

# **Dye & Durham Limited**

## **Condensed Consolidated Interim Financial Statements**

**(Expressed in thousands of Canadian dollars)**

**For the three and nine months ended March 31, 2026 and 2025**

### **NOTICE TO READER**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim condensed consolidated financial statements ("Condensed Consolidated Interim Financial Statements"), they must be accompanied by a notice indicating as such.

The Company's independent auditor has not performed a review of these Condensed Consolidated Interim Financial Statements for the three and nine months ended March 31, 2026 and 2025 in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

# Dye & Durham Limited

## Condensed Consolidated Interim Statements of Financial Positions (Unaudited)

(Expressed in thousands of Canadian dollars)

As at:

	Note	March 31, 2026 \$	June 30, 2025 \$
<b>Assets</b>			
<b>Current assets:</b>			
Cash and cash equivalents		35,583	43,098
Trade and other receivables	7	79,762	88,077
Prepaid expenses and other assets		12,181	11,865
Restricted investments	10(c)	—	185,000
Derivative assets, current	9(a)	5,415	—
		<b>132,941</b>	<b>328,040</b>
<b>Non-current assets:</b>			
Prepayment option	9(b)	—	20,947
Property and equipment, net		6,735	8,111
Right-of-use assets, net		11,604	13,872
Intangible assets, net	8	591,015	676,599
Goodwill	6	1,061,653	1,100,171
Other assets		4,145	3,776
<b>Total assets</b>		<b>1,808,093</b>	<b>2,151,516</b>
<b>Liabilities and equity</b>			
<b>Current liabilities:</b>			
Accounts payable and accrued liabilities		75,866	78,833
Customer advances		23,943	24,888
Holdbacks and contingent considerations, current	5	30,245	36,218
Lease liabilities, current		5,374	5,153
Loans and borrowings, current	9	26,566	18,285
Convertible debentures	10	131,252	335,433
		<b>293,246</b>	<b>498,810</b>
<b>Non-current liabilities:</b>			
Holdbacks and contingent considerations	5	—	20,637
Lease liabilities		9,799	12,452
Loans and borrowings	9	1,143,271	1,233,158
Derivative liabilities	9(a)	1,479	29,268
Deferred tax liabilities		85,743	99,641
Other liabilities		2,286	2,226
<b>Total liabilities</b>		<b>1,535,824</b>	<b>1,896,192</b>
<b>Equity</b>			
Capital stock		824,205	824,113
Contributed surplus		24,555	50,116
Accumulated other comprehensive income (loss)		30,220	(6,286)
Deficit		(607,432)	(613,137)
Non-controlling interests		721	518
		<b>272,269</b>	<b>255,324</b>
<b>Total liabilities and equity</b>		<b>1,808,093</b>	<b>2,151,516</b>
Contingencies and commitments	19		
Other subsequent events	20		

The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.

On behalf of the Board:

"Signed"

Director – Allen Taylor

"Signed"

Director – Edward Smith

## Dye & Durham Limited

### Condensed Consolidated Interim Statements of Operations (Unaudited)

(Expressed in thousands of Canadian dollars and thousands of shares, except per share amounts)

	Note	Three months ended March 31,		Nine months ended March 31,	
		2026 \$	2025 <sup>1</sup> (Restated) \$	2026 \$	2025 <sup>1</sup> (Restated) \$
<b>Revenue</b>		<b>91,180</b>	103,420	<b>306,506</b>	335,557
<b>Expenses</b>					
Direct costs		(6,715)	(9,555)	(25,168)	(28,368)
Technology and operations		(25,681)	(25,892)	(84,344)	(77,248)
General and administrative		(11,048)	(10,324)	(37,586)	(31,489)
Sales and marketing		(4,869)	(4,787)	(15,754)	(13,387)
Stock-based compensation recovery (expense)		29,442	(446)	25,744	42,005
Finance costs, net	12	(42,284)	(26,436)	(115,508)	(116,858)
Amortization, depreciation and impairment	8	(30,221)	(41,064)	(94,477)	(122,822)
Gain on disposal of subsidiary		81,474	—	81,474	—
Acquisition, restructuring and other costs	14	(16,721)	(15,554)	(39,381)	(59,524)
<b>Income (loss) before income taxes</b>		<b>64,557</b>	(30,638)	<b>1,506</b>	(72,134)
Income tax recovery		1,444	7,189	4,433	13,726
<b>Net Income (loss)</b>		<b>66,001</b>	(23,449)	<b>5,939</b>	(58,408)
<b>Net income (loss) attributable to:</b>					
Non-controlling interests		484	(116)	234	363
Shareholders		65,517	(23,333)	5,705	(58,771)
<b>Net income (loss) for the period</b>		<b>66,001</b>	(23,449)	<b>5,939</b>	(58,408)
<b>Net income (loss) per common share</b>	15				
Basic		0.98	(0.35)	0.08	(0.88)
Diluted		0.98	(0.35)	0.08	(0.88)
<b>Weighted average number of shares outstanding</b>	15				
Basic		67,175	67,158	67,172	67,015
Diluted		67,175	67,158	67,172	67,015

<sup>1</sup> Refer to Note 2

The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.

**Condensed Consolidated Interim Statements of Comprehensive Income (Loss)  
(Unaudited)**

(Expressed in thousands of Canadian dollars)

Note	Three months ended March 31,		Nine months ended March 31,	
	2026	2025 <sup>1</sup> (Restated)	2026	2025 <sup>1</sup> (Restated)
	\$	\$	\$	\$
<b>Net income (loss)</b>	<b>66,001</b>	(23,449)	<b>5,939</b>	(58,408)
<b>Other comprehensive income (loss)</b>				
Items that may be reclassified to profit or loss in subsequent periods:				
Exchange differences on translation of foreign operations	<b>2,839</b>	11,306	<b>6,899</b>	25,025
Item that will not be reclassified to profit or loss in subsequent periods:				
Net change in fair value of convertible debentures attributable to change in own credit risk, net of income taxes of \$nil (2025 – \$nil)	<b>10,822</b>	(10,200)	<b>29,607</b>	(11,583)
<b>Other comprehensive income</b>	<b>13,661</b>	1,106	<b>36,506</b>	13,442
<b>Comprehensive income (loss)</b>	<b>79,662</b>	(22,343)	<b>42,445</b>	(44,966)
<b>Comprehensive income (loss) attributable to:</b>				
Non-controlling interests	<b>484</b>	(116)	<b>234</b>	363
Shareholders	<b>79,178</b>	(22,227)	<b>42,211</b>	(45,329)
	<b>79,662</b>	(22,343)	<b>42,445</b>	(44,966)

<sup>1</sup> Refer to Note 2

The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.

## Dye & Durham Limited

### Condensed Consolidated Interim Statements of Changes in Equity (Unaudited)

(Expressed in thousands of Canadian dollars and thousands of shares)

Note	Number of common shares	Capital stock	Contributed surplus	Accumulated other comprehensive income (loss) <sup>1</sup>	Deficit <sup>1</sup>	Non-controlling interests	Total
	#	\$	\$	\$	\$	\$	\$
<b>Balance, June 30, 2024 (Restated)</b>	66,913	819,533	96,057	(20,227)	(520,059)	432	375,736
Prior period adjustments	—	—	—	—	116	—	116
Dividends declared	—	—	—	—	(1,259)	—	(1,259)
Dividends paid	11	—	—	—	(2,514)	—	(2,514)
Stock options exercised	11	246	4,533	(2,577)	—	—	1,956
Stock-based compensation	—	—	(44,006)	—	—	—	(44,006)
Comprehensive income (loss) for the period	—	—	—	13,442	(58,771)	363	(44,966)
<b>Balance, March 31, 2025<sup>1</sup> (Restated)</b>	67,159	824,066	49,474	(6,785)	(582,487)	795	285,063
<b>Balance, June 30, 2025</b>	<b>67,164</b>	<b>824,113</b>	<b>50,116</b>	<b>(6,286)</b>	<b>(613,137)</b>	<b>518</b>	<b>255,324</b>
Dividends declared	11	—	—	—	—	(31)	(31)
Stock options exercised	11	17	92	(54)	—	—	38
Stock-based compensation	—	—	(25,507)	—	—	—	(25,507)
Comprehensive income for the period	—	—	—	36,506	5,705	234	42,445
<b>Balance, March 31, 2026</b>	<b>67,181</b>	<b>824,205</b>	<b>24,555</b>	<b>30,220</b>	<b>(607,432)</b>	<b>721</b>	<b>272,269</b>

<sup>1</sup> Refer to Note 2

The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.

**Dye & Durham Limited**

**Condensed Consolidated Interim Statements of Cash Flows (Unaudited)**

(Expressed in thousands of Canadian dollars)

		Nine months ended March 31,	
Note		2026	2025 <sup>1</sup>
		\$	(Restated)
			\$
<b>Cash flows from operating activities</b>			
		5,939	(58,408)
Net gain (loss) for the period			
Items not affecting cash			
		94,477	122,822
		(25,744)	(42,005)
		357	14,286
		—	(4,020)
		(4,433)	(13,726)
	6	(81,474)	—
	12	115,508	116,858
		(6,375)	(13,025)
Changes in non-cash working capital balances			
		12,676	(214)
		1,868	(4,510)
		(24,466)	(26,449)
		(458)	(221)
<b>Net cash provided by operating activities</b>		<b>87,875</b>	<b>91,388</b>
<b>Cash flows from financing activities</b>			
	9	31,500	39,128
		38	2,471
	9	(149,667)	(27,603)
		(74,588)	(75,873)
		—	(3,769)
		(4,959)	(5,151)
	10	(185,000)	—
<b>Net cash used in financing activities</b>		<b>(382,676)</b>	<b>(70,797)</b>
<b>Cash flows from investing activities</b>			
	5	—	(17,686)
	5	(31,218)	(37,974)
		185,000	(185,000)
		5,202	7,091
	8	(13,692)	(12,997)
		(753)	(3,243)
		142,087	—
<b>Net cash provided by (used in) investing activities</b>		<b>286,626</b>	<b>(249,809)</b>
Change in cash and cash equivalents and restricted cash		(8,175)	(229,218)
Cash and cash equivalents and restricted cash, beginning of period		43,098	265,316
Effect of foreign exchange on cash and cash equivalents		660	951
<b>Cash and cash equivalents, end of period</b>		<b>35,583</b>	<b>37,049</b>

<sup>1</sup> Refer to Note 2

The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.

# Dye & Durham Limited

## Notes to Condensed Consolidated Interim Financial Statements

(Expressed in thousands of Canadian dollars and thousands of shares, except per share amounts and as otherwise stated )

As at and for the three and nine months ended March 31, 2026 and 2025

### 1. Description of the business

Dye & Durham Limited (the “Company”) is a provider of cloud-based software and technology solutions designed to boost efficiency and increase productivity for legal and business professionals in Canada, Australia, South Africa, Ireland and the United Kingdom (“UK”). The Company provides critical information services and workflow, which clients use to manage their process, information and regulatory requirements.

The Company’s common shares are listed on the Toronto Stock Exchange under the symbol “DND”.

The Company was incorporated on June 26, 2020. The Company’s registered head office is 25 York Street, Suite 1100, Toronto, Ontario, Canada.

### 2. Basis of preparation

These Condensed Consolidated Interim Financial Statements were prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”), applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34, *Interim Financial Reporting*. Accordingly, certain information and note disclosures normally included in the annual consolidated financial statements prepared in accordance with IFRS, as issued by the IASB, have been omitted or condensed. The policies set out below have been consistently applied to all periods presented unless otherwise noted.

These Condensed Consolidated Interim Financial Statements should be read in conjunction with the Company’s annual audited consolidated financial statements for the year ended June 30, 2025 (“Audited Consolidated Financial Statements”).

The Company presents certain transactions in Great British Pound (GBP), Australia Dollars (AUD), United States Dollars (USD) or South African Rand (ZAR) in these Condensed Consolidated Interim Financial Statements.

These Condensed Consolidated Interim Financial Statements were approved and authorized for issuance by the Board of Directors on May 15, 2026.

### Restatement of prior period comparative information

During the preparation of the Audited Consolidated Financial Statements, the Company identified certain errors that resulted in the following adjustments:

- (a) The misclassification of \$4.0 million and \$14.2 million for the three and nine months ended March 31, 2025, respectively, in certain costs between revenue and direct costs due to the incorrect identification of the Company as a principal in certain arrangements rather than agent in accordance with IFRS 15, *Revenue from Contracts with Customers* Appendix B, *Principal versus Agent Considerations*. As a result, revenue was incorrectly recorded on a gross basis rather than a net basis.

# Dye & Durham Limited

## Notes to Condensed Consolidated Interim Financial Statements

(Expressed in thousands of Canadian dollars and thousands of shares, except per share amounts and as otherwise stated )

As at and for the three and nine months ended March 31, 2026 and 2025

- (b) The understatement of \$0.9 million in revenue and an overstatement of \$0.9 million in customer advances due to the timing of revenue recognition where revenue was recorded in the incorrect period for the nine months ended March 31, 2025 (revenue overstated by \$0.6 million for the three months ended March 31, 2025). The adjustments primarily related to a change in business practice where certain customer minimum contract commitments were not enforced, extending the Company's obligation to provide service beyond the initial contract term.
- (c) The overstatement of \$0.3 million and \$2.7 million for the three and nine months ended March 31, 2025, respectively, in intangible assets related to certain costs that did not meet the capitalization criteria in connection with the development of software to be used internally or for providing services to customers.
- (d) The understatement of the prepayment option and the related change in fair value of \$nil and \$2.3 million for the three and nine months ended March 31, 2025, respectively, as the Company did not appropriately record the prepayment option associated with the Senior Secured 2029 Notes (as defined herein) that was identified as a separable embedded derivative financial instrument (Note 9(b)).
- (e) Differences in the calculations of fair values of the Company's certain financial instruments. These related to a \$nil and a \$3.1 million difference for the three and nine months ended March 31, 2025, respectively, in the risk-free rate that were used to estimate the credit spread on the convertible debentures and a \$nil and a \$3.5 million difference for the three and nine months ended March 31, 2025, respectively, on the cross-currency interest rate swaps.
- (f) The reclassification of \$5.1 million and \$10.3 million for the three and nine months ended March 31, 2025, respectively, from finance costs to acquisition, restructuring and other costs as these costs are related to changes in fair value of contingent consideration and amendments to deferred consideration ("holdbacks") associated with the acquisitions.
- (g) For the three and nine months ended March 31, 2025, the tax impact of the total adjustments of \$0.2 million and \$1.7 million, respectively, resulted in a net increase in the income tax recovery.
- (h) Certain other reclassifications including reclassifications to conform to the financial presentation adopted for the current fiscal period.

# Dye & Durham Limited

## Notes to Condensed Consolidated Interim Financial Statements

(Expressed in thousands of Canadian dollars and thousands of shares, except per share amounts and as otherwise stated)

As at and for the three and nine months ended March 31, 2026 and 2025

### Condensed Consolidated Interim Statements of Operations

Condensed Consolidated Interim Statements of Operations	Three months ended	Adjustments	Three months ended
	March 31, 2025		March 31, 2025
	As previously reported		Restated
	\$	\$	\$
Revenue (a), (b), (h)	108,326	(4,906)	103,420
Direct costs (a), (h)	(13,319)	3,764	(9,555)
Technology and operations (c)	(25,545)	(347)	(25,892)
Finance costs, net (f), (h)	(31,562)	5,126	(26,436)
Acquisition, restructuring and other costs (f), (h)	(11,278)	(4,276)	(15,554)
<b>Loss before taxes</b>	(28,802)	(1,836)	(30,638)
Income tax recovery (g)	7,027	162	7,189
<b>Net loss for the period</b>	(21,775)	(1,674)	(23,449)
<b>Net loss per common share</b>			
Basic	(0.32)	(0.03)	(0.35)
Diluted	(0.33)	(0.02)	(0.35)

Condensed Consolidated Interim Statements of Operations	Nine months ended	Adjustments	Nine months ended
	March 31, 2025		March 31, 2025
	As previously reported		Restated
	\$	\$	\$
Revenue (a), (b), (h)	348,949	(13,392)	335,557
Direct costs (a), (h)	(42,513)	14,145	(28,368)
Technology and operations (c)	(74,526)	(2,722)	(77,248)
Finance costs, net (d), (e), (f), (h)	(118,171)	1,313	(116,858)
Acquisition, restructuring and other costs (f), (h)	(49,969)	(9,555)	(59,524)
<b>Loss before taxes</b>	(60,741)	(11,393)	(72,134)
Income tax recovery (g)	12,017	1,709	13,726
<b>Net loss for the period</b>	(48,724)	(9,684)	(58,408)
<b>Net loss per common share</b>			
Basic	(0.73)	(0.15)	(0.88)
Diluted	(0.73)	(0.15)	(0.88)

# Dye & Durham Limited

## Notes to Condensed Consolidated Interim Financial Statements

(Expressed in thousands of Canadian dollars and thousands of shares, except per share amounts and as otherwise stated)

As at and for the three and nine months ended March 31, 2026 and 2025

### Condensed Consolidated Interim Statements of Comprehensive Loss

Condensed Consolidated Interim Statements of Comprehensive Loss	Three months ended	Adjustments	Three months ended
	March 31, 2025		March 31, 2025
	As previously reported		Restated
	\$	\$	\$
Net loss for the period	(21,775)	(1,674)	(23,449)
<b>Comprehensive loss</b>	<b>(20,669)</b>	<b>(1,674)</b>	<b>(22,343)</b>

Condensed Consolidated Interim Statements of Comprehensive Loss	Nine months ended	Adjustments	Nine months ended
	March 31, 2025		March 31, 2025
	As previously reported		Restated
	\$	\$	\$
Net loss for the period	(48,724)	(9,684)	(58,408)
Exchange differences on translation (e)	21,170	3,855	25,025
<b>Other comprehensive income</b>	<b>9,587</b>	<b>3,855</b>	<b>13,442</b>
<b>Comprehensive loss</b>	<b>(39,137)</b>	<b>(5,829)</b>	<b>(44,966)</b>

### Condensed Consolidated Interim Statements of Cash Flows

Condensed Consolidated Interim Statements of Cash Flows	Nine months ended	Adjustments	Nine months ended
	March 31, 2025		March 31, 2025
	As previously reported		Restated
	\$	\$	\$
<b>Cash flow from operating activities</b>			
Net loss for the period	(48,724)	(9,684)	(58,408)
Fair value adjustment on contingent consideration (f)	—	14,286	14,286
Amendments to holdbacks (f)	—	(4,020)	(4,020)
Income tax expense (g)	(12,017)	(1,709)	(13,726)
Finance costs, net (d), (e), (f), (h)	118,171	(1,313)	116,858
Trade and other receivables (b), (h)	242	(456)	(214)
Customer advances (b), (h)	1,254	(1,475)	(221)
<b>Net cash provided by (used in) operating activities</b>	<b>94,086</b>	<b>(2,698)</b>	<b>91,388</b>
<b>Cash flows from investing activities</b>			
Additions to intangible assets (c)	(15,695)	2,698	(12,997)
<b>Net cash provided by (used in) investing activities</b>	<b>(259,598)</b>	<b>9,789</b>	<b>(249,809)</b>

# Dye & Durham Limited

## Notes to Condensed Consolidated Interim Financial Statements

(Expressed in thousands of Canadian dollars and thousands of shares, except per share amounts and as otherwise stated)

As at and for the three and nine months ended March 31, 2026 and 2025

### 3. Material accounting policy information

The preparation of these 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 a corresponding impact on net income.

Significant accounting judgments and estimates are consistent with those disclosed in Note 4 of the Audited Consolidated Financial Statements.

During the three months ended March 31, 2026, the Company completed the disposal of Credas Technologies Ltd. ("Credas"), a wholly-owned subsidiary of the Company. The disposal represents a significant transaction requiring management to apply judgment in determining the fair value of consideration received, the carrying amounts of net assets derecognized, and the measurement of any resulting gain or loss on disposal. These estimates are inherently uncertain and are based on the terms of the sale agreement and management's best estimates at the time of the transaction. The accounting for the Credas disposal is discussed further in Note 6.

### 4. Changes in accounting policies

#### New accounting pronouncements or policies adopted

The Company adopted the following new standards and amendments to standards, effective July 1, 2025. These changes did not have a material impact on these Condensed Consolidated Interim Financial Statements.

- *Lack of Exchangeability (Amendments to IAS 21, The Effects of Changes in Foreign Exchange Rates ("IAS 21"))*

On August 15, 2023, the IASB issued amendments to IAS 21 that clarify how an entity assesses whether a currency is exchangeable and, when exchangeability is lacking, how to determine the spot exchange rate and the related disclosures. The amendments are effective for annual reporting periods beginning on or after January 1, 2025. The Company adopted the amendments on July 1, 2025. The adoption did not have a material impact on the Condensed Consolidated Interim Financial Statements, and comparative information has not been restated in accordance with the transition provisions.

#### Standards, amendments and interpretations issued as at July 1, 2025 but not yet effective

The following new and amended standards and interpretations will become effective in future fiscal years. The Company intends to adopt these, if applicable, when they become effective and does not expect them to have a significant impact on these Condensed Consolidated Interim Financial Statements.

- *Amendments to IFRS 9, Financial Instruments ("IFRS 9") and IFRS 7, Amendments to the Classification and Measurement of Financial Instruments ("IFRS 7")*

In May 2024, the IASB issued narrow-scope amendments to IFRS 9 and IFRS 7 that clarify the assessment of contractual cash flow characteristics (including contingent features), provide guidance for non-recourse and contractually linked instruments, and introduce an accounting policy choice for derecognition of certain financial liabilities settled via electronic payment systems before the settlement date, together with enhanced disclosures. The

# Dye & Durham Limited

## Notes to Condensed Consolidated Interim Financial Statements

(Expressed in thousands of Canadian dollars and thousands of shares, except per share amounts and as otherwise stated)

As at and for the three and nine months ended March 31, 2026 and 2025

amendments are effective for annual reporting periods beginning on or after January 1, 2026 (being the Company's fiscal year beginning July 1, 2026). The Company is in the process of assessing any potential impacts.

- *IFRS 18, Presentation and Disclosure in Financial Statements ("IFRS 18")*

On April 9, 2024, the IASB issued IFRS 18 to improve reporting of financial performance. IFRS 18 replaces IAS 1 and introduces defined subtotals in the statement of profit or loss, disclosure requirements for management-defined performance measures, and enhanced principles for aggregation and disaggregation. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027 (being the Company's fiscal year beginning July 1, 2027), with retrospective application and comparative information required. The Company is evaluating the implications for presentation and disclosures.

### 5. Acquisitions

During the nine months ended March 31, 2025, the Company entered into two transactions that were accounted for as a business combination using the acquisition method of accounting. The following summarizes the consideration paid and the estimated fair value of the assets acquired and liabilities assumed:

	Nebula (a)	Affinity (b)	Total
	\$	\$	\$
Cash	7,325	12,080	19,405
Holdbacks	6,968	29,025	35,993
<b>Total consideration</b>	<b>14,293</b>	<b>41,105</b>	<b>55,398</b>
Cash and cash equivalents	188	—	188
Trade and other receivables	38	290	328
Prepaid expenses and other assets	68	37	105
Intangible assets	4,686	23,839	28,525
Accounts payable and accrued liabilities	(329)	(1,532)	(1,861)
Customer advances	(322)	—	(322)
Deferred tax liability	(129)	(5,748)	(5,877)
<b>Net assets acquired</b>	<b>4,200</b>	<b>16,886</b>	<b>21,086</b>
<b>Goodwill</b>	<b>10,093</b>	<b>24,219</b>	<b>34,312</b>

- (a) On August 6, 2024, a subsidiary of the Company purchased all the outstanding shares of Nebula Tech Pty Limited ("Nebula"), a cloud-based, all-in-one practice management solution designed for legal and conveyancing firms in Australia. The Company's acquisition of Nebula provided an opportunity to establish a highly scalable cloud-based practice management software service in Australia with an opportunity to roll out the software to the Company's other key geographies (excluding Canada) under the Company's Unity brand.

Total consideration of \$14.3 million (AUD \$15.7 million) included a combination of cash on hand of \$7.3 million (AUD \$8.1 million) and holdbacks of \$7.7 million (AUD \$8.5 million) due 12 months after the close date that was recorded at fair value of \$7.0 million (AUD \$7.7 million) on the acquisition date. Goodwill in the amount of \$10.1 million (AUD \$11.1 million) that represents primarily expected synergies and assembled workforce was calculated as the excess of the consideration transferred over the net assets acquired and has been allocated to the Australia segment. The total amount of goodwill is not deductible for tax purposes. During the three months ended March 31, 2025, transaction expenses of \$nil (nine months ended – \$0.1 million), consisting primarily of professional

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fees, were recorded in acquisition, restructuring and other costs on the Condensed Consolidated Interim Statements of Operations (Note 14).

The Company engaged a third party to provide valuations of the holdbacks and acquired intangible assets, which is comprised primarily of brand and licenses of \$0.2 million (AUD \$0.2 million), technology of \$4.0 million (AUD \$4.5 million), and customer lists of \$0.5 million (AUD \$0.5 million) that will be amortized over their respective useful lives (Note 8). The valuation was primarily based on the income approach, including the multi-period excess earnings method, for the technology. The useful lives of the intangible assets were determined based on management's estimates and the independent valuation report. The Company has finalized the purchase equation.

During the nine months ended March 31, 2026, the holdback was fully accreted and on August 8, 2025, the Company paid the holdback of \$7.7 million (AUD \$8.5 million).

- (b) On August 14, 2024, a subsidiary of the Company purchased selected assets of RELX Trading Australia Pty Ltd ("Affinity"), a legal practice management solution for mid-tier legal practices located in Australia. The Company's acquisition of Affinity aligned with the Company's existing product offerings and complemented the strategic vision of growing the business through the Company's offering of practice management software services across Australia.

Total purchase consideration of up to \$41.1 million (AUD \$44.3 million) included a combination of cash on hand of \$12.1 million (AUD \$13.0 million), holdbacks of \$37.0 million (AUD \$40.0 million) and contingent consideration of up to \$4.6 million (AUD \$5.0 million) based on thresholds related to the maintenance of customer revenue throughout a period of 18 months after the close date. The Company determined that it did not expect to meet the minimum thresholds as at the acquisition date and therefore recorded no contingent consideration. Holdbacks were recorded at fair value of \$29.0 million (AUD \$31.3 million) on the acquisition date and are payable in three tranches payable between 12 and 30 months after the close date. Goodwill in the amount of \$24.2 million (AUD \$26.1 million) that represents primarily expected synergies and assembled workforce was calculated as the excess of the consideration transferred over the net assets acquired and has been allocated to the Australia segment. The total amount of goodwill is not deductible for tax purposes. During the three months ended March 31, 2025, transaction expenses of \$nil (nine months ended – \$1.3 million), consisting primarily of professional fees, were recorded in acquisition, restructuring and other costs in the Condensed Consolidated Interim Statements of Operations (Note 14).

The Company engaged a third party to provide valuations of the holdbacks, contingent consideration and acquired intangible assets, which is comprised primarily of technology of \$4.4 million (AUD \$4.8 million), and customer lists of \$19.4 million (AUD \$21.0 million) that will be amortized over their respective useful lives (Note 8). The valuation was primarily based on the income approach, including the relief-from-royalty method for the technology, and the multi-period excess earnings method for customer relationships. The useful lives of the intangible assets were determined based on management's estimates and the independent valuation report. The Company has finalized the purchase equation.

During the three months ended March 31, 2026, the Company accreted the holdbacks by \$0.8 million (AUD \$0.8 million) (nine months ended – \$2.5 million (AUD \$2.6 million)) recorded in acquisition, restructuring and other costs on the Condensed Consolidated Interim Statements of Operations (Note 14). During the three months ended March 31, 2025, the Company accreted the holdbacks by \$1 million (AUD \$1.1 million) (nine months ended – \$2.6 million (AUD \$2.7 million)).

During the nine months ended March 31, 2026, on August 14, 2025, the Company paid the \$10.7 million (AUD \$12.0 million) first tranche holdback according to the deferred consideration schedule.

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As at March 31, 2026, the Company has determined that no contingent consideration is payable pursuant to the terms of the Business Purchase Agreement (the "BPA"). Under the BPA, contingent consideration becomes payable only if the net revenue retention rate equals or exceeds 95.0%. As the net revenue retention rate was 88.0% as at the measurement date, the threshold for payment was not met. Accordingly, the contingent consideration payable under the BPA is AUD \$nil as at March 31, 2026.

In addition, the Company made the following significant adjustments to holdbacks:

During the three and nine months ended March 31, 2026, the Company paid the remaining holdback balance of \$nil and \$1.3 million (GBP £0.7 million), respectively, related to Credas that was due 12 months after the close date, and the contingent consideration payable balance of \$9.2 million and \$9.2 million (GBP £5.0 million), respectively, based on the achieved earnouts. Credas is an anti-money laundering software provider located in the United Kingdom. Credas has subsequently been disposed (Note 6).

As at March 31, 2026, the contingent consideration balance of \$5.5 million relates to the acquisition of Index Property Information Franchises, which is recorded in Holdbacks and contingent considerations current on the Condensed Consolidated Interim Statements of Financial Positions.

During the three and nine months ended March 31, 2026, the Company recorded a change in the fair value to amend the holdbacks related to historical acquisitions, by \$226 (three months ended March 31, 2025 – \$5,126) and \$357 (nine months ended March 31, 2025 – \$10,266), respectively, that was recorded in acquisition, restructuring and other costs (Note 14) on the Condensed Consolidated Interim Statement of Operations.

Total holdbacks and contingent consideration are summarized as follows and calculated using an income-based approach, primarily discounted cash flows:

	Holdbacks	Contingent consideration	Total
	\$	\$	\$
<b>Balance, June 30, 2025</b>	41,367	15,488	56,855
Change in fair value	—	357	357
Interest accretion	2,477	—	2,477
Payments during the period	(21,099)	(10,119)	(31,218)
Effects of foreign exchange	1,969	(195)	1,774
<b>Balance, March 31, 2026</b>	<b>24,714</b>	<b>5,531</b>	<b>30,245</b>
Current	24,714	5,531	30,245
Non-current	—	—	—

### 6. Asset Disposition

On August 26, 2023, a subsidiary of the Company acquired all of the issued and outstanding common shares of Credas, an anti-money laundering software provider based in the United Kingdom, to strengthen the Company's presence in the UK and support its global growth strategy. Total consideration of \$28.4 million (GBP £16.9 million) consisted of cash on hand of \$20.7 million (GBP £12.3 million), holdbacks of \$5.4 million (GBP £3.2 million), and contingent consideration of \$2.3 million (GBP £1.4 million).

On October 7, 2025, the Company entered into a definitive agreement to sell Credas, which previously formed part of the UK & Ireland CGU, to SmartSearch, an established UK anti-money laundering software provider and portfolio

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company. As a result, during the three months ended September 30, 2025, Credas met all criteria to be classified as a disposal group held for sale, and its assets and liabilities were presented separately in the Condensed Consolidated Interim Statement of Financial Positions.

The transaction closed on January 6, 2026, and the Company received cash proceeds of \$144.1 million (GBP £79.0 million). Upon completion of the sale, the Company derecognized all assets and liabilities classified as held for sale from the Condensed Consolidated Statements of Financial Positions. The disposal group was measured at the lower of its carrying amount and fair value less costs to sell. Goodwill of \$48.0 million (GBP £26.3 million) was allocated to Credas and included in the carrying amount of the disposal group. This goodwill was derecognized upon the disposal of Credas and included in the calculation of the gain on disposal for total carrying amount \$62.6 million including the held for sale amounts. The Company recognized a gain on disposal of assets held for sale of \$81.5 million (GBP £44.7 million) in the Condensed Interim Consolidated Statements of Operations.

	January 6, 2026
	\$
<b>Total Consideration received</b>	<b>144,088</b>
<b>Less: Carrying amount</b>	<b>(62,614)</b>
<b>Gain on disposal of subsidiary</b>	<b>81,474</b>

As of March 31, 2026, the Company maintained \$0.5 million (£0.3 million) in a restricted escrow account, designated for the settlement of retention bonuses payable to Credas employees. This amount is included in prepaid expenses and other assets on the Condensed Consolidated Interim Statements of Financial Positions. These funds were disbursed to eligible employees on April 7, 2026, at which point the escrow was released and all restrictions on the cash were lifted.

### 7. Trade accounts receivable, net

The Company's trade accounts receivable, net, are as follows:

	March 31, 2026	June 30, 2025
	\$	\$
Trade accounts receivable	86,389	93,776
Other receivable	103	156
Less: Provision for credit losses	(4,605)	(5,855)
Less: Asset disposition (Note 6)	(2,125)	—
	<b>79,762</b>	<b>88,077</b>

Included in trade accounts receivable are unbilled receivables in the amount of \$22.1 million as at March 31, 2026 (as at June 30, 2025 – \$24.9 million). No single customer accounted for more than 10% of the accounts receivable balance as at March 31, 2026 and June 30, 2025. There are no trade accounts receivable that are past due but not impaired.

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The change in the Company's provision for credit losses is as follows:

	\$
<b>Balance, June 30, 2025</b>	5,855
Current period provision for expected losses	1,248
Write-offs charged against the provision	(3,284)
Asset disposition	(127)
Foreign exchange and other movements	913
<b>Balance, March 31, 2026</b>	<b>4,605</b>

### 8. Intangible assets

The changes to intangible assets are as follows:

	Software technology	Brand and trademarks	Licenses	Customer lists	Total
	\$	\$	\$	\$	\$
<b>Cost</b>					
<b>Balance, June 30, 2025</b>	356,144	50,474	22,009	892,900	1,321,527
Additions	15,228	—	—	—	15,228
Asset disposition (Note 6)	(5,107)	(1,459)	—	(12,038)	(18,604)
Effects of foreign exchange	1,771	(291)	—	2,708	4,188
<b>Balance, March 31, 2026</b>	<b>368,036</b>	<b>48,724</b>	<b>22,009</b>	<b>883,570</b>	<b>1,322,339</b>
<b>Accumulated amortization and impairment recovery</b>					
<b>Balance, June 30, 2025</b>	238,724	32,727	15,796	357,681	644,928
Amortization	24,060	4,510	1,661	59,038	89,269
Impairment recovery, net	(690)	—	—	—	(690)
Asset disposition (Note 6)	(791)	(466)	—	(2,307)	(3,564)
Effects of foreign exchange	791	(216)	—	806	1,381
<b>Balance, March 31, 2026</b>	<b>262,094</b>	<b>36,555</b>	<b>17,457</b>	<b>415,218</b>	<b>731,324</b>
<b>Carrying value</b>					
Balance, June 30, 2025	117,420	17,747	6,213	535,219	676,599
<b>Balance, March 31, 2026</b>	<b>105,942</b>	<b>12,169</b>	<b>4,552</b>	<b>468,352</b>	<b>591,015</b>

As at March 31, 2026, the balance of intangibles assets not available for use was \$13.9 million (as at June 30, 2025 – \$7.7 million).

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### 9. Loans and borrowings

Loans and borrowings comprise the following as at:

	March 31, 2026	June 30, 2025
	\$	\$
<b>Current</b>		
Senior Secured 2029 Notes (a)	26,552	13,178
Term Loan B (a)	14	4,784
New Revolving Facility (a)	—	323
	<b>26,566</b>	<b>18,285</b>
<b>Non-current</b>		
Senior Secured 2029 Notes (a)	703,324	751,282
Term Loan B (a)	408,375	434,308
New Revolving Facility (a)	31,500	47,500
Other	72	68
	<b>1,143,271</b>	<b>1,233,158</b>
	<b>1,169,837</b>	<b>1,251,443</b>

#### (a) FY2024 Credit Facility and Senior Secured 2029 Notes

The Company's \$753.1 million (USD \$555.0 million) senior secured notes due 2029 (the "Senior Secured 2029 Notes"), which are issued pursuant to a senior note indenture (the "Senior Notes Indenture"), bear a fixed interest rate equal to 8.625%. The notional amount Senior Secured 2029 Notes, the committed amount \$105.0 million revolving credit facility (the "New Revolving Facility"), and the notional amount \$476.0 million (USD \$350.0 million) senior secured term loan B (the "Term Loan B") have maturity dates of April 15, 2029, April 11, 2029, and April 11, 2031, respectively. Notwithstanding the foregoing maturity dates, to the extent the Senior Secured 2029 Notes have not been repaid in full, extended, refinanced, or replaced prior to their maturity, each of the Term Loan B and the New Revolving Facility will be subject to an accelerated maturity date of 91 days prior to the maturity date of the Senior Secured 2029 Notes. The New Revolving Facility and the Term Loan B are referred to herein as the "FY2024 Credit Facility" and are governed by a senior credit agreement (the "Senior Credit Agreement").

On January 6, 2026, the Company received net proceeds of £73.8 million (approximately \$134.6 million) from the disposal of Credas [refer to note 6 above], available for conversion. A portion of these proceeds, being £16.4 million (approximately \$30.0 million), was applied to repay amounts outstanding under the New Revolving Facility on January 16, 2026. The remaining £57.4 million was applied to repayment of the Senior Secured 2029 Notes and Term Loan B obligations. Specifically, USD \$27.3 million (approximately \$37.4 million) was applied to repayment of the Term Loan B on January 26, 2026, followed by an additional USD \$146.0 (approximately \$200.0) on March 19, 2026, and USD \$45.7 million (approximately \$62.1 million) was applied to repayment of the Senior Secured 2029 Notes on March 12, 2026.

As a result of the accelerated principal prepayments made to Term Loan B, the Company's remaining scheduled quarterly amortization installments of USD \$875.0 have been fully satisfied for the remaining term of the facility. Accordingly, the Company's sole ongoing debt service obligation under the Term Loan B is the payment of interest as it falls due, with no further principal repayment obligations prior to the maturity date of the Term Loan B.

Subsequent to March 31, 2026, on April 13, 2026, the Company drew \$21.0 million under the New Revolving Facility in accordance with the terms of the Senior Credit Agreement.

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The FY2024 Credit Facility and the Senior Secured 2029 Notes are classified as financial liabilities at amortized cost and are accounted for using the effective interest rate method. The changes in balance outstanding under the FY2024 Credit Facility and Senior Secured 2029 Notes are as follows:

	FY2024 Credit Facility			Total \$
	Senior Secured	Term Loan B \$	New Revolving Facility \$	
	2029 Notes \$			
<b>Balance, June 30, 2025</b>	764,460	439,092	47,823	1,251,375
Add (less)				
Proceeds during the period	—	—	31,500	31,500
Payments during the period	(62,150)	(40,017)	(47,500)	(149,667)
Interest and accretion expense	49,779	27,409	2,507	79,695
Interest paid	(33,817)	(25,789)	(2,830)	(62,436)
Unamortized deferred financing	(1,186)	—	—	(1,186)
Effects of foreign exchange	12,790	7,694	—	20,484
<b>Balance, March 31, 2026</b>	<b>729,876</b>	<b>408,389</b>	<b>31,500</b>	<b>1,169,765</b>
Current	26,552	14	—	26,566
Non-current	703,324	408,375	31,500	1,143,199

The Company has entered into a variety of cross-currency interest rate swaps classified as derivative financial instruments to partially hedge the foreign currency and interest rate risk associated with the FY2024 Credit Facility. The fair value of these derivative instruments are recorded as derivative assets/liabilities on the Condensed Consolidated Interim Statements of Financial Positions with the corresponding changes in fair value recorded in finance costs, net in the Condensed Consolidated Interim Statements of Operations (Note 12). As a result of the repayments made toward the Term Loan B and Senior Secured 2029 Notes, the Company partially unwound the cross-currency interest rate swaps, which resulted in a gain of \$427 recorded in finance costs, net on the Condensed Consolidated Interim Statements of Operations (Note 12).

### (b) Embedded Prepayment Option

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 that is accounted for as embedded derivative financial instruments, recorded as a prepayment option in the Condensed Consolidated Interim Statements of Financial Positions with the corresponding changes in fair value recorded in finance costs, net on the Condensed Consolidated Interim Statements of Operations.

The change in the embedded prepayment option is as follows:

	\$
<b>Balance, June 30, 2025</b>	20,947
Change in fair value through profit & loss (Note 12)	(21,297)
Effects of foreign exchange	350
<b>Balance, March 31, 2026</b>	<b>—</b>

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### (c) Debt covenants

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, 2026, the Company's drawings on the New Revolving Facility were below 35% of total revolving commitments and its Consolidated First Lien Net Leverage Ratio was approximately 5.52x, such that the Company was in compliance with its covenants under the Senior Credit Agreement.

### 10. Convertible debentures

The change to convertible debentures is as follows:

	\$
<b>Balance, June 30, 2025</b>	335,433
Change in fair value through profit & loss (a) & (b)	<b>10,131</b>
Change in fair value through other comprehensive income (loss) (a) & (b)	<b>(29,607)</b>
Change in accrued interest	<b>295</b>
Settlement of Original Convertible Debentures	<b>(185,000)</b>
<b>Balance, March 31, 2026</b>	<b>131,252</b>
Original Convertible Debentures	—
New Convertible Debentures	<b>131,252</b>
	<b>131,252</b>

#### (a) Original Convertible Debentures

On March 2, 2026, the Company repaid in full the principal amount of \$185.0 million outstanding under its convertible senior unsecured debentures (the "Original Convertible Debentures"). The Original Convertible Debentures bore a fixed interest rate of 3.75% per annum, payable semi-annually, and were convertible into common shares of the Company at a conversion price of \$73.23 per share. During the three and nine months ended March 31, 2026, the Company made semi-annual interest payments totaling \$3.5 million and \$7.0 million, respectively, in relation to the Original Convertible Debentures.

#### (b) New Convertible Debentures

The Company's convertible debentures due November 1, 2028 ("New Convertible Debentures") have a principal amount of \$160.4 million and bear an interest rate of 6.5% payable semi-annually and are convertible into common shares of the Company at an exercise price of \$40.00 per share. The Company paid semi-annual interest on the New Convertible Debentures totaling \$nil and \$5.21 million for the three and nine months ended March 31, 2026, respectively.

#### (c) Restricted cash and investments

During the nine months ended March 31, 2026, the Company maintained a control agreement related to the New Convertible Debentures and Original Convertible Debentures (collectively, the "convertible debentures"), pursuant to which \$185.0 million was held in a third-party investment account managed by the Company and classified as restricted investments.

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The restricted investments were invested in Guaranteed Investment Certificates ("GICs") at interest rates ranging from 3.20% to 3.96%, maturing in fiscal year 2026. Any interest earned in excess of the \$185.0 million principal was considered readily available to the Company and recorded as interest income within finance costs, net in the Condensed Consolidated Interim Statement of Operations (Note 12).

During the three and nine months ended March 31, 2026, the Company earned approximately \$886 and \$4.3 million of interest on the restricted investments, respectively (three months ended March 31, 2025 – \$1.7 million; nine months ended March 31, 2025 – \$5.6 million).

Upon repayment of the Original Convertible Debentures on March 2, 2026, the restricted investments were fully liquidated and the proceeds applied toward the settlement of the outstanding principal of the Original Convertible Debentures. As at March 31, 2026, the Company no longer holds any restricted investments.

### 11. Capital stock

#### (a) Authorized

The authorized share capital of the Company consists of unlimited number of common shares.

#### (b) Issued and outstanding

	Common shares	
	#	\$
<b>Balance, June 30, 2024</b>	66,913	819,533
Stock options exercised (i)	251	4,580
<b>Balance, June 30, 2025</b>	67,164	824,113
Stock options exercised (ii)	17	92
<b>Balance, March 31, 2026</b>	<b>67,181</b>	<b>824,205</b>

[i] During the fiscal year ended June 30, 2025, 251 stock options were exercised for cash proceeds of \$2.0 million and the related grant fair value of the stock options of \$2.6 million was reclassified from contributed surplus to capital stock.

[ii] During the three months ended March 31, 2026, 17 stock options were exercised for cash proceeds of \$38 and the related grant fair value of the stock options of \$54 was reclassified from the contributed surplus to capital stock.

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### (c) Stock options, restricted stock units & deferred stock units

The changes in the number of stock options during the nine months ended March 31, 2026, and the year ended June 30, 2025, were as follows:

	March 31, 2026		June 30, 2025	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
	#	\$	#	\$
<b>Stock options, July 1</b>	<b>10,475</b>	<b>24.10</b>	14,963	31.55
Granted	1,276	5.03	3,378	11.35
Exercised – Stock options	(5)	7.50	(341)	6.76
Exercised – restricted stock units, deferred stock units	(12)	5.10	(163)	16.50
Forfeited	(7,623)	26.33	(7,092)	35.14
<b>Stock options</b>	<b>4,111</b>	<b>12.29</b>	10,745	24.10
<b>Exercisable options</b>	<b>816</b>	<b>26.36</b>	7,566	29.46

### (d) Dividends

During the three and nine months ended March 31, 2026, the Company did not declare or pay any dividends to its shareholders (2025 – \$2,514). The Board of Directors has elected to indefinitely suspend the declaration and payment of dividends (quarterly or otherwise) until further notice. The decision by the Board of Directors not to reinstate the declaration and payment of dividends at this time is based on the Company's capital allocation priorities – specifically its focus on debt reduction and capital reinvestment. The declaration and payment of future dividends, if any, is at the discretion of the Company's Board of Directors and is subject to a number of factors, including the Company's financial performance, cash flow requirements, debt covenants, and any other considerations the Board of Directors deems relevant at the time. There can be no assurance that dividends will be declared or paid in any future period.

During the three and nine months ended March 31, 2026, the Company declared \$31 (2025 - \$nil) to its non-controlling interest.

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#### 12. Finance costs, net

The Company's finance costs, net comprise of the following:

	Note	Three months ended March 31,		Nine months ended March 31,	
		2026	2025 <i>(Restated – Note 2)</i>	2026	2025 <i>(Restated – Note 2)</i>
		\$	\$	\$	\$
Interest and accretion costs		<b>33,360</b>	34,772	<b>102,538</b>	103,170
Change in fair value of convertible debentures	10	<b>10,140</b>	(7,886)	<b>10,131</b>	15,439
Change in fair value of derivative assets		<b>(17,745)</b>	(3,408)	<b>(33,205)</b>	(51,338)
Change in fair value of prepayment option		<b>181</b>	7,656	<b>21,297</b>	(1,042)
Unrealized foreign exchange loss/(gain) on loans and borrowings	9	<b>17,863</b>	(2,708)	<b>20,484</b>	57,720
Interest income		<b>(1,515)</b>	(1,990)	<b>(5,737)</b>	(7,091)
		<b>42,284</b>	26,436	<b>115,508</b>	116,858

#### 13. Employee compensation

The Company's employee compensation expense comprises of the following:

	Three months ended March 31,		Nine months ended March 31,	
	2026	2025 <i>(Restated – Note 2)</i>	2026	2025 <i>(Restated – Note 2)</i>
	\$	\$	\$	\$
Technology and operations	<b>18,014</b>	17,676	<b>56,532</b>	54,650
General and administrative	<b>5,479</b>	5,394	<b>20,415</b>	15,521
Sales and marketing	<b>3,639</b>	3,237	<b>11,332</b>	8,491
Acquisition, restructuring and other costs	<b>6,414</b>	3,660	<b>9,579</b>	21,424
	<b>33,546</b>	29,967	<b>97,858</b>	100,086

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### 14. Acquisition, restructuring and other costs

The Company's acquisition, restructuring and other costs comprise of the following:

	Three months ended March 31,		Nine months ended March 31,	
	2026	2025 (Restated – Note 2)	2026	2025 (Restated – Note 2)
	\$	\$	\$	\$
Acquisition related expenses	(177)	574	144	4,121
Change in fair value of contingent consideration	226	5,126	357	14,286
Amendment to holdbacks during the period	—	—	—	(4,020)
Other non-recurring expenses	15,873	6,336	36,418	27,826
Restructuring	799	3,518	2,462	17,311
	<b>16,721</b>	<b>15,554</b>	<b>39,381</b>	<b>59,524</b>

Other non-recurring expenses mainly relate to professional fees and integration costs due to acquisitions. Restructuring expenses mainly represent employee exit costs and severance due to organizational changes, as well as separation costs related to the former Chief Executive Officer (“CEO”) and other senior executives (Note 16). Of the Other non-recurring expenses of \$36.4 million in the nine months ending March 31, 2026, \$25.9 million were substantially related to higher audit and advisory fees associated with the preparation and filing of the Company's Audited Consolidated Financial Statements, certain fees paid to the Company's lenders, legal and other expenses in connection with the second waiver obtained in December 2025 with respect to the Senior Credit Agreement, as well as expenses associated with the preparation of the restatement of financial statements. In addition, \$7.1 million represents one-time bonuses related to the Credas disposition.

The change in the restructuring provision is as follows:

	\$
<b>Balance, June 30, 2025</b>	<b>5,408</b>
Utilization (payments)	(1,664)
Net additions during the period	2,422
<b>Balance, March 31, 2026</b>	<b>6,166</b>

# Dye & Durham Limited

## Notes to Condensed Consolidated Interim Financial Statements

(Expressed in thousands of Canadian dollars and thousands of shares, except per share amounts and as otherwise stated)

As at and for the three and nine months ended March 31, 2026 and 2025

### 15. Earnings (loss) per share

The following table reflects the loss and shares data used in the basic and diluted earnings loss per share (“EPS”) calculations during the three and nine months ended March 31, 2026, respectively:

	Three months ended		Nine months ended	
	2026	March 31, 2025 <i>(Restated – Note 2)</i>	2026	March 31, 2025 <i>(Restated – Note 2)</i>
Net income (loss) attributable to the shareholders of the Company (basic and diluted)	65,517	(23,333)	5,705	(58,771)
Weighted average number of shares adjusted for basic and diluted EPS	67,175	67,158	67,172	67,015
<b>Basic and diluted EPS</b>	<b>0.98</b>	<b>(0.35)</b>	<b>0.08</b>	<b>(0.88)</b>

The following potential common shares were excluded from the computation of diluted weighted average shares outstanding for the periods indicated, as their effect would have been anti-dilutive:

	Three months ended		Nine months ended	
	2026	March 31, 2025	2026	March 31, 2025
Stock Options	9,329	9,090	8,649	7,844
Original Convertible Debentures	—	185,000	—	185,000
New convertible Debentures	160,425	160,425	160,425	160,425

For the three and nine months ended March 31, 2026, the Company reported net income attributable to shareholders of \$65,517 and \$5,705, respectively. Although the Company was in a net income position during these periods, all potential common shares have been excluded from the diluted EPS calculation as their effect would be anti-dilutive. Vested stock options outstanding during the period had exercise prices ranging from \$5.03 to \$42.25 per share, which exceeded the average market price of the Company’s common shares during the quarter, rendering them anti-dilutive. The New Convertible Debentures were similarly excluded as their assumed conversion price is \$40 per share, which also exceeded the average market price of the Company’s common shares during the quarter.

During the three months ended March 31, 2026, the Company granted a total of 1.3 million equity awards, comprising of 0.7 million stock options (the “March 2026 Options”), 0.4 million restricted share units (the “March 2026 RSUs”), and 0.2 million deferred share units (the “March 2026 DSUs”). The March 2026 Options, March 2026 RSUs, and March 2026 DSUs were each granted on March 11, 2026, pursuant to the Company’s long-term equity incentive plan dated March 5, 2026 (the “Equity Incentive Plan”). The March 2026 Options were granted with an exercise price of \$5.03 per share and an expiration of 5 years from the date of grant, being March 11, 2031. The March 2026 RSUs and March 2026 DSUs were granted with reference to a Market Price (as such term is defined in the Equity Incentive

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Plan) of \$5.03. The March 2026 RSUs and March 2026 DSUs have various settlement and vesting dates in accordance with the provisions of the Equity Incentive Plan.

### 16. Related party transactions

The Company defines key management personnel as being the Board of Directors, the CEO and the executive leadership team. The remuneration of key management personnel was comprised of the following during the three and nine months ended March 31, 2026:

	Three months ended March 31,		Nine months ended March 31,	
	2026	2025	2026	2025
	\$	\$	\$	\$
Salaries and benefits	9,073	5,339	16,276	10,759
CEO separation costs and other severance	54	—	1,121	10,800
Stock-based compensation (recovery)	(26,163)	146	(22,802)	(39,964)
	(17,036)	5,485	(5,405)	(18,405)

During his tenure as CEO of the Company, the former CEO was granted an aggregate of 9,188 options. Pursuant to a separation agreement dated November 25, 2024 (the "Separation Agreement"), the Company agreed to permit the 4,392 options (the "Former CEO Vested Options") that had vested as of the date of the Separation Agreement to remain exercisable in accordance with their terms until their applicable expiry dates. Pursuant to a subsequent written request from the former CEO, the Board of Directors accepted the forfeiture and cancellation of the Former CEO Vested Options, effective January 23, 2026, with exercise prices of \$21.31 and \$39.38. The forfeiture and cancellation of the Former CEO Vested Options resulted in a stock-based compensation recovery of \$19.1 million recorded on the Condensed Consolidated Interim Statements of Operations during the three and nine months ended March 31, 2026.

During the three and nine months ended March 31, 2025, the 4,796 options granted to the former CEO that had not vested as of the Separation Agreement were immediately cancelled as of the date of separation, resulting in a stock-based compensation recovery of \$51.1 million, that was netted against stock-based compensation expense.

During the three and nine months ended March 31, 2026, of the aggregate of 1.3 million equity awards granted (see Note 15), the Company granted a total of 0.8 million equity awards to key management personnel (being the Board of Directors, the CEO, and the executive leadership team). The 0.8 million equity awards granted to key management personnel is comprised of 0.2 million March 2026 Options to management personnel, 0.4 million March 2026 RSUs to management personnel, and 0.2 million March 2026 DSUs to Directors. Certain information on grant dates, terms, and pricing of the March 2026 Options, March 2026 RSUs, and March 2026 DSUs is included above at Note 15.

### 17. Fair value measurement

The fair values of cash and cash equivalents, trade and other receivables, accounts payable and accrued liabilities and customer advances approximate their carrying values due to the immediate or short-term maturity of these financial instruments. The fair value of holdbacks approximates their carrying value as these are due within 12 months. The fair value of the Term Loan B and the New Revolving Facility approximates their carrying value due to the variable component of the applicable interest rates. The fair value of the Senior Secured 2029 Notes differs from their carrying value due to the current interest rate environment. Observable trades indicate a Level 2 fair value for the Senior Secured 2029 Notes of approximately \$0.1 million to \$0.1 million for every \$100-dollar notional amount.

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## Notes to Condensed Consolidated Interim Financial Statements

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The Company measures its convertible debentures, derivatives, embedded prepayment options and contingent consideration on acquisitions at fair value.

Convertible debentures, contingent consideration payables and the prepayment option are classified as Level 3 financial instruments. The derivative assets/liabilities and the Senior Secured 2029 Notes are classified as Level 2 financial instruments. Changes in the fair value of swaps are based on calculations and valuation models using observable market rates adjusted for applicable credit risk.

### Summary of Level 3 key inputs:

	Convertible debt	Embedded prepayment option
Risk-free rate	2–3%	USD SOFR Curve
Discount rate	17–18%	11.29% + USD SOFR
Stock price volatility	80%	—

A change in unobservable inputs, namely the discount rate, by 1%, will result in the following changes in fair value:

	Convertible debt	Embedded prepayment option
	\$	\$
1% change in discount rates	2,533	2

The fair value of contingent consideration payable depends on the acquired businesses meeting certain performance obligations, such as the successful completion of integration activities as well as meeting certain sales targets over a fixed measurement period.

### 18. Segment information

The Company's CEO has been identified as the Chief Operating Decision Maker ("CODM"). The CODM is responsible for obtaining, reviewing, making decisions and assessing the performance of the Company based on its operating segments.

During the fiscal year ended June 30, 2025, the Company began reporting its financial results under a new segment structure that includes four operating and reportable segments designed to better reflect the Company's operating structure. Historically, information provided to the CODM comprised of a single segment. In connection with the segment reporting change, previously reported amounts have been recast to conform to the current segment presentation.

The Company's CODM uses segment reporting for the four geographic regions, being Canada, UK and Ireland, Australia and South Africa. This reporting comprises revenue, less direct costs, technology and operating expenses, general and administrative expenses, and sales and market expenses. The CODM may also consider industry trends and other externally available financial information when evaluating the performance of the Company.

The following tables summarize operating results regularly provided to the CODM by reportable segment including revenues, material items of income and expense, other material non-cash items and details on property and equipment, right of use assets and intangible assets.

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As at and for the three and nine months ended March 31, 2026 and 2025

	Canada	UK & Ireland	Australia	South Africa	Total
	\$	\$	\$	\$	\$
<b>Three months ended March 31, 2026</b>					
Revenue	53,232	20,839	16,833	276	91,180
Direct costs	(3,104)	(2,703)	(906)	(2)	(6,715)
Technology and operations	(11,231)	(6,653)	(6,727)	(1,070)	(25,681)
General and administrative	(7,522)	(2,055)	(1,307)	(164)	(11,048)
Sales and marketing	(2,333)	(1,354)	(840)	(342)	(4,869)
Segment income	29,042	8,074	7,053	(1,302)	42,867
Shared charges and corporate costs <sup>1</sup>	25,702	(13,976)	(9,972)	(1,754)	—
Segment income (loss) after allocated costs	54,744	(5,902)	(2,919)	(3,056)	42,867

	Canada	UK & Ireland	Australia	South Africa	Total
	\$	\$	\$	\$	(Restated) \$
<b>Three months ended March 31, 2025</b>					
Revenue	57,955	27,603	16,843	1,019	103,420
Direct costs	(3,415)	(5,390)	(747)	(3)	(9,555)
Technology and operations	(10,339)	(8,685)	(6,030)	(838)	(25,892)
General and administrative	(6,378)	(2,971)	(898)	(77)	(10,324)
Sales and marketing	(2,177)	(1,533)	(780)	(297)	(4,787)
Segment income	35,646	9,024	8,388	(196)	52,862
Shared charges and corporate costs <sup>1</sup>	34,073	(20,378)	(11,372)	(2,323)	—
Segment income (loss) after allocated costs	69,719	(11,354)	(2,984)	(2,519)	52,862

	Canada	UK & Ireland	Australia	South Africa	Total
	\$	\$	\$	\$	\$
<b>Nine months ended March 31, 2026</b>					
Revenue	173,049	73,959	51,986	7,512	306,506
Direct costs	(11,299)	(10,935)	(2,929)	(5)	(25,168)
Technology and operations	(36,962)	(24,535)	(19,369)	(3,478)	(84,344)
General and administrative	(25,553)	(8,277)	(3,193)	(563)	(37,586)
Sales and marketing	(7,319)	(4,551)	(2,890)	(994)	(15,754)
Segment income	91,616	25,661	23,605	2,472	143,654
Shared charges and corporate costs <sup>1</sup>	15,697	(8,723)	(5,749)	(1,225)	—
Segment income after allocated costs	107,613	16,938	17,856	1,247	143,654

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	Canada	UK & Ireland	Australia	South Africa	Total (Restated)
	\$	\$	\$	\$	\$
<b>Nine months ended March 31, 2025</b>					
Revenue	191,798	84,052	51,345	8,362	335,557
Direct costs	(12,495)	(13,832)	(2,034)	(7)	(28,368)
Technology and operations	(31,829)	(26,160)	(16,528)	(2,731)	(77,248)
General and administrative	(20,955)	(7,514)	(2,741)	(279)	(31,489)
Sales and marketing	(6,579)	(3,663)	(2,342)	(803)	(13,387)
Segment income	119,940	32,883	27,700	4,542	185,065
Shared charges and corporate costs <sup>1</sup>	19,591	(11,802)	(6,579)	(1,210)	—
Segment income after allocated costs	139,531	21,081	21,121	3,332	185,065

<sup>1</sup>The method used for the allocation of corporate costs to segments is based on the level of consumption when determinable and measurable, otherwise the allocation is based on a proportion of a relevant driver, such as segment revenue.

The reconciliation of segment income to consolidated pre-tax loss (income) is as follows:

	Canada	UK & Ireland	Australia	South Africa	Total
	\$	\$	\$	\$	\$
<b>Three months ended March 31, 2026</b>					
Segment income (loss) after allocated costs	54,744	(5,902)	(2,919)	(3,056)	42,867
Finance costs, net	(52,390)	7,285	2,915	(94)	(42,284)
Stock-based compensation recovery	29,442	—	—	—	29,442
Amortization, depreciation and impairment	(22,338)	(4,456)	(3,094)	(333)	(30,221)
Gain on disposal of subsidiary	—	81,474	—	—	81,474
Acquisition, restructuring and other costs	(7,660)	(8,438)	(618)	(5)	(16,721)
<b>Income (loss) before income taxes</b>	<b>1,798</b>	<b>69,963</b>	<b>(3,716)</b>	<b>(3,488)</b>	<b>64,557</b>

	Canada	UK & Ireland	Australia	South Africa	Total (Restated)
	\$	\$	\$	\$	\$
<b>Three months ended March 31, 2025</b>					
Segment income (loss) after allocated costs	69,719	(11,354)	(2,984)	(2,519)	52,862
Finance costs, net	(38,001)	13,164	(1,849)	250	(26,436)
Stock-based compensation recovery (expense)	(745)	299	—	—	(446)
Amortization, depreciation and impairment	(28,990)	(9,310)	(1,924)	(840)	(41,064)
Acquisition, restructuring and other costs	8,127	(23,666)	169	(184)	(15,554)
<b>(Loss) income before income taxes</b>	<b>10,110</b>	<b>(30,867)</b>	<b>(6,588)</b>	<b>(3,293)</b>	<b>(30,638)</b>

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As at and for the three and nine months ended March 31, 2026 and 2025

	Canada \$	UK & Ireland \$	Australia \$	South Africa \$	Total \$
<b>Nine months ended March 31, 2026</b>					
Segment income after allocated costs	107,613	16,938	17,856	1,247	143,654
Finance costs, net	(115,624)	(1,740)	1,824	32	(115,508)
Stock-based compensation expense	25,744	—	—	—	25,744
Amortization, depreciation and impairment	(64,131)	(22,642)	(6,736)	(968)	(94,477)
Gain on disposal of subsidiary	—	81,474	—	—	81,474
Acquisition, restructuring and other costs	(26,474)	(9,772)	(2,757)	(378)	(39,381)
<b>(Loss) income before income taxes</b>	<b>(72,872)</b>	<b>64,258</b>	<b>10,187</b>	<b>(67)</b>	<b>1,506</b>

	Canada \$	UK & Ireland \$	Australia \$	South Africa \$	Total (Restated) \$
<b>Nine months ended March 31, 2025</b>					
Segment income after allocated costs	139,531	21,081	21,121	3,332	185,065
Finance costs, net	(119,330)	7,530	(5,080)	22	(116,858)
Stock-based compensation recovery (expense)	41,721	284	—	—	42,005
Amortization, depreciation and impairment	(84,255)	(26,282)	(10,028)	(2,257)	(122,822)
Acquisition, restructuring and other costs	(20,542)	(36,685)	(2,560)	263	(59,524)
<b>(Loss) income before income taxes</b>	<b>(42,875)</b>	<b>(34,072)</b>	<b>3,453</b>	<b>1,360</b>	<b>(72,134)</b>

Property and equipment, right-of-use assets and intangible assets by geographic regions are as follows:

	Canada \$	UK & Ireland \$	Australia \$	South Africa \$	Assets Held for Sale \$	Total \$
<b>March 31, 2026</b>						
Property and equipment, net	1,829	3,348	1,335	223	—	6,735
Right-of-use assets, net	1,251	5,856	3,649	848	—	11,604
Intangible assets, net	401,261	110,035	75,334	4,385	—	591,015
<b>Total</b>	<b>404,341</b>	<b>119,239</b>	<b>80,318</b>	<b>5,456</b>	<b>—</b>	<b>609,354</b>
<b>June 30, 2025</b>						
Property and equipment, net	2,295	4,181	1,390	245	—	8,111
Right-of-use assets, net	2,172	7,458	3,309	933	—	13,872
Intangible assets, net	450,250	148,219	73,191	4,939	—	676,599
<b>Total</b>	<b>454,717</b>	<b>159,858</b>	<b>77,890</b>	<b>6,117</b>	<b>—</b>	<b>698,582</b>

### 19. 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 these Condensed Consolidated Interim Financial Statements.

# **Dye & Durham Limited**

## **Notes to Condensed Consolidated Interim Financial Statements**

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### **20. Other subsequent events**

The Board of Directors has elected to indefinitely suspend the declaration and payment of dividends (quarterly or otherwise) until further notice. The decision by the Board of Directors not to reinstate the declaration and payment of dividends at this time is based on the Company's capital allocation priorities – specifically its focus on debt reduction and capital reinvestment. The declaration and payment of future dividends, if any, is at the discretion of the Company's Board of Directors and is subject to a number of factors, including the Company's financial performance, cash flow requirements, debt covenants, and any other considerations the Board of Directors deems relevant at the time. There can be no assurance that dividends will be declared or paid in any future period.