MATTR CORP.

ANNUAL INFORMATION FORM

For the Year Ended December 31, 2024

March 13, 2025

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Item 1 NOTICE REGARDING FORWARD-LOOKING INFORMATION

This document includes certain statements that reflect management's expectations and objectives for the Company's future performance, opportunities and growth, which statements constitute "forward-looking information" and "forward-looking statements" (collectively "forward-looking information") under applicable securities laws. Such statements, other than statements of historical fact, are predictive in nature or depend on future events or conditions. Forward-looking information involves estimates, assumptions, judgements and uncertainties. These statements may be identified by the use of forward-looking terminology such as "may", "will", "should", "anticipate", "expect", "believe", "predict", "estimate", "continue", "intend", "plan" and variations of these words or other similar expressions. Specifically, this document includes forward-looking information in Item 4.13 "Trends" and elsewhere in respect of, among other things: the Company's ability to make continued share repurchases under its NCIB; the Company's ability to reduce its indebtedness, enhance cash flow and grow profits; the market dynamics during 2025; lowered cross-border dependence between the Company's operations in Canada and the U.S. over the course of 2025; the ability of the Company to raise the selling prices of its products to mitigate trade tariffs; improved cost absorption; expected year-over-year growth of Adjusted EBITDA and Adjusted Earnings per Share ("**Adjusted EPS**"); the impact of modernization, expansion and optimization ("**MEO**") activities, including new customer capture, increased customer activity and progressively rising productive output from newly established sites; lower full-year 2025 MEO cost recognition compared to 2024; the ability of the Company to return to more normalized operations to deliver value from its restructured operational footprint while fully integrating and optimizing the AmerCable acquisition; the contribution of existing business lines to contribute to year-over-year revenue growth; increased customer activity in the Xerxes business and expectation of Xerxes to follow its normal seasonal profile; sales growth in fuel and water related products; the positive evolution of total tank production capacity in 2025; the supply of North American demand for infiltration chambers; financial performance of the Flexpipe business; the anticipated drop in average U.S. onshore completion activity levels; favourability of production and transportation efficiency; the ability of the Company to enter into large international contract awards; declined U.S. onshore oil and gas completion activity; the introduction of larger diameter and higher operating temperature products at the end of 2025; full-year growth in the DSG-Canusa business in 2025; robust industrial demand in North America in the DSG-Canusa business; increased production efficiency in the first half of 2025; rising production efficiency in Ohio; the market dynamics in the global automotive market in 2025, including macroeconomic conditions in North America and Europe; seasonality of revenue in the DSG-Canusa business; higher demand in Shawflex across industrial and infrastructure markets in 2025; rising orders tied to data center construction; increased total production output in the Shawflex business in the second half of 2025; the ability of the Company to return to more normalized operations to deliver value from its restructured operational footprint while fully integrating and optimizing the AmerCable acquisition; the anticipated timing for the relocation of the Ontario Shawflex production site, including the relocation of Kanata; timing of deliveries into specific mining projects and the corresponding impact on revenue in the first quarter of 2025; the timing of the finalization of the net capital working adjustments for the acquisition of AmerCable (as defined herein); the impact of the AmerCable acquisition on the Company's financial performance; customer demand for AmerCable's products in 2025; the realization of commercial synergies following the acquisition of AmerCable; the expected amount and duration of onboarding expenses for AmerCable in 2025; the impact of certain factors on AmerCable's results during the first three quarters of 2025; the Company's overall financial performance in 2025 following the integration of the AmerCable business; the anticipated timing of completion of the sale of the Thermotite (as defined herein) business; the timing of the finalization of the net capital working adjustments for the sale of Thermotite; the ability of new facilities to generate sufficient revenue to offset incremental fixed costs; the level of the Company's anticipated overall financial performance in 2025; the Company's planned growth capital investments in new composite pipe, fiberglass reinforced plastic ("**FRP**") tanks, and heat shrink tubing production facilities and its anticipated level of outputs and impact on the Company's financial results; the impact of modernization, expansion and optimization activities on the Company's financial performance; timing for completion of new facilities, and timing of achievement of anticipated production levels; the expansion of the business through acquisitions following the divestment of the PPG business; the commencement of services to be rendered under the purchase order awarded to the Company's pipe coating facility located in Serra, Brazil; the timing of delivery of the purchase orders awarded to the Company's Flexpipe business; North American oilfield activity and its impact on the Company's financial results; the Company's value creation for shareholders over the next several years; the expected revenue and underlying profitability of the Company in 2025; the Company's ability to meet its stated growth, profitability, and free-cash-flow conversion objectives and the next several years; the impact of the strategic review process and the allocation of corporate costs; the expected decrease of corporate costs following the divestment of the PPS segment; the anticipated quantity and quality of competitors in any of the Company's markets in the near term; the expected condition and suitability of the Company's properties to carry on the Company's activities; the Company's ability to execute on its business plan and strategies, including the pursuit, execution and integration of potential organic and inorganic growth opportunities, as applicable; continued inflationary pressures through 2025 in Canada, the US and Western Europe; the lessening of interest rates throughout 2025; the continued investment to expand and renew nuclear and other electrical power generation sites and distribution networks; the increase in opportunities for the Company's composite pipe products; the Company's ability to continue research and development programs directed towards new or enhanced products, services and processes; the Company's aspirations in respect of environmental, social and governance ("**ESG**") matters; environmental requirements, including their effect on the earnings and competitive position of the Company; the anticipated changes to the stringency of environmental requirements applicable to the Company; the Company's ability to execute on projects under contract; the expected provisions to be sufficient to satisfy the Company's liabilities related to known environmental matters; the anticipated increases to the Company's capital and operating costs for environmental controls; the Company's ability to maintain satisfactory relations with its employees; the anticipated circumstances surrounding the Company's negotiation or renegotiation of labour union contracts on reasonable terms; the commercial reasonableness of insurance maintained by the Company; the Company's ability to conduct financial reporting and prepare financial statements with reasonable safeguards to ensure reliability; the impact of the Company's safety management tools; reporting requirements, including under the *Fighting Against Forced Labour and Child Labour in Supply Chains Act*; increased activity levels in the Company's Continuing Operations in the first quarter of 2025; increased revenue within the Connection Technologies segment driven by strength in North American utility and infrastructure markets; the level of revenue generation in the first quarter of 2025; margin compression as a result of MEO activities, rising costs associated with such activities during the first half of 2025; favourable mid- and long-term market trends for the Company's core businesses; demand for products in support of critical infrastructure renewal and expansion; FRP tank shipment patterns during the first half of 2025; gradual increase in demand for oilfield products through 2025; the Company's pricing appropriately reflecting the value of its products and cost inputs; the Company's elevated focus on inorganic opportunities; lower levels of demand for the Company's underground FRP tanks in the first quarter of 2025 and the increase in demand in the second quarter of 2025; sustained North American drilling and completion activity levels in the first quarter of 2025; increasing demand for the Company's Flexpipe® product line in the first quarter of 2025 through the second half of 2025; the rise in North American onshore drilling and completion activity; healthy international sales of composite pipe products in the first half of 2025; the on-time and on-budget execution of the two new US production sites, and the first production from both sites in the middle of 2025; the effect of MEO costs on the Company's performance metrics; increased demand for the Company's Connection Technologies segment products in the first quarter of 2025; the impact of idle costs associated with facility relocations on profitability in the first quarter of 2025; the realization of MEO costs for the Connection Technologies segment in the second half of 2025; the first production from the Company's Toronto and Ohio facilities in the first half of 2025; the impact and duration of Russia's invasion of Ukraine and the related sanctions on Russia, including the increased demand for North American oil and natural gas, as well as geopolitical and other risks impacting the European Union and global market economies, the related impacts on the Company's customers' operations and the global supply and demand for energy and raw materials; the ongoing conflicts in the Middle East, as well as the potential spread of such conflict in the Middle East; the future outlook for capital expenditures and the Company's approach to capital allocation and capital deployment in 2025, including the anticipated amount of total full-year capital expenditures; the expected amount of incremental revenue generating capacity resulting from capital investments; the level of financial performance throughout 2025; the demand for the Company's products in each of the Composite Technologies and Connection Technologies segments of the Company's business; regular, seasonal impacts to the Company's individual businesses; the end to delays faced by North American customers due to permit application strategies; the impact of increased infrastructure spending, including in the areas of water management, communication networks and nuclear refurbishment, on the Company's financial performance; the impact of global economic activity on the demand for the Company's products; the impact of continuing demand for oil and gas; the impact of global oil and gas commodity prices; the impact of supply and prices and the impact and likelihood of changes in competitive conditions in the markets in which the Company participates; the impact of adoption of artificial intelligence and other machine learning on competition in the industries which the Company operates; renegotiations of labour union contracts with upcoming expiry dates; the execution of definitive contracts on outstanding bids; the ability of the Company to fund its operating and capital requirements; the ability of the Company to comply with its debt covenants; the adequacy of the Company's existing accruals in respect of environmental compliance and in respect of litigation and tax matters and other claims generally; and the requirement for and the ability to finance increases in working capital.

Forward-looking information involves known and unknown risks and uncertainties that could cause actual results to differ materially from those predicted by the forward-looking information. Readers are cautioned not to place undue reliance on forward-looking information as a number of factors could cause actual events, results and prospects to differ materially from those expressed in or implied by the forward-looking information. Significant risks facing the Company include but are not limited to the risks and uncertainties described herein under "Risk Factors" and in the Company's annual Management's Discussion and Analysis under "Risks and Uncertainties".

These statements of forward-looking information are based on assumptions, estimates and analysis made by management in light of its experience and perception of trends, current conditions and expected developments as well as other factors believed to be reasonable and relevant in the circumstances. These assumptions include those in respect of: the scale and duration of North American trade tariffs; expectations for demand for the Company's products; sales trends for the Company's products; North American onshore oilfield customer spending; the Company's ability to build proficiency within its manufacturing force at its Xerxes fuel business and the overall effectiveness of such efforts; the Company's cash flow generation and growth outlook; activity levels across the Company's segments; the Company's ability to manage supply chain disruptions and other business impacts caused by, among other things, current or future geopolitical events, conflicts, or disruptions, such as the conflict in Ukraine and related sanctions on Russia; the impact of the Russia and Ukraine conflict on the Company's demand for products and the strength of its and its customers supply chains; the current Israel-Palestine conflict; the impact of changing interest rates and levels of inflation; regular, seasonal impacts on the Company's businesses, including in the fiberglass reinforced plastic ("FRP") tanks business and composite pipe business; expectations regarding the Company's ability to attract new customers and develop and maintain relationships with existing customers; the continued availability of funding required to meet the Company's anticipated operating and capital expenditure requirements over time; consistent competitive intensity in the segments in which the Company operates; no significant or unexpected legal or regulatory developments, other shifts in economic conditions, or macro changes in the competitive environment affecting the Company's business activities; key interest rates remaining relatively stable throughout 2025; the accuracy of the forecast data from the Company's North American convenience store customers; the accuracy of market indicators in determining industry health for AmerCable's products, such as commodity prices, housing starts, and GDP; the impact of federal stimulus packages in the Connection Technologies reporting segment; heightened demand for electric and hybrid vehicles and for electronic content within those vehicles particularly in the Asia Pacific, Europe and Africa regions; heightened infrastructure spending in Canada, including in respect of commercial and municipal water projects, nuclear plant refurbishment and upgraded communication and transportation networks, communication networks and nuclear refurbishments; sustained health of oil and gas producers; the continued global need to renew and expand critical infrastructure, including energy generation and distribution, electrification, transportation network enhancement and storm management; the Company's ability to execute projects under contract; the Company's continuing ability to provide new and enhanced product offerings to its customers; that the Company will identify and successfully execute on opportunities for acquisitions or investments; the higher level of investment in working capital by the Company; the easing of supply chain shortages and the continued supply of and stable pricing or the ability to pass on higher prices to the Company's customers for commodities used by the Company; the availability of personnel resources sufficient for the Company to operate its businesses; the maintenance of operations by the Company in major oil and gas producing regions; the adequacy of the Company's existing accruals in respect of environmental compliance and in respect of litigation and tax matters and other claims generally; the impact of adoption of artificial intelligence and other machine learning on competition in the industries which the Company operates; the Company's ability to meet its financial objectives; the ability of the Company to satisfy all covenants under its Credit Facility (as defined herein) and other debt obligations and having sufficient liquidity to fund its obligations and planned initiatives; and the availability, commercial viability and scalability of the Company's greenhouse gas emission reduction strategies and related technology and products, and the anticipated costs and impacts on the Company's operations and financial results of adopting these technologies or strategies. The Company believes that the expectations reflected in the forward-looking information are based on reasonable assumptions in light of currently available information. However, should one or more risks materialize, or should any assumptions prove incorrect, then actual results could vary materially from those expressed or implied in the forward-looking information included in this document and the Company can give no assurance that such expectations will be achieved.

When considering the forward-looking information in making decisions with respect to the Company, readers should carefully consider the foregoing factors and other uncertainties and potential events. The Company does not assume the obligation to revise or update forward-looking information after the date of this document or to revise it to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws.

To the extent any forward-looking information in this document constitutes future oriented financial information or financial outlooks, within the meaning of securities laws, such information is being provided to demonstrate the potential of the Company and readers are cautioned that this information may not be appropriate for any other purpose. Future oriented financial information and financial outlooks, as with forward-looking information generally, are based on the assumptions and subject to the risks noted above and below.

CURRENCY

All references in this document to "$" are to Canadian dollars unless noted otherwise.

Item 2 CORPORATE STRUCTURE

2.1 Name, Address and Incorporation

Mattr Corp. ("**Mattr**" or the "**Company**") was originally incorporated under the laws of Canada in 1968 as Shaw Pipe Industries Ltd. and was continued under the *Canada Business Corporations Act* in 1980 at which time it adopted the name Shaw Industries Ltd. Two subsidiaries, Shaw Pipe Protection Limited, which was originally incorporated in 1954, and ShawFlex Inc., which was originally incorporated in 1960, were amalgamated with the Company under the *Canada Business Corporations Act* (the "**CBCA**") effective January 1, 1991, and January 1, 1994, respectively. Effective May 4, 2001, the Company adopted the name Shawcor Ltd. On January 8, 2025, the Company filed articles of amendment in accordance with the CBCA and changed its legal name to Mattr Corp.

Additional amendments made to the articles of the Company since its amalgamation on January 1, 1994, include a subdivision of the Company's outstanding shares on a three for one basis, effected in 1998; an amendment empowering the Board of Directors to appoint additional directors, effected in 2002; and the imposition of certain restrictions on the issuance of additional Class B Multiple Voting Shares, effected in 2004.

On March 20, 2013, the Company and Seaborn Acquisition Inc. amalgamated pursuant to a Plan of Arrangement. Pursuant to this Plan of Arrangement, the Company's dual class share structure, which had consisted of Class A Subordinate Voting Shares (having one vote per share) and Class B Multiple Voting Shares (having ten votes per share), was eliminated and its authorized and issued capital now consists solely of common shares. Additional information concerning the Plan of Arrangement and the elimination of the Company's dual class share structure is included in the Company's management proxy circular dated February 11, 2013, which is filed on SEDAR+ at www.sedarplus.com. Effective January 1, 2015, the Company amalgamated with its subsidiary, 9098658 Canada Inc., and immediately thereafter, the resultant company amalgamated with two subsidiaries, Flexpipe Systems Inc. and Shaw Pipe Protection Limited, in each case under the *Canada Business Corporations Act*. Effective April 2, 2019, the Company amalgamated with its subsidiary, ZCL Composites Inc., under the Canada Business Corporations Act.

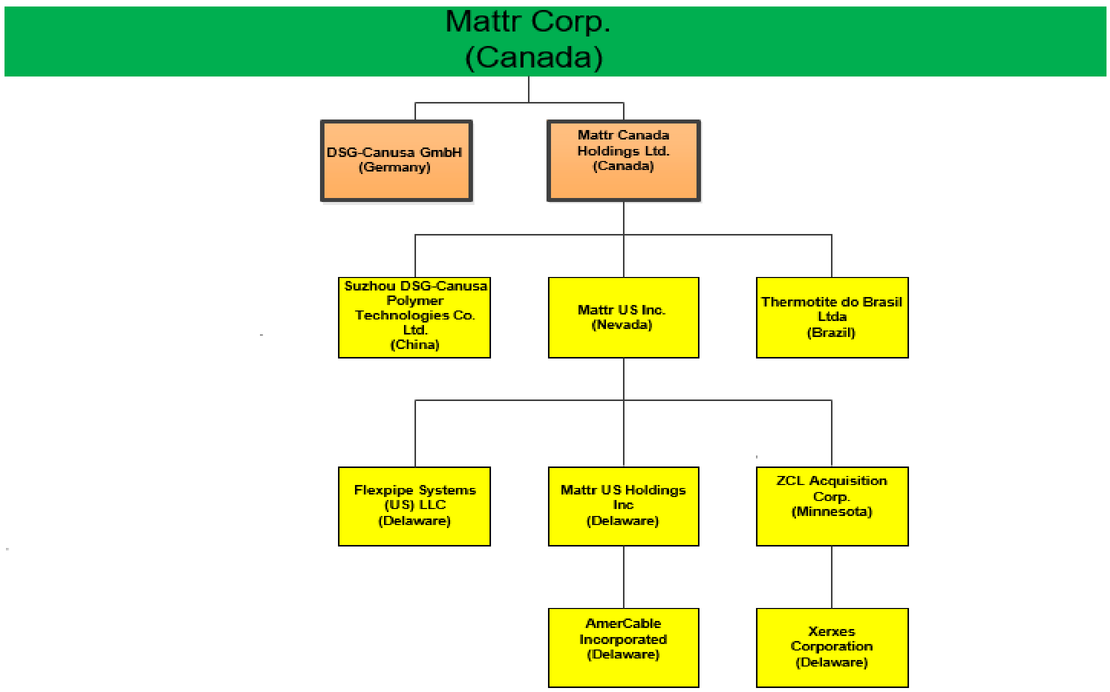
The address of the Company's head and registered office is 25 Bethridge Road, Toronto, Ontario, Canada, M9W 1M7.

Unless the context requires otherwise, the term "Company" herein refers to Mattr and its subsidiaries.

2.2 Intercorporate Relationships

PRINCIPAL SUBSIDIARIES AND AFFILIATES

The following chart illustrates the ownership structure of Mattr and its principal subsidiaries and affiliates as at January 3, 2025:



Item 3 GENERAL DEVELOPMENT OF THE BUSINESS

3.1 Overview – Three Year History

During the years 2022 to 2024, the Company continued its pursuit of portfolio optimization, transformation to a materials technology company and targeted segment growth strategy, primarily in the markets of Infrastructure, Energy and Transportation.

On September 12, 2022, the Company announced that it had commenced a review of strategic alternatives for its Pipeline Performance Group ("**PPG**"), Shaw Pipeline Services ("**SPS**"), and Oilfield Asset Management ("**OAM**") operating units. With the sale of its PPG business completed in 2023, and having entered into a definitive agreement for the sale of its Brazilian pipe coating operations ("**Thermotite**") in 2024 with closing expected upon completion of regulatory review, the Company substantially completed its strategic review process and portfolio transformation. During the years 2022-2024, the Company's primary growth focus was centred upon its Composite Technologies and Connection Technologies segments, with the Company completing several acquisitions to enhance growth within these segments, including most recently, the acquisition of AmerCable Incorporated ("**AmerCable**"), a U.S. manufacturer of highly engineered wire and cable solutions. As the completion of the AmerCable acquisition occurred in 2025, the disclosure contained in this Annual Information Form does not include details and information related to the AmerCable business.

Divestitures and Winddown of Non-Core Businesses

As part of its strategy to divest non-core assets, in 2023 the Company divested its Pipe and Pipe Services ("**PPS**") reporting segment, which consisted of the PPG operating unit (until the majority of the assets of the operating unit were sold in November 2023), and SPS (until its sale in June 2023), in an effort to reduce the portion of its business exposed to significant demand volatility and project delays due to its ties to the oil and gas pipeline industry. Prior to the increased onshore and offshore activity observed in 2022 and 2023 driven by the increase in commodity prices and energy security challenges around the world, demand in the Company's oil and gas pipeline related businesses had been at a historical low. During 2021, oil and gas supply dynamics began to improve from historical lows experienced by the Company in 2020; however, sanctioning of international and offshore pipeline projects continued to lag. In 2022 and 2023, a rise in new offshore pipeline sanctioning drove a heightened demand for the Company's market-leading offshore pipe coating capabilities. Additionally, robust activity levels in Western Canada generated consistent demand for small diameter coating solutions. While the Company delivered positive operating income in 2022 and 2023, operating income had been negative during the prior two-year period due to significant impairment charges in its oil and gas pipeline related businesses, restructuring costs to reduce its operating cost base and lower demand in the oil and gas markets.

During the years 2022 to 2024, the Company completed numerous actions towards optimizing and transforming the portfolio of products and services it offers and reducing its overall fixed operating cost base. During this period, the Company continued its focus on the highest value, most differentiated industrial product businesses and divested or shutdown non-core businesses, which included, without limitation, the shutdown of its CSI specialty coating business in Alberta and the sale of its Lake Superior Consulting, OAM, and Global Poly businesses as well as its Socotherm Americas subsidiary in Argentina in 2022; the sale of its SPS and PPG businesses in 2023; and the execution of an agreement for the sale of its Thermotite business in 2024.

On November 30, 2023, the Company completed the sale of a majority of the assets of its PPG business to Tenaris S.A. ("**Tenaris**") including its wholly owned operations in Canada, the US, Mexico, Norway, the UAE and Indonesia, several mobile coating plants, its joint-venture interest in Azerbaijan, as well as certain other assets. The perimeter of the transaction did not include entities of the PPG business in Malaysia, Italy, the United Kingdom and Brazil, which the Company either subsequently committed to exiting or remains committed to exiting at the appropriate time. The PPG business was the sole remaining operating unit of what was previously reported under the PPS reporting segment. With the exception of the PPG businesses in Malaysia, Italy and the United Kingdom and Brazil ("**Retained PPG Entities")**, what was previously known as the PPS segment was transitioned to discontinued operations following the sale to Tenaris. Subsequently, in connection with its 2024 third quarter financials and following the execution of a definitive agreement to divest of its Brazilian pipe coating business, the Company announced that Thermotite, the Retained PPG Entity operating the Brazilian pipe coating business, would be reported as Held for Sale and its operational results would be presented as discontinued operations.

The Company's operating income, property, plant and equipment, and corporate office costs that are not allocated to either the Composite Technologies or the Connection Technologies segments, are reported in the Financial and Corporate section of the Company's financial statements. This section previously included Thermotite which, as at December 31, 2024, was being reported as Held for Sale with its operational results presented as discontinued operations, and prior period results being retrospectively revised.

Acquisitions and Investments

As part of its transformation to focus on its core business segments of Composite and Connection Technologies, the Company expanded its business outside of energy markets during the 2022 to 2024 period through organic and inorganic investments to increase capacity in its Composite Technologies (formerly known as Composite Systems) segment and Connection Technologies (formerly known as Automotive and Industrial) segment, including through acquisitions. In 2022, the Company acquired Kanata Electronic Services Limited ("**Kanata**"), a privately owned manufacturer and supplier of specialty cable assemblies and wire harnesses for the nuclear and aerospace industries. The Kanata product lines have been integrated into the Company's Shawflex wire and cable business. In 2023, the Company, through its subsidiary, acquired the assets of Triton Stormwater Solutions ("**Triton**"), a privately owned provider of highly engineered, lightweight, composite materials-based underground infiltration chamber products, used primarily within stormwater management solutions. The Triton product lines have been integrated into the Company's Hydrochain Stormwater Management business under the Xerxes® brand. In January of 2025, the Company, through its subsidiary, acquired AmerCable, a globally recognized U.S. manufacturer of highly engineered wire and cable solutions used in critical infrastructure applications. AmerCable has been integrated into the Company's Connection Technologies reporting segment, as part of the segment's wire and cable business, alongside the Shawflex brand.

With the sale of its PPG business completed in 2023 and the entering into of a definitive agreement for the sale of Thermotite in 2024, closing of which is expected upon completion of regulatory review, the Company has substantially completed its strategic review process and portfolio transformation. Collectively, the divestitures, cost reduction measures and acquisitions completed by the Company during the three-year period serve to narrow its focus to those businesses that are best positioned to benefit from favourable long-term macro trends while maintaining an efficient operating cost base.

In 2023, as part of its MEO initiatives, the Company began its planned capital investments in the construction of new composite pipe, FRP tanks, and heat shrink tubing production facilities in the US, as well as a new wire and cable facility in Canada, the latter two facilities replacing and expanding the Company's existing North American footprint for the Connection Technologies segment. In aggregate, once completed and operational with initial equipment population, these planned growth capital investments are expected to result in the Company creating at least $150 million per year of incremental revenue generating capacity with comparable margins to those realized in its Composite Technologies and Connection Technologies segments. These levels of outputs are expected to be realized over the 3–5-year period following completion, as the facilities reach efficient utilization levels in accordance with their currently expected timelines.

During the three-year period, the Company has continued to focus on implementing industry leading operational systems and processes and the development of new product innovations through its Composite Technologies and Connection Technologies segments. The Composite Technologies segment continued to expand its spoolable composite pipe product offerings with development of higher temperature, larger diameter, corrosion resistant FlexPipe® products. It's 5" and 6" spoolable pipe were commercialized and customer adoption is ongoing and growing. The segment also increased its offerings related to water management during this period, moving from discrete products for water storage to offering complete treatment, filtration, infiltration and storage systems, such as the Hydrochain™ product line. The Connection Technologies segment continued to innovate on its equipment offerings, including advancements in its heat shrinking systems which allow for greater precision, efficiency and automation within the process application. The segment also enhanced its product offerings within the nuclear sector with the development of a new cable for extreme temperature applications and improvement of the performance of flexible cables used in nuclear fuel handling systems and inspection tooling.

Rebrand

On June 7, 2023, the Company rebranded to Mattr (conducting business as "Shawcor Ltd., dba Mattr Infratech"), reflecting its transformation from an energy services organization, into a materials technology company, providing differentiated, high-performance products to critical infrastructure markets around the world. Additionally, on June 7, 2023, the Company's common shares (the "Common Shares") began trading on the Toronto Stock Exchange under the ticker symbol "MATR".

On January 8, 2024, the Company filed articles of amendment in accordance with the CBCA and completed its legal name change to Mattr Corp. The Company received approval for the name change from the TSX and the Common Shares began trading on the TSX under the new name at market open on January 8, 2024.

In concert with the rebrand, the Company made the following changes to its reporting segments:

- The reporting segment previously known as Composite Systems was renamed to Composite Technologies.
- The reporting segment previously known as Automotive and Industrial was renamed to Connection Technologies.

Additionally, the Company changed its ticker symbol on its US over-the-counter ("**OTC**") listing to 'MTTRF' (formerly SAWLF). This change became effective January 22, 2024.

Further details related to the aforementioned actions taken by the Company during the 2022 to 2024 period are set forth under section 3.2 "Specific Highlights for 2022 through 2024".

3.2 Specific Highlights

Specific highlights in the development of the Company's business over the 2022 - 2024 period include:

2022

- In January 2022, the Company amended its Credit Facility to, among other things, extend the maturity date until January 13, 2026, and establish revised covenants that provide increased flexibility.
- In May 2022, the Company closed the sale of its Global Poly business for $5.8 million, after working capital adjustments. In the second quarter of 2022, the Company recorded a gain on sale of $3.8 million.
- In May 2022 Gaston Tano resigned from his role as the Company's Chief Financial Officer and the Company appointed Thomas Holloway as Chief Financial Officer.
- In June 2022, the Company closed the sale and lease-back of its Rexdale Facility to Prologis, L.P. for net proceeds of approximately $49 million. The sale and lease-back of its Rexdale

Facility provides for a multi-year leaseback arrangement for the Rexdale property to facilitate operational continuity while ultimately moving to a modernized location. In the second quarter of 2022, the Company recorded a gain on sale of $39.2 million.

- In August 2022, the PPG division entered into a contract with Saipem, valued at approximately $40-$50 million, to provide thermal insulation and anticorrosion coating services for the Yellowtail development project located in the Stabroek block offshore Guyana. The contract, which was executed out of the PPG division's Veracruz, Mexico facility, commenced in the first quarter of 2023 and was substantially complete by the end of 2023.

- In August 2022, the PPG division entered into a contract with a Mexican subsidiary of TC Energy Corporation, valued at approximately $500 million, to provide concrete weight coating services for the Southeast Gateway Pipeline project located in Mexico. The contract, which was executed out of the PPG division's Altamira, Mexico facility, commenced mobilization in the third quarter of 2022.

- In August 2022, the Company closed the sale of its Lake Superior Consulting business for approximately $6 million, plus approximately $1.9 million of trade and other receivables. In the third quarter of 2022, the Company recorded a loss on sale of $5.9 million.

- In September 2022, the PPG division entered into a contract with Allseas, valued at approximately $35 million, to provide anti-corrosion, internal flow enhancement coating and concrete weight coating services for the Darwin Pipeline Duplication project located offshore Northern Australia. The contract, which was executed out of the PPG division's Kabil, Indonesia facility, commenced in the first half of 2023.

- In September 2022, the Company announced the commencement of a strategic review process for the PPS segment as well as the intent to rename the Company from Shawcor to Mattr, subject to necessary regulatory and shareholder approvals.

- In September 2022, the Company launched a normal course issuer bid (the "**2022 NCIB**"), which was approved by the Board of Directors and accepted by the TSX. The 2022 NCIB provided for the purchase and cancellation on the open market (or as otherwise permitted), at its discretion, of up to 5,685,630 common shares of the Company (the "**Common Shares**") between September 26, 2022, and September 25, 2023, subject to an aggregate of $25 million in repurchases being reached prior to such date. The 2022 NCIB was subsequently terminated in June 2023, at which time the Company had purchased 1,515,000 Common Shares out of the 5,685,630 Common Shares it had been authorized to repurchase for an aggregate repurchase price of approximately $17.5 million and at a volume weighted average purchase price of $11.54 per common share.

- In November 2022, the Company closed the sale of substantially all of its Oilfield Asset Management business for total proceeds of $20.0 million, after working capital adjustments. In the fourth quarter of 2022, the Company recorded a gain on sale of $1.7 million.

- In December 2022, the Company closed the acquisition of all of the issued and outstanding shares of Kanata Electronic Services Limited for approximately $6.5 million.

- In December 2022, the Company closed the sale of its Socotherm Americas (Argentina) subsidiary for approximately $6.6 million net of working capital adjustments. In the fourth quarter of 2022, the Company recorded an accounting loss on sale of $84.1 million largely attributed to a non-cash cumulative translation adjustment related to the fluctuation of the Argentine Peso in its hyperinflationary economy.

2023

- In March 2023, the Company closed the acquisition of substantially all of the assets of Triton Stormwater Solutions for approximately \$14.1 million, including \$6.0 million of contingent consideration.
- In April 2023, the Company announced it would be expanding its Composite Technologies segment production capabilities in the US, with commitments for an additional production facility for its Flexpipe® business, located in Texas and an additional production facility for its Xerxes® business, located in South Carolina. Capital expenditures for these operating facilities are expected to represent, in the aggregate, approximately \$60 million across 2023 and 2024.
- In May 2023, the PPG division received a formal contract award, valued at approximately \$110 million, in respect of a project commitment announced in December 2022 to provide thermal insulation and anticorrosion coating services for a development project located offshore South America. The contract, which was executed out of the PPG division's Veracruz, Mexico facility, began in the fourth quarter of 2023.
- In May 2023, the PPG division received five formal contract awards and one letter of intent, collectively valued at over \$150 million, to provide pipe coating services including insulating coating services and deployment of PPG's proprietary ULTRA™ technology, for development projects in South America, Mexico and the Ivory Coast. These contracts were executed out of various of the PPG division's facilities.
- In May 2023, the Company closed the sale of its facility in Ellon, Scotland for gross proceeds of approximately \$0.5 million. In the second quarter of 2023, the Company recorded a loss on sale of \$1.4 million.
- In June 2023, the Company closed the sale of its SPS business for \$7.4 million, after working capital adjustments. In the second quarter of 2023, the Company recorded a loss on sale of \$4.4 million.
- In June 2023, the Company announced its rebrand to Mattr and began conducting business as Shawcor Ltd., dba Mattr Infratech. The Company also changed its TSX ticker symbol to "MATR". In January 2024, the Company legally changed its name from Shawcor Ltd. to Mattr Corp. and voluntarily changed its ticker symbol on its OTC listing to MTTRF.
- In June 2023, the Company announced the early termination of its 2022 NCIB and launched a renewed normal course issuer bid (the "**2023 NCIB**"), which was approved by the Board of Directors and accepted by the TSX. The 2023 NCIB provided for the purchase and cancellation on the open market (or as otherwise permitted), at its discretion, of up to 3,442,233 Common Shares, representing approximately 10% of the Company's public float as at June 26, 2023 (being 4,957,233 Common Shares) less the 1,515,000 Common Shares already purchased under the 2022 NCIB between September 26, 2022 and June 27, 2023. In connection with the early termination of the 2022 NCIB and the commencement of the 2023 NCIB, the Company removed the restriction in the 2022 NCIB that the Company be limited to purchasing a maximum of \$25 million in aggregate repurchases of Common Shares under the 2022 NCIB based on the actual price paid for such repurchased Common Shares pursuant to the 2022 NCIB. Under the 2023 NCIB, the Company continued to be subject to certain restrictive covenants set out in the December 10, 2021, trust indenture governing the Notes that limits the Company's ability to repurchase its Common Shares, including pursuant to the 2023 NCIB, subject to compliance with financial ratio and incurrence tests set forth in the trust indenture. As at December 31, 2023, the Company had purchased for cancellation 3.4 million Common Shares under the 2023 NCIB

at a weighted average price of $15.16 per common share. See "*Normal Course Issuer Bid*" for additional details.

- In June 2023, the Company announced it would be expanding its Connection Technologies segment production capabilities in Canada and the US, with commitments for two new operating facilities which, in combination, will replace its existing Greater Toronto Area manufacturing site that was sold and leased-back in June of 2022. Capital expenditures for these operating facilities are expected to represent, in the aggregate, approximately $35 million across 2023 and 2024.

- In September 2023, the Common Shares were added to the S&P/TSX Composite Index and the Company was included in the TSX30, a flagship program recognizing the 30 top-performing companies on the TSX, for 2023.

- In November 2023, the Company closed the sale of its PPG business for gross proceeds, pending working capital adjustments, of approximately $222.0 million. The perimeter of the transaction did not include entities of the PPG business in Malaysia, Italy, the United Kingdom and Brazil. In the fourth quarter of 2023, the Company recorded a loss on sale of $105 million and, with the exception of those entities excluded from the transaction, what was previously known as the PPS segment has been transitioned to discontinued operations.

- In November 2023, the Company closed the sale of its facility in Pozzallo, Italy for gross proceeds of approximately $6.4 million. In the fourth quarter of 2023, the Company recorded a gain on sale of $4.4 million.

- In December 2023, Kevin Nugent succeeded Derek Blackwood as chair of the Board of Directors in connection with the Company's announcement that Derek Blackwood intends to retire from the Board of Directors and not seek re-election at the Company's Annual General Meeting in May 2024. Ramesh Ramachandran retired from the Board of Directors effective December 31, 2023.

- In December 2023, the Company's Brazilian pipe coating facility received a purchase order for the provision of thermal insulation coating for an offshore project in Brazil. The purchase order, valued over $50 million, is expected to commence in the first half of 2026 and will be executed from the Company's Serra, Brazil facility.

- In December 2023, the Company's Flexpipe® business was awarded two purchase orders, one in the Middle East and one in India, for the provision of composite, spoolable pipe collectively having a value of approximately $27 million. Such orders were delivered in 2024.

2024

- In January 2024, the Company filed articles of amendment in accordance with the CBCA and completed its legal name change to Mattr Corp. The Company received approval for the name change from the TSX and the Common Shares began trading on the TSX under the new name at market open on January 8, 2024.

- In January 2024, the Company changed its ticker symbol on its US OTC listing to 'MTTRF' (formerly SAWLF).

- In April 2024, the Company closed a private placement offering (the "Offering") of $175 million aggregate principal amount of 7.25% senior unsecured notes due 2031 (the "Notes"). The net proceeds of the Offering were used to redeem the Company's outstanding 9.00% senior unsecured notes due 2026, to pay fees and expenses related to the Offering and for general corporate purposes.

- In April 2024, the Company closed an amendment to its Credit Facility to extend its US$300 million senior revolving facility through April 2028.
- In June 2024, the Company announced the renewal of its normal course issuer bid (the "**2024 NCIB**"), which was approved by the Board of Directors and accepted by the TSX. The 2024 NCIB provides for the purchase and cancellation on the open market (or as otherwise permitted), at its discretion, of up to 4,982,824 Common Shares, representing approximately 10% of the Company's public float as at June 14, 2024. As at December 31, 2024, the Company had purchased for cancellation 3.4 million Common Shares under the 2024 NCIB at a weighted average price of $14.2 per common share. See "*Normal Course Issuer Bid*" for additional details.
- In July 2024, the Company announced completion during the first half of 2024 of, and commencement of production in July of 2024 at, two new state-of-the-art Composite Technologies manufacturing facilities, one being for its Flexpipe® business, located in Texas and the second for its Xerxes® business, located in South Carolina.
- In September 2024, the Company announced that it was included in the TSX30, a flagship program recognizing the 30 top-performing companies on the TSX, for 2024.
- In September 2024, the Company announced the execution of an agreement to sell its subsidiary, Thermotite, to Vallourec Tubular Solutions, a subsidiary of Vallourec S.A. for expected gross sale proceeds of at least USD $17.5 million. The transaction is subject to customary closing conditions, including regulatory approvals, which the Company anticipates will be completed within the standard review time.
- In November 2024, the Company announced the execution of an agreement to acquire all of the outstanding shares of AmerCable for approximately USD $280 million.
- In December 2024, the Company closed a private placement offering (the "Subscription Receipt Offering") of 125 million debt subscription receipts at a price of $1,018.75 per subscription receipt plus or proceeds to the Company of $127.3 million. Each subscription receipt entitled the holder thereof to receive, upon satisfaction of certain conditions, a newly authenticated 7.25% senior unsecured note due 2031 ("Additional Notes"). Conversion of the subscription receipts occurred and Additional Notes were issued pursuant to the April 2, 2024 trust indenture between the Company and TSX Trust Company (the "Trust Indenture") as supplemented by a supplemental indenture dated December 24, 2024 between the Company and TSX Trust Company such that following the issuance of the Additional Notes, which become Notes under the Trust Indenture, $300 million aggregate principal amount of Notes is outstanding. The net proceeds of the Subscription Receipt Offering were used to pay a portion of the purchase price for the acquisition of AmerCable.
- In January of 2025, the Company closed the acquisition of all of the issued and outstanding shares of AmerCable Incorporated.

Item 4 DESCRIPTION OF THE BUSINESS

4.1 Overview

Mattr is a growth-oriented, global materials technology company serving critical infrastructure markets, including transportation, communication, water management, electrification and energy. The Company operates through a global network of manufacturing and service facilities. The Company reports through its two business segments, Composite Technologies and Connection

Technologies, each of which enable renewal and enhancement of critical infrastructure. The Financial and Corporate section represents operating income, property, plant and equipment, and corporate office costs that are not allocated to either the Composite Technologies or the Connection Technologies segments and property, plant and equipment not sold from what was previously the PPS segment, and the related operating income. The assets of Thermotite were accounted for under the Financial and Corporate section for much of 2024, however, in connection with its 2024 third quarter financials and following the execution of a definitive agreement to divest of its Brazilian pipe coating business, the Company announced that Thermotite would be reported as Held for Sale and its operational results would be presented as discontinued operations.

As at December 31, 2024, the Company's business included four operating units that were reported through the Composite Technologies and Connection Technologies business segments, as further described below. In January of 2025, the Company completed the acquisition of AmerCable, which has been incorporated into the Company's wire and cable business within the Connection Technologies segment. As the completion of the AmerCable acquisition occurred in 2025, the disclosure contained in this Annual Information Form does not include details and information related to the AmerCable business.

4.2 Business Segments

The Company's operating units were reported as two business segments during the 2024 year: Composite Technologies, (previously known as Composite Systems) and Connection Technologies (previously known as Automotive and Industrial), with Thermotite having been transitioned to discontinued operations in the third quarter of 2024.

Composite Technologies

The Composite Technologies segment accounted for 60% of Continuing Operations revenue for 2024. This segment is comprised of the Flexpipe® and Xerxes® operating units.

Flexpipe®

Flexpipe® manufactures proprietary, flexible, corrosion resistant pipeline products which are marketed primarily to oil and natural gas producers in Canada, the United States, Latin America, the Asia Pacific Region, the Middle East, India and North Africa. The division serves its customers through its manufacturing and distribution centres in Calgary, Alberta and Rockwall, Texas, and its sales offices and service depots in Alberta, Texas, Colorado, Utah, California and North Dakota. These products are marketed and sold internationally through direct sales and a global network of distributors.

Xerxes®

Xerxes® manufactures corrosion free, FRP fuel and water storage tanks, Hydrochain stormwater management systems and 3D glass fabrics. The division serves its customers through proprietary manufacturing and distribution centres located across North America (Quebec, Alberta, Iowa, Maryland, Texas and South Carolina), toll manufacturing facilities in Minnesota and Malaysia, and through its sales offices in Minnesota. The division's 3D glass fabric weaving manufacturing location in the Netherlands serves the global composite tank market. The FRP tanks are marketed and sold primarily to retail fuel outlets, data centers and infrastructure customers across North America. The Hydrochain stormwater management systems are marketed and sold to infrastructure customers across North America, in Europe, Australia and New Zealand.

Connection Technologies

The Connection Technologies segment accounted for 40% of Continuing Operations revenue for 2024. This segment was comprised of the DSG-Canusa and Shawflex operating units at December 31, 2024.

DSG-Canusa

DSG-Canusa is a global manufacturer of heat shrinkable and cold shrinkable products for mechanical and electrical insulation solutions. The division also manufactures application equipment and provides integrated systems of equipment and heat shrink products for DSG-Canusa manufacturing. Each product meets or exceeds relevant automotive, defense, telecommunications, electrical utility, industrial or original equipment manufacturers' specifications for performance and safety. These products are sold direct to end users or through distributors throughout North America, Europe and Asia. The division supports its customers for these products through four manufacturing and distribution facilities located in Canada, the United States, Germany and China.

Shawflex

Shawflex is a manufacturer of control, instrumentation and low voltage power cables for use primarily in industrial applications and its manufacturing facility is located in Toronto, Ontario. The division is a market leader in Canada with custom engineered and specialty products sold direct to end-users or through distributors throughout North America. Its electrical products meet or exceed industry standards for performance and safety, such as those issued by the Canadian Standards Association and Underwriters Laboratories and include proprietary products for numerous highly engineered applications. These products are used primarily in the North American nuclear and hydro power generation, mass transportation, telecommunications and automation industries.

Shawflex' Kanata Electronics group is a manufacturer and supplier of specialty cable assemblies and wire harnesses for the nuclear and aerospace industries and its manufacturing facility is located in Toronto, Ontario. The division was incorporated in 1971 and has a long history of acting as a trusted advisor, particularly to the global nuclear industry, with a broad portfolio of products that are both environmentally qualified and seismically qualified for use in CANDU nuclear power plants. The division provides assembly solutions direct to end users or through distributors throughout North America, South America, Europe and Asia.

In June 2023, the Company announced that its Shawflex business, including the Kanata Electronics group, will be relocating to a larger, more efficient facility in Vaughan, Ontario. The Shawflex business' move commenced in the second half of 2024 and is expected to be completed during the first half of 2025 with the move of the Kanata Electronics group expected to be completed in the fourth quarter of 2025.

Discontinued Operations (Thermotite)

The Thermotite segment, which transitioned to discontinued operations in the third quarter of 2024, accounted for 8% of total consolidated revenue for 2024. The assets of Thermotite, which formed part of the PPG business until the majority of the assets of the operating unit were sold in November 2023 and it became a Retained PPG Entity, were initially accounted for under the Financial and Corporate section following the sale of the PPG business, however, during the third quarter of 2024 and following the execution of a definitive agreement to divest of its Brazilian pipe coating business, the Company announced that Thermotite would be reported as Held for Sale and its operational results would be presented as discontinued operations. The Company currently anticipates that regulatory approval for the Thermotite sale will be granted and the transaction will close by mid-2025.

4.3 Customers

Through its diversified businesses, the Company serves a broad spectrum of customers in the infrastructure markets including transportation, communication, water management, energy and electrification. Refer to Item 4.2 for a description of the markets and customers served. Generally, the activities of the Company as a whole are not dependent on any single customer or group of related customers.

4.4 Components, Raw Materials and Supply Matters

The Company purchases a broad range of materials and components throughout the world in connection with its manufacturing activities. Major items include polyolefin and other polymeric resins, adhesives, sealants, copper, fibreglass and other ferrous and non-ferrous wire. The ability of suppliers to meet performance and quality specifications and delivery schedules is critical to the maintenance of customer satisfaction and the success of our business but the Company is not dependent on any single source of supply. While the materials required for the Company's manufacturing operations have generally been readily available, in the last twenty-four months the Company has experienced cost increases in certain key raw materials. The Company's performance may be impacted by its ability to pass these cost increases on to customers and to effect improvements in productivity. To date, the Company has been successful in passing on the majority of material increases, in particular copper, fibreglass and resin, to its customers.

4.5 Intangible Properties

The Company utilizes patented and proprietary technology throughout its operations; however, the Company's activities are not dependent to a significant extent on any single or group of related patents, licences, franchises or concessions. The Company's activities are also not dependent on any single trademark, although some trademarks are identified with a number of the Company's products and services and are important in the sale and marketing of such products and services. It is the Company's policy to register or otherwise take the necessary steps to protect such intellectual property in all jurisdictions where it has significant operations, or where its major competitors have operations. The Company did not apply for any new patents in 2024 and, as at December 31, 2024, held 53 issued patents, and 77 registered trademarks, in respect of a number of its products and services in various jurisdictions where it carries on business. The Company's patents expire after a prescribed period has elapsed from the date of application or grant, generally 20 years in Canada and the United States, although the periods vary in other jurisdictions. Registered trademarks are generally renewed by the Company for as long as they remain in use. In most jurisdictions, the initial term for protection for registered trademarks is 10 years with an ability to renew for successive 10-year terms. In Canada, trademark registrations which issued, or were renewed, prior to June 17, 2019 are subject to a 15-year term and trademark registrations which issued or were renewed on or after June 17, 2019 are subject to a 10-year term.

4.6 Seasonality and Cyclicality

While the activities of some of the Company's individual businesses have seasonal fluctuations, the Company's revenue, in aggregate, is not significantly impacted by seasonal factors. The Composite Technologies segment, representing 60% of the Company's Continuing Operations revenue in 2024, is partially impacted by seasonality (composite tank and composite pipe sales) and partially impacted by cyclicity (composite pipe sales) which have a high correlation to land- based oil and gas drilling in North America and to commodity prices. The Connection Technologies segment, representing 40% of the Company's Continuing Operations revenue in 2024, is mildly impacted by seasonality, particularly in the auto industry.

Demand for the products of the Composite Technologies segment and Connection Technologies segment businesses are dependent on a wide variety of factors including projected levels of infrastructure spending, including to expand and renew electrical power generation sites and distribution networks; land-based drilling for oil and gas; the resiliency of capital spending by retail fueling customers to expand and refresh their fueling networks, and the extent to which permitting delays impact such activity; the construction of data centers; continued growth of demand in the water, waste-water and storm water management markets, the existence and magnitude of tariffs and trade barriers impacting the Company's product sales and raw material purchases as well as the level of general economic activity in North America and Europe. The Connection Technologies segment is also dependent on the total number of new vehicles produced globally and their respective electronic content levels. Significant changes in any of these underlying factors, the impact of the ongoing Russia-Ukraine war and the conflict in the Middle East and the impact of future wars and public health crises, can lead results to be cyclical and volatile. For further information, refer to Item 4.16 "Risk Factors".

4.7 Competitive Conditions in Principal Markets

The Company actively competes with other suppliers of similar products and services in each of its markets. It is not anticipated that there will be any significant changes in the quantity or quality of competitors in any of the Company's markets in the near term. Each of the Composite Technologies and Connection Technologies business segments holds a meaningful market position and enjoys a significant share of the markets served.

4.8 Properties

As of December 31, 2024, the Company's businesses operated through the following manufacturing and service facilities:

Location	Major Products or Services	Owned or Leased
Vitoria, Brazil	Pipe Coating	Leased
Toronto, Ontario (2 sites)	Connection Technologies	Leased
Cincinnati, Ohio	Connection Technologies	Leased
Suzhou, China	Connection Technologies	Leased
Rheinbach, Germany	Connection Technologies	Owned
Great Yarmouth, United Kingdom	Connection Technologies	Leased
Calgary, Alberta (4 sites)	Composite Technologies	Leased

Grande Prairie, Alberta	Composite Technologies	Leased
Grand Junction, Colorado	Composite Technologies	Leased
Dickinson, North Dakota	Composite Technologies	Owned
Blythewood, South Carolina	Composite Technologies	Leased
Rockwall, Texas	Composite Technologies	Leased
Midland, Texas (2 sites)	Composite Technologies	Owned/Leased
George West, Texas	Composite Technologies	Owned
Myton, Utah	Composite Technologies	Leased
Brisbane, Australia	Composite Technologies	Leased
Edmonton, Alberta (4 sites)	Composite Technologies	Owned/Leased
Drummondville, Québec	Composite Technologies	Owned
Tipton, Iowa	Composite Technologies	Owned
Bakersfield, California	Composite Technologies	Leased
Seguin, Texas	Composite Technologies	Leased
Williamsport, Maryland	Composite Technologies	Leased
Helmond, Netherlands	Composite Technologies	Leased
Minneapolis, Minnesota	Composite Technologies	Leased
Houston, Texas	Composite Technologies/Corporate	Leased

None of the Company-owned plants are subject to mortgages. The Company considers that these properties are in good condition, well maintained and generally suitable and adequate to carry on the Company's activities.

4.9 Research and Development

The Company conducts its own research activities and product development programs and provides product development and process-oriented engineering services for its business units. The Company's divisions possess considerable in-house technical expertise that is utilized to develop new products which are introduced to customers through technology-based marketing programs backed by a commitment to field and technical support. The Company also collaborates/partners with third parties, such as universities and technical institutions, to support and enhance its core product offering and long-term growth strategy. Approximately $10.8 million was spent on research and development during 2024, compared to $8.6 million in 2023. In addition, the Company routinely incurs costs in its production facilities to develop and prototype new products, which are not included in research and development expenses. In 2024, the Company's Flexpipe business continued to develop, and approached completion of, a 95°C higher temperature reinforced composite pipe qualification program, completed development of its 8" Flexpipe product line and expanded the scope of product offerings within its 6" Flexpipe product line. In parallel, the Company's DSG-Canusa business developed its new DERAY-ML tube for use in medical laparoscopic applications and introduced the DERAY-HST 2.0, being its next generation of heat shrink tunnel.

The Company will continue ongoing research and development programs directed towards new or enhanced products, services and processes.

4.10 Environmental Matters

The Company designs and operates its plants and processes in compliance with federal, provincial, state, local and applicable foreign requirements regulating the discharge of substances into the environment and relating to the protection of the environment and the Company monitors compliance with these environmental requirements through an on-going audit program.

The Company's total environmental remediation costs paid in 2024 were nil ($0.5 million in 2023) and, as at December 31, 2024, the provisions on the Company's financial statements related to environmental matters and included as decommissioning liabilities were $9.9 million ($9.2 million in 2023). The Company believes the provisions to be sufficient to satisfy its estimate of all liabilities related to known environmental matters.

The Company cannot predict the changes that may be made to environmental requirements in the future although it anticipates that such requirements generally will become more stringent. In this regard, the Company's capital and operating costs for environmental controls may increase in the future. In 2024, the impact of increasing environmental requirements did not have a material effect on the Company's capital and operating costs and, in the future, is not expected to have a material effect on the earnings or competitive position of the Company.

4.11 Employees

As at December 31, 2024, the Company employed 1810 permanent and contract personnel and the Company's divisions had a labour union contract in effect which covered an estimated 63 employees. This contract has an expiry date in 2025. In October of 2024, a specific category of employees at the Company's Drummondville, Quebec tank manufacturing facility voted in favour of unionization and the union was subsequently accredited by the Quebec Labour Tribunal. A collective bargaining agreement has not yet been negotiated in respect of these newly unionized employees. The collective bargaining unit at the Drummondville, Quebec tank manufacturing facility consists of 89 employees. The Company believes that relations with its employees have been satisfactory and does not anticipate any unusual difficulties in negotiating or renegotiating labour union contracts on reasonable terms.

4.12 Foreign Operations

The Company conducts its international operations through various operating subsidiaries, including in the locations described in Item 4.8 "Properties". Additional subsidiaries and joint ventures may be established from time to time when a corporate presence is needed to conduct business in other jurisdictions. International operations are necessarily subject to various risks, some of which are different from those found in Canada. For further information, refer to Item 4.16 "Risk Factors". The Company's production costs are affected by conditions prevailing in the countries in which its production facilities are located. The Company is exposed to currency exchange risks in the transfer of goods and services between countries. The Company's production costs, profit margins and competitive position may be affected by the strength of the currencies in the countries where it manufactures goods relative to the strength of the currencies in the countries where its goods are sold. Presently, the Company does not engage in any significant hedging of currencies.

Revenues from each of the geographic regions in which the Company operates, expressed as a percentage of the Company's Continuing Operations revenue, for the years ended December 31, 2023, and 2024 are set out below:

Geographic Segment	% Total Continuing Operations Revenue	
	2023	2024
North America	87%	87%
Latin America	2%	0%
Europe, Middle East and Africa	9%	11%
Asia Pacific	2%	2%
	100%	100%

Reference is made to notes 6 and 8 to the Company's consolidated financial statements for the years ended December 31, 2024, and 2023, respectively, for detailed financial information for each geographic segment. These financial statements are available at www.sedarplus.com.

Currency fluctuations also affect the Company's consolidated financial results due to the translation of the foreign operations' financial results into Canadian dollars. Refer to Section 2.2 "*Foreign Exchange Impact*" of the Company's Management's Discussion and Analysis for the year ended December 31, 2024, which is available at www.sedarplus.com, for a description of the impact of the translation of foreign operations' financial results into Canadian dollars during 2024.

The assets and liabilities of entities that have a functional currency different from the presentation currency are translated into Canadian dollars at the closing rate at the date of the consolidated balance sheet. Income and expense items are translated at the average exchange rates prevailing for the year. Foreign exchange gains or losses resulting from the settlement of foreign currency transactions and from the translation of foreign currency transactions are recognized in the consolidated statements of loss, except when deferred in other comprehensive income ("OCI") as qualifying net investment hedges or considered to form part of a net investment in a foreign operation. On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are recorded in OCI.

4.13 Trends

The Company acknowledges that extreme uncertainty exists regarding the magnitude and duration of tariffs impacting the movement of goods across North American borders, and the business consequences arising from such tariffs. The Company currently manufactures products in the US and/or Canada that are sold cross-border in all of its business units and imports raw materials and component parts for the production of its products. On a pro forma basis, inclusive of the AmerCable acquisition, approximately 30% of the Company's 2024 Continuing Operations revenue would have been tied to cross-border sales of finished goods and approximately 45% of its Cost of Goods Sold would have been tied to raw materials that crossed at least one North American border prior to incorporation into finished goods. Even without tariff-specific mitigation efforts, as the Company concludes its MEO strategy and the associated new manufacturing facilities ramp-up in productive output, it expects cross-border dependence to lower over the course of 2025. The Company also sources raw materials from other countries that are currently subject to, or may in future become subject to tariffs by the United States government. The Company continues to diversify its supply chain and has secured sources based in several different countries for a majority of its raw material needs. The Company remains vigilant and prepared to take additional mitigation actions as needed, including raising the selling prices of its products where necessary. Given the material uncertainty and difficulty of forecasting the potential impact of tariffs, the outlook provided below excludes any such impacts.

- The Company has completed its disposition of non-core assets, with the exception of the sale of Thermotite which is expected to close around mid-year 2025. In addition, the Company has largely completed the modernization, expansion and optimization of its North American production network, with the remaining relocation of its Shawflex manufacturing site expected to be completed by mid-year 2025. Consequently, over the course of 2025 Mattr is expected to return to more normalized operations, with a primary focus on delivering value from its restructured operational footprint while also ensuring full integration and optimization of AmerCable following its acquisition.
- During 2025, the Company expects year-over-year revenue, Adjusted EBITDA[1] and Adjusted EPS[1] growth versus 2024, driven primarily by new customer capture, new product adoption, increased customer activity, progressively rising production output from newly established sites, progressively improving cost absorption as new site activity rises, significantly lower full-year 2025 MEO cost[2] recognition when compared to 2024 and the addition of AmerCable. All previously existing business lines are expected to contribute to year-over-year revenue growth, with the exception of Flexpipe, where the Company is expecting relatively flat revenue performance in 2025.
- The Company is expecting the Xerxes business to follow its normal seasonal profile amidst an anticipated rise in customer activity, which should enable growth in sales of both fuel and water related products. The Company has already secured a significant percentage of full-year 2025 fuel customer demand into backlog, while water product backlog, including orders tied to data center construction, continues to rise. Total tank production capacity is expected to evolve positively over the course of 2025 as output from new and newly refurbished manufacturing sites continues to rise, and the Company expects to supply all of its North American demand for infiltration chambers from its recently completed internal production footprint, enhancing fixed cost absorption.
- Flexpipe is expecting approximately flat year-over-year revenue in spite of an anticipated drop in average US onshore completion activity levels of 8-12% versus 2024. The Company anticipates this activity decline will largely be offset by continued share gains, including in larger diameter products. Given the expectation of progressively lower US customer activity levels over the course of 2025, approximately offset by progressive market share gains, the Company currently anticipates that Flexpipe will deviate from its normal seasonal cycle and expects contributions from the business to be relatively evenly distributed throughout the year. Production and transportation efficiency for large diameter products is expected to progress favorably over the year as output from its new production site in Texas rises. Large international contract awards would offer an upside opportunity to this outlook. The Company currently anticipates 2025 will be the near-term low point for US onshore oil and gas completion activity and believes it has positioned itself to accelerate its growth in 2026 and beyond,

[1] *Adjusted EBITDA and Adjusted EPS are non-GAAP measures. Non-GAAP measures do not have standardized meanings prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. The Company revised Adjusted EBITDA composition for the fourth quarter of 2024 to exclude impairment charges, restructuring charges, non-recurring pension related costs and acquisition costs. See "Item 14 – Non-GAAP and Other Financial Measures" for future details of these non-GAAP measures. The Company has updated the Adjusted EBITDA definition for the fourth quarter of 2024 to exclude impairment charges, restructuring costs, non-recurring pension related costs and acquisition costs. See "Item 14 – Non-GAAP and Other Financial Measures" for further details on the changes in composition for Adjusted EBITDA.*

[2] *MEO costs is a supplementary financial measure. Non-GAAP and other supplementary financial measures do not have standardized meanings prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See "Item 14 – Non-GAAP and other Financial Measures" for future details of these non-GAAP measures.*

including via the introduction of incrementally larger diameter and higher operating temperature products around year-end 2025.

- The Company currently expects full-year growth in its DSG-Canusa business versus 2024, driven by new customer capture and new product introduction, primarily in North America where industrial demand is expected to remain robust. Production efficiency is expected to evolve favorably during the first half of 2025 as output from its newly established site in Ohio rises. The Company currently anticipates the global automotive market in 2025 will be approximately flat to 2024, although further unfavorable changes in North American or European macroeconomic conditions would likely lower this outlook. The Company anticipates typical seasonality in its DSG-Canusa revenue stream, including normal fourth quarter softness in automotive related demand.

- Shawflex is anticipating modestly higher demand across industrial and infrastructure markets in 2025, including gradually increasing demand for nuclear products. Total production output is expected to evolve favorably over the second half of 2025, once relocation to its new Ontario site is completed around mid-year. The business is expected to recognize MEO costs of $7-8 million, spread over the first half of 2025, which will impact margins during this period.

- Timing of deliveries into specific mining projects likely causes Q1 revenue for AmerCable to be its highest quarter of 2025. The Company has already successfully leveraged Shawflex resources to secure early confirmation of US and Canadian customer appetite to utilize AmerCable's medium voltage products in specific industrial applications and continues to anticipate benefits from industrial sector commercial synergies will commence in the second half of 2025. The Company expects AmerCable to incur non-routine onboarding expenses of up to $5 million over the course of 2025. In addition, the revaluation of AmerCable's inventory to fair value as part of the purchase price allocation process is expected to temporarily impact gross margins as the inventory is sold. In combination these factors are expected to impact AmerCable results during the first three quarters of 2025. The recognition and amortization of acquired intangible assets may affect reported earnings, though these non-cash expenses do not impact the Company’s underlying operational performance or cash flow. The impact on gross margins resulting from the revaluation of inventory is expected to be added back in the calculation of Adjusted EBITDA. The Company has successfully completed multiple initial integration actions to onboard the AmerCable business and currently anticipates that its overall financial performance in 2025 following the acquisition of AmerCable will approximate its expectations going into the transaction.

- The Company continues to expect that its Thermotite business (reported in Discontinued Operations) will be sold around the middle of the year, with a working capital true-up being completed approximately 90 days post-closing.

- While the Company expects to maintain its “all of the above” approach to capital allocation, with the acquisition of AmerCable and the majority of its large organic MEO projects completed, the Company's capital deployment in 2025 is expected to focus more heavily on debt repayment and activity under its NCIB. The Company currently anticipates total full-year Capital Expenditures will be $60-$70 million, with approximately $15 million of such total amount allocated to maintenance capital, and the remaining amounts allocated to growth projects, including completion of the remaining MEO projects.

- As previously communicated, proforma for the AmerCable acquisition as of December 31, 2024, the Company would have moved modestly above its normal net-debt-to-Adjusted EBITDA[3] ratio target of 2.0 times. Through prioritization of debt repayment, the Company currently expects to move back below its normal target ratio within 12 to 18 months of the acquisition date.

Strategic Review Update

On November 30, 2023, the Company completed the sale of its PPG operating unit, a substantial part of its legacy pipe coating business, which concluded its strategic review process that was initially announced on September 12, 2022 (the "Strategic Review") to review strategic alternatives for its PPG, SPS, and OAM operating units.

Pursuant to the Strategic Review, the Company considered and explored a range of options for each of these operating units, including the sale of such units. To date, the Strategic Review process (including the sale of a non-material business unit preceding the formal launch of the Strategic Review) has resulted in the successful completion of the following:

- the sale of its Lake Superior Consulting business (which formed part of what was previously the PPS segment) in September 2022;
- the sale of its OAM business (which formed part of the Composite Technologies segment) in November 2022;
- the sale of its Socotherm subsidiary (which formed part of what was previously the PPS segment) in December 2022;
- the sale of its specialty pipe coating facility in Ellon, Scotland (which formed part of what was previously the PPS segment) in the second quarter of 2023;
- the sale of its SPS business (which formed part of what was previously the PPS segment) at the end of May 2023;
- the sale of its facility in Pozzallo, Italy (which formed part of what was previously the PPS segment) in fourth quarter of 2023;
- the sale of one of its real estate assets in western Canada; and
- the sale of the substantial majority of its PPG operating unit (which formed the majority of what was previously the PPS segment), at the end of November 2023.

In connection with the Strategic Review, the Company announced its official re-brand to "Mattr" in June 2023, and then completed its legal name change from "Shawcor Ltd." to "Mattr Corp" in January 2024, reflecting its transformation from an energy services organization to a material technologies company providing differentiated, high-performance products to critical infrastructure markets around the world.

In September 2024, the Company announced the execution of an agreement to sell its subsidiary, Thermotite, to Vallourec Tubular Solutions, a subsidiary of Vallourec S.A. for expected gross sale proceeds of at least USD$17.5 million. The transaction is subject to customary closing conditions, including regulatory approvals, which the Company anticipates will be completed within the standard review time.

[3] Net-debt-to-adjusted EBITDA is a non-GAAP measure. *Non-GAAP measures do not have standardized meanings prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See "Item 14 – Non-GAAP and other Financial Measures" for future details of these non-GAAP measures.*

4.14 Social and Environmental Policies

The Company has implemented an HSE Policy which supports its vision of an Incident and Injury Free workplace. The Company has also developed a robust system of safety procedures and practices, together with monitoring and auditing processes, which is used by its divisions to implement the HSE policy. In addition, the Board of Directors and its Governance and Sustainability Committee monitors the Company's HSE performance at each of its regularly scheduled meetings. Any failure to comply with the HSE Policy could result in a material adverse impact on the Company's business, operations and financial condition.

The Company has developed a Code of Conduct (the "Code") which states the underlying values and behaviours that must govern the behaviour of all directors, officers and employees of the Company. Third parties working on behalf of the Company are also expected to adhere to these same ethical standards. Beyond establishing standards of behaviours, the Code puts in place a program for reporting violations of Company policies. All salaried employees are required to sign a statement of compliance upon hiring, agreeing to comply with the Code and indicating whether or not they are aware of any violations of the Code. This acknowledgment is repeated annually by all salaried employees and directors of the Company. The Company achieved a 100% acknowledgment rate for 2024.

Specific items addressed in the Code include provisions dealing with compliance, quality, health, safety and environmental policies, discrimination/harassment/violence in the work environment, behaviour or conduct contrary to accepted standards or morality of the Company, foreign corrupt practices, improper payments, altering Company data, conflicts of interest, abuse of drugs and alcohol, securities trading, anti-trust/competition law compliance and economic sanctions, anti-forced labour standards, export controls and anti-boycott rules. A copy of the Company's Code of Conduct is filed on SEDAR+ and may be found at www.sedarplus.com as well as on the Company's website at https://www.mattr.com/esg/. Enforcement of the Code is overseen by the Company's Chief Compliance Officer.

In addition to these policies, the Company has published its Global Human Rights Policy and its Supplier Code of Conduct. These statements can be found at https://www.mattr.com/esg/.

4.15 Normal Course Issuer Bid

On June 26, 2024, the Company announced that the TSX had approved the Company's notice of intention to renew its NCIB for common shares of the Company. The NCIB commenced on June 28, 2024 and will terminate one year after its commencement, or earlier if the maximum is reached or the NCIB is terminated at the option of the Company. Pursuant to the NCIB, the Company may purchase for cancellation on the open market (or as otherwise permitted), at its discretion, up to 4,982,824 common shares, representing approximately 10% of the Company's public float as at June 14, 2024. The Company believes that using the NCIB to return capital to its shareholders will increase shareholder value and further the returns of the Company.

All purchases pursuant to the NCIB will be made through the facilities of the TSX, or such other permitted means (including through alternative trading systems in Canada), at prevailing market prices or as otherwise permitted. The NCIB will be funded using existing cash resources or credit available under the Credit Facility and any Common Shares repurchased by the Company under the NCIB will be cancelled. Other than purchases made under a block purchase exemption pursuant to the rules and policies of the TSX, daily purchases on the TSX pursuant to the NCIB will be limited to 30,099 Common Shares, which represents approximately 25% of the average daily trading volume of 120,397 common shares of the Company for the six calendar months preceding May 31, 2024.

In connection with the NCIB, the Company entered into an automatic share purchase plan (the "ASPP") with a designated broker (the "Broker") in order to facilitate repurchases of its outstanding Common Shares under the NCIB. The ASPP was approved by the TSX and was implemented effective June 28, 2024.

Under the ASPP, the Broker may purchase Common Shares under the NCIB at times when the Company would ordinarily not be permitted to, due to its self-imposed regular quarterly black-out periods or special black-out periods. Before the commencement of any particular internal trading black-out period, the Company may, but is not required to, instruct the Broker to make purchases of Common Shares under the NCIB during the ensuing black-out period in accordance with the terms of the ASPP.

Since the commencement of the Company's NCIB on June 28, 2024 until December 31, 2024, the Company repurchased for cancellation approximately 3.4 million of its common shares for an aggregate repurchase price of approximately $47.6 million at a weighted average price of approximately $14.20 per common share. In the aggregate, since the launch of the Company's initial NCIB on September 26, 2022 until December 31, 2024, the Company repurchased for cancellation approximately 8.3 million of its common shares for an aggregate repurchase price of approximately $117.4 million at a weighted average price of approximately $14.10 per common share.

Shareholders may obtain a copy of the NCIB notice, without charge, by contacting the Company.

4.16 Risk Factors

The Company faces a number of business risks and uncertainties that could materially and adversely affect the Company's projections, business, results of operations and financial condition. These risks and uncertainties are summarized below:

The Company's projections, business, results of operations and financial condition could be adversely affected by actions under Canadian, U.S., European or other trade or tax laws.

The Company is a Canadian-based company with significant operations in the United States and Canada. The Company also owns and operates international manufacturing operations that support its Canadian and U.S. operations and has various facilities that import and export certain products and materials, as well as materials or products necessary for its manufacturing operations from and to the United States and other countries. If actions under Canadian, U.S., European or other trade or tax laws were instituted that increased the cost of or limited the Company's access to the materials or products necessary for the Company's manufacturing operations, the Company's ability to meet its customers' specifications and delivery requirements would be reduced. Any such reduction in the Company's ability to meet its customers' specifications and delivery requirements or its ability to meet them at the Company's previously anticipated costs could have a material adverse effect on the Company's projections, business, results of operations and financial condition. Further, any changes in legislation, regulation, and policies governing international trade or tax laws involving the markets in which the Company operates could impact the competitiveness of the Company's exports or products, including by increasing the costs of the Company's products and/or affecting its ability to obtain new business from customers, and could have a material adverse effect on the Company's projections, revenues and expenses and, consequently, its business, results of operations, prospects, financial condition, and financial performance.

New tariffs and evolving trade policy between Canada, the United States and other countries, including in Europe, may have an adverse effect on the Company's business and results of operations. There is currently significant uncertainty regarding the extent of general changes in political, legal, regulatory, social, and economic conditions in the markets in which the Company's customers, suppliers and other business partners are located. For example, in February 2025, the United States announced a 25% additional tariff on imports from Canada (other than energy resources, having a lower 10% tariff) and Mexico and a 10% additional tariff on imports from China. Canada announced countermeasures consisting of 25% tariffs on specified goods imported from the United States. Following such announcements, the United States paused the implementation of tariffs on imports from Canada and Mexico for one month prior to implementing certain of these tariffs on March 4, 2025 as well as additional tariffs including an incremental 20% tariff on imports from China (also implemented March 4, 2025), as well as a 25% tariff on steel and aluminum imports into the United States on March 12, 2025. The United States has announced further, additional tariffs on other imported products and other countries, including countries in the European Union, without announcing details as to when or how such further tariffs are to be implemented, furthering the level of uncertainty. At this time, it cannot be known how long tariff measures will remain in effect in their current form and what new legislation, regulation, and/or policies will be adopted, if any, or the effect that any such law, regulation, or policy may have on the Canadian, U.S. or European economies, other global economies, and/or the Company's current or prospective business and product.

There remains an increased risk that the United States and/or Canada could implement new and/or increased tariffs or restrictions on some or all imports, including products or materials originating in markets in which the Company's customers, suppliers and other business partners are located. Such tariffs or restrictions could have an adverse impact on the Canadian, U.S., and/or European economies generally and/or specific industries or sectors in which the Company operates, and such impact may be material.

A change in underlying economic factors could materially adversely affect demand for the Company's products and services and, consequently, its projections, business, results of operations and financial condition.

Demand for the products of the Composite Technologies and Connection Technologies business segments are dependent on a wide variety of factors including projected levels of infrastructure spending, interest rates, geopolitical uncertainty, and regulatory conditions including those impacting infrastructure project approvals and permit issuance as well as the imposition of trade tariffs or trade controls by the United States, Canada or other countries. Composite Technologies segment product demand is more specifically dependent upon the level of new onshore oil and gas well completion in North America and select countries in the Middle East and Latin America, the resiliency of demand for retail fuel in North America, continued growth of demand in the water and waste-water markets, as well as the level of general economic activity in North America. Connection Technologies segment product demand is more specifically dependent on continued investment to expand and renew nuclear and other electrical power generation sites and distribution networks, and the level of new automotive vehicle production of all drive types. Significant changes in any of these underlying factors such as lower than anticipated spending on infrastructure programs, a softening of the retail fuel market, or significant technological shifts or developments that impact the Company's current suite of products and services or decreases in economic activity in the regions the Company serves could result in significant decreases in activity levels in these businesses.

The fluctuation and volatility in prices for oil and gas may have an adverse effect on the Company's operations and financial condition. Demand for oil and natural gas is influenced by numerous factors beyond the Company's control, including the North American and worldwide economies as well as activities of the Organization of Petroleum Exporting Countries ("**OPEC**") and Russia; political events causing the disruptions in the supply of oil such as the impact and duration of Russia's invasion of Ukraine and the related sanctions on Russia; the ongoing conflicts in the Middle East, as well as the potential for spread of such conflict in the Middle East; geopolitical and other risks impacting the European Union, the Middle East and global markets economies; and the impact of future epidemics and pandemics. Economic declines impact demand for oil and natural gas and result in a softening of oil and gas prices and projected oil and gas drilling activity. If economic conditions or international markets decline to an extent or for a duration which is unexpected, the Company's projections, business, results of operations and financial condition could be materially adversely affected. If actions by OPEC, Russia and other oil producers to increase production of oil adversely affect world oil prices, additional declines in exploration and production operators spend could result, and the Company's projections, business, results of operations and financial condition could be materially adversely affected. In addition, substantial consolidation activity involving meaningful North American onshore exploration and production companies has the potential to impact their near and mid-term capital spending plans, which could cause the Company's projections, business, results of operations and financial condition to be materially adversely affected.

Increases in the prices and/or shortages in the supply of raw materials used in the Company's manufacturing processes could adversely affect the competitiveness of the Company, its ability to serve its customers' needs and its financial performance.

The Company purchases a broad range of materials and components throughout the world in connection with its manufacturing activities. Major items include polyolefin and other polymeric resins, adhesives, sealants, copper and other nonferrous materials. The ability of suppliers to meet performance and quality specifications and delivery schedules is important to the maintenance of customer satisfaction. While the materials required for the Company's manufacturing operations have generally been readily available, the Company has experienced inflationary pressures and cost increases in certain key raw materials in the past and may continue to experience impacts resulting from such pressures and increases, including from the impact of tariffs, throughout 2025. The Company's performance may be impacted by its ability to pass cost increases on to customers in the price of its products and to affect improvements in productivity. The Company may not be able to fully offset the effects of raw material costs through price increases, productivity improvements or cost-reduction programs. If the Company cannot obtain sufficient quantities of these items at competitive prices, of appropriate quality and on a timely basis, it may not be able to produce sufficient quantities of product to satisfy market demand, contract execution may be delayed, or its material or manufacturing costs may increase. Overall, any of these problems could result in the loss of customers and revenue, provide an opportunity for competitors to gain market acceptance and have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's common shares may experience volatility in their market price.

The market price of the common shares of the Company may be volatile. This volatility may affect the ability of holders to sell the common shares at an advantageous price. Market price fluctuations in the common shares may be due to the Company's operating results failing to meet the expectations of securities analysts or investors in any quarter, downward revision in securities analysts' estimates, governmental regulatory action, adverse change in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors as outlined herein. In addition, the market price for securities on stock exchanges, including the TSX, may experience significant price and trading fluctuations, which are often unrelated or disproportionate to changes in operating performance. Further, the Company may, on a go forward basis, elect to buy-back shares or issue additional securities or debt, which in turn may impact the price of common shares. These broad market fluctuations and future share buybacks or issuances may affect the market prices of the common shares. Further, sufficient market liquidity for holders to sell common shares when desired cannot be assured. At times when the Company's share price is relatively low by historic standards, the Company may be subject to takeover attempts by certain companies or institutions acting opportunistically.

The Company's failure to successfully execute on its modernization, expansion and optimization initiatives, including, among other things, successfully launching the operation of new production facilities on time and on budget and realizing the benefits of the modernization, expansion and optimization of its current production facilities could harm its business and financial results and damage its customer relationships and reputation.

The construction of new production facilities and the modernization, expansion and optimization of existing production facilities will involve significant capital expenditures and require other resources, such as project management, vendor coordination, and manufacturing expertise as well as management and employee attention. The construction of new facilities may increase operating complexity in the short term and divert managements' attention away from the Company's normal course business activities. Failure by management and employees to balance new capital expenditures with existing operating needs could have a material adverse impact on the Company's business, financial condition and results of operations. Additionally, the amount of capital expenditure incurred will directly affect the amount of cash available to the Company to explore additional business activities. There can be no assurances that the Company will be able to recover the higher capital costs through rate increases to the Company's customers.

Due to the capital intensiveness and large scope of these projects, in the aggregate, the Company will require substantial resources and materials. The Company can offer no guarantee that all of these new projects will be completed on time or on budget. A wide variety of macro-economic factors may create inflationary pressure or otherwise impact the supply-chains relied on to source the necessary resources. The Company may experience cost increases, delays in delivery due to increased demand or financial hardship of a supplier or contractor, or some other unforeseen circumstances related to third parties.

If the Company is unable to complete the construction of these projects or otherwise increase production capacity, to meet any increased demand for its products, the Company may be unable to expand its business, satisfy customer requirements, maintain its competitive position and/or improve profitability. Failure to satisfy customer demand or perform new business contracts may result in a loss of market share and may damage the Company's relationships with key customers. The launch of new projects, whether in an existing or new facility, is a complex process, the success of which depends on a wide range of factors, including the production readiness of the Company and its suppliers, as well as factors related to tooling, equipment, employees, initial product quality and other factors. Failure to successfully launch material projects could have a material adverse effect on the Company's business, financial condition and results of operations. The Company has no guarantee that the proposed new customer contracts related to such projects will continue to exist or will be complied with following the completion of the projects. Although the Company makes every effort to successfully integrate new projects into existing operations, there can be no assurances that the Company will realize the anticipated revenues, synergies, or other benefits associated with new or ongoing MEO projects.

The loss or failure to attract, train and retain key personnel could adversely affect the Company's projections, business, and results of operations and/or financial condition.

The Company's success depends in large part on its ability to attract, train and retain key management, engineering, scientific, marketing, and operating personnel as well as skilled laborers for its manufacturing facilities. Recruiting and retaining personnel on a global basis in the industries it serves is a highly competitive and increasingly challenging amidst both changing attitudes towards traditional work culture and norms as well as some of the industries in which the Company operates and types of work required, particularly among younger workers. Added to these challenges are the continued shortages in skilled laborers for manufacturing positions, increased competition for workers generally as well as the rising demand for remote work, evolving and non-uniform legal and regulatory developments in response as well as associated changes in employee attitudes towards traditional office culture and norms. Depending on its ability to adapt and evolve in both the near and long term to these changes, the Company may not be able to continue to attract and retain qualified executive, managerial and technical personnel needed for its business. The failure to attract a sufficient number of workers, train and develop workers given the evolving nature of the workplace or retain qualified personnel could have a material adverse effect on the Company's projections, business, results of operations and financial condition.

Inflationary pressures may adversely affect the Company's profitability.

Economic conditions causing persistent levels of inflation, challenges in monetary policy normalization, the potential for implementation of new and increased tariffs, and competition for personnel and materials have and may continue to result in significant increases in the cost of obtaining resources necessary to operate the Company's business segments. Levels of inflation have decelerated notably from the peaks seen in 2022 as some of the supply chain pressures which were impacting the global economy have eased, with this trend continuing in 2024. It is uncertain whether any government measures to curb inflationary trends in the future will be implemented or succeed, including the possibility of central banks raising interest rates to counteract inflation. It is also uncertain what impact the imposition of new or increased tariffs will have on inflation levels.

Persistent inflationary pressures and sustained increases to the costs of obtaining the materials, supplies, labour and services used for the Company's operations may impact the Company's ability to achieve certain performance objectives. While the Company seeks to pass certain cost increases on to its customers where possible and attempts to reduce these pressures through proactive human resource and procurement practices, should these efforts not be successful, the Company's profitability may be materially adversely affected.

The Company's international operations and sales may experience interruptions due to political, economic, health, global supply chain, or other risks, which could adversely affect the Company's projections, business, results of operations and financial condition.

The Company continues to derive a portion of its total revenue from sales, and from certain of its facilities, outside Canada, the U.S. and Western Europe. In addition, part of the Company's sales from its locations in Canada and the U.S. were for use in other countries. The Company's operations in certain international locations are subject to various political, economic, health and other conditions existing in those countries that could disrupt operations. These risks include:

- currency fluctuations, devaluations and exchange controls;
- inflation;

- the loss of revenue, property and equipment as a result of expropriation, confiscation, nationalization, contract deprivation and force majeure;
- currency restrictions and limitations on repatriation of profits;
- changes in governmental policies and regulatory requirements or the interpretation or application thereof;
- unanticipated global supply chain disruptions, including due to ongoing and potential conflicts and pandemics;
- challenges in respect of logistics, safety, security and communications;
- corruption, political and economic instability and civil unrest;
- hostile or terrorist activities;
- delays or refusals to sanction oil and gas projects;
- insufficient infrastructure;
- restrictions on foreign operations;
- difficulty in protecting intellectual property rights;
- exposure to epidemics, pandemics and other health crises (including the potential institution of lockdowns and other public health restrictions);
- failure to comply with applicable anti-corruption, anti-bribery, sanctions, and trade laws including existing or future legislation or regulation targeted at the prohibition of forced labour;
- the adoption of new, or the expansion of existing, trade restrictions, tariffs, taxes, embargoes and other trade barriers;
- difficulties, delays, and expenses that may be experienced or incurred in connection with the movement and clearance of personnel and goods through the customs and immigration authorities of multiple jurisdictions; and
- limitations on the Company's ability to repatriate cash, funds, or capital invested or held in jurisdictions outside Canada.

In addition, the Company is specifically exposed to risks relating to economic or political developments in developing countries.

The Company's foreign sales and operations may suffer disruptions and the Company may incur losses that would not be covered by insurance. In particular, civil unrest in politically unstable countries may increase the possibility that the Company's sales and operations could be interrupted or adversely affected. The impact of such disruptions could include the Company's inability to ship products in a timely and cost-effective manner, its inability to place contractors and employees in various countries or regions or result in the need for evacuations or similar disruptions.

Any of the foregoing factors, which are outside the Company's control, could materially adversely affect the Company's projections, business, results of operations and financial condition.

A decline in North American land drilling and completion activity would have a material adverse effect on the Company’s projections, business, results of operations and financial condition.

The Composite Technologies business segment is materially dependent on the level of North American land drilling and completion activity, which, in turn depends on a variety of factors including global oil and gas demand, prices, reserve levels, production depletion rates, access to capital, governmental regulation and support as well as the potential impact of a growing focus on ESG on investor sentiment. Lower land drilling and completion activity decreases demand for the Company’s products and services, such as composite pipe. These business activities represent less than 30% of the Company’s 2024 Continuing Operations revenues.

An inability to realize the benefits of future strategic transactions, including managing the integration and new demands of our acquisitions or investments, may have a negative impact on the Company’s business and financial condition.

The Company evaluates the value proposition for new investments, acquisitions and divestitures on an ongoing basis. The Company may complete acquisitions of assets or other entities in the future. These activities create risks such as: (a) the need to integrate and manage the businesses, operations, services, personnel and systems acquired with the Company’s own businesses; (b) additional demands on the Company’s resources, systems, procedures and controls; (c) disruption of the Company’s on-going businesses; (d) diversion of management’s attention from other business concerns; (e) additional strain on the Company's cash resources including potential for increased debt levels; and (f) potential for additional regulatory scrutiny.

On January 2, 2025, the Company announced the completion of the acquisition of AmerCable. Acquisitions, including the acquisition of AmerCable may require substantial capital and negotiations of potential acquisitions and the integration of acquired operations could disrupt the Company’s business by diverting management, and employees’ attention, away from day-to-day operations. The Company’s ability to realize the benefits of its growth strategy is based on its management of growth and the integration of acquisitions and requires the Company to continue to build its operational, financial and management controls, human resource policies, and reporting systems and procedures. The difficulties of integration may be increased by the necessity of coordinating geographically diverse organizations, integrating personnel with disparate backgrounds and combining different corporate cultures. Although the Company makes every effort to successfully integrate new operations, there can be no assurance that the Company will recognize the anticipated revenues, synergies or other intended benefits associated with any acquisitions that are completed. At times, acquisition candidates may have liabilities or adverse operating issues that the Company fails to discover through due diligence prior to the acquisition, including the assumption of risks related to regulatory compliance, pricing, supply chain, environmental, litigation, labour relations, information technology, tax, pensions or warranties. While due diligence is intended to identify and mitigate such risks, these efforts may not always be sufficient in identifying and mitigating all risks and liabilities related to an acquisition. The Company may lack sufficient knowledge of the acquisition candidate’s technology and market position to enable an effective evaluation of the acquisition economics or integration challenges. If the Company consummates any future acquisitions, the Company’s business, capitalization, financial condition and results of operations may change significantly. Acquisitions or investments may require the Company to expend significant amounts of cash, resulting in the Company’s inability to use these funds for other business purposes. The potential impairment or complete write-off of goodwill and other tangible and intangible assets related to any such acquisition may reduce the Company’s overall earnings and could negatively affect the Company’s balance sheet. The occurrence of any of the foregoing could have a material adverse effect on the Company’s projections, business, and results of operations and/or financial condition.

There can be no assurance that the Company will find additional attractive acquisition candidates in the future, or that the Company will be able to acquire acquisition candidates on financial and other terms acceptable to it or to obtain requisite regulatory approvals.

In the third quarter of 2024, a definitive agreement was entered into for the sale of the Company's subsidiary, Thermotite, to Vallourec. The Company may desire to further divest assets to optimize its operations and financial performance. While divestments may result in the Company having a more focused business, they also may result in the Company becoming less diversified. The Company may have an increased exposure to the business, customers and industry segments in which it operates, which may magnify the impact of any future downcycle in such businesses. In addition, the Company may not receive the optimal or desired amount of proceeds from future divestments and the timing to close any divestment could be significantly different than the Company’s expected timeline.

Negative geopolitical events, including the ongoing Russian invasion of Ukraine and the ongoing conflicts in the Middle East, may cause increased economic volatility and adversely affect the Company.

Events such as war and occupation, terrorism and related geopolitical risks, including from Russia’s invasion of Ukraine, which is discussed in greater detail below, and the ongoing conflicts in the Middle East, with the potential to spread further in the Middle East, may lead to increased economic volatility and may have adverse short-term and long-term effects on world economies and markets generally, including in Canada, the United States and Western Europe. The effects of disruptive geopolitical events, political changes and trends, including the rise in populism, protectionism, economic nationalism and the sentiment toward foreign companies in the United States and elsewhere in the world, could affect the economy of Canada, the United States and Western Europe, in which the Company and/or its affiliates primarily operate in ways that cannot necessarily be foreseen at the present time. These events could also exacerbate other pre-existing political, social and economic risks. Shipping delays and increased shipping costs due to geopolitical events, including those relating to the shipping disruptions and attacks on shipping vessels in the Red Sea, and any escalation thereof may have a direct or indirect effect on world economies and the Company’s operations and financial results. Further, any restrictive actions that are or may be taken in response to such conflicts, such as sanctions or export controls, could have negative implications on financial markets.

In February 2022, Russian military forces commenced their invasion of Ukraine which, as of the date hereof, is still ongoing. In response, Ukrainian military personnel and civilians are actively resisting the invasion. Many countries throughout the world have provided aid to the Ukraine in the form of financial aid and in some cases military equipment and weapons to assist in their resistance to the Russian invasion. The North Atlantic Treaty Organization (“NATO”) has also mobilized forces to NATO member countries that are close to the conflict as deterrence to further Russian aggression in the region. The outcome of the conflict is uncertain and is likely to have wide-ranging consequences on the peace and stability of the region and the world economy and may result in adverse effects on macroeconomic conditions, including volatility in financial markets, adverse changes in trade policies, supply chain disruptions, inflation, increased cybersecurity threats and fluctuations in foreign currencies.

Certain governments including Canada, the United States, the United Kingdom and the European Union, have imposed strict financial and trade sanctions against the Russian economy (such as the: imposition of sanctions targeting certain Russian leadership and other individuals; restrictions on the sale, export and transit of certain goods and technology; restrictions on certain sectors of the Russian economy; expulsion of some Russian banks from the Society for Worldwide Interbank Financial Telecommunication global banking payment system; and additional anti-circumvention measures). Such sanctions may have far reaching effects on the global economy and macroeconomic conditions.

Sanctions imposed by the European Union have resulted in an ongoing dispute with Russia regarding the supply of natural gas. In September 2022, the Nord Stream 1 and 2 gas pipelines, which provided gas from Russia to Germany, both ruptured, preventing any further flow of natural gas between the countries. Countries in the European Union have switched to increased use of liquefied natural gas shipment to replace gas supplies from Russia.

Further, Russia has suspended natural gas supplies to several European countries and on January 1, 2025, the supply of natural gas from Russia to the European Union via Ukraine was terminated. Although the European Union continues to work towards its target of eliminating all Russian fossil-fuel imports by 2027, Russia is a major exporter of oil and natural gas and as a result, the disruption of supplies of oil and natural gas from Russia could cause a significant worldwide supply shortage of oil and natural gas and have a significant impact on worldwide prices for oil and natural gas. The inability of European countries to timely establish stable and secure energy sources could cause significant economic disruption across Europe. A lack of supply and high prices of oil and natural gas could have a significant adverse impact on the world economy, as well as the Company's customers, suppliers and its own operations in Europe.

Energy costs in Europe have experienced volatility since the beginning of the conflict and such volatility may continue as long as the conflict exists. Energy price volatility could impact the global competitiveness of Europe as an operations location compared to countries which may not rely as much on imports of gas from Russia. The conflict and financial and trade sanctions imposed against Russia as well as Russia's response to those sanctions could exacerbate a number of risks described elsewhere in these Risk Factors.

The Company has operations and customers in Europe, specifically in Germany, which could be materially affected by the range of sanctions imposed by the global community on the Russian Federation in response to the invasion of Ukraine, as well as countermeasures imposed by the Russian Federation. In addition, a number of the Company's suppliers are located in Europe and it is possible that such measures could have material impacts on their operations and businesses. While the threat of such sanctions, import bans and other changes in trade patterns resulting from the geopolitical instability and war in Ukraine are expected to positively impact demand for North American oil and natural gas, which in turn is expected to increase customers demand for many of the Company's services, it may adversely impact demand for the Company's services, customers and suppliers in Europe and other markets as well as increasing regional trade and logistical barriers and supply chains, which could negatively impact the Company's operations and/or profitability.

The invasion of Ukraine by Russia and the resulting measures that have been taken, and could be taken in the future, by NATO, Canada, the United States, the European Union and other countries have created global security concerns that could have a lasting impact on regional and global economies. Although the length and impact of the ongoing military conflict is highly unpredictable, continued escalations of the conflict may lead to further market disruptions, including significant volatility in commodity prices, credit and capital markets, as well as supply chain interruptions. Additionally, Russian military actions and the resulting sanctions, including further escalations with

NATO, may continue to adversely affect the global economy and financial markets, including, but not limited to, foreign exchange rates, interest rates and inflation and lead to instability and lack of liquidity in capital markets and could have a material adverse effect on the Company's business, financial condition and result of operations.

The Company operates in a number of markets where there are changing competitive dynamics that could adversely affect its market shares and operating margins.

The Company faces competition from other suppliers in all markets in which it operates. Certain market segments that are material to the Company's financial performance have mature technology characteristics and face commoditization threats. Certain competitors may have financial, technical, manufacturing and marketing advantages and may be in a stronger competitive position than the Company as a result. Competitive actions taken by competitors such as price changes, new product and technology introductions and improvements in availability and delivery could affect the Company's market share or competitive position. To be competitive, the Company must deliver value to its customers by developing new technologies and providing reliable products and services. The intense competition within the industries in which it operates could lead to a reduction in revenue or prevent the Company from successfully pursuing additional business opportunities, which could have an adverse effect on the Company's operating results and cash flows.

A disruption of information technology services or a cyber-security breach may adversely affect the Company.

The Company places significant reliance on its information technology ("IT") systems to operate its business and is dependent upon the availability, capacity, reliability, and security of its IT infrastructure and its ability to expand and continually update this infrastructure, to conduct daily operations. In the event that the Company is unable to secure its software and hardware, effectively upgrade systems and network infrastructure and take other steps to maintain or improve its systems, the operation of such systems could be interrupted or result in the loss, corruption or release of confidential data.

These IT systems are subject to a variety of security risks, which are growing in both complexity and frequency and could include potential breakdown, cyber phishing, invasion, virus, cyber-attack, cyber-fraud, cyber extortion or similar compromise, security or data breach, and destruction or interruption of the Company's IT systems by third parties or insiders. Unauthorized access to these systems by employees or third parties could lead to corruption or exposure of confidential, fiduciary or proprietary information, and to interruption of the Company's operations and business activities. In addition, a successful attack on the Company's IT security could result in a loss or theft of its financial resources, critical data and information or could result in a disruption to or a loss of control of the Company's technological infrastructure or financial resources.

The Company is subject to litigation and could be subject to future litigation and significant potential financial liability.

From time to time, the Company is a party to litigation and legal proceedings that it considers to be a part of the ordinary course of business. Although none of the litigation or legal proceedings in which the Company is currently involved could reasonably be expected to have a material adverse effect on the Company's projections, business, results of operations or financial condition, the Company may, however, become involved in material legal proceedings in the future. Such proceedings may include, for example, product liability claims and claims relating to the existence or use of hazardous materials on the Company's property or in its operations, claims related to the divestiture of businesses, as well as intellectual property disputes and other material legal proceedings with competitors, customers, employees and governmental entities. These proceedings could arise from the Company's current or former actions and operations or the actions or operations of businesses and entities acquired by the Company prior to acquisition. The Company maintains insurance it believes to be commercially reasonable and customary; however, such coverage may be inadequate for or inapplicable to particular claims.

The Company could be subject to substantial liability claims, which may not be covered by insurance and which could adversely affect its projections, business, results of operations and financial condition.

Some of the Company's products are used in hazardous applications where an accident or a failure of a product could cause personal injury, loss of life, damage to property, equipment or the environment, as well as the suspension of the end-user's operations. If the Company's products were to be involved in any of these difficulties, the Company could face litigation and may be held liable for those losses, which could be substantial.

Extreme weather conditions, natural occurrences, and terrorist activity have strained insurance markets leading to substantial increases in insurance costs and limitations on coverage. Pressure from activists trying to influence insurance underwriters to cease insuring companies whose businesses have involvement with the exploitation and sale of fossil fuels may also lead to challenges in obtaining insurance coverage in the future. Further, the Company may face litigation initiated by third parties relating to the Company's greenhouse gas emissions, its impact on the climate, and/or its disclosure relating to ESG matters. The Company carries prudent levels of insurance to protect it from these events, subject to appropriate deductibles and the availability of coverage. However, in light of the above, the Company's insurance coverage may not be adequate in risk coverage or policy limits to cover all losses or liabilities that it may incur. Moreover, the Company may not be able in the future to maintain insurance at levels of risk coverage or policy limits that management deems adequate on commercially reasonable terms. Any claims made under the Company's policies likely will cause its premiums to increase. Any future damages deemed to be caused by the Company's products or services that are not covered by insurance, or that are in excess of policy limits or subject to substantial deductibles, could have a material adverse effect on the Company's projections, business, results of operations and financial condition.

Exchange rate fluctuations are beyond the Company's control and could adversely affect its projections, business, and results of operations and/or financial condition.

A significant portion of the Company's business is transacted outside of Canada through subsidiaries operating in several countries. The net investments in these subsidiaries as well as their revenue, operating expenses and non-operating expenses are denominated in foreign currencies. As a result, the Company's consolidated revenue, expenses and financial position may be impacted by fluctuations in foreign exchange rates as these foreign currency amounts are translated into Canadian dollars.

The objective of the Company's foreign exchange risk management activities is to minimize transaction exposures associated with the Company's foreign currency denominated cash streams and the resulting variability of the Company's earnings. The Company utilizes foreign exchange forward contracts to manage foreign exchange risk. The Company does not enter into foreign exchange forward contracts for speculative purposes. Presently, the Company does not engage in any significant hedging of currencies.

Unusual or unfavourable weather conditions relating to climate change may cause supply chain and operational disruptions as well as reduced sales.

The physical impacts of increasingly volatile weather conditions, both acute (event driven) and chronic (long-term) may have an adverse effect on the operations of the Company. These include more frequent and extreme weather events, shifts in temperature ranges and precipitation, natural disasters, such as floods, landslides, wildfires, tornadoes, hurricanes, windstorms, snowstorms, earthquakes and tsunamis, resource shortages, changing sea levels and changing temperatures, some or all of which could cause severe or in some instances, catastrophic impacts to the resources, materials, facilities, labour availability or operations of the Company as well as its customers and suppliers.

Climate change may have similar impacts on the Company's major customers, reducing demand for its products, and may also impact suppliers, which could result in shortages in certain consumables and other products required to maintain the Company's operations. While the Company undertakes ongoing climate change risk assessment and implementation of mitigation strategies to address, where possible, the risks associated with the impacts of extreme weather events, the frequency and severity of such events can vary widely and cannot be predicted. This uncertainty, in turn, could have a material adverse effect on the Company's ability to operate in certain jurisdictions, projections, business, results of operations and financial condition.

Forward-looking statements may prove to be inaccurate.

Investors should be cautious and avoid placing undue reliance on forward-looking statements. By their nature, forward-looking statements involve several assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

The Company may be adversely impacted by labour-related disputes, organizational activities or deteriorations in relationships with non-unionized and unionized employees.

A deterioration in relationships with the Company's employees or in the labour environment could result in work interruptions or other disruptions, or cause management to divert time and resources from other aspects of the Company's business, any of which could have a material adverse effect on the Company's business, results of operations or financial condition. From time to time, labour unions attempt to organize the Company's employees, and these efforts may continue in the future. Certain of the Company's divisions have existing domestic and foreign labour union contracts covering a minimal number of our overall employees. As the Company continues to grow and enter different regions, unions may attempt to organize all or part of the Company's employee base at certain of its facilities. Responding to such organization attempts may distract management and employees and may have a negative financial impact on individual facilities, or on the Company's business as a whole. The maintenance of a productive and efficient labour environment and, in the event of unionization of these employees, the successful negotiation of a collective bargaining agreement, or any closure agreements, cannot be assured. Protracted and extensive work stoppages or labour disruptions, such as strikes or lockouts, could have a material adverse effect on our business, financial condition and results of operations.

The Company could be negatively affected as a result of actions of activist shareholders and some institutional investors may be discouraged from investing in the Company due to its energy exposure.

Activist shareholders could advocate for changes to the Company's corporate governance, operational practices and strategic direction, which could have an adverse effect on the Company's reputation, business and future operations. In recent years, publicly traded companies have been increasingly subject to demands from activist shareholders advocating for changes to corporate governance practices, such as executive compensation practices, social issues, or for certain corporate actions or reorganizations. There can be no assurances that activist shareholders will not publicly advocate for the Company to make certain corporate governance changes or engage in certain corporate actions. Responding to challenges from activist shareholders, such as proxy contests, media campaigns or other activities, could be costly and time consuming and could have an adverse effect on the Company's reputation and divert the attention and resources of management and the Company's Board of Directors, which could have an adverse effect on the Company's business and operational results. Additionally, shareholder activism could create uncertainty about future strategic direction, resulting in loss of future business opportunities, which could adversely affect the Company's business, future operations, profitability and ability to attract and retain qualified personnel.

In addition to risks associated with activist shareholders, some institutional investors are placing an increased emphasis on ESG factors when allocating their capital. These investors may be seeking enhanced ESG disclosures or may implement policies that discourage investment in the hydrocarbon industry. To the extent that certain institutions implement policies that discourage investments in industries that the Company is engaged in, it could have an adverse effect on the Company's financing costs and access to liquidity and capital. Additionally, if the Company's reputation is impacted as a result of the energy related industries in which it operates or services, it could result in increased operation or regulatory costs, lower shareholder confidence or loss of public support for the Company's business.

Changes in climate conditions, and regulatory regimes could adversely affect the Company's projections, business, results of operations and financial condition.

Many governments are moving to introduce climate change related rules at the international, national, state, provincial and local levels. Where legislation already exists, regulations relating to "greenhouse gases" and other emission levels and energy efficiency are becoming more stringent. Regulatory requirements, however, are not consistent across the regions in which the Company operates. In addition, concerns about climate change have resulted in environmental activists and members of the public increasingly opposing some elements of business in certain of the industries and markets that the Company serves.

Compliance with requirements related to climate change may require significant capital outlays that may cause material changes, delays or disruptions in the Company's intended activities. The direct or indirect costs of compliance may have a material adverse effect on the Company's costs of operations and ability to operate within the parameters of its existing permits. The Company's business could also be indirectly impacted by climate-change related laws and regulations, as well as changes in public sentiment affecting its customers and suppliers.

Climate change and, more generally, the transition to a low carbon economy entail physical, regulatory and reputational risks. Although the Company is not a large producer of greenhouse gases, a segment of the products and services it provides are related to the transmission and storage of hydrocarbons including oil and natural gas, whose ultimate consumption are major sources of greenhouse gas emissions or other chemicals. Changes in the regulations concerning the release of greenhouse gases or other chemicals into the atmosphere, including the introduction of "carbon taxes" or limitations over the emissions of greenhouse gases or other chemicals, may adversely impact the ability of the Company to maintain production levels within its existing permits, the demand for hydrocarbon related industries and ultimately, the demand for certain of the Company's products and services. Similarly, technological advances and cost declines in alternative energy sources (such as wind, solar, geothermal, tidal, fuel cells and biofuels) may reduce demand for hydrocarbons, which could lead to a lower demand for certain of the Company's products and services.

An increasing focus on reduction of greenhouse gas as well as chemical emissions and a potential shift to lower carbon intensive energy sources or a shift to a lower carbon economy may depress the overall level of activity in certain markets and industries, impacting the demand for certain of the Company's products and services including spoolable composite pipe, fuel tanks, products for combustion engines and pipe coating. Certain investors may discourage investments into certain of the industries which the Company serves. To the extent that certain institutions implement policies that discourage investments in those industries, it could have an adverse effect on the financing costs and the access to liquidity and capital of certain of the Company's customers, which in turn could lead to a lower demand for certain of the Company's products and services as noted above.

The Company's indebtedness may limit its strategic, financial and operational flexibility.

The Company has a significant level of indebtedness under its Credit Facility and Notes. As at December 31, 2024, the Company has $479.9 million in aggregate indebtedness outstanding pursuant to the Credit Facility and the Notes; which includes those that were issued to fund a portion of the purchase price for the acquisition of AmerCable. The degree to which the Company is leveraged could have important consequences, including: (i) the Company's ability to obtain additional financing for working capital, capital expenditures, or acquisitions may be limited; (ii) all or part of the Company's cash flow from operations may be dedicated to the payment of the principal of and interest on the Company's indebtedness, thereby reducing funds available for operations; and (iii) certain of the Company's borrowings are at variable rates of interest, which exposes the Company to the risk of increased interest rates. These factors may adversely affect the Company's cash flow. In addition, the occurrence of an economic shock not contemplated in the Company's business plan, a rapid deterioration of conditions or a prolonged recession could result in the depletion of its cash resources, which could have a material adverse effect on its operations and financial condition.

The agreements governing the Company's indebtedness contain numerous restrictive covenants that limit the discretion of the Company with respect to certain business matters. These covenants place significant restrictions on, among other things, the ability of the Company to create liens or other encumbrances, to pay distributions or make certain other payments, investments, loans and guarantees, the ability to conduct share buybacks and repurchases, including the size thereof, if any, and to sell or otherwise dispose of assets.

The Company's Credit Facility and other financing agreements contain financial and other covenants that, if breached by the Company, may require the Company to redeem, repay, repurchase or refinance its existing debt obligations prior to their scheduled maturity.

The Company's Credit Facility, Notes and other financing agreements contain financial and other covenants, including in the case of the Credit Facility, leverage ratio and interest coverage covenants. If the Company was to breach the financial or other covenants contained in these agreements, the Company may be required to redeem, repay, repurchase or refinance its existing debt obligations in a short time frame and the Company's ability to do so may be restricted or limited by the prevailing conditions in the capital markets, available liquidity and other factors. If the Company is unable to refinance its debt obligations in such circumstances, its ability to make capital expenditures and its financial condition and cash flows could be adversely impacted. If future debt financing is not available to the Company when required or is not available on acceptable terms, the Company may be unable to grow its business, take advantage of business opportunities, respond to competitive pressure or refinance maturing debt, any of which could have a material adverse effect on the Company's operating results and financial condition.

The Company's ability to make scheduled payments or to refinance its debt obligations may be negatively impacted or restricted due to matters beyond the Company's control, including prevailing conditions in the capital markets, available liquidity and other factors.

The ability of the Company to make scheduled payments on or to refinance its debt obligations depends on the Company's financial condition and operating performance, which are subject to a number of factors beyond the Company's control. The Company may be unable to maintain a level of cash flow from operating activities sufficient to permit the Company to pay the principal, premium, if any, and interest on its indebtedness. If the Company's cash flow and capital resources are insufficient to fund its debt service obligations, the Company could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance its indebtedness. The Company may not be able to effect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow the Company to meet its scheduled debt service obligations.

Machine Learning Technology and other Artificial Intelligence (AI) technology is being integrated into some of the Company's products, systems or solutions, which could present risks and challenges to the Company's business.

AI and other machine learning technology is being evaluated for purposes of adoption and integration into some of the Company's products, systems or solutions. While AI can present significant benefits, it can also present risks and challenges to the Company's business. Data sourcing, technology, integration and process issues, program bias into decision-making algorithms, security challenges and the protection of personal privacy could impair the adoption and acceptance of AI. If the output from AI in the Company's products, systems or solutions are deemed to be inaccurate or questionable, or if the use of AI does not operate as anticipated or perform as promised, the Company's business and reputation may be harmed. As the adoption of AI quickens, the Company expects competition to intensify and additional companies may enter the Company's markets offering similar products, systems or solutions. The Company may not be able to compete effectively with its competitors and the Company's strategy to integrate AI technology into its products, systems or solutions may also not be accepted by its customers or by other businesses in the marketplace.

Any future integration of AI may also expose the Company to risks regarding intellectual property ownership and license rights, particularly if any copyrighted material is embedded in training models. The use of copyrighted materials in AI technology has not been fully interpreted by federal, state, or international courts and the regulatory framework for AI continues to evolve and remains uncertain. It is possible that new laws and regulations will be adopted in the jurisdictions in which the Company operates, or existing laws and regulations may be interpreted in new ways, that would affect the way in which AI technology is used in the Company's products, systems or solutions. Further, the cost to comply with such laws or regulations, including court decisions, could be significant. The risks and challenges associated with future integration of AI technology into the Company's products, systems and solutions could adversely affect the Company's business, financial condition and results of operations.

The Company is subject to interest rate risk.

The Company's Credit Facility is subject to changes in market interest rates. Further, despite the recent decline in interest rates, unexpected changes in economic or market conditions due to, among other things, persistent inflationary pressures, supply chain shortages and geopolitical events, could result in additional interest rate increases in 2025 and beyond, thereby increasing the Company's cost of borrowing which could have a material adverse effect on the Company's operating results and financial condition.

The Company is subject to Health, Safety and Environmental laws and regulations that expose it to potential financial liability.

The Company's operations are regulated under a number of federal, provincial, state, local and foreign environmental laws and regulations, which govern, among other things, the discharge of hazardous materials into the ground, air and water as well as the handling, storage and disposal of hazardous materials. Compliance with these environmental laws is a major consideration in the manufacturing of the Company's products, as the Company uses, generates, stores and disposes of hazardous substances and wastes in its operations. The Company may be subject to material financial liability for the investigation and clean-up of such hazardous materials and to criminal and civil penalties for violations. In addition, many of the Company's current and former properties are or have been used for industrial purposes. Accordingly, the Company also may be subject to financial liabilities relating to the investigation and remediation of hazardous materials resulting from the actions of previous owners or operators of industrial facilities on those sites. The Company has estimated the cost of remediation of various sites but changes in regulation, cost of remediation or facts could result in material discrepancies which could impact results. Liability in certain instances may be imposed on the Company regardless of the legality of the original actions relating to the hazardous or toxic substances or whether or not the Company knew of, or was responsible for, the presence of those substances. Remediation costs and other damages arising from environmental laws could be substantial and could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company is also subject to various Canadian and U.S. federal, provincial, state and local laws and regulations as well as foreign laws and regulations relating to safety and health conditions in its manufacturing facilities. Those laws and regulations may also subject the Company to material financial penalties or liabilities for non-compliance, as well as potential business disruption if any of its facilities or a portion of any facility is required to be temporarily closed or required to materially change or amend its current operating procedure as a result of a violation of those laws and regulations or material amendment. Any such financial liability or business disruption could have a material adverse effect on the Company's projections, business, results of operations and financial condition.

A downgrade of the Company's credit rating could increase the Company's cost of borrowing and reduce its access to debt.

The credit ratings currently assigned to the Company by DBRS and S&P, or that may in the future be assigned by those or other rating agencies, are subject to amendment in accordance with each agency's rating methodology and subjective modifiers driving the credit rating opinion. There is no assurance that any rating assigned to the Company will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future. A downgrade in the credit rating assigned by one or more rating agencies could increase the Company's cost of borrowing or impact the Company's ability to renegotiate or access debt and may have a material adverse effect on the Company's financial condition and profitability.

The Company may be adversely affected by public health crises and other events outside its control.

Public health crises, such as epidemics and pandemics and other events outside of the Company's control, may adversely impact its business and operating results. In addition to the direct impact that such events could have on its facilities and workforce, these types of events could negatively impact capital expenditures and overall economic activity in the impacted regions or depending on the severity, globally, which could impact the demand for the Company's products and services.

The COVID-19 pandemic resulted in unprecedented governmental actions, including mobility restrictions, border closures, stay-at home orders, shutdown of non-essential business and new health and monitoring guidelines, which adversely impacted the Company's operations and financial results.

The duration and impact of pandemics and public health crises on the Company are difficult to determine and the potential long-term impact will depend on a number of factors, including the ultimate geographic spread of the pandemic, epidemic or public health emergency, the severity of the disease and the duration of the outbreak, directives of public health and governmental authorities, the extent and duration of governmental assistance for businesses and individuals adversely impacted, the extent to which suppliers and customers return to normalized levels of production and capital spending, the effectiveness and use of treatments and vaccines.

Public health crises and other events outside the Company's control, could materially impact the financial results of the Company and may include, but are not limited to, the following risks:

- Customers may attempt to cancel or delay contracts or may attempt to invoke force majeure clauses in certain contracts.
- Customers may seek to delay payments, may default on payment obligations and/or seek bankruptcy protection that could delay or prevent collections of certain accounts receivable, which may lead to increased allowance provisions.
- Disruption to the Company's domestic and global supply chains, including restrictions on importing and exporting products.

- Temporary or long-term operational disruptions and labour shortages due to decreased productivity resulting from the health and availability for work of the Company's workforce and from government mandated stay-at-home orders or facility closures.
- Supply chain disruptions may adversely impact the Company and its suppliers and customers.
- Shortages of critical components, particularly for customers of the Company's Connection Technologies segment, may adversely impact demand for the Company's products.
- Higher costs associated with the rationalization of facilities and workforce.
- The Company's inability to access capital or liquidity at acceptable terms.
- Additional asset impairments if demand for the Company's services and products decreases.
- Political uncertainty and unrest in reaction to government regulation leading to unexpected economic and social consequences.

Internal control systems for financial reporting cannot provide absolute assurance of the reliability of financial reporting.

The Company prepares its financial reports in accordance with accounting policies and methods prescribed by IFRS. In the preparation of financial reports, management may need to make estimates, rely upon assumptions and use their best judgment in determining the financial condition of the Company. The Company's significant accounting policies are described in the notes to the Company's annual consolidated financial statements for the year ended December 31, 2024. In order to have a reasonable level of assurance that financial transactions are properly authorized, recorded and reported and that assets are safeguarded against unauthorized or improper use, the Company has in place internal control systems for financial reporting. Although the Company believes that its financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance in that regard. An error in the Company's financial statements could lead a requirement to restate such financial statements, resulting in a decrease in investor confidence which could impact the value of the Company's shares.

Customers' inability to obtain credit/financing could lead to lower demand for the Company's services.

Many of the Company's customers require reasonable access to credit facilities and debt and equity capital markets to finance their activity. If the availability of credit to the Company's customers is reduced, they may reduce their expenditures, thereby decreasing demand for the Company's products and services. Additionally, certain investors and lenders may discourage investments or lending into the hydrocarbon industry. A significant segment of the products and services the Company provides are related to the transmission and storage of hydrocarbons including oil and natural gas, whose ultimate consumption are major sources of greenhouse gas emissions or other chemicals. To the extent that investors and institutions discourage investments or lending into the hydrocarbon industry, it could have an adverse effect on the cost of capital or availability of capital for the Company's customers, which may result in reduced spending by the Company's customers. A reduction in spending by the Company's customers could have a material adverse effect on the Company's business.

The Company is subject to corruption, bribery and trade laws that expose it to potential financial and regulatory liability.

The Company is required to comply with Canadian, U.S. and international laws and regulations regarding anti-corruption, anti-bribery and trade sanctions and compliance. While the Company mandates compliance with all such applicable laws and regulations and has developed policies and procedures to maintain compliance with such laws and regulations, it could be exposed to investigations, claims and other regulatory proceedings for alleged or actual violations related to its operations. The governments of Canada, the United States and other agencies and similar agencies and authorities in other jurisdictions, have a broad range of civil and criminal penalties that they may seek to impose against corporations and individuals for such violations, including among other things, fines, penalties, disgorgement and injunctive relief. If any of these risks materialize, it could have a material adverse effect on the Company's reputation, business, results of operations and financial condition.

The introduction of new supply chain due diligence and reporting requirements could expose the Company to certain risks.

In Canada, Bill S-211, An Act to enact the *Fighting Against Forced Labour and Child Labour in Supply Chains Act* (the "**Act**") came into force on January 1, 2024. Under the provisions of the Act, corporate entities that meet certain criteria will be required to examine their supply chains and file public reports to the Minister of Public Safety and Emergency Preparedness on measures they have taken to identify, address and reduce the risk that forced labour, prison labour and child labour are used in their supply chains. Failure to comply with the Act could have a material adverse effect on the Company's reputation, business, results of operations and financial condition. While the Company is currently unaware of any forced or child labour in any of its supply chains, the increased scrutiny on the supply chains of Canadian companies could uncover the risk or existence of forced or child labour in a supply chain to which the Company has a connection, which could negatively impact the reputation of the Company. Additionally, due to the fact that the reporting requirements are still relatively new and thus there is no existing industry standard, the Company is at risk of inadvertently preparing a report that is insufficient.

Changing expectations of stakeholders and government policies regarding sustainability, ESG, DEI, climate change, and environmental protection practices continue to evolve and diverge, and an inability to meet these requirements and expectations could erode stakeholder trust and confidence, damage our reputation, influence actions or decisions about the Company and industry, and have negative impacts on the Company's business, operations or financial results.

Increasingly, many governments are requiring, and investors and other stakeholders are requesting, further transparency and disclosure related to ESG topics and are requesting that companies develop and implement robust ESG policies and practices. Disclosure frameworks and evaluation criteria are not standardized and continue to evolve, therefore, certainty around compliance actions cannot be guaranteed.

Many governments have established targets related to material ESG topics, such as carbon, other greenhouse gas and chemical emissions. A number of the industry sectors in which the Company operates are facing additional scrutiny regarding regulations in the near term and the Company's ties to these sectors may subject it to the same. New or more stringent regulations could increase the Company's cost structure to meet compliance obligations or impact the ability to maximize production under existing air permits.

On June 20, 2024, the Canadian government implemented amendments to the *Competition Act* (Canada) that created uncertainty as to how Canadian companies may publicly communicate about their environmental and climate performance. The amendments also imposed significant financial penalties for non-compliance. On December 23, 2024, the Canadian Competition Bureau released draft guidance on the greenwashing provisions. However, the impact of the amendments remain uncertain. Any non-compliance with the amendments to the *Competition Act* may have a negative impact on the Company. Mattr continues to monitor the guidance regarding the amendments to the *Competition Act*.

On December 18, 2024, the Canadian Sustainability Standards Board ("**CSSB**") released Canada's inaugural sustainability disclosure standards ("**CSDS**"): CSDS 1, "General Requirements for Disclosure of Sustainability-related Financial Information" and CSDS 2, "Climate-related Disclosures". These standards are derived from the International Sustainability Standards Board framework and aim to set a new benchmark for the disclosure of sustainability-related information to serve the public interest and uphold the quality of sustainability disclosure in Canada. While these standards are currently voluntary, they may form the basis for any future mandatory climate-related disclosures to be introduced by the Canadian Securities Administrators. On December 18, 2024, the Canadian Administrators (the "**CSA**") released a statement stating that the CSA continues to work towards a revised climate-related disclosure rule that will consider the CSSB standards and may include modifications appropriate for the Canadian capital markets. The Company has taken steps to align with CSDS 1 and CSDS 2 and is currently evaluating how the CSDS standards will impact its future disclosure obligations.

The Company may also be impacted by conflicting expectations relating to ESG. While Canadian regulators have increased expectations relating to ESG practices and disclosure, "anti-ESG" sentiment has gained momentum across the U.S. A growing number of U.S. governmental bodies (state and federal) have enacted, proposed or indicated an intent to pursue "anti-ESG" policies and legislation or issued related legal opinions, including in respect of ESG and diversity, equity and inclusion ("DEI") initiatives in the private sector. In addition, in January 2025, the U.S. administration signed a number of executive orders focused on DEI, which indicate continued scrutiny of such initiatives and potential related investigations of certain private entities with respect to DEI initiatives. For example, one such executive order requires, in relevant part, that every federal contract or grant award include a clause that requires the contractor or grant recipient to (1) agree that its compliance with all applicable federal anti-discrimination laws is material to the government's payment decisions on such contract or grant for purposes of the U.S. False Claims Act of 1863, and (2) certify that it does not operate any programs promoting DEI that violate any applicable federal anti-discrimination laws. State governments and regulators have also increased their focus on ESG practices of large U.S. entities conducting business in their states, particularly with respect to climate risk and greenhouse gas emissions. This includes both the climate-related disclosure legislation in states such as California as well as conflicting state level considerations on ESG practices that reflect the political polarization surrounding ESG in the U.S.

Practices and disclosures relating to ESG matters (including but not limited to climate change and emissions, DEI, data security and privacy, ethical sourcing, and water, waste and ecological management) continue to attract increasing scrutiny by stakeholders. In response to potential "anti-ESG" sentiment, it is possible that proponents of ESG measures will become galvanized and increase their efforts to compel or pressure corporations with operations in the U.S. to advance such initiatives. If the Company does not successfully manage expectations across varied stakeholder interests, it could erode trust and impact the Company's reputation. Failure to implement the policies and practices as requested or expected by stakeholders may result in such investors reducing their investment in the Company, or not investing at all. Navigating varying expectations of policymakers and other stakeholders has inherent costs, and any failure to successfully navigate such expectations may expose the Company to negative publicity, shareholder activism, litigation, investigations and enforcement actions or other engagement from both pro- and anti-ESG stakeholders. Addressing changing ESG regulations and practices can involve significant costs and require a significant time commitment from the Board of Directors, Executive Management Team, and employees of the Company. The Company's response to addressing ESG matters and any negative perception thereof can also impact its reputation, business prospects, ability to hire and retain qualified employees, and vulnerability to activist shareholders. Such risks could adversely affect the Company's future business operations and profitability. Further, certain of the Company's customers, suppliers and other stakeholders are also subject to such expectations and risks, which may result in additional or augmented risks to the Company.

Item 5 DIVIDENDS

For many years the Board of Directors maintained a stable dividend payment policy determined by reference to average net earnings over a period of years and the Company's overall financial standing. However, after careful review by the Board of Directors and in response to the uncertainty and expected market slow down caused by the COVID-19 pandemic and concurrent changes in oil and gas supply and demand that reduced capital investments by operators, on March 16, 2020, the Company announced that it would suspend its regular quarterly dividend until further notice, commencing in the second quarter of 2020. The Company has not paid a dividend since that time.

Any determination to pay dividends in the future will be at the discretion of the Board of Directors and will depend on many factors, including the Company's earnings, financial condition, capital requirements, available cash flow, the need for funds to finance ongoing operations or other investment, organic growth and/or acquisition opportunities, contractual restrictions, solvency tests imposed by corporate law and other factors that the Board may deem relevant. At this time, the Company continues to focus on prudent capital allocation to drive growth and long-term shareholder value and, accordingly, the Board of Directors may determine that there are strategic allocations of capital that are more preferable to the payment of a quarterly dividend.

In addition to the foregoing, the Company's ability to pay dividends now or in the future may be limited by restrictions contained in the agreements governing certain indebtedness, such as the Credit Facility and the Notes, that the Company has incurred or may incur in the future.

Item 6 DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

The authorized capital of the Company consists of an unlimited number of common shares. Each common share entitles the holder thereof to one vote per share at meetings of Shareholders, to receive dividends if, as and when declared by the Board of Directors and to receive pro rata the remaining property and assets of the Company upon its dissolution or winding up.

Ratings

Credit ratings affect the Company's ability to obtain short-term and long-term financing and the cost of such financing. Additionally, the ability of the Company to engage in certain collateralized business activities on a cost-effective basis depends on the Company's credit ratings. A reduction in the current rating on the Company's debt by its rating agencies, particularly a downgrade below current ratings, or a negative change in the Company's ratings outlook could adversely affect the Company's cost of future financing and its access to sources of liquidity and capital. Credit Ratings received by the Company as at January 13, 2025 were as follows:

	DBRS Limited[(1)] ("DBRS")	**S&P Global[(2)] Ratings ("S&P")**
Issuer Rating	BB, Stable	BB-, Negative
Senior Unsecured Debt (High Yield)	B (high)[(3)]	BB-
Senior Secured Credit facility		BB+

(1) DBRS' long-term credit ratings provides opinions on the risk that an issuer will fail to satisfy the financial obligations in accordance with the terms under which the debt obligation has been issued. DBRS' credit rating scale ranges from 'AAA' (for the highest credit quality) to 'D' (the lowest ranking, where the issuer has filed under bankruptcy, insolvency or winding-up statutes or where there is a failure to satisfy obligations after the exhaustion of any grace periods). A rating of BB by DBRS is the fifth highest of ten categories and is assigned to debt securities viewed as speculative, non-investment grade credit quality where the capacity for the payment of financial obligations is considered acceptable, but the issuer may be vulnerable to future events. The assignment of a "(high)" or "(low)" modifier within certain rating categories indicates relative standing within such category. The absence of either a "(high)" or "(low)" designation indicates the rating is in the middle of the category.

(2) S&P's issuer and senior debt rating is a forward-looking opinion of the Company's overall credit worthiness. The opinion reflects S&P's view of the Company's capacity and willingness to meet its financial commitments when due. S&P's credit ratings are on a long-term debt rating scale that ranges from the highest 'AAA' (being an extremely strong capacity to meet its financial obligations) to the lowest 'D' (where a failure to pay one or more financial obligations when it became due). An issuer rating of BB by S&P is the fifth highest of ten major categories. According to the S&P rating system, an issuer with debt securities rated BB is viewed as less vulnerable in the near-term but facing major ongoing uncertainties to adverse business, financial and economic conditions. Its securities are considered speculative grade. According to the S&P rating system, an issuer with debt securities rated B is viewed as more vulnerable to adverse business, financial and economic conditions but currently has the capacity to meet financial commitments. The addition of a plus (+) or minus (-) designation after a rating indicates the relative standing within a particular rating category and the lack of such designation indicates a ranking that is in the middle of the category. S&P assigns "stable" outlooks to issuer ratings when S&P believes that a rating is not likely to change over the shorter term (generally up to one year).

(3) DBRS upgraded the Company's senior unsecured debt (high yield) rating to BB (low) from B (high) on January 28, 2025.

The credit ratings assigned by the rating agencies are not recommendations to purchase, hold or sell the Company's securities nor do the ratings comment on market price or suitability for a particular investor. A rating may not remain in effect for any given period of time and may be revised or withdrawn entirely by a rating agency in the future if, in its judgment, circumstances so warrant. The Company has paid each of DBRS and S&P their customary fees in connection with the provision of the above ratings. The Company has not made any payments to DBRS or S&P in the past two years for services unrelated to the provision of such ratings.

Item 7 MARKET FOR SECURITIES

The following are the monthly closing price ranges and volumes traded on the TSX for the Company's common shares for 2024:

Month	Close	High	Low	Volume
January	$16.27	$16.72	$14.25	2,943,721
February	$15.11	$16.72	$14.71	1,962,117
March	$17.76	$18.08	$14.20	2,577,475
April	$16.31	$17.96	$16.30	1,787,632
May	$16.76	$17.15	$15.22	2,016,008
June	$16.72	$17.05	$15.60	2,552,064
July	$17.55	$18.09	$16.33	2,063,470
August	$15.63	$17.68	$14.51	3,699,288
September	$14.18	$15.56	$13.73	4,469,269
October	$12.15	$14.74	$12.00	7,120,922
November	$12.92	$16.57	$12.09	9,739,420
December	$12.64	$14.22	$12.13	5,670,385

Item 8 DIRECTORS AND OFFICERS

8.1 Name, Address, Occupation and Security Holdings as a Group

8.1.1 Directors

The following table sets out for each Director, as of the date hereof, his or her name, municipality and country of residence, principal occupation, committee membership and period during which he or she has served as Director:

Name and Municipality of Residence	Principal Occupation	Director Since
Kevin Nugent Calgary, Alberta, Canada	Corporate Director, Chair of the Board	2021
Laura Cillis(1)(2) Nelson, British Columbia, Canada	Corporate Director	2019
Alan Hibben(1)(3) Leeds, England	Corporate Director	2020
Kathleen Hall(1)(3) Chadds Ford, Pennsylvania, U.S.A.	Corporate Director	2022
Katherine Rethy(2)(3) Huntsville, Ontario, Canada	Corporate Director	2023
Marvin Riley(1)(2) Washington, DC, U.S.A	Corporate Director	2024
Michael Reeves Houston, Texas, U.S.A.	President & Chief Executive Officer, Mattr Corp.	2021

(1) Audit Committee
(2) Compensation and Organizational Development Committee
(3) Governance & Sustainability Committee

Directors are elected annually at each Annual Meeting of shareholders to hold office until the next Annual Meeting of shareholders or until their successors have been duly elected.

8.1.2 Officers

The following sets out for each officer of the Company, his or her name, municipality of residence and position with the Company, as of the date hereof:

Name and Municipality of Residence	Offices with Mattr Corp. and Principal Occupation
Kevin Nugent Calgary, Alberta, Canada	Chair of the Board
Michael Reeves Houston, Texas, U.S.A	President & Chief Executive Officer
Thomas Holloway Houston, Texas, U.S.A.	SVP, Finance and Chief Financial Officer

Shannon Glover Calgary, Alberta, Canada	SVP Legal, General Counsel and Secretary
Geoff Smith Toronto, Ontario, Canada	SVP and Chief People and HSE Officer

During the past five years, all of the Company's Directors and Officers have held their present principal occupations or other positions as noted opposite their respective names except:

Kevin Nugent became Chair of the Board of the Company in December 2023. Mr. Nugent has been a corporate director since 2007.

Katherine Rethy joined the Board in May 2023. Ms. Rethy has also served as a director of Toromont Industries Ltd. since 2013 and of Chemtrade Logistics Inc. since 2015.

Kathleen Hall joined the Board in May 2022. Ms. Hall has also served as a director of industrial portfolio companies of Altamont Capital Partners since August 2021. Prior to that, she was the Chief Operating Officer of Faro Technologies from July 2013 to August 2019.

Marvin Riley joined the Board in May 2024. Mr. Riley has also served as Chief Executive Officer of Municipal Emergency Services, Inc. since July 2024 and as a director of Wolfspeed, Inc. since January 2021. Prior to that, he was the President and Chief Executive Officer of EnPro Industries, Inc. from July 2019 to July 2021, after previously serving as Executive Vice President and Chief Operating Officer since July 2017.

Michael Reeves became President of the Company on March 3, 2021. Prior to that, Mr. Reeves served as CEO & President of Rubicon Oilfield International, a privately held company, since 2016.

Thomas Holloway became SVP, Finance and Chief Financial Officer of the Company on May 31, 2022, after joining the Company as Chief Accounting Officer in November 2021. Prior to that, Mr. Holloway served as Chief Financial Officer of Wellbore Integrity Solution from March 2021 to November 2021; as Chief Financial Officer for Rubicon Oilfield International from August 2018 to March 2021; and as Chief Accounting Officer for Spark Energy from September 2016 to August 2018.

Shannon Glover served as Vice President, Legal for the Company from September 13, 2021, until her appointment as Vice President, Legal and Corporate Secretary on January 1, 2024, followed by her appointment as SVP Legal, General Counsel and Secretary on September 13, 2024. Prior to that, Ms. Glover was Legal Director and Corporate Secretary at Badger Infrastructure Solutions Ltd. from July 2020 to July 2021 and Associate General Counsel at MEG Energy Corp. from January 2009 to March 2020.

Geoff Smith served as SVP HR, Health & Safety for the Company from February 2021 until his appointment as SVP and Chief People and HSE Officer on May 12, 2022. Prior to that, Mr. Smith was Senior Vice President, Human Resources from October 2019 to February 2021 and Vice President, Human Resources, Corporate from September 2016 to October 2019.

As at March 11, 2025, Directors and Officers of the Company as a group beneficially owned, directly or indirectly, or exercised control or direction over 426,447 of the issued and outstanding common shares of the Company, being 0.68% of the outstanding common shares.

8.2 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the best of the Company's knowledge, no Director or Executive Officer,

(a) is, as at the date hereof or has been, within the 10 years before, a director, chief executive officer or chief financial officer of any company, that while that person was acting in that capacity,

i. was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or

ii. was subject to an event that resulted, after the Director or Executive Officer ceased to be a director, chief executive officer or chief financial officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days;

(b) is, as at the date hereof or has been, within the 10 years before, a director or executive officer of any company, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the Director or Executive Officer.

To the best of the Company's knowledge, none of its Directors or Executive Officers has been subject to any penalties or sanctions imposed by a securities regulatory authority or by a court relating to securities legislation, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Item 9 LEGAL PROCEEDINGS AND REGULATORY ACTIONS

During the year ended December 31, 2024, there were no legal proceedings to which the Company is or was a party, or that any of the Company's property is or was the subject of, which is or was, or can be reasonably considered to be, material to the Company or any of its properties and the Company is not aware of any such legal proceedings that are contemplated. For the purposes of the foregoing, a legal proceeding is not considered to be "material" by the Company if it involves a claim for damages and the amount involved, exclusive of interest and costs, does not exceed 10% of the Company's current assets.

During the year ended December 31, 2024, there were no penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision, and it has not entered into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority.

Item 10 AUDIT COMMITTEE

The Audit Committee is a standing committee appointed annually by the Board to assist it in fulfilling its oversight responsibilities with respect to financial reporting by Mattr. As at December 31, 2024, the Committee consisted of four members, Laura Cillis - Chair, Marvin Riley, Kathleen Hall and Alan Hibben, all of whom are independent directors. All members of the Audit Committee meet the financial literacy requirements of the TSX, provincial securities regulations and the CBCA. In addition, three of the four Audit Committee members meet the definition of a financial expert under section 407 of the Sarbanes Oxley Act (2002) ("**SOX**") and two of the four Audit Committee members meet the definition of an audit financial expert, being a director that is a chartered accountant or certified public accountant, a former or current CFO or corporate controller of a public company, a current or former partner of an audit firm or a director with similar meaningful audit experience. The relevant experience of each member of the Audit Committee is set forth below.

Ms. Cillis is chair of the Audit Committee. She is a Chartered Professional Accountant (CPA, CA) with over 25 years of financial leadership experience within the North American energy industry, most recently as Senior Vice President, Finance and Chief Financial Officer of Calfrac Well Services Ltd. from 2008 until her retirement in 2013. Ms. Cillis currently serves as a corporate director and also chairs the audit committee of the board of another public company.

Mr. Hibben is a chartered professional accountant (CPA, CA) and chartered financial analyst (CFA). Since December 2014, he has been the principal of Shakerhill Partners Ltd., an advisory and investment company which provides financial and strategic advice. Mr. Hibben has more than 40 years' experience in the investment and financial services industry, retiring in December 2014 as Managing Director in the Mergers and Acquisitions Group of RBC Capital Markets, after previous roles as Head, Strategy & Development at RBC Financial Group and Chief Executive Officer, RBC Capital Partners.

Mr. Riley's 20 years' experience in progressively senior executive roles, up to and including CEO of a public company, together with his experience on the audit committee and on a corporate finance committee of public companies, has provided him with an understanding of accounting principles and their application, an ability to read and evaluate financial statements and an understanding of internal controls required to undertake financial reporting as well as to effectively manage SOX and FCPA-compliant business processes and growing businesses.

Ms. Hall's 30 years' experience as a senior operating executive, leading global businesses within Fortune 500 companies has provided her with an understanding of accounting principles and their application, an ability to read and evaluate financial statements and an understanding of internal controls required to undertake financial reporting as well as to effectively manage SOX and FCPA-compliant business processes and growing businesses.

All non-audit services to be provided by the Company's auditors must be approved by the Audit Committee as outlined in the Audit Committee Charter, a complete copy of which is attached as Schedule 1 hereto. The following table discloses fees approved by the Audit Committee for the external auditors, KPMG LLP, for 2023 and 2024:

	KPMG LLP	
(in millions of Canadian dollars)		
Category	**2023($)**	**2024($)**
Audit Fees	$2.085	$1.754
Audit-Related Fees	$0.081	$0.040
Tax Fees	$0.448	$0.003
All Other Fees	$0.000	$0.000
Total Fees	$2.614	$1.797

A description of the services provided in connection with the "Audit-Related Fees" and "Tax Fees" is included in Appendix B to the Audit Committee Charter, attached as Schedule 1 to this Annual Information Form. The category of "All Other Fees" includes the aggregate fees billed for professional services other than those listed in the other three categories.

Item 11 TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is TSX Trust Company, located in Toronto, Ontario.

Item 12 MATERIAL CONTRACTS

There were no contracts entered into by the Company since the beginning of 2024 or entered into prior to 2024 which remain in effect and which, in each case, are material and which were not entered into in the ordinary course of business, except for the following:

1. On January 13, 2022, the Company entered into the Fifth Amended and Restated Credit Agreement which amended and restated its Credit Facility with Toronto-Dominion Bank and National Bank Financial as co-lead arrangers and HSBC Bank Canada, JP Morgan Chase Bank and Export Development Bank as lenders (the "Credit Facility"). The Credit Facility provided for a US$300 million, four-year senior secured revolving facility with revised covenants. On April 19, 2024, the Company entered into the Sixth Amended and Restated Credit Agreement which amended and restated the Credit Facility by extending the term of the secured revolving facility through April 2028.

2. On April 2, 2024, the Company entered into the Notes Indenture with TSX Trust Company as trustee for the holders of the Notes issued by the Company. On December 24, 2024, the Company entered into the First Supplemental Indenture, in respect of the issuance of the Additional Notes. The Notes Indenture governs the rights of holders of the Notes, including the Additional Notes.

3. On November 7, 2024, the Company, through its wholly-owned subsidiary Mattr Cable Acquisition LLC, entered into a definitive agreement to acquire all of the issued and outstanding shares of AmerCable Incorporated from Nexans USA Inc. for approximately $390 million, subject to customary closing conditions including regulatory approval (the "Transaction"). The Transaction closed on January 2, 2025. A material change report was filed on SEDAR + on November 18, 2024, in respect of the Transaction.

Item 13 INTERESTS OF EXPERTS

KPMG LLP is the Company's auditor and is independent of the Company within the meaning of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

Item 14 <u>NON-GAAP AND OTHER FINANCIAL MEASURES</u>

The Company reports on certain non-GAAP measures that are used to evaluate its performance and segments, as well as to determine compliance with debt covenants and to manage its capital structure. These non-GAAP measures do not have standardized meanings under IFRS and are not necessarily comparable to similar measures provided by other companies. The Company discloses these measures because it believes that they provide further information and assist readers in understanding the results of the Company's operations and financial position. These measures should not be considered in isolation or used in substitution for other measures of performance prepared in accordance with GAAP. Below is a description of non-GAAP and supplementary financial measures used in this Annual Information Form.

Additional information relating to each non-GAAP financial measure and supplementary financial measure disclosed in this Annual Information Form, including a quantitative reconciliation of each non-GAAP financial measure to the most directly comparable financial measure that is specified, defined and determined in accordance with GAAP, is contained in section 15.0 "*Reconciliation of Non-GAAP Measures*" of the Company's MD&A, which section is incorporated by reference in this Annual Information Form. The MD&A is available on SEDAR+ at www.sedarplus.com and on the Company's website at www.mattr.com.

EBITDA and Adjusted EBITDA

EBITDA is a non-GAAP measure defined as earnings before interest, income taxes, depreciation and amortization. Adjusted EBITDA is also a non-GAAP measure defined as EBITDA adjusted for items which do not impact day to day operations. Adjusted EBITDA is calculated by adding back to EBITDA the sum of impairments, costs associated with refinancing of long-term debt and credit facilities, gain on sale of land and other, gain on sale of investment in associates, gain on sale of operating unit, acquisition costs, restructuring costs, share-based incentive compensation cost, foreign exchange (gain) loss and other, net and hyperinflationary adjustments and the impact of transactions that are outside the Company's normal course of business or day to day operations. The Company believes that EBITDA and Adjusted EBITDA are useful supplemental measures that provide a meaningful indication of the Company's results from principal business activities prior to the consideration of how these activities are financed or the tax impacts in various jurisdictions and for comparing its operating performance with the performance of other companies that have different financing, capital or tax structures. The Company presents Adjusted EBITDA as a measure of EBITDA that excludes the effect of transactions that fall outside the Company's ordinary course of business or routine operations. Adjusted EBITDA is used by many analysts as one of several important analytical tools to evaluate financial performance and is a key metric in business valuations. It is also considered important by lenders to the Company and is included in the financial covenants of the Credit Facility.

Total Net debt-to-Adjusted EBITDA

Total Net debt-to-Adjusted EBITDA is a non-GAAP measure defined as the sum of long-term debt, current lease liabilities and long-term lease liabilities, less cash and cash equivalents, divided by the Consolidated (Continuing and Discontinued Operations) Adjusted EBITDA, as defined above, for the trailing twelve-month period. The Company believes Total Net debt-to-Adjusted EBITDA is a useful supplementary measure to assess the borrowing capacity of the Company. Total Net debt-to-Adjusted EBITDA is used by many analysts as one of several important analytical tools to evaluate how long a company would need to operate at its current level to pay of all its debt. It is also considered important by credit rating agencies to determine the probability of a company defaulting on its debt.

Adjusted Earnings Per Share ("Adjusted EPS")

Adjusted EPS (basic) is a non-GAAP measure defined as Adjusted Net Income (attributable to shareholders) divided by the number of common shares outstanding. Adjusted EPS (diluted) is a non-GAAP measure defined as Adjusted Net Income (attributable to shareholders) divided by the number of common shares outstanding, further adjusted for potential dilutive impacts of outstanding securities which are convertible to common shares. The Company presents Adjusted EPS as a measure of Earning Per Share that excludes the impact of transactions that are outside the Company's normal course of business or day to day operations. Adjusted EPS indicates the amount of Adjusted Net Income the Company makes for each share of its stock and is used by many analysts as one of several important analytical tools to evaluate financial performance and is a key metric in business valuations.

Modernization, Expansion and Optimization ("MEO") Costs

MEO costs is a supplementary financial measure. MEO costs not eligible for capitalization are reported as selling, general and administrative expenses or as cost of goods sold and incurred in support of the Company's certain specific, planned capital investments into high-return growth and efficiency improvement opportunities. These include the following:

- The addition of two new manufacturing facilities and the elimination of aging manufacturing facilities within the Composite Technologies network, namely:
    - the shut-down and exit of aging production capabilities in the Xerxes FRP tank production site footprint;
    - a new Xerxes FRP tank production site in Blythewood, South Carolina; and
    - a new Flexpipe composite pipe production site in Rockwall, Texas along with the co-located HydroChain™ stormwater infiltration chamber production line;
- The replacement of the Company's Rexdale facility in Toronto, Ontario and the expansion of its Connection Technologies segment's North American manufacturing footprint through:
    - a new heat-shrink tubing production site in Fairfield, Ohio; and
    - a new wire and cable production site in Vaughan, Ontario.

The Company considers these costs incremental to its normal operating base and would not have been incurred if these projects were not ongoing.

Item 15 ADDITIONAL INFORMATION

Additional information, including Officers' and Directors' remuneration and indebtedness, principal holders of voting shares and securities authorized for issuance under equity compensation plans, is included in the Company's Management Proxy Circular which will be filed on SEDAR+ on or about April 4, 2025. Additional financial information is provided in the Company's audited financial statements and Management's Discussion and Analysis for the year ended December 31, 2024. These documents may be found on SEDAR+ at www.sedarplus.com.

Copies of these documents may be obtained upon request from the SVP, Finance and Chief Financial Officer, Mattr Corp., 25 Bethridge Road, Toronto, Ontario, Canada, M9W 1M7.

Additional information relating to the Company may also be found on SEDAR+ at www.sedarplus.com and on the Company's website at www.mattr.com.

SCHEDULE 1

MATTR CORP. (the "Company")
AUDIT COMMITTEE OF THE
BOARD OF DIRECTORS
CHARTER

A. Authority

The Audit Committee of the Board of Directors (the "**Board**") operates under authority vested by the Board and reports to the Board. The Audit Committee assists the Board in fulfilling its duty to oversee the integrity of the Company's processes related to financial reporting, relations with the external and internal auditors, internal and disclosure controls, financial risk management and the creation of a culture of ethical business conduct. The Audit Committee will meet regularly with the Company's financial and accounting personnel and the Company's internal and external auditors to review these matters and to discuss internal controls over the financial reporting processes, disclosure controls, auditing matters and financial reporting issues. The Audit Committee Chair will report on the Committee's activities at every quarterly meeting of the Board. The Audit Committee will be provided with necessary resources to fulfill the duties and responsibilities assigned to it by the Board including the retention of such special legal, accounting, financial or other consultants as it may deem necessary. If determined necessary by the Audit Committee, it will also have the discretion to institute investigations of improprieties or suspected improprieties within the scope of its responsibilities.

The authority, organization and role of the Audit Committee reflect the requirements of the Canada Business Corporations Act, the Toronto Stock Exchange, as well as the provincial Securities Acts and any other pertinent legislation with which the Company must comply.

B. Organization

1. **Number and Qualifications -** Members of the Audit Committee and the Chair are appointed annually by the Board. The Audit Committee consists of a minimum of three directors, all of whom must meet the independence and financial literacy requirements of the Toronto Stock Exchange, the provincial Securities Acts and the Canada Business Corporations Act (see definition in Appendix A). A director appointed to the Audit Committee will be a member of the Committee until replaced by the Board or until their resignation.

2. **Quorum and Invitees -** A majority of the members of the Audit Committee will form a quorum. Subject to invitation, meetings will usually include the CEO and the Senior Vice President, Finance and CFO. Attendees may also include other directors, the external and internal auditors or other representatives and employees of the Company, as determined by the Audit Committee.

3. **Meetings –** Committee meetings will be held as designated by the Audit Committee Chair or at the request of the Chair of the Board, the external auditor, the internal auditor, a senior officer of the Corporation or upon the request of a majority of Committee members. The Committee will meet a minimum of four times per year at such times and places as may be designated by the Chair. In the absence of the Chair, the members of the Audit Committee will choose one of the members present to chair the meeting. Audit Committee members may participate in meetings by means of such telephonic, electronic or other communication facilities as permits all persons participating in the meeting to hear and communicate with each other. The Audit Committee will have an "*in camera*" session without management at

every quarterly meeting and at other meetings as deemed appropriate. Furthermore, the Audit Committee will meet "*in camera*" with the internal and with the external auditors, without management present at each Audit Committee meeting in which such auditors participate.

C. Role

Management is responsible for preparing the Company's consolidated financial statements and other financial information, for the fair presentation of the information set forth in the consolidated financial statements in accordance with GAAP, for establishing, documenting, maintaining and reviewing systems of internal and disclosure control and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and applicable laws. The Audit Committee's role is one of oversight of the following matters:

1. Financial Reporting and Disclosure

a) Reviewing with management and the external auditor the annual and interim consolidated financial statements of the Company, including, without limitation, the judgement of the external auditors as to not only the acceptability but also the quality and appropriateness of the Company's accounting policies and practices as applied in its financial reporting, and reporting and recommending the consolidated financial statements to the Board for approval.

b) Reviewing the CFO Report summarizing substantive issues discussed by the Disclosure Committee as well as any material change to the Company's accounting policies and practices as recommended by senior management or the external or internal auditor or which may result from changes to applicable laws or to generally accepted accounting principles, including international financial reporting standards, where applicable.

c) Reviewing and recommending to the Board for approval all financial disclosure made by the Company within disclosure documents required by applicable securities regulators, including in the Company's Management Discussion and Analysis, annual and interim consolidated financial statements, prospectuses, information circulars and annual and interim earnings press releases, Annual Information Form and, whether or not such disclosure is required by applicable securities regulators, in the Company's Sustainability/ESG Report.

d) Reviewing the use of any "pro forma" or adjusted information not in accordance with applicable generally accepted accounting principles, where applicable.

e) Reviewing significant transactions and the manner in which these matters are treated in the Company's financial disclosure and consolidated financial statements.

f) Reviewing emerging accounting, financial reporting and disclosure issues.

g) Reviewing key estimates and judgments of management.

h) Reviewing material tax matters.

2. Internal and Disclosure Controls

a) Monitoring and reviewing the quality and effectiveness and integrity of internal and disclosure controls with senior management, the external auditors and the internal auditor including:

   i. reviewing minutes of Disclosure Committee meetings in connection with every quarterly Committee meeting;

ii. establishing a Disclosure Committee Charter and, once established, periodically reviewing and assessing the adequacy of such Charter and approving any changes to it;

iii. reviewing the external and internal auditors' recommendations on internal control matters, following up on any identified weaknesses and management's response;

iv. confirming that adequate procedures are in place for the review of the public disclosure of financial information extracted or derived from the consolidated financial statements of the Company and periodically assessing the adequacy of those procedures.

b) Discussing with the internal auditor any difficulties or disputes that arose with senior management during the course of the audits and the adequacy of senior management's responses in correcting audit-related deficiencies.

c) Reviewing the Company's processes for the CEO and CFO certifications required by applicable securities laws with respect to the Company's annual and interim filings.

d) Reviewing procedures for public disclosure of financial information and periodically assessing the adequacy of those procedures.

3. Relations with External Auditors

a) Reviewing External Auditor Report and confirming independence of the external auditor. Overseeing and evaluating the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting. The external auditor will report directly to the Audit Committee but is ultimately accountable to the Board, which has ultimate authority to select, evaluate and where appropriate, replace the external auditor.

b) Reviewing and approving in advance the terms of engagement and scope of the external audit and recommending to the Board the appointment and proposed audit fees of the external auditor.

c) Reviewing and discussing with the external auditor all significant relationships that the external auditor and its affiliates have with the Company and its affiliates in order to seek to determine the external auditor's independence, including:

i. approving all non-audit assignments undertaken by the external auditor. Reviewing periodically the detailed policies and procedures dealing with pre-approved non-audit services. In addition, the Audit Committee at its discretion may delegate pre-approvals of other non-audit services to the Chair of the Committee, subject to ratification by the full Committee at the next scheduled meeting. Appendix B sets out the Audit Committee's current policy with respect to non-audit services for which the independent auditor may be engaged; and

ii. approving any hiring of partners and employees and former partners and employees of the external auditor.

d) Reviewing the external auditor's internal quality control procedures and any internal or external reviews of investigation of the auditor's professional practices.

e) Requiring the external auditor to perform such supplemental reviews or audits as the Committee may deem desirable.

4. **Relations with Internal Auditor**

a) Approving the appointment and removal of any third-party internal auditor. Reviewing and approving in advance the terms of engagement, including fees, the scope of the internal audit work plan and the resources necessary to carry out the plan, as well as confirming independence of such third-party internal auditor. Overseeing and evaluating the work of the internal auditor, including management's response to the internal auditor's findings and recommendations as well the resolution of disagreements between management and the internal auditor regarding material weaknesses or significant deficiencies disclosed by the internal audit. The internal auditor will report directly to the Audit Committee.

b) Reviewing and approving any decisions made by the Senior Vice President, Finance and CFO regarding the appointment or removal of any Company personnel having an internal audit-related role or function.

c) Annually reviewing and assessing the adequacy of the Internal Audit Charter and approving any changes to it.

d) Monitoring and assessing the quality and effectiveness of internal audit and its role in the overall context of the Company's risk management system.

5. **Risk Management**

a) Discussing with management and internal and external auditors their assessment of significant corporate and financial risks and exposures as well as reviewing the Company's risk management policies and processes together with the effectiveness and efficiency of the same.

b) Annually reviewing the Company's program to obtain insurance to mitigate risks where appropriate.

c) Reviewing contingent liabilities and the manner in which these are treated in the Company's financial disclosure and consolidated financial statements.

d) Reviewing IT strategy and the threat of cyber-attack and plans to mitigate such risks.

6. **ESG-Related Disclosure**

a) Overseeing the development and implementation of the Corporation's reporting standards related to ESG/Sustainability metrics, including internal controls and disclosure controls applied to the reporting of such metrics.

b) Periodically reviewing the effectiveness of internal controls and disclosure controls applied to sustainability information gathering and to reporting of ESG/Sustainability metrics to ensure accuracy and reliability of disclosures.

c) Reviewing and recommending to the Board for approval disclosure related to ESG/Sustainability metrics made by the Company within disclosure documents required by applicable securities regulators and in the Company's Sustainability/ESG Report.

7. **Ethical Business Conduct**

a) Monitoring and evaluating effectiveness of policies and procedures for dealing with questions and complaints regarding accounting, internal accounting controls, auditing and financial disclosure matters and the confidential anonymous submissions of concerns regarding such matters made through the Company's Whistleblower Hotline or otherwise.

b) Monitoring compliance with the Company’s Code of Conduct and the confidential anonymous submissions of concerns regarding such matters made through the Company’s Whistleblower Hotline or otherwise.

c) Reviewing related party transactions for which Board approval is required under applicable legislation and making recommendations to the Board related to such transactions.

8. Other Matters

a) Reviewing the appointment of and succession planning for the Senior Vice President, Finance and CFO. Discussing and making recommendations to the Board regarding the appointment or removal of the Senior Vice President, Finance and CFO, on the recommendation of the CEO. Periodically reviewing the budget, structure and performance of the Company’s finance organization.

b) Conducting or authorizing investigations into any matter that the Committee believes is within the scope of its responsibilities.

c) Annually reviewing and assessing the adequacy of this Charter and the performance of the Audit Committee.

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AUDIT COMMITTEE CHARTER

APPENDIX A
DEFINITIONS

Financially Literate

Means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Independence

An Audit Committee member is independent if the member has no direct or indirect material relationship with the Company or its subsidiaries and affiliates. A material relationship means a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a member's independent judgment.

In addition to any determination which may be made by the Board, the following individuals will be considered to have a material relationship with the Company:

a) an individual who is, or was within the last three years, an executive officer or employee of the Company;

b) an individual whose immediate family member is, or was within the last three years, an executive officer of the Company;

c) an individual who is a partner or employee of the Company's external or internal or auditor;

d) an individual who was a partner or employee of the Company's external or internal auditor within the last three years and personally worked on the Company's audit during that period;

e) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual; is a partner of the Company's auditor, is an employee of the Company's auditor and participates in its audit, assurance or tax compliance practice or was, within the last three years, a partner or employee of the Company's auditor and personally worked on its audit within that time;

f) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the Company's current executive officers serves or served at that same time on the entity's compensation committee;

g) an individual who received, or whose immediate family member who is an executive officer of the Company received, more than $75,000 in direct compensation from the Company during any 12-month period during the last three years, other than in their capacity as a Board member and other than fixed amounts of remuneration received under a retirement plan for prior service where such compensation is not contingent on continued service;

h) an individual who accepts, directly or indirectly, fees from the Company, other than in his or her capacity as a member of the Board or any Board committee, or part-time Chair or Vice Chair of the Board or any Board committee; and

i) an individual who is an “affiliated entity” of the Company within the meaning of National Instrument 52-110.

- For purposes hereof, “the Company” includes Mattr Corp. and any subsidiary thereof;

  and

- For purposes of paragraph (h), indirect acceptance of a fee by an individual includes acceptance of a fee by (i) an individual’s spouse, minor child or stepchild or child or stepchild who shares the individual’s home, or (ii) an entity in which such individual is a partner, member, officer or other comparable position and which provides accounting, consulting, legal, investment banking or financial advisory services to the Company.

AUDIT COMMITTEE CHARTER

APPENDIX B

AUDIT AND NON-AUDIT SERVICES

Audit services include:

- The audit and/or review of annual and quarterly financial statements of the Company, its subsidiaries and affiliates

- Other procedures required to be performed by the independent auditor to be able to form an opinion on the Company's consolidated financial statements, including information systems and procedural reviews.

Audit Related Services

Audit related services are the professional attestation and related services that are reasonably related to the proper completion of the audit of the Company's financial statements. The Audit Committee has granted general pre-approval to the following audit related or other non-tax services performed by the external auditors provided in each case that the Audit Committee is informed periodically of all such services provided:

- Due diligence services pertaining to potential business acquisitions/dispositions
- Accounting consultations relating to accounting, financial reporting and disclosure issues
- Assistance with understanding and implementing new accounting and financial reporting standards and guidance
- Special audits on control procedures
- Prospectus and other regulatory audit and filing assistance

All other non-tax related services must be specifically approved by the Audit Committee.

Tax Related Services

The Audit Committee has granted general pre-approval to the following tax related services supplied by the external auditor provided in each case that the Audit Committee is informed periodically of all such services provided:

- Assistance with completion and filing of corporate tax returns
- Assistance with understanding and implementing new tax rules
- Tax consultations related to specific transactions
- Assistance and advice with respect to general corporate tax planning
- Discussions and negotiations with taxation authorities concerning the Company's tax affairs.

All other tax related services must be specifically approved by the Audit Committee.

Non-Audit Services

The Chair of the Audit Committee may pre-approve non-audit services to be provided by the external auditor providing all such assignments are reviewed with the full Audit Committee at the next scheduled meeting.

Prohibited Services

The following services are not to be provided by the external auditor:

- Bookkeeping or other services related to the accounting records or financial statements
- Appraisal, valuation or fairness opinions
- Actuarial services
- Internal audit
- Human resource assistance
- Legal advice
- Legal services
- Investment banking services
- Management functions