in maintaining such licenses, which could have a material and adverse effect on our business. In addition, there are substantial costs and potential product changes involved in maintaining and renewing such licenses, certifications, and approvals, and we could be subject to fines or other enforcement actions if we are found to violate disclosure, reporting, anti-money laundering, capitalization, corporate governance, or other requirements of such licenses. These factors could impose substantial additional costs, involve considerable delay to the development or provision of our products or services, require significant and costly operational changes, or prevent us from providing our products or services in any given market.

Risks and Uncertainties Related to Our Indebtedness and the Notes

The risks and uncertainties discussed below are in reference to the Senior Secured 2029 Notes and the FY2024 Credit Facility [herein also referred to as the "Senior Secured Credit Facilities"], and the Convertible Debentures. The Ares Credit Facility was refinanced on April 11, 2024, and replaced with Senior Secured 2029 Notes and FY2024 Credit Facility pursuant to the Refinancing Transactions.

Substantial Indebtedness

We have a substantial amount of indebtedness. Refer to the "Credit Facilities" and "Financial Instruments and Other Instruments" section of this MD&A for details on long-term debt as of March 31, 2025.

Subject to the limitations in the Senior Secured Credit Facilities and the indentures governing the Senior Secured 2029 Notes and our Convertible Debentures we may also incur significant additional indebtedness in the future. Our substantial indebtedness may, among others, make it difficult for us to satisfy our financial obligations, increase our vulnerability to adverse economic conditions, and limit our ability to borrow additional funds.

Further, borrowings under the Senior Secured Credit Facilities are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income would decrease.

Cash to Service our Debt Obligations

Our ability to make payments of principal and interest on our debt and to refinance our indebtedness, including the FY2024 Credit Facility and the Senior Secured 2029 Notes, will depend on our financial and operating performance and our ability to enter into additional debt and equity financings, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including the FY2024 Credit Facility and the Senior Secured 2029 Notes.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance all or a portion of our indebtedness, including the FY2024 Credit Facility and the Senior Secured 2029 Notes. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. The indentures that govern the Senior Secured 2029 Notes and the Convertible Debentures and the FY2024 Credit Facility restrict our ability to dispose of assets, use the proceeds from any disposition of assets and to refinance our indebtedness.

Debt Covenants

The indenture that governs the Senior Secured 2029 Notes and the indentures governing the Convertible Debentures, and the FY2024 Credit Facility, contain various covenants that limit our ability and/or our restricted subsidiaries' ability to, among other things, incur or assume liens or additional debt, pay dividends or repurchase capital stock, make loans and investments, and sell assets and capital stock.

In addition to the above, the indenture that governs the Senior Secured 2029 Notes, the indentures governing the Convertible Debentures, and the FY2024 Credit Facility contain certain events of default and additional covenants that limit our ability and/or our restricted subsidiaries' ability to, among other things, issue redeemable stock and preferred stock, make capital expenditures, and sell substantially all of our assets.

In particular, the FY2024 Credit Facility contain restrictive covenants and require us to maintain, based on a level of utilization of the New Revolving Facility, on a quarterly basis, a prescribed consolidated first lien net leverage ratio. A breach of this covenant could result in a default under the FY2024 Credit Facility, the indentures governing the Convertible Debentures and/or the indenture that governs the Senior Secured 2029 Notes. Other events of default under the Senior Secured Credit Facilities include, among other things, non-payments of amounts due thereunder, breaches of specific covenants, breaches of representations and warranties, cross-defaults under other credit documents, the commencement of insolvency proceedings against us and/or our restricted subsidiaries and the occurrence of a change of control (as defined thereunder). Upon the occurrence of an uncured event of default under the Senior Secured Credit Facilities, the lenders could elect to declare all amounts outstanding under the Senior Secured Credit Facilities, as applicable, to be immediately due and payable and terminate all commitments to extend further credit. If we were unable to repay those amounts, the lenders could proceed against the collateral granted to them to secure that indebtedness. We have pledged or will pledge a significant portion of our and our subsidiaries' assets as collateral under the Senior Secured Credit Facilities. Refer to "Payment Obligations on Indebtedness and Default" below.

Ratings on Debt Securities

A rating agency's rating of our debt securities is not a recommendation to purchase, sell or hold any particular security. Such ratings are limited in scope and do not comment as to material risks relating to an investment in the Senior Secured 2029 Notes. There is no assurance that such credit ratings will remain in effect for any given period of time. Rating agencies also may lower, suspend or withdraw ratings on the Senior Secured 2029 Notes or our other debt in the future.

Any lowering, suspension or withdrawal of such ratings may have an adverse effect on the market prices or marketability of our indebtedness and make it more difficult or more expensive for us to obtain additional debt financing.

Payment Obligations on Indebtedness and Default

Any default under the agreements governing our indebtedness, including a default under the Senior Secured Credit Facilities, that is not cured (if possible) or waived by the required lenders thereunder, and the remedies sought by the holders of such indebtedness, could prevent us from paying principal, premium, if any, and interest on the FY2024 Credit Facility and/or the Senior Secured 2029 Notes and substantially decrease the market value of such indebtedness. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness (including covenants in the Senior Secured Credit Facilities and the applicable indenture), we could be in default under the terms of the agreements governing such indebtedness, including the Senior Secured Credit Facilities and the applicable indenture. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under the Senior Secured Credit Facilities could elect to institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or liquidation.

Collateral on Secured Indebtedness

No appraisal of the value of collateral has been made in connection with the Senior Secured Credit Facilities, and the fair market value of collateral is subject to fluctuations based on factors that include, among others, general economic conditions and similar factors. The amount to be received upon a sale of collateral would be dependent on numerous factors, including, but not limited to, the actual fair market value of collateral at such time, the timing and the manner of the sale and the availability of buyers. By its nature, portions of collateral may be illiquid or intangible and may have no readily ascertainable market value. In the event of a foreclosure, liquidation, bankruptcy or similar proceeding, collateral may not be sold in a timely or orderly manner, and the proceeds from any sale or liquidation of this collateral may not be sufficient to pay our obligations under the FY2024 Credit Facility and/or the Senior Secured 2029 Notes (including after taking into all of our other obligations secured thereby on a first-priority basis). Any claim for the difference between the amount, if any, realized by the lenders under the FY2024 Credit Facility and/or the holders of the Senior Secured 2029 Notes from the sale of collateral will rank equally in right of payment with all of our other unsecured unsubordinated indebtedness and other obligations, including trade payables. In addition, in the event of a foreclosure, liquidation, bankruptcy or similar proceeding, the lenders under our Senior Secured Credit Facilities will share the proceeds of collateral ratably with the holders of the Senior Secured 2029 Notes, thereby diluting collateral coverage.

Dilution of Collateral Securing the Senior Secured 2029 Notes

The collateral that secures the Senior Secured 2029 Notes also secures our obligations under the FY2024 Credit Facility. The collateral may also secure additional senior indebtedness, including additional note offerings, that we incur in the future, subject to restrictions on our ability to incur debts and liens under the FY2024 Credit Facility and the indenture that governs the Senior Secured 2029 Notes. Rights to the collateral would be diluted by any increase in the indebtedness secured by the collateral on a pari passu or priority basis.

Canadian Bankruptcy, Insolvency and Other Laws

Canadian bankruptcy, insolvency, winding-up, reorganization, and other restructuring or similar corporate arrangement legislation [“Canadian insolvency law”] may impair, delay, stay, compromise, or otherwise restrict the rights of the holders of the Senior Secured 2029 Notes, the trustee, or the notes collateral agent to enforce remedies under the Senior Secured 2029 Notes, the indenture that governs the Senior Secured 2029 Notes, the guarantees or in respect of the collateral if the benefit of the applicable Canadian insolvency law is sought with respect to us or the guarantors.

In Canada, insolvency proceedings are principally governed by the Bankruptcy and Insolvency Act (Canada) [the “BIA”] and the Companies’ Creditors Arrangement Act (Canada) [the “CCAA”]. Under Canadian insolvency law, and in particular under the BIA and the CCAA, an insolvent debtor may obtain a stay of proceedings or other rights and remedies in favor of itself and its property against its creditors and others and prepare and file a restructuring proposal or a plan of compromise or arrangement, as applicable, to be voted on by the various classes of its affected creditors. Such a proposal, compromise or arrangement, if accepted by the requisite majorities of each affected class of creditors and if sanctioned by the relevant Canadian court and implemented, would be binding on all affected creditors, including those affected creditors that did not vote to accept the proposal, compromise or arrangement. In addition, the relevant Canadian court may, subject to certain conditions, create court-ordered charges on the assets of the debtor to secure, amongst other things, interim financing, professional fees, amounts owing to critical suppliers, and post-filing director and officer liabilities. Such court-ordered charges may rank in priority to the debtor’s existing indebtedness, including the secured debt evidenced by the Senior Secured 2029 Notes. In certain conditions, Canadian insolvency law permits the debtor (or its court appointed receiver) to retain possession and administration of its property (including property that constitutes collateral), subject to court oversight, even though it may be in default under the applicable debt instrument or security document during the period that the stay of proceedings remains in place and the ability of its creditors to enforce their rights upon such default may be impaired, delayed, stayed, compromised or otherwise restricted. In addition, it may be possible to restructure or recapitalize certain debt obligations under applicable corporate statues without commencing formal insolvency proceedings.

In this regard, if we were to become subject to a proceeding under applicable Canadian insolvency law, the approval threshold requirements provided in the indenture that governs the Senior Secured 2029 Notes for modification of certain rights of the holders of Senior Secured 2029 Notes may be disregarded and the applicable statute or the court will establish the approval threshold. The powers of the court under Canadian insolvency law, and in particular under the CCAA, have been interpreted and exercised broadly and remedially so as to preserve the enterprise value of a debtor and protect such debtor and its assets from actions taken by creditors and other parties. Accordingly, we cannot predict whether payments under the Senior Secured 2029 Notes or the guarantees thereof would be made during any proceedings under Canadian insolvency law, whether (and to what extent) or when the notes collateral agent could exercise its rights under the indenture that governs the Senior Secured 2029 Notes, the Senior Secured 2029 Notes, the guarantees or the security documents or in respect of the collateral during any such proceedings, or whether (and to what extent) holders of the Senior Secured 2029 Notes would be compensated for any delays in payment of principal, interest and costs, including the fees and disbursements of the notes collateral agent or the loss of value of the collateral. If we were to become subject to any proceedings under Canadian insolvency law, we may cease making payments on the Senior Secured 2029 Notes and the notes collateral agent may not be able to exercise its rights under the relevant security documents or the indenture that governs the Senior Secured 2029 Notes, respectively, following commencement of or during such proceedings, without leave of the court.

In the context of a proceeding under the BIA or the CCAA, the relevant Canadian court may review asset transfers and transactions undertaken by a debtor within specified time periods prior to the initiation of the proceeding to determine if the debtor was engaged in any transfers at undervalue or preferences. Transfers at undervalue and preferences may be declared void (or not set up against the trustee in bankruptcy or monitor) if certain conditions are satisfied. Trustees in bankruptcy or monitors, as applicable, creditors and other qualified stakeholders may also seek to void, set aside, or otherwise challenge transactions under provincial, territorial and federal legislation.

We have property located outside of Canada and certain of the subsidiaries that guarantee the Senior Secured 2029 Notes and provide collateral are organized in Australia and England and Wales. Canadian courts, acting pursuant to Canadian insolvency law, can be vested with jurisdiction over a debtor's property wherever it is located, including property situated in other countries. Courts outside of Canada, however, may not recognize the relevant Canadian court's jurisdiction or those non-Canadian jurisdictions may have laws that are materially different from, or in conflict with, Canadian insolvency law. This could make administering a Canadian proceeding conducted under Canadian insolvency law difficult. Further, if certain criteria are met, it is possible that a bankruptcy, insolvency, or similar proceeding could be initiated in Australia, England and Wales, or any other non-Canadian jurisdiction where permitted by law, such as the United States. If proceedings are initiated outside of Canada, both the BIA and the CCAA allow a representative authorized in a foreign proceeding in respect of a debtor to seek recognition in Canada of the foreign insolvency proceeding. Accordingly, if we were to be subject to an insolvency proceeding outside of Canada and subsequently sought recognition of such proceeding in Canada, a Canadian court may recognize the foreign proceeding as a "foreign non-main proceeding." The relevant Canadian court may—but is not required to—grant a stay of proceedings in Canada in the case of a foreign non-main proceeding. Certain other relief may also be impacted if a foreign proceeding is determined to be a "foreign non-main proceeding" rather than a "foreign main proceeding."

Outstanding Share Information

The Company is currently authorized to issue an unlimited number of common shares. As of the date of this MD&A, 67.2 million common shares, 8.5 million stock options and 0.2 million share appreciation rights are issued and outstanding.

On September 28, 2023, the TSX approved the normal course issuer bid for the Company to acquire a portion of its outstanding common shares, as appropriate opportunities arise from time to time, for cancellation over the next 12 months [the "Normal Course Issuer Bid"]. The Company was authorized to acquire up to a maximum of 2.9 million of its common shares, or approximately 10% of the public float of 29.2 million common shares as of September 18, 2023, for cancellation over the next 12 months. The Company began to purchase its common shares on or about October 2, 2023, and the Normal Course Issuer Bid expired on October 1, 2024, with an aggregate 0.1 million common shares having been purchased over the prior 12 months for total consideration of $1.5 million.

Disclosure Controls and Procedures and Internal Controls Over Financial Reporting

The Interim CEO and Chief Financial Officer ["CFO"] have designed or caused to be designed under their supervision, disclosure controls and procedures, which provide reasonable assurance that material information regarding the Company is accumulated and communicated to the Company's management, including its Interim CEO and CFO, in a timely manner.

In addition, the Interim CEO and CFO have designed or caused to be designed under their supervision internal controls over financial reporting [“ICFR”] to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The Interim CEO and CFO have been advised that the control framework used to design the Company’s ICFR uses the framework and criteria established in the Internal Control-Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The Interim CEO and the CFO have evaluated, or caused to be evaluated under their supervision, whether or not there were changes to its ICFR during the period ended March 31, 2025, that have materially affected or are reasonably likely to materially affect the Company’s ICFR. No such changes were identified through their evaluation.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that its objectives are met. Due to inherent limitations in all such systems, no evaluations of controls can provide absolute assurance that all control issues, if any, within a company have been detected. Accordingly, our disclosure controls and procedures and our ICFR are effective in providing reasonable, not absolute, assurance that the objectives of our control systems have been met.

Limitation on Scope of Design

The scope of design of internal controls over financial reporting and disclosure controls and procedures excluded the controls, policies, and procedures for acquisitions completed over the last trailing twelve months.

The contribution of acquisitions over the last trailing twelve months to our consolidated revenue for the three months and nine months ended March 31, 2025 was less than 3% of total revenues for both periods. Additionally, as of March 31, 2025, current assets and current liabilities of acquisitions over the last trailing twelve months were below 2% of consolidated current assets and current liabilities, and non-current assets and non-current liabilities were below 1% of consolidated non-current assets and non-current liabilities, respectively.