# Consolidated Statements of Operations

***For the years ended April 30, 2025 and 2024***
**(in thousands of Canadian dollars, except per share information)**

| | 2025 | 2024 |
|---|---|---|
| **TOTAL REVENUE** | **$ 727,579** | $ 706,694 |
| **DIRECT COSTS (note 14)** | **597,036** | 553,970 |
| **GROSS PROFIT** | **130,543** | 152,724 |
| **OPERATING EXPENSES** | | |
| General and administrative (note 14) | **78,803** | 67,846 |
| Amortization of intangible assets (note 10) | **3,676** | 1,054 |
| Other expenses | **9,039** | 10,324 |
| (Gain) loss on disposal of property, plant and equipment | **(673)** | (843) |
| Foreign exchange (gain) loss | **1,914** | 5,534 |
| Finance (revenues) costs | **484** | (2,204) |
| | **93,243** | 81,711 |
| **EARNINGS BEFORE INCOME TAX** | **37,300** | 71,013 |
| **INCOME TAX EXPENSE (RECOVERY) (note 15)** | | |
| Current | **13,204** | 14,381 |
| Deferred | **(1,859)** | 3,547 |
| | **11,345** | 17,928 |
| **NET EARNINGS** | **$ 25,955** | $ 53,085 |
| **EARNINGS PER SHARE (note 17)** | | |
| **Basic** | **$ 0.32** | $ 0.64 |
| **Diluted** | **$ 0.32** | $ 0.64 |

## Consolidated Statements of Comprehensive Earnings

***For the years ended April 30, 2025 and 2024***
**(in thousands of Canadian dollars)**

| | 2025 | 2024 |
|---|---|---|
| **NET EARNINGS** | **$ 25,955** | $ 53,085 |
| **OTHER COMPREHENSIVE EARNINGS** | | |
| Items that may be reclassified subsequently to profit or loss | | |
| Unrealized gain (loss) on foreign currency translations | **2,172** | (1,102) |
| Unrealized gain (loss) on derivatives (net of tax) | **(275)** | 19 |
| **COMPREHENSIVE EARNINGS** | **$ 27,852** | $ 52,002 |

# Consolidated Statements of Changes in Equity

***For the years ended April 30, 2025 and 2024***
**(in thousands of Canadian dollars)**

| | Share capital | Retained earnings | Other reserves | Share-based payments reserve | Foreign currency translation reserve | Total |
|---|---|---|---|---|---|---|
| **BALANCE AS AT MAY 1, 2023** | $ 266,071 | $ 105,944 | $ (37) | $ 3,696 | $ 76,903 | $ 452,577 |
| Exercise of stock options (note 16) | 764 | (197) | - | (342) | - | 225 |
| Share-based compensation (note 16) | - | - | - | 277 | - | 277 |
| Share buyback (notes 13 and 16) | (4,156) | (7,093) | - | - | - | (11,249) |
| Stock options expired/forfeited (note 16) | - | 1 | - | (1) | - | - |
| | 262,679 | 98,655 | (37) | 3,630 | 76,903 | 441,830 |
| **Comprehensive earnings:** | | | | | | |
| Net earnings | - | 53,085 | - | - | - | 53,085 |
| Unrealized gain (loss) on foreign currency translations | - | - | - | - | (1,102) | (1,102) |
| Unrealized gain (loss) on derivatives | - | - | 19 | - | - | 19 |
| Total comprehensive earnings | - | 53,085 | 19 | - | (1,102) | 52,002 |
| **BALANCE AS AT APRIL 30, 2024** | **262,679** | **151,740** | **(18)** | **3,630** | **75,801** | **493,832** |
| Exercise of stock options (note 16) | **429** | **-** | **-** | **(115)** | **-** | **314** |
| Share-based compensation (note 16) | **-** | **-** | **-** | **100** | **-** | **100** |
| | **263,108** | **151,740** | **(18)** | **3,615** | **75,801** | **494,246** |
| **Comprehensive earnings:** | | | | | | |
| Net earnings | **-** | **25,955** | **-** | **-** | **-** | **25,955** |
| Unrealized gain (loss) on foreign currency translations | **-** | **-** | **-** | **-** | **2,172** | **2,172** |
| Unrealized gain (loss) on derivatives | **-** | **-** | **(275)** | **-** | **-** | **(275)** |
| Total comprehensive earnings | **-** | **25,955** | **(275)** | **-** | **2,172** | **27,852** |
| **BALANCE AS AT APRIL 30, 2025** | **$ 263,108** | **$177,695** | **$ (293)** | **$ 3,615** | **$ 77,973** | **$ 522,098** |

# Consolidated Statements of Cash Flows

***For the years ended April 30, 2025 and 2024***
**(in thousands of Canadian dollars)**

| | 2025 | 2024 |
|---|---|---|
| **OPERATING ACTIVITIES** | | |
| Earnings before income tax | **$ 37,300** | $ 71,013 |
| Operating items not involving cash | | |
| Depreciation and amortization (note 14) | **63,519** | 51,718 |
| (Gain) loss on disposal of property, plant and equipment | **(673)** | (843) |
| Share-based compensation (notes 14 and 16) | **100** | 277 |
| Finance (revenues) costs recognized in earnings before income tax | **484** | (2,204) |
| | **100,730** | 119,961 |
| Changes in non-cash operating working capital items (note 19) | **18,965** | 4,652 |
| Finance revenues received (costs paid) | **(484)** | 2,204 |
| Income taxes paid | **(18,295)** | (14,782) |
| Cash flow from (used in) operating activities | **100,916** | 112,035 |
| **FINANCING ACTIVITIES** | | |
| Repayment of lease liabilities | **(2,072)** | (1,495) |
| Repayment of long-term debt (note 12) | **-** | (20,000) |
| Issuance of common shares due to exercise of stock options (note 16) | **314** | 551 |
| Proceeds from draw on long-term debt (note 12) | **27,682** | - |
| Cash-settled stock options | **-** | (326) |
| Repurchase of common shares (notes 13 and 16) | **-** | (11,249) |
| Cash flow from (used in) financing activities | **25,924** | (32,519) |
| **INVESTING ACTIVITIES** | | |
| Business acquisitions (net of cash acquired) (note 20) | **(93,551)** | (6,991) |
| Investments (notes 8 and 20) | **(15,205)** | - |
| Acquisition of property, plant and equipment (note 7) | **(72,521)** | (73,534) |
| Proceeds from disposal of property, plant and equipment | **3,247** | 2,138 |
| Cash flow from (used in) investing activities | **(178,030)** | (78,387) |
| Effect of exchange rate changes | **959** | 657 |
| **INCREASE (DECREASE) IN CASH** | **(50,231)** | 1,786 |
| **CASH, BEGINNING OF THE YEAR** | **96,218** | 94,432 |
| **CASH, END OF THE YEAR** | **$ 45,987** | $ 96,218 |

# Consolidated Balance Sheets

***As at April 30, 2025 and 2024***
**(in thousands of Canadian dollars)**

| | 2025 | 2024 |
|---|---|---|
| **ASSETS** | | |
| **CURRENT ASSETS** | | |
| Cash and cash equivalents | **$ 45,987** | $ 96,218 |
| Trade and other receivables (note 25) | **144,731** | 122,251 |
| Income tax receivable | **6,992** | 3,803 |
| Inventories (note 6) | **115,629** | 110,805 |
| Prepaid expenses | **8,490** | 9,532 |
| | **321,829** | 342,609 |
| **PROPERTY, PLANT AND EQUIPMENT (notes 7 and 20)** | **277,553** | 237,291 |
| **RIGHT-OF-USE ASSETS (note 7)** | **9,176** | 4,595 |
| **INVESTMENTS (notes 8 and 20)** | **17,814** | - |
| **DEFERRED INCOME TAX ASSETS (note 15)** | **2,151** | 2,872 |
| **GOODWILL (notes 9 and 20)** | **65,962** | 22,597 |
| **INTANGIBLE ASSETS (notes 10 and 20)** | **24,256** | 2,219 |
| | **$ 718,741** | $ 612,183 |
| **LIABILITIES** | | |
| **CURRENT LIABILITIES** | | |
| Trade and other payables | **$ 112,690** | $ 86,226 |
| Income tax payable | **4,295** | 4,367 |
| Current portion of lease liabilities | **2,021** | 1,395 |
| Current portion of contingent consideration (note 20) | **8,869** | 8,863 |
| | **127,875** | 100,851 |
| **LEASE LIABILITIES** | **7,430** | 3,321 |
| **CONTINGENT CONSIDERATION (note 20)** | **13,341** | - |
| **LONG-TERM DEBT (note 12)** | **27,682** | - |
| **DEFERRED INCOME TAX LIABILITIES (note 15)** | **20,315** | 14,179 |
| | **196,643** | 118,351 |
| **SHAREHOLDERS' EQUITY** | | |
| Share capital (note 16) | **263,108** | 262,679 |
| Retained earnings | **177,695** | 151,740 |
| Other reserves | **(293)** | (18) |
| Share-based payments reserve | **3,615** | 3,630 |
| Foreign currency translation reserve | **77,973** | 75,801 |
| | **522,098** | 493,832 |
| | **$ 718,741** | $ 612,183 |

Contingencies and commitments (notes 21 and 22)

Approved by the Board of Directors

| | |
|---|---|
| *"Kim Keating"* | *"Janice Rennie"* |
| Kim Keating | Janice Rennie |
| Chair of the Board | Chair of the Audit Committee |

## 1. NATURE OF ACTIVITIES

Major Drilling Group International Inc. (the "Company") is incorporated under the Canada Business Corporations Act and has its head office at 111 St. George Street, Moncton, NB, Canada. The Company's common shares are listed on the Toronto Stock Exchange ("TSX"). The principal source of revenue consists of contract drilling for companies primarily involved in mining and mineral exploration. The Company has operations in North America, South America, Australia, Asia, and Africa.

## 2. BASIS OF PRESENTATION

***Statement of compliance***
These Consolidated Financial Statements present the Company's and its subsidiaries' financial results of operations and financial position in accordance with International Financial Reporting Standards ("IFRS®"), as issued by the International Accounting Standards Board ("IASB®"), using the accounting policies described herein.

On June 11, 2025, the Board of Directors authorized these Consolidated Financial Statements for issue.

***Basis of consolidation***
These Consolidated Financial Statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The results of subsidiaries acquired or disposed of during the period are included in the Consolidated Statements of Operations from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Intercompany transactions, balances, income and expenses are eliminated on consolidation, where appropriate.

***Basis of preparation***
The Consolidated Financial Statements have been prepared on a going-concern basis under the historical cost method, except for certain financial instruments that are measured at fair value, and certain assets re-measured at their recoverable or realizable amounts as disclosed, using the accounting policies and methods of computation as presented in note 4.

## 3. APPLICATION OF NEW AND REVISED IFRS® ACCOUNTING STANDARDS

The Company has not applied the following IASB amendment and standard that have been issued, but are not yet effective:

- IAS 21 (as amended in 2023) - The Effect of Changes in Foreign Exchange Rates - effective for periods beginning on or after January 1, 2025, with earlier application permitted. The amendments contain guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not.
- IFRS 18 (as issued in 2024) - Presentation and Disclosure of Financial Statements - effective for periods beginning on or after January 1, 2027, with earlier application permitted. The standard replaces IAS 1, Presentation of Financial Statements, and includes requirements for the presentation and disclosure of information in financial statements, such as the presentation of subtotals within the statement of operations and the disclosure of management-defined performance measures within the financial statements.

The adoption of the amendment to IAS 21 is not expected to have a significant impact on the Consolidated Financial Statements. The Company is currently in the process of assessing the impact the adoption of IFRS 18 will have on the Consolidated Financial Statements.

## 4. MATERIAL ACCOUNTING POLICIES

***Cash and cash equivalents***
Cash is comprised of cash on hand and demand deposits in banks, with settlement terms within 30 days.

***Financial instruments***
Financial assets and financial liabilities are recognized in the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial assets are classified into the following specified categories: financial assets at fair value through profit or loss (“FVTPL”), financial assets at fair value through other comprehensive income (“FVTOCI”), and financial assets at amortized cost. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in the Consolidated Statement of Operations.

Subsequent to initial recognition, the treatment of financial assets depends on their classification. Those recognized as FVTPL and FVTOCI are carried on the balance sheet at fair value with changes in fair value recognized in the Consolidated Statement of Operations, and Consolidated Statement of Other Comprehensive Earnings, respectively. Financial assets at amortized cost are measured at amortized cost, using the effective interest method, less impairment.

Financial liabilities are classified as either financial liabilities at FVTPL or financial liabilities at amortized cost. Subsequent to initial recognition, the treatment of financial liabilities depends on their classification. Those recognized as FVTPL are carried on the balance sheet at fair value with changes in fair value recognized in the Consolidated Statement of Operations. Financial liabilities at amortized cost are measured at amortized cost using the effective interest method.

Financial assets are derecognized when the contractual rights to the cash flows from the asset expire, or the Company transfers the rights to receive the contractual cash flows or the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. On derecognition of a financial asset measured at amortized cost, the difference between the asset’s carrying amount and the sum of the consideration received and receivable is recognized in the Consolidated Statement of Operations.

Financial liabilities are derecognized when, and only when, the Company’s obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in the Consolidated Statement of Operations.

The Company classified and measured cash and cash equivalents, trade and other receivables, trade and other payables, lease liabilities, and long-term debt at amortized cost.

The Company has entered into certain derivative financial instruments to manage its exposure to interest rate and market risks, including an interest rate swap, and a share-price forward contract. Derivatives are recognized initially at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at each reporting date. Given these derivatives have been designated as effective hedging instruments, the timing of the recognition in profit or loss depends on the nature of the hedge relationship, as described in the hedge accounting policy below.

**(in thousands of Canadian dollars, except per share information)**

## 4. MATERIAL ACCOUNTING POLICIES (Continued)

***Revenue recognition***

The Company performs various types of drilling services within the mining and minerals industry. Contracts entered into cover services that involve different processes and continuous drilling services activities in a sequential set of mobilization, drilling, and demobilization activities, which are invoiced to the customer as those activities progress. These activities and processes are accounted for as separate performance obligations.

Revenue from services rendered is recognized in the Consolidated Statement of Operations over time. The Company has a contractual right to consideration from a customer for an amount that corresponds directly with the value to the customer of the performance completed to date. As a result, the Company recognizes revenue based on the actual activities performed at the related contract rate.

Revenue is measured at the fair value of the consideration received or receivable, net of discounts and value-added taxes.

Customers are generally invoiced on a semi-monthly or monthly basis. Payment is received according to standard payment terms, which are generally between 30 to 60 days. There are no significant financing components.

Contract prepayments are recorded as deferred revenue until performance is achieved and are credited against contract billings in accordance with the contract terms.

***Inventories***

The Company maintains an inventory of operating supplies, drill rods and drill bits. Inventories are valued at the lower of cost and net realizable value, determined on a first in, first out ("FIFO") basis. The value of used inventory items is considered minimal therefore they are not valued, except for drill rods, which, if still considered usable, are valued at 50% of cost.

***Property, plant and equipment***

Property, plant and equipment ("PP&E") are measured at cost, less accumulated depreciation and impairment losses. Depreciation, calculated using the straight-line method, is charged to operations at rates based upon the estimated useful life of each depreciable asset. When significant components of an item of PP&E have different useful lives, they are accounted for as separate assets. The following rates apply to those assets being depreciated using the straight-line method:

| | Residual value (%) | Useful life (years) |
|---|---|---|
| Buildings | 0-15 | 10-20 |
| Drilling equipment | 0-15 | 3-15 |
| Automotive and off-road equipment | 0-10 | 3-10 |
| Other (office, computer, and shop equipment) | 0 | 3-15 |
| Right-of-use assets | 0 | Lease term |

Land and assets not available for use are not depreciated. Costs for repairs and maintenance are charged to operations as incurred. Subsequent costs are included in the asset's carrying value when it is probable that future economic benefits associated with such costs will flow to the Company. Depreciation begins when the asset is ready for its intended use. Subsequent costs are depreciated over the useful life of the asset and replaced components are derecognized. An item of PP&E is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gain or loss arising on the disposal or retirement is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in profit or loss. Depreciation methods, residual values and useful lives are re-assessed, at minimum, on an annual basis.

## 4. MATERIAL ACCOUNTING POLICIES (Continued)

***Investments***
Investments are accounted for using the equity method and are initially recognized at cost, inclusive of transaction costs. The Consolidated Financial Statements include the Company's share of the income or loss and equity movement of equity accounted investments. The Company does not recognize losses exceeding the carrying value of its interest in investments.

***Business combinations***
Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination, in exchange for control of the acquiree, is measured at fair value. At acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair values. Results of operations of a business acquired are included in the Company's Consolidated Financial Statements from the date of the business acquisition. Business acquisition and integration costs are expensed in profit or loss as incurred.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments applied against goodwill. Other changes in the fair value of contingent consideration that is classified as an asset or a liability, are re-measured at subsequent reporting dates with the corresponding gain or loss being recognized in profit or loss.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date fair value of the identifiable assets acquired and the liabilities assumed.

***Goodwill***
The value of goodwill is tested for impairment at least annually, or sooner when indications of impairment exist. Any impairment loss identified by this test would be reported in profit or loss for the period during which the loss occurred.

For the purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units ("CGUs") or groups of CGUs that are expected to benefit from the synergies of the combination. Any impairment loss recognized for goodwill is not reversed in subsequent periods.

***Impairment of long-lived assets***
At the end of each reporting period, the Company assesses whether there are any indicators that the carrying values of its long-lived assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The recoverable amount of an asset is first tested on an individual basis, if determinable, or otherwise at the CGU level. A CGU is the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Corporate level assets are allocated to the respective CGUs where an allocation can be made on a reasonable and consistent basis.

The recoverable amount is the higher of the fair value, less costs of disposal, and the value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

At the end of each reporting period, the Company assesses whether there is any indication that an impairment loss recognized in prior periods for a long-lived asset, other than goodwill, may no longer exist or may have decreased. If any such indication exists, the Company estimates the recoverable amount of that asset.

## 4. MATERIAL ACCOUNTING POLICIES (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, however the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

***Income taxes***
Current - The tax currently receivable or payable is based on taxable profit for the year and any adjustments resulting from prior years. Taxable profit differs from profit as reported in the Consolidated Statement of Operations because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

The Company’s liability for current tax is calculated using tax rates that have been enacted, or substantively enacted, by the end of the reporting period.

Deferred - The Company follows the asset and liability method of accounting for deferred taxes. This method takes a balance sheet approach and focuses on the amount of income taxes payable or receivable that will arise if an asset is realized or a liability is settled for its carrying amount. These resulting assets and liabilities, referred to as “deferred income tax assets and liabilities”, are computed and recognized based on carry forwards of unused tax losses, unused tax credits and the differences between the carrying amount of balance sheet items and their corresponding tax values using the enacted, or substantively enacted, income tax rates in effect when the assets are expected to be realized or the liabilities are expected to be settled.

The Company’s primary temporary differences arise between the tax carrying value and net book value of PP&E. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

***Translation of foreign currencies***
The Consolidated Financial Statements are presented in Canadian dollars, which is the Company's presentation currency, and the functional currency of the parent company.

Financial statements of foreign operations are translated using the rate in effect at the balance sheet date for assets and liabilities, and using the average exchange rates during the period for revenue and expenses. Adjustments arising from foreign currency translation are recorded in other comprehensive income and foreign currency translation reserve.

Foreign currency transactions are transactions in a currency other than the Company's functional currency. Foreign currency transactions are translated to the functional currency by applying the exchange rate prevailing at the date of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Translation gains and losses on assets and liabilities denominated in a foreign currency are included in the Consolidated Statement of Operations. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Additionally, foreign exchange gains and losses related to certain intercompany loans that are permanent in nature are included in other comprehensive income and foreign currency translation reserve.

***Share-based payments***
The Company uses the fair value method to measure compensation expense at the date of grant of stock options to employees and Directors. The fair value of each tranche for all option grants is determined using the Black-Scholes option-pricing model, which considers estimated forfeitures at time of grant, and each tranche is amortized separately to earnings over the vesting period of the tranche with an offset to the share-based payments reserve. When options are exercised, the corresponding share-based payments reserve and the proceeds received by the Company are credited to share capital.

## 4. MATERIAL ACCOUNTING POLICIES (Continued)

The Company records the fair value of cash-settled deferred share units and restricted share units as compensation expense, with offset to trade and other payables. At each reporting date until the liability is settled, and at the date of settlement, the fair value of the liability is re-measured, with any changes in fair value recognized in the Consolidated Statement of Operations for the year.

## 5. KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGMENTS

***Use of estimates***

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that are not readily apparent from other sources, which affect the application of accounting policies; the reported amounts of assets and liabilities at the dates of the Consolidated Financial Statements; and the reported amounts of revenue and expenses during the reported periods. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Significant areas requiring the use of management estimates relate to the useful lives of property, plant and equipment ("PP&E") for depreciation purposes, inventory valuation, determination of income and other taxes, recoverability of deferred income tax assets, assumptions used in compilation of share-based payments, fair value of assets acquired and liabilities assumed in the business combination, provisions, contingent considerations, impairment testing of goodwill and intangible assets and long-lived assets.

Management determines the estimated useful lives of its PP&E based on historical experience and reviews these estimates at the end of each reporting period.

Management reviews the condition of inventories at the end of each reporting period and recognizes a provision for slow-moving and obsolete items of inventory when they are no longer suitable for use. Management's estimate of the net realizable value of such inventories is based primarily on sales prices and current market conditions.

Tax interpretations, regulations and legislation in the various jurisdictions in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred income tax assets are assessed by management at the end of the reporting period to determine the probability that they will be realized from future taxable earnings.

Compensation costs accrued for long-term share-based payment plans are subject to the estimation of what the ultimate payout will be using the Black-Scholes pricing model, which is based on significant assumptions such as volatility, dividend yield and expected term.

Management made significant estimates in determining the fair values of identifiable assets acquired and liabilities assumed in the business combination that took place during the year. The fair value measurement of acquired intangible assets, particularly customer relationships, required the use of significant unobservable inputs such as estimated future cash flows, discount rates, and useful life. These estimates are inherently subjective and involve a high degree of judgment. Any changes in these estimates could affect the amounts recognized in the financial statements.

The amount recognized as provisions and contingent considerations, including legal, restructuring, contractual, constructive and other exposures or obligations, is the best estimate of the consideration required to settle the related liability, including any related interest charges, taking into account the risks and uncertainties surrounding the obligation. In addition, contingencies will only be resolved when one or more future events occur or fail to occur.

**(in thousands of Canadian dollars, except per share information)**

## 5. KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGMENTS (Continued)

Therefore, assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. The Company assesses its liabilities, contingencies and contingent considerations based upon the best information available, relevant tax laws and other appropriate requirements.

Amounts used for impairment calculations are based on estimates of future cash flows of the Company. By their nature, the estimates of cash flows, including the estimates of future revenue, operating expenses, utilization, discount rates and market pricing, are subject to measurement uncertainty.

***Judgments***

The Company applied judgment in determining the functional currency of the Company and its subsidiaries. Functional currency was determined based on the currency that mainly influences sales prices, labour, materials and other costs of providing services.

PP&E and goodwill are aggregated into CGUs based on their ability to generate largely independent cash inflows and are used for impairment testing. The determination of the Company's CGUs is subject to management's judgment with respect to the lowest level at which independent cash inflows are generated.

The Company has applied judgment in determining the degree of componentization of PP&E. Each part of an item of PP&E with a cost that is significant in relation to the total cost of the item and has a separate useful life has been identified as a separate component and is depreciated separately.

The Company has applied judgment in recognizing provisions, including judgment as to whether the Company has a present obligation (legal or constructive) as a result of a past event, whether it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and whether a reliable estimate can be made of the amount of the obligation.

Deferred income tax assets are assessed by management at the end of the reporting period to determine the probability that they will be realized from future taxable earnings. This determination is subject to management judgment.

## 6. INVENTORIES

The cost of inventory recognized as an expense and included in materials, consumables and external costs in note 14 for the year ended April 30, 2025 was $139,067 (2024 - $102,076). During the years ended April 30, 2025 and 2024, there were no material write-downs of inventory as a result of net realizable value being lower than cost. No inventory write-downs recognized in previous years were reversed.

The following is a breakdown of inventory by category:

| | **2025** | 2024 |
|---|---|---|
| Rods and casings | **$ 28,691** | $ 29,478 |
| Machine parts | **54,861** | 52,999 |
| Consumables | **6,308** | 3,981 |
| Wireline and downhole tools | **10,327** | 8,394 |
| Diamond bits | **7,426** | 7,371 |
| Other | **8,016** | 8,582 |
| | **$ 115,629** | $ 110,805 |

**(in thousands of Canadian dollars, except per share information)**

## 7. PROPERTY, PLANT AND EQUIPMENT

Changes in the PP&E balances were as follows:

| | Land | Buildings | Drills | Auto | Other | ROU assets | Total |
|---|---|---|---|---|---|---|---|
| **Net book value as at April 30, 2023** | $6,292 | $10,164 | $146,680 | $47,134 | $4,815 | $5,637 | $220,722 |
| Additions | 400 | 1,874 | 43,108 | 25,090 | 3,062 | 631 | 74,165 |
| Disposals | - | - | (785) | (472) | (38) | - | (1,295) |
| Depreciation | - | (1,015) | (31,065) | (15,345) | (1,464) | (1,775) | (50,664) |
| Effect of exchange rate changes and other | 13 | (56) | 1,504 | (2,607) | 2 | 102 | (1,042) |
| **Net book value as at April 30, 2024** | **$6,705** | **$10,967** | **$159,442** | **$53,800** | **$6,377** | **$4,595** | **$241,886** |
| Additions | - | 986 | 52,007 | 15,895 | 3,633 | 7,044 | 79,565 |
| Disposals | - | - | (2,107) | (452) | (15) | (43) | (2,617) |
| Depreciation | - | (1,145) | (36,207) | (17,686) | (2,399) | (2,406) | (59,843) |
| Business acquisition (note 20) | 259 | 298 | 22,405 | 1,535 | 2,620 | - | 27,117 |
| Effect of exchange rate changes and other | 31 | (27) | (836) | 3,087 | (1,620) | (14) | 621 |
| **Net book value as at April 30, 2025** | **$6,995** | **$11,079** | **$194,704** | **$56,179** | **$8,596** | **$9,176** | **$286,729** |

There were no prior-period impairment losses requiring reversal as at April 30, 2025 or 2024.

## 8. INVESTMENTS

On July 22, 2024, the Company purchased shares in DGI Geoscience Inc. ("DGI") for $15,000 in cash consideration, a 39.8% equity interest (that provides the Company with 42.3% of the voting rights). DGI and its subsidiaries are privately held entities, headquartered in Canada, focused on downhole survey and imaging services as well as using artificial intelligence for logging scanned rock samples.

In addition to the equity interest, Major Drilling has representation on the DGI Board of Directors and has special approval rights (protective in nature) granted to the Company as part of the investment. As a result, the Company concluded that the equity method of accounting is appropriate for its investment in DGI.

During the first quarter, the Company incurred costs of $205 for its investments, relating to external legal fees and due diligence costs. These amounts have been recorded as part of the cost of the investment in the Consolidated Balance Sheets.

**(in thousands of Canadian dollars, except per share information)**

## 9. GOODWILL

| Changes in the goodwill balance were as follows: | | **2025** | | 2024 |
|---|---|---|---|---|
| **Opening balance** | **$** | **22,597** | $ | 22,690 |
| Goodwill on acquisition (note 20) | | **43,363** | | - |
| Effect of movement in exchange rates | | **2** | | (93) |
| **Ending balance** | **$** | **65,962** | $ | 22,597 |

***Allocation of goodwill to CGUs***

| The carrying amount of goodwill was allocated to CGUs as follows: | | **2025** | | 2024 |
|---|---|---|---|---|
| Canada | **$** | **7,708** | $ | 7,708 |
| Explomin | | **43,520** | | - |
| Australia | | **14,734** | | 14,889 |
| | **$** | **65,962** | $ | 22,597 |

The recoverable amount of the CGUs is determined based on a value-in-use calculation, which uses cash flow projections based on forward projections approved by management, covering a five-year period, discounted to April 30, 2025. Cash flows beyond that period have been extrapolated using a steady 2% per annum growth rate.

***Key assumptions***
The key assumptions in cash flow projections used in the value-in-use calculations are as follows:

Revenue – The revenue for all CGUs is based on forecasted values, which are in line with market conditions and reflect past experience. The existing drilling fleet, combined with the sustained capital expenditures, further supports the Company's position for future growth in all regions.

Gross margin – As the Company has a variable direct cost structure, management expects that gross margins will remain in a range in line with historically achieved levels based on the stage of the mining cycle.

Discount rate – The Company used the weighted average cost of capital as the discount rate, which was 10.05% for Canada and Australia (2024 - 11.84%) and 11.05% for Explomin. In order to determine the discount rate, the Company used prevailing market interest rates, the risk-free market return, adjusted for the equity premium, volatility and CGU specific factors.

The Company has performed a sensitivity analysis that quantifies the impact on the value-in-use calculations if key assumptions used in the model were subject to reasonable fluctuations, and no resulting impairment is required.

(in thousands of Canadian dollars, except per share information)

## 10. INTANGIBLE ASSETS

Intangible assets consist of customer relationships/contracts. The fair value measurement of these customer relationships acquired as part of a business combination require the use of significant unobservable inputs such as estimated future cash flows, discount rates, and useful life. These estimates are inherently subjective and involve a high degree of judgment. Any changes in these estimates could affect the amounts recognized in the financial statements.

Changes in the balance were as follows:

| | **2025** | 2024 |
|---|---|---|
| **Opening balance** | **$ 2,219** | $ 3,304 |
| Amortization | **(3,676)** | (1,054) |
| Intangibles from acquisition (note 20) | **25,682** | - |
| Effect of movement in exchange rates | **31** | (31) |
| **Ending balance** | **$ 24,256** | $ 2,219 |

## 11. DEMAND CREDIT FACILITIES

The Company has credit facilities available totaling $50,484. $30,000 is from a Canadian chartered bank, primarily secured by corporate guarantees of companies within the group, bearing interest at either the bank's prime rate plus 0.5% or the bank's Canadian Overnight Repo Rate Average ("CORRA") plus 2.0% for Canadian dollar draws, and the bank's Secured Overnight Financing Rate ("SOFR") plus 2.0% for U.S. dollar draws. The remaining $20,484 is from various other chartered banks, utilized for the purposes of securing stand-by letters of credit, bearing interest at 7%. As at April 30, 2025, the Company had utilized $21,118 (2024 - $1,367) of this facility for outstanding stand-by letters of credit.

The Company also has credit facilities of $6,375 for credit cards, with interest rates and repayments as per cardholder agreements.

## 12. LONG-TERM DEBT

| | **2025** | 2024 |
|---|---|---|
| Revolving term loan, maximum available $75,000, bearing interest at either the bank's prime rate plus 0.5% or the bank's CORRA plus 2.0% for Canadian dollar draws, and the bank's SOFR plus 2.0% for U.S. dollar draws, interest only payable in monthly installments, secured by corporate guarantees of companies within the group, maturing in September 2027. | **$ 27,682** | $ - |
| | **27,682** | - |
| Long-term portion | **$ 27,682** | $ - |

**(in thousands of Canadian dollars, except per share information)**

## 12. LONG-TERM DEBT (Continued)

Changes in the long-term debt balance were as follows:

| | **2025** | 2024 |
|---|---|---|
| **Opening balance** | **$ -** | $ 19,972 |
| Repayment of long-term debt | **-** | (20,000) |
| Proceeds from draw on long-term debt | **27,682** | - |
| Net fair value variance on derivatives and other | **-** | 28 |
| **Ending balance** | **$ 27,682** | $ - |

During the year, the Company drew US$20,000 (CAD$27,682) on its revolving-term facility from a Canadian chartered bank. Under the terms of certain of the Company's debt agreements, the Company must satisfy certain financial covenants. Such agreements also limit, among other things, the Company's ability to incur additional indebtedness, create liens, engage in mergers or acquisitions and make dividend and other payments. The Company is in compliance with all covenants and other conditions imposed in its credit agreement.

## 13. SHARE BUYBACK

Early in the previous fiscal year, the Company initiated its Normal Course Issuer Bid ("NCIB"), ended March 26, 2024, repurchasing and canceling 1,337,968 common shares at a cost of $11,249 and an average price of $8.41 per share.

## 14. EXPENSES BY NATURE

Direct costs by nature are as follows:

| | **2025** | 2024 |
|---|---|---|
| Depreciation | **$ 56,008** | $ 47,814 |
| Employee salaries and benefit expenses | **267,517** | 252,129 |
| Materials, consumables and external costs | **239,363** | 219,090 |
| Other | **34,148** | 34,937 |
| | **$ 597,036** | $ 553,970 |

General and administrative expenses by nature are as follows:

| | **2025** | 2024 |
|---|---|---|
| Depreciation | **$ 3,835** | $ 2,850 |
| Employee salaries and benefit expenses | **41,561** | 36,198 |
| Other general and administrative expenses | **33,407** | 28,798 |
| | **$ 78,803** | $ 67,846 |

*Amounts presented in comparative period have been allocated consistent with current year presentation.*

Share-based compensation for employees, included in the other expenses line on the Consolidated Statements of Operations, for the year ended April 30, 2025 was $100 (2024 - $277).

**(in thousands of Canadian dollars, except per share information)**

## 15. INCOME TAXES

Income taxes vary from amounts that would be determined by applying the combined statutory Canadian corporate income tax rate to earnings before income tax with details as follows:

| | **2025** | 2024 |
|---|---|---|
| Earnings before income tax | **$ 37,300** | $ 71,013 |
| Statutory Canadian corporate income tax rate | **27%** | 27% |
| Expected income tax provision based on statutory rate | **10,071** | 19,174 |
| Non-recognition of tax benefits related to losses | **4,106** | 1,139 |
| Utilization of previously unrecognized losses | **(3,406)** | (3,998) |
| Other foreign taxes paid | **587** | 1,165 |
| Rate variances in foreign jurisdictions | **(502)** | (410) |
| Permanent differences and other | **334** | 1,353 |
| | **11,190** | 18,423 |
| Adjustments recognized in the current year in relation to the current tax in prior years | **155** | (495) |
| Income tax provision recognized in net earnings | **$ 11,345** | $ 17,928 |

The tax rate used for the 2025 and 2024 reconciliations herein is the effective federal and provincial Canadian corporate tax rate of 27%.

The movements in deferred income tax balances are as follows:

| | **2024** | **Business acquisition** | **Tax provision** | **Exchange** | **2025** |
|---|---|---|---|---|---|
| Deferred tax assets related to difference in tax and book basis | $ 2,872 | $ 78 | $ (587) | $ (212) | **$ 2,151** |
| Deferred tax liabilities related to difference in tax and book basis | (14,179) | (8,759) | 2,446 | 177 | **(20,315)** |
| Net deferred tax assets (liabilities) | $ (11,307) | $ (8,681) | $ 1,859 | $ (35) | **$ (18,164)** |

Income tax provision recognized in net earnings:

| | **2025** | 2024 |
|---|---|---|
| **Current tax** | | |
| Current tax expense in respect to the current year | **$ 13,049** | $ 14,876 |
| Adjustments recognized in the current year in relation to the current tax of prior years | **155** | (495) |
| **Deferred tax** | | |
| Deferred tax expense (recovery) recognized in the current year | **(1,859)** | 3,547 |
| Income tax provision | **$ 11,345** | $ 17,928 |

## 15. INCOME TAXES (Continued)

The recognition and measurement of the current and deferred tax assets and liabilities involves dealing with uncertainties in the application of complex tax regulations in a multitude of jurisdictions and in the assessment of the recoverability of deferred tax assets. Potential liabilities are recognized for anticipated tax audit issues in various tax jurisdictions based on the Company's estimate of whether, and the extent to which, additional taxes will be due.

If payment of the accrued amounts ultimately proves to be unnecessary, the elimination of the liabilities would result in tax benefits being recognized in the period when the Company determines the liabilities no longer exist. If the estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to expense will result.

The Company has accumulated approximately $76,412 in non-capital losses of which $16,038 is recognized to reduce future income taxes otherwise payable. These losses, if unused, will expire in the following calendar years: 2025 - $270; 2026 - $49; 2027 - $2,546; 2028 - $2,964; 2029 - $1,005; 2030 - $713; 2031 - $1,241; 2034 - $271; 2035 - $792; 2037 - $6,862; 2038 - $10,653; 2040 - $2,180; 2045 - $12,379 and indefinite - $34,487.

The Company has accumulated approximately $19,891 of capital losses that are available to reduce income taxes otherwise payable on capital gains realized in Australia and Canada. The benefit of these losses has not been recognized in the Consolidated Financial Statements.

The Company has approximately $259,974 of temporary differences associated with its investments in foreign subsidiaries for which no deferred taxes have been provided on the basis that the Company is able to control the timing of the reversal of such temporary differences and such reversal is not probable in the foreseeable future.

The repatriation of cash through dividends, from certain jurisdictions, may cause withholding tax expense for which no liability has been provided on the basis that the Company is able to control the timing of repatriation.

IAS 12 is amended to add the exception to recognizing and disclosing information about deferred tax assets and liabilities that are related to tax law enacted, or substantively enacted, to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The Company has not yet applied the temporary exception during the current period because the Pillar Two legislation, which has been substantively enacted in Canada, is not expected to apply to the Company as its consolidated revenue is less than EUR 750 million.

The Company periodically assesses its liabilities and contingencies for all tax years open to audit based upon the latest information available. For those matters where it is probable that an adjustment will be made, the Company has recorded its best estimate of these tax liabilities, including related interest charges. Inherent uncertainties exist in estimates of tax contingencies due to changes in tax laws. While management believes they have adequately provided for the probable outcome of these matters, future results may include favourable or unfavourable adjustments to these estimated tax liabilities in the period the assessments are made or resolved, or when the statute of limitation lapses.

**(in thousands of Canadian dollars, except per share information)**

## 16. SHARE CAPITAL

***Authorized***
Unlimited number of fully paid common shares, without nominal or par value, with each share carrying one vote and a right to dividends if declared.

The movement in the Company's issued and outstanding share capital during the year was as follows:

| | **2025** | | 2024 | |
|---|---|---|---|---|
| | **Number of shares** | **Share capital** | Number of shares | Share capital |
| **Opening balance** | **81,793,486** | **$262,679** | 83,028,129 | $266,071 |
| Exercise of stock options | **51,600** | **429** | 103,325 | 764 |
| Share buyback (note 13) | **-** | **-** | (1,337,968) | (4,156) |
| **Ending balance** | **81,845,086** | **$263,108** | 81,793,486 | $262,679 |

***Stock option plan***
A summary of the status of the Company's stock option plan, as at April 30, 2025 and April 30, 2024, and of changes during those years, is presented below:

| | **2025** | | 2024 | |
|---|---|---|---|---|
| | **Number of options** | **Weighted average exercise price** | Number of options | Weighted average exercise price |
| Outstanding, beginning of year | **767,000** | **$7.03** | 950,925 | $6.63 |
| Options expired/forfeited | **-** | **-** | (600) | 3.60 |
| Options exercised | **(51,600)** | **6.08** | (103,325) | 5.33 |
| Cash-settled options | **-** | **-** | (80,000) | 4.48 |
| Outstanding, end of year | **715,400** | **7.10** | 767,000 | 7.03 |

The following table summarizes information on stock options outstanding as at April 30, 2025:

| **Range of exercise prices** | **Outstanding at April 30, 2025** | **Weighted average remaining life (years)** | **Weighted average exercise price** | **Exercisable at April 30, 2025** | **Weighted average exercise price** |
|---|---|---|---|---|---|
| **$3.60 - $6.97** | **423,400** | **1.21** | **$ 5.49** | **423,400** | **$ 5.49** |
| **$8.39 - $10.50** | **292,000** | **3.23** | **9.42** | **256,300** | **9.26** |
| | **715,400** | | | **679,700** | |

The Company did not issue stock options during the year ended April 30, 2025 or 2024. For the year ended April 30, 2025, the amount of compensation cost recognized in earnings and credited to share-based payments reserve was $100 (2024 - $277).

## 17. EARNINGS PER SHARE

All of the Company's earnings are attributable to common shares, therefore net earnings is used in determining earnings per share.

| | 2025 | 2024 |
|---|---|---|
| Net earnings | **$ 25,955** | $ 53,085 |
| **Weighted average number of shares:** | | |
| Basic (000s) | **81,836** | 82,341 |
| **Net effect of dilutive securities:** | | |
| Stock options | **163** | 198 |
| Diluted (000s) | **81,999** | 82,539 |
| **Earnings per share:** | | |
| Basic | **$ 0.32** | $ 0.64 |
| Diluted | **$ 0.32** | $ 0.64 |

The calculation of diluted earnings per share for the year ended April 30, 2025 and 2024 excludes the effect of 200,000 and 204,904 options, respectively, as they were not in-the-money.

## 18. SEGMENTED INFORMATION

The Company's operations are divided into three geographic segments corresponding to its management structure: Canada - U.S.; South and Central America; and Australasia and Africa. The services provided in each of the reportable segments are essentially the same. The accounting policies of the segments are the same as those described in note 4. Management evaluates performance based on earnings from operations in these three geographic segments before finance costs, general and corporate expenses, and income tax. Data relating to each of the Company's reportable segments is presented as follows:

| | 2025 | 2024 |
|---|---|---|
| **Revenue** | | |
| Canada - U.S.* | **$ 274,390** | $ 344,931 |
| South and Central America | **262,273** | 187,410 |
| Australasia and Africa | **190,916** | 174,353 |
| | **$ 727,579** | $ 706,694 |
| **Earnings from operations** | | |
| Canada - U.S. | **$ 762** | $ 32,355 |
| South and Central America | **18,930** | 24,159 |
| Australasia and Africa | **36,791** | 26,456 |
| | **56,483** | 82,970 |
| **Finance (revenues) costs** | **484** | (2,204) |
| **General and corporate expenses**** | **18,699** | 14,161 |
| **Income tax** | **11,345** | 17,928 |
| | **30,528** | 29,885 |
| **Net earnings** | **$ 25,955** | $ 53,085 |

(in thousands of Canadian dollars, except per share information)

## 18. SEGMENTED INFORMATION (Continued)

*Canada - U.S. includes revenue in 2025 of $102,596 (2024 - $130,378) for Canadian operations.
**General and corporate expenses include expenses for corporate offices, stock options and certain unallocated costs.

| | **2025** | 2024 |
|---|---|---|
| **Capital expenditures** | | |
| Canada - U.S. | **$ 21,042** | $ 30,712 |
| South and Central America | **30,864** | 24,677 |
| Australasia and Africa | **20,561** | 17,851 |
| Unallocated and corporate assets | **54** | 294 |
| **Total capital expenditures** | **$ 72,521** | $ 73,534 |

| | **2025** | 2024 |
|---|---|---|
| **Depreciation and amortization** | | |
| Canada - U.S. | **$ 27,004** | $ 24,051 |
| South and Central America | **18,430** | 11,579 |
| Australasia and Africa | **17,187** | 15,390 |
| Unallocated and corporate assets | **898** | 698 |
| **Total depreciation and amortization** | **$ 63,519** | $ 51,718 |

| | **April 30, 2025** | April 30, 2024 |
|---|---|---|
| **Identifiable assets** | | |
| Canada - U.S.* | **$ 223,320** | $ 277,092 |
| South and Central America | **342,668** | 169,773 |
| Australasia and Africa | **216,051** | 208,030 |
| Unallocated and corporate liabilities | **(63,298)** | (42,712) |
| **Total identifiable assets** | **$ 718,741** | $ 612,183 |

*Canada - U.S. includes property, plant and equipment in 2025 of $58,312 (2024 - $62,991) for Canadian operations.

## 19. ADDITIONAL INFORMATION TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

Changes in non-cash operating working capital items:

| | **2025** | 2024 |
|---|---|---|
| Trade and other receivables | **$ 17,963** | $ 15,474 |
| Inventories | **2,980** | 3,756 |
| Prepaid expenses | **2,647** | 1,349 |
| Trade and other payables | **(4,625)** | (15,927) |
| | **$ 18,965** | $ 4,652 |

**(in thousands of Canadian dollars, except per share information)**

## 20. BUSINESS ACQUISITIONS

***McKay Drilling PTY Limited***
During the year, the Company paid the final contingent payment of $9.1 million in regards to the 2021 McKay Drilling PTY Ltd. acquisition as they successfully met all of the EBITDA milestones in their earnout period.

***Explomin Perforaciones***
Effective November 5, 2024, the Company acquired all of the issued and outstanding shares of Explomin, a leading specialty drilling contractor based in Lima, Peru.

The business combination was accounted for using the acquisition method. The Company acquired 92 drill rigs, support equipment, inventory, existing contracts and receivables, in addition to retaining the operation's management team and other employees, including experienced drillers.

The purchase price for the acquisition is valued at an amount up to US$85,000, consisting of a cash payment of US$63,000 (net of cash acquired) funded from the Company's cash and existing debt facilities; and an additional contingent consideration of US$15,180 (discounted) tied to performance. The maximum amount of the contingent consideration is US$22,000, with an earnout period extending over three years from the effective date of November 5, 2024, contingent upon Explomin reaching average annual EBITDA of approximately US$21,000 over the earnout period.

As at April 30, 2025, the values allocated to net tangible and intangible assets are preliminary and are subject to adjustments as additional information is obtained.

Goodwill arising from this acquisition was equal to the excess of the total consideration paid over the fair value of the net assets acquired and represents the benefit of revenue growth, an experienced labour force, market expertise and operational knowledge in a unique market with substantial barriers to entry.

The estimated net assets acquired at fair value at acquisition were as follows:

| | | |
|---|---|---|
| **Net assets acquired:** | | |
| Trade and other receivables | $ | 39,088 |
| Inventories | | 7,283 |
| Prepaid expenses | | 1,583 |
| Property, plant and equipment | | 27,117 |
| Deferred income tax assets | | 78 |
| Investments | | 3,475 |
| Goodwill (not tax deductible) | | 43,363 |
| Intangible assets | | 25,682 |
| Trade and other payables | | (31,814) |
| Income tax payable | | (1,642) |
| Deferred income tax liabilities | | (8,759) |
| | **$** | **105,454** |
| **Consideration:** | | |
| Cash | $ | 87,503 |
| Less: cash acquired | | (3,040) |
| Contingent consideration | | 20,991 |
| | **$** | **105,454** |

**(in thousands of Canadian dollars, except per share information)**

## 20. BUSINESS ACQUISITIONS (Continued)

Subsequent to the date of acquisition, the trade and other receivables included in the above net assets acquired have been fully collected. Intangible assets acquired, made up of customer relationships and contracts, are amortized over five years.

The contingent consideration of $20,991 (discounted) is a non-cash investing activity therefore is not reflected in the Consolidated Statements of Cash Flows.

The Company incurred acquisition-related costs of $795 relating to external legal fees and due diligence costs. These acquisition costs have been included in the other expenses line of the Consolidated Statements of Operations.

The results of operations of Explomin are included in the Consolidated Statements of Operations from November 5, 2024. Since the date of acquisition, revenue attributable to the Explomin operations was $70,541 with net earnings of $1,623. Due to the complexities of restating results using harmonized accounting policies, it is impracticable to reliably estimate the revenue and net earnings of the combined entities for the year as if the acquisition date had been May 1, 2024.

## 21. CONTINGENCIES

The Company is involved in various legal claims and legal notices arising in the ordinary course of business. The outcome of all the proceedings and claims against the Company is subject to future resolution and the uncertainties of litigation. Based on information currently known to the Company and after consultation with outside legal counsel, it is management's opinion that the ultimate disposition of these matters will not have a material adverse effect on the Company's financial position, results of operations, or cash flows. Any amounts awarded as a result of these actions will be reflected when known.

## 22. COMMITMENTS

The Company has commitments for the purchase of equipment totaling $13,861 with delivery dates throughout fiscal 2026, as well as various commitments, primarily for rental of premises, with arms-length parties as follows: 2026 - $640; 2027 - $64; and 2028 - $4.

## 23. RELATED PARTY TRANSACTIONS

The remuneration of Directors and other members of key management personnel (which consists of senior executives) during the year was as follows:

| | **2025** | 2024 |
|---|---|---|
| Salaries, bonuses and fees | **$ 4,491** | $ 4,434 |
| Other long-term benefits | **152** | 138 |
| Share-based payments benefits | **2,200** | 2,224 |
| | **$ 6,843** | $ 6,796 |

**(in thousands of Canadian dollars, except per share information)**

## 24. CAPITAL MANAGEMENT

The Company includes shareholders' equity (excluding foreign currency translation and other reserves), long-term borrowings, and cash in the definition of capital.

Total managed capital was as follows:

| | 2025 | 2024 |
|---|---|---|
| Long-term debt | $ **27,682** | $ - |
| Share capital | **263,108** | 262,679 |
| Share-based payments reserve | **3,615** | 3,630 |
| Retained earnings | **177,695** | 151,740 |
| Cash | **(45,987)** | (96,218) |
| | $ **426,113** | $ 321,831 |

The Company's objective when managing its capital structure is to ensure continued access to capital markets to maintain financial flexibility, meet financial obligations, and finance internally generated growth and potential new acquisitions. To manage its capital structure, the Company may adjust spending, issue new shares, issue new debt or repay existing debt.

In order to facilitate the management of its capital requirements, the Company prepares annual budgets that are updated as necessary, dependent on various factors.

The Company's objectives with regards to capital management remain unchanged from fiscal 2024.

## 25. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

***Risk management objectives***
The Company's corporate treasury function monitors and manages the financial risks relating to the operations of the Company through analysis of the various exposures. When deemed appropriate, the Company uses financial instruments to hedge these risk exposures.

***Interest rate risk management***
The Company is exposed to interest rate risk as it borrows funds at both fixed and floating interest rates. The Company manages the risk by use of interest rate swap contracts when deemed appropriate.

***Fair value***
The carrying values of cash and cash equivalents, trade and other receivables, demand credit facilities and trade and other payables approximate their fair values due to the relatively short period to maturity of the instruments. Contingent consideration is held at fair value.

Financial assets and liabilities measured at fair value are classified and disclosed in one of the following categories:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in level 1 that are observable for the assets or liabilities, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 - inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company enters into certain derivative financial instruments to manage its exposure to market risks, comprised of share-price forward contracts with a combined notional amount of $8,654, maturing at varying dates through June 2027.

**(in thousands of Canadian dollars, except per share information)**

## 25. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

The Company's derivatives, with fair values as follows, are classified as level 2 financial instruments and recorded in trade and other receivables (payables) in the Consolidated Balance Sheets. There were no transfers of amounts between level 1, level 2 and level 3 financial instruments for the year ended April 30, 2025.

| | **April 30, 2025** | April 30, 2024 |
|---|---|---|
| Share-price forward contracts | **$ (1,582)** | $ (595) |

***Credit risk***

The Company has a policy of dealing only with creditworthy customers and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. Credit risk also arises from cash held in banks and financial institutions. This risk is limited because the counterparties are primarily major financial institutions with high credit ratings.

As at April 30, 2025, one customer represented more than 10% of total revenue, at 15.9% (2024 - one customer at 13.7%). The Company's exposure and the credit ratings of its counterparties are continuously monitored.

As at April 30, 2025, 96.1% (2024 - 95.9%) of the Company's trade receivables were aged as current and 1.5% (2024 - 3.5%) of the trade receivables were impaired.

The movement in the loss allowance for expected credit losses of trade receivables during the year was as follows:

| | **2025** | 2024 |
|---|---|---|
| **Opening balance** | **$ 4,149** | $ 3,303 |
| Increase in impairment allowance | **840** | 1,607 |
| Recovery of amounts previously impaired | **(584)** | (552) |
| Write-off charged against allowance | **(2,215)** | (135) |
| Foreign exchange translation differences | **(11)** | (74) |
| **Ending balance** | **$ 2,179** | $ 4,149 |

***Foreign currency risk***

In order to reduce its exposure to foreign exchange risks associated with currencies of developing countries, where a portion of the Company's business is conducted, the Company has adopted a policy of contracting in U.S. dollars, where practical and legally permitted.

As at April 30, 2025, the most significant carrying amounts of net monetary assets and/or liabilities (which may include intercompany balances with other subsidiaries) that: (i) are denominated in currencies other than the functional currency of the respective Company subsidiary; and (ii) cause foreign exchange rate exposure, including the impact on earnings before income taxes ("EBIT"), if the corresponding rate changes by 10%, are as follows:

| | **Rate variance** | **MNT/USD** | **ARS/USD** | **IDR/USD** | **USD/ZAR** | **PEN/USD** | **USD/CLP** | **USD/CAD** | **Other** |
|---|---|---|---|---|---|---|---|---|---|
| Net exposure on monetary assets (liabilities) | | 8,865 | 7,758 | 5,669 | (4,895) | (1,943) | (19,107) | (3,481) | 1,142 |
| EBIT impact | +/-10% | 985 | 862 | 630 | 544 | 216 | 2,123 | 387 | 127 |

**(in thousands of Canadian dollars, except per share information)**

### 25. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

Currency controls and government policies in foreign jurisdictions can restrict the Company's ability to exchange such foreign currency for other currencies, such as the U.S. dollar. To mitigate this risk, the Company has adopted a policy of carrying limited foreign currencies in local bank accounts.

***Liquidity risk***

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. Notes 11 and 12 set out details of all facilities that the Company has at its disposal to manage liquidity risk.

The following table details the Company's contractual maturities for its financial liabilities:

| | 1 year | 2-3 years | 4-5 years | Thereafter | Total |
|---|---|---|---|---|---|
| Trade and other payables | $ 112,690 | $ - | $ - | $ - | $ 112,690 |
| Lease liabilities (interest included) | 2,815 | 3,919 | 1,938 | 2,622 | 11,294 |
| Contingent consideration (undiscounted) | 9,748 | 16,499 | - | - | 26,247 |
| Long-term debt (interest included) | 1,747 | 30,301 | - | - | 32,048 |
| | **$ 127,000** | **$ 50,719** | **$ 1,938** | **$ 2,622** | **$ 182,279** |