



**MATTR CORP.**

**ANNUAL INFORMATION FORM**

For the Year Ended December 31, 2025

March 12, 2026

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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: favourable mid-and long-term market trends for the Company’s core businesses; retirements from the Company’s board; the quantity and quality of the Company’s competitors; the Company’s research and development programs; future environmental requirements that the Company is subject to and related capital and operating costs; negotiations of labour union contracts; the consequences, magnitude and duration of tariffs implemented by the US, Canada and other countries; the impact of actions to mitigate the effects of such tariffs; revenue and Adjusted EBITDA in 2026; the Company’s approach to capital allocation and expected capital deployment, including maintenance activities, high-return growth initiatives, acquisitions and dividends; the Company’s intention to move back below its target Net debt-to-Adjusted EBITDA ratio and its anticipated allocation of excess cash towards debt repayment and cash generation in connection therewith; the anticipated timing of resuming the Company’s share buyback program; the scale and continuity of manufacturing efficiency improvements at its manufacturing sites, including at recently established manufacturing sites; the impact of actions taken by the Company to strengthen its supply chain; and the impact of global conflicts on the Company.

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, consequences and duration of 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 increase efficiency in its newly established manufacturing facilities; the effectiveness of modernization, expansion and optimization 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; 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 2026; 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 electrification, transportation, mining, energy, communication and water 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; the Company's continuing ability to identify and successfully execute on opportunities for acquisitions or investments; the higher level of investment in working capital by the Company; 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](http://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*.

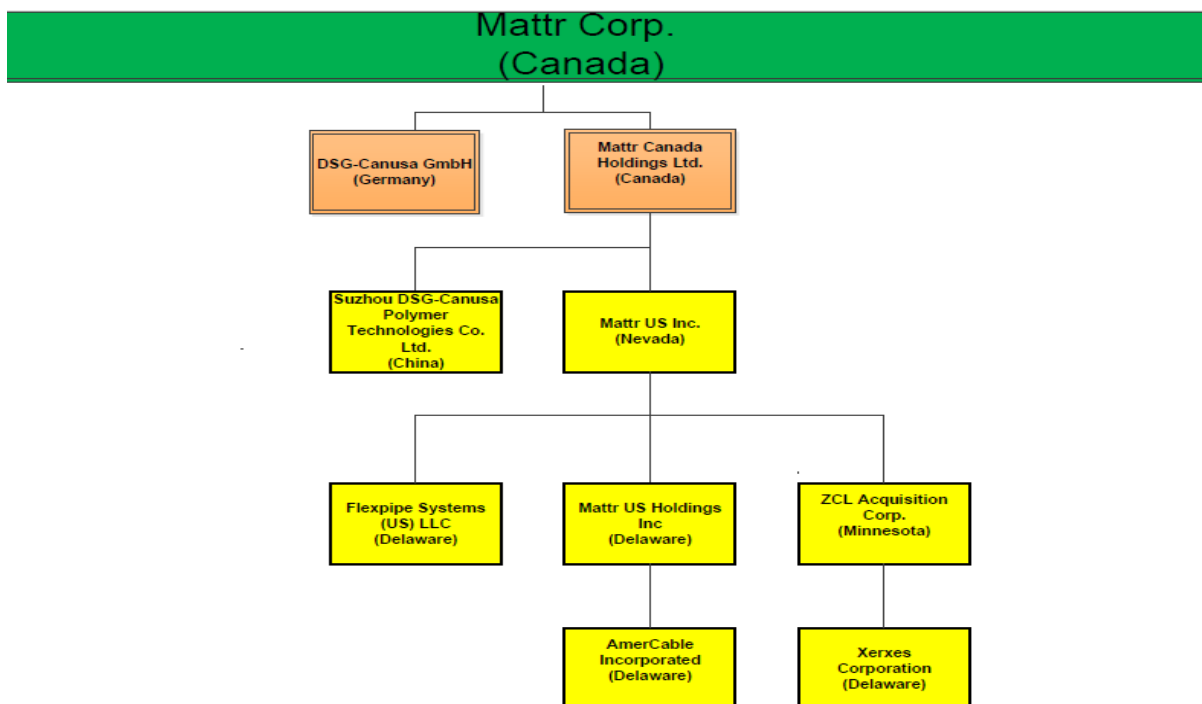
The address of the Company’s head and registered office is 336 Courtland Avenue, Vaughan, Ontario, Canada, L4K 4Y1.

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 Matr and its principal subsidiaries and affiliates as at December 31, 2025:



## Item 3 GENERAL DEVELOPMENT OF THE BUSINESS

### 3.1 Overview – Three Year History

During the years 2023 to 2025, the Company continued its pursuit of portfolio optimization, transformation into a materials technology company and targeted segment growth strategies, primarily in the markets of Infrastructure, Energy and Transportation.

On September 12, 2022, the Company announced the commencement of a review of strategic alternatives (the “**Strategic Review Announcement**”) for its Pipeline Performance Group (“**PPG**”), Shaw Pipeline Services (“**SPS**”), and Oilfield Asset Management (“**OAM**”) operating units. With the sale of its SPS, OAM and PPG businesses, all completed in 2023, and its Brazilian pipe coating operations (“**Thermotite**”), completed in 2025, the Company concluded its strategic review process and portfolio transformation. During the years 2023-2025, the Company’s primary growth focus was centred on 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.

## **Divestitures and Winddown of Non-Core Businesses**

From the time of the Strategic Review Announcement through 2025, 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. Such actions included the divestiture of the Company's Pipeline and Pipe Services ("PPS") reporting segment, which consisted of the PPG operating unit (until the majority of the assets of the operating unit, excluding Thermotite, were sold to Tenaris S.A. in November 2023 and Thermotite was sold to Vallourec Tubular Solutions ("Vallourec") in June 2025), 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. During this period, the Company continued its focus on the highest value, most differentiated industrial product businesses and divested or shutdown its non-core businesses.

## **Acquisitions and Investments**

As part of its transformation to focus on its core business segments, Composite Technologies and Connection Technologies, during the period from 2023 to 2025 the Company expanded its business outside of energy markets through organic and inorganic investments. In 2023, the Company, through its subsidiary, acquired the assets of Triton Stormwater Solutions, a privately owned provider of highly engineered, lightweight, composite materials-based underground infiltration chamber products, used primarily within stormwater management solutions. The Triton Stormwater Solutions 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.

Collectively, the divestitures, cost reduction measures and acquisitions completed by the Company during the three-year period have served 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 made capital investment commitments to construct: (i) three new production facilities in the US (a composite pipe facility in Rockwall, Texas, an FRP tanks facility in Blythewood, South Carolina, and a heat shrink tubing facility in Fairfield, Ohio), all three of which provided incremental capacity to the Company; and (ii) one new production facility in Canada (a wire and cable facility in Vaughan, Ontario), as a replacement for an aging and obsolete facility.

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, while its previously commercialized 5" and 6" spoolable pipe have continued to benefit from rising customer adoption. The segment also increased its water management product offering during this period, enhancing its HydroChain™ product line. The Connection Technologies segment expanded its product offerings through the acquisition of AmerCable, which added medium voltage capabilities along with a US manufacturing presence essential to enabling electrification in key end markets, and by continuing

to innovate on its historical offerings, including development of incremental wire and cable products for nuclear fuel handling applications and advancement of its heat shrink application systems.

### **3.2 Specific Highlights**

Specific highlights in the development of the Company's business over the 2023 - 2025 period include:

#### **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 represented, 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 Matr and began conducting business as Shawcor Ltd., dba Matr Infratech. The Company also changed its TSX ticker symbol to "MATR".
- 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 in the capital of the Company (the "**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.

- 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, would replace its existing Greater Toronto Area manufacturing site that was sold and leased-back in June of 2022. Capital expenditures for these operating facilities represented, in the aggregate, approximately \$35 million across 2023 and 2024.
- In September 2023, the Company's 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 was 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.

## **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. The Company also voluntarily changed its ticker symbol on its OTC listing to MTTRF (formerly SAWLF) at that time.
- 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 \$14.20 per common share.
- 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.
- 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 for 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.

## 2025

- In January 2025, the Company closed the acquisition of all of the issued and outstanding shares of AmerCable Incorporated for a total consideration of \$407.4 million, including \$4.4 million in working capital adjustments.
- In June 2025, the Company closed the sale of its subsidiary, Thermotite, to Vallourec Tubular Solutions, a subsidiary of Vallourec S.A., for gross proceeds of approximately \$50.8 million (US\$37.3 million). Thermotite’s operational results had been presented within discontinued operations. In fiscal year 2025, the Company recorded a Loss on sale of operating unit of \$4.7 million.
- In June 2025, the Company announced the renewal of its normal course issuer bid (the “**2025 NCIB**”), which was approved by the Board of Directors and accepted by the TSX. The 2025 NCIB provides for the purchase and cancellation on the open market (or as otherwise permitted), at its discretion, of up to 4,991,584 Common Shares, representing approximately 10% of the Company’s public float as at June 16, 2025. During 2025, the Company purchased, for

cancellation, 2.1 million Common Shares at a weighted average price of \$10.99 per common share. See “*Normal Course Issuer Bid*” for additional details.

- In August 2025, the Company announced the appointment of Jane Skoblo as a director and as a member of the Company’s Audit and Compensation and Organizational Development Committees, with the intention of allowing an orderly transition as Laura Cillis, current director and Audit Committee Chair, intends to retire from the Company’s board at the Company’s 2026 annual general meeting.

## **Item 4 DESCRIPTION OF THE BUSINESS**

### **4.1 Overview**

Mattr is a growth-oriented, global materials technology company serving critical infrastructure markets, including electrification, transportation, mining, energy, communication and water management. The Company reports through its two business segments, Composite Technologies and Connection Technologies, each of which enable renewal and enhancement of critical infrastructure. The reportable segments are supported by the Financial and Corporate structure which 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.

As at December 31, 2025, the Company’s business included five brands that were reported through the Composite Technologies and Connection Technologies business segments, as further described below.

### **4.2 Business Segments**

The Company’s operating units were reported as two business segments during 2025: Composite Technologies and Connection Technologies.

#### **Connection Technologies**

The Connection Technologies segment accounted for 58% of Continuing Operations revenue for 2025. This segment was comprised of the DSG-Canusa, Shawflex and AmerCable® brands at December 31, 2025.

#### **DSG-Canusa**

DSG-Canusa is a global manufacturer of heat shrinkable and cold shrinkable products for mechanical and electrical insulation solutions. The business also manufactures automated heat shrink application equipment. 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 from three primary manufacturing facilities located in the United States, Germany and China.

#### **Shawflex**

Shawflex, including through its Kanata Electronics group, is a manufacturer of control, instrumentation and low voltage power cables, cable assemblies and wire harnesses for use primarily in industrial applications and its manufacturing facility is located in Vaughan, Ontario. The business is a market leader in Canada with custom engineered and specialty products sold direct to end-users

or through distributors throughout North America with periodic sales in South America and Asia. 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, electrical utility, aerospace, mass transportation, telecommunications and automation industries.

### **AmerCable®**

AmerCable® is a leading manufacturer of harsh environment wire, cable, and assemblies with a manufacturing facility in El Dorado, Arkansas and an assembly facility in Katy, Texas, both of which are ISO 9001:2015 certified. AmerCable® has been producing power cable solutions since 1922 and designs products intended to operate reliably over long periods of time in extremely challenging conditions. AmerCable's® products primarily serve customers in the mining, oil and gas and industrial markets. AmerCable® provides custom cable solutions direct to end users or through distributors throughout North America.

### **Composite Technologies**

The Composite Technologies segment accounted for 42% of Continuing Operations revenue for 2025. This segment is comprised of the Flexpipe® and Xerxes® brands at December 31, 2025.

### **Flexpipe®**

Flexpipe® manufactures proprietary, flexible, corrosion resistant pipeline products which are marketed primarily to oil and natural gas producers in Canada, the United States, with periodic sales in Latin America, the Asia-Pacific Region, the Middle East, India and North Africa. The division serves its customers through its manufacturing facilities in Calgary, Alberta and Rockwall, Texas, and its sales offices and service depots in Alberta, Saskatchewan, 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® primarily manufactures corrosion-free, composite underground storage tanks ("USTs") for fuel, water and wastewater applications and HydroChain™ stormwater products, including infiltration chambers. The division serves its customers through proprietary manufacturing and distribution centres located across North America (Quebec, Alberta, Iowa, Maryland, Texas and South Carolina) and through the business' 3D glass fabric weaving manufacturing location in the Netherlands. The composite USTs are marketed and sold primarily to retail fuel outlets, data centers and infrastructure customers across North America. HydroChain™ stormwater management products are marketed and sold to infrastructure customers across North America, Europe, Australia and New Zealand.

## **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, mining 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, in part due to tariffs. 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 either successfully mitigated certain potential tariff expenses by converting its copper supply chain from tariffed to non-tariffed sources or has otherwise 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 2025 and, as at December 31, 2025, held 40 issued patents, and 38 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 Cyclicity**

The activities of some of the Company's individual businesses have seasonal fluctuations which generally cause the second and third calendar quarters of each year to reflect stronger Company sales activity than the first and fourth calendar quarters. The Composite Technologies segment, representing 42% of the Company's Continuing Operations revenue in 2025, is partially impacted by seasonality (composite tank and composite pipe sales) and partially impacted by cyclicity (composite pipe sales) due to a high correlation to land-based oil and gas well completions in North America and to commodity prices. The Connection Technologies segment, representing 58% of the Company's Continuing Operations revenue in 2025, is mildly impacted by seasonality, particularly in the auto industry (DSG-Canusa product sales) and partially impacted by cyclicity (AmerCable®

product sales) due to a high correlation to oil and gas drilling and mining project development activities globally and to commodity prices.

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; oil and gas drilling and mining project development activities; 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, 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, 2025, the Company’s businesses operated through the following manufacturing and service facilities:

<b>Location</b>	<b>Major Products or Services</b>	<b>Owned or Leased</b>
Vaughan, Ontario	Connection Technologies Corporate	Leased
Cincinnati, Ohio	Connection Technologies	Leased
Suzhou, China	Connection Technologies	Leased
Rheinbach, Germany	Connection Technologies	Owned
Katy, Texas	Connection Technologies	Leased
El Dorado, Arkansas	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
Weyburn, Saskatchewan	Composite Technologies	Leased
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	Corporate	Leased

None of the Company-owned properties 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. The Company's business units 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 \$11.6 million was spent on research and development during 2025, compared to \$10.8 million in 2024. 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 2025, 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 7" and 8" family of Flexpipe products and expanded the scope of product offerings within its 6" and smaller family of Flexpipe products. In parallel, the Company's AmerCable® business developed a PVC jacket option for its Type MV-105 medium voltage product line for use in industrial power distribution and data center applications; its Shawflex business continued to develop, and approached completion of, its expanded marine portfolio offering to include SHF-2, an outer cable sheath designation designed for marine and offshore cables; and its DSG-Canusa business developed its new DERAY-KYF MT tube for identification in aerospace and defense applications and introduced the DERAY-Shuttle UVision, a high-capacity infra-red shrinking device equipped with ultra-violet light and artificial intelligence powered camera inspection to detect phosphorescent adhesives for enhanced quality controls.

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

In addition, the Company is evaluating and selectively integrating artificial intelligence and machine learning technologies across certain products, systems and internal processes to enhance operational efficiency, data analysis and decision-support capabilities. These technologies are currently being deployed in a controlled manner and subject to governance frameworks intended to protect

proprietary information, ensure data security and comply with applicable legal and ethical requirements.

#### **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 2025 were \$0.3 million (nil in 2024) and, as at December 31, 2025, the provisions on the Company's financial statements related to environmental matters and included as decommissioning liabilities were \$8.4 million (\$9.9 million in 2024). 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 2025, 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, 2025, the Company employed 2,110 permanent and contract personnel and the Company's divisions had labour union contracts in effect which covered an estimated 167 employees. These contracts have various expiry dates in 2028 and 2030. 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 and tariff 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 magnitude of applicable tariffs and 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, 2024, and 2025 are set out below:

Geographic Segment	% Total Continuing Operations Revenue	
	<u>2024</u>	<u>2025</u>
North America	87%	91%
Europe, Middle East and Africa	11%	8%
Asia Pacific	<u>2%</u>	<u>1%</u>
	100%	100%

Reference is made to note 5 in the Company’s consolidated financial statements for the years ended December 31, 2025, and 2024, respectively, for detailed financial information for each geographic segment. These financial statements are available at [www.sedarplus.com](http://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, 2025, which is available at [www.sedarplus.com](http://www.sedarplus.com), for a description of the impact of the translation of foreign operations’ financial results into Canadian dollars during 2025.

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 and Supplementary Business Information**

The trends noted below reflect the Company’s current view, including potential significant external factors, as of March 12, 2026 (see “*Supplementary Business Information*” below for more details on the Company’s current understanding of external factors):

- The Company has made, and continues to make, positive progress in improving its core operations, with production levels and operating efficiencies expected to advance further during 2026. Most of the challenges encountered in 2024 and 2025 related to newly commissioned facilities have been resolved or are nearing resolution, and early traction is being realized from new product introductions. Despite these improvements, the Company remains cautious regarding the impact of ongoing geopolitical uncertainty, which has the potential to mute the near-term impact of these positive developments. As a result, the Company expects revenue and Adjusted EBITDA from Continuing Operations during 2026 to be similar to, or slightly below 2025 levels, while cash provided by operating activities from continuing operations is expected to be similar to 2025 levels and capital spending is expected to be lower than 2025. Adjusted EBITDA for the first quarter of 2026 is expected to be similar to adjusted EBITDA for the fourth quarter of 2025.
- Revenue from Connection Technologies during 2026 is expected to be lower than 2025, primarily driven by reduced demand for wire and cable products in the Canadian industrial, Canadian mining, and global oilfield markets.

- Revenue from Composite Technologies during 2026 is expected to be higher than 2025, as productive capacity continues to rise across the Xerxes network and the Flexpipe business gains incremental market share with larger diameter products.
- The Company anticipates total full year 2026 capital expenditures to be \$35 to \$45 million, modestly below its normal course range, of which approximately \$15 million will be allocated to maintenance activity and \$20 to \$30 million will be allocated to high-return growth initiatives including expansion of our US wire and cable manufacturing capabilities in the Connection Technologies segment.

### **Supplementary Business Information**

The following section provides further background information regarding the Company's strategic transformation and the foundational elements within each of its businesses that may influence Company performance.

#### ***Strategic Portfolio Transformation***

Since 2019, the Company has undergone a substantial portfolio transformation, evolving from a predominantly oilfield product and service-oriented organization to become a provider of premium, harsh environment products for industrial and infrastructure applications. Key developments in support of this transformation are as follows:

- 2019: Acquired the Xerxes business (formerly known as ZCL), which provides underground fuel and water storage solutions for commercial and industrial sites such as convenience stores, hospitals, airports, data centers and government installations.
- 2020 - 2025: Sold or shuttered twelve businesses, the majority of which provided oilfield products and/or services, in the process eliminating the Company's Pipeline and Pipe Services segment. With these actions, the Company reduced the percentage of its Continuing Operations revenue exposed to oilfield end markets from >75% in 2019 to <30% in 2025.
- 2022-2023: Acquired two small businesses - Kanata, a premium, custom cable assembly provider primarily serving nuclear and aerospace end markets, and Triton Stormwater Solutions, a stormwater management product provider.
- 2023-2025: Invested organically in the MEO of the Company's North American manufacturing network. MEO actions resulted in the establishment of four new production sites (three in the US, one in Canada), one for each of its DSG-Canusa, Shawflex, Xerxes, and Flexpipe businesses, while also establishing in-house production capability for the HydroChain stormwater product line acquired from Triton Stormwater Solutions. These investments position the Company for substantial growth and efficiency enhancement, while significantly lowering its tariff exposure by expanding its ability to supply US customers from domestic production sites.
- 2025: Acquired AmerCable, a US-based manufacturer of harsh environment wire, cable and assemblies. This business manufactures premium low- and medium-voltage products in support of electrification within critical infrastructure sites. This acquisition enhanced the Company's position as a premier, custom engineered cable manufacturer in North America and broadened product offerings.

These actions have strengthened the Company's footprint and diversified its end market exposure as well as improving the relative contributions from each segment.

## ***External Factors***

The Company continues to face significant uncertainty regarding the scope and duration of tariffs affecting cross-border trade in North America (despite the United States Supreme Court's February 20, 2026, decision in *Learning Resources, Inc. v. Trump*), and the business and economic consequences arising from such tariffs. This uncertainty continues to cause customers in some end markets to pause, cancel or reduce the size and scope of their investment decisions, and has contributed to broadly lower customer activity in certain sectors, including the Canadian industrial market. The Company currently manufactures products in the US and 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. In 2025, approximately 27% of its Cost of Goods Sold (45% in the previous year) was tied to raw materials that crossed at least one North American border prior to incorporation into finished goods. 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 and/or Canadian governments. In 2025, the Company reduced its exposure to potential tariff impacts by expanding and upgrading U.S.-based manufacturing capacity and localizing key raw material sourcing, with these actions strengthening supply-chain resilience and positioning the Company more favourably amid ongoing trade uncertainty. These mitigation efforts have also been effective in limiting the direct financial impact of tariffs, with the Company experiencing minor impacts in 2025. The Company remains vigilant and prepared to take additional mitigation actions as needed, including raising the selling prices of its products where necessary.

At the time of publication, the Company has not experienced material impacts from the recent escalation of conflict in the Middle East, however, market dynamics could be altered in the future by sustained geopolitical uncertainty and/or sustained elevation of energy costs. The Company remains confident that its differentiated technologies, which support increased generation, movement and use of electrical power, and the ongoing transition to composite materials in fuel and water management applications, provide the Company with substantial long-term growth and profit expansion opportunities. Despite near- and medium-term geopolitical and macroeconomic challenges, the Company remains positive on the long-term outlook and macro drivers for its products.

## ***Capital Allocation***

The Company expects to maintain its flexible “all of the above” approach to capital allocation over the long-term. To maintain strategic optionality, the Company generally seeks to maintain a normal-course Total Net debt-to-Adjusted EBITDA ratio of approximately 2.0 times, including leases.

- The Company is currently above its normal-course Total Net debt-to-Adjusted EBITDA ratio, as a result of debt incurred to fund the acquisition of AmerCable. Consequently, the Company anticipates that its allocation of excess cash will be weighted towards debt reduction during 2026.
- During the fourth quarter of 2025, the Company repaid \$43.5 million on its credit facility.
- During the fourth quarter of 2025, no shares were repurchased for cancellation under the NCIB. In 2025, the Company repurchased 2.1 million shares at a cost of \$23.3 million under the NCIB.
- The Company continues to believe share repurchases under its NCIB represent a high-return use of capital. Following strong fourth quarter debt reduction and ongoing operational execution improvement, the Company believes it may be approaching a position where share repurchase activity could resume in parallel with ongoing debt reduction. The Company will provide an update on this subject within its first quarter of 2026 earnings release.

#### **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 2025.

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](http://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, 2025, 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 30, 2025 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 4,991,584 common shares, representing approximately 10% of the Company's public float as at June 16, 2025. The Company believes that using the NCIB to return capital to its shareholders will increase shareholder value and further the returns of the Company.

For the year ended 2025, the company repurchased 2.1 million shares at a cost of \$23.3 million. In the aggregate, since the launch of the NCIB on September 26, 2022 through December 31, 2025, the Company has repurchased for cancellation a total of approximately 10.4 million common shares for an aggregate repurchase price of approximately \$140.6 million at a weighted average price of approximately \$13.47 per common share. All repurchased shares were cancelled subsequent to the repurchase. During the fourth quarter of 2025, no shares were repurchased for cancellation.

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 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 68,375 Common Shares, which represents approximately 25% of the average daily trading volume of 273,500 common shares of the Company for the six calendar months preceding May 31, 2025.

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 30, 2025.

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.

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, Canada 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 (including the timing thereof) would be reduced, potentially materially. 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 (although the United States subsequently exempted products of Canada that qualify as originating under the Canada-United States-Mexico Agreement ("CUSMA")) as well as a 10% additional tariff on imports from China. Canada announced countermeasures consisting of 25% tariffs on specified goods imported from the United States, although such retaliatory tariffs were paused as of March 7, 2025. Subsequently, the United States imposed a 25% tariff on importations of Canadian steel and aluminum products effective March 12, 2025 (which was subsequently increased to 50% effective June 4, 2025) and automotive goods effective April 3, 2025. In response, Canada imposed 25% retaliatory tariffs on U.S. steel and aluminum products effective March 13, 2025 (with an exemption for miscellaneous consumer products effective September 1, 2025) and U.S. auto imports effective April 3, 2025. In addition, the US Administration imposed a 50% tariff on all semi-finished copper products and intensive copper derivative products and increased the tariff on specified Canadian goods from 25% to 35% effective August 1, 2025. On December 26, 2025, Canada imposed tariffs on the importation of all in-scope steel derivative products from the U.S. The U.S. has also imposed extensive global trade policies affecting more than 100 countries, including countries in the European Union, and in response, certain countries have announced a series of retaliatory tariff policies as well.

On February 20, 2026, the U.S. Supreme Court released a decision limiting the executive branch's authority to impose tariffs under the International Emergency Economic Powers Act ("IEEPA"), which has introduced further uncertainty regarding the continuity, scope and legal basis of certain U.S. trade measures including by virtue of the cessation of IEEPA tariffs and the introduction of alternative U.S. trade measures, any of which could adversely affect global supply chains, input costs and market conditions applicable to the Company. The current state of global tariffs remains fluid. 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 products.

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. In addition, as the CUSMA is set for review in July 2026, there is uncertainty if the parties will seek to renegotiate its terms. The renegotiation of CUSMA, or the implementation by the U.S. government of new legislative or regulatory policies, could negatively impact supply chain dynamics, impose additional costs on the Company, decrease U.S. demand for the Company's products and services or otherwise negatively impact the Company, which may have a material adverse effect on the Company's business, financial condition and results of operations. In addition, such uncertainty may adversely impact (i) the ability of other companies to transact with the Company; (ii) the Company's profitability; (iii) global stock markets (including the TSX); and (iv) general global economic conditions. The Company continues to evaluate such developments on an

ongoing basis and consider mitigation strategies to limit potential impacts on its business, financial condition and results of operations.

**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.

**The Company's failure to successfully execute on its capital investments into high-return growth and efficiency improvement opportunities, including, among other things, realizing the benefits of the modernization, expansion and optimization of its production footprint could harm its business and financial results and damage its customer relationships and reputation.**

The ramp-up of newly modernized, expanded or optimized 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 the ramp-up of such newly modernized, expanded or optimized facilities with existing operating needs could have a material adverse impact on the Company's business, financial condition and results of operations. There can be no assurances that the Company will be able to recover capital costs directed towards modernization, expansion and optimization of its production footprint through rate increases to the Company's customers.

If the Company is unable to 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 ramp-up material new 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 customer contracts related to such new 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 recently completed MEO projects or future capital investments into high-return growth and efficiency improvement opportunities.

**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. Also, dispositions by significant shareholders, or other shareholders that hold a significant number of Common Shares, could have an adverse effect on the market price of the common shares, as there is a risk that the Company's common shares are less liquid and trade at a relative discount. In addition, there is a risk that the interests of any significant shareholders differ from those of other shareholders. 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.

**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 2026. 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 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.

**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 decline in North American land drilling and completion activity or in the level of activity in the oil and gas industry generally could 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. Lower land drilling and completion activity decreases demand for the Company's products, such as composite pipe. Further, the Company's revenue derived from its AmerCable® business, which is part of the Connection Technologies segment, is tied to conditions in the oil and gas industry in which a segment of its customers operate, and more broadly to general economic conditions. The Company's products offered through its AmerCable® business, such as its highly engineered wire and cable solutions, are used in oil and gas industry such as land-based and offshore drilling, production, and downstream facilities. A decline in the level of activity in the oil and natural gas industry could have a material adverse effect on the Company's business, financial condition and results of operations.

The business activities exposed to a decline in North American land drilling and completion activity and/or the level of oil and gas industry activity generally, collectively represented less than 24% of the Company's 2025 Continuing Operations revenues.

**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.

**Inflationary pressures may adversely affect the Company's profitability.**

Economic conditions causing persistent levels of inflation, challenges in monetary policy normalization, the implementation of new and potential for additional 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. While levels of inflation have decelerated notably from the peaks seen in 2022, as, among other things, some of the supply chain pressures which were impacting the global economy have eased, there remains a risk that levels of inflation could increase due to a number of factors, including, but not limited to, geopolitical impacts on energy prices, supply constraints and potential impacts of on-going and future trade tariffs. 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 recently implemented tariffs or 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.

**Negative geopolitical events, including the ongoing Russian invasion of Ukraine and 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 and conflicts in the Middle East, may lead to increased economic volatility and may have adverse 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 economies of Canada, the United States and Western Europe 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, 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 particular, the outcomes of the conflict between Russia and Ukraine and the escalating conflict in the Middle East are uncertain and likely to have wide-ranging consequences on the peace and stability of each 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. Additionally, 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, which may have far reaching effects on the global economy and macroeconomic conditions.

Further, recent and ongoing geopolitical developments, including public statements by senior government officials in the United States regarding Greenland and the broader Arctic region, have contributed to increased uncertainty and volatility in global political and economic conditions. Such statements, regardless of whether they result in formal policy actions, may heighten diplomatic tensions among the United States, Denmark, Greenland and other international stakeholders, and may contribute to broader uncertainty regarding international relations, trade policy, defense priorities, and regional security and could have a material adverse effect on the Company's business, financial condition and results of operations.

**An inability to realize the benefits of future strategic transactions 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.

Furthermore, the Company may desire to 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.

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 complete divestments or acquisitions on financial and other terms acceptable to it or to obtain requisite regulatory approvals.

**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's ability to successfully implement new technologies into its operations in a timely and efficient manner may affect its ability to compete with competitors.**

The industries in which the Company operates reflect frequent technological advancements and introductions of new products and services utilizing new technologies. The Company's competitors may have greater financial, technical and personnel resources that allow them to implement faster and benefit from greater technological improvements. As a result, the Company could be at a competitive disadvantage to others in the industry, which could diminish its opportunities and profitability. There can be no assurance that the Company will be able to respond to such competitive pressures and implement such technologies on a timely basis, or at an acceptable cost, including providing for the continued compatibility of its products with evolving industry standards and protocols. If the Company does implement such technologies, there is no assurance that the Company will do so successfully. If the Company is unsuccessful or is less successful than its competitors in consistently developing innovative products, processes or use of materials, the Company may be placed at a competitive disadvantage, which could have a material adverse effect on the Company's business, operations or financial results. Further, if there is a shift away from the use of technologies in which the Company is investing, or a change in trends, its costs may not be fully recovered. If the Company is unable to utilize the most advanced commercially available technology, or is unsuccessful in implementing certain technologies, its business, financial condition and results of operations could also be adversely affected, potentially in a material way. In addition, changes in legislative, regulatory or industry requirements or in competitive technologies, including manufacturing processes, may render certain of the Company's products less attractive or may result in the Company's operations not being cost-competitive.

**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.

**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.

**Unusual or unfavourable weather conditions 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 to the reliability and predictability of commercial relations with its customers and suppliers. 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.

**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.

**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 inherent risks, challenges and unintended consequences to the Company's business. Data sourcing, technology, integration and process issues, program bias into decision-making algorithms, cybersecurity 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. Accordingly, dependence on AI without adequate safeguards may introduce additional operational vulnerabilities by producing inaccurate outcomes based on flaws or deficiencies in the underlying data or other unintended results. Further, the complexity of integrating AI into existing workflows may also lead to operational disruptions during the transition period. 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, which could lead to a decline in the Company's market share and profitability.

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. As AI is an emerging technology, 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. Accordingly, there is no certainty that the Company's investment in AI and machine learning technologies will yield materially better results, higher outputs or increased productivity.

**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.

**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, 2025, the Company has \$424.1 million in aggregate indebtedness outstanding pursuant to the Credit Facility and the Notes. 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 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. Shareholder activism could also 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.

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.

**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.

**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® Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). 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, 2025. 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 to a requirement to restate such financial statements, resulting in a decrease in investor confidence which could impact the value of the Company's shares.

**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, transports 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, including the potential for loss or suspension of permits, 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.

**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.

**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 is subject to interest rate risk.**

The Company's Credit Facility is subject to changes in market interest rates. Further, despite certain interest rate reductions in 2025, unexpected changes in economic or market conditions due to, among other things, persistent inflationary pressures, tariff measures, supply chain shortages and geopolitical events, could result in additional interest rate increases in 2026 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 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 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 as a result of the impact of risks related to supply chain disruptions, changes in customer payment practices, labour disruptions and other human resources challenges and challenges in debt management and restrictions on access to capital.

**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.

**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, including supply chain disclosure and reporting legislation. 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.

**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.

**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.**

Certain 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 June 5, 2025, the Canadian Competition Bureau issued its final guidelines on the greenwashing provisions (the "**Guidelines**"). While the Guidelines provide some additional clarity on the Competition Bureau's approach to enforcement in cases of misleading environmental claims, the impact of the amendments in practice remain uncertain. Any non-compliance with the amendments to the *Competition Act* may have a negative impact on the Company. Matr continues to monitor developments regarding the amendments to the *Competition Act* to ensure compliance.

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. 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. 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**

The Company does not currently pay a dividend. 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 28, 2026 were as follows:

	<b>DBRS Limited<sup>(1)</sup> ("DBRS")</b>	<b>S&amp;P Global<sup>(2)</sup> Ratings ("S&amp;P")</b>
Issuer Rating	BB, Stable	BB-, Negative
Senior Unsecured Debt (High Yield)	B (low)	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).

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 2025:

<b>Month</b>	<b>Close</b>	<b>High</b>	<b>Low</b>	<b>Volume</b>
January	\$11.68	\$12.99	\$11.63	4,281,320
February	\$10.37	\$12.07	\$9.93	5,059,215
March	\$10.24	\$11.06	\$9.28	8,024,743
April	\$9.52	\$11.05	\$8.47	4,696,456

May	\$9.440	\$11.29	\$8.92	7,802,484
June	\$12.01	\$12.40	\$9.40	4,625,917
July	\$12.29	\$12.95	\$12.15	4,149,577
August	\$11.47	\$12.74	\$9.83	6,270,121
September	\$10.72	\$12.04	\$10.58	5,350,431
October	\$10.94	\$11.44	\$10.06	4,600,277
November	\$7.57	\$11.03	\$7.27	9,250,233
December	\$7.98	\$8.15	\$7.48	4,241,670

## 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:

<b>Name and Municipality of Residence</b>	<b>Principal Occupation</b>	<b>Director Since</b>
Kevin Nugent Calgary, Alberta, Canada	Corporate Director, Chair of the Board	2021
Laura Cillis <sup>(1)(2)</sup> Nelson, British Columbia, Canada	Corporate Director	2019
Alan Hibben <sup>(1)(3)</sup> Leeds, England	Corporate Director	2020
Kathleen Hall <sup>(1)(3)</sup> Chadds Ford, Pennsylvania, U.S.A.	Corporate Director	2022
Katherine Rethy <sup>(2)(3)</sup> Huntsville, Ontario, Canada	Corporate Director	2023
Marvin Riley <sup>(1)(2)</sup> Washington, DC, U.S.A	Corporate Director	2024

Jane Skoblo<sup>(1)(2)</sup>  
Director

Toronto, Ontario  
2025

Corporate

Michael Reeves  
Houston, Texas, U.S.A.

President & Chief Executive Officer,  
Matr 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, until their resignation 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 Matr 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

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 director of the Company since 2021 and 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.

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 and director of Municipal Emergency Services, Inc. since July. 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.

Jane Skoblo joined the Board in August 2025. Ms. Skoblo has also served as a director of KOHO since August of 2024, of Teranet since May 2021 and of Medavie since June 2022.

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.

Shannon Glover became SVP Legal, General Counsel and Secretary of the Company on September 13, 2024, after joining the Company as Vice President, Legal in September 2021 and becoming Vice President, Legal and Corporate Secretary in January 2024. Prior to that, Ms. Glover was Legal Director and Corporate Secretary at Badger Infrastructure Solutions Ltd. from July 2020 to July 2021.

As at March 10, 2026, Directors and Officers of the Company as a group beneficially owned, directly or indirectly, or exercised control or direction over 527,519 of the issued and outstanding common shares of the Company, being 0.86% of the outstanding common shares.

## **8.2 Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

Other than as described below, 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, 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;
- (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.

Mr. Hibben has been a director of Dye & Durham Limited (“**DND**”) since November 20, 2025. Prior to Mr. Hibben becoming a director of DND, on September 30, 2025, the Ontario Securities Commission (“**OSC**”) issued a temporary management cease trade order (“**MCTO**”) in connection with the delayed filing of DND audited consolidated financial statements for the year ended June 30, 2025, and related disclosures (the “**FY 2025 Filings**”) which prohibited DND’s Chief Executive Officer and Chief Financial Officer from trading in and acquisitions of securities of DND until two full business days following receipt by the OSC of the FY 2025 Filings. At the application of DND, the OSC granted an extension of the MCTO until December 13, 2025 (the “**MCTO Deadline**”) to complete and file the FY 2025 Filings, along with the consolidated financial statements for the three months ended September 30, 2025 (the “**Q1 2026 Filings**”, and together with the FY 2025 Filings, the “**Required Filings**”), which had been due on November 14, 2025.

On December 15, 2025, the OSC ordered that the MCTO be revoked as DND did not file the Required Filings by the MCTO Deadline and concurrently issued a failure-to-file cease trade order (“**FFCTO**”) pursuant to National Policy 11-207. The FFCTO prohibited the trading by any person of all securities of DND in each jurisdiction in Canada, with certain exceptions in foreign markets, for so long as the FFCTO remained in effect.

On February 6, 2026, the OSC revoked the FFCTO and trading in all of DND’s securities resumed on February 9, 2026 in all jurisdictions in Canada following DND’s filing of (i) the Required Filings on January 31, 2026, and (ii) a revised Annual Information Form and a revised management’s discussion and analysis each for the fiscal year ended June 30, 2025, on February 2, 2026 and February 4, 2026, respectively.

Mr. Riley served as a director of Wolfspeed Inc. (“**Wolfspeed**”), a U.S.-listed semiconductor company, at the time Wolfspeed and certain of its subsidiaries commenced voluntary proceedings under Chapter 11 of Title 11 of the United States Bankruptcy Code (“**Chapter 11 Proceedings**”) on June 30, 2025. Wolfspeed emerged from the Chapter 11 Proceedings on September 29, 2025, following the implementation of a court-approved, pre-packaged plan of reorganization. Mr. Riley ceased to be a director of Wolfspeed on September 29, 2025.

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, 2025, 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, 2025, 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 Matt. As at December 31, 2025, the Committee consisted of five members, Laura Cillis - Chair, Marvin Riley, Kathleen Hall, Jane Skoblo 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, four of the five Audit Committee members meet the definition of a financial expert under section 407 of the Sarbanes Oxley Act (2002) (“SOX”) and three of the five 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. Since 2013, Ms. Cillis has served as a corporate director. She currently serves as a corporate director and also chairs the audit committee of the board of another public company. Ms. Cillis will not be standing for re-election at the Company’s 2026 Annual General Meeting and therefore will be stepping down as chair of the Audit Committee effective March 13, 2026.

**Ms. Skoblo** is a Chartered Professional Accountant (CPA, CA, AICPA-IT) with extensive financial services and technology experience spanning Canada, USA and international markets, most recently as Vice President, Digital Operations with Rogers Communications from 2016 until her retirement in 2020. Since 2020, Ms. Skoblo has served as a corporate director and currently serves as a corporate director of three other private companies. She also chairs the audit and risk committees of the boards of all three private companies. Ms. Skoblo has been appointed chair of the Audit Committee, with such appointment to become effective March 13, 2026.

**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 2024 and 2025:

	<b>KPMG LLP</b>	
<b>(in millions of Canadian dollars)</b>		
<b>Category</b>	<b>2024(\$)</b>	<b>2025(\$)</b>
<b>Audit Fees</b>	\$1.754	\$2.269
<b>Audit-Related Fees</b>	\$0.040	\$0.043
<b>Tax Fees</b>	\$0.003	\$0.028
<b>All Other Fees</b>	\$0.000	\$0.010
<b>Total Fees</b>	\$1.797	\$2.350

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 Odyssey Trust Company, located in Calgary, Alberta.

#### **Item 12 MATERIAL CONTRACTS**

There were no contracts entered into by the Company since the beginning of 2025 or entered into prior to 2025 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.

### **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 NON-GAAP AND OTHER FINANCIAL MEASURES**

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 Accounting Standards 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](http://www.sedarplus.com) and on the Company's website at [www.matr.com](http://www.matr.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)/loss on sale of land and other, (gain)/loss on sale of operating unit and associates, acquisition costs including non-cash impact from inventory fair value adjustments, share-based incentive compensation (recovery) cost, non-recurring pension related costs (recoveries), foreign exchange (gain)/loss, restructuring costs and other, net and the impact of non-recurring 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.

### ***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 replacement of the Company’s Rexdale facility in Toronto, Ontario and the expansion of its Connection Technologies segment’s North American manufacturing footprint through:
  - o a new heat-shrink tubing production site in Fairfield, Ohio; and
  - o a new wire and cable production site in Vaughan, Ontario.
- The addition of two new manufacturing facilities and the elimination of aging manufacturing facilities within the Composite Technologies network, namely:
  - o the shut-down and exit of aging production capabilities in the Xerxes FRP tank production site footprint;
  - o a new Xerxes FRP tank production site in Blythewood, South Carolina; and
  - o 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:
  - o a new heat-shrink tubing production site in Fairfield, Ohio; and
  - o 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. The Company intends to discontinue reporting MEO costs in its disclosure other than in certain instances the disclosure of MEO costs incurred in historical comparative periods.

### **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, 2026. Additional financial information is provided in the Company’s audited financial statements and Management’s Discussion and Analysis for the year ended December 31, 2025. These documents may be found on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com).

Copies of these documents may be obtained upon request from the SVP, Finance and Chief Financial Officer, Mattr Corp., 336 Courtland Avenue, Vaughan, Ontario, Canada, L4K 4Y1.

Additional information relating to the Company may also be found on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com) and on the Company’s website at [www.mattr.com](http://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.

<b>Document Control Summary</b>
Approved by the Board: Yes
Reviewed and Amended: November 12, 2023
Reviewed: November 12, 2024
Reviewed: November 12, 2025

**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.
  
- 1) For purposes hereof, “the Company” includes Matr Corp. and any subsidiary thereof;  
  
and
  
- 2) 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