



MANAGEMENT'S DISCUSSION AND ANALYSIS

DYE & DURHAM LIMITED

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

As used in this management's discussion and analysis (this "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 June 30, 2026.

This MD&A for the three months ended June 30, 2026 and 2025 and the fiscal years ended June 30, 2026 ("Fiscal 2026") and 2025 ("Fiscal 2025"), should be read in conjunction with the Company's audited annual consolidated financial statements and the accompanying notes for the fiscal years ended June 30, 2026 and 2025 (the "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. 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 the System for Electronic Document Analysis and Retrieval ("SEDAR+") at www.sedarplus.ca.

This MD&A is dated as of September 28, 2026 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, business strategy, declaration and payment of dividends, intended go-forward dividend policy, and Cost Reduction Plan (as defined herein). All information that is not clearly historical in nature may constitute forward-looking statements. In some cases, but not necessarily in all 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 the Company operates 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 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, (viii) 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, (xiv) the Company's expectations regarding its Cost Reduction Plan being met, and (xv) interest costs continuing to decrease reducing the Company's net interest payments moving forward. Further, the achievement of the benefits of the Company's Cost Reduction Plan depends on the continued successful implementation of the program on the timeline currently contemplated. 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: the Company not resuming the payment of dividends; the Cost Reduction Plan not being implemented as expected; that the Company will be unable to effectively execute against its key strategic growth priorities and the Cost Reduction Plan; the risk that 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; the risk that 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, which is available on the Company's profile on SEDAR+ at www.sedarplus.ca. 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

Update on Run-Rate Cost Savings

As disclosed on November 26, 2025, a program to drive cost savings across the business and create reinvestment capacity is underway and being executed over the next two years through initiatives focused on improving operational efficiency, implementing automation, optimizing workflows, and aligning resources to support sustainable growth. Approximately 60% of the annualized run-rate savings were anticipated in Fiscal 2026 with the remainder anticipated in fiscal year 2027 ("Fiscal 2027").

In calculating the expected annualized run-rate savings, the Company undertook a detailed cost assessment and developed a plan (the "Cost Reduction Plan") to execute cost reductions in both Fiscal 2026 and Fiscal 2027. The Cost Reduction Plan identified \$11.0 million of run-rate cost savings that were to be executed in Fiscal 2026 going into Fiscal 2027, and an additional \$6.0 to \$8.0 million of run-rate cost savings to be executed in Fiscal 2027 going

into fiscal year 2028. The categories of run-rate savings in Fiscal 2026 were primarily based on offshoring and automation, vendor management and office cost reduction, and reduction in sales and marketing expenses. The remainder of the expected savings are primarily based on steps to be taken in Fiscal 2027, which include additional office cost optimization, automation, and creating global centers of excellence for certain support functions.

Update on Progress:

As of the end of Fiscal 2026, the Company executed the Fiscal 2026 portion of the Cost Reduction Plan, including actions relating to offshoring and automation, vendor management and office cost reduction, and reduction in sales and marketing expenses. The Company continues to monitor the results of these initiatives against its expectations and, based on information available as of the date hereof, has achieved approximately \$19.9 million annualized cost savings by fiscal year end, as measured against operating expenses (excluding Credas) for the three months ended September 30, 2025. The Company will continue to execute the remaining initiatives, including additional office cost optimization, automation, and creating global centers of excellence, in Fiscal 2027 as described above.

The Company has considered in detail individually and collectively the nature and timing of the remaining cost cuts and has determined, as of the date hereof, that they are achievable. In calculating the expected annualized run-rate savings for Fiscal 2027, the Company assumes that it could implement the Cost Reduction Plan, that the savings realized would be in line with expected savings, that the cost of replacement services (such as automation) would not materially increase from the date hereof until the date such replacement services are engaged, and that the needs of the Company would not change such that it would become impractical to implement some or all of the initiatives noted above. If any of these assumptions are incorrect or prove to be different, the Company may not be able to implement some or all of the parts of the Cost Reduction Plan that have yet to be implemented and/or may not realize the savings that are expected to be derived from the Cost Reduction Plan.

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 (and the calculation thereof) used in this MD&A may not be the same as the definitions for such measures used (and calculated) 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, namely, "Adjusted EBITDA" and "Segment Adjusted EBITDA", 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, gain on disposal of subsidiary and other charges such as acquisition and reorganization related expenses, integration expenses and corporate cost allocations, 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:

"Adjusted EBITDA" adjusts net loss by adding back finance costs, amortization, depreciation and impairment costs, income tax expense (recovery), gain on disposal of subsidiary, stock-based compensation expense (recovery), and loss (gain) on contingent receivables, specific transaction-related expenses related to acquisition and reorganization related expenses, integration and operational restructuring costs, and other non-recurring expenses. Operational restructuring costs are incurred as a direct or indirect result of acquisition activities.

“Segment Adjusted EBITDA” is Adjusted EBITDA as defined above and adds back corporate cost allocations. “Segment Adjusted EBITDA” is representative of “Segment (loss) income” noted in the Segment Information footnote of the Financial Statements. “Segment (loss) income after allocated costs” adjusts the “Segment income (loss)” by deducting the corporate cost allocations.

See “Consolidated Results of Operations” for a reconciliation of each non-IFRS measure to its most directly comparable IFRS measure.

The Company uses Adjusted EBITDA to provide additional measures of the earning capacity of its business and thereby highlight trends in its business that may not otherwise be evident when relying solely on financial measures in accordance with IFRS accounting standards. The Company believes that Adjusted EBITDA provides a useful supplemental measure of the Company's operating performance because it helps illustrate underlying trends in its business that might otherwise be obscured by the impact of income or expenses that are not representative of the basic operating performance of its business, that are non-monetary in nature or that have variability that is not related to its operating performance. Management and the Company's board of directors (the “Board”) also monitor Adjusted EBITDA as a measure of the operating performance of its business when making capital allocation and other business decisions. In all cases, in the process of evaluating the decision to exclude the effect of an element, the Company takes into consideration whether reporting issuers in its industry generally eliminate the effect of this element, with the objective of facilitating comparison between similar financial measures used by issuers operating in its industry.

Business Overview

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 legal 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 1,000 - 1,100 employees, 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.

Consolidated highlights

Selected key metrics:

	Three months ended June 30,		Year ended June 30,	
	2026	2025	2026	2025
	\$	\$	\$	\$
Revenue	104,171	105,173	410,677	440,730
Net loss ⁽¹⁾	(19,862)	(29,552)	(38,518)	(87,960)
Cash flow provided by operating activities	65,557	56,815	153,432	148,200
Adjusted EBITDA ⁽²⁾	55,099	47,744	198,753	232,809

(1) Net loss for the three months ended June 30, 2026 reflects certain adjustments related to stock-based compensation expense (recovery) and finance costs that were recorded in the three months ended June 30, 2026 but relate to the three months ended March 31, 2026 and have been restated as such, including the related tax impacts. See "Summary of Quarterly Results" for details.

(2) Represents a non-IFRS measure. See "Cautionary Note Regarding Non-IFRS Measures" and "Consolidated Results of Operations – Adjusted EBITDA" for a reconciliation of each non-IFRS measure to its most directly comparable IFRS measure.

- During the three months ended March 31, 2026, on January 6, 2026, the Company closed the sale of its subsidiary Credas Technologies Ltd ("Credas") to SmartSearch, an established UK anti-money laundering software provider. The Company received gross proceeds of approximately \$144.1 million (GBP £79.0 million). A portion of the proceeds were used to voluntarily prepay portions of the Company's loans and borrowings. The Company recognized a gain on disposal of \$81.5 million (GBP £44.7 million) in the Consolidated Statements of Operations during Fiscal 2026.
- Revenue for the three months ended June 30, 2026, was \$104.2 million, representing a decrease of \$1.0 million, or 1% compared to revenue of \$105.2 million for the three months ended June 30, 2025. Excluding the revenue related to Credas for the three months ended June 30, 2025, revenue increased by \$3.5 million, or 4% for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. The increase in revenue was primarily driven by the practice management and payment infrastructure platforms in Canada.
- Revenue for Fiscal 2026, was \$410.7 million, representing a decrease of \$30.1 million, or 7% compared to revenue of \$440.7 million in Fiscal 2025. Excluding the revenue related to Credas from all periods, revenue decreased by \$24.6 million, or 6% in Fiscal 2026, as compared to Fiscal 2025. The decrease was primarily driven by a combination of market downturn, the impact of lower volumes and pricing from both the loss of customers and contract renewal terms affecting practice management, and data insights platforms, partially offset by growth in Banking Technology and LexisNexis Affinity ("Affinity").
- Net loss for the three months ended June 30, 2026, was \$19.9 million, a decrease of \$9.7 million or 33% compared to a net loss of \$29.6 million for the three months ended June 30, 2025. The decrease in net loss for the three months ended June 30, 2026 was primarily driven by lower amortization, depreciation and impairment, partially offset by higher finance cost and tax expense.

- Net loss for Fiscal 2026 was \$38.5 million, a decrease of \$49.5 million or 56% compared to a net loss of \$88.0 million for Fiscal 2025. The decrease in net loss was primarily driven by the gain on the disposal of the Company's subsidiary in the three months ended March 31, 2026, lower amortization and depreciation expense, and lower acquisition, restructuring and other costs, offset by higher finance costs, lower revenue, and a reversal of a stock-based compensation recovery.
- Cash flow provided by operating activities for the three months ended June 30, 2026, was \$65.6 million, an increase of \$8.7 million or 15% compared to \$56.8 million for the three months ended June 30, 2025 while cash flow provided by operating activities for Fiscal 2026 was \$153.4 million, an increase of \$5.2 million or 4% compared to \$148.2 million for Fiscal 2025. The increase in cash provided by operating activities was driven by higher contributions from working capital and lower taxes paid, offset by an increase in finance costs.
- Adjusted EBITDA for the three months ended June 30, 2026, was \$55.1 million, an increase of \$7.4 million, or 15%, compared to the three months ended June 30, 2025. Excluding the impact of the disposal of the Company's subsidiary from all periods, Adjusted EBITDA increased by \$8.5 million, or 18%, compared to the three months ended June 30, 2025. The increase was primarily driven by the impacts of revenue described above, and ongoing cost savings initiatives. Adjusted EBITDA for Fiscal 2026 was \$198.8 million, a decrease of \$34.1 million, or 15%. Excluding the impact of the disposal of the Company's subsidiary from all periods, Adjusted EBITDA declined by \$32.4 million, or 14%, compared to \$228.2 million for Fiscal 2025. The decrease was driven by revenue impacts described above, and strategic reinvestments necessary to stabilize the business, predominantly with respect to labour, IT infrastructure, and lower capitalization rates in the first half of the year as the Company temporarily shifted certain expenditures from capitalized projects to maintenance expense. The increase in costs was partially offset by operational efficiencies largely realized in the three months ended June 30, 2026 and March 31, 2026.

Other highlights

- On December 29, 2025, the Company launched a sale process for both the Company as a whole and for its Canadian Financial Services Division. The Strategic Committee of the Board is overseeing the sale process, which is ongoing.
- During Fiscal 2026, the Company made repayments towards its loans and borrowing under its senior credit facility including \$40.0 million (USD \$29.2 million) on the senior secured term loan B facility (the "Term Loan B"), \$62.2 million (USD \$45.7 million) on the senior secured notes due 2029 (the "Senior Secured 2029 Notes") and \$70.5 million on the revolving credit facility (the "New Revolving Facility"). Of the repayments made on the New Revolving Facility, Senior Secured 2029 Notes and Term Loan B, \$30.0 million (£16.4 million), \$62.2 million (£35.8 million) and \$37.6 million (£21.6 million), respectively, were from the net proceeds received from the disposal of the Company's subsidiary. During Fiscal 2026, the Company paid interest totalling \$63.0 million, \$3.3 million and \$33.6 million (2025 - \$64.3 million, \$1.3 million and \$39.4 million) on the Senior Secured 2029 Notes, the New Revolving Facility and Term Loan B, respectively.
- On May 25, 2026, the Company announced changes to its Board and management team, including the departures of Eddie Smith and Wendy Cheah from the Board, the appointments of Mary Filippelli and Tyler Proud to the Board, the departure of Sandra Bell as Interim Chief Financial Officer, and the appointment of Steve Waszak as Interim Chief Financial Officer.
- On June 8, 2026, the Company announced that Allen Hibben resigned from the Company's Board.
- On June 9, 2026, the Company held a special meeting of shareholders at which shareholders ratified, confirmed and approved the Company's shareholder rights plan, which had taken effect on April 8, 2026, at 5:00 p.m. ET.
- On June 23, 2026, the Company announced that George Tsinivas ceased serving as Chief Executive Officer ("CEO") and as a member of the Company's Board of Directors, effective as of that date. The Company also announced that, during the transitional period, a subcommittee of the Board (the "Transformation Committee"), chaired by Tyler Proud and comprising Mary Filippelli and Angela Zhang, would assume the duties and responsibilities of the Office of the CEO and provide executive leadership for the Company. The Transformation Committee would work closely with the Company's executive leadership team to drive execution and accelerate key initiatives while the Board's search for a permanent CEO remained underway.

- Subsequent to year end, on August 31, 2026, the Company announced the appointment of Todd Schulte as interim CEO and the dissolution of the Transformation Committee. The Company also announced that Mary Filippelli, who served as Chair of the Board and as a member of the Transformation Committee stepped down from the Board, the appointment of Angela Zhang as Chair of the Board, and that the search for a permanent CEO was ongoing.
- During Fiscal 2026, the Company did not pay any dividends. In Fiscal 2025, the Company paid aggregate dividends of \$5.0 million. On May 19, 2026, the Company announced that the Board had elected to indefinitely suspend the declaration and payment of dividends (quarterly or otherwise) until further notice. The decision by the Board not to reinstate the declaration and payment of dividends was 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 Board 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 deems relevant. There can be no assurance that dividends will be declared or paid in any future period.

Factors Affecting the Company's Performance

We believe that the growth and future success of our business depend 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 in the “Risks and Uncertainties” section and in the “Risk Factors” section of our AIF.

Seasonality

A portion of the Company's revenue is exposed to the global real estate market which 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, New Zealand dollar or South African Rand.

Economic Activity

General economic conditions may affect our results of operations and financial condition, primarily as it impacts the real estate market as much of our business is driven by real estate transaction volumes. The Company is exposed to market conditions primarily in terms of revenue generation. Fluctuations in real estate transaction volumes can 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 by our customers and their clients 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 by our customers and their clients or disruptions in the financial markets on which they rely for their business could also be impacted by the level of interest rates and general economic conditions. 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.

Ability to Integrate Acquired Companies

The Company believes that the ability to realize synergies from the integration of its previously acquired companies with its existing technology platforms and management teams is critical for the future success of the Company. The Company has acquired numerous companies over the years and must undertake integration activities with the companies that it acquires to optimize the value of its acquisitions. Our inability to effectively integrate companies we acquire could have adverse effects on our business and operational results. The Company has paused acquisition activity to focus on scaling and streamlining the existing business and completed acquisitions.

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.

Consolidated Results of Operations

	Three months ended June 30,		Year ended June 30,	
	2026 ⁽⁷⁾	2025	2026	2025
	\$	\$	\$	\$
Revenue	104,171	105,173	410,677	440,730
Expenses				
Direct costs	(8,281)	(8,807)	(33,449)	(37,175)
Technology and operations	(23,264)	(27,747)	(107,608)	(104,995)
General and administrative	(12,062)	(15,798)	(49,648)	(47,287)
Sales and marketing	(5,465)	(5,077)	(21,219)	(18,464)
Stock-based compensation (expense) recovery	8	(1,010)	(4,133)	40,995
Finance costs, net	(34,954)	(15,944)	(147,879)	(132,802)
Amortization, depreciation and impairment	(33,140)	(54,788)	(127,617)	(177,610)
Gain on disposal of subsidiary	—	—	81,474	—
Acquisition, restructuring and other costs	(10,332)	(11,180)	(49,713)	(70,704)
Loss before income taxes	(23,319)	(35,178)	(49,115)	(107,312)
Income tax recovery	3,457	5,626	10,597	19,352
Net loss	(19,862)	(29,552)	(38,518)	(87,960)
Net (loss) income attributable to:				
Non-controlling interests	(207)	(277)	27	86
Shareholders	(19,655)	(29,275)	(38,545)	(88,046)
	(19,862)	(29,552)	(38,518)	(87,960)
Net loss per common share				
Basic	(0.30)	(0.44)	(0.57)	(1.31)
Diluted	(0.30)	(0.44)	(0.57)	(1.31)
Weighted average number of shares				
Basic	67,182	67,051	67,175	67,051
Diluted	67,182	67,051	67,175	67,051

Adjusted EBITDA⁽⁶⁾

	Three months ended June 30,		Year ended June 30,	
	2026 ⁽⁷⁾	2025	2026	2025
	\$	\$	\$	\$
Loss for the period	(19,862)	(29,552)	(38,518)	(87,960)
Amortization, depreciation and impairment ⁽¹⁾	33,140	54,788	127,617	177,610
Finance costs, net ⁽²⁾	34,954	15,944	147,879	132,802
Income tax expense (recovery)	(3,457)	(5,626)	(10,597)	(19,352)
Stock-based compensation recovery (expense) ⁽³⁾	(8)	1,010	4,133	(40,995)
Acquisition, restructuring and other costs ⁽⁴⁾	10,332	11,180	49,713	70,704
Gain on disposal of subsidiary ⁽⁵⁾	—	—	(81,474)	—
Adjusted EBITDA⁽⁶⁾	55,099	47,744	198,753	232,809

- (1) Depreciation and amortization expense is primarily related to acquired and developed intangible assets, depreciation expense on property, equipment, and right-of-use assets.
- (2) Finance costs are primarily related to interest expenses incurred on borrowings, changes in fair value of convertible debt and derivatives, lease obligations, net of interest income
- (3) 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.
- (4) Acquisition, restructuring, and other costs primarily relate to the following: acquisition and divestiture expenses, including changes to contingent consideration and holdbacks, employee related restructuring and transformation expenses, and filing and waiver costs during Fiscal 2026 for the preparation and filing of the Company's delayed consolidated financial statements for the year ended June 30, 2025 and 2024 and the associated waivers on the Company's debt.
- (5) Gain on disposal of Credas, which closed during the three months ended March 31, 2026 on January 6, 2026.
- (6) Represents a non-IFRS measure. See "Cautionary Note Regarding Non-IFRS Measures" and "Consolidated Results of Operations – Adjusted EBITDA" for a reconciliation of each non-IFRS measure to its most directly comparable IFRS measure.
- (7) The three months ended June 30, 2026 reflects certain adjustments related to stock-based compensation expense (recovery) and finance costs that were recorded in the three months ended June 30, 2026 but relate to the three months ended March 31, 2026 and have been restated as such, including the related tax impacts. See "Summary of Quarterly Results" for details.

Discussion of Operations

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

Revenue

Revenue for the three months ended June 30, 2026, was \$104.2 million, representing a decrease of \$1.0 million, or 1% compared to revenue of \$105.2 million for the three months ended June 30, 2025. Excluding the revenue related to Credas for the three months ended June 30, 2025, revenue increased by \$3.5 million, or 4%, for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. The increase in revenue was primarily driven by practice management and payment infrastructure platforms in Canada.

Revenue for Fiscal 2026 was \$410.7 million, representing a decrease of \$30.1 million or 7% compared to revenue of \$440.7 million in Fiscal 2025. Excluding the revenue related to Credas from all periods, revenue decreased by \$24.6 million, or 6% in Fiscal 2026, as compared to Fiscal 2025. The decrease was primarily driven by a combination of market downturn, the impact of lower volumes and pricing from both the loss of customers and contract renewal terms affecting practice management, and data insights platforms, partially offset by growth in Banking Technology and Affinity.

Of the Company's total revenues, Legal Software comprised \$74.7 million and \$302.4 million for the three months ended June 30, 2026 and Fiscal 2026, respectively. Banking Technology comprised \$29.5 million and \$108.3 million for three months ended June 30, 2026 and Fiscal 2026, respectively.

	Three months ended June 30,		Year ended June 30,	
	2026	2025	2026	2025
	\$	\$	\$	\$
Legal Software	74,669	75,315	302,400	337,233
Banking Technology	29,502	29,858	108,277	103,497

Expenses

For the three months ended June 30, 2026 and 2025, and Fiscal 2026 and Fiscal 2025 total expenses before income taxes were:

	Three months ended June 30,		Year ended June 30,	
	2026	2025	2026	2025
	\$	\$	\$	\$
Expenses				
Direct costs	(8,281)	(8,807)	(33,449)	(37,175)
Technology and operations	(23,264)	(27,747)	(107,608)	(104,995)
General and administrative	(12,062)	(15,798)	(49,648)	(47,287)
Sales and marketing	(5,465)	(5,077)	(21,219)	(18,464)
Stock-based compensation (expense) recovery ⁽¹⁾	8	(1,010)	(4,133)	40,995
Finance costs, net ⁽¹⁾	(34,954)	(15,944)	(147,879)	(132,802)
Amortization, depreciation and impairment	(33,140)	(54,788)	(127,617)	(177,610)
Gain on disposal of subsidiary	—	—	81,474	—
Acquisition, restructuring and other costs	(10,332)	(11,180)	(49,713)	(70,704)
Total	(127,490)	(140,351)	(459,792)	(548,042)

(1) The three months ended June 30, 2026 reflects certain adjustments related to stock-based compensation expense (recovery) and finance costs that were recorded in the three months ended June 30, 2026 but relate to the three months ended March 31, 2026 and have been restated as such. See "Summary of Quarterly Results" for details.

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

- Technology and operations, general and administrative and sales and marketing expenses decreased by \$7.8 million, or 16%, or, excluding the impact of the disposal of the Company's subsidiary from all periods, \$5.4 million, or 12%, for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. The decrease was primarily due to operational efficiencies resulting from cost saving initiatives actioned during the fiscal year, partially offset by strategic reinvestments necessary to stabilize the business, predominantly with respect to IT infrastructure. Technology and operations, general and administrative and sales and marketing expenses increased by \$7.7 million, or 5%, or, excluding the impact of the disposal of the Company's subsidiary from all periods, \$10.3 million, or 6%, for Fiscal 2026 as compared to Fiscal 2025. The increase was primarily due to strategic reinvestments necessary to stabilize the business, predominantly with respect to labour and IT infrastructure, and lower capitalization rates in the first half of the fiscal year as the Company temporarily shifted certain expenditures from capitalized projects to maintenance expense. The increase in costs was partially offset by operational efficiencies realized in the three months ended June 30, 2026 and March 31, 2026.
- Finance costs increased by \$19.0 million, or 119%, for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. This increase was primarily a result of the unrealized foreign exchange loss on loans and borrowings, change in fair value of the Convertible Debentures (as defined herein) and change in fair value of prepayment option, offset by the change in fair value of derivative assets. Finance costs increased by \$15.1 million, or 11%, for Fiscal 2026 as compared to Fiscal 2025. This increase was primarily a result of the

unrealized foreign exchange loss on loans and borrowings, change in fair value of prepayment option, offset by the change in fair value of derivative assets.

- Stock-based compensation (expense) recovery decreased by \$1.0 million, or 101%, for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. This was primarily due to lower stock-based compensation expense and forfeitures of unvested awards upon employee resignations. Stock-based compensation (expense) recovery increased by \$45.1 million, or 110%, in Fiscal 2026, primarily due to the stock-based compensation recovery of \$51.1 million in Fiscal 2025, as a result of the forfeiture of unvested stock options granted to the former CEO that was netted against stock-based compensation expense.
- Amortization, depreciation, and impairment decreased by \$21.6 million, or 40%, for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. This decrease was primarily due to lower amortization on software intangibles due to timing, effects of foreign exchange and impairments recognized in the prior year. Amortization, depreciation, and impairment decreased by \$50.0 million, or 28%, for Fiscal 2026 as compared to Fiscal 2025. The decrease was primarily related to lower amortization on software intangibles due to timing, effects of foreign exchange and impairments recognized in Fiscal 2025.
- For the three months ended June 30, 2026, acquisition, restructuring and other costs expenses decreased by \$0.8 million, or 8%, compared to the three months ended June 30, 2025. This decrease was primarily due to change in fair value of contingent consideration. For Fiscal 2026, costs decreased by \$21.0 million, or 30% compared to Fiscal 2025. This decrease reflects lower professional fees and integration costs as acquisition activity moderated and a reduction in separation costs for former executives. The remaining costs comprised of fair value movements on contingent consideration and holdbacks, and elevated audit, legal and advisory fees incurred in connection with the covenant waiver obtained in December 2025 with respect to the Senior Credit Agreement (as defined herein), as well as expenses associated with the Fiscal 2025 financial statements.

Segment Performance

As of June 30, 2026, the Company's Transformation Committee was identified as the Chief Operating Decision Maker ("CODM"). The CODM is responsible for obtaining, reviewing, and making decisions and assessing the performance of the Company based on its operating segments.

During the final quarter of Fiscal 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 new operating structure. Historically, information provided to the CODM was comprised of a single segment.

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 marketing expenses. The CODM may also consider industry trends and other externally available financial information when evaluating the performance of the Company.

The following is a reconciliation of income (loss) before tax to the Segment Adjusted EBITDA.

	Canada \$	UK & Ireland \$	Australia \$	South Africa \$	Total \$
Three months ended June 30, 2026					
Revenue	65,545	20,848	17,065	713	104,171
Income (Loss) before taxes	(20,665)	(2,840)	452	(266)	(23,319)
Finance costs, net ⁽²⁾	36,405	(587)	(585)	(279)	34,954
Stock-based compensation expense (recovery) ⁽²⁾	(8)	—	—	—	(8)
Amortization, depreciation and impairment	19,803	8,130	4,866	341	33,140
Acquisition, restructuring, and other costs	6,655	1,606	2,071	—	10,332
Corporate cost allocation	(2,380)	1,860	1,332	(812)	—
Segment Adjusted EBITDA ⁽¹⁾	39,810	8,169	8,136	(1,016)	55,099
Three months ended June 30, 2025					
Revenue	60,316	25,155	18,359	1,343	105,173
Income (Loss) before taxes	(14,252)	(6,706)	192	(14,412)	(35,178)
Finance costs, net	(427)	19,454	(2,193)	(890)	15,944
Stock-based compensation expense (recovery)	726	284	—	—	1,010
Amortization, depreciation and impairment	25,445	10,258	4,748	14,337	54,788
Acquisition, restructuring, and other costs	21,862	(14,042)	3,360	—	11,180
Corporate cost allocation	1,785	(2,096)	(150)	461	—
Segment Adjusted EBITDA ⁽¹⁾	35,139	7,152	5,957	(504)	47,744

	Canada \$	UK & Ireland \$	Australia \$	South Africa \$	Total \$
Year ended June 30, 2026					
Revenue	238,594	94,807	69,051	8,225	410,677
Income (Loss) before taxes	(120,839)	61,418	10,639	(333)	(49,115)
Finance costs, net	149,446	1,153	(2,409)	(311)	147,879
Stock-based compensation expense (recovery)	4,133	—	—	—	4,133
Gain on disposal of subsidiary	—	(81,474)	—	—	(81,474)
Amortization, depreciation and impairment	83,934	30,772	11,602	1,309	127,617
Acquisition, restructuring, and other costs	33,129	11,378	4,828	378	49,713
Corporate cost allocation	(18,077)	10,583	7,081	413	—
Segment Adjusted EBITDA ⁽¹⁾	131,726	33,830	31,741	1,456	198,753

	Canada \$	UK & Ireland \$	Australia \$	South Africa \$	Total \$
Year ended June 30, 2025					
Revenue	252,114	109,207	69,704	9,705	440,730
Income (Loss) before taxes	(57,127)	(40,778)	3,645	(13,052)	(107,312)
Finance costs, net	118,903	11,924	2,887	(912)	132,802
Stock-based compensation expense (recovery)	(40,995)	—	—	—	(40,995)
Amortization, depreciation and impairment	109,700	36,540	14,776	16,594	177,610
Acquisition, restructuring, and other costs	42,404	22,643	5,920	(263)	70,704
Corporate cost allocation	(17,806)	9,706	6,429	1,671	—
Segment Adjusted EBITDA ⁽¹⁾	155,079	40,035	33,657	4,038	232,809

(1) Represents a non-IFRS measure. See "Cautionary Note Regarding Non-IFRS Measures" and "Consolidated Results of Operations – Adjusted EBITDA" for a reconciliation of each non-IFRS measure to its most directly comparable IFRS measures.

(2) The three months ended June 30, 2026 reflects certain adjustments related to stock-based compensation expense (recovery) and finance costs that were recorded in the three months ended June 30, 2026 but relate to the three months ended March 31, 2026 and have been restated as such, including the related tax impacts. See "Summary of Quarterly Results" for details.

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.

Canada

Canada's revenue increased by \$5.2 million, or 9%, for the three months ended June 30, 2026, and decreased by \$13.5 million, or 5%, for Fiscal 2026 as compared to the three months ended June 30, 2025 and Fiscal 2025, respectively. The decrease for Fiscal 2026 was primarily driven by a combination of continued market downturn and the impact of lower volumes and pricing from both the loss of customers and contract renewal terms affecting practice management and data insights platforms, partially offset by growth in Banking Technology.

Canada's Segment Adjusted EBITDA⁽¹⁾ increased by \$4.7 million, or 13%, for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. The increase was largely driven by the revenue impacts described above. Canada's Segment Adjusted EBITDA⁽¹⁾ decreased by \$23.4 million, or 15%, for Fiscal 2026 as compared to Fiscal 2025. The decrease was largely driven by the revenue impacts described above, filing and waiver

costs during Fiscal 2026 for the preparation and filing of the Company's delayed consolidated financial statements for the year ended June 30, 2025 and 2024 and the associated waivers on the Company's debt, and strategic reinvestments necessary to stabilize the business, predominantly with respect to labour and IT infrastructure. The increase in costs was partially offset by operational efficiencies realized in the three months ended June 30, 2026 and March 31, 2026.

UK & Ireland

UK & Ireland's revenue decreased by \$4.3 million, or 17%, or, excluding the impact of the disposal of the Company's subsidiary from all periods, increased by \$0.2 million, or 1% for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. The increase was primarily driven by growth in practice management platforms. UK & Ireland's revenue decreased by \$14.4 million, or 13%, or, excluding the impact of the disposal of the Company's subsidiary from all periods, \$8.6 million, or 9% for Fiscal 2026 as compared to Fiscal 2025. The decrease was primarily driven by a combination of market downturn, the loss of customers and contract renewal terms affecting search platforms.

UK & Ireland's Segment Adjusted EBITDA⁽¹⁾ increased by \$1.0 million, or 14%, or, excluding the impact of the disposal of the Company's subsidiary from all periods increased by \$2.1 million, or 35% for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. The increase in Segment Adjusted EBITDA⁽¹⁾ was largely driven by a reduction of costs resulting from operational efficiency initiatives.

UK & Ireland's Segment Adjusted EBITDA⁽¹⁾ decreased by \$6.2 million, or 15%, or, excluding the impact of the disposal of the Company's subsidiary from all periods, \$4.5 million, or 13% for Fiscal 2026 as compared to Fiscal 2025. The decrease in Segment Adjusted EBITDA⁽¹⁾ was largely driven by revenue impacts described above as well as strategic reinvestments necessary to stabilize the business, partially offset by operational efficiencies resulting from cost saving initiatives in the three months ended June 30, 2026 and March 31, 2026.

Australia

Australia's revenue decreased by \$1.3 million, or 7%, for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. The decrease in revenue was primarily driven by the decline in the practice management business. Australia's revenue decreased by \$0.7 million, or 1%, for Fiscal 2026 as compared to Fiscal 2025. The decrease in revenue was primarily driven by the data insights and mortgage services platforms, partially offset by the full year impact of the Affinity platform.

Australia's Segment Adjusted EBITDA⁽¹⁾ increased by \$2.2 million, or 37%, for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. The increase in Segment Adjusted EBITDA⁽¹⁾ was driven by operational efficiencies resulting from cost saving initiatives, partially offset by revenue impacts described above and increased labour costs associated with legislative wage increases. Australia's Segment Adjusted EBITDA⁽¹⁾ decreased by \$1.9 million, or 6%, for Fiscal 2026 as compared to Fiscal 2025. The decrease in Segment Adjusted EBITDA⁽¹⁾ was driven by revenue impacts described above, increased labour costs associated with legislative wage increases, partially offset by operational efficiencies resulting from cost saving initiatives in the three months ended June 30, 2026 and March 31, 2026.

South Africa

South Africa's revenue decreased by \$0.6 million, or 47%, for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. South Africa's revenue decreased by \$1.5 million, or 15%, for Fiscal 2026 as compared to Fiscal 2025.

South Africa's Adjusted EBITDA⁽¹⁾ decreased by \$0.5 million, or 102% for the three months ended June 30, 2026, compared to the three months ended June 30, 2025. The decrease was primarily due to revenue declines and lower capitalization rates in the first half of the fiscal year as the Company temporarily shifted certain expenditures from capitalized projects to maintenance expense. South Africa's Segment Adjusted EBITDA⁽¹⁾ decreased by \$2.6 million, or 64%, for Fiscal 2026 as compared to Fiscal 2025. The decrease was primarily due to revenue declines and lower capitalization rates in the first half of the fiscal year as the Company temporarily shifted certain expenditures from capitalized projects to maintenance expense.

Select Annual Information

(Expressed in thousands of Canadian dollars)
Fiscal years ended June 30,

	2026 \$	2025 \$	2024 \$
Revenue	410,677	440,730	451,231
Net Loss	(38,518)	(87,960)	(171,771)
Adjusted EBITDA ⁽¹⁾	198,753	232,809	252,962
Earnings per share:			
Basic	(0.57)	(1.31)	(2.89)
Diluted	(0.57)	(1.31)	(2.89)
Cash dividends declared per common share	—	0.06	0.08
Loss before income taxes	(49,115)	(107,312)	(203,580)
Total assets	1,795,488	2,151,516	2,246,306
Current liabilities	258,181	498,810	500,384
Non-current liabilities	1,256,913	1,397,382	1,370,186

(1) Represents a non-IFRS measure. See "Cautionary Note Regarding Non-IFRS Measures" and "Consolidated Results of Operations – Adjusted EBITDA" for a reconciliation of each non-IFRS measure to its most directly comparable IFRS measure

Revenue

For Fiscal 2026 compared to Fiscal 2025, refer to "Discussion of Operations". For Fiscal 2025 compared to the twelve months ended June 30, 2024 ("Fiscal 2024"), revenue decreased, primarily as a result of reduced acquisition activity, the divestiture of TM Group, macroeconomic headwinds, the impact of customer contract renewals on volume and pricing, partially offset by growth in the Financial Technology business.

Net Loss and Loss per Share

For Fiscal 2026 compared to Fiscal 2025, Net Loss decreased by \$49.4 million, driven primarily by gain on disposal of the Company's subsidiary, lower amortization, depreciation and impairment, and lower acquisition, restructuring and other costs, partially offset by lower revenue in Fiscal 2026. Refer to "Discussion of Operations" for additional details. For Fiscal 2025 compared to Fiscal 2024, Net Loss decreased by \$83.8 million, driven primarily by a recovery in stock-based compensation and lower finance costs, partially offset by an increase in acquisition, restructuring and other costs in Fiscal 2025.

Changes in earnings per share in Fiscal 2026, Fiscal 2025, and Fiscal 2024 were driven by changes in net income, as the total average weighted shares did not change materially. However, in Fiscal 2024, the Company issued 12 million new common shares through a bought deal offering for total gross consideration of \$144.7 million.

Current and Non-Current Assets

For Fiscal 2026 compared to Fiscal 2025, current assets decreased due to the disposal of the restricted investments which were held to settle the Original Convertible Debentures (as defined herein). For Fiscal 2025 compared to Fiscal 2024, total current assets increased primarily as a result of the current classification of the restricted investments.

Total non-current assets decreased from Fiscal 2025 to Fiscal 2026, due to decrease in goodwill and intangible assets as a result of the disposal of the Company's subsidiary. For Fiscal 2025 compared to Fiscal 2024, total non-current assets decreased as a result of the restricted investments classification to current assets and lower intangible assets partially offset by higher goodwill from acquisition.

Current and Non-Current Liabilities

For Fiscal 2026 compared to Fiscal 2025, current liabilities decreased, with decreases in holdbacks owed and the repayment of Convertible Debentures. For Fiscal 2025 compared to Fiscal 2024, current liabilities were flat, with decreases in trade payables and holdbacks owed being primarily offset by a higher fair value on the Convertible Debentures.

For Fiscal 2026 compared to Fiscal 2025, non-current liabilities decreased primarily as a result of lower non-current holdbacks from acquisitions completed and reduction in loans and borrowings. For Fiscal 2025 compared to Fiscal 2024, total non-current liabilities increased primarily as a result of higher non-current holdbacks from acquisitions completed and additional loans and borrowings.

Summary of Quarterly Results

The following table sets out select unaudited quarterly results for the past eight quarters, prepared in accordance with IFRS.

The Company's real estate conveyancing and search business product lines experience seasonality, with revenue typically peaking in spring/summer (three months ended June 30 ("Q4") and three months ended September 30 ("Q1") of each fiscal year, respectively) and slowing in winter months (three months ended December 31 ("Q2") and three months ended March 31 ("Q3") of each fiscal year). As a result, the Company's first and fourth quarters typically generate higher revenue than other quarters. The Company's business law solutions, due diligence and payment infrastructure product lines do not experience significant seasonality with the exception of reduced deal flow leading up to the holidays and resuming midway through Q3 of each fiscal year. Quarterly revenue and EBITDA fluctuations in the results set out in the table below can therefore be attributed to seasonality with the exception of EBITDA from Q4 of Fiscal 2025 to Q2 of Fiscal 2026, when the Company shifted certain expenditures from capitalized projects to maintenance expense, resulting in a reduction to EBITDA that is not related to seasonality.

Quarterly results (Expressed in thousands of Canadian dollars except per share data)	Q4 2026	Q3 2026	Q2 2026	Q1 2026
	\$	(Adjusted) ⁽³⁾ \$	\$	\$
Revenue	104,171	91,180	107,024	108,302
Net income (loss) ⁽¹⁾	(19,862)	41,406	(21,790)	(38,272)
Adjusted EBITDA ⁽²⁾	55,099	42,867	50,352	50,435
Net loss per common share	(0.30)	0.62	(0.32)	(0.57)
Net loss per diluted share	(0.30)	0.62	(0.32)	(0.57)
Quarterly results (Expressed in thousands of Canadian dollars except per share data)	Q4 2025	Q3 2025	Q2 2025	Q1 2025
	\$	\$	\$	\$
Revenue	105,173	103,420	115,746	116,391
Net loss ⁽¹⁾	(29,552)	(23,449)	(19,664)	(15,295)
Adjusted EBITDA ⁽²⁾	47,744	52,862	64,652	67,551
Net loss per common share	(0.44)	(0.35)	(0.30)	(0.23)
Net loss per diluted share	(0.44)	(0.35)	(0.30)	(0.23)

(1) Includes income tax expense (recovery).

(2) Represents a non-IFRS measure. See "Cautionary Note Regarding Non-IFRS Measures" and "Consolidated Results of Operations – Adjusted EBITDA" for a reconciliation to the applicable IFRS measures.

(3) Certain comparative figures for Q3 of Fiscal 2026 have been adjusted. See below for details.

Adjustment of certain comparative figures for Q3 of Fiscal 2026

Certain comparative figures for Q3 of Fiscal 2026 have been adjusted to reflect a decrease in net income of \$32.5 million due to a decrease in stock-based compensation expense (recovery) of \$29.9 million and a decrease in finance costs, net of \$2.6 million, each of which are non-cash adjustments. The adjustment for stock-based compensation was primarily due to the reversal of an incorrectly recorded stock-based compensation recovery related to certain vested options of former employees that were forfeited or expired. The adjustment for finance costs was due to a remeasurement of the fair value on changes in the credit risk associated with repayment of the Original Convertible Debentures (as defined here) and a settlement loss associated with the repayments made toward the Term Loan B and Senior Secured 2029 Notes (each as defined here). These matters were recorded in the three months ended June 30, 2026 but relate to the three months ended March 31, 2026 and have been adjusted as such, including the related tax impacts.

Revenue

Q4 of Fiscal 2026 v. Q3 of Fiscal 2026

Total revenue for the three months ended June 30, 2026 increased by \$13.0 million, or 14%, compared to the three months ended March 31, 2026. The increase was primarily driven by stabilization of customer trends and improved volumes attributable to seasonality, as outlined above.

Net Loss

Q4 of Fiscal 2026 v. Q3 of Fiscal 2026

Net loss for the three months ended June 30, 2026 increased by \$61.6 million, or 148%, compared to the three months ended March 31, 2026. The decrease was primarily driven by the recording of the gain on the disposal of the Company's subsidiary of \$81.5 million recorded during the three months ended March 31, 2026 offset by a decrease in finance costs and acquisition, restructuring and other costs during the three months ended June 30, 2026.

Expenses

Q4 of Fiscal 2026 v. Q3 of Fiscal 2026

Total technology and operations, general and administrative and sales and marketing expenses for the three months ended June 30, 2026, decreased by \$0.8 million, or 2%, compared to the three months ended March 31, 2026. The decrease was primarily driven by reduced labour and IT Services costs. This reduction reflects the Company's commitment to driving operational efficiencies, made at the end of Q1 of Fiscal 2026. Operational efficiencies include globalization and offshoring of software development and product teams, reductions in IT/Data Centre expenses, and reductions in professional fees.

All quarters

Generally, the impact of fair value adjustments on derivatives, the Convertible Debentures and foreign exchange gains and losses on loans and borrowings can have large impacts on total expenses in any given period. Excluding those adjustments, the quarter-over-quarter variance in total expenses for all periods generally relates to higher amortization expense from investments in intangible assets, changes in expenses incurred for acquisitions, restructuring and other non-recurring costs, and additional finance costs in the periods with higher interest rates.

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 the cost of its capital structure and the deferred consideration associated with prior acquisitions. 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 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. Working capital needs are used to manage the timing differences between the Company's receivables from customers and its payment obligations for payroll, vendors, rent and taxes intra-month. The Company uses the capacity under its New Revolving Facility to manage the timing differences primarily between its semi-annual debt service obligations and the timing of its receipts net of its operating obligations. On the last day of each fiscal quarter, the Senior Credit Agreement requires that if (a) the Company has total drawings on the New Revolving Facility that

have surpassed the Specified Threshold (as defined in the Senior Credit Agreement), then (b) the Company's Consolidated First Lien Net Leverage Ratio (as defined in, and calculated pursuant to, the Senior Credit Agreement) must not exceed 5.8x (the "**Net Leverage Ratio Threshold**"), each measured as at such date. If the Company is not in compliance with these requirements, as at the last day of a fiscal quarter, it will be in breach of the financial covenant in the Senior Credit Agreement. For clarity, if the Company's total drawings on the New Revolving Facility have not surpassed the Specified Threshold on the last day of a fiscal quarter, it will be in compliance of the financial covenant in the Senior Credit Agreement irrespective of what its Consolidated First Lien Net Leverage Ratio is as at such date. The New Revolving Facility can be used freely throughout the quarter for working-capital purposes without impacting financial covenant compliance.

As at June 30, 2026, the Company's total drawings on the New Revolving Facility was below the Specified Threshold and its Consolidated First Lien Net Leverage Ratio was below the Net Leverage Ratio Threshold at 5.17x.

Subsequent to June 30, 2026, given the timing of semi-annual payments on its debt, the Company drew \$31.0 million under the New Revolving Facility in accordance with the terms of the Senior Credit Agreement, bringing it above the Specified Threshold.

See "Risks and Uncertainties - Risks and Uncertainties Related to Our Indebtedness and the Senior Secured 2029 Notes – Debt Covenants". There are no legal and practical restrictions on the ability to transfer intercompany funds within the group.

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.

	Year 1	Year 2	Year 3	Year 4	Year 5 and over	Total
	\$	\$	\$	\$	\$	\$
As at June 30, 2026						
IT committed spend	8,543	6,589	5,346	5,074	7,558	33,110

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 the Company's liabilities are reflected in the Financial Statements. From time to time, the Company may be contingently liable with respect to litigation and claims that arise in the normal course of operations.

Cash Flows

The Company's primary source of cash flow is from operations and proceeds from any divestitures. 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.

As at June 30, 2026, total cash was \$41.4 million, a decrease of \$1.7 million from \$43.1 million at June 30, 2025. The increase was primarily driven by higher contributions from working capital, reduction in payments on holdbacks and contingent consideration related to acquisitions and reduction in taxes paid, partially offset by a decrease in cash generated from operations.

During Fiscal 2026, the Company made repayments of \$40.0 million (USD \$29.2 million) on the Term Loan B, \$62.2 million (USD \$45.7 million) on the Senior Secured 2029 Notes and \$70.5 million on the New Revolving Facility. Of the repayments made on the New Revolving Facility, Senior Secured 2029 Notes and Term Loan B, \$30.0 million (£16.4 million), \$62.2 million (£35.8 million) and \$37.6 million (£21.6 million), respectively, were from the net proceeds received from the disposal of the Company's subsidiary. During Fiscal 2026, the Company paid interest totalling \$63.0 million, \$3.3 million and \$33.6 million (Fiscal 2025 - \$64.3 million, \$1.3 million and \$39.4 million) on the Senior Secured 2029 Notes, the New Revolving Facility and Term Loan B, respectively.

As a result of the accelerated principal prepayments made to the Term Loan B, the Company's remaining scheduled quarterly amortization installments of USD \$0.9 million 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 June 30, 2026, the Company drew \$31.0 million under the New Revolving Facility in accordance with the terms of the Senior Credit Agreement. The Company expects that the additional draw on the New Revolving Facility will be held in cash at the end of the three months ended September 30, 2026.

The following table provides a summary of the Company's cash flows for the periods indicated below:

(Expressed in thousands of Canadian dollars)	Three months ended June 30,		Year ended June 30,	
	2026	2025	2026	2025
	\$	\$	\$	\$
Net cash provided by operating activities	65,557	56,815	153,432	148,200
Net cash used in financing activities	(46,783)	(37,358)	(429,459)	(108,155)
Net cash (used in) provided by investing activities	(10,029)	(11,838)	276,597	(261,647)
Change in cash during the period	8,745	7,619	570	(221,602)
Cash and cash equivalents, beginning of period	35,583	37,049	43,098	265,316
Effect of foreign exchange on cash and cash equivalents	(2,896)	(1,570)	(2,236)	(616)
Cash and cash equivalents end of period	41,432	43,098	41,432	43,098

Net cash provided by operating activities for the three months ended June 30, 2026 and Fiscal 2026 was \$65.6 million and \$153.4 million, respectively, compared to \$56.8 million and \$148.2 million for the three months ended June 30, 2025 and Fiscal 2025, respectively. The year over year increase in cash provided by operating activities was driven by higher contributions from working capital and lower taxes paid, offset by higher finance costs.

Net cash used in financing activities for the three months ended June 30, 2026 and Fiscal 2026 was \$46.8 million and \$429.5 million, respectively, compared to \$37.4 million and \$108.2 million for the three months ended June 30, 2025 and Fiscal 2025, respectively. The financing activities primarily related to interest payments made and payments for loans and borrowings, including the maturity payment on the Original Convertible Debentures, partially offset by cash inflows from net loans and borrowings. Net cash used in financing activities for Fiscal 2025 was \$108.2 million, related to interest paid and payments on loans and borrowings, offset by cash inflows from net loans and borrowings.

Net cash used in investing activities for the three months ended June 30, 2026, was \$10.0 million compared to net cash used \$11.8 million for the three months ended June 30, 2025. Net cash provided by investing activities for Fiscal 2026 was \$276.6 million compared to net cash used of \$261.6 million for Fiscal 2025. Net cash provided by investing activities for Fiscal 2026 related primarily to the proceeds from restricted investments and asset dispositions, partially offset by cash outflows from the payments of holdbacks and contingent consideration and capitalized software development. Net cash used in investing activities for Fiscal 2025 was \$261.6 million, which includes \$185.0 million invested as part of the FY2024 Credit Facility that was used to settle the Original Convertible Debentures. The remainder of net cash used in investing activities for Fiscal 2025 related primarily to acquisition and holdback consideration paid and capitalized software development work.

Capital Expenditures

Capital expenditures for the three months ended June 30, 2026 and Fiscal 2026 were \$5.5 million and \$20.0 million, respectively, compared to \$4.2 million and \$20.4 million for the three months ended June 30, 2025 and Fiscal 2025, respectively. Current period additions are comprised of intangible additions related to software and development of \$5.4 million and \$19.1 million in the three months ended June 30, 2026 and Fiscal 2026, respectively. Capital expenditures primarily represent the Company's continued investment to enhance and further develop its existing platforms and purchases of software. The Company continues to exercise disciplined resource allocation, with a focus on product enhancements. The Company expects to fund its ongoing capital commitments with cash flow from operations.

Credit Facilities

FY2024 Credit Facility and Senior Secured 2029 Notes

On April 11, 2024, the Company undertook a refinancing transaction which resulted in (i) the issuance of \$790.0 million (USD \$555.0 million) aggregate principal amount of Senior Secured 2029 Notes pursuant to a senior note indenture (the "2029 Notes Indenture"), (ii) a \$498.3 million (USD \$350.0 million) aggregate principal amount of Term Loan B, and (iii) a \$105.0 million New Revolving Facility together with Term Loan B, the "FY2024 Credit Facility" pursuant to the terms of the senior credit agreement ("Senior Credit Agreement") (collectively, the "Refinancing Transaction").

On closing of the Refinancing Transaction, the Company received total gross proceeds of \$1.3 billion 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 Secured Overnight Financing Rate ("Term SOFR") Rate plus (ii) the Term SOFR adjustment plus (iii) applicable percentage. Principal repayments of \$1.2 million (US\$0.9 million) are due on a quarterly basis on the Term Loan B beginning from December 31, 2024. The Senior Secured 2029 Notes bear a fixed interest rate equal to 8.625%. The New Revolving Facility bears a fixed interest rate equal to 9.66%. 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 their 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.

During Fiscal 2026, the Company made repayments of \$40.0 million (USD \$29.2 million) on the Term Loan B, \$62.2 million (USD \$45.7 million) on the Senior Secured 2029 Notes and \$70.5 million on the New Revolving Facility. Of the repayments made on the New Revolving Facility, Senior Secured 2029 Notes and Term Loan B, \$30.0 million (£16.4 million), \$62.2 million (£35.8 million) and \$37.6 million (£21.6 million), respectively, were from the net proceeds received from the disposal of the Company's subsidiary. During Fiscal 2026, the Company paid interest totalling \$63.0 million, \$3.3 million and \$33.6 million (Fiscal 2025 - \$64.3 million, \$1.3 million and \$39.4 million) on the Senior Secured 2029 Notes, the New Revolving Facility and Term Loan B, respectively.

As a result of the accelerated principal prepayments made to Term Loan B, the Company's remaining scheduled quarterly amortization installments of USD \$0.9 million have been fully satisfied for the remaining term of the facility. Accordingly, the Company's sole ongoing debt service obligation under 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 facility.

Subsequent to June 30, 2026, the Company drew \$31.0 million under the New Revolving Facility in accordance with the terms of the Senior Credit Agreement.

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			
	Senior secured 2029 Notes	Term Loan B	New revolving Facility	Total
	\$	\$	\$	\$
Balance, June 30, 2025	764,460	439,092	47,823	1,251,375
Add (less)				
Proceeds during the period	—	—	52,500	52,500
Payment during the period	(62,150)	(40,017)	(70,500)	(172,667)
Interest and accretion expense	66,298	36,751	3,305	106,354
Interest paid	(62,982)	(33,609)	(3,317)	(99,908)
Amortization of prepayment option	(2,010)	—	—	(2,010)
Effects of foreign exchange	27,583	16,183	—	43,766
Balance, June 30, 2026	731,199	418,400	29,811	1,179,410
Current	12,084	27	311	12,422
Non-current	719,115	418,373	29,500	1,166,988

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 Consolidated Statements of Financial Position with the corresponding changes in fair value recorded in finance costs, net on the Consolidated Statements of Operations.

The change in the embedded prepayment option is as follows:

	\$
Balance, June 30, 2025	20,947
Change in fair value through profit & loss	(21,297)
Effects of foreign exchange	350
Balance, June 30, 2026	—

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 were 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 included 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	Not Applicable
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 the repayment of the Original Convertible Debentures. During Fiscal 2026, the restricted investments were fully liquidated and the proceeds were applied toward the repayment of the Original Convertible Debentures.
Total	\$139,502	\$139,502	nil	

Financial Instruments and Other Instruments

(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 months ended June 30, 2026 and Fiscal 2026, the Company made semi-annual interest payments totalling nil and \$6.9 million, respectively, in relation to the Original Convertible Debentures. The Original Convertible Debentures were used to fund potential future acquisitions, along with working capital and other corporate purposes.

(b) New Convertible Debentures

The Company's convertible debentures due November 1, 2028, ("New Convertible Debentures") have a principal 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 totalling \$5.2 million and \$10.4 million for the three months ended June 30, 2026 and Fiscal 2026, respectively. The New Convertible Debentures were issued in exchange for a portion of the Original Convertible Debentures as part of the Company's strategy to reduce its convertible debt balance, extend its debt maturity profile, and improve flexibility.

(c) Restricted investments

During Fiscal 2026, the Company maintained a control agreement related to the Original 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.

The restricted investments were invested in Guaranteed Investment Certificates ("GICs") at interest rates ranging from 3.20% to 3.96%, matured during Fiscal 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 Consolidated Statement of Operations.

During the three months ended June 30, 2026 and Fiscal 2026, the Company earned approximately \$— million and \$4.3 million of interest on the restricted investments, respectively. During the three months ended June 30, 2025 and Fiscal 2025, the Company earned approximately \$1.7 million and \$7.3 million of interest on the restricted investments, respectively.

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 June 30, 2026, the Company no longer holds any restricted investments.

The Company determined that the conversion option within the Convertible Debentures did not meet the IFRS definition of equity due to the Company's ability to settle the Convertible Debentures in cash if the holders elect to exercise the conversion option. As a result, the Convertible Debentures were designated as fair value through profit or loss at initial recognition.

Changes in the fair value of Convertible Debentures are recognized through income in the period in which 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 income (loss). The fair value of the Convertible Debentures is classified as Level 3 in the fair value hierarchy.

The change to Convertible Debentures is as follows:

	\$
Balance, June 30, 2025	335,433
Change in fair value through profit & loss (a) & (b)	7,899
Change in fair value through other comprehensive income (loss) (a) & (b)	(51,623)
Change in accrued interest	(2,313)
Settlement of Original Convertible Debentures	(185,000)
Balance, June 30, 2026	104,396
Original Convertible Debentures	—
New Convertible Debentures	104,396
	104,396

Related Party Transactions

The Company defines key management personnel for the period as being the Board, CEO and the executive leadership team. During Fiscal 2025, the Company began reporting its financial results under a new segment structure that includes four operating and reportable segments. As a result of the addition of regional segment leaders with profitability responsibility and the hiring of additional executive roles, the number of individuals included in the Related Party Transactions disclosure below and in the Audited Consolidated Financial Statements and the Financial Statements expanded from six to eleven during the three months ended June 30, 2026 and Fiscal 2026. See Note 23 in the Financial Statements. The increase in the number of individuals included in the disclosure below is the driver of the year over year increase in salaries and benefits. There have been no related party transactions other than the remuneration of key management personnel during the period, which are as follows:

	Three months ended June 30,		Year ended June 30,	
	2026	2025	2026	2025
	\$	\$	\$	\$
Salaries and benefits	2,642	6,473	18,918	17,232
CEO separation costs and other severance	3,597	—	4,718	10,800
Stock-based compensation (recovery) ⁽¹⁾	(2,848)	1,484	4,235	(38,480)
	3,391	7,957	27,871	(10,448)

(1) The three months ended June 30, 2026 reflects certain adjustments related to stock-based compensation expense (recovery) that were recorded in the three months ended June 30, 2026 but relate to the three months ended March 31, 2026 and have been restated as such. See "Summary of Quarterly Results" for details.

During Fiscal 2026, the Company granted a total of 0.8 million equity awards to key management personnel. The 0.8 million equity awards granted to key management personnel is comprised of 0.2 million options and 0.4 million RSUs to management personnel, and 0.2 million DSUs to directors. Certain information on grant dates, terms, and pricing of these equity awards is included at Note 17 of the Consolidated Financial Statements. The total stock-based compensation expense recognized related to these awards during Fiscal 2026 is \$1.6 million.

During Fiscal 2026, key management personnel of the Company exercised 4 stock options (Fiscal 2025 – 4) for an amount of \$0.1 million (Fiscal 2025 – \$0.1 million).

During Fiscal 2026, the Company advanced short-term loans of \$0.3 million (Fiscal 2025 – \$nil) to certain key management personnel to provide temporary funding for U.S. personal income tax obligations pending receipt of refunds in respect of Canadian income tax obligations. The loans bore interest at a variable rate equal to the greater of the prescribed interest rate under the *Income Tax Regulations (Canada)* and the U.S. Internal Revenue Service short-term Applicable Federal Rate. The loans were repayable upon receipt of the applicable Canadian income tax refunds, and no later than one year from the date of the respective loan agreements. There were no guarantees provided or received for these short-term loans. As of June 30, 2026, the outstanding loan balances were settled on a non-cash basis through a legal offset against accrued amounts payable to the respective key management personnel due to their departures from the Company and accordingly, no amounts were outstanding (Fiscal 2025 – \$nil). The amounts recognized for these short-term loans are included in salaries and benefits for Fiscal 2026.

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”), 4,796 options that had not vested as of the date of the Separation Agreement were immediately cancelled and the Company recognized a recovery of \$51.1 million during Fiscal 2025, as a result of the forfeiture of stock options that was netted against stock-based compensation expense. The remaining 4,392 options that had vested expired during Fiscal 2026 pursuant to a written request from the former CEO, which was accepted by the Board.

Critical Accounting Policies

Please see the Financial Statements for a discussion of the accounting policies and estimates that are critical to the understanding of the Company’s business operations and the results of its operations.

New or pending accounting standards, amendments and interpretations

The Company adopted the following new standards and amendments to standards during Fiscal 2026:

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

In August 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 adoption did not have a material impact on the Financial Statements.

Standards, amendments and interpretations issued as at June 30, 2026 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 the 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. Additionally, the amendments clarify that a financial liability is derecognized on the settlement date, with the accounting policy choice to derecognize a financial liability settled using an electronic payment system before the settlement date, provided specific conditions are met. Additional disclosures are required for financial instruments with contingent features and investments in equity instruments designated at fair value through other comprehensive income with these amendments. The 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 on the Financial Statements and cannot reasonably estimate such impact at this time.

The Company expects to apply the amendments retrospectively, effective July 1, 2026, as required by the standard. The Company does not expect to restate prior periods and will recognize any effect of initial application as an adjustment to the opening balances of financial assets and financial liabilities, as applicable, and the cumulative

effect, if any, to the opening balance of retained earnings as at July 1, 2026. The Company will also provide the disclosures required for any financial assets for which the measurement category is changed.

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

In April 2024, the IASB issued IFRS 18 to improve reporting of financial performance. IFRS 18 replaces IAS 1, *Presentation of Financial Statements* ("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 in the process of assessing the impact on the Financial Statements and cannot reasonably estimate such impact at this time.

The Company expects to adopt IFRS 18 retrospectively, effective July 1, 2027, as required by the standard. Comparative information for the fiscal year ending June 30, 2027 will be restated, and the Company will provide the required reconciliation of each comparative statement of profit or loss line item between the amounts presented under IFRS 18 and those previously presented under IAS 1.

Critical Accounting Estimates

The preparation of the 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. The critical accounting estimates described below are applied consistently across the Company's reportable segments to which they relate, as applicable. Revenue recognition, business combinations and income taxes may affect multiple reportable segments, while the estimates relating to fair value of share-based compensation and fair value of financial instruments relate only to the Canada segment. Where an estimate applies to more than one reportable segment, the methodologies and key assumptions underlying the estimate do not differ materially by reportable segment.

The critical accounting policies involve the most significant estimates and assumptions used in the preparation of the Financial Statements. There were no significant changes to critical accounting estimates during the periods presented in the Financial Statements. However, changes in the Company's credit ratings, including any further downgrades, could specifically affect the discount rates and assessment of the Company's own credit risk used in determining the fair value of the Convertible Debentures, which could materially affect finance costs, net and other comprehensive income or loss.

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

Revenue Recognition

At contract inception, the Company is required to assess the services promised in a contract with a customer and identify a service that is distinct or a series of distinct services that are substantially the same and have a pattern of transfer to the customer. Judgment is required to assess which of the identified services represent separate performance obligations as well as how to allocate the transaction price among the separate performance obligations. Judgment is required when allocating the transaction price to individual performance obligations within a contract. In concluding whether components are separately identifiable, management considers the transaction from the customer's perspective. Among other factors, management assesses whether the service is sold separately by the Company in the normal course of business or whether the customer could purchase the service separately.

The determination by the Company as to whether it acts as a principal in a transaction and recognizes revenue on the gross amount billed to a customer, or as an agent and reports the sales transactions on a net basis, requires significant judgment. In making its judgment, the Company considers all facts and circumstances with respect to its

contract with the customer and applies the guidance under IFRS 15 to each distinct performance obligation on whether it acts as a principal or agent in determining if the revenue should be recognized on a gross or net basis.

These judgements may change as contractual terms, product and service mix promised in the contracts and transaction volumes change, which could materially affect the amount or timing of revenue recognized and related trade and other receivables, including unbilled receivables and customer advances

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 judgment 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.

Long-lived Asset Valuations

The Company performs asset impairment assessments for goodwill, indefinite life intangible assets and intangible assets under development on an annual basis, or on a more frequent basis when circumstances indicate impairment may have occurred. Other long-lived assets and definite life intangibles are also tested for impairment when circumstances indicate that there may be impairment. Management judgment is involved in determining if there are circumstances indicating that testing for impairment is required, and in identifying cash-generating units ("CGUs") for the purpose of impairment testing.

The testing for impairment of goodwill compares the recoverable amount of the CGU or group of CGUs to the carrying amount. The recoverable amount is defined as the higher of: (i) value in use; or (ii) fair value less cost to sell. The recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets, in which case the asset is assessed as part of the CGU or group of CGUs to which it belongs. The determination of the recoverable amount involves significant assumptions, including those with respect to future cash inflows and outflows, discount rates, terminal growth rates, royalty rates with respect to indefinite life intangible assets, and asset lives. These assumptions could affect the Company's future results if the current estimates of future performance and fair values change. These determinations will affect the amount of amortization expense on definite life assets recognized in future periods.

Income Taxes

The determination of income tax (expense) / recovery 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. These estimates may change as forecast taxable earnings, tax laws and interpretations, and the timing of reversals of temporary differences change, which could materially affect whether and to what extent deferred tax assets are recognized, the measurement of deferred tax liabilities and income tax expense or recovery.

Fair Value of Share-Based Compensation

The Company measures the cost of equity-settled and cash-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.

The estimates for fair values of stock-based compensation granted during a period may differ from the fair value determined in other periods due to changes in share price, volatility, expected life, dividend and forfeiture

expectations, which could materially affect stock-based compensation expense or recovery and related equity or liability balances.

Fair Value of Financial Instruments

When the fair value of financial assets and financial liabilities recorded in the Financial Statements 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. Derivatives, Convertible Debentures and an embedded prepayment option are the major instruments which require significant assumptions and judgments.

These estimates may change as market interest rates and discount rates, credit risk and stock price volatility change. The fair value of the Company's convertible debentures is sensitive to changes in discount rates and volatility, while the valuation of its derivative instruments and embedded prepayment option is sensitive to changes in interest rates and credit risk. Changes in these assumptions could materially affect the carrying value of these financial instruments, finance costs, net and other comprehensive income or loss.

Changes to Critical Accounting Estimates

There have been no changes to critical accounting estimates made by the Company in the past two fiscal financial years.

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 the 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, Australian and New Zealand 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.

Market Risk

Pricing Risk

The Company is exposed to market risk primarily in terms of revenue generation and with respect to Convertible Debentures. The Company's revenue is driven by transaction volumes, which have increased with the growth and strength of the Canadian economy. The value of the Convertible Debentures is measured using an amortizing convertible bond calculator produced by FINCAD. 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 the Convertible Debentures. That said, historically the Company's business model has proven to be resilient in market downturns.

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 debt (the Term Loan B and 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 June 30, 2026, 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 on an annualized basis by \$2.3 million on variable rate debt.

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 entered into several cross-currency swaps with different lenders to hedge the foreign currency associated with the USD denominated FY2024 Credit Facility. As a result, the Company's exposure to fluctuations in USD exchange rates is not significant.

As at June 30, 2026, the Company had a net financial liability position denominated in British pounds of \$10.4 million (£5.5 million) (June 30, 2025 – \$18.8 million (£10.0 million)). As at June 30, 2026, the Company had a net financial liability denominated in Australian dollars of \$11.4 million (A\$11.6 million) (June 30, 2025 – \$37.3 million (A\$41.9 million)).

As at June 30, 2026, the Company had a net financial asset position denominated in South African rand of \$3.4 million (ZAR 39.3 million) (June 30, 2025 – \$3.2 million (ZAR 41.1 million)). A 10% change in the exchange rates of significant currencies to which the Company has exposure as at June 30, 2026 would change other comprehensive income before taxes by \$(1.8) million (2025 – \$5.2 million).

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities.

The Company intends to rely on positive cash flows from operations, cash available under existing credit facilities and obtaining additional financing or capital from equity partners to achieve its future objectives. However, there can be no assurance that actual cash flows from operations will be as forecasted or that such equity and/or debt financing will be available on a timely basis under terms acceptable to the Company.

The Company does not have any purchase obligations, including fixed or minimum quantities to be purchased. A summary of the maturity profile of financial liabilities based on contractual undiscounted payments and undiscounted cash flows is as follows:

	Year 1	Year 2	Year 3	Year 4	Year 5 and over	Total
	\$	\$	\$	\$	\$	\$
As at June 30, 2026						
Accounts payable and accrued liabilities	87,977	—	—	—	—	87,977
Holdbacks and contingent consideration on acquisitions	31,535	—	—	—	—	31,535
Customer advances	18,374	—	—	—	—	18,374
Lease liabilities	5,832	4,424	3,188	2,200	1,660	17,304
Loans and borrowings	91,373	91,945	850,560	34,306	457,271	1,525,455
Convertible debentures	10,428	10,428	165,639	—	—	186,495
	245,519	106,797	1,019,387	36,506	458,931	1,867,140

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's inability to effectively integrate companies it acquires could have an adverse effect on its business and the results of operations.

Revenue

The Company earns the majority of its revenue on a highly recurring 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 the Financial Statements.

Risks and Uncertainties Related to Our Indebtedness and the Senior Secured 2029 Notes

The risks and uncertainties discussed below are in reference to the Senior Secured 2029 Notes and the FY2024 Credit Facility (collectively, the "Senior Secured Credit Facilities"), and the Convertible Debentures.

Substantial Indebtedness

The Company has 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 June 30, 2026.

Subject to the limitations in the Senior Secured Credit Facilities, the 2029 Notes Indenture and the indenture governing the Convertible Debentures, the Company may also incur significant additional indebtedness in the future. The Company's substantial indebtedness may, among others, make it difficult for the Company to satisfy its financial obligations, increase its vulnerability to adverse economic conditions, and limit its ability to borrow additional funds.

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

Cash to Service our Debt Obligations

The Company's ability to make payments of principal and interest on its debt and to refinance its indebtedness, including the Senior Secured Credit Facilities, will depend on the Company's financial and operating performance and its 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 the Company's control. The Company may be unable to maintain a level of cash flow from operating activities sufficient to permit it to pay the principal, premium, if any, and interest on the Company's indebtedness, including the Senior Secured Credit Facilities.

If the Company's cash flows and capital resources are insufficient to fund its debt service obligations, the Company 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 its indebtedness, including the Senior Secured Credit Facilities. These alternative measures may not be successful and may not permit the Company to meet its scheduled debt service obligations. In the absence of such operating results and resources, the Company could face substantial liquidity problems and might be required to dispose of material assets or operations to meet the Company's debt service and other obligations. The 2029 Notes Indenture, the indenture that governs the Convertible Debentures and the Senior Credit Agreement restricts the Company's ability to dispose of assets, use the proceeds from any disposition of assets and to refinance its indebtedness.

Debt Covenants

The FY2024 Credit Facility and the Senior Secured 2029 Notes are secured by a first-ranking general security agreement over all present and after-acquired property of the Company and its restricted subsidiaries.

The Senior Credit Agreement and the 2029 Notes Indenture contain restrictive covenants that limit the discretion of management with respect to certain business matters. These covenants place restrictions on, among other things, the Company's ability to incur additional indebtedness, to create liens or other encumbrances, to make investments, to make any material change to the nature of the business, to sell or otherwise dispose of assets, to acquire or purchase shares or equity interests and to enter into mergers, consolidations, dissolutions, corporate reorganizations and similar transactions, in each case, subject to certain conditions. In addition, on the last day of each fiscal quarter, the Senior Credit Agreement requires that if (a) the Company has total drawings on the New Revolving Facility that have surpassed the Specified Threshold, then (b) the Company's Consolidated First Lien Net Leverage Ratio (as defined in, and calculated pursuant to, the Senior Credit Agreement) must not exceed 5.8x, each measured as at such date. If the Company is not in compliance with these requirements, as at the last day of a fiscal quarter, it will be in breach of the financial covenant in the Senior Credit Agreement. For clarity, if the Company's total drawings on the New Revolving Facility have not surpassed the Specified Threshold on the last day of a fiscal quarter, it will be in compliance with the financial covenant in the Senior Credit Agreement irrespective of what its Consolidated First Lien Net Leverage Ratio is as at such date. If the Company fails to comply with this covenant, and if such breach is not waived by the requisite senior lenders or otherwise cured (which could include by raising capital to reduce borrowings under the New Revolving Facility), such failure could result in an event of default which could result in accelerated repayment. 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.

As at June 30, 2026, the Company was in compliance with all covenants under its debt agreements. The Consolidated First Lien Net Leverage ratio was approximately 5.17x, below the applicable threshold of 5.80x under the Senior Credit Agreement.

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 address 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 the Company's 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 the Company's indebtedness and make it more difficult or more expensive for the Company to obtain additional debt financing.

In early June 2026, Moody's and S&P lowered the Company's credit rating to Caa1 and CCC+, respectively.

Payment Obligations on Indebtedness and Default

Any default under the agreements governing the Company's indebtedness, including a default under the 2029 Notes Indenture and the Senior Credit Agreement, 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 the Company 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 the Company is unable to generate sufficient cash flow and is otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if the Company otherwise fails to comply with the various covenants, including financial and operating covenants, in the instruments governing the Company's indebtedness (including covenants in the Senior Credit Agreement and the 2029 Notes Indenture), the Company could be in default under the terms of the agreements governing such indebtedness, including the Senior Credit Agreement and the 2029 Notes 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 the Company's assets, and the Company 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 account 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 the Company's other unsecured unsubordinated indebtedness and other obligations, including trade payables. In addition, in the event of a foreclosure, liquidation, bankruptcy or similar proceedings, the lenders under the FY2024 Credit Facility 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 the Company's obligations under the FY2024 Credit Facility. The collateral may also secure additional senior indebtedness, including additional note offerings, that the Company incurs in the future, subject to restrictions on the Company's ability to incur debts and liens under the FY2024 Credit Facility and the 2029 Notes Indenture. 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 2029 Notes Indenture, the guarantees or in respect of the collateral if the benefit of the applicable Canadian Insolvency Law is sought with respect to the Company 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 statutes without commencing formal insolvency proceedings.

In this regard, if the Company were to become subject to a proceeding under applicable Canadian Insolvency Law, the approval threshold requirements provided in the 2029 Notes Indenture 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, the Company 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 2029 Notes Indenture, 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 the Company were to become subject to any proceedings under Canadian Insolvency Law, the Company 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 2029 Notes Indenture, 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.

The Company has property located outside of Canada and certain of the subsidiaries that guarantee the Senior Secured 2029 Notes and provide collateral are organized in Australia, 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 the Company 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, approximately 67.2 million common shares and 2.9 million equity awards (including stock options, restricted share units and deferred share units) are issued and outstanding.

Disclosure Controls and Procedures and Internal Controls Over Financial Reporting

The CEO and CFO have designed or caused to be designed under their supervision, disclosure controls and procedures ("DC&P"), which provide reasonable assurance that material information relating to the Company is accumulated and communicated to the Company's management, including its CEO and CFO, in a timely manner. The CEO and the CFO have evaluated, or caused to be evaluated under their supervision, the Company's DC&P as at the period ended June 30, 2026. Based upon the results of that evaluation, the CEO and CFO concluded that the Company's DC&P were ineffective as at the period end.

In addition, the 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 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.

As disclosed herein, Net loss for the three months ended June 30, 2026 reflects certain adjustments related to stock-based compensation expense (recovery) and finance costs that were recorded in the three months ended June 30, 2026 but relate to the three months ended March 31, 2026 and have been adjusted as such, including the related tax impacts. Specifically, Net loss for the period decreased by \$32.5 million due to a decrease in stock-based compensation expense (recovery) of \$29.9 million and a decrease in finance costs, net of \$2.6 million. The adjustment for stock-based compensation was primarily due to the reversal of an incorrectly recorded stock-based compensation recovery related to certain vested options of former employees that were forfeited or expired. The adjustment for finance costs was due to a remeasurement of the fair value on changes in the credit risk associated with repayment of the Original Convertible Debentures and a settlement loss associated with the repayments made toward the Term Loan B and Senior Secured 2029 Notes.

As a result of these adjustments, the conclusion of the CEO's and CFO's evaluations of the Company's ICFR as at the period ended June 30, 2026, was that the design and operating effectiveness of the ICFR, as it relates to accounting review of complex non-routine transactions, were not effective as at the period end due to a material weakness.

The material weakness identified related to the design and operating effectiveness of processes and controls over the above noted complex non-routine transactions. The adjustments occurred as a result of (i) a lack of appropriately skilled finance and accounting personnel with the requisite technical knowledge and skills to appropriately analyze and record these complex non-routine transactions, and (ii) a transition period within the Company's Finance department, with the departure of certain key personnel. Accordingly, due to the aforementioned reasons, there was a reasonable possibility that material misstatements in the Company's financial statements would not have been prevented or detected on a timely basis.

Remediation measures have been implemented to address the material weakness and strengthen the Company's ICFR, including enhancements to the precision of review controls, the engagement of appropriate technical expertise for complex accounting transactions, and documentation of the impact of technical accounting matters on an ongoing basis aligned with the applicable IFRS standards. The underlying process related to the material weakness has been revised and will continue to be tested for design and operating effectiveness. The material weakness will only be considered to be remediated when the applicable controls operate for a sufficient period of time and management has concluded through testing the control is operating effectively.

A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that its objectives are achieved. Due to inherent limitations, no evaluation of controls can provide absolute assurance that all control issues, if any, have been identified. Accordingly, the Company can give no assurance that the remediation measures will remediate the material weakness or that it will prevent the occurrence of other additional deficiencies or material weaknesses in the future. Additional remedial actions will be taken as necessary as the CEO and CFO continue to evaluate and work to improve the Company's control environment.

Further Information

Additional information relating to the Company is available on the Company's website at www.dyedurham.com and on SEDAR+ at www.sedarplus.ca.