Mattr Corp.
Management's Discussion and Analysis of Financial Condition and Results of Operations

This management's discussion and analysis ("MD&A"), prepared as of May 14, 2025, is a discussion of the consolidated financial position and results of operations of Mattr Corp. ("Mattr" or the "Company") for the three months ended March 31, 2025 and 2024 and should be read together with Mattr's unaudited condensed interim consolidated financial statements ("interim financial statements") and accompanying notes for the same periods and the Company's management's discussion and analysis for the years ended December 31, 2024 and 2023 (the "2024 Annual MD&A") and audited consolidated financial statements for the year ended December 31, 2024 (the "Audited Consolidated Financial Statements"). All dollar amounts in this MD&A are in thousands of Canadian dollars, except per share amounts or unless otherwise stated.

This MD&A and the Interim Financial Statements and comparative information have been prepared in accordance with IFRS Accounting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, Interim Financial Reporting, which are also Generally Accepted Accounting Principles ("GAAP") for publicly accountable enterprises in Canada.

The Company is reporting as "Continuing Operations" its Connection Technologies and Composite Technologies reporting segments. The Company is reporting as Discontinued Operations its last remaining pipe coating subsidiary, Thermotite do Brasil ("Thermotite"). See Sections 1.1 - Core Business and 1.2 - Discontinued Operations for further discussion on revised reporting.

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 the Outlook Section and elsewhere in respect of, among other things: the ability of the Company to deliver higher returns to all shareholders; the Company's ability to deliver customer and shareholder value expansion; the expected timing for the closing of the sale of Thermotite; the anticipated timing for the final working capital adjustment for the AmerCable acquisition; the gross sale proceeds of the sale of Thermotite; the expected timing of the relocation of the Shawflex manufacturing site; the expected amount of MEO costs to be incurred in the second quarter of 2025; the expected completion of the MEO expense recognition program; the return to more normalized operations in the remainder of 2025; the decline in consolidated revenue and Adjusted EBITDA in the second quarter of 2025; the anticipated customer purchasing decisions in the second quarter of 2025 and beyond; the impact of tariffs implemented by the U.S. administration, including on the demand for the Company's products in the second quarter of 2025 and beyond; increased sales from Xerxes fuel and water products in the second quarter of 2025; sales of Flexpipe products in the second quarter of 2025; the volume of sales of Shawflex, AmerCable and DSG-Canusa products in the second quarter of 2025; the impact of new DSG-Canusa product introduction; the impact of lower activity of automotive customers; the level of efficiency in the Company's recently established production facilities, including the Xerxes South Carolina facility, the Flexpipe Texas facility, and the DSG-Canusa Ohio facility; the Company's approach to capital allocation and expected capital deployment, including debt repayment and activity under the Company's normal course issuer bid ("NCIB").

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 "Risks and Uncertainties" and in the Company's Annual Information Form ("AIF") under "Risk Factors".

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

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

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

1.0 Executive Overview

Mattr is a growth-oriented, global materials technology company broadly serving critical infrastructure markets, including transportation, communication, water management, energy and electrification. The Company operates through a network of manufacturing facilities within two business segments: Connection Technologies and Composite Technologies, which enable responsible renewal and enhancement of critical infrastructure.

Mattr is publicly traded on the Toronto Stock Exchange ("TSX") under the symbol "MATR."

1.1 Core Businesses

Mattr provides a broad range of products and services, which include heat-shrinkable polymer tubing products, low and medium-voltage control and instrumentation wire, cable and harness solutions, flexible composite pipe, FRP underground storage tanks, and stormwater management solutions.

On January 2, 2025, the Company completed the acquisition of AmerCable® Incorporated ("AmerCable"), a U.S.-based manufacturer of highly engineered wire and cable solutions, from Nexans USA Inc. ("Nexans") for a purchase price of US$283 million, equivalent to approximately CAD$407 million based on the USD-CAD exchange rate as of December 31, 2024, which includes the contractual purchase price, initial working capital adjustments, and US$19.3 million of cash in the business. The final working capital adjustment is anticipated to be completed during the second half of the year. AmerCable is now part of the Company's Connection Technologies segment, enhancing its portfolio of low- and medium-voltage electrical power, control, and instrumentation cable solutions. This is the first quarter the Company's financial results include AmerCable's financial results.

Connection Technologies

The Connection Technologies reporting segment consists of the Connection Technologies business unit (which includes the Shawflex and DSG-Canusa brands and, as of January 2, 2025, the AmerCable brand) and accounted for 59% of the Continuing Operations revenue for the three months ended March 31, 2025.

Composite Technologies

The Composite Technologies reporting segment consists of the Composite Technologies business unit (which includes the Flexpipe® and Xerxes® brands) and accounted for 41% of the Continuing Operations revenue for the three months ended March 31, 2025.

Financial and Corporate

The Financial and Corporate section of the Company's financial statements represents operating income, property, plant and equipment, and corporate office costs that are not allocated to either the Connection Technologies or the Composite Technologies reporting segments.

1.2 Discontinued Operations

Following the sale of a substantial majority of the assets of the Company's pipe coating business to Tenaris S.A in late 2023, the Company entered into a definitive agreement to sell its subsidiary Thermotite, its final remaining pipe coating business, to Vallourec Tubular Solutions LTDA. on September 16, 2024. This transaction is expected to close around the middle of 2025, at which time the Company expects to receive gross sale proceeds of US$17.5 million (or approximately $25.2 million at March 31, 2025 exchange rates), on a cash-free, debt-free basis, subject to normal working capital adjustments. Thermotite provides thermal insulation pipe coating services to the offshore oil and gas industry from its plant in Serra, Brazil. For financial reporting purposes, it has been classified as Held for Sale on the interim balance sheet and is reflected as Discontinued Operations on the interim statement of income.

2.0 Financial Highlights

2.1 Selected Financial Information

(in thousands of Canadian dollars except per share amounts and percentages)	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Revenue	**320,120**	210,039
Cost of Goods Sold and Services Rendered	**236,502**	150,271
Gross Profit	**83,618**	59,768
Selling, general and administrative expenses	**41,510**	39,180
Research and development expenses	**2,877**	2,393
Foreign exchange losses	**3,907**	2,397
Depreciation and amortization	**16,883**	8,568
Restructuring costs and other, net	—	3,201
Income from Continuing Operations	**18,441**	4,029
Finance costs, net	**(9,230)**	(2,226)
Income before Income Taxes	**9,211**	1,803
Income tax expense	**(38,858)**	3,948
Net Income (Loss) from Continuing Operations	**48,069**	(2,145)
Net Income (Loss) from Discontinued Operations	**4,657**	(3,494)
Net Income (Loss)	**52,726**	(5,639)
Total Net Income (Loss) attributable to:		
Shareholders of the Company	**52,726**	(5,842)
Non-controlling interests	—	203
Net Income (Loss)	**52,726**	(5,639)
Earnings (Loss) per Share		
Basic	**0.84**	(0.09)
Diluted	**0.84**	(0.09)
Earnings (Loss) per Share from Continuing Operations		
Basic	**0.77**	(0.04)
Diluted	**0.76**	(0.04)
Earnings (Loss) per Share from Discontinued Operations		
Basic	**0.07**	(0.05)
Diluted	**0.07**	(0.05)
Total Adjusted EPS (a)		
Basic	**0.34**	0.16
Diluted	**0.34**	0.16
Adjusted EBITDA from Continuing Operations (a)	**46,554**	25,827
Adjusted EBITDA Margin from Continuing Ops (%) (a)	**14.5%**	12.3%
Adjusted EBITDA from Discontinued Operations (a)	**7,477**	4,242
Adjusted EBITDA Margin from Discontinued Ops (%) (a)	**32.1%**	29.4%
Total Adjusted EBITDA from Operations (a)	**54,031**	30,069
Total Adjusted EBITDA Margin from Operations (%) (a)	**15.7%**	13.4%

(a) Adjusted EBITDA, Adjusted EBITDA margins and Adjusted EPS are non-GAAP measures. Non-GAAP measures do not have standardized meanings under GAAP and are not necessarily comparable to similar measures provided by other companies. See "*Section 9.0 – Reconciliation of Non-GAAP Measures*" for further details and a reconciliation of these non-GAAP measures.

2.2 Foreign Exchange Impact

The following table sets forth the significant currencies in which the Company operates and the average foreign exchange rates for these currencies versus Canadian dollars, for the following periods:

	Three Months Ended	
(in thousands of Canadian dollars)	**March 31, 2025**	March 31, 2024
U.S. dollar	**1.4455**	1.3459
Euro	**1.5093**	1.4597
British Pounds	**1.8160**	1.7044
Brazilian Reals	**0.2453**	0.2722

The following table sets forth the impact on revenue, income from operations and net income (attributable to shareholders of the Company), compared with the prior year period, as a result of foreign exchange fluctuations on the translation of foreign currency operations, based on average rates in the table above:

(in thousands of Canadian dollars)		**Year ended March 31, 2025**
Revenue from Continuing Operations	**$**	**17,169**
Income from Continuing Operations	**$**	**406**
Net Income (attributable to shareholders of the Company)	**$**	**2,830**

In addition to the translation impact noted above, the Company recorded a foreign exchange loss from Continuing Operations of $3.9 million in the first quarter of 2025, compared to a foreign exchange loss of $2.4 million for the comparable period in the prior year, as a result of the impact of changes in foreign exchange rates on monetary assets and liabilities and short term foreign currency intercompany loans within the group, net of economic hedging activities.

3.0 Results from Operations

3.1 Consolidated Information

Revenue from Continuing Operations

The following table sets forth revenue by reportable segment for the following periods:

	Three Months Ended			
(in thousands of Canadian dollars)		**March 31, 2025**		March 31, 2024
Connection Technologies	**$**	**187,346**	$	90,757
Composite Technologies		**132,774**		119,282
Revenue - Continuing Operations	**$**	**320,120**	$	210,039

Revenue in the first quarter of 2025 was $320.1 million, an increase of $110.1 million, or 52.4%, from the $210.0 million in the first quarter of 2024. The increase in revenue reflects increases of $96.6 million in the Connection Technologies segment and $13.5 million in the Composite Technologies segment. See "*Section 3.2 – Segment Information*" for additional disclosure with respect to the change in revenue in each reportable segment.

Income from Continuing Operations ("Operating Income")

The following table sets forth gross profit, gross margin, operating income, operating margin, Adjusted EBITDA[1] and Adjusted EBITDA margin[1] from Continuing Operations, for the following periods:

(in thousands of Canadian dollars)	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Gross profit	**$ 83,618**	$ 59,768
Gross margin	**26.1%**	28.5%
Operating income [(a)]	**$ 18,441**	$ 4,029
Operating margin [(b)]	**5.8%**	1.9%
Adjusted EBITDA [(b)]	**$ 46,554**	$ 25,827
Adjusted EBITDA margin [(b)]	**14.5%**	12.3%

(a) Operating income for the three months ended March 31, 2025, includes no restructuring costs and other net, while operating income for the three months ended March 31, 2024, includes $3.2 million restructuring costs.
(b) Operating margin, Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP measures. Non-GAAP measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See "*Section 9.0 – Reconciliation of Non-GAAP Measures*" for further details and a reconciliation of these non-GAAP measures.

The Company recorded a gross profit of $83.6 million in the first quarter of 2025, an increase of $23.9 million or 40% compared to the first quarter of 2024. The increase in gross profit reflects increases of $21.1 million in the Connection Technologies segment and $2.8 million in the Composite Technologies segment. These increases were driven by the increase in revenue discussed above, primarily resulting from the addition of the AmerCable business in the first quarter of 2025. AmerCable's business contributed strong performance across its end markets in the first quarter of 2025, particularly the mining sector. Gross margin declined slightly during the quarter, as a result of higher freight costs associated with US tariff mitigation efforts and a less favorable sales mix in Connection Technologies. Additionally, during the first quarter of 2025, the Company's reported gross margin included non-capitalizable North American production footprint MEO costs[2] of $1.3 million, compared to no impact from MEO costs in the prior year period gross margin. The first quarter of 2025 gross margin also included $4.2 million in costs associated with the non-cash inventory fair value adjustment as part of AmerCable purchase price allocation accounting.

The Company's selling, general and administrative ("SG&A") expenses increased by $2.3 million in the first quarter of 2025 compared to the first quarter of 2024. This increase was primarily driven by an increase in compensation related expenses of $8.3 million and a $6.8 million increase in legal and other professional fees, largely attributable to the acquisition of AmerCable. These increases were partially offset by a $9.8 million decrease in long-term share-based incentive compensation driven by share price movements. Additionally, SG&A expenses in the first quarter of 2025 included $1.4 million in MEO costs related to the Company's ongoing MEO strategy, compared to $2.7 million of MEO costs in the prior-year period. SG&A expenses for the first quarter of 2025 also included $5.3 million in costs associated with the AmerCable acquisition which are added back for the calculation of Adjusted EBITDA.

Operating income in the first quarter of 2025 was $18.4 million, compared to an operating income of $4.0 million in the first quarter of 2024. The $14.4 million increase is primarily due to the addition of the AmerCable business to our Connection Technologies segment for the first time this quarter and better operational results from the Composite Technologies segment.

1. Operating margin, Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP measures. Non-GAAP measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See "*Section 9.0 – Reconciliation of Non-GAAP Measures*" for further details and a reconciliation of these non-GAAP measures.
2. MEO Costs is a supplementary financial measure. Non-GAAP and other financial measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See "*Section 9.0 – Reconciliation of Non-GAAP Measures*" for further details and a definition of these non-GAAP and other financial measures, and a reconciliation of non-GAAP measures.

Adjusted EBITDA was $46.6 million in the first quarter of 2025 compared to $25.8 million in the first quarter of 2024. See "*Section 9.0 – Reconciliation of Non-GAAP Measures*" for further details and a reconciliation of this non-GAAP measure.

3.2 Segment Information

3.2.1 Connection Technologies Segment

The following table sets forth, revenue (by geographic location), operating income, operating margin, Adjusted EBITDA and Adjusted EBITDA Margin for the Connection Technologies segment for the following periods:

(in thousands of Canadian dollars)	**Three Months Ended**			
		March 31, 2025		March 31, 2024
North America	**$**	**158,114**	$	61,377
Europe, Middle East and Africa ("EMEA")		**25,930**		25,787
Asia Pacific		**3,302**		3,593
Total Revenue	**$**	**187,346**	$	90,757
Operating income	**$**	**18,041**	$	14,543
Operating margin [(a)]		**9.6%**		16.0%
Adjusted EBITDA [(a)]	**$**	**30,461**	$	17,617
Adjusted EBITDA margin [(a)]		**16.3%**		19.4%

(a) Operating margin, Adjusted EBITDA and Adjusted EBITDA margin are non-GAAP measures. Non-GAAP measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See "*Section 9.0 – Reconciliation of Non-GAAP Measures*" for further details and a reconciliation of these non-GAAP measures.

Revenue in the first quarter of 2025 was $187.3 million, an increase of $96.6 million compared to the first quarter of 2024. This increase in revenue was primarily due to the inclusion of the AmerCable business financial results subsequent to its acquisition.

Gross profit in the first quarter of 2025 increased by $21.1 million compared to the first quarter of 2024, mainly driven by the increase in revenue as explained above and partially offset by a 4.4 percentage point decrease in gross margin percentage. This reduction in gross margin percentage was the result of a less favourable sales mix, the impact of $4.2 million of costs associated with the non-cash inventory fair value adjustment, which was part of AmerCable purchase price allocation accounting, and non-capitalizable MEO costs of $1.3 million recorded in cost of goods sold, compared to no MEO costs in the prior year period.

SG&A expenses in the first quarter of 2025 were $21.4 million, an increase of $10.7 million when compared to $10.7 million in the first quarter of 2024, primarily driven by a $9.2 million increase in compensation-related expenses, mainly associated with the inclusion of AmerCable's financial results for the first time this quarter, along with non-capitalizable MEO costs of $1.4 million attributable to support of the relocation of the segment's North American footprint (MEO costs of $0.4 million were incurred in the Connection Technologies segment in support of the relocation of the segment's North American footprint in the prior year period). SG&A expenses for the first quarter of 2025 included $1.0 million in onboarding costs associated with the AmerCable acquisition which are added back for the calculation of Adjusted EBITDA.

Operating income in the first quarter of 2025 was $18.0 million compared to $14.5 million in the first quarter of 2024. This increase of $3.5 million in operating income is primarily attributable to an increase in gross profit, partially offset by an increase in SG&A expenses (as explained above), along with increases of $5.9 million in depreciation and amortization primarily driven by the addition of AmerCable and $1.0 million in research and development expenses.

Adjusted EBITDA in the first quarter of 2025 was $30.5 million compared to $17.6 million in the first quarter of 2024. See "*Section 9.0 – Reconciliation of Non-GAAP Measures*" for further details and a reconciliation of this non-GAAP measure.

3.2.2 Composite Technologies Segment

The following table sets forth revenue (by geographic location), operating income, operating margin, Adjusted EBITDA and Adjusted EBITDA Margin for the Composite Technologies segment for the following periods:

	Three Months Ended			
(in thousands of Canadian dollars)		**March 31, 2025**		March 31, 2024
North America	**$**	**130,718**	$	117,206
Europe, Middle East and Africa ("EMEA")		**1,890**		1,087
Asia Pacific		**166**		989
Total Revenue	**$**	**132,774**	$	119,282
Operating income [(a)]	**$**	**12,807**	$	4,017
Operating margin [(b)]		**9.6%**		3.4%
Adjusted EBITDA [(b)]	**$**	**21,038**	$	15,008
Adjusted EBITDA margin [(b)]		**15.8%**		12.6%

(a) Operating income for the three months ended March 31, 2025, includes no restructuring costs and other net; while operating income for the three months ended March 31, 2024, includes $ 3.2 million restructuring costs.

(b) Operating margin, Adjusted EBITDA and Adjusted EBITDA margin are non-GAAP measures. Non-GAAP measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See "*Section 9.0 – Reconciliation of Non-GAAP Measures*" for further details and a reconciliation of these non-GAAP measures.

Revenue in the first quarter of 2025 increased by $13.5 million, or 11.3%, compared to the first quarter of 2024. This increase is primarily attributed to stronger US sales of Xerxes fuel and Flexpipe products, including further market penetration of Flexpipe's large diameter products, along with higher global revenue from Xerxes stormwater management product offerings. Compared to the prior year, the segment benefitted from its strategic positioning of finished goods inventory as some Flexpipe customers accelerated product purchases ahead of potential tariffs being implemented in the US. This was partially offset by the absence of revenue from a large international Flexpipe project in the Middle East, which benefitted the first quarter of 2024.

Gross profit increased by $2.8 million compared to the first quarter of 2024, primarily driven by strong sales performance across most product lines and markets. This was partially offset by a 0.6 percentage point decline in gross margin, reflecting a shift in relative sales mix as Xerxes contributed a larger share of segment revenue compared to the prior year. Gross profit was also impacted by the costs associated with the pre-positioning of inventory into the US in anticipation of potential future US tariffs implementation.

SG&A expenses in the first quarter of 2025 were $12.0 million, a decrease of $4.8 million compared to $16.8 million recorded in the same period of the prior year. The decrease is mainly attributable to a reduction of $1.9 million in long-term share based incentive compensation driven by share price movements and $1.1 million in compensation related expenses. Additionally, the segment did not incur any non-capitalizable MEO costs in the first quarter of 2025, compared to $2.3 million in the same period of the prior year, as the new production facilities for Flexpipe and Xerxes are now operational.

Operating income in the first quarter of 2025 was $12.8 million compared to an operating income of $4.0 million in the first quarter of 2024. The $8.8 million increase was primarily driven by the $2.8 million increase in gross profit, the $4.8 million decrease in SG&A expenses, and the absence of $3.2 million in restructuring expenses from the first quarter of 2024. This was partially offset by an increase of $2.3 million in depreciation and amortization expense primarily driven by the addition of the two new manufacturing facilities.

Adjusted EBITDA in the first quarter of 2025 was $21.0 million compared to $15.0 million in the first quarter of 2024. See "*Section 9.0 – Reconciliation of Non-GAAP Measures*" for further details and a reconciliation of this non-GAAP measure.

3.2.3 Financial and Corporate

The Financial and Corporate section in the segment information note in the Financial Statements represents operating income, property, plant and equipment, and corporate office costs that are not allocated to the Connection Technologies or Composite Technologies segments. The corporate division of the Company earns revenue that is considered incidental to the activities of the Company. As a result, it does not meet the definition of a reportable operating segment as defined under IFRS.

The following table sets forth the Company's unallocated operating income (losses) including Financial and Corporate expenses for the following periods:

	Three Months Ended			
(in thousands of Canadian dollars)		**March 31, 2025**		March 31, 2024
Operating loss	**$**	**(12,407)**	$	(14,531)
Adjusted EBITDA [(a)]	**$**	**(4,945)**	$	(6,798)

(a) Adjusted EBITDA is non-GAAP measure. Non-GAAP measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See *"Section 9.0 – Reconciliation of Non-GAAP Measures"* for further details and a reconciliation of these non-GAAP measures.

Operating loss in the three months ended March 31, 2025, was $12.4 million compared to a $14.5 million operating loss for the three months ended March 31, 2024. The $2.1 million decrease in loss primarily reflects a decrease of $3.5 million in SG&A expenses offset by an increase of $1.5 million in foreign exchange losses. The decrease in SG&A expenses in the first quarter of 2025 was primarily due to a decrease in long-term share based incentive compensation of $6.3 million driven by share price movement. This was partially offset by an increase of $5.4 million in legal and other professional fees, most of which was incurred in support of the acquisition of AmerCable, of which $4.3 million are added back for the calculation of Adjusted EBITDA.

3.3 Other Consolidated Information

Finance costs, Net

The following table sets forth the components of finance costs, net for the following periods:

	Three Months Ended			
(in thousands of Canadian dollars)		**March 31, 2025**		March 31, 2024
Interest income on short-term deposits	**$**	**(389)**	$	(3,600)
Interest expense, other		**820**		1,102
Interest expense on long-term debt		**6,147**		3,366
Interest expense on lease liabilities		**2,652**		1,358
Finance costs, net	**$**	**9,230**	$	2,226

For the first quarter of 2025, net finance costs were $9.2 million, compared to $2.2 million in the first quarter of 2024. The increase in net finance costs was driven by the servicing of debt incurred to finance the acquisition of AmerCable, combined with interest on new lease liabilities in support of the North American footprint expansion in the Composite Technologies and Connection Technologies segments and lower interest income on decreased cash balances.

Income Taxes

The following table sets forth the income tax expenses for the following periods:

(in thousands of Canadian dollars)	Three Months Ended	
	March 31, 2025	March 31, 2024
Income tax expense (recovery) from Continuing Operations	**$ (38,858)**	$ 3,948

The Company recorded an income tax recovery of $38.9 million (422% of income before income taxes) for the quarter ended March 31, 2025, compared to an income tax expense of $3.9 million (219% of loss before income taxes) during the quarter ended March 31, 2024. The effective tax rate for the first quarter of 2025 was higher than the Company's statutory income tax rate of 25% primarily due to recognition of previously unrecognized deferred tax assets due to the AmerCable acquisition and the mix of jurisdictions where the income was earned.

3.4 Discontinued Operations

In the third quarter of 2024, the Company entered into a definitive agreement with Vallourec for the sale of its subsidiary, Thermotite. As a result, Thermotite is presented as Discontinued Operations.

The following table sets forth, revenue (by geographic location), operating loss, operating margin, Adjusted EBITDA and Adjusted EBITDA Margin for Discontinued Operations for the following periods:

(in thousands of Canadian dollars)	Three Months Ended	
	March 31, 2025	March 31, 2024
Latin America	**$ 23,301**	$ 14,422
Total Revenue	**$ 23,301**	$ 14,422
Operating income	**$ 7,493**	$ 3,696
Operating margin [(a)]	**32.2%**	25.6%
Adjusted EBITDA [(a)]	**$ 7,477**	$ 4,242
Adjusted EBITDA margin [(a)]	**32.1%**	29.4%

(a) Operating margin, Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP measures. Non-GAAP measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measures provided by other companies. See "*Section 9.0 – Reconciliation of Non-GAAP Measures*" for further details and a reconciliation of these non-GAAP measures.

Total revenue from Discontinued Operations in the first quarter of 2025 was $23.3 million, an increase of $8.9 million compared to the prior period of 2024. This was primarily due to a higher volume of pipe coating projects being executed within the quarter compared to the same period of 2024. Gross profit increased by $3.2 million when compared to the same period of 2024, primarily attributable to increased revenue and better gross margins on the projects executed. For the three months ended March 31, 2025, operating income was $7.5 million compared to $3.7 million for the three months ended March 31, 2024. Adjusted EBITDA in the first quarter of 2025 was $7.5 million compared to $4.2 million in the first quarter of 2024. See "*Section 9.0 – Reconciliation of Non-GAAP Measures*" for further details and a reconciliation of this non-GAAP measure.

4.0 Outlook

The Company acknowledges that extreme uncertainty exists regarding the magnitude and duration of tariffs impacting the movement of goods between the US and other countries, and the business and economic consequences arising from such tariffs. The Company currently manufactures products in the US and/or Canada that are sold cross-border in all of its business units and imports raw materials and component parts for the production of its products. The Company also sources raw materials from other countries that are currently subject to or may in the future become subject to tariffs by the United States government. The Company continues to diversify its supply chain and has secured sources based in several different countries for a majority of its raw material needs. The Company remains vigilant and prepared to take additional mitigation actions as needed, including raising the selling prices of its products where necessary and permitted under its contractual arrangements. The related economic uncertainty may also cause customers to pause or cancel investment decisions, which could impact overall near-term demand for the Company's products in certain end markets. See Section 7.0 – Risks and Uncertainties for further information regarding the risks and uncertainties that could affect the Company. The outlook below includes the Company's current visibility of the potential impact of tariffs. Despite near and medium term geopolitical and macroeconomic challenges, the Company remains positive on the long-term outlook and macro drivers for its products.

- The Company has largely completed its disposition of non-core assets and the modernization, expansion and optimization of its North American production network, with the remaining sale of its Brazilian pipe coating business expected to close around mid 2025 and the relocation of its Shawflex manufacturing site expected to be completed at the end of the second quarter of 2025. MEO costs are expected to be $5 to $7 million in the second quarter and will mark the completion of the MEO expense recognition program by the Company. Consequently, over the course of 2025, Mattr is expected to return to more normalized operations, with a primary focus on delivering value from its restructured operational footprint while also ensuring full integration and optimization of AmerCable following its acquisition.

- The Company currently anticipates revenue and Adjusted EBITDA from Continuing Operations in the second quarter of the year to fall below the first quarter of 2025, including the recognition of MEO costs during the second quarter within its Connection Technologies segment. The Company observed some accelerated customer purchasing activity during the first quarter - primarily in its Flexpipe business - as a result of tariff uncertainty, and amid this uncertainty, the Company currently anticipates some customer purchasing decisions in the second quarter and beyond may be delayed or reduced.

- The Company currently anticipates sales from its Xerxes fuel and water products in the second quarter of 2025 will rise modestly compared to the first quarter as conditions become more favorable for underground installation activity. Production efficiency from the business's recently established South Carolina site is expected to evolve favorably over the remainder of 2025.

- The Company currently anticipates sales of its Flexpipe products in the second quarter of 2025 will be lower than the first quarter, as modestly higher international shipments and continued North American market share gains are likely offset by further reductions in North American completion activity, driven by tariff uncertainty and lower oil prices. Production efficiency from the business's recently established Texas site is expected to evolve favorably over the remainder of 2025.

- The Company currently anticipates sales of its DSG-Canusa products in the second quarter of 2025 will be similar to the first quarter, as lower activity from its automotive customers is expected to be offset by new customer capture and new product introduction. The production efficiency from the business's recently established Ohio site is expected to evolve favorably over the remaining course of 2025.

- The Company currently anticipates sales of Shawflex and AmerCable wire and cable products in the second quarter of 2025 will decline compared to the first quarter, driven primarily by lower deliveries into specific industrial, mining and energy applications, partially offset by higher deliveries into infrastructure applications. The timing of specific deliveries within the AmerCable business drove a particularly strong result during the first quarter, which is still expected to be the strongest quarter of

2025 for this business. Copper price volatility has also increased since the start of the year and is being closely monitored to ensure the impacts arising from any rapid movements are minimized.

- The Company has successfully leveraged Shawflex resources to secure early confirmation of US and Canadian customer appetite to utilize AmerCable's medium voltage products in specific industrial applications and continues to anticipate initial, modest benefits from these expected industrial sector commercial synergies will commence in the second half of 2025. Key AmerCable related factors impacting Connection Technology segment results to date, and going forward, include:

  - The Company incurred approximately $1 million of non-routine onboarding expenses related to the acquisition of AmerCable in the first quarter, and expects additional expenses of up to $4 million over the remainder of 2025. These costs are added back for the calculation of Adjusted EBITDA.

  - The revaluation of AmerCable's inventory to fair value as part of the purchase price allocation accounting is expected to temporarily lower gross margins in the first half of the year as the inventory is sold. These costs are added back for the calculation of Adjusted EBITDA.

  - The recognition of intangible assets, including goodwill, customer relationships and trade names as part of the AmerCable purchase price allocation accounting and the corresponding amortization of these assets will impact reported earnings. However, these are non-cash expenses and do not impact the Company's underlying operational performance or cash flow.

- While the Company expects to maintain its "all of the above" approach to capital allocation, with the acquisition of AmerCable and the majority of its large organic MEO projects completed, the Company's capital deployment in 2025 is expected to focus more heavily on debt repayment and activity under its NCIB. The Company currently anticipates total full year capital expenditures will be $60-$70 million, with approximately $15 million of such amount allocated to maintenance capital, and the remaining amounts allocated to growth projects, including completion of the remaining MEO projects. Given the elevated geopolitical uncertainty, the Company continues to evaluate market conditions and remains prepared to adjust its capital program and spend as needed.

- The Company has moved above its normal net-debt-to-Adjusted EBITDA ratio target of 2.0 times, including leases, as a result of its acquisition of AmerCable. Through prioritization of debt repayment, the Company currently expects to move back below its normal target ratio within 12 to 18 months of the acquisition date.

5.0 Liquidity and Capitalization

Capital Resources

With the strategic review process substantially complete, the volatility of the Company's financial performance has been considerably reduced; however, the Company still has a diverse portfolio of products and services and operates in several dynamic markets, and as a result, a portion of the operations of the Company are cyclical in nature. These factors, as well as the Company's growth initiatives (both organic and inorganic), can result in variations in the amount of investment in property, plant and equipment, working capital and project guarantees required to support the Company's businesses. The Company's strategy is to manage its financial resources, including debt facilities and other debt instruments, to maintain sufficient, flexible financial capacity to fund these investment requirements.

As at March 31, 2025, the Company had cash and cash equivalents totaling $52.7 million (December 31, 2024 – 502.5 million including restricted cash) and had unutilized lines of credit available for use of $319.1 million, subject to covenant limitations (December 31, 2024 – $291.2 million). The cash balance as at March 31, 2025, reflects the payment of $383.3 million for the acquisition of the AmerCable business, the net repayment of $21.6 million on its credit facility, investments of $24.1 million in capital expenditures to support planned MEO business expansion initiatives and $10.8 million of share repurchases.

Based on the actions completed and planned and its diversified business, the Company expects to generate sufficient cash flows and have continued access to its credit facilities, subject to covenant limitations, to fund its operations, working capital requirements, acquisition program and capital program including share buybacks. The Company will continue to focus on maximizing the conversion of operating income into cash to continue to manage its long-term debt and explore organic and inorganic investment opportunities.

The following table sets forth the Company's cash flows by activity and cash balances for the following periods:

	Three Months Ended	
(in thousands of Canadian dollars)	**March 31, 2025**	March 31, 2024
Net Income (Loss) from Continuing Operations	**$ 48,069**	$ (2,145)
Depreciation and amortization	**16,883**	8,568
Other non-cash items	**(42,845)**	9,774
Other	**842**	3,428
Net change in non-cash working capital and foreign exchange	**(28,862)**	(7,940)
Cash (used in) provided by operating activities from Continuing Operations	**(5,913)**	11,685
Cash provided by operating activities from Discontinued Operations	**19**	126
Cash (used in) provided by operating activities	**(5,894)**	11,811
Cash used in investing activities from Continuing Operations	**(406,937)**	(28,394)
Cash used in investing activities from Discontinued Operations	**(19)**	(126)
Cash used in investing activities	**(406,956)**	(28,520)
Cash used in financing activities from Continuing Operations	**(39,797)**	(3,940)
Cash used in financing activities	**(39,797)**	(3,940)
Effect of Foreign Exchange on Cash and Cash Equivalents	**2,873**	2,574
Net Change in Cash and Cash Equivalents (and Restricted Cash)	**(449,774)**	(18,075)
Cash and Cash Equivalents (and Restricted Cash) at Beginning of Period	**502,490**	334,061
Cash and Cash Equivalents at End of Period	**$ 52,716**	$ 315,986

5.1 Cash (Used in) Provided by Operating Activities

Cash used in operating activities was $5.9 million in the first quarter of 2025, a change of $17.7 million compared to the $11.8 million generated by operating activities for the first quarter of 2024. The decrease in cash provided by Continuing Operations was primarily driven by a higher investment in working capital as the Company implemented strategic initiatives in preparation of potential tariffs being implemented in the US and partially offset by better operational including the positive impact of results from the recently acquired AmerCable business.

5.2 Cash Used in Investing Activities

Cash used in investing activities was $407.0 million in the first quarter of 2025, an increase of $378.4 million compared to the $28.5 million used in investing activities in the first quarter of 2024. The primary driver was the $383.3 million purchase consideration paid this quarter for the AmerCable business, offset by a $6.4 million decrease in property, plant and equipment investments. Cash used in or generated from investing activities related to Discontinued Operations in the current quarter or the comparable period of the prior year were minimal.

Capital Expenditures

As noted above, the Company's purchases of property, plant and equipment for Continuing Operations decreased by $6.4 million from $30.5 million for the first quarter of 2024, to $24.1 million for the first quarter of 2025. Of the total spend, $18.0 million was directed to growth capital expenditures, largely related to investments in the new operating facilities to increase production capacity and efficiency for the Connection Technologies and Composite Technologies segments.

5.3 Cash Used in Financing Activities

Cash used in financing activities was $39.8 million in the first quarter of 2025, an increase of $35.9 million compared to the $3.9 million cash used in financing activities in the first quarter of 2024. This increase was primarily driven by the net repayment of $21.6 million on its credit facility, along with increases of $3.0 million in repayments on its long term lease liabilities and $10.8 million in the Company's NCIB share buyback program.

5.4 Working Capital

The following table sets forth the Company’s key working capital account balances as at:

(in thousands of Canadian dollars)		**March 31, 2025**		December 31 2024
Accounts receivable	**$**	**196,638**	$	146,454
Inventory	**$**	**238,999**	$	142,871
Accounts payable and accrued liabilities	**$**	**242,052**	$	172,326

Accounts receivable from Continuing Operations increased by $50.2 million, or 34.3%, as at March 31, 2025 compared to December 31, 2024. The increase reflects the acquisition of AmerCable and higher overall revenue levels across the Company.

Inventories from Continuing Operations increased by $96.1 million, or 67.3%, as at March 31, 2025 compared to December 31, 2024. The increase is primarily related to the acquisition of AmerCable and a strategic increase in finished goods inventory across Canada and the USA to mitigate the impact of potential tariffs on customers in these locations.

Accounts payable and accrued liabilities from Continuing Operations increased by $69.7 million, or 40.5%, as at March 31, 2025 compared to December 31, 2024. The increase is primarily attributable to the acquisition of AmerCable together with timing of purchases and related payments.

5.5 Long-term Debt and Credit Facilities

The following table sets forth the Company’s long-term debt as at:

(in thousands of Canadian dollars)		**March 31, 2025**		December 31 2024
Credit Facility	**$**	**158,323**	$	179,900
Senior Notes, unsecured [(a)]		**308,348**		308,348
Redemption option derivative asset		**(6,004)**		(6,004)
Deferred transaction costs		**(11,034)**		(11,006)
Total Long-term Debt	**$**	**449,633**	$	471,238
Total Net debt-to-Adjusted EBITDA [(b)]		**3.64**		1.01
Total Interest Coverage Ratio [(b)]		**6.43**		7.63

(a) The Senior Notes includes redemption option with a fair value of $6.0 million as of March 31, 2025.

(b) Total Net debt-to-Adjusted EBITDA and Total Interest Coverage Ratio are non-GAAP measures. Non-GAAP measures do not have a standardized meaning prescribed by GAAP and are not necessarily comparable to similar measure provided by other companies. See “*Section 9.0 – Reconciliation of Non-GAAP Measures*”.

The Company was in full compliance with financial covenants as at March 31, 2025.

Credit Facilities

The following table sets forth the Company's total credit facilities as at:

(in thousands of Canadian dollars)		**March 31, 2025**		December 31 2024
Borrowings on Credit Facility	**$**	**158,323**	$	179,900
Standard letters of credit for financial guarantees, performance and bid bonds		**27,708**		34,213
Total utilized credit facilities	**$**	**186,031**	$	214,113
Total available credit facilities [(a)(b)]		**505,143**		505,302
Unutilized Credit Facilities [(b)]	**$**	**319,112**	$	291,189

(a) The Company guarantees the bank credit facilities of its subsidiaries.
(b) Subject to covenant restrictions.

Credit Facility Renewal

On April 19, 2024, the Company entered into a Sixth Amended and Restated Credit Facility with Toronto-Dominion Bank and National Bank Financial as co-lead arrangers and Royal Bank of Canada, JP Morgan Chase Bank, Export Development Bank and ATB Financial as lenders to further extend the maturity date to April 19, 2028. Under the amendment, the Company is required to maintain an Interest Coverage Ratio of not less than 2.50:1.00 and a Secured Net Debt to Adjusted EBITDA covenant of not greater than 3.00:1.00. The Company will pay a floating interest rate on this Credit Facility that is a function of the Company's Net Debt to EBITDA and other adjustments. For calculating the Secured Leverage Ratio, Secured Net Debt excludes the Senior Notes and the first $100 million of performance and bid bond letters of credit and all standard letters of credit that are guaranteed by Export Development Canada. The Company incurred fees and expenses of $1.1 million to implement this renewal. As at March 31, 2025, the credit facility has $158.3 million in borrowings (December 31, 2024 - $179.9 million).

Senior Notes

On April 2, 2024, the Company closed its private offering (the "2024 Notes Offering") of $175 million aggregate principal amount of 2031 Senior Notes. The 2031 Senior Notes were issued at a price of $1,000 per $1,000 principal amount of 2024 Senior Notes. The Company utilized proceeds of the 2024 Notes Offering to fund the redemption of its outstanding 2021 Senior Notes, and to pay related fees and expenses and for general corporate purposes.

On December 19, 2024, the Company closed a private offering (the "December 2024 Subscription Receipts") of 125 million debt subscription receipts at a price of $1,018.75 per subscription receipt for proceeds to the Company of approximately $127.3 million. Each debt subscription receipt entitled the holder thereof to receive, upon satisfaction of certain conditions, a newly authenticated 2031 Senior Notes (the "Additional 2031 Senior Notes"). Conversion of the December 2024 Subscription Receipts occurred and the Additional 2031 Senior 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 2031 Senior Notes, which became 2031 Senior Notes under the Trust Indenture, $300 million aggregate principal amount of 2031 Senior Notes was outstanding. The fair value and carrying value of the premium on the Additional 2031 Senior Notes issued pursuant to the December 2024 Subscription Receipts is approximately $2.4 million and $2.3 million, respectively. The Company used the net proceeds of the December 2024 Subscription Receipts to pay a portion of the purchase price for the Company's acquisition of AmerCable.

The 2031 Senior Notes include a redemption feature that constitutes an embedded derivative which was separately recognized at its fair value and recorded in other assets. The Company incurred $7.0 million of fees and expenses on issuing the 2031 Senior Notes and $6.8 million costs associated with redemption of its 2021 Senior Notes.

The 2031 Senior Notes are subject to customary terms, conditions and covenants. The Company is in compliance with these covenants at March 31, 2025.

5.6 Commitments, Leases, Contingencies and Off-Balance Sheet Arrangements

The following are the contractual maturities of the Company's purchase commitments and financial liabilities as at March 31, 2025 relating to Continuing Operations:

(in thousands of Canadian dollars)	2025	2026	2027	2028	2029	2030	Thereafter	Total
	$	$	$	$	$	$	$	$
Purchase commitments	101,323	8,136	823	298	529	761	14,857	126,727
Accounts payable	133,774	—	—	—	—	—	—	133,774
Long-term debt	—	—	—	158,323	—	—	300,000	458,323
Interest obligations on long- term debt	21,750	21,750	21,750	21,750	21,750	21,750	10,875	141,375
Obligations under leases	10,631	13,087	11,453	10,507	10,382	9,779	165,011	230,850
Common area maintenance obligations under leases	1,728	1,820	1,745	1,608	1,573	1,184	3,344	13,002
Total contractual obligations	**269,206**	**44,793**	**35,771**	**192,486**	**34,234**	**33,474**	**494,087**	**1,104,051**

Purchase Commitments relating to Continuing Operations

The Company has $92.9 million of future commitments with suppliers to purchase raw materials to be used in production. The Company also has agreements with miscellaneous vendors to perform services, acquire supplies, and rent equipment of $7.4 million. Additionally, the Company has entered into contracts to purchase property, plant and equipment of $9.3 million, the majority of which relates to investments in high return potential growth opportunities including the functional facilities for the Composite Technologies segment and the Connection Technologies segment including the new production facility in Vaughan, Ontario, opened this year.

5.7 Financial Instruments and Other Instruments

Financial Risk Management

The Company's operations expose it to a variety of financial risks including market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Company utilizes financial instruments to manage the risk associated with foreign exchange rates. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial position and financial performance. Risk management is the responsibility of the Company's management. Material risks are monitored and are regularly reported to the Board of Directors.

5.8 Outstanding Share Capital

As at March 12, 2025, the Company had 61,880,172 Common Shares outstanding and stock options and share units outstanding to purchase up to 1,761,301 Common Shares.

Normal Course Issuer Bid

The Company's renewed NCIB commenced on June 28, 2024 and will terminate one year after its commencement, or earlier if the maximum is reached or the NCIB is terminated at the option of the Company. The Company's previous NCIB terminated on December 19, 2023, the date the maximum purchase limit had been reached.

Since the commencement of the Company's current NCIB on June 28, 2024 until March 31, 2025, the Company repurchased for cancellation approximately 4.3 million of its common shares for an aggregate repurchase price of approximately $58.6 million at a weighted average price of approximately $13.56 per common share. In the aggregate, since the launch of the Company's initial NCIB on September 26, 2022 until March 31, 2025, the

Company repurchased for cancellation approximately 9.3 million of its common shares for an aggregate repurchase price of approximately $128.3 million at a weighted average price of approximately $13.82 per common share.

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

5.9 Internal Controls Over Financial Reporting

Management is responsible for establishing and maintaining adequate disclosure controls and procedures and internal control over financial reporting as defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings. Internal control, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and due to its inherent limitations, may not prevent or detect all misrepresentations.

During the quarter, the Company successfully transitioned its financial consolidation and reporting process to the OneStream platform as part of ongoing efforts to support growth, enhance efficiency and improve reporting processes. This did not have an impact on the Company's accounting policies or reported results and internal controls were updated to reflect the improved process. For the quarter ended March 31, 2025, the Chief Executive Officer and the Chief Financial Officer concluded that Mattr's disclosure controls and procedures, and internal control over financial reporting are designed to provide reasonable assurance regarding the reliability of information disclosed in its filings, including its interim financial statements prepared in accordance with IFRS.

Additionally, the Company is in the process of aligning AmerCable's Internal Controls over Financial Reporting with its existing control framework. While this integration is ongoing, management remains committed to maintaining a robust internal control environment and will implement any necessary adjustments in future periods as the alignment progresses.

5.10 Transactions with Related Parties

The Company had no material transactions with related parties during the year ended March 31, 2025. All related party transactions were in the normal course of business.

6.0 Summary of Quarterly Results

The following is a summary of selected financial information for the nine most recently completed quarters:

(in thousands of Canadian dollars, except per share amounts)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Revenue					
2025	**320,120**	—	—	—	—
2024	210,039	241,267	226,240	207,771	885,317
2023	227,234	239,932	221,892	191,471	880,529
Income (Loss) from Operations					
2025	**18,441**	—	—	—	—
2024	4,029	27,163	18,345	(9,416)	40,121
2023	27,060	19,939	25,377	(4,262)	68,114
Net Income (Loss) from Continuing Operations [(a)]					
2025	**48,069**	—	—	—	—
2024	(2,348)	10,829	5,606	(20,289)	(6,202)
2023	18,233	11,077	16,535	(3,512)	42,333
Net Income (Loss) from Discontinued Operations [(a)]					
2025	**4,657**	—	—	—	—
2024	(3,494)	(8,735)	7,186	7,512	2,469
2023	7,006	1,976	55,382	(19,510)	44,854
Net Income (Loss) per share from Continuing Operations					
Basic					
2025	**0.77**	—	—	—	—
2024	(0.04)	0.16	0.09	(0.32)	(0.09)
2023	0.26	0.16	0.24	(0.05)	0.61
Diluted					
2025	**0.76**	—	—	—	—
2024	(0.04)	0.16	0.08	(0.32)	(0.09)
2023	0.26	0.16	0.24	(0.05)	0.61
Net Income (Loss) per share from Discontinued Operations					
Basic					
2025	**0.07**	—	—	—	—
2024	(0.05)	(0.13)	0.11	0.12	0.04
2023	0.10	0.03	0.80	(0.28)	0.65
Diluted					
2025	**0.07**	—	—	—	—
2024	(0.05)	(0.13)	0.11	0.12	0.04
2023	0.10	0.03	0.79	(0.28)	0.64

(a) Represents the net (loss) income attributable to shareholders of the Company.

The following are key factors affecting the comparability of quarterly financial results.

- The Company's business includes a diverse portfolio of products and services. As such, each operating unit's quarterly results are impacted by different market factors which could result in varying degrees of demand at times. The Company also has a portion of its business, representing 19% of Continuing Operations revenue in the year ended March 31, 2025, tied to the oil and gas industry which experiences volatility based on commodity price fluctuations and operators' capital spending budgets. In addition, certain of the Company's operations in both segments are subject to a degree of seasonality.
- Approximately 76% of the Company's revenue from Continuing Operations in 2024 and 87% of the revenue from Continuing Operations in the first quarter of 2025 was transacted in currencies other than Canadian dollars, with a majority transacted in US dollars. Changes in the rates of exchange between the Canadian dollar and other currencies can have a significant effect on the amount of revenue when it is translated into Canadian dollars. Please refer to "*Section 2.2 – Foreign Exchange Impact*", for additional information with respect to the effects of foreign exchange fluctuations on the results of the Company.
- In November 2023, the Company completed the sale of the majority of what was previously the PPS segment and subsequently reported it under Discontinued Operations. During the third quarter of 2024 the Company reported its remaining pipe coating business, Thermotite, as Discontinued Operations after entering into a definitive agreement on September 16, 2024 to sell Thermotite to Vallourec. All comparative periods have been restated as such.
- In the second half of 2023, the Company began incurring non-capitalizable project costs in support of its North American production footprint MEO strategy which it expects will continue through the first half of 2025.
- In the first quarter of 2025, the Company completed the acquisition of AmerCable. Effective January 2, 2025, AmerCable's results have been consolidated into Mattr's financial statements, which has contributed to an increase in the financial performance of the Company compared to previous quarters.
- The comparability of the quarterly financial results has been impacted by impairment charges and gain on sale of assets recorded in the various periods. See "*Section 3.0 – Results from Operations*" for further details regarding the impairments and sale of assets recorded.

7.0 Risks and Uncertainties

Operating in an international environment, servicing industrial, automotive and oil and gas industries, Mattr 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. Other than as set out herein, the information presented in "*Section 11.0 - Risks and Uncertainties*" in the Company's 2024 Annual MD&A and *"Section 4.16 - Risk Factors"* in the AIF has not materially changed since their respective dates of publication.

8.0 Critical Accounting Judgements, Estimates and Accounting Policy Developments

8.1 Critical judgements

The preparation of the Interim Financial Statements in conformity with IFRS requires management to make critical judgements when applying accounting policies. Management is also responsible for making estimates and assumptions that affect the amounts of assets, liabilities and contingencies at the date of the Interim Financial Statements and the reported amounts of revenue and expenses during the period. The information presented in the section "Critical Accounting Judgements, Estimates and Accounting Policy Developments" in the Company's 2024 Annual MD&A has not materially changed since its date of publication.

Business combinations are accounted for using the acquisition method of accounting. The allocation of the purchase price requires estimates as to the fair value of acquired assets and liabilities. For material acquisitions, the Company engages independent appraisers to assist with the determination of the fair value of assets acquired, liabilities assumed, and goodwill, if any, based on recognized business valuation methodologies. The information necessary to measure the fair values as at the acquisition date of assets acquired and liabilities assumed requires management to make certain judgements and estimates, including but not limited to the most appropriate valuation methodology, forecasted sales, cost to produce, royalty rates, tax rates, capital spending, discount rates, and attrition rates.

Changes to the preliminary measurements of assets and liabilities acquired may be retrospectively adjusted when new information is obtained until the final measurements are determined within one year of the acquisition date. The Company determined that the acquisition of AmerCable Incorporated met the requirements to be accounted for as a business combination.

9.0 Reconciliation of Non-GAAP 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 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. The following is a reconciliation of the non-GAAP measures reported by the Company.

EBITDA and Adjusted EBITDA

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

(in thousands of Canadian dollars)	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Net Income (Loss) from Continuing Operations	**$ 48,069**	$ (2,145)
Add:		
Income tax expense	**(38,858)**	3,948
Finance costs, net	**9,230**	2,226
Amortization of property, plant and equipment, intangible assets and ROU assets	**16,883**	8,568
EBITDA from Continuing Operations	**35,324**	12,597
Share-based incentive compensation (recovery) cost	**(2,192)**	7,632
Foreign exchange loss	**3,907**	2,397
Restructuring costs and other, net	**—**	3,201
Cost associated with acquisition [a]	**5,320**	—
Non-cash impact from inventory fair value adjustment [b]	**4,195**	—
Adjusted EBITDA from Continuing Operations	**$ 46,554**	$ 25,827

a) Costs associated with the acquisition of AmerCable Incorporated.
b) Cost of goods sold impact from purchase price allocation accounting adjustment on acquired inventory from AmerCable acquisition.

Connection Technologies Segment

(in thousands of Canadian dollars)	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Operating Income	**$ 18,041**	$ 14,543
Add:		
Amortization of property, plant and equipment, intangible assets and ROU assets	**7,619**	1,722
EBITDA	**25,660**	16,265
Share-based incentive compensation (recovery) cost	**(368)**	1,319
Restructuring costs and other, net	**—**	33
Cost associated with acquisition [a]	**974**	—
Non-cash impact from inventory fair value adjustment [b]	**4,195**	—
Adjusted EBITDA	**$ 30,461**	$ 17,617

a) Costs associated with the acquisition of AmerCable Incorporated.
b) Cost of goods sold impact from purchase price allocation accounting adjustment on acquired inventory from AmerCable acquisition.

Composite Technologies Segment

(in thousands of Canadian dollars)	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Operating Income	**$ 12,807**	$ 4,017
Add:		
Amortization of property, plant and equipment, intangible assets and ROU assets	**8,667**	6,371
EBITDA	**21,474**	10,388
Share-based incentive compensation (recovery) cost	**(436)**	1,452
Restructuring costs and other, net	**—**	3,168
Adjusted EBITDA	**$ 21,038**	$ 15,008

Financial and Corporate

(in thousands of Canadian dollars)	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Operating Loss	**$ (12,407)**	$ (14,531)
Add:		
Cost associated with repayment and modification of long-term debt	**—**	—
Amortization of property, plant and equipment, intangible assets and ROU assets	**597**	475
EBITDA	**(11,810)**	(14,056)
Share-based incentive compensation (recovery) cost	**(1,388)**	4,861
Foreign exchange loss	**3,907**	2,397
Cost associated with acquisition [(a)]	**4,346**	—
Adjusted EBITDA	**$ (4,945)**	$ (6,798)

a) Costs associated with the acquisition of AmerCable Incorporated.

Discontinued Operations

(in thousands of Canadian dollars)	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Net Income (Loss) from Discontinued Operations	**$ 4,657**	$ (3,494)
Add:		
Income tax (recovery) expense	**2,998**	1,869
Finance costs, net recovery	**(162)**	(84)
Amortization of property, plant and equipment, intangible assets and ROU assets	**—**	428
EBITDA from Discontinued Operations	**7,493**	(1,281)
Foreign exchange (gain) loss	**(16)**	118
Loss on sale of operating unit and subsidiary	**—**	5,405
Adjusted EBITDA from Discontinued Operations	**$ 7,477**	$ 4,242

Total Consolidated Mattr (Continuing and Discontinued Operations)

(in thousands of Canadian dollars)	Three Months Ended March 31, 2025	March 31, 2024
Net Income (Loss)	**$ 52,726**	$ (5,639)
Add:		
Income tax expense	**(35,860)**	5,817
Finance costs, net	**9,068**	2,142
Amortization of property, plant and equipment, intangible assets and ROU assets	**16,883**	8,996
EBITDA	**42,817**	11,316
Share-based incentive compensation (recovery) cost	**(2,192)**	7,632
Foreign exchange loss	**3,891**	2,515
Loss on sale of operating unit and subsidiary	**—**	5,405
Restructuring costs and other, net	**—**	3,201
Cost associated with acquisition [a]	**5,320**	—
Non-cash impact from inventory fair value adjustment [b]	**4,195**	—
Adjusted EBITDA	**$ 54,031**	$ 30,069

a) Costs associated with the acquisition of AmerCable Incorporated.
b) Cost of goods sold impact from purchase price allocation accounting adjustment on acquired inventory from AmerCable acquisition.

Adjusted EBITDA Margin

Adjusted EBITDA margin is defined as Adjusted EBITDA divided by revenue and is a non-GAAP measure. The Company believes that Adjusted EBITDA margin is a useful supplemental measure that provides meaningful assessment of the business results of the Company and its Operating Segments from principal business activities excluding the impact of transactions that are outside of the Company's normal course of business.

See reconciliation above for the changes in composition of Adjusted EBITDA, as a result of which the applicable tables reflect restated figures for the prior year quarter to align with current presentation.

Operating Margin

Operating margin is defined as operating (loss) income divided by revenue and is a non-GAAP measure. The Company believes that operating margin is a useful supplemental measure that provides meaningful assessment of the business performance of the Company and its Operating Segments. The Company uses this measure as a key indicator of financial performance, operating efficiency and cost control based on volume of business generated.

Adjusted Net Income (attributable to shareholders)

Adjusted Net Income (attributable to shareholders) is a non-GAAP measure defined as Net Income (attributable to shareholders) adjusted for items which do not impact day to day operations. Adjusted Net Income (attributable to shareholders) is calculated by adding back to Net Income (attributable to shareholders) the after tax impact of the sum of impairments, costs associated with repayment of long-term debt and credit facilities, gain on sale of land and other, gain on sale of investment in associates, gain on sale of operating unit, acquisition costs, restructuring costs, share-based incentive compensation cost, foreign exchange (gain) loss and other, net and hyperinflationary adjustments. The Company believes that Adjusted Net Income (attributable to shareholders) is a useful supplemental measure that provides a meaningful indication of the Company's results from principal business activities for comparing its operating performance with the performance of other companies that have different financing, capital or tax structures.

Adjusted Earnings Per Share ("Adjusted EPS")

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

Total Consolidated Mattr Adjusted EPS (Continuing and Discontinued Operations)

	Three Months Ended							
(in thousands of Canadian dollars except for per share amounts)	**March 31, 2025**				**March 31, 2024**			
			Earnings Per Share				**Earnings Per Share**	
			Basic	**Diluted**			**Basic**	**Diluted**
Total Consolidated Mattr Net Income (Loss)[a]	**$**	**52,726**	**0.84**	**0.84**	$	(5,842)	(0.09)	(0.09)
Adjustments (before tax):								
Share-based incentive compensation (recovery) cost		**(2,192)**				7,632		
Foreign exchange loss		**3,891**				2,515		
Loss on sale of operating unit and subsidiary		**—**				5,405		
Restructuring costs and other, net		**—**				3,201		
Cost associated with acquisition [b]		**5,320**				—		
Non-cash impact from inventory fair value adjustment [c]		**4,195**				—		
Tax effect of above adjustments		**(1,499)**				(2,066)		
Tax impact of the AmerCable acquisition		**(40,819)**				—		
Total Consolidated Mattr Adjusted Net Income (non-GAAP) [a]	**$**	**21,622**	**0.34**	**0.34**	$	10,845	0.16	0.16

(a) Attributable to Shareholders of the Company.
(b) Costs associated with the acquisition of AmerCable Incorporated.
(c) Cost of goods sold impact from purchase price allocation accounting adjustment on acquired inventory from AmerCable acquisition.

Total Net debt-to-Adjusted EBITDA

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

See discussion above for the changes into the composition of Adjusted EBITDA. The table below reflects restated figures for the prior year quarters to align with current presentation.

(in thousands of Canadian dollars except Net debt-to-EBITDA ratio)		**March 31, 2025**		December 31 2024
Long-term debt	**$**	**449,633**	$	471,238
Lease Liabilities		**165,869**		163,127
Cash and cash equivalents (and restricted cash)		**(52,716)**		(502,490)
Total Net Debt		**562,786**		131,875
Q1 2024 Adjusted EBITDA		**—**		30,069
Q2 2024 Adjusted EBITDA		**42,824**		42,824
Q3 2024 Adjusted EBITDA		**36,743**		36,743
Q4 2024 Adjusted EBITDA		**21,060**		21,060
Q1 2025 Adjusted EBITDA		**54,031**		—
Trailing twelve-month Adjusted EBITDA	**$**	**154,658**	$	130,696
Total Net debt-to-Adjusted EBITDA		**3.64**		1.01

Total Interest Coverage Ratio

Total Interest Coverage Ratio is a non-GAAP measure defined as Consolidated Adjusted EBITDA (Continuing and Discontinued Operations), as defined above, for the trailing twelve-month period, divided by finance costs, net, for the trailing twelve-month period. The Company believes Total Interest Coverage Ratio is a useful supplementary measure to assess the Company's ability to honor its debt payments. Total Interest Coverage Ratio is used by many analysts as one of several important analytical tools to judge a company's ability to pay interest on its outstanding debt. It is also considered important by credit rating agencies to determine a company's riskiness relative to its current debt or for future borrowing.

(in thousands of Canadian dollars except Net debt-to-EBITDA ratio)		**March 31, 2025**		December 31 2024
Q1 2024 Adjusted EBITDA	**$**	**—**	$	30,069
Q2 2024 Adjusted EBITDA		**42,824**		42,824
Q3 2024 Adjusted EBITDA		**36,743**		36,743
Q4 2024 Adjusted EBITDA		**21,060**		21,060
Q1 2025 Adjusted EBITDA		**54,031**		—
Trailing twelve-month Adjusted EBITDA	**$**	**154,658**	$	130,696
Q1 2024 Finance cost, net		**—**		2,142
Q2 2024 Finance cost, net		**4,341**		4,341
Q3 2024 Finance cost, net		**4,804**		4,804
Q4 2024 Finance cost, net		**5,846**		5,846
Q1 2025 Finance cost, net		**9,068**		—
Trailing twelve-month finance cost, net	**$**	**24,059**	$	17,133
Total Interest Coverage Ratio		**6.43**		7.63

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:
  - a new heat-shrink tubing production site in Fairfield, Ohio; and
  - 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:
  - the shut-down and exit of aging production capabilities in the Xerxes FRP tank production site footprint;
  - a new Xerxes FRP tank production site in Blythewood, South Carolina; and
  - a new Flexpipe composite pipe production site in Rockwall, Texas along with the co-located HydroChain™ stormwater infiltration chamber production line.

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

10.0 Additional Information

Additional information relating to the Company, including its AIF, is available on SEDAR+ at www.sedarplus.ca and on the "Investors Centre" page of the Company's website at: https://investors.Mattr.com/Investor-Center/default.aspx.

Dated: May 14, 2025