

AG GROWTH INTERNATIONAL INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
Dated: March 24, 2026

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the audited consolidated financial statements and accompanying notes of Ag Growth International Inc. ("AGI", the "Company", "we", "our" or "us") for the year ended December 31, 2025. Results are reported in Canadian dollars unless otherwise stated.

This MD&A is based on the Company's audited consolidated financial statements for the year ended December 31, 2025 ("consolidated financial statements") based on International Financial Reporting Standards ("IFRS"), unless otherwise noted.

This MD&A makes reference to certain specified financial measures, including non-IFRS financial measures, non-IFRS ratios and supplementary financial measures. These specified financial measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement our financial information reported under IFRS by providing further understanding of our results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. Please refer to the "NON-IFRS AND OTHER FINANCIAL MEASURES" section of this MD&A for more information on each specified financial measure.

This MD&A contains forward-looking information. Please refer to the cautionary language under the headings "Risks and Uncertainties", "Forward-Looking Information" and "Financial Outlook" in this MD&A and in our most recently filed Annual Information Form, which is available under the Company's profile on SEDAR+ [www.sedarplus.ca].

Description of Business Segments

Farm Segment

AGI's Farm segment focuses on the needs of on-farm customers through its farm permanent and farm portable solutions. Farm permanent products are designed to be installed in place and include storage bins, tanks, grain dryers, aeration products, bucket conveyors, chain elevators, and related material handling equipment. Farm portable products are designed to facilitate commodity transfer between transport vehicles and permanent storage sites and include augers, conveyors, grain vacs, post pounders, and seed treaters.

Commercial Segment

AGI's Commercial segment focuses on commercial customers such as port facility operators, food processors and grain elevators, and ethanol producers. Its product offerings include: larger diameter grain storage bins and high-capacity grain handling equipment; high-capacity seed and fertilizer storage and handling systems; food and feed handling storage and processing equipment; aeration products; automated blending systems and control systems; and project management services and food engineering solutions.

SUMMARY OF RESULTS

[thousands of dollars except per share data, percentages, basis points ("bps")]	Three-months ended December 31			
	2025	2024	Change	Change
	\$	\$	\$	%
Revenue	395,770	381,157	14,613	4%
Adjusted EBITDA ^{[1][2]}	48,309	78,134	(29,825)	(38%)
Adjusted EBITDA Margin % ^[3]	12.2%	20.5%	(829) bps	(40%)
Loss before income taxes	(44,671)	(22,873)	(21,798)	N/A
Loss attributable to shareholders	(49,705)	(32,639)	(17,066)	N/A
Diluted loss per share attributable to shareholders	(2.64)	(1.71)	(0.93)	N/A
Adjusted profit ^{[1][4]}	1,798	31,155	(29,357)	(94%)
Diluted adjusted profit per share ^{[3][4]}	0.09	1.47	(1.38)	(94%)

[thousands of dollars except per share data, percentages, basis points ("bps")]	Year-ended December 31			
	2025	2024	Change	Change
	\$	\$	\$	%
Revenue	1,420,510	1,404,707	15,803	1%
Adjusted EBITDA ^{[1][2]}	204,844	264,788	(59,944)	(23%)
Adjusted EBITDA Margin % ^[3]	14.4%	18.9%	(443) bps	(23%)
Loss before income taxes	(1,849)	(5,326)	3,477	N/A
Loss attributable to shareholders	(26,387)	(20,082)	(6,305)	N/A
Diluted loss per share attributable to shareholders	(1.41)	(1.05)	(0.36)	N/A
Adjusted profit ^{[1][4]}	29,174	95,234	(66,060)	(69%)
Diluted adjusted profit per share ^{[3][4]}	1.52	4.61	(3.09)	(67%)

[1] This is a non-IFRS measure and is used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on each non-IFRS measure.

[2] See "DETAILED OPERATING RESULTS – Loss before income taxes and Adjusted EBITDA".

[3] This is a non-IFRS ratio and is used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on each non-IFRS ratio.

[4] See "DETAILED OPERATING RESULTS – Diluted loss per share and diluted adjusted profit per share".

Consolidated Operating Segment Results Summary

[thousands of dollars except percentages]	Three-months ended December 31			
	2025	2024	Change	Change
	\$	\$	\$	%
Revenue ^[1]				
Farm	123,115	133,604	(10,489)	(8%)
Commercial	272,655	247,553	25,102	10%
Total	395,770	381,157	14,613	4%

[thousands of dollars except percentages]	Year-ended December 31			
	2025	2024	Change	Change
	\$	\$	\$	%
Revenue ^[1]				
Farm	478,960	701,570	(222,610)	(32%)
Commercial	941,550	703,137	238,413	34%
Total	1,420,510	1,404,707	15,803	1%

[1] The revenue information in this table are supplementary financial measures and are used throughout this MD&A. See “NON-IFRS AND OTHER FINANCIAL MEASURES” for more information on these supplementary financial measures.

[thousands of dollars except percentages]	Three-months ended December 31			
	2025	2024	Change	Change
	\$	\$	\$	%
Adjusted EBITDA ^{[1][2]}				
Farm	19,753	32,182	(12,429)	(39%)
Commercial	32,717	53,365	(20,648)	(39%)
Other ^[3]	(4,161)	(7,413)	3,252	N/A
Total	48,309	78,134	(29,825)	(38%)

[thousands of dollars except percentages]	Year-ended December 31			
	2025	2024	Change	Change
	\$	\$	\$	%
Adjusted EBITDA ^{[1][2]}				
Farm	95,735	175,873	(80,138)	(46%)
Commercial	143,751	120,724	23,027	19%
Other ^[3]	(34,642)	(31,809)	(2,833)	N/A
Total	204,844	264,788	(59,944)	(23%)

[1] This is a non-IFRS measure and is used throughout this MD&A. See “NON-IFRS AND OTHER FINANCIAL MEASURES” for more information on each non-IFRS measure.

[2] See “DETAILED OPERATING RESULTS – Loss before income taxes and Adjusted EBITDA” and “DETAILED OPERATING RESULTS – Profit (loss) before income taxes and Adjusted EBITDA by Segment”.

[3] Included in Other is the corporate office, which is not a reportable segment, and which provides finance, treasury, legal, human resources and other administrative support to the segments.

	Three-months ended December 31			
	2025	2024	Change	Change
	%	%	basis points ("bps")	%
Adjusted EBITDA Margin % ^[1]				
Farm	16.0%	24.1%	(804) bps	(33%)
Commercial	12.0%	21.6%	(956) bps	(44%)
Other ^[2]	(1.1%)	(1.9%)	89 bps	N/A
Consolidated	12.2%	20.5%	(829) bps	(40%)

	Year-ended December 31			
	2025	2024	Change	Change
	%	%	basis points ("bps")	%
Adjusted EBITDA Margin % ^[1]				
Farm	20.0%	25.1%	(508) bps	(20%)
Commercial	15.3%	17.2%	(190) bps	(11%)
Other ^[2]	(2.4%)	(2.3%)	(17) bps	N/A
Consolidated	14.4%	18.9%	(443) bps	(23%)

[1] This is a non-IFRS ratio and is used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on each non-IFRS ratio.

[2] Included in Other is the corporate office, which is not a reportable segment, and which provides finance, treasury, legal, human resources and other administrative support to the segments. The Adjusted EBITDA Margin % for Other is calculated based on total revenue since it does not generate revenue without the segments.

Consolidated Results Summary

AGI reported consolidated revenue and Adjusted EBITDA of \$396 million and \$48 million, respectively, for the fourth quarter ("Q4") of 2025. This represented an increase in revenue of 4% year over-year ("YOY") and a decline in Adjusted EBITDA of 38% with strength in International Commercial offset by ongoing market challenges in North American Farm, notably in Canada.

In our Farm segment, the U.S. and international regions delivered YOY volume growth while Canada remains in a down period, with both portable and permanent grain handling solution volumes lower YOY amid an overall challenging North American Farm market. Farm results were also somewhat impacted by short-term inefficiencies as a result of facility consolidations. Our Commercial segment was buoyed by strong activity internationally, partially offset by lower volumes in North America. Overall, lower volume in Canada Farm, product mix and production efficiency issues in North America Commercial, and execution-related cost pressure in Brazil led to consolidated YOY Adjusted EBITDA Margin % compression of 829 bps.

Farm Segment Summary

Revenue in our Farm segment declined YOY in Q4, primarily reflecting continued challenging market conditions across North America, including soft crop prices and ongoing uncertainty related to trade and tariff policies. U.S. Farm revenue increased during Q4, reflecting early signs of improving portable equipment demand. Higher YOY early order volumes indicate some normalization in dealer inventories within certain regions, though the broader U.S. market remains fragile and demand is still below

historical norms. In contrast, our Canada Farm business experienced a more pronounced YOY decline, as similar cyclical pressures that were previously observed in the U.S. began to more directly impact customer demand, resulting in lower volumes and revenue. Strong demand in Australia supported growth in our International Farm business and reinforced the strategic importance of this region despite its smaller share of overall results.

Adjusted EBITDA for the Farm segment decreased YOY, with margins compressing from 24.1% in Q4 2024 to 16.0% in Q4 2025. Lower volumes in Canada impacted overhead absorption and contributed to the bulk of this result.

Commercial Segment Summary

Revenue growth in our Commercial segment for Q4 was primarily driven by our large-scale comprehensive projects within our international markets, which represented the majority of the segment's YOY revenue increase. Growth was driven by our focus on emerging markets, with another strong quarter for Brazil complemented by a solid performance by our operations in Europe, Middle East and Africa ("EMEA"). In North America, our U.S. business contributed favourably to revenue growth, though this was partially offset by tight market conditions in Canada.

Adjusted EBITDA for the Commercial segment declined YOY, with margins decreasing from 21.6% in Q4 2024 to 12.0% in Q4 2025. This was due to execution-related pressures in traditional equipment-only projects in Brazil which resulted in cost overruns and higher warranty and remediation expenses. In addition, product mix and production efficiency issues in North American Commercial manufacturing facilities also had margin impact.

Corporate Update

Following the departure of the CEO and reconstitution of the Board of Directors earlier this year, management, at the direction and under the supervision of our Board of Directors, began a comprehensive and critical review of AGI's business practices, organizational and cost structures, and investment approach with the objective of adjusting business practices and reallocating human and capital resources to improve the operational and financial performance of the Company.

As part of this exercise, management has identified numerous opportunities to streamline and simplify AGI's business, improve operational efficiencies and enhance customer experience while at the same time improving AGI's financial performance and strengthening its balance sheet. These opportunities include:

- Restructuring of the top executive leadership team from 17 to 8 members,
- Reorganizing North American leadership and operations into a single unified regional business,
- Consolidation of select corporate and leadership functions into Winnipeg HQ from other locations,
- Suspension of the current quarterly dividend of \$0.15 per share effective immediately,
- An update to our corporate compensation structures to better align with shareholder returns, and
- Termination of the enterprise resource planning ("ERP") deployment plan.

Management estimates that during the first half of 2026, up to \$20 million of non-recurring expenses will be incurred as this restructuring is completed. Once completed, annualized cost savings are expected to be at least \$20 million. As part of its review, management critically evaluated the merits of

continuing with the ERP system implementation. After careful consideration and in consultation with the Board of Directors, management has determined to terminate this undertaking. Rather, AGI will evaluate the upgrade of current IT systems to address many of the issues and limitations with the existing systems in place. This change in approach is expected to save at least \$20 million over the next two years and will allow AGI personnel to re-focus on running the day-to-day business of AGI.

Additionally, management is reevaluating the way in which AGI approaches major international commercial projects. While Brazil and other emerging markets continue to represent significant growth opportunities, AGI will approach future opportunities in these markets with a view to substantially improving the free cash flow profile of such projects. While this may negatively impact the Commercial order book in the near term, it will improve the quality of future Commercial projects from a return on invested capital and balance sheet perspective.

Finally, management is also reviewing its portfolio of assets with the intent of refocusing on core business lines and solidifying its balance sheet. Further updates will be provided in that regard as appropriate.

Business Update

Heading into 2026, the consolidated order book¹ totaled \$543 million, down 26% YOY, reflecting softness across several core end-markets and strong YOY comparable results.

Within the Farm segment, order book levels increased YOY in both the U.S. and Canada, which is encouraging, albeit off of historically low comparables following a cyclical period of market weakness. Despite early signs of YOY improvement in market conditions, uncertainty remains persistent across the North American agriculture sector with no clear signals on the timing or pacing of a broader recovery.

In the Commercial segment, order intake softened in late 2025 and into early 2026, driven by longer customer project review cycles. This was further compounded by the strategic decision to pause offering general contractor and financing solutions in Brazil for new large-scale project opportunities until balance sheet conditions strengthen. While we continue to execute on existing large-scale comprehensive project commitments, our participation in the Brazil market is expected to focus primarily on traditional projects where we supply equipment under standard commercial terms. For context, approximately \$183 million of revenue in 2025 was associated with large-scale projects in Brazil. While there are some legacy large-scale projects already committed to in 2026, replenishing all this large-scale volume with traditional projects from our Commercial segment pipeline will be challenging.

¹ This is a supplementary financial measure and is used throughout this MD&A. See "OPERATION RESULTS – ORDER BOOK" and "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on this supplementary financial measure.

OPERATING RESULTS

Revenue by Geography²

[thousands of dollars except percentages]	Three-months ended December 31			
	2025 \$	2024 \$	Change \$	Change %
Canada	53,636	87,440	(33,804)	(39%)
U.S.	110,732	100,510	10,222	10%
International	231,402	193,207	38,195	20%
Total Revenue	395,770	381,157	14,613	4%

[thousands of dollars except percentages]	Year-ended December 31			
	2025 \$	2024 \$	Change \$	Change %
Canada	204,195	348,934	(144,739)	(41%)
U.S.	464,520	530,665	(66,145)	(12%)
International	751,795	525,108	226,687	43%
Total Revenue	1,420,510	1,404,707	15,803	1%

Revenue by Segment and Geography³

Farm Segment

[thousands of dollars except percentages]	Three-months ended December 31			
	2025 \$	2024 \$	Change \$	Change %
Canada	43,461	66,098	(22,637)	(34%)
U.S.	53,772	48,415	5,357	11%
International	25,882	19,091	6,791	36%
Total Revenue	123,115	133,604	(10,489)	(8%)

[thousands of dollars except percentages]	Year-ended December 31			
	2025 \$	2024 \$	Change \$	Change %
Canada	159,506	284,106	(124,600)	(44%)
U.S.	250,013	316,914	(66,901)	(21%)
International	69,441	100,550	(31,109)	(31%)
Total Revenue	478,960	701,570	(222,610)	(32%)

²The revenue information in this section are supplementary financial measures and are used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on these supplementary financial measures.

³The revenue information in this section are supplementary financial measures and are used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on these supplementary financial measures.

Commercial Segment

[thousands of dollars except percentages]	Three-months ended December 31			
	2025 \$	2024 \$	Change \$	Change %
Canada	10,175	21,342	(11,167)	(52%)
U.S.	56,960	52,095	4,865	9%
International	205,520	174,116	31,404	18%
Total Revenue	272,655	247,553	25,102	10%

[thousands of dollars except percentages]	Year-ended December 31			
	2025 \$	2024 \$	Change \$	Change %
Canada	44,689	64,828	(20,139)	(31%)
U.S.	214,507	213,751	756	0%
International	682,354	424,558	257,796	61%
Total Revenue	941,550	703,137	238,413	34%

Order Book

The following table presents YOY changes in the Company's order book^[1] as at December 31, 2025:

[thousands of dollars except percentages]	As at December 31			
	2025 \$	2024 \$	Change \$	Change %
Order book	542,684	736,900	(194,216)	(26%)

[1] This is a supplementary financial measure and is used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on this supplementary financial measure.

Farm Segment

Farm segment's financial performance by separate geographic region is detailed below. For a summary of Farm segment's performance overall see "Farm Segment Summary".

Canada

Q4 Canada Farm revenue was impacted YOY by slow demand for both portable and permanent grain handling equipment, reflecting continued challenging market conditions and declining but still elevated dealer inventory levels. Following a relatively favorable performance in 2024, Canada Farm has increasingly experienced similar pressures to those previously observed in the U.S. market, including lower farm income, reduced purchasing activity, and cautious customer purchasing behavior, which collectively are driving lower volumes. These factors reflect a lagging progression of the North American downturn relative to the general time we observed in the U.S. market. In response to these conditions, we remain focused on managing costs through ongoing optimization of factory and office-level expenses. We remain closely engaged with key customers and are monitoring demand trends as well as macroeconomic conditions to assess the potential recovery trajectory.

United States

Q4 U.S. Farm revenue increased YOY, reflecting improved volumes compared to prior periods, particularly for portable grain handling equipment. While demand levels remained below historical norms, we were encouraged by early signs of demand stabilization across both portable and permanent grain handling equipment. However, industry-wide headwinds persisted, including soft crop prices, evolving tariff policies, government subsidy uncertainties, and the impact of current U.S. international trade policies, all of which continued to influence farmer sentiment. Given the complexity of the current operating environment and difficulty in predicting cyclical turning points, visibility into the pace and sustainability of further improvement remains limited as we enter early 2026.

International

Q4 International Farm segment revenue increased YOY, reflecting solid demand across all international regions. Australia, in particular, delivered sizable revenue growth YOY, supported by improved demand and a higher order book. We also experienced a modest uptick in demand in our Brazil Farm business after a prolonged period of softness. While international markets continue to demonstrate resilience and deliver solid performance, their contribution to consolidated Farm segment results remains modest.

Commercial Segment

Commercial segment's financial performance by separate geographic region is detailed further below. For a summary of Commercial segment's performance overall see "Commercial Segment Summary".

Canada

Q4 Canada Commercial revenue declined YOY as prior year performance reflected the benefit of substantial project wins, particularly in our fertilizer business, and a general reduction in commercial spending by customers in the current period. We remain focused on maintaining operational efficiency and cost discipline while continuing to build our sales pipeline.

United States

Q4 U.S. Commercial revenue increased YOY, driven by the continued execution of projects secured earlier in the year. Despite revenue growth, Adjusted EBITDA was impacted by product mix and production efficiency issues on certain projects. As we continue to navigate market challenges and competitive pressure, we are focused on close collaboration with our customers to deepen relationships and ensure we have full visibility into the pipeline of potential future projects.

International

Q4 International Commercial revenue increased notably YOY, driven primarily by large-scale comprehensive projects in Brazil. While Brazil and EMEA remained key contributors to international performance, business activity in Asia-Pacific ("APAC") slowed during Q4, and overall international order intake declined YOY. Both APAC and Brazil contributed to a decline in Adjusted EBITDA with the latter primarily due to execution-related cost pressures resulting in cost overruns and higher warranty and remediation expenses on traditional equipment-only projects. Looking ahead, we are focused on

replenishing the order book following the completion of several large orders throughout 2025, though as noted above, a halt on pursuing further large-scale comprehensive project opportunities in Brazil creates a challenge to replenishing our Commercial order book to 2025 levels.

DETAILED OPERATING RESULTS

	Three-months ended December 31		Year-ended December 31	
	2025	2024	2025	2024
[thousands of dollars except per share data]	\$	\$	\$	\$
Revenue	395,770	381,157	1,420,510	1,404,707
Cost of goods sold				
Cost of inventories	290,823	255,074	998,333	919,380
Depreciation and amortization	14,140	9,368	41,621	37,336
	304,963	264,442	1,039,954	956,716
Selling, general and administrative expenses				
Selling, general & administrative expenses	61,654	53,184	235,107	244,850
Transaction, transitional and other costs ^[1]	28,408	29,561	27,273	56,148
Enterprise Resource Planning ("ERP") system transformation costs ^[2]	5,072	4,838	15,634	17,271
Accounts receivable recovery for Russia/Ukraine conflict ("RUK")	—	—	—	(268)
Depreciation and amortization	7,970	8,428	31,190	33,462
	103,104	96,011	309,204	351,463
Other operating expense (income)				
Net loss (gain) on financial instruments ^[4]	8,531	2,420	12,589	(3,812)
Loss on disposal of operation	4,865	307	4,865	307
Net loss (gain) on sale of long-lived assets ^[3]	(888)	224	(850)	23
Other	(3,978)	(1,995)	(10,199)	(10,135)
	8,530	956	6,405	(13,617)
Finance costs	18,360	16,264	70,903	70,242
Finance expense (income)	(1,518)	26,422	(10,031)	42,394
Impairment charge	—	40	23	2,944
Share of associate's net loss (income) ^[5]	7,002	(105)	5,901	(109)
Loss before income taxes	(44,671)	(22,873)	(1,849)	(5,326)
Income tax expense	2,612	9,766	22,116	14,756
Loss for the quarter / year	(47,283)	(32,639)	(23,965)	(20,082)
Attributable to:				
Shareholders of the Company	(49,705)	(32,639)	(26,387)	(20,082)
Non-controlling interest	2,422	—	2,422	—
Loss for the quarter / year	(47,283)	(32,639)	(23,965)	(20,082)
Loss per share attributable to shareholders				
Basic	(2.64)	(1.71)	(1.41)	(1.05)
Diluted	(2.64)	(1.71)	(1.41)	(1.05)

[1] Includes legal and advisory fees, legal provision, transitional costs related to reorganizations, profit-sharing costs associated with certain existing large-scale comprehensive projects in Brazil, other acquisition related transition costs and the accretion and other movement in amounts due to vendors.

[2] Expenses incurred in connection with a global multi-year ERP transformation project.

[3] Includes gain/loss on sale of property, plant, and equipment, assets held for sale, and settlement of lease liabilities.

[4] See "Equity swap".

[5] See "Note 6 – Brazil operations" in our consolidated financial statements.

Impact of Foreign Exchange

Gains and Losses on Foreign Exchange

The gain and loss on foreign exchange for the three-months and year ended December 31, 2025 was a gain of \$1.5 million and gain of \$9.9 million, respectively [2024 – loss of \$26.5 million and loss of \$42.8 million]. The change is primarily due to the effect of non-cash translation of the Company's U.S. dollar denominated long-term debt as the exchange rate decreased from 1.4389 at December 31, 2024 to 1.3706 at December 31, 2025. See also "Financial Instruments – Foreign exchange contracts".

Revenue and Adjusted EBITDA

The average U.S. dollar rate of exchange for the three-months and year ended December 31, 2025, was \$1.39 and \$1.40, respectively [2024 – \$1.40 and \$1.37]. A weaker Canadian dollar relative to the U.S. dollar results in higher reported revenue for AGI, as U.S. dollar denominated revenue are translated into Canadian dollars at a higher rate. Similarly, a weaker Canadian dollar results in higher costs for U.S. dollar denominated inputs and SG&A expenses. In addition, a weaker Canadian dollar may result in higher input costs of certain Canadian dollar denominated inputs, including steel. On balance, Adjusted EBITDA increases when the Canadian dollar weakens relative to the U.S. dollar.

Selling, General and Administrative Expenses ("SG&A")

SG&A expenses for the three-month period ended December 31, 2025, excluding transaction, transitional and other costs (recovery), ERP system transformation costs, and depreciation and amortization, were \$61.7 million [15.6% of revenue] [Q4 2024 – \$53.2 million [14.0% of revenue]]. YOY variances are primarily the result of a \$4.3 million increase in sales and marketing expenses related to the timing of short-term incentive plan accruals as well as an increase in marketing events, a \$1.0 million increase in salaries and wages, a \$3.7 million increase in bad debt expense, a \$1.4 million decrease in corporate governance-related expenses related to fair value adjustments for director's compensation, and a \$1.2 million decrease in professional fees. All remaining changes were comprised of individual variances of less than \$1.0 million.

Transaction, transitional and other costs (recovery) are typically comprised of: 1) transitional costs related to reorganizations; 2) legal and other advisory fees related to various matters; 3) accretion and other movement in amounts due to vendors related to past acquisitions; and 4) profit-sharing costs associated with certain existing large-scale comprehensive projects.

In Q4 2025, the Company settled its profit-sharing arrangements with its partner for some of the large-scale comprehensive projects in Brazil. Because these arrangements were entered into late in the project lifecycle, the related payments were recognized as an expense rather than as an equity transaction. As a result, transaction, transitional and other costs included \$21.4 million related to these projects in Q4 2025.

Other operating expense (income)

Other operating expense (income) for the three-months and year ended December 31, 2025, was expense of \$8.5 million and \$6.4 million, respectively [2024 – expense of \$1.0 million and income of \$13.6 million] and was driven primarily by mark-to-market adjustments on financial instruments [see “Equity swap”]. Interest income from customer financing arrangements is also reflected in Other operating expense (income).

Finance costs

Finance costs, which represent interest incurred, including non-cash interest, on all debt for the three-months and year ended December 31, 2025 were \$18.4 million and \$70.9 million, respectively [2024 – \$16.3 million and \$70.2 million].

Finance expense (income)

Finance expense (income), which represents interest income earned and foreign exchange on long-term debt for the three-months and year ended December 31, 2025, was income of \$1.5 million and income of \$10.0 million, respectively [2024 – expense of \$26.4 million and \$42.4 million]. The change in finance expense (income) relates primarily to the effect of non-cash translation of the Company’s U.S. dollar denominated long-term debt as the exchange rate decreased from 1.4389 at December 31, 2024 to 1.3706 at December 31, 2025.

Loss before income taxes and Adjusted EBITDA

The following tables reconcile loss before income taxes to Adjusted EBITDA.

	Three-months ended		Year-ended	
	December 31		December 31	
	2025	2024	2025	2024
[thousands of dollars]	\$	\$	\$	\$
Loss before income taxes	(44,671)	(22,873)	(1,849)	(5,326)
Finance costs	18,360	16,264	70,903	70,242
Depreciation and amortization	22,110	17,796	72,811	70,798
Share of associate's net loss (income) ^[1]	7,002	(105)	5,901	(109)
Loss (gain) on foreign exchange ^[2]	(1,487)	26,509	(9,874)	42,812
Share-based compensation ^[3]	1,007	3,153	7,418	13,758
Net loss (gain) on financial instruments ^[4]	8,531	2,420	12,589	(3,812)
Transaction, transitional and other costs ^[5]	28,408	29,561	27,273	56,148
ERP system transformation costs ^[6]	5,072	4,838	15,634	17,271
Loss on disposal of operation	4,865	307	4,865	307
Net loss (gain) on sale of long-lived assets ^[7]	(888)	224	(850)	23
Accounts receivable recovery for RUK	—	—	—	(268)
Impairment charge	—	40	23	2,944
Adjusted EBITDA ^[8]	48,309	78,134	204,844	264,788

[1] See “Note 6 – Brazil operations” in our consolidated financial statements.

[2] See “Note 23[e] – Finance expense (income)” in our consolidated financial statements.

[3] The Company’s share-based compensation expense pertains to our equity incentive award plan (“EIAP”) and directors’ deferred compensation plan (“DDCP”). See “Note 22 – Share-based compensation plans” in our consolidated financial statements.

[4] See "Equity swap".

[5] Includes legal and advisory fees, legal provision, transitional costs related to reorganizations, profit-sharing costs associated with certain existing large-scale comprehensive projects in Brazil, other acquisition related transition costs, and accretion and other movement in amounts due to vendors.

[6] Expenses incurred in connection with a global multi-year ERP transformation project.

[7] Includes gain/loss on sale of property, plant, and equipment, assets held for sale, and settlement of lease liabilities.

[8] This is a non-IFRS measure and is used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on each non-IFRS measure.

Profit (loss) before income taxes and Adjusted EBITDA by Segment

[thousands of dollars]	Three-months ended December 31, 2025			
	Farm \$	Commercial \$	Other ^[10] \$	Total \$
Profit (loss) before income taxes	9,797	11,768	(66,236)	(44,671)
Finance costs	—	—	18,360	18,360
Depreciation and amortization ^[1]	11,053	9,126	1,931	22,110
Share of associate's net loss ^[2]	—	7,002	—	7,002
Gain on foreign exchange ^[3]	—	—	(1,487)	(1,487)
Share-based compensation ^[4]	—	—	1,007	1,007
Net loss on financial instruments ^[5]	—	—	8,531	8,531
Transaction, transitional and other costs (recovery) ^[6]	(269)	—	28,677	28,408
ERP system transformation costs ^[7]	—	—	5,072	5,072
Loss on disposal of operation	—	4,865	—	4,865
Net gain on sale of long-lived assets ^{[1][8]}	(828)	(44)	(16)	(888)
Adjusted EBITDA ^[9]	19,753	32,717	(4,161)	48,309

[thousands of dollars]	Three-months ended December 31, 2024			
	Farm \$	Commercial \$	Other ^[10] \$	Total \$
Profit (loss) before income taxes	19,256	44,702	(86,831)	(22,873)
Finance costs	—	—	16,264	16,264
Depreciation and amortization ^[1]	7,316	8,531	1,949	17,796
Share of associate's net income ^[2]	—	(105)	—	(105)
Loss on foreign exchange ^[3]	—	—	26,509	26,509
Share-based compensation ^[4]	—	—	3,153	3,153
Net loss on financial instruments ^[5]	—	—	2,420	2,420
Transaction, transitional and other costs ^[6]	5,283	—	24,278	29,561
ERP system transformation costs ^[7]	—	—	4,838	4,838
Loss on disposal of operation	—	307	—	307
Net loss (gain) on sale of long-lived assets ^{[1][8]}	287	(70)	7	224
Impairment charge	40	—	—	40
Adjusted EBITDA ^[9]	32,182	53,365	(7,413)	78,134

	Year-ended December 31, 2025			
	Farm	Commercial	Other ^[10]	Total
[thousands of dollars]	\$	\$	\$	\$
Profit (loss) before income taxes	63,151	99,635	(164,635)	(1,849)
Finance costs	—	—	70,903	70,903
Depreciation and amortization ^[1]	31,436	33,475	7,900	72,811
Share of associate's net loss ^[2]	—	5,901	—	5,901
Gain on foreign exchange ^[3]	—	—	(9,874)	(9,874)
Share-based compensation ^[4]	—	—	7,418	7,418
Net loss on financial instruments ^[5]	—	—	12,589	12,589
Transaction, transitional and other costs ^[6]	1,939	—	25,334	27,273
ERP system transformation costs ^[7]	—	—	15,634	15,634
Loss on disposal of operation	—	4,865	—	4,865
Net loss (gain) on sale of long-lived assets ^{[1][8]}	(814)	(125)	89	(850)
Impairment charge	23	—	—	23
Adjusted EBITDA ^[9]	95,735	143,751	(34,642)	204,844

	Year-ended December 31, 2024			
	Farm	Commercial	Other ^[10]	Total
[thousands of dollars]	\$	\$	\$	\$
Profit (loss) before income taxes	133,995	87,263	(226,584)	(5,326)
Finance costs	—	—	70,242	70,242
Depreciation and amortization ^[1]	29,442	33,809	7,547	70,798
Share of associate's net income ^[2]	—	(109)	—	(109)
Loss on foreign exchange ^[3]	—	—	42,812	42,812
Share-based compensation ^[4]	—	—	13,758	13,758
Net gain on financial instruments ^[5]	—	—	(3,812)	(3,812)
Transaction, transitional and other costs ^[6]	9,188	—	46,960	56,148
ERP system transformation costs ^[7]	—	—	17,271	17,271
Loss on disposal of operation	—	307	—	307
Net loss (gain) on sale of long-lived assets ^{[1][8]}	381	(355)	(3)	23
Accounts receivable recovery for RUK	—	(268)	—	(268)
Impairment charge	2,867	77	—	2,944
Adjusted EBITDA ^[9]	175,873	120,724	(31,809)	264,788

[1] Allocated based on the segment of the underlying asset's cash generating unit.

[2] See "Note 6 – Brazil operations" in our consolidated financial statements.

[3] See "Note 23[e] – Finance expense (income)" in our consolidated financial statements.

[4] The Company's share-based compensation expense pertains to our EIAP and DDCP. See "Note 22 – Share-based compensation plans" in our consolidated financial statements.

[5] See "Equity swap".

[6] Includes legal and advisory fees, legal provision, transitional costs related to reorganizations, profit-sharing costs associated with certain existing large-scale comprehensive projects in Brazil, other acquisition related transition costs, and accretion and other movement in amounts due to vendors.

- [7] Expenses incurred in connection with a global multi-year ERP transformation project.
- [8] Includes gain/loss on sale of property, plant, and equipment, assets held for sale, and settlement of lease liabilities.
- [9] This is a non-IFRS measure and is used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on each non-IFRS measure.
- [10] Included in Other is the corporate office, which is not a reportable segment, and which provides finance, treasury, legal, human resources and other administrative support to the segments.

Profit (loss) before income taxes and Adjusted EBITDA by Geography

[thousands of dollars]	Three-months ended December 31, 2025				
	Canada	US	International	Other ^[10]	Total
	\$	\$	\$	\$	\$
Profit (loss) before income taxes	(3,573)	8,809	16,321	(66,228)	(44,671)
Finance costs	—	—	—	18,360	18,360
Depreciation and amortization ^[1]	4,993	10,397	4,798	1,922	22,110
Share of associate's net loss ^[2]	—	—	7,002	—	7,002
Gain on foreign exchange ^[3]	—	—	—	(1,487)	(1,487)
Share-based compensation ^[4]	—	—	—	1,007	1,007
Net loss on financial instruments ^[5]	—	—	—	8,531	8,531
Transaction, transitional and other costs (recovery) ^[6]	—	(269)	—	28,677	28,408
ERP system transformation costs ^[7]	—	—	—	5,072	5,072
Loss on disposal of operation	4,865	—	—	—	4,865
Net loss (gain) on sale of long-lived assets ^{[1][8]}	6	(867)	(12)	(15)	(888)
Adjusted EBITDA ^[9]	6,291	18,070	28,109	(4,161)	48,309

[thousands of dollars]	Three-months ended December 31, 2024				
	Canada	US	International	Other ^[10]	Total
	\$	\$	\$	\$	\$
Profit (loss) before income taxes	17,244	11,529	35,179	(86,825)	(22,873)
Finance costs	—	—	—	16,264	16,264
Depreciation and amortization ^[1]	4,947	6,181	4,724	1,944	17,796
Share of associate's net income ^[2]	—	—	(105)	—	(105)
Loss on foreign exchange ^[3]	—	—	—	26,509	26,509
Share-based compensation ^[4]	—	—	—	3,153	3,153
Net loss on financial instruments ^[5]	—	—	—	2,420	2,420
Transaction, transitional and other costs ^[6]	—	5,284	—	24,277	29,561
ERP system transformation costs ^[7]	—	—	—	4,838	4,838
Loss on disposal of operation	—	307	—	—	307
Net loss (gain) on sale of long-lived assets ^{[1][8]}	129	171	(83)	7	224
Impairment charge	40	—	—	—	40
Adjusted EBITDA ^[9]	22,360	23,472	39,715	(7,413)	78,134

	Year-ended December 31, 2025				
	Canada	US	International	Other ^[10]	Total
[thousands of dollars]	\$	\$	\$	\$	\$
Profit (loss) before income taxes	1,391	63,818	97,543	(164,601)	(1,849)
Finance costs	—	—	—	70,903	70,903
Depreciation and amortization ^[1]	19,769	27,383	17,794	7,865	72,811
Share of associate's net loss ^[2]	—	—	5,901	—	5,901
Gain on foreign exchange ^[3]	—	—	—	(9,874)	(9,874)
Share-based compensation ^[4]	—	—	—	7,418	7,418
Net loss on financial instruments ^[5]	—	—	—	12,589	12,589
Transaction, transitional and other costs ^[6]	—	1,939	—	25,334	27,273
ERP system transformation costs ^[7]	—	—	—	15,634	15,634
Loss on disposal of operation	4,865	—	—	—	4,865
Net loss (gain) on sale of long-lived assets ^{[1][8]}	(285)	(588)	(68)	91	(850)
Impairment charge (recovery)	142	(118)	—	(1)	23
Adjusted EBITDA ^[9]	25,882	92,434	121,170	(34,642)	204,844

	Year-ended December 31, 2024				
	Canada	US	International	Other ^[10]	Total
[thousands of dollars]	\$	\$	\$	\$	\$
Profit (loss) before income taxes	62,379	93,680	65,159	(226,544)	(5,326)
Finance costs	—	—	—	70,242	70,242
Depreciation and amortization ^[1]	20,211	25,050	18,022	7,515	70,798
Share of associate's net income ^[2]	—	—	(109)	—	(109)
Loss on foreign exchange ^[3]	—	—	—	42,812	42,812
Share-based compensation ^[4]	—	—	—	13,758	13,758
Net gain on financial instruments ^[5]	—	—	—	(3,812)	(3,812)
Transaction, transitional and other costs ^[6]	—	9,188	—	46,960	56,148
ERP system transformation costs ^[7]	—	—	—	17,271	17,271
Loss on disposal of operation	—	307	—	—	307
Net loss (gain) on sale of long-lived assets ^{[1][8]}	70	142	(178)	(11)	23
Accounts receivable recovery for RUK	—	—	(268)	—	(268)
Impairment charge	140	2,804	—	—	2,944
Adjusted EBITDA ^[9]	82,800	131,171	82,626	(31,809)	264,788

[1] Allocated based on the geographical region of the facilities with the exception of expenses noted in Other.

[2] See "Note 6 – Brazil operations" in our consolidated financial statements.

[3] See "Note 23[e] – Finance expense (income)" in our consolidated financial statements.

[4] The Company's share-based compensation expense pertains to our EIAP and DDCP. See "Note 22 – Share-based compensation plans" in our consolidated financial statements.

[5] See "Equity swap".

[6] Includes legal and advisory fees, legal provision, transitional costs related to reorganizations, profit-sharing costs associated with certain existing large-scale comprehensive projects in Brazil, other acquisition related transition costs, and accretion and other movement in amounts due to vendors.

- [7] Expenses incurred in connection with a global multi-year ERP transformation project.
- [8] Includes gain/loss on sale of property, plant, and equipment, assets held for sale, and settlement of lease liabilities.
- [9] This is a non-IFRS measure and is used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on each non-IFRS measure.
- [10] Included in Other is the corporate office which provides finance, treasury, legal, human resources and other administrative support to the geographical regions.

AGI's Adjusted EBITDA for the three-month period ended December 31, 2025 decreased to \$48.3 million from \$78.1 million for the same period last year. Results were driven by lower profitability in the Farm segment amid softness in Canada as well as margin pressure within the Commercial segment as discussed above.

Depreciation and amortization

Depreciation of property, plant and equipment, depreciation of right-of-use assets and amortization of intangible assets are categorized in the income statement in accordance with the function to which the underlying asset is related. Depreciation and amortization expense for the three-months and year ended December 31, 2025, was expense of \$22.1 million and \$72.8 million, respectively [2024 – \$17.8 million and \$70.8 million].

Income tax expense

Current income tax expense

Current income tax expense for the three-months and year ended December 31, 2025 was \$7.2 million and \$18.6 million, respectively [2024 – \$6.3 million and \$14.6 million].

Deferred income tax expense (recovery)

Deferred income tax expense (recovery) for the three-months and year ended December 31, 2025 was a recovery of \$4.6 million and an expense of \$3.5 million, respectively [2024 – expense of \$3.4 million and \$0.1 million]. The deferred income tax expense in 2025 relates to the recognition of temporary differences between the accounting and tax treatment of the EIAP liability, accruals and long-term provisions.

[thousands of dollars except percentages]	Three-months ended		Year-ended December 31	
	2025	2024	2025	2024
	\$	\$	\$	\$
Current tax expense	7,177	6,334	18,611	14,647
Deferred tax expense (recovery)	(4,565)	3,431	3,505	109
Total tax expense	2,612	9,765	22,116	14,756
Loss before income taxes	(44,671)	(22,873)	(1,849)	(5,326)
Effective income tax rate	(5.8%)	(42.7%)	(1196.1%)	(277.1%)

The effective tax rate in Q4 2025 was impacted by items that were included in the calculation of loss before income taxes for accounting purposes but were not included or deducted for tax purposes. The

difference in effective tax rates from the statutory rate of 26.6% for the three-months and year ended December 31, 2025 were primarily attributable to tax losses not recognized and non-deductible interest expense.

Diluted loss per share attributable to shareholders and diluted adjusted profit per share

The Company's diluted adjusted profit per share for the three-months and year ended December 31, 2025, was a profit of \$0.09 and \$1.52 per share, respectively [2024 – profit of \$1.47 and \$4.61 per share]. Diluted adjusted profit per share has been impacted by the items enumerated in the table below, which reconciles loss to adjusted profit.

	Three-months ended December 31		Year-ended December 31	
	2025	2024	2025	2024
[thousands of dollars except per share data]	\$	\$	\$	\$
Loss attributable to shareholders	(49,705)	(32,639)	(26,387)	(20,082)
Diluted loss per share attributable to shareholders	(2.64)	(1.71)	(1.41)	(1.05)
Share of associate's net loss (income) ^[1]	7,002	(105)	5,901	(109)
Loss (gain) on foreign exchange ^[2]	(1,487)	26,509	(9,874)	42,812
Net loss (gain) on financial instruments ^[3]	8,531	2,420	12,589	(3,812)
Transaction, transitional and other costs ^[4]	28,408	29,561	27,273	56,148
ERP system transformation costs ^[5]	5,072	4,838	15,634	17,271
Loss on disposal of operation	4,865	307	4,865	307
Net loss (gain) on sale of long-lived assets ^[6]	(888)	224	(850)	23
Accounts receivable recovery for RUK	—	—	—	(268)
Impairment charge	—	40	23	2,944
Adjusted profit ^[7]	1,798	31,155	29,174	95,234
Diluted adjusted profit per share ^[8]	0.09	1.47	1.52	4.61

[1] See "Note 6 – Brazil operations" in our consolidated financial statements.

[2] See "Note 23[e] – Finance expense (income)" in our consolidated financial statements.

[3] See "Equity swap".

[4] Includes legal and advisory fees, legal provision, transitional costs related to reorganizations, profit-sharing costs associated with certain existing large-scale comprehensive projects in Brazil, other acquisition related transition costs, and the accretion and other movement in amounts due to vendors.

[5] Expenses incurred in connection with a global multi-year ERP transformation project.

[6] Includes gain/loss on sale of property, plant, and equipment, assets held for sale, and settlement of lease liabilities.

[7] This is a non-IFRS measure and is used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on each non-IFRS measure.

[8] This is a non-IFRS ratio and is used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on each non-IFRS ratio.

QUARTERLY FINANCIAL INFORMATION

[thousands of dollars other than per share amounts and exchange rates]:

2025					
	Average USD/CAD Exchange Rate	Revenue \$	Profit (Loss) \$	Basic Profit (Loss) per Share Attributable to Shareholders \$	Diluted Profit (Loss) per Share Attributable to Shareholders \$
Q1	1.44	286,746	(16,793)	(0.90)	(0.90)
Q2	1.38	348,560	24,512	1.30	1.21
Q3	1.38	389,434	15,599	0.83	0.80
Q4	1.39	395,770	(47,283)	(2.64)	(2.64)
FY 2025	1.40	1,420,510	(23,965)	(1.41)	(1.41)

2024					
	Average USD/CAD Exchange Rate	Revenue \$	Profit (Loss) \$	Basic Profit (Loss) per Share \$	Diluted Profit (Loss) per Share \$
Q1	1.35	314,596	1,939	0.10	0.10
Q2	1.35	351,781	(7,394)	(0.39)	(0.39)
Q3	1.36	357,173	18,012	0.94	0.89
Q4	1.40	381,157	(32,639)	(1.71)	(1.71)
FY 2024	1.37	1,404,707	(20,082)	(1.05)	(1.05)

The following factors impact the comparison between periods in the table above:

- Revenue, profit (loss), and basic and diluted profit (loss) per share attributable to shareholders in all periods are impacted by the rate of exchange between the Canadian and U.S. dollars.
- Certain quarters include items that management believes do not necessarily arise as part of the Company's day-to-day operations; see "Loss before income taxes and Adjusted EBITDA" for such items.

LIQUIDITY AND CAPITAL RESOURCES

AGI's financing requirements are subject to variations due to the seasonal and cyclical nature of its business. Revenues historically have been higher in the second and third calendar quarters compared with the first and fourth quarters and cash flow has been lower in the first half of each calendar year. However, the Company's geographic diversity has increased over time leading to a more balanced distribution of revenue and corresponding collections throughout the year. Internally generated funds are supplemented, when necessary, from external sources, primarily the Company's senior credit facilities, to fund the Company's working capital requirements, capital expenditures, acquisitions, and other items. The Company believes that the senior credit facilities and debentures described under "Capital Resources", together with available cash and internally generated funds, are sufficient to support its working capital, capital expenditure and debt service requirements.

CASH FLOW AND LIQUIDITY

	Three-months ended December 31		Year-ended December 31	
	2025	2024	2025	2024
[thousands of dollars]	\$	\$	\$	\$
Loss before tax	(44,671)	(22,873)	(1,849)	(5,326)
Items not involving current cash flows	57,025	55,044	129,482	126,892
Cash flows provided by operations	12,354	32,171	127,633	121,566
Net change in working capital balances related to operations	(810)	26,902	(69,406)	14,493
Transfer from (to) restricted cash	(145)	(574)	324	(3,412)
Proceeds from settlement of financial instrument	—	—	—	7,008
Change in non-current accounts receivable	(24,665)	(13,472)	(130,146)	(12,069)
Change in note receivable	—	—	6,153	—
Change in other financial liabilities	(51)	71	403	141
Settlement of equity incentive award plan obligation	(110)	(478)	(6,122)	(7,685)
Distribution from joint venture	6,947	—	6,947	—
Post-combination payments	—	—	(1,699)	(1,699)
Income tax paid	(5,971)	(6,174)	(13,721)	(7,520)
Cash provided by (used in) operating activities	(12,451)	38,446	(79,634)	110,823
Cash used in investing activities	(6,989)	(9,982)	(30,502)	(36,539)
Cash provided by (used in) financing activities	(4,111)	(42,253)	75,902	(82,433)
Net decrease in cash during the period	(23,551)	(13,789)	(34,234)	(8,149)
Cash, beginning of period	69,210	93,682	79,893	88,042
Cash, end of period	45,659	79,893	45,659	79,893

Cash used in operating activities for the three-months ended December 31, 2025 of \$12.5 million as compared to cash provided by operating activities of \$38.4 million for the same period in 2024 was primarily due to net changes in working capital balances and larger non-current accounts receivable balances relating to the progression of Brazil's large-scale comprehensive projects. Cash used by operating activities was partially offset by cash received of \$6.9 million net of fees related to the monetization of long-term accounts receivable. The monetization was realized through an investment vehicle established in September 2025 and represented a portion of the long-term accounts receivable for a large-scale comprehensive project in Brazil that was completed earlier this year.

As part of our efforts to improve financial flexibility, we have paused offering general contractor and financing solutions in Brazil for new large-scale comprehensive project opportunities until balance sheet conditions strengthen. While we will continue to execute on existing large-scale comprehensive project commitments, we intend to participate in the Brazil market primarily as an equipment supplier under normal commercial terms.

Cash used in investing activities for the three-months ended December 31, 2025 and 2024 of \$7.0 million and \$10.0 million, respectively, was primarily due to our investments through capital expenditures and development of internally generated intangible assets. Also included in investing activities for Q4 is cash received of \$2.2 million of the total consideration of \$8.0 million from the sale

of the Mitchell Mill Systems Canada Ltd. business. The remaining consideration is to be received over three years.

Cash used in financing activities for the three-months ended December 31, 2025 and 2024 of \$4.1 million and \$42.3 million primarily relates to a net increase, excluding the impact of foreign exchange, in the balance outstanding on our senior credit facilities. During Q4 2025, the net increase of the senior credit facilities was \$18.2 million as compared to a net increase of \$68.8 million in 2024. Also included in financing activities in the current quarter is a payment of \$14.0 million against the financial liability related to the call options that allowed AGI to purchase minority interests in large-scale comprehensive projects in Brazil. Additionally, cash contributions of \$4.0 million were received in Q4 2025 from non-controlling interests related to our large-scale comprehensive projects in Brazil (see Note 6 in our consolidated financial statements).

Free Cash Flow

Free cash flow is defined as cash provided by (used in) operating activities, less capital expenditures (or acquisition of property, plant and equipment) and intangible asset investments (or development and purchase of intangibles). This measure represents cash generated by AGI's business that could be directed to fund strategic initiatives or reduce debt after investing in capital expenditures that are required to maintain and grow the Company. Management monitors and discloses free cash flow to highlight AGI's operational efficiency and financial flexibility.

	Three-months ended December 31		Last Twelve-months ended December 31	
	2025	2024	2025	2024
[thousands of dollars]	\$	\$	\$	\$
Cash provided by (used in) operating activities	(12,451)	38,446	(79,634)	110,823
Less: acquisition of property, plant and equipment	(7,949)	(8,393)	(20,918)	(23,045)
Less: development and purchase of intangibles	(2,470)	(1,999)	(10,858)	(8,626)
Free cash flow ^[1]	(22,870)	28,054	(111,410)	79,152

[1] This is a non-IFRS measure and is used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on each non-IFRS measure.

For the three-month period ended December 31, 2025, free cash flow was \$(22.9) million [Q4 2024 – \$28.1 million]. The decrease in free cash flow was driven by cash used by operations of \$12.5 million as a result of increased working capital requirements primarily due to the growth in Brazil's large-scale comprehensive projects. This compares to cash provided by operations of \$38.4 million in Q4 2024 as discussed further above. During Q4 2025, AGI received approximately \$6.9 million, net of fees, related to the monetization of long-term accounts receivable for a large-scale comprehensive project in Brazil that was completed earlier this year. The monetization was realized through an investment vehicle established in September 2025.

For the year ended December 31, 2025, free cash flow was \$(111.4) million [2024 – \$79.2 million]. The significant decrease in free cash flow was a result of increased working capital requirements primarily due to the growth in Brazil's large-scale comprehensive projects, coupled with an increase in intangible asset development during the year. As noted above, we have paused offering general

contractor and financing solutions in Brazil for new large-scale comprehensive project opportunities until balance sheet conditions strengthen.

Working Capital Requirements

Interim period working capital requirements typically reflect the seasonality of the business. AGI's collections of accounts receivable in North America are weighted towards the third and fourth quarters. This collection pattern, combined with historically high revenue in the second and third quarters that result from seasonality, typically lead to accounts receivable levels in North America increasing throughout the year and peaking in Q3. Inventory levels in North America typically increase in the first and second quarters and then begin to decline in the third or fourth quarter as revenue levels exceed production offset by the seasonality of our operations in India that is opposite of that described above. In addition, our business in Brazil is less seasonal due to the existence of two growing seasons in the country and the increasing importance of Commercial business in the region. Growth in the overall international business, including the recent large-scale comprehensive projects in Brazil, which typically has longer payment terms than North America, may result in an increase in the number of days accounts receivable remain outstanding and may result in increased usage of working capital in certain quarters.

Capital Expenditures

	Three-months ended December 31		Year-ended December 31	
	2025	2024	2025	2024
[thousands of dollars except percentages]	\$	\$	\$	\$
Maintenance capital expenditures ^[1]	837	5,269	5,728	13,563
Non-maintenance capital expenditures ^[1]	13,919	3,124	21,997	9,482
Acquisition of property plant and equipment	14,756	8,393	27,725	23,045
Maintenance capital expenditures as % of Revenue ^[1]	0.2%	1.4%	0.4%	1.0%

[1] This is a supplementary financial measure and is used throughout this MD&A. See "NON-IFRS AND OTHER FINANCIAL MEASURES" for more information on each non-IFRS measure.

The acquisition of property, plant and equipment in the three-months and year ended December 31, 2025, was \$14.8 million and \$27.7 million, respectively [2024 – \$8.4 million and \$23.0 million].

Maintenance capital expenditures in the three-months and year ended December 31, 2025, were \$0.8 million and \$5.7 million, respectively; 0.2% and 0.4% of revenue [2024 – \$5.3 million and \$13.6 million; 1.4% and 1.0% of revenue]. Maintenance capital expenditures relate primarily to purchases of manufacturing equipment and building repairs and historically have approximated 1.0% - 1.5% of revenue.

AGI had non-maintenance capital expenditures in the three-months and year ended December 31, 2025, of \$13.9 million and \$22.0 million, respectively [2024 – \$3.1 million and \$9.5 million]. The increase YOY is in large part due to the non-cash increase in capital assets in Brazil in relation to the settlement of certain customer accounts receivable balances.

The acquisition of property, plant and equipment and its components of maintenance and non-maintenance capital expenditures were financed through equipment financing programs, cash on hand, or through the Company's senior credit facilities [see "Capital Resources"].

CONTRACTUAL OBLIGATIONS

The following table shows, as at December 31, 2025, the Company's contractual obligations for the periods indicated:

[thousands of dollars]	Total \$	2026 \$	2027 \$	2028 \$	2029 \$	2030+ \$
2020 Debentures	85,000	85,000	—	—	—	—
2021 Convertible Debentures	114,995	—	114,995	—	—	—
2022 Convertible Debentures	103,900	—	103,900	—	—	—
2025 Debentures	97,750	—	—	—	—	97,750
Long-term Debt ^[1]	581,679	237	233	581,209	—	—
Lease liability ^[1]	56,836	13,541	10,385	7,497	5,329	20,084
Due to vendor ^[1]	4,045	4,045	—	—	—	—
Purchase obligations ^[2]	2,933	2,933	—	—	—	—
Total obligations	1,047,138	105,756	229,513	588,706	5,329	117,834

[1] Undiscounted.

[2] Net of deposit.

The debentures relate to the aggregate principal amount of the debentures [see "Capital Resources – Debentures"] and long-term debt is comprised of the Company's senior credit facilities [see "Capital Resources – Debt Facilities"].

CAPITAL RESOURCES

Assets and Liabilities

[thousands of dollars]	December 31, 2025 \$	December 31, 2024 \$
Total assets	1,713,749	1,666,630
Total liabilities	1,458,005	1,368,192

Cash

The Company's cash balance as at December 31, 2025, was \$45.7 million [December 31, 2024 – \$79.9 million].

Debt Facilities

As at December 31, 2025:

[thousands of dollars except interest rate]	Currency	Maturity	Total Facility [CAD] ^{[1][2]} \$	Amount Drawn ^[1] \$	Effective Interest Rate
Senior Credit Facilities	CAD / USD	2028	826,915	580,986	5.68%
Equipment Financing	various	various	689	689	various
Total			827,604	581,675	

[1] USD denominated amounts translated to CAD at the rate of exchange in effect on December 31, 2025 of 1.3706.

[2] Excludes the \$200 million accordion available under AGI's credit facility.

AGI's senior credit facilities of \$450 million and U.S. \$275 million are inclusive of amounts that may be allocated to the Company's swing-line facilities and can be drawn in Canadian or U.S. funds. AGI has swing-line facilities of \$50 million and U.S. \$10 million. The senior credit facilities bear interest at Canadian Overnight Repo Rate Average or the Secured Overnight Financing Rate plus 1.2% – 2.75% and prime plus 0.2% – 1.75% per annum based on performance calculations. As at December 31, 2025, there is \$289.3 million [December 31, 2024 – \$262.7 million] and U.S. \$212.8 million [December 31, 2024 – U.S. \$212.8 million] outstanding under the facilities. As at December 31, 2025, the portion of drawings from the senior credit facilities recorded on the swing-line is \$24.7 million [December 31, 2024 – \$18.1 million].

Debentures

Convertible Unsecured Subordinated Debentures

The following table summarizes the key terms of the convertible unsecured subordinated debentures [the "Convertible Debentures"] of the Company that were outstanding as at December 31, 2025:

Year Issued / TSX Symbol	Aggregate Principal Amount \$	Coupon	Conversion Price \$	Maturity Date	Redeemable at Par ^[1]
2021 [AFN.DB.I]	114,995,000	5.00%	45.14	Jun 30, 2027	Jun 30, 2025 ^[2]
2022 [AFN.DB.J]	103,900,000	5.20%	70.50	Dec 31, 2027	Dec 31, 2025 ^[3]

[1] At the option of the Company, at par plus accrued and unpaid interest.

[2] Prior to June 30, 2026, the 2021 Convertible Debentures may be redeemed in whole or in part from time to time at AGI's option at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the Common Shares on the Toronto Stock Exchange (the "TSX") for the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of the redemption is given is not less than 125% of the conversion price. On and after June 30, 2026, the 2021 Convertible Debentures may be redeemed in whole or in part from time to time at AGI's option at a price equal to their principal amount, plus accrued and unpaid interest, regardless of the trading price of the Common Shares.

[3] Prior to December 31, 2026, the 2022 Convertible Debentures may be redeemed in whole or in part from time to time at AGI's option at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the Common Shares on the TSX for the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of the redemption is given is not less than 125% of the conversion price. On and after December 31, 2026, the 2022 Convertible Debentures may be redeemed in whole or in part from time to time at AGI's option at a price equal to their principal amount plus accrued and unpaid interest regardless of the trading price of the Common Shares.

On redemption or at maturity, the Company may, at its option, elect to satisfy its obligation to pay the principal amount of the Convertible Debentures by issuing and delivering Common Shares. The Company may also elect to satisfy its obligation to pay interest on the Convertible Debentures by delivering sufficient Common Shares to the trustee of the Convertible Debentures to be sold, with the proceeds used to satisfy the obligation to pay interest. The Company does not expect to exercise the option to satisfy its obligations to pay the principal amount or interest by delivering Common Shares. The number of Common Shares issued would be determined based on market prices at the time of issuance.

Senior Unsecured Subordinated Debentures

On June 9, 2025, the Company closed the offering of \$85 million aggregate principal amount of senior subordinated unsecured debentures at a price of \$1,000 per debenture. On June 12, 2025, AGI closed the issue of an additional \$12.75 million aggregate principal amount of debentures at the same price pursuant to the exercise of the underwriters' over-allotment option. The net proceeds of the offering of \$93.7 million, net of fees, were used to repay existing indebtedness and for general corporate purpose.

The following table summarizes the key terms of the Senior Unsecured Subordinated Debentures [the "Senior Debentures"] that were outstanding as at December 31, 2025:

Year Issued / TSX Symbol	Aggregate Principal Amount	Coupon	Maturity Date
2020 [AFN.DB.H]	85,000,000	5.25%	Dec 31, 2026 ^{[1][2]}
2025 [AFN.DB.K]	97,750,000	7.50%	Jun 30, 2030 ^{[2][3]}

[1] The 2020 Senior Debentures are redeemable at the Company's option at a price equal to their principal amount plus accrued and unpaid interest. The 2020 Debentures are not convertible into Common Shares of the Company at the option of the holders at any time.

[2] The Company has the option to satisfy its obligation to repay the principal amount of the Senior Debentures due at redemption or maturity by issuing and delivering that number of freely tradeable Common Shares in accordance with the terms of the trust indenture governing the Senior Debentures. The Company may also elect to satisfy its obligation to pay interest on the Senior Debentures by delivering sufficient Common Shares to the trustee of the Senior Debentures to be sold, with the proceeds used to satisfy the obligation to pay interest. The number of Common Shares issued would be determined based on the market prices at the time of issuance.

[3] On and after June 30, 2028, and prior to June 30, 2029, the 2025 Senior Debentures may be redeemed by the Company, in whole or in part, at a redemption price equal to 103.75% of the principal amount thereof plus accrued and unpaid interest, if any, up to but excluding the date of redemption. On and after June 30, 2029, and prior to maturity, the 2025 Senior Debentures may be redeemed by the Company, in whole or in part, at a redemption price equal to the principal amount thereof plus accrued and unpaid interest, if any, up to but excluding the date of redemption.

COMMON SHARES

The following number of Common Shares were issued and outstanding at the dates indicated:

	# Common Shares
December 31, 2024	18,880,925
Settlement of EIAP obligations	153,189
NCIB – shares repurchased and cancelled	(224,900)
December 31, 2025	18,809,214
Settlement of EIAP obligations	50,983
March 24, 2026	18,860,197

At March 24, 2026:

- 18,860,197 Common Shares are outstanding;
- 2,265,000 Common Shares are available for issuance under the Company's EIAP, of which 1,273,027 Common Shares have been issued under the EIAP, 595,080 Common Shares are issuable on the settlement of outstanding awards and 396,893 Common Shares are reserved for issuance on the settlement of awards that are available for grant;
- 120,000 deferred grants of Common Shares have been granted under the Company's DDCP, of which 85,074 Common Shares have been issued; and
- 4,021,279 Common Shares are issuable on conversion of the outstanding Convertible Debentures, of which there are an aggregate principal amount of \$218.9 million outstanding.

In 2024, the board of directors authorized the Company to initiate an NCIB, in accordance with the requirements of the TSX. The NCIB allowed AGI to purchase up to 1,888,505 Common Shares over a period of 12 months commencing on November 11, 2024 and ending on November 10, 2025. In 2024, the Company repurchased and cancelled 201,400 Common Shares for total cash consideration of \$11.0 million. In Q1 2025, the Company repurchased and cancelled 224,900 Common Shares for total cash consideration of \$9.0 million.

AGI's Common Shares trade on the TSX under the symbol AFN.

DIVIDENDS

AGI declared dividends of \$2.8 million or \$0.15 per Common Share [Q4 2024 – \$2.8 million or \$0.15 per Common Share] in the three-month period ended December 31, 2025. The dividends declared in Q4 2025 were paid on January 12, 2026, to holders of Common Shares of record at the close of business on December 31, 2025. In the three-month period ended December 31, 2025, dividends paid to holders of Common Shares was \$2.8 million [Q4 2024 – \$2.9 million].

Subsequent to the year ended December 31, 2025, AGI announced the suspension of its quarterly cash dividend, effective immediately, as part of its strategic review of capital allocation priorities and increased focus on managing cash flow. No dividend will be declared for the first quarter ending March 31, 2026. The Company previously maintained an annualized dividend of \$0.60 per common share.

FINANCIAL INSTRUMENTS

Interest rate swaps contracts

	Currency	Maturity	Amount of Swap [000's] \$	Fixed Rate ^[1]
Interest rate hedge – CORRA	CAD	May 11, 2026	75,000	3.707 %

[1] Excludes performance adjustment.

The Company enters into interest rate swap contracts from time to time to manage its exposure to fluctuations in interest rates on its core borrowings. The Company receives interest based on the variable rates from the counterparty and pays interest based on a fixed rate of 3.707%. The notional amounts are \$75 million in aggregate, resetting each month. The contracts expire on May 11, 2026. The Company has elected to apply hedge accounting for this contract and, therefore, unrealized gains (losses) are recognized in other comprehensive income (loss) to the extent that it has been assessed to be effective. During the three-month period ended December 31, 2025, there were no material unrealized gains and losses [2024 – an unrealized gain of \$0.07 million]. During the year ended December 31, 2025, an unrealized loss of \$0.2 million [2024 – unrealized loss of \$0.2 million] was recorded in other comprehensive income (loss). During the three-months and year ended December 31, 2025, a realized loss of \$0.2 million and \$0.7 million, respectively [2024 – realized gain of \$0.07 million and \$0.8 million] was recorded in finance costs. As at December 31, 2025, the fair value of the interest rate swap was a liability of \$0.5 million [December 31, 2024 – liability of \$0.9 million].

Equity swap

The Company has an equity swap agreement with a financial institution to manage the cash flow exposure due to fluctuations in its share price related to the EIAP. As at December 31, 2025, the equity swap agreement covered 422,000 Common Shares at a price of \$38.76 and the agreement matures on May 5, 2026. During the three-months and year ended December 31, 2025, an unrealized loss of \$5.5 million and \$11.7 million, respectively [2024 – loss of \$1.4 million and gain of \$0.1 million] was recorded in loss (gain) on financial instruments in other operating expense (income). As at December 31, 2025, the fair value of the equity swap is a liability of \$6.5 million [December 31, 2024 – asset of \$5.1 million].

Foreign exchange contracts

Risk from foreign exchange arises as a result of variations in exchange rates between the Canadian and the U.S. dollars and variations in exchange rates between the Euro, Brazilian Reals, Indian Rupee and the Canadian dollar. AGI may enter into foreign exchange contracts to partially mitigate its foreign exchange risk. As at December 31, 2025, AGI did not have any foreign exchange contracts in place.

Debenture put options

On March 5, 2020, the Company issued \$85 million of senior unsecured subordinated debentures with an option of early redemption beginning December 31, 2022. At the time of issuance, the Company's redemption option resulted in an embedded derivative with a fair value of \$0.8 million. During the three-

months and year ended December 31, 2025, an unrealized loss of \$2.9 million and \$1.4 million, respectively [2024 – loss of \$0.5 million and gain of \$0.8 million] was recorded in loss (gain) on financial instruments in other operating expense (income). As at December 31, 2025, the fair value of the embedded derivative is an asset of \$0.01 million [December 31, 2024 – asset of \$1.4 million].

OTHER RELATIONSHIPS

A law firm in which a former Director of AGI is a partner provides legal services to the Company. The Director retired from AGI's board of directors on May 21, 2025. During the three-months and year ended December 31, 2025, the total cost of legal services provided by related parties was nil and \$1.4 million, respectively [2024 – \$0.1 million and \$0.6 million]. Accounts payable and accrued liabilities due to related parties as at December 31, 2025 is nil [December 31, 2024 – \$0.8 million].

During the year, the Company became party to a joint venture. The transactions and balances entered into between the Company and the joint venture are described in Note 6 of our consolidated financial statements.

The Company has an investment in the FIDC, which is considered a related party of the Company. The transactions and balances entered into between the Company and the FIDC are described in Note 6 of our consolidated financial statements.

CRITICAL ACCOUNTING ESTIMATES

Described in the notes to the Company's 2025 consolidated financial statements are the accounting policies and estimates that AGI believes are critical to its business. Please refer to Note 3 in our consolidated financial statements for a discussion of the critical accounting judgments, estimates and assumptions.

RISKS AND UNCERTAINTIES

The Company and its business are subject to numerous risks and uncertainties which are described in this MD&A and the Company's most recent Annual Information Form, which is available under the Company's profile on SEDAR+ [www.sedarplus.ca]. These risks and uncertainties include but are not limited to the following: the risk that (i) the tariffs that are currently in effect on goods exported from or imported into Canada continue in effect for an extended period of time, the tariffs that have been threatened are implemented, that tariffs that are currently suspended are reactivated, the rate or scope of tariffs are increased, or new tariffs are imposed, including on products that AGI exports or imports, (ii) the U.S., China and/or Canada imposes any other form of tax, restriction or prohibition on the import or export of products from one country to the other, including on products that AGI exports or imports, and (iii) the tariffs imposed or threatened to be imposed by the U.S. on other countries and retaliatory tariffs imposed or threatened to be imposed by other countries on the U.S., will trigger a broader global trade war which could have a material adverse effect on the Canadian, U.S. and global economies, and by extension the Canadian, U.S. and international agricultural industry and AGI, including by decreasing demand for (and the price of) AGI's products, disrupting supply chains, increasing costs, causing volatility in global financial markets, and limiting access to financing; that our quarterly dividend will remain suspended for an extended period of time and/or is ultimately terminated; general economic and business conditions and changes in international, national and local macroeconomic and business

conditions, sociopolitical and geopolitical conditions in certain local or regional markets, including as a result of conflicts in the Middle East (most recently between the U.S., Israel and Iran) and the conflicts between Russia and Ukraine and the U.S. and Venezuela and the responses thereto from other countries and institutions (including trade sanctions and financial controls), and their potential impact on, among other things, global market conditions and supply and demand fundamentals (including for agricultural products), crop nutrient prices, energy and commodity prices, inflation rates, interest rates, supply chains and the global economy generally, all of which has created volatility in the global economy and could continue to adversely impact economic and trade activity, including in the agriculture industry; the effects of global outbreaks of pandemics or contagious diseases or the fear of such outbreaks; the ability of management to execute the Company's business plan; fluctuations in agricultural and other commodity prices, interest rates, inflation rates and currency exchange rates; crop planting, crop conditions and crop yields; weather patterns; the timing of harvest and conditions during harvest; volatility of production costs, including the risk of production cost increases that may arise as a result of elevated inflation rates and/or supply chain disruptions and/or labour actions, and the risk that we may not be able to pass along all or any portion of increased costs to customers; governmental regulation of the agriculture and manufacturing industries, including environmental and climate change regulation; actions taken by governmental authorities, including increases in taxes, changes in government regulations and incentive programs, and actions taken in connection with local or global outbreaks of pandemics or contagious diseases or the fear of such outbreaks; risks inherent in marketing operations; credit risk; the availability of credit for customers; seasonality and industry cyclicality; potential delays or changes in plans with respect to capital expenditures; the cost and availability of sufficient financial resources to fund the Company's capital expenditures; incorrect assessments of the value of acquisitions, failure of the Company to realize the anticipated benefits of acquisitions, including to realize anticipated synergies and margin improvements, and the assumption of liabilities associated with acquisitions and/or the provision of indemnities to vendors in respect of any such assumed liabilities or otherwise; volatility in the stock markets including the market price of the Common Shares; competition for, among other things, customers, supplies, acquisitions, capital and skilled personnel; the availability of capital on acceptable terms; dependence on suppliers; changes in labour costs and the labour market, including the risk of labour cost increases that may arise as a result of elevated inflation rates and/or a scarcity of labour and/or labour activities; the impact of climate change and related laws and regulations; changes in trade relations between the countries in which the Company does business, including between Canada and the United States, including as a result of the tariffs imposed by the United States and Canada on one another; cyber security risks; adjustments to and delays or cancellations of one or more orders comprising our order book; the requirement to re-supply equipment or re-complete work previously supplied or completed at AGI's cost, and the risk that AGI's assumptions and estimates made in respect of such costs and underlying the provision for warranty accrual in our consolidated financial statements related thereto and insurance coverage therefor will prove to be incorrect as further information becomes available to AGI; and the risk of litigation or unsuccessful defense of litigation in respect of equipment or work previously supplied or completed or in respect of other matters and the risk that AGI incurs material liabilities in connection with such litigation that are not covered by insurance in whole or in part. These risks and uncertainties are not the only risks and uncertainties we face. Additional risks and uncertainties not currently known to us or that we currently consider immaterial also may impair operations. If any of these risks actually occur, our business, results of operations and financial condition could be materially adversely affected.

FUTURE ACCOUNTING CHANGES

Standards issued but not yet effective

IFRS 18, Presentation and Disclosure in Financial Statements ["IFRS 18"]

In April 2024, IFRS 18 was issued. IFRS 18 replaces IAS 1, *Presentation of Financial Statements*. This new standard:

- Introduces new categories and subtotals in the statement of profit or loss where all income and expenses are categorized into one of five categories: operating, investing, financing, income taxes and discontinued operations.
- Requires disclosure of management-defined performance measures ["MPM"]. MPM is a subtotal of income and expenses that a company uses in public communications outside financial statements. IFRS 18 requires disclosure of information for all of the company's MPMs within a single note to the financial statements that includes a description of each MPM, how the measure is calculated and a reconciliation to the most comparable line item in the statement of profit or loss.
- Introduces a principle for presentation of information in the primary financial statements versus the financial statement notes including the aggregation and disaggregation of such information.

IFRS 18 is effective for annual periods beginning on or after January 1, 2027 and must be applied retrospectively. Early adoption is permitted. The Company is assessing the impact of adopting IFRS 18 and does not expect to early adopt.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

AGI's Chief Executive Officer and Chief Financial Officer (the "Certifying Officers") are responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR") (as those terms are defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109")) for the Company.

Disclosure Controls and Procedures

This Certifying Officers' are responsible for designing DC&P, or causing it to be designed under their supervision, to provide reasonable assurance that (i) material information relating to the Company is made known to them by others, particularly during the period in which the annual filings are being prepared, and (ii) information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by AGI under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

The Certifying Officers' have evaluated, or caused to be evaluated under their supervision, the effectiveness of the Company's DC&P as at December 31, 2025. Based on that evaluation, the Certifying Officers' have concluded that the DC&P was not effective as at December 31, 2025 due to the material weakness described below.

Internal Control over Financial Reporting

This Certifying Officers' are responsible for designing ICFR, or causing it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Certifying Officers' have evaluated, or caused to be evaluated under their supervision, the effectiveness of the Company's ICFR as at December 31, 2025. Based on that evaluation, the Certifying Officers' have concluded that the ICFR was not effective as at December 31, 2025 due to the material weakness described below.

Background to Identification of Material Weakness

For the period ending September 30, 2025, the Company experienced a delay in filing its third quarter ("Q3") financial statements, along with the related MD&A and CEO/CFO certifications (collectively, the "Required Filings"). While the Company had initially believed that the Q3 financial statements, together with the auditors' review thereof, would be completed by November 14, 2025, the Company later concluded that further time would be required to finalize the Company's accounting treatment of its operations in Brazil and that the Company would be unable to file the Required Filings by that date.

Our Audit Committee performed an independent review of various matters relating to our financial reporting and internal controls with respect to our operations in Brazil for the period ended September 30, 2025. Upon the conclusion of this review, although the Audit Committee did not identify any material concerns with compliance with laws or regulations, the integrity of management, or the Company's historical financial reporting, the review did identify certain deficiencies in our financial reporting processes and internal controls with respect to Brazil. These findings of deficiencies were determined to constitute a material weakness in our ICFR, for which we have remediation measures in process. A material weakness is a deficiency, or a combination of deficiencies, in ICFR, such that there is a reasonable possibility that a material misstatement of our annual financial statements or interim financial reports will not be prevented or detected on a timely basis.

This material weakness was initially disclosed in our MD&A for the period ended September 30, 2025 and resulted in our Certifying Officers' concluding that the Company's DC&P and ICFR were not effective as at September 30, 2025.

Material Weakness Description

The Certifying Officers identified an entity-level (i.e., Company-level) material weakness in the design and operation of our ICFR, primarily related to our rapidly expanding operations in Brazil. Specifically, the Company did not sufficiently maintain the components of the COSO framework (being the control framework that was used to design the Company's ICFR, being the Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission), including the (i) control environment, (ii) risk assessment, (iii) control activities, (iv) information and communication, and (v) monitoring activities components. The Company's failure to sufficiently maintain these components of the COSO framework resulted in the Company's failure (a) to perform timely, sufficient and comprehensive accounting treatment analysis for large project sale contracts, (b) to maintain appropriate segregation of duties between operations and finance personnel

as it pertains to financial reporting, (c) to maintain sufficient coordinated understanding of accounting application by accounting staff, and (d) to implement sufficient revenue and cost recognition financial review controls for large projects.

Impact of the Material Weakness on AGI's Financial Reporting and ICFR

This material weakness created a reasonable possibility that a material misstatement of the Company's annual financial statements or interim financial reports would not be prevented or detected on a timely basis, particularly relating to the revenues and related costs of AGI's operations in Brazil ("AGI Brazil"), which has increasingly engaged in large-scale projects.

Material Weakness Remediation

The Company has been in the process of implementing a remediation plan, which includes:

- More proactively and timely performing sufficient analyses to determine the appropriate technical accounting treatment of certain matters in Brazil, such as large-scale projects, including the preparation of sufficient documentation and the engagement of third-party support as applicable. The Company has improved the analysis of applicable technical accounting treatments and has been identifying technical accounting treatment consideration needs for timely application.
- Improving the structure of AGI Brazil's finance department and related individual responsibilities, including with respect to the segregation of duties. Reporting structure changes at AGI Brazil have been implemented and increased oversight and direct support from AGI's corporate finance department has been put in place.
- AGI Brazil has enhanced the documentation of large-scale project processes, including accounting, cash flow, tax and financial reporting structures. In addition, communication and information sharing related to large-scale projects have been strengthened to support consistent application of accounting and financial reporting requirements.
- Improving revenue and cost recognition financial review controls for large projects. Management is now applying additional review procedures for its large-scale projects to ensure that revenue and related costs reported are valid and accurate.

In addition, the Company intends to improve on periodically reviewing and identifying changes in its business, such as has been experienced with the rapidly growing AGI Brazil large-scale projects operations. The Company has been actively assessing whether AGI's structure, employee resources and related competencies, processes and information technology systems are sufficient to support business objectives, including financial reporting. The Company has made a series of changes in the first quarter of 2026 to make its operating structure more effective. Of note, AGI Brazil has not entered into similar scale large-scale projects since September 30, 2025.

While the Company has made good progress implementing the above-noted remediation steps, the material weakness cannot be considered fully remediated until the improved controls have been in place and have operated for a sufficient period of time.

Changes in Internal Control over Financial Reporting

Other than as described above, there have been no changes in AGI's ICFR that occurred during the three-month period ended December 31, 2025, that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

NON-IFRS AND OTHER FINANCIAL MEASURES

This MD&A makes reference to certain specified financial measures, including non-IFRS financial measures, non-IFRS ratios and supplementary financial measures. Management uses these financial measures for purposes of comparison to prior periods and development of future projections and earnings growth prospects. This information is also used by management to measure the profitability of ongoing operations and in analyzing our business performance and trends. These specified financial measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement our financial information reported under IFRS by providing further understanding of our results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS.

We use the following (i) non-IFRS financial measures: "adjusted earnings before interest, taxes, depreciation, and amortization ("Adjusted EBITDA")", "free cash flow", and "adjusted profit (loss)"; (ii) non-IFRS ratios: "Adjusted EBITDA Margin %", and "diluted adjusted profit (loss) per share"; and (iii) supplementary financial measures: "order book", "revenue by geography", "revenue by segment", "revenue by segment and geography", "maintenance capital expenditures", "maintenance capital expenditures as % of revenue", and "non-maintenance capital expenditures"; to provide supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS financial measures. Management also uses non-IFRS financial measures, non-IFRS ratios and supplementary financial measures in order to prepare annual operating budgets and to determine components of management compensation. We strongly encourage investors to review our consolidated financial statements and publicly filed reports in their entirety and not to rely on any single financial measure or ratio.

We use these specified financial measures in addition to, and in conjunction with, results presented in accordance with IFRS. These specified financial measures reflect an additional way of viewing aspects of our operations that, when viewed with our IFRS results and, in the case of non-IFRS financial measures, the accompanying reconciliations to the most directly comparable IFRS financial measures may provide a more complete understanding of factors and trends affecting our business.

In this MD&A, we discuss the specified financial measures, including the reasons that we believe that these measures provide useful information regarding our financial condition, results of operations, cash flows and financial position, as applicable, and, to the extent material, the additional purposes, if any, for which these measures are used. Reconciliations of non-IFRS financial measures to the most directly comparable IFRS financial measures are contained in this MD&A.

The following is a list of non-IFRS financial measures, non-IFRS ratios and supplementary financial measures that are referenced throughout this MD&A:

“Adjusted EBITDA” is defined as profit (loss) before income taxes before finance costs, depreciation and amortization, share of associate’s net income (loss), gain or loss on foreign exchange, non-cash share-based compensation expenses, net gain or loss on financial instruments, transaction, transitional and other costs (recovery), ERP system transformation costs, loss or gain on disposal of operation, net gain or loss on sale of long-lived assets, accounts receivable reserve (recovery) for Russia/Ukraine conflict, and impairment charge (recovery). Adjusted EBITDA is a non-IFRS financial measure and its most directly comparable financial measure that is disclosed in our consolidated financial statements is profit (loss) before income taxes. Management believes Adjusted EBITDA is a useful measure to assess the performance and cash flow of the Company as it excludes the effects of interest, taxes, depreciation, amortization and expenses that management believes are not reflective of the Company’s underlying business performance. Management cautions investors that Adjusted EBITDA should not replace profit or loss as indicators of performance, or cash flows from operating, investing, and financing activities as a measure of the Company’s liquidity and cash flows. See “Detailed Operating Results – Loss before income taxes and Adjusted EBITDA” for the reconciliation of Adjusted EBITDA to loss before income taxes for the current and comparative periods.

“Adjusted EBITDA Margin %” is defined as Adjusted EBITDA divided by revenue. Adjusted EBITDA Margin % is a non-IFRS ratio because one of its components, Adjusted EBITDA, is a non-IFRS financial measure. Management believes Adjusted EBITDA Margin % is a useful measure to assess the performance and cash flow of the Company.

“Adjusted profit (loss)” is defined as profit or loss adjusted for share of associate’s net income (loss), gain or loss on foreign exchange, net gain or loss on financial instruments, transaction, transitional and other costs (recovery), ERP system transformation costs, gain or loss on disposal of operation, net gain or loss on sale of long-lived assets, accounts receivable reserve (recovery) for Russia/Ukraine conflict, and impairment charge (recovery). Adjusted profit (loss) is a non-IFRS financial measure and its most directly comparable financial measure that is disclosed in our consolidated financial statements is profit or loss. Management believes adjusted profit (loss) is a useful measure to assess the performance of the Company as it provides more meaningful operating results by excluding the effects of expenses that are not reflective of our underlying business performances. See “Detailed Operating Results – Diluted loss per share and diluted adjusted profit per share” for the reconciliation of adjusted profit (loss) to profit (loss) for the current and comparative periods.

“Diluted adjusted profit (loss) per share” is defined as adjusted profit (loss) divided by the total weighted average number of outstanding diluted shares of AGI at the end of the most recently completed quarter for the relevant period. Diluted adjusted profit (loss) per share is a non-IFRS ratio because one of its components, adjusted profit (loss), is a non-IFRS financial measure. Management believes diluted adjusted profit (loss) per share is a useful measure to assess the performance of the Company.

“Free cash flow” is defined as cash provided by (used in) operating activities less acquisition of property, plant and equipment and less development and purchase of intangibles. Free cash flow is a non-IFRS financial measure and its most directly comparable financial measure that is disclosed in our consolidated financial statements is cash provided by (used in) operating activities. Management believes that free cash flow provides useful information about the Company’s ability to generate available cash that can be used to fund ongoing and prospective strategic initiatives, reduce debt, or pursue other initiatives to enhance shareholder value after investing in capital expenditures that are

required to maintain and grow the Company. Management uses free cash flow to help monitor the operational efficiency and financial flexibility of the Company. See “Free Cash Flow” above for a reconciliation of free cash flow to cash provided by (used in) operating activities for the current and comparative periods.

“Maintenance capital expenditures” and “non-maintenance capital expenditures” are both components of the Company’s “Acquisition of property, plant and equipment”. Management defines maintenance capital expenditures as cash outlays required to maintain plant and equipment at current operating capacity and efficiency levels and non-maintenance capital expenditures as other investments, including cash outlays required to increase operating capacity or improve operating efficiency. Both “maintenance capital expenditures” and “non-maintenance capital expenditures” are supplementary financial measures. Management believes that in addition to acquisition of property, plant and equipment, maintenance capital expenditures and non-maintenance capital expenditures provide a useful supplemental measure in evaluating the Company’s performance. See “Cash Flow and Liquidity – Capital Expenditures” for the reconciliation of maintenance capital expenditures and non-maintenance capital expenditures to acquisition of property plant and equipment for the current and comparative periods. “Maintenance capital expenditures as % of revenue” is a supplementary financial measure that is calculated by dividing maintenance capital expenditures for the period by revenue for the period.

“Order book” is defined as the total value of committed sales orders that have not yet been fulfilled that: (a) have a high certainty of being performed as a result of the existence of a purchase order, an executed contract or work order specifying job scope, value and timing; or (b) has been awarded to the Company or its divisions, as evidenced by an executed binding letter of intent or agreement, describing the general job scope, value and timing of such work, and where the finalization of a formal contract in respect of such work is reasonably assured. Order book is a supplementary financial measure.

“Revenue by Geography”, “Revenue by Segment”, and “Revenue by Segment and Geography”: The revenue information presented under “Consolidated Operating Segment Results Summary”, “Revenue by Geography” and “Revenue by Segment and Geography” are supplementary financial measures used to present the Company’s revenue by segment, by geography and by segment and geography.

FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements and information [collectively, “forward-looking information”] within the meaning of applicable securities laws that reflect our expectations regarding the future growth, results of operations, performance, business prospects, and opportunities of the Company. All information and statements contained herein that are not clearly historical in nature constitute forward-looking information, and the words “anticipate”, “estimate”, “believe”, “continue”, “could”, “expects”, “intend”, “trend”, “plans”, “will”, “may” or similar expressions suggesting future conditions or events or the negative of these terms are generally intended to identify forward-looking information. Forward-looking information involves known or unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. In addition, this MD&A may contain forward-looking information attributed to third party industry sources. Undue reliance should not be placed on forward-looking information, as there can be no assurance that the plans, intentions or expectations upon which it is based will occur. In particular, the forward-looking information in this MD&A includes information relating to: our restructuring and related plans and the anticipated benefits therefrom; our expectations regarding the amount of non-recurring expenses that will be incurred in the first half of 2026 in connection with our restructuring; the anticipated annualized cost savings as a result of completing the restructuring; the anticipated cost savings resulting from terminating the new ERP system implementation; our evaluation of our current IT systems and the anticipated costs savings and benefits therefrom; our approach to future opportunities in Brazil and other emerging markets and the anticipated benefits therefrom; our review of our portfolio of assets; our belief that continued challenging market conditions in our Farm segment across North America, including soft crop prices and ongoing uncertainty are related to current trade and tariff policies; that the broader U.S. market remains fragile; our expectations regarding uncertainty across the North American agriculture sector and timing and pace of recovery; our plans to improve financial flexibility and continue executing on existing large-scale comprehensive project commitments in Brazil; our intentions to participate in the Brazil market primarily as an equipment supplier under normal commercial term; our plans to remain focused on managing costs through ongoing optimization of factory and office-level expenses; our ability to remain closely engaged with key customers and monitor demand trends as well as macroeconomic conditions to assess the potential recovery trajectory in the Canada Farm segment; our expectations regarding stabilization in the demand for both portable and permanent grain handling equipment; our intention to remain focused on operational efficiency and cost discipline while continuing to build our sales pipeline; our expectations regarding visibility into the pace and sustainability of further improvement in the U.S. Farm segment remains limited; our expectations regarding our International Commercial segment; our ability to deepen relationships with our customers and the anticipated benefits therefrom; our intention to replenish the International Commercial order book following the completion of several large orders in 2025 and the challenges related thereto; our expectations regarding trends in the Commercial segment and our Commercial order book; our material weakness remediation plan and the anticipated implementation and benefits therefrom; our expectation that a weaker Canadian dollar may result in higher input costs of certain Canadian dollar denominated inputs, including steel; our belief that our senior credit facilities and debentures, together with available cash and internally generated funds, are sufficient to support our working capital, capital expenditure and debt service requirements; our expectation that growth in our overall international business may result in an increase in the number of days accounts receivable remain outstanding and may result in increased usage of working capital in certain quarters; our expectations regarding the factors that may impact our working capital requirements; that our dividend will remain suspended; our business strategies and strategic priorities; and the long-term fundamentals and growth drivers of our business.

Such forward-looking information reflects our current beliefs and is based on information currently available to us, including certain key expectations and assumptions concerning: the duration and impact of tariffs that are currently in effect on goods exported from or imported into Canada, and that other than the tariffs that are currently in effect, neither the U.S., China nor Canada (i) increases the

rate or scope of such tariffs, reenacts tariffs that are currently suspended, or imposes new tariffs, on the import of goods from one country to the other, including on the products that AGI imports or exports and/or (ii) imposes any other form of tax, restriction, or prohibition on the import or export of products from one country to the other, including on the products that AGI imports or exports; anticipated crop yields and production in our market areas; the financial and operating attributes of acquired businesses and the anticipated future performance thereof; the value of acquired businesses and assets and the liabilities assumed (and indemnities provided) by AGI in connection therewith; anticipated financial performance; future debt levels; business prospects and strategies; product and input pricing; the scope, nature, timing and cost of re-supplying certain equipment and re-completing certain work that has previously been supplied or completed pursuant to warranty obligations or otherwise; regulatory developments; tax laws; the sufficiency of budgeted capital expenditures in carrying out planned activities; currency exchange rates, inflation rates and interest rates; the cost of materials, labour and services and the impact of inflation rates and/or supply chain disruptions and/or labour activity thereon; the impact of competition; the general stability of the economic and regulatory environments in which the Company operates; the timely receipt of any required regulatory and third party approvals; the ability of the Company to obtain and retain qualified staff and services in a timely and cost efficient manner; that our dividend will remain suspended; the ability of the Company to obtain financing on acceptable terms; the regulatory framework in the jurisdictions in which the Company operates; the ability of the Company to successfully market its products and services; and that a pandemic or other public health emergency will not have a material impact on our business, operations, and financial results going forward.

Forward-looking information involves significant risks and uncertainties. A number of factors could cause actual results to differ materially from results discussed in the forward-looking information. These risks and uncertainties are described under “Risks and Uncertainties” in this MD&A and in our most recently filed Annual Information Form, which is available under the Company’s profile on SEDAR+ [www.sedarplus.ca]. These factors should be considered carefully, and readers should not place undue reliance on the Company’s forward-looking information. We cannot assure readers that actual results will be consistent with this forward-looking information. Further, AGI cannot guarantee that the anticipated revenue from its order book will be realized or, if realized, will result in profits or Adjusted EBITDA. Delays, cancellations and scope adjustments occur from time to time with respect to contracts reflected in AGI’s order book, which can adversely affect the revenue and profit that AGI actually receives from its order book. Readers are further cautioned that the preparation of financial statements in accordance with IFRS requires management to make certain judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities. These estimates and related assumptions may change, having either a negative or positive effect on profit or loss, as further information becomes available and as the economic environment changes. Without limitation of the foregoing, the provisions for warranties disclosed in our consolidated financial statements required significant estimates, judgments and assumptions about the scope, nature, timing and cost of work that will be required. It is based on management’s estimates, judgments and assumptions at the current date and is subject to revision in the future as further information becomes available to the Company. The forward-looking information contained herein is expressly qualified in its entirety by this cautionary statement. The forward-looking information included in this MD&A is made as of the date of this MD&A and AGI undertakes no obligation to publicly update such forward-looking information to reflect new information, subsequent events or otherwise unless so required by applicable securities laws.

FINANCIAL OUTLOOK

Also included in this MD&A are estimates of: the approximate amount of non-recurring expenses that we will incur during the first half of 2026 as our restructuring is completed; the amount of annualized cost savings that we expect to realize once our restructuring is completed; and the approximate amount of savings we expect to realize over the next two years by terminating the continued

implementation of a new ERP system; which are based on, among other things, the various assumptions disclosed in this MD&A including under “Forward-Looking Information”. To the extent such estimates constitute a financial outlook, it was approved by management on March 24, 2026, and is included to provide readers with an understanding of AGI's expectations for the short-term and long term financial impact of its restructuring plans and other cost saving measures being taken based on the assumptions described herein and readers are cautioned that the information may not be appropriate for other purposes.

ADDITIONAL INFORMATION

Additional information relating to AGI, including AGI's most recent Annual Information Form, is available under the Company's profile on SEDAR+ [www.sedarplus.ca].

Consolidated financial statements

Ag Growth International Inc.

December 31, 2025

Independent auditor's report

To the Shareholders of
Ag Growth International Inc.

Opinion

We have audited the consolidated financial statements of **Ag Growth International Inc.** and its subsidiaries [the "Group"], which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements of income (loss), consolidated statements of comprehensive income (loss), consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ["IFRSs"] as issued by the International Accounting Standards Board.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period. These matters were addressed in the context of the audit of the consolidated financial statements as a whole, and in forming the auditor's opinion thereon, and we do not provide a separate opinion on these matters. For the matters below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



Key audit matter	How our audit addressed the key audit matter
<p data-bbox="250 407 500 434"><i>Impairment – Westeel</i></p> <p data-bbox="250 462 816 762">The Group has brand names that are classified as indefinite life intangible assets, of which the Group’s Westeel operations has the most significant with a carrying value of \$43.3 million at December 31, 2025. This indefinite life intangible asset does not generate largely independent cash flows and is therefore tested as part of the cash generating unit [“CGU”] to which it belongs. Westeel’s indefinite life intangible asset is tested for impairment annually and whenever there is an indication of impairment.</p> <p data-bbox="250 779 812 1079">A value in use model was used by management to calculate the recoverable amount of Westeel. This matter has been considered a key audit matter due to the significant judgement and subjectivity involved in evaluating management’s estimates and assumptions, specifically revenue growth rates, terminal growth rate, earnings before interest, taxes, depreciation, and amortization [“EBITDA”] margins, and the discount rate, in determining the recoverable amount of Westeel.</p> <p data-bbox="250 1096 776 1213">Refer to notes 2, 3, 13 and 14 in the consolidated financial statements for the Group’s disclosures related to its indefinite life intangible assets impairment testing.</p>	<p data-bbox="852 462 1321 548">To test the recoverable amount of Westeel’s indefinite life intangible assets the following procedures were performed, among others:</p> <ul data-bbox="899 564 1406 1425" style="list-style-type: none"><li data-bbox="899 564 1406 651">• We evaluated the appropriateness of the value in use model methodology and recalculated its mathematical accuracy.<li data-bbox="899 659 1406 777">• We performed a retrospective analysis and compared the 2025 actual results to the Board approved 2025 budget to assess management’s ability to forecast.<li data-bbox="899 785 1406 961">• We evaluated the reasonableness of Westeel’s revenue growth rates, terminal growth rate and EBITDA margins by comparing the significant assumptions to externally available industry and economic trends data and historical results.<li data-bbox="899 970 1406 1146">• We evaluated, with the assistance of our valuations specialists, the discount rate by comparing it against a discount rate range that was independently developed using publicly available market data for comparable entities.<li data-bbox="899 1155 1406 1331">• We performed sensitivity analysis on the revenue growth rates, terminal growth rate, EBITDA margins and discount rate to evaluate changes in the recoverable amount of Westeel that would result from changes in these assumptions.<li data-bbox="899 1339 1406 1425">• We assessed the adequacy of the disclosures included in the consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Percentage of completion revenue	
<p>During the year ended December 31, 2025, the Group recognized \$571 million in revenue from its operations, where revenue is recognized over time ["POC"].</p> <p>This matter has been identified as a key audit matter due to the significant judgment involved in estimating the efforts necessary to fulfill any outstanding performance obligations. This estimation is particularly relevant to revenue recognition under the POC accounting method, as the Group had not completed all contractual performance obligations as of December 31, 2025.</p> <p>Refer to notes 2, 3, 5, and 6 in the consolidated financial statements for the Group's disclosures related to its revenue recognition.</p>	<p>To test the measurement of revenue recognized based on POC accounting the following procedures were performed, among others:</p> <ul style="list-style-type: none">• We obtained an understanding of the process for recognizing revenue over time. We compared the process to the Group's revenue recognition policy and to IFRS 15 <i>Revenue from Contracts with Customers</i>, including analyzing a sample of contracts.• We obtained an understanding of management's process for determining whether multiple performance obligations are present within customers with contracts, including analyzing a sample of contracts.• We obtained an understanding of how costs incurred are recorded in measuring POC and allocated to the appropriate project and tested a sample of costs incurred to underlying support.• Assessed management's ability to estimate costs by testing a sample of costs incurred from the invoices back to the estimated cost to assess the reasonability of the estimate and evaluated the need for revisions to estimated costs at year-end for open contracts.• We tested that the percentage of completion is calculated using costs incurred divided by total estimated costs, comparing this with project schedules and/or verifying physical progress during inventory observation.• We obtained an understanding for management's process for identifying contracts as completed.• For a sample of projects, we obtained evidence for remaining costs to completion and reconciled estimated actual costs to inventory costs or committed purchase orders, including a look-back analysis on initial budgeting accuracy for completed contracts.• For open turnkey projects, we were assisted by internal specialists to analyze measurement criteria and performed a site visit for an open turnkey project.• We assessed the adequacy of the disclosures included in the consolidated financial statements.

Other information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis
- The information other than the consolidated financial statements and our auditor's report thereon, in the Annual Report

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

The Annual Report is expected to be made available to us after the date of the auditor's report. If based on the work we will perform on this other information, we conclude there is a material misstatement of other information, we are required to report that fact to those charged with governance.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the work performed for the purposes of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Blake Langill.

Winnipeg, Canada
March 24, 2026

Ernst & Young LLP

Chartered Professional Accountants



Ag Growth International Inc.

Consolidated statements of financial position

[in thousands of Canadian dollars]

As at December 31

	2025	2024
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	45,659	79,893
Restricted cash	5,352	6,247
Accounts receivable [note 7]	301,720	283,951
Inventory [note 8]	194,129	187,509
Prepaid expenses and other assets [note 24]	80,568	89,854
Current portion of notes receivable [note 9]	1,015	6,148
Current portion of derivative instruments [note 28[a]]	6	—
Income taxes recoverable	4,636	11,301
	633,085	664,903
Non-current assets		
Property, plant and equipment, net [note 10]	328,893	338,927
Right-of-use assets, net [note 11]	35,563	38,701
Goodwill [notes 12 and 14]	338,081	348,924
Intangible assets, net [notes 13 and 14]	170,184	193,647
Non-current accounts receivable [note 7]	183,129	63,832
Investment in associate [note 6]	6,215	6,998
Investment in joint venture [note 6]	5,603	—
Notes receivable [note 9]	3,095	100
Derivative instruments [note 28[a]]	—	6,550
Other assets	4,692	—
Deferred income tax asset [note 25]	67	2,530
	1,075,522	1,000,209
Assets held for sale	5,142	1,518
Total assets	1,713,749	1,666,630
Liabilities and equity		
Current liabilities		
Accounts payable and accrued liabilities [note 15]	264,449	264,337
Customer deposits	84,461	108,516
Dividends payable	2,821	2,833
Income taxes payable	15,714	10,718
Financial liability [note 6]	7,542	1,206
Current portion of derivative instruments [note 28[a]]	6,975	485
Current portion of EIAP liability [note 22[a]]	223	240
Current portion of due to vendor	4,045	4,689
Current portion of lease liability [note 17]	10,801	12,218
Current portion of long-term debt [note 18]	235	281
Current portion of senior unsecured subordinated debentures [note 20]	84,459	—
Provisions [note 16]	14,786	26,989
	496,511	432,512
Non-current liabilities		
Other financial liabilities	1,360	1,061
Derivative instruments [note 28[a]]	—	919
EIAP liability [note 22[a]]	241	468
Due to vendor	—	29
Lease liability [note 17]	34,786	36,061
Other non-current liabilities	92	—
Long-term debt [note 18]	579,074	565,612
Convertible unsecured subordinated debentures [note 19]	204,493	197,019
Senior unsecured subordinated debentures [note 20]	93,627	83,965
Deferred income tax liability [note 25]	47,821	50,546
	961,494	935,680
Total liabilities	1,458,005	1,368,192
Equity [note 21]		
Common shares	17,678	12,985
Accumulated other comprehensive income	28,844	33,436
Equity component of convertible debentures	22,868	22,868
Contributed surplus	500,015	502,182
Deficit	(322,510)	(273,033)
Total equity attributable to shareholders of the Company	246,895	298,438
Non-controlling interest [note 6]	8,849	—
Total equity	255,744	298,438
Total liabilities and equity	1,713,749	1,666,630

See accompanying notes

On behalf of the Board of Directors:

(signed) Dan Halyk
Director

(signed) Rohit Bhardwaj, CGA
Director

Ag Growth International Inc.

Consolidated statements of loss

[in thousands of Canadian dollars, except per share amounts]

Years ended December 31

	2025	2024
	\$	\$
Revenue [note 5]	1,420,510	1,404,707
Cost of goods sold [note 23[a]]	1,039,954	956,716
Gross profit	380,556	447,991
Expenses		
Selling, general and administrative [note 23[b]]	309,204	351,463
Other operating expense (income) [note 23[c]]	6,405	(13,617)
Impairment charge	23	2,944
Finance costs [note 23[d]]	70,903	70,242
Finance expense (income) [note 23[e]]	(10,031)	42,394
Share of associate's net loss (income) [note 6]	5,901	(109)
	382,405	453,317
Loss before income taxes	(1,849)	(5,326)
Income tax expense [note 25]		
Current	18,611	14,647
Deferred	3,505	109
	22,116	14,756
Loss for the year	(23,965)	(20,082)
Attributable to:		
Shareholders of the Company	(26,387)	(20,082)
Non-controlling interest [note 6]	2,422	—
Loss for the year	(23,965)	(20,082)
Loss per share attributable to shareholders of the Company [note 26]		
Basic	(1.41)	(1.05)
Diluted	(1.41)	(1.05)

See accompanying notes

Ag Growth International Inc.

Consolidated statements of comprehensive income (loss)

[in thousands of Canadian dollars]

Years ended December 31

	2025	2024
	\$	\$
Loss for the year	<u>(23,965)</u>	<u>(20,082)</u>
Other comprehensive income (loss)		
Items that may be reclassified subsequently to profit or loss		
Change in fair value of derivatives designated as cash flow hedges loss <i>[note 28[a]]</i>	(196)	(206)
Realized loss (gain) on derivatives designated as cash flow hedges recognized in net earnings <i>[note 28[a]]</i>	669	(769)
Income tax effect on cash flow hedges	(126)	260
Exchange differences on translation of foreign operations	<u>(4,606)</u>	<u>21,383</u>
	<u>(4,259)</u>	<u>20,668</u>
Items that will not be reclassified to profit or loss		
Actuarial gain (loss) on defined benefit plans	(453)	735
Income tax effect on defined benefit plans	120	(196)
	<u>(333)</u>	<u>539</u>
Other comprehensive income (loss) for the year	<u>(4,592)</u>	<u>21,207</u>
Comprehensive income (loss) for the year	<u>(28,557)</u>	<u>1,125</u>
Attributable to:		
Equity holders of the Company	(30,844)	1,125
Non-controlling interest <i>[note 6]</i>	2,287	—
Comprehensive income (loss) for the year	<u>(28,557)</u>	<u>1,125</u>

See accompanying notes

Ag Growth International Inc.

Consolidated statements of changes in equity

[in thousands of Canadian dollars]

Year ended December 31, 2025

	Common shares \$	Equity component of convertible debentures \$	Contributed surplus \$	Deficit \$	Foreign currency translation reserve \$	Cash flow hedge reserve \$	Defined benefit plan reserve \$	Equity investment \$	Total equity attributable to shareholders of the Company \$	Non-controlling interest \$	Total equity \$
As at January 1, 2025	12,985	22,868	502,182	(273,033)	31,735	(674)	3,275	(900)	298,438	—	298,438
Profit (loss) for the year	—	—	—	(26,387)	—	—	—	—	(26,387)	2,422	(23,965)
Other comprehensive income (loss)	—	—	—	—	(4,606)	347	(333)	—	(4,592)	—	(4,592)
Share-based payment transactions [notes 21[a] and [b]]	4,843	—	(2,167)	—	—	—	—	—	2,676	—	2,676
Dividends paid and payable to shareholders [note 21[d]]	—	—	—	(11,274)	—	—	—	—	(11,274)	—	(11,274)
Dividends on share-based compensation awards [note 21[d]]	—	—	—	(331)	—	—	—	—	(331)	—	(331)
Transactions with non-controlling interest [note 6]	—	—	—	(2,400)	—	—	—	—	(2,400)	6,427	4,027
Share repurchase under normal course issuer bid [note 21[a]]	(150)	—	—	(9,085)	—	—	—	—	(9,235)	—	(9,235)
As at December 31, 2025	17,678	22,868	500,015	(322,510)	27,129	(327)	2,942	(900)	246,895	8,849	255,744

See accompanying notes

Ag Growth International Inc.

Consolidated statements of changes in equity

[in thousands of Canadian dollars]

Year ended December 31, 2024

	Common shares \$	Equity component of convertible debentures \$	Contributed surplus \$	Deficit \$	Foreign currency translation reserve \$	Cash flow hedge reserve \$	Defined benefit plan reserve \$	Equity investment \$	Total equity attributable to shareholders of the Company \$
As at January 1, 2024	10,303	22,868	499,217	(226,633)	10,352	41	2,736	(900)	317,984
Loss for the year	—	—	—	(20,082)	—	—	—	—	(20,082)
Other comprehensive income (loss)	—	—	—	—	21,383	(715)	539	—	21,207
Share-based payment transactions [notes 21[a] and [b]]	2,816	—	2,965	—	—	—	—	—	5,781
Dividends paid and payable to shareholders [note 21[d]]	—	—	—	(11,414)	—	—	—	—	(11,414)
Dividends on share-based compensation awards [note 21[d]]	—	—	—	(414)	—	—	—	—	(414)
Excess from recognition of call option over minority shareholders	—	—	—	(3,640)	—	—	—	—	(3,640)
Share repurchase under normal course issuer bid	(134)	—	—	(10,850)	—	—	—	—	(10,984)
As at December 31, 2024	12,985	22,868	502,182	(273,033)	31,735	(674)	3,275	(900)	298,438

See accompanying notes

Ag Growth International Inc.

Consolidated statements of cash flows

[in thousands of Canadian dollars]

Years ended December 31

	2025	2024
	\$	\$
Operating activities		
Loss before income taxes	(1,849)	(5,326)
Add (deduct) items not affecting cash		
Depreciation of property, plant and equipment	27,597	28,682
Depreciation of right-of-use assets	12,220	9,468
Amortization of intangible assets	30,300	30,555
Loss (gain) on sale of property, plant and equipment	(886)	527
Loss (gain) on sale of assets held for sale	8	(314)
Loss (gain) on settlement of lease liability	28	(190)
Loss on disposal of operation	4,865	307
Bad debt expense	5,673	—
Impairment charge	23	2,944
Share of associate's net loss (income) [note 6]	5,901	(109)
Non-cash component of interest expense	10,352	10,154
Non-cash movement in derivative instruments	12,589	(3,812)
Non-cash investment tax credits	(435)	(104)
Share-based compensation expense	7,418	13,758
Defined benefit plan expense	331	275
Other	20,559	12,474
Translation loss (gain) on foreign exchange	(7,061)	22,277
	<u>127,633</u>	<u>121,566</u>
Net change in working capital balances related to operations [note 27[a]]	(69,406)	14,493
Change in:		
Notes receivable	6,153	—
Non-current accounts receivable	(130,146)	(12,069)
Other financial liabilities	403	141
Transfer from (to) restricted cash	324	(3,412)
Proceeds from settlement of financial instruments	—	7,008
Settlement of EIAP obligation	(6,122)	(7,685)
Distribution from joint venture [note 6]	6,947	—
Post-combination payments	(1,699)	(1,699)
Income taxes paid	(13,721)	(7,520)
Cash provided by (used in) operating activities	<u>(79,634)</u>	<u>110,823</u>
Investing activities		
Investment in associate [note 6]	(4,071)	(7,092)
Acquisition of property, plant and equipment	(20,918)	(23,045)
Proceeds from sale of property, plant and equipment	2,165	1,312
Proceeds from sale of assets held for sale	704	857
Proceeds from sale of operations	2,163	—
Development and acquisition of intangible assets	(10,858)	(8,626)
Sublease income, net of costs	313	55
Cash used in investing activities	<u>(30,502)</u>	<u>(36,539)</u>
Financing activities		
Increase in senior credit facilities, net of costs	25,727	124,992
Repayment of senior unsecured subordinated debentures, net of costs	—	(172,500)
Repayment of financial liability [note 6]	(14,747)	(3,374)
Investment contribution [note 6]	4,026	—
Repayment of obligation under lease liability	(12,458)	(9,135)
Issuance of senior unsecured subordinated debentures, net of costs [note 20]	93,664	—
Share repurchase under normal course issuer bid [note 21[a]]	(9,026)	(10,984)
Dividends paid [note 21[d]]	(11,284)	(11,432)
Cash provided by (used in) financing activities	<u>75,902</u>	<u>(82,433)</u>
Net decrease in cash during the year	<u>(34,234)</u>	<u>(8,149)</u>
Cash and cash equivalents, beginning of year	79,893	88,042
Cash and cash equivalents, end of year	<u>45,659</u>	<u>79,893</u>
Supplemental cash flow information		
Interest paid	<u>59,784</u>	<u>58,662</u>

See accompanying notes

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

1. Organization

The consolidated financial statements of Ag Growth International Inc. ["AGI" or the "Company"] for the year ended December 31, 2025 were authorized for issuance in accordance with a resolution of the Board of Directors on March 24, 2026. AGI and its subsidiaries are providers of equipment solutions for bulk agriculture commodities, including seed, fertilizer, grain, rice, feed and food processing systems. AGI has manufacturing facilities in Canada, the United States, Brazil, Italy, France and India, and distributes its product globally. AGI is a listed company incorporated and domiciled in Canada, whose shares are publicly traded on the Toronto Stock Exchange. The registered office is located at 198 Commerce Drive, Winnipeg, Manitoba, Canada.

2. Summary of material accounting policies

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ["IFRS"] as issued by the International Accounting Standards Board ["IASB"].

Basis of preparation

The consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Company. All values are rounded to the nearest thousand. They are prepared on the historical cost basis, except for derivative financial instruments and assets held for sale, which are measured at fair value.

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

Principles of consolidation

The consolidated financial statements include the accounts of Ag Growth International Inc. and its subsidiaries, Ag Growth Holdings Corp.; AGI Alpha Holdings Corp.; AGI Bravo Holdings Corp.; AGI Charlie Holdings Corp.; AGI Agricultural Equipment Pty Limited; AGI Netherlands B.V.; AGI Agricultural Equipment (Nigeria) Limited; Ag Growth International Australia Pty Ltd.; Westfield Distributing (North Dakota) Inc.; Hansen Manufacturing Corp.; Airlanco Inc.; Euro-Tramco B.V.; AGI EMEA S.R.L.; AGI Brasil Industria e Comercio S.A.; Yargus Manufacturing, Inc.; Global Industries Inc.; Sabe S.A.S.; Milltec Machinery Private Limited; AGI SureTrack LLC; and Ag Growth International (Thailand) Ltd. as at December 31, 2025.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the fair value of the consideration transferred, which is measured at acquisition date fair value, and any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs for business combinations are expensed and included in selling, general and administrative expenses. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair values at the date of acquisition.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any previous interest held over AGI's share in the net identifiable assets acquired, liabilities assumed and contingent liabilities. Any negative difference is recognized directly in the consolidated statements of loss. If the fair values of the assets, liabilities and contingent liabilities can only be calculated on a provisional basis, the business combination is recognized using provisional values. Any adjustments resulting from the completion of the measurement process are recognized within 12 months of the date of acquisition ["measurement period"].

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of AGI's cash-generating units ["CGUs"] or groups of CGUs that are expected to benefit from the synergies of the combination, irrespective of whether other assets and liabilities of the acquiree are assigned to those CGUs. Where goodwill forms part of a CGU or group of CGUs and part of the operating unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of operation. If the Company reorganizes its reporting structure in a way that changes the composition of one or more CGUs or groups of CGUs to which goodwill has been allocated, the goodwill is reallocated to the units affected. Goodwill disposed of or reallocated in these cases is measured based on the relative values of the operation disposed of and the portion of the CGU retained, or the relative fair value of the part of a CGU allocated to a new CGU compared to the part remaining in the old organizational structure.

In a business combination achieved in stages, previously held equity interest in the acquiree is remeasured at its acquisition-date fair value and the resulting gain or loss, if any, is recognized in profit or loss or other comprehensive income ["OCI"], as appropriate. Any previously recognized changes in the value of the equity interest recorded in OCI are recognized in the consolidated statements of loss on the same basis as would be required had the Company disposed directly of the previously held equity interest.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Foreign currency translation

Each of AGI's subsidiaries determines its own functional currency. Transactions in foreign currencies [i.e., a currency other than the functional currency] are initially recorded at the functional currency rates prevailing at the date of the transaction.

Monetary items are translated at the functional currency spot rate as of the reporting date. Exchange differences from monetary items are recognized in the consolidated statements of loss. Non-monetary items that are not carried at fair value are translated using the exchange rates as at the dates of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

The Company's foreign operations are translated into Canadian dollars at the rate of exchange prevailing at the reporting date, and their statements of income (loss) are translated at the monthly rates of exchange. The exchange differences arising on the translation are recognized in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to the consolidated statements of loss when the gain or loss on disposal is recognized.

Cash and cash equivalents

All highly liquid temporary cash investments with a remaining maturity of three months or less when purchased are considered to be cash equivalents. For the purpose of the consolidated statements of cash flows, cash and cash equivalents are net of outstanding bank overdrafts.

Restricted cash

Restricted cash is the Company's cash that is not available for general use and is accounted for as a separate line item on the consolidated statements of financial position.

Inventory

Inventory comprises raw materials, work in progress and finished goods. Inventory is valued at the lower of cost and net realizable value, at average cost. For finished goods, costs include all direct costs incurred in production, including direct labour and materials, freight, directly attributable manufacturing overhead costs based on normal operating capacity and property, plant and equipment depreciation.

Inventory is written down to net realizable value when the cost of inventory is estimated to be unrecoverable due to obsolescence, damage or declining selling prices. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. When the circumstances that previously caused inventory to be written down below cost

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

no longer exist, or when there is clear evidence of an increase in selling prices, the amount of the write-down previously recorded is reversed.

Property, plant and equipment

Property, plant and equipment are stated at cost, net of any accumulated depreciation and any impairment losses determined. Cost includes the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary and, where relevant, the present value of all dismantling and removal costs. Where major components of property, plant and equipment have different useful lives, the components are recognized and depreciated separately. AGI recognizes in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when the cost is incurred, and if it is probable that the future economic benefits embodied with the item can be reliably measured. All other repair and maintenance costs are recognized in the consolidated statements of loss as an expense when incurred.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Buildings	5–60 years
Manufacturing equipment	1–20 years
Computer hardware	3–5 years
Leasehold improvements	Over the lease period
Furniture and fixtures	3–15 years
Vehicles	2–16 years
Grounds	1–25 years

An item of property, plant and equipment, and any material part initially recognized, is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the consolidated statements of loss when the asset is derecognized.

The assets' useful lives and methods of depreciation are reviewed at each financial year-end and adjusted prospectively, if appropriate. No depreciation is taken on construction in progress until the asset is placed in use. Amounts representing direct costs incurred for major overhauls are capitalized and depreciated over the estimated useful lives of the different components replaced.

Assets held for sale

Non-current assets are classified as assets held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. To qualify as assets held for sale, the sale must be highly probable, assets must be available for immediate sale in their present condition and

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

management must be committed to a plan to sell assets that should be expected to close within one year from the date of classification. Assets classified as held for sale are measured at the lower of the carrying amount or fair value less cost to sell and are not depreciated. The fair value measurement of assets held for sale is categorized within Level 2 of fair value hierarchy.

Investment in associates and joint ventures

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Investments in associates and joint ventures are accounted for using the equity method. Under the equity method, the investment is initially recognized at cost and subsequently adjusted to recognize the Company's share of the profit or loss and OCI of the investee after the date of acquisition. The carrying amount of the investment is adjusted for distributions received from the investee.

Leases

At inception of a contract, AGI assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset, which may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

At inception or on reassessment of a contract that contains a lease component, the consideration in the contract is allocated to each lease component on the basis of their relative stand-alone prices. For leases of land and buildings, the lease and non-lease components are accounted for as a single lease component as permitted within IFRS 16, *Leases* ["IFRS 16"].

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. It is remeasured when there is a change in future lease payments arising from a change in rates, the amount expected to be payable under a residual value guarantee, or the Company's assessment of whether it will exercise a purchase, extension or termination option. Upon remeasurement of a lease liability, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded the consolidated statements of loss if the carrying amount of the right-of-use asset has been reduced to zero.

For material short-term leases [12 months or less] and leases of low-value assets, the Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time, which AGI considers to be 12 months or more, to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite useful lives are amortized over the useful economic life and assessed for impairment

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

whenever there is an indication that the intangible asset may be impaired. The amortization method and amortization period of an intangible asset with a finite useful life are reviewed at least annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives, which include brand names, are not amortized, but are tested for impairment annually, either individually or at the CGU level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Internally generated intangible assets are capitalized when the product or process is technically and commercially feasible and AGI has sufficient resources to complete development. The cost of an internally generated intangible asset comprises all directly attributable costs necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. Amortization of the internally generated intangible assets begins when the development is complete, and the asset is available for use and it is amortized over the period of expected future benefit. Amortization is recorded in the consolidated statements of loss in the expense category consistent with its function.

For cloud computing costs, if the costs do not give rise to an intangible asset that is separate from the software, or if the received services are distinct from the software, the costs are expensed as incurred. Configuration, customization, and other related costs in cloud computing arrangements that fail to meet the asset recognition criteria are recognized as an expense in the period they are incurred.

Finite-life intangible assets are amortized on a straight-line basis over the estimated useful lives of the related assets as follows:

Patents	1–20 years
Distribution networks and customer relationships	8–25 years
Development projects	2–15 years
Software	1–10 years
Brand names [finite lives]	3–5 years

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of loss when the asset is derecognized.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Impairment of non-financial assets

AGI assesses at each reporting date whether there is an indication that an asset may be impaired. If such an indication exists, or when annual testing for an asset is required, AGI estimates the asset's recoverable amount. The recoverable amount of goodwill as well as indefinite-lived intangible assets is estimated at least annually on October 1 and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU group to which the goodwill relates. Where the recoverable amount of the CGU group is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods. Intangible assets with indefinite useful lives are tested either individually or at the CGU group level, as appropriate, and when circumstances indicate that the carrying value may be impaired. The recoverable amount is the higher of an asset's or CGU group's fair value less costs to sell and its value in use.

Value in use is determined by discounting estimated future cash flows using a pre-tax discount rate that reflects the current market assessment of the time value of money and the specific risks of the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. The recoverable amount of assets that do not generate independent cash flows is determined based on the CGU group to which the asset belongs.

AGI bases its impairment calculation on detailed budgets and forecast calculations that are prepared separately for each of AGI's CGU groups to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For periods after five years, a terminal value approach is used.

An impairment loss is recognized in the consolidated statements of loss if an asset's carrying amount or that of the CGUs to which it is allocated is higher than its recoverable amount. Impairment losses of a CGU group are first charged against the carrying value of the goodwill balance included in the CGU group and then against the value of the other assets, in proportion to their carrying amount. In the consolidated statements of loss, the impairment losses are recognized in those expense categories consistent with the function of the impaired asset.

For assets other than goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, AGI estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

that would have been determined, net of depreciation, had no impairment loss been recognized for the asset or CGU in prior years. Such a reversal is recognized in the consolidated statements of loss.

Financial instruments

Financial assets

AGI classifies its financial assets as [i] amortized cost, [ii] financial assets at fair value through profit or loss ["FVTPL"] or [iii] fair value through other comprehensive income ["FVTOCI"]. Appropriate classification of financial assets is based on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Certain derivatives are designated as hedging instruments and hedge accounting is applied, as appropriate.

All financial instruments are recognized initially at fair value plus, in the case of instruments not at FVTPL, directly attributable transaction costs. Financial instruments are recognized on the trade date, which is the date on which AGI commits to purchase or sell the asset.

Amortized cost

Financial assets are measured at amortized cost if [i] the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and [ii] the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Assets in this category include cash and cash equivalents, restricted cash, accounts receivable and notes receivable and are measured at amortized cost using the effective interest method less any impairment. The effective interest amortization is included in finance costs in the consolidated statements of loss. The losses arising from impairment are recognized in the consolidated statements of loss in finance costs.

Fair value through other comprehensive income [debt securities]

Debt securities are measured at FVTOCI if [i] the financial asset is held within a business model whose object is achieved by both collecting contractual cash flows and selling financial assets and [ii] the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company does not hold any debt securities measured at FVTOCI.

Fair value through other comprehensive income [equity investments]

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at FVTOCI when they meet the definition of equity under IAS 32, *Financial Instruments: Presentation* ["IAS 32"] and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other operating expenses/income in the consolidated statements of loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case such gains are recorded in OCI. Equity instruments designated at FVTOCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets are measured at FVTPL unless they are measured at amortized cost or at FVTOCI. Assets in this category include financial assets designated upon initial recognition at FVTPL and derivative instruments entered into that are not designated as hedging instruments in hedge relationships as defined by IFRS 9, *Financial Instruments* ["IFRS 9"]. Financial assets at FVTPL are carried in the consolidated statements of financial position at fair value, with changes in the fair value recognized in finance income or finance costs in the consolidated statements of loss.

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host, with the effect that some of the cash of the combined instrument varies in a way similar to a stand-alone derivative. Derivatives embedded in a financial asset within the scope of IFRS 9 are assessed in their entirety, and the asset as a whole is measured at FVTPL. Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if the host asset is not within the scope of IFRS 9 [e.g., lease contracts]. These embedded derivatives are measured at fair value with changes in fair value recognized in the consolidated statements of loss. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

Impairment

The Company recognizes an allowance for expected credit losses ["ECLs"] for debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate.

Under the general approach, ECLs are recognized in two stages: [i] for credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months; [ii] for those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default [a lifetime ECL].

For accounts receivable, AGI applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Financial liabilities are measured at amortized cost, using the effective interest rate method, except for financial liabilities designated at initial recognition at FVTPL and those required to be FVTPL. Liabilities measured at amortized cost include accounts payable and accrued liabilities, dividends payable, due to vendor, long-term debt, convertible unsecured subordinated debentures, and senior unsecured subordinated debentures. Long-term debt, convertible unsecured subordinated debentures, and senior unsecured subordinated debentures are initially measured at fair value, which is the consideration received, net of transaction costs incurred, and net of the equity component, if any. Transaction costs related to those instruments are netted against in the carrying value of the instruments and amortized using the effective interest rate method. The effective interest expense is included in finance costs in the consolidated statements of loss. Financial liabilities measured at FVTPL include contingent consideration resulting from business combinations and derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IFRS 9.

AGI has not designated any financial liabilities upon initial recognition as FVTPL.

Derecognition

A financial asset is derecognized when the contractual rights to receive cash flows from the asset have expired or when AGI has transferred its rights to receive cash flows from the asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statements of loss.

Derivative financial instruments and hedge accounting

AGI uses derivative financial instruments such as forward currency contracts, interest rate swaps and equity swaps to hedge its foreign exchange risk, interest rate risk and market risk. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

AGI analyzes all its contracts, of both a financial and non-financial nature, to identify the existence of any “embedded” derivatives. Any gains or losses arising from changes in the fair value of derivatives are recorded directly in the consolidated statements of loss, except for the effective portion of cash flow hedges, which is recognized in OCI.

For the purpose of hedge accounting, hedges are classified as cash flow hedges when hedging exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign exchange risk in an unrecognized firm commitment.

The Company applies IFRS 9 for hedge accounting, whereby at the inception of a hedge relationship, AGI formally designates and documents the hedge relationship to which AGI wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Company will assess whether the hedging relationship meets the hedge effectiveness requirements [including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined].

A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is “an economic relationship” between the hedged item and the hedging instrument.
- The effect of credit risk does not “dominate the value changes” that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Company actually hedges and the quantity of the hedging instrument that Company actually uses to hedge that quantity of hedged item.

Hedges that meet the strict criteria for hedge accounting are accounted for as follows:

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognized directly as OCI in the cash flow hedge reserve, while any ineffective portion is recognized immediately in the consolidated statements of loss in other operating income or expenses. Amounts recognized as OCI are transferred to the consolidated statements of loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognized or when a forecast sale occurs.

If the forecast transaction or firm commitment is no longer expected to occur, the cumulative gain or loss previously recognized in equity is transferred to the consolidated statements of loss. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

as a hedge is revoked, any cumulative gain or loss previously recognized in OCI remains in OCI until the forecast transaction or firm commitment affects profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Fair value of financial instruments

Fair value is the estimated amount that AGI would pay or receive to dispose of these contracts in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act. The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices, without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques that are recognized by market participants. Such techniques may include using recent arm's length market transactions, reference to the current fair value of another instrument that is substantially the same, discounted cash flow analysis or other valuation models.

Provisions

Provisions are recognized when AGI has a present obligation, legal or constructive, as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where AGI expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statements of loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Warranty provisions

Provisions for warranty-related costs relate to assurance-type warranties and are recognized when the product is sold or service provided. Initial recognition is based on historical experience. Additional provisions for unexpected warranty events are recorded when probable and can be estimated. The initial estimate of warranty-related costs is revised at each reporting period.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Profit (loss) per share

The computation of profit (loss) per share is based on the weighted average number of shares outstanding during the period. Diluted profit (loss) per share is computed in a similar way to basic profit (loss) per share except that the weighted average shares outstanding are increased to include additional shares assuming the exercise of share options, share appreciation rights and convertible debt options, if dilutive.

Revenue recognition

Revenue from the sale of goods is primarily recognized at a point in time when the Company satisfies a performance obligation and control of the goods is transferred from seller to buyer. A performance obligation is a good or a series of goods that are distinct. A contract with various distinct goods is considered to have multiple performance obligations for which revenue is recognized as each performance obligation is satisfied. If a promised good is not distinct, the good is combined with other promised goods until a bundle of goods is distinct, resulting in accounting for all the goods promised in a contract as a single performance obligation. In determining satisfaction of the performance obligation and point of revenue recognition, the Company considers the terms of the underlying contracts including, but not limited to, shipping terms, transfer of title and risk of loss, and acceptance/performance testing. All costs incurred or to be incurred in connection with the sale, including assurance-type warranty costs and sales incentives, are charged to cost of goods sold or recorded as a deduction from revenue at the time revenue is recognized.

Revenue from contracts with customers is recognized at an amount that reflects the consideration to which the Company is entitled to in exchange for those goods. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated.

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

As a practical expedient, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

AGI applies bill and hold sales accounting in specific situations provided all the following conditions are met as of the reporting date: [i] there is a substantive reason for the arrangement; [ii] the goods are separately

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

identified as belonging to the customer; [iii] AGI is no longer able to use the goods or direct the goods to another customer; and [iv] the goods are currently ready for physical transfer to the customer.

For contracts where it has been determined that performance obligations are satisfied over time, revenue on these projects is recognized progressively based on the percentage-of-completion ["POC"] method by reference to costs incurred as a percentage of the total estimated costs. Payment terms are usually based on set milestones as outlined in the contract. Typically, amounts are received in advance of work performed and are recorded as customer deposits.

Contract assets are recognized when a conditional right to consideration in exchange for goods or services has been transferred to a customer. These assets are recorded in accounts receivable when the right to receive the consideration becomes unconditional. Any foreseeable losses on such projects are recognized immediately in profit or loss as identified.

Contract liabilities include customer deposits, which represent cash received from the customer before satisfaction of the performance obligation. Contract liabilities are subsequently recognized in revenue when AGI satisfies the performance obligation, which typically occurs within 12 months or less of contract signing. AGI has elected to use the practical expedient to not disclose the Company's remaining performance obligations as those obligations are part of contracts that have an original expected duration of less than one year.

The Company has also elected to apply the practical expedient of expensing the incremental costs of obtaining a contract when incurred as the amortization period of the asset that would be recognized is one year or less.

Income taxes

AGI and its subsidiaries are generally taxable under the statutes of their country of incorporation.

Current income tax assets and liabilities for the current and prior period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where AGI operates and generates taxable income. Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statements of loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

AGI follows the liability method of accounting for deferred taxes. Under this method, income tax liabilities and assets are recognized for the estimated tax consequences attributable to the temporary differences

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

between the carrying value of the assets and liabilities on the consolidated statements of financial position and their respective tax bases.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor the taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled, and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences and carryforward of unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carryforward of unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amounts of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates [and tax laws] that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognized in correlation to the underlying transaction either in the consolidated statements of loss, OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to offset current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognized subsequently if information about facts and circumstances changed. The adjustment would either be treated as a reduction to goodwill if it occurred during the measurement period or in profit or loss, when it occurs subsequent to the measurement period.

Income tax provisions, including current and deferred income tax assets and liabilities, and income tax filing positions require estimates and interpretations of federal and provincial income tax rules and regulations, and judgments as to their interpretation and application to AGI's specific situation. The amount and timing of reversals of temporary differences will also depend on AGI's future operating results, acquisitions and dispositions of assets and liabilities. The business and operations of AGI are complex, and AGI has executed a number of significant financings, acquisitions, reorganizations and business combinations over the course of its history. The computation of income taxes payable as a result of these transactions involves many complex factors, as well as AGI's interpretation of and compliance with relevant tax legislation and regulations. While AGI believes that its tax filing positions are probable to be sustained, there are a number of tax filing positions that may be the subject of review by taxation authorities. Therefore, it is possible that additional taxes could be payable by AGI, that the ultimate value of AGI's income tax assets and liabilities could change in the future, and that changes to these amounts could have a material effect on these consolidated financial statements.

There are no income tax consequences to the Company attached to the payment of dividends in either 2025 or 2024 by the Company to its shareholders.

Sales tax

Revenue, expenses and assets are recognized net of the amount of sales tax, except where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable and where receivables and payables are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated statements of financial position.

Organization for Economic Co-operation and Development's base erosion and profit shifting Pillar Two rules

The Company is within the scope of the Organization for Economic Co-operation and Development's base erosion and profit shifting Pillar Two rules. Pillar Two legislation was enacted in Canada, the jurisdiction in which the Company is incorporated, and came into effect from January 1, 2024 onward.

The Company applies the exception to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to IAS 12, *Income Taxes* issued in May 2023.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Under the legislation, the Company is liable to pay a top-up tax for the difference between its Global Anti-Base Erosion Model Rules effective tax rate per jurisdiction and the 15% minimum rate. The Company has determined that it will not be subject to Pillar Two taxes based on the transitional safe harbour rules.

Share-based compensation plans

Employees of AGI may receive remuneration in the form of share-based payment transactions, whereby employees render services and receive consideration in the form of equity instruments such as equity-settled transactions or share award incentive plan and directors' deferred compensation plan. In situations where equity instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, the unidentified goods or services received are measured as the difference between the fair value of the share-based payment transaction and the fair value of any identifiable goods or services received at the grant date and are capitalized or expensed as appropriate.

Equity-settled transactions

The cost of equity-settled transactions is determined using the grant date fair value and is recognized, together with a corresponding increase in other capital reserves, in equity, over the period in which the performance and/or service conditions are fulfilled.

The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting period reflects the extent to which the vesting period has expired and AGI's best estimate of the number of the shares that will ultimately vest. The expense or credit recognized for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in the consolidated statements of loss in the respective function line. When options and other share-based compensation awards are exercised or exchanged, the amounts previously credited to contributed surplus are reversed and credited to shareholders' equity. The amount of cash, if any, received from participants is also credited to shareholders' equity.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognized is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it vested on the date of cancellation and any expense not yet recognized for the award [being the total expense as calculated at the grant date] is recognized immediately. This includes any award where vesting conditions within the control of either the Company or the employee are not met. However, if a new award is substituted for the cancelled award,

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award.

Cash-settled transactions

A liability is recognized for the fair value of cash-settled transactions. The fair value is measured initially and at each reporting date up to and including the settlement date, with changes in fair value recognized in employee benefits expense. The fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The approach used to account for vesting conditions when measuring equity-settled transactions also applies to cash-settled transactions.

Employee benefits

Certain employees are covered by defined benefit pension plans, and certain former employees are also entitled to other post-employment benefits such as life insurance. The Company's defined benefit plan asset (obligation) is actuarially calculated by a qualified actuary at the end of each annual reporting period using the projected unit credit method and management's best estimates of the discount rate, the rate of compensation increase, retirement rates, termination rates and mortality rates. The discount rate used to value the defined benefit obligation for accounting purposes is based on the yield on a portfolio of high-quality corporate bonds denominated in the same currency with cash flows that match the terms of the defined benefit plan obligations. Past service costs (credits) arising from plan amendments are recognized in operating income in the year that they arise. The actuarially determined net interest costs on the net defined benefit plan obligation are recognized in interest cost for the defined benefit plan. Actual post-employment benefit costs incurred may differ materially from management estimates.

The fair values of plan assets are deducted from the defined benefit plan obligations to arrive at the net defined benefit plan asset (obligation). When the plan has a net defined benefit asset, the recognized asset is limited to the present value of economic benefits available in the form of future refunds from the plan or reductions in future contributions to the plan [the "asset ceiling"]. If it is anticipated that the Company will not be able to recover the value of the net defined benefit asset, after considering minimum funding requirements for future service, the net defined benefit asset is reduced to the amount of the asset ceiling. When the payment in the future of minimum funding requirements related to past service would result in a net defined benefit surplus or an increase in a surplus, the minimum funding requirements are recognized as a liability to the extent that the surplus would not be fully available as a refund or a reduction in future contributions.

Remeasurements including actuarial gains and losses and the impact of any minimum funding requirements are recognized through OCI.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Post-retirement benefit plans

AGI contributes to retirement savings plans subject to maximum limits per employee. AGI accounts for such defined contributions as an expense in the period in which the contributions are required to be made.

Research and development expenses

Research expenses, net of related tax credits, are charged to the consolidated statements of loss in the period they are incurred. Development costs are charged to operations in the period of the expenditure unless they satisfy the condition for recognition as an internally generated intangible asset.

Investment tax credits

Federal and provincial investment tax credits are accounted for as a reduction of the cost of the related assets or expenditures in the year in which the credits are earned and when there is reasonable assurance that the credits can be used to recover taxes.

3. Critical accounting judgments, estimates and assumptions

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and the disclosure of contingent liabilities. The estimates and related assumptions are based on previous experience and other factors considered reasonable under the circumstances, the results of which form the basis of making the assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

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. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below.

Further, in February and March 2025, the United States implemented broad-based tariffs on imports from Canada, Mexico and China. The United States also proposed implementing additional tariffs on imports from other countries and imports of specific products. The impact of the tariffs that have been implemented and proposed on the Company's financial condition, cash flows and operations is currently uncertain and cannot be fully quantified. Management will continue to monitor and assess the impact of the tariffs that

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

have been implemented and proposed on its judgments, estimates, and amounts recognized in the Company's consolidated financial statements.

Impairment of non-financial assets

AGI's impairment test is based on the higher of value-in-use calculations that use a discounted cash flow model or fair value less cost to sell. The cash flows are derived from the forecast for the next five years and do not include restructuring activities to which AGI has not yet committed or significant future investments that will enhance the asset's performance of the CGU being tested. These calculations require the use of estimates and forecasts of future cash flows. Qualitative factors, including market presence and trends, obsolescence factors, strength of customer relationships, strength of local management, strength of debt and capital markets, and degree of variability in cash flows, as well as other factors, are considered when making assumptions regarding future cash flows and the appropriate discount rate. Obsolescence factors include both economic and functional obsolescence including development costs, maintenance costs and amortization rate. The recoverable amount is most sensitive to the discount rate, as well as the forecasted adjusted gross margins and revenue growth rate used for extrapolation purposes. A change in any of the critical assumptions or estimates used to evaluate goodwill and other non-financial assets could result in a material change to the results of operations. The key assumptions used to determine the recoverable amount for the different CGUs are further explained in note 14.

CGUs are defined as the lowest grouping of integrated assets that generate identifiable cash inflows that are largely independent of the cash inflows of other assets or groups of assets. The classification of assets into CGUs requires significant judgment and interpretations with respect to the integration between assets, the nature of products, the way in which management allocates resources and other relevant factors.

Impairment of financial assets

Assessments about the recoverability of financial assets, including accounts receivable, require critical judgment in determining whether there is objective evidence that a loss event has occurred and estimates of the amount and timing of future cash flows. The Company estimates ECLs resulting from any inability to collect on its trade receivables. A portion of the Company's revenues are generated in overseas markets, including in emerging markets such as countries in Eastern Europe, South America, Africa, and Asia. Emerging markets are subject to various additional risks, including currency exchange rate fluctuations, economic conditions and foreign business practices. One or more of these factors could have a material effect on the future collectability of such receivables.

In assessing whether objective evidence of impairment exists at each reporting date, the Company uses a provision matrix to measure ECLs. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns [i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance]. The calculation reflects the

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 28[b]. The letters of credit and other forms of credit insurance are considered an integral part of trade receivables and considered in the calculation of impairment. The Company evaluates the concentration of risk with respect to trade receivables and contract assets as low, as its customers are located in several jurisdictions and operate in largely independent markets.

Future collections of accounts receivable that differ from the Company's current estimates would affect the results of the Company's operations in future periods as well as the Company's trade receivables and general and administrative expenses, and amounts may be material.

Development costs

Development costs are capitalized in accordance with the accounting policy described in note 2. Initial capitalization of costs is based on management's judgment that technical and economic feasibility is confirmed, usually when a project has reached a defined milestone according to an established project management model.

Useful lives of key property, plant and equipment and intangible assets

The depreciation and amortization methods and useful lives reflect the pattern in which management expects the asset's future economic benefits to be consumed by AGI. Refer to note 2 for the estimated useful lives.

Fair value of financial instruments

Where the fair value of financial assets and financial liabilities recorded in the consolidated statements of financial position cannot be derived from active markets, it is determined using valuation techniques including discounted cash flow models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Contingent considerations resulting from business combinations are valued at fair value at the acquisition date as part of the business combination and subsequently fair valued.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Share-based payments

AGI measures the cost of equity-settled share-based payment transactions with employees by reference to the fair value of equity instruments at the grant date, whereas the fair value of cash-settled share-based payments is remeasured at every reporting date. Estimating fair value for share-based payments requires determining the most appropriate valuation model for a grant of these instruments, which is dependent on the terms and conditions of the grant.

The payout multiplier is estimated throughout the year based on management's forecasts and judgments with respect to the achievement of performance targets. These values are locked in at the end of their respective performance periods based on actual results.

Income taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws and the amount and timing of future taxable income. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to taxable income and expenses already recorded. AGI establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Such differences of interpretation may arise on a wide variety of issues, depending on the conditions prevailing in the respective company's domicile. As AGI assesses the probability for litigation and subsequent cash outflow with respect to taxes as remote, no contingent liability has been recognized. Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Leases – Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in leases; therefore, it uses its incremental borrowing rate ["IBR"] to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company "would have to pay", which requires estimation when no observable rates are available [such as subsidiaries that do not enter into financing transactions] or when they need to be

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs, such as market interest rates, when available and is required to make certain entity-specific estimates [such as a subsidiary's stand-alone credit rating].

Revenue recognition

For contracts where it has been determined that the performance obligation is satisfied over time, the Company uses judgment on the estimated costs to complete the project. These costs are reviewed at each reporting period and may give rise to income volatility. The use of estimates involves risks, including volatility within the supply chain that can lead to inflation of the price of inputs, the extent of which is sometimes not determinable until after the project has been completed.

The Company also applies judgement in assessing the significant financing component and discount rate based on the timing of payments relative to the transfer of goods or services.

4. Standards issued but not yet effective

IFRS 18, Presentation and Disclosure in Financial Statements ["IFRS 18"]

In April 2024, IFRS 18 was issued. IFRS 18 replaces IAS 1, *Presentation of Financial Statements*. This new standard:

- Introduces new categories and subtotals in the statement of profit or loss where all income and expenses are categorized into one of five categories: operating, investing, financing, income taxes and discontinued operations.
- Requires disclosure of management-defined performance measures ["MPM"]. MPM is a subtotal of income and expenses that a company uses in public communications outside financial statements. IFRS 18 requires disclosure of information for all of the company's MPMs within a single note to the financial statements that includes a description of each MPM, how the measure is calculated and a reconciliation to the most comparable line item in the statement of profit or loss.
- Introduces a principle for presentation of information in the primary financial statements versus the financial statement notes including the aggregation and disaggregation of such information.

IFRS 18 is effective for annual periods beginning on or after January 1, 2027 and must be applied retrospectively. Early adoption is permitted. The Company is assessing the impact of adopting IFRS 18 and does not expect to early adopt.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

5. Reportable business segments

The Company has identified its reportable segments as Farm and Commercial, the same as its operating segments, each of which is supported by the corporate office. These segments are strategic business units that offer different products and services, and each is managed separately. The operating segments are being reported based on the financial information provided to the Chief Executive Officer, who has been identified as the Chief Operating Decision Maker ["CODM"] in monitoring segment performance and allocating resources between segments. Discrete financial information, which includes revenue, operating expenses, and assets, is only available at the segments level to the CODM for the purpose of reviewing performance and determining how resources should be allocated. Certain corporate overhead costs are included in the segments based on revenue. Taxes and certain other expenses are managed at a consolidated level and are not allocated to the reportable operating segments. The CODM assesses segment performance based on adjusted earnings before interest, taxes, depreciation, and amortization ["Adjusted EBITDA"], a non-IFRS measure, which is measured differently than profit (loss) from operations in the consolidated financial statements.

The Company's reportable segments can be described as follows:

- Farm: AGI's Farm segment focuses on the needs of on-farm customers through its farm permanent and farm portable solutions. Farm permanent products are designed to be installed in place and include storage bins, tanks, grain dryers, aeration products, bucket conveyors, chain elevators, and related material handling equipment. Farm portable products are designed to facilitate commodity transfer between transport vehicles and permanent storage sites and include augers, conveyors, grain vacs, post pounders, and seed treaters.
- Commercial: AGI's Commercial segment focuses on commercial customers such as port facility operators, food processors, elevators and ethanol producers. Its product offerings include: larger diameter grain storage bins and high-capacity grain handling equipment; high-capacity seed and fertilizer storage and handling systems; food and feed handling storage and processing equipment; aeration products; automated blending systems and control systems; and project management services and food engineering solutions.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The following tables set forth information by segment:

	2025	2024
	\$	\$
Farm	478,960	701,570
Commercial	941,550	703,137
Revenue	1,420,510	1,404,707

During the year ended December 31, 2025, revenue of \$571 million [2024 – \$365 million] was recognized over time, the majority of which was in the Commercial segment. The following table summarizes the Company's contract asset and liability balances as at December 31:

	2025	2024
	\$	\$
Contract assets	277,531	114,041
Contract liabilities	46,621	65,505

	2025			
	Farm	Commercial	Other ^[1]	Total
	\$	\$	\$	\$
Profit (loss) before income taxes	63,151	99,635	(164,635)	(1,849)
Finance costs	—	—	70,903	70,903
Depreciation and amortization	31,436	33,475	7,900	72,811
Share of associate's net loss <i>[note 6]</i>	—	5,901	—	5,901
Gain on foreign exchange <i>[note 23[e]]</i>	—	—	(9,874)	(9,874)
Share-based compensation <i>[note 22]</i>	—	—	7,418	7,418
Net loss on financial instruments <i>[note 28[a]]</i>	—	—	12,589	12,589
Transaction, transitional and other costs ^[2] <i>[note 23[b]]</i>	1,939	—	25,334	27,273
Enterprise Resource Planning ["ERP"] system transformation costs ^[3] <i>[note 23[b]]</i>	—	—	15,634	15,634
Net loss on disposal of operation <i>[note 9]</i>	—	4,865	—	4,865
Net loss (gain) on sale of long-lived assets ^[4]	(814)	(125)	89	(850)
Impairment charge <i>[note 10]</i>	23	—	—	23
Adjusted EBITDA^[5]	95,735	143,751	(34,642)	204,844

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

	2024			Total \$
	Farm \$	Commercial \$	Other ^[1] \$	
Profit (loss) before income taxes	133,995	87,263	(226,584)	(5,326)
Finance costs	—	—	70,242	70,242
Depreciation and amortization	29,442	33,809	7,547	70,798
Share of associate's net income <i>[note 6]</i>	—	(109)	—	(109)
Loss on foreign exchange <i>[note 23[e]]</i>	—	—	42,812	42,812
Share-based compensation <i>[note 22]</i>	—	—	13,758	13,758
Gain on financial instruments <i>[note 28[a]]</i>	—	—	(3,812)	(3,812)
Transaction, transitional and other costs ^[2] <i>[note 23[b]]</i>	9,188	—	46,960	56,148
ERP system transformation costs ^[3] <i>[note 23[b]]</i>	—	—	17,271	17,271
Net loss (gain) on sale of long-lived assets ^[4]	381	(355)	(3)	23
Net loss on disposal of operation	—	307	—	307
Accounts receivable reserve for Russia and Ukraine	—	(268)	—	(268)
Impairment charge <i>[notes 10 and 11]</i>	2,867	77	—	2,944
Adjusted EBITDA^[5]	175,873	120,724	(31,809)	264,788

[1] Included in Other is the corporate office, which is not a reportable segment under IFRS and which provides finance, treasury, legal, human resources and other administrative support to the segments.

[2] Includes legal and advisory fees, legal provision, transitional costs related to reorganizations, accretion and other movement in amounts due to vendors related to past acquisitions, and profit-sharing costs associated with certain existing large-scale comprehensive arrangements.

[3] Expenses incurred in connection with a global multi-year ERP transformation project.

[4] Includes loss (gain) on sale of property, plant and equipment, assets held for sale and settlement of lease liabilities.

[5] The CODM uses Adjusted EBITDA as a measure of financial performance for assessing the performance of each of the Company's segments. Adjusted EBITDA is defined as profit (loss) before income taxes before finance costs, depreciation and amortization, financial expenses, transaction, transitional and other costs, operational non-routine costs and other. Adjusted EBITDA as defined above is not a measure of results that is consistent with IFRS.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The Company operates within three geographical areas: Canada, the United States and International. The following table details revenues by geographical area, reconciled to the Company's consolidated financial statements:

	Revenue		Property, plant and equipment, right-of-use assets, goodwill, intangible assets, investment in associate	
	2025	2024	2025	2024
	\$	\$	\$	\$
Canada	204,195	348,934	415,216	438,031
United States	464,520	530,665	198,227	227,134
International	751,795	525,108	265,493	262,032
	1,420,510	1,404,707	878,936	927,197

The revenue information above is based on the location of the customer.

6. Brazil operations

Investments in large-scale comprehensive projects

In 2024 and 2025, AGI, through its Brazilian subsidiary, entered into five large-scale comprehensive agricultural projects (individually referred to as Projects A, B, C, D, E) with a civil construction company to partner in the development and sale of agricultural facilities in Brazil [collectively, the "Projects"]. Projects B, C, D, and E are controlled by AGI and consolidated under IFRS 10, Consolidated Financial Statements as at December 31, 2025 (as at December 31, 2024, Projects A, B, C, and D had been established and were consolidated). Of the five Projects, all but Project E included call option arrangements that provide AGI with the ability to acquire the construction company's minority interest, while Project E includes a non-controlling interest without a call option. As at December 31, 2025, Projects A, C, and D were completed.

Call options

Projects A, B, C, D included call option arrangements that permitted AGI to acquire the civil construction company's minority interest in the respective Project. Where call options are included, the civil construction company is considered the counterparty.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Project A included a call option which was entered into in late 2024. Under this arrangement, AGI exercised the call option in 2024 and paid the financial liability of the call option in 2024 and throughout 2025. The financial liability associated with this call option was fully settled as at December 31, 2025.

Call option arrangements for the other three Projects were entered into during the three-month period ended December 31, 2025. During the construction and profit-generation period, no minority ownership interests or call options existed for these three Projects. Upon completion of the required regulatory and administrative processes in Q4 2025, which occurred late in the three Projects' life-cycle, AGI simultaneously issued a nominal minority interest to the counterparty and executed the related call option arrangements.

Although the call option arrangements for Projects B, C, and D provide returns that are similar to those of equity interests, the counterparty did not bear shareholder risk during the period in which the underlying value was generated. These arrangements do not constitute transactions with owners in their capacity as owners under IAS 32. Accordingly, AGI determined that amounts attributable to the call option arrangements, including payments made in connection with the Projects prior to execution of the call option agreements, should be recognized as profit-share expense rather than distributions to owners recognized in equity. This conclusion reflects the fact that the counterparty became involved only after the Projects were largely completed and did not share in the risks associated with their development. As a result, transaction, transitional and other costs included \$21.4 million related to call options for these Projects, which was recorded in the consolidated statements of loss during Q4 2025.

During the year ended December 31, 2025, AGI paid \$14.7 million related to call option arrangements across the four Projects. As at December 31, 2025, the related financial liability was \$7.5 million [2024 – \$1.2 million], with a foreign exchange impact of \$0.3 million.

Non-controlling interest ["NCI"]

During the three-month period ended December 31, 2025, the civil construction company acquired a 22% economic interest in Project E for \$4.0 million. AGI's ownership interest decreased from 100% to 78% without a loss of control as a result of this 22% ownership acquisition. The resulting NCI's share of net assets of \$8.8 million and net income of \$2.4 million is presented on the consolidated financial statements as at and for the year ended December 31, 2025.

Joint venture

During the year, the Company established an investment fund with its civil construction company partner to monetize receivables arising from the Projects. AGI's interest in the investment fund is held indirectly through a joint venture with the civil construction company partner, which provides for joint control through equal voting rights. In the fourth quarter of 2025, the Company transferred its equity interest in Project A,

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

which commenced in 2024 and subsequently completed, to the joint venture in exchange for an equity interest in the joint venture. In turn, the joint venture transferred its equity interest in this Project to the investment fund in exchange for an equity interest in the fund.

During the three-month period ended December 31, 2025, AGI received approximately \$6.9 million, net of fees, in distributions from the investment fund, representing partial monetization of receivables related to this Project. As at December 31, 2025, the carrying amount of AGI's investment in the joint venture was \$5.6 million [2024 – nil]. As at December 31, 2025, the assets of the joint venture consisted solely of contributions from AGI.

Net investment in finance lease

In the fourth quarter of 2025, two completed Projects (C and D) in Brazil were contractually transitioned into lease arrangements with nominal purchase options. Accordingly, the arrangements are accounted for as leases with bargain purchase options rather than sale-and-leaseback transactions in accordance with IFRS 16. As a result, a financial asset representing the net investment in finance lease of \$139.5 million was recognized, with finance income to be recognized over the lease term.

Non-current accounts receivable

Receivables related to Projects B, C, D and E are included in current and non-current accounts receivable. Payment terms are generally five years, but the largest agreement (Project E) has a 15-year payment term. In the consolidated statements of loss, the impact of significant financing components related to non-current accounts receivable is presented as a reduction of revenue recognized for these Projects. For the year ended December 31, 2025, revenue from large-scale comprehensive projects was \$182.8 million. Revenue is recognized over the construction period as the related performance obligations are satisfied.

Credit rights investment fund ["FIDC"]

In 2024, AGI's Brazilian subsidiary and two third parties launched a FIDC. The FIDC provides AGI customers with access to credit to finance the purchase of grain handling and storage equipment. AGI holds a 29.5% interest in the FIDC. As at December 31, 2025, the carrying amount of the investment in associate was \$6.2 million, with a foreign exchange impact of \$1.0 million [2024 – \$7.0 million]. During the year ended December 31, 2025, AGI contributed \$4.1 million to the FIDC, and its share of the associate's net loss was \$5.9 million.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

7. Accounts receivable

As is typical in the agriculture sector, AGI may offer extended terms on its accounts receivable to match the cash flow cycle of its customers. The following table sets forth details of the age of trade accounts receivable that are not overdue, as well as an analysis of overdue amounts and the related ECLs:

	2025	2024
	\$	\$
Total current accounts receivable	284,228	279,465
Current portion of net investment in finance leases <i>[note 6]</i>	25,367	12,529
Less expected credit loss	(7,875)	(8,043)
	<u>301,720</u>	<u>283,951</u>
Non-current accounts receivable <i>[note 6]</i>	68,983	58,714
Non-current portion of net investment in finance leases <i>[note 6]</i>	114,146	5,118
Total receivable, net	<u>484,849</u>	<u>347,783</u>
Of which		
Not past due	445,735	307,885
Past the due date as follows		
Within 30 days	15,448	16,665
31 to 60 days	7,222	5,409
61 to 90 days	6,164	5,044
Over 90 days	18,155	20,823
Expected credit loss	(7,875)	(8,043)
Total accounts receivable, net	<u>484,849</u>	<u>347,783</u>

Non-current accounts receivable also include the present value of certain asset-backed receivables. These receivables are secured by customers' crop pledges and/or property, plant and equipment. The terms of these receivables are generally two years.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The expenses associated with the ECL provision are included in selling, general and administrative expenses. The movement in the Company's ECL for the years ended December 31, 2025 and December 31, 2024 was as follows:

	2025	2024
	\$	\$
Balance, beginning of year	8,043	6,555
Additional provision recognized	5,673	1,338
Amounts reversed (written off)	(5,949)	45
Exchange differences	108	105
Balance, end of year	7,875	8,043

8. Inventory

	2025	2024
	\$	\$
Raw materials	97,969	85,686
Work in progress	9,745	13,343
Finished goods	86,415	88,480
	194,129	187,509

9. Notes receivable

Effective December 19, 2025, the Company agreed to sell the Mitchell Mill Systems Canada Ltd. business for total consideration of \$8.0 million. During the year ended December 31, 2025, the Company received cash of \$3.0 million, and included in notes receivable as at December 31, 2025 is the present value of \$4.0 million due over the next three years.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

10. Property, plant and equipment

	Land	Grounds	Buildings	Leasehold improvements	Furniture and fixtures	Vehicles	Computer hardware	Manufacturing equipment	Construction in progress	Total
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Cost										
Balance, January 1, 2025	44,797	7,492	170,635	15,747	10,851	15,241	16,480	248,338	12,395	541,976
Additions	—	20	8,612	193	79	286	659	16,921	955	27,725
Reclassification ^[1]	994	657	—	(628)	—	587	135	770	(2,545)	(30)
Transfer to held-for-sale	(1,200)	(41)	(3,060)	—	—	—	(4)	(202)	—	(4,507)
Disposals	(345)	(277)	(1,486)	(892)	(351)	(3,334)	(2,349)	(5,063)	—	(14,097)
Impairment recovery	—	—	—	—	—	367	14	420	—	801
Exchange differences	(2,190)	97	(1,165)	(114)	(349)	(1,276)	(187)	(220)	(226)	(5,630)
Balance, December 31, 2025	42,056	7,948	173,536	14,306	10,230	11,871	14,748	260,964	10,579	546,238
Depreciation										
Balance, January 1, 2025	—	3,471	41,165	7,902	4,341	11,552	11,423	123,195	—	203,049
Depreciation	—	402	5,089	1,528	808	969	1,958	16,843	—	27,597
Reclassification ^[1]	—	—	—	—	—	(4)	—	4	—	—
Transfer to held-for-sale	—	(22)	(1,049)	—	—	—	(1)	(146)	—	(1,218)
Disposals	—	(240)	(458)	(877)	(335)	(2,096)	(2,293)	(3,551)	—	(9,850)
Impairment recovery	—	—	—	—	—	349	12	322	—	683
Exchange differences	—	21	(548)	(41)	(125)	(1,254)	(200)	(769)	—	(2,916)
Balance, December 31, 2025	—	3,632	44,199	8,512	4,689	9,516	10,899	135,898	—	217,345
Net book value, December 31, 2025	42,056	4,316	129,337	5,794	5,541	2,355	3,849	125,066	10,579	328,893

[1] Includes reclass between long-lived assets.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

	Land	Grounds	Buildings	Leasehold improvements	Furniture and fixtures	Vehicles	Computer hardware	Manufacturing equipment	Construction in progress	Total
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Cost										
Balance, January 1, 2024	43,022	7,315	166,942	14,174	8,698	17,870	17,823	241,576	10,795	528,215
Additions	—	419	1,600	1,470	2,464	202	1,463	13,606	1,698	22,922
Disposals	—	—	(99)	—	(561)	(2,834)	(1,692)	(3,916)	—	(9,102)
Impairment	—	—	—	—	(209)	(513)	(1,368)	(6,922)	—	(9,012)
Exchange differences	1,775	(242)	2,192	103	459	516	254	3,994	(98)	8,953
Balance, December 31, 2024	44,797	7,492	170,635	15,747	10,851	15,241	16,480	248,338	12,395	541,976
Depreciation										
Balance, January 1, 2024	—	3,121	35,134	6,284	4,106	11,911	11,805	111,468	—	183,829
Depreciation	—	391	5,013	1,557	815	1,441	2,202	17,263	—	28,682
Disposals	—	—	(82)	—	(533)	(1,716)	(1,662)	(3,270)	—	(7,263)
Impairment	—	—	—	—	(168)	(483)	(1,104)	(4,486)	—	(6,241)
Exchange differences	—	(41)	1,100	61	121	399	182	2,220	—	4,042
Balance, December 31, 2024	—	3,471	41,165	7,902	4,341	11,552	11,423	123,195	—	203,049
Net book value, December 31, 2024	44,797	4,021	129,470	7,845	6,510	3,689	5,057	125,143	12,395	338,927

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

11. Right-of-use assets

	Buildings \$	Furniture and fixtures \$	Vehicles \$	Manufacturing equipment \$	Total \$
Balance, January 1, 2024	19,864	415	9,291	3,240	32,810
Additions	3,980	64	8,668	2,713	15,425
Transfer to sublease	(52)	2	(380)	(2)	(432)
Impairment	(77)	—	—	—	(77)
Depreciation	(3,864)	(160)	(3,776)	(1,668)	(9,468)
Exchange differences	1,049	14	(466)	(154)	443
Balance, December 31, 2024	20,900	335	13,337	4,129	38,701
Additions	4,435	415	5,023	2,042	11,915
Transfer to sublease	(1,020)	—	—	—	(1,020)
Transfer to property, plant and equipment	—	—	(704)	(221)	(925)
Termination	—	(8)	(285)	—	(293)
Depreciation	(4,422)	(181)	(5,232)	(2,385)	(12,220)
Exchange differences	(647)	(38)	(204)	294	(595)
Balance, December 31, 2025	19,246	523	11,935	3,859	35,563

In relation to the disposal of an operation [note 9], \$0.9 million of right-of-use assets was transferred to property, plant and equipment.

12. Goodwill

	2025 \$	2024 \$
Balance, beginning of year	348,924	339,607
Disposal of operations [note 9]	(2,000)	—
Exchange differences	(8,843)	9,317
Balance, end of year	338,081	348,924

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

13. Intangible assets

	Distribution networks and customer relationships \$	Brand names \$	Patents \$	Software \$	Development projects \$	CIP intangibles \$	Total \$
Cost							
Balance, January 1, 2025	175,389	130,664	3,835	12,197	78,458	8,414	408,957
Internal development	—	—	—	1	2,961	7,896	10,858
Reclassifications ^[1]	—	—	—	—	(1,218)	3,027	1,809
Disposals	(6,485)	(3,607)	—	(1,852)	(8,410)	—	(20,354)
Exchange differences	(3,212)	(2,099)	(102)	(125)	(1,136)	(29)	(6,703)
Balance, December 31, 2025	165,692	124,958	3,733	10,221	70,655	19,308	394,567
Amortization							
Balance, January 1, 2025	135,064	12,962	3,008	9,196	55,080	—	215,310
Amortization	11,170	5,727	(11)	571	12,843	—	30,300
Disposals	(6,485)	(562)	—	(1,852)	(8,410)	—	(17,309)
Exchange differences	(3,090)	151	(95)	(36)	(848)	—	(3,918)
Balance, December 31, 2025	136,659	18,278	2,902	7,879	58,665	—	224,383
Net book value, December 31, 2025	29,033	106,680	831	2,342	11,990	19,308	170,184

[1] Includes reclass between long-lived assets.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

	Distribution networks and customer relationships	Brand names	Patents	Software	Development projects	CIP intangibles	Total
	\$	\$	\$	\$	\$	\$	\$
Cost							
Balance, January 1, 2024	170,796	127,186	3,753	11,629	75,741	2,914	392,019
Internal development	—	—	—	273	2,980	5,509	8,762
Disposals	—	—	—	(146)	(1,359)	—	(1,505)
Impairment	—	—	—	—	(119)	(24)	(143)
Exchange differences	4,593	3,478	82	441	1,215	15	9,824
Balance, December 31, 2024	175,389	130,664	3,835	12,197	78,458	8,414	408,957
Amortization							
Balance, January 1, 2024	117,775	6,323	2,891	8,462	45,451	—	180,902
Amortization	13,342	6,310	10	843	10,050	—	30,555
Disposals	—	—	—	(144)	(1,359)	—	(1,503)
Impairment	—	—	—	—	(61)	—	(61)
Exchange differences	3,947	329	107	35	999	—	5,417
Balance, December 31, 2024	135,064	12,962	3,008	9,196	55,080	—	215,310
Net book value, December 31, 2024	40,325	117,702	827	3,001	23,378	8,414	193,647

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The Company is continuously working on research and development projects. Development costs capitalized include the development of new products and the development of new applications of existing products and prototypes. Research costs and development costs that are not eligible for capitalization have been expensed and are recognized in selling, general and administrative expenses.

Intangible assets include patents acquired through business combinations, which have a remaining life between two and fifteen years. Included within intangible assets are brand names with a carrying amount of \$95.6 million [2024 – \$100.8 million] that have been classified as indefinite-life intangible assets, as the Company expects to maintain these brand names and currently no end point of the useful lives of these brand names can be determined. As at December 31, 2025, definite-life brand names with a carrying amount of \$11.0 million [2024 – \$16.9 million] and remaining life of one to three years are included within intangible assets. The Company assesses the assumption of an indefinite useful life at least annually.

Intangible assets and research and development expenses for the year ended December 31, 2025, are net of combined federal and provincial scientific research and experimental development [“SR&ED”] tax credits in the amounts of \$0.1 million and \$0.4 million, respectively. A number of specific criteria must be met in order to qualify for federal and provincial SR&ED investment tax credits.

As at December 31, 2025, the Company had the following tax credits, which begin expiring in 2026:

- Federal investment tax credit carryforwards in the amount of \$0.3 million [2024 – \$0.3 million];
- Federal SR&ED investment tax credit carryforwards in the amount of \$2.9 million [2024 – \$2.6 million];
- Provincial SR&ED investment tax credit carryforwards in the amount of \$1.1 million [2024 – \$1.0 million]; and
- Provincial manufacturing or processing tax credits in the amount of \$0.3 million [2024 – \$0.2 million].

Other material intangible assets are the distribution network and customer relationships of the Company. The distribution network and customer relationships were acquired in past business combinations and reflect the Company’s dealer network in North America and its international customer base. The remaining amortization period for the distribution network and customer relationships ranges from one to five years.

14. Impairment testing

The recoverable amount of the Company’s group of CGUs has been determined based on value in use using cash flow projections covering a five-year period. The Company performs its indefinite-life intangible assets impairment test as at October 1; the indefinite-life intangible assets are tested at the individual CGU level.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The pre-tax discount rates applied to the cash flow projections for Farm and Commercial were 11.2% and 11.3%, respectively [2024 – 11.1% and 11.2%], and cash flows beyond the five-year period are extrapolated using a 3% growth rate [2024 – 3%], which is management's estimate of long-term inflation and productivity growth in the industry and geographies in which it operates.

As at December 31, the Company's group of CGUs, goodwill and indefinite-life intangible assets allocated thereto are as follows, which represents how goodwill is monitored by management.

	2025	2024
	\$	\$
Farm		
Goodwill	132,479	132,574
Intangible assets with indefinite lives	73,354	73,556
Commercial		
Goodwill	205,602	216,350
Intangible assets with indefinite lives	22,284	27,273
Total		
Goodwill	338,081	348,924
Intangible assets with indefinite lives	95,638	100,829

The Company's material indefinite-life intangible assets are the Westfield and Westeel brand names, the carrying values of which are \$19.0 million and \$43.3 million, respectively.

Key assumptions used in valuation calculations

The calculation of value in use is most sensitive to the following assumptions:

- Gross margins;
- Discount rates; and
- Revenue growth rate used to extrapolate cash flows beyond the budget period.

Gross margins

Forecasted gross margins are based on actual gross margins achieved in the years preceding the forecast period and adjusted for future plans as required. Margins are kept constant over the forecast period and the terminal period unless management has started an efficiency improvement process.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Discount rates

Discount rates reflect the current market assessment of the risks specific to each CGU or group of CGUs. The discount rate was estimated based on the weighted average cost of capital for the industry. This rate was further adjusted to reflect the market assessment of any risk specific to the CGU or group of CGUs for which future estimates of cash flows have not been adjusted.

Revenue and terminal growth rate estimates

Revenue and terminal growth rates are based on budgets, published research and the terminal growth rate primarily derived from the long-term Consumer Price Index expectations for the markets in which AGI operates. Management considers the Consumer Price Index to be a conservative indicator of the long-term growth expectations for the agricultural industry.

15. Accounts payable and accrued liabilities

	2025	2024
	\$	\$
Trade payables	142,204	148,243
Other liabilities	78,515	76,123
Personnel-related liabilities	43,730	39,971
	<u>264,449</u>	<u>264,337</u>

Trade payables and other payables are non-interest bearing and are generally settled within 30 to 90 days. Other liabilities include amounts payable under the supplier finance facility and accruals for professional services provided by third-party consultants. Personnel-related liabilities primarily comprise accrued vacation, bonus, payroll and overtime benefits.

In 2025, the Company entered into an unsecured \$50 million supplier finance facility. From the date the finance provider pays the supplier, this facility provides the Company with 90 days to pay the finance provider. As at December 31, 2025, the carrying amount of other liabilities under the supplier finance facility and amount for which suppliers have received payment is \$13.5 million. During the year ended December 31, 2025, there were non-cash transfers of \$13.5 million between trade payables and other liabilities.

16. Provisions

Provisions consist of the Company's warranty and other provisions. A warranty provision is recognized for expected claims on products sold based on past experience of the level of repairs and returns. It is expected that these costs will be paid within the next 12 months. Assumptions used to calculate the

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

provision for warranties are based on current revenue levels and current information available about repairs and returns.

	2025	2024
	\$	\$
Balance, beginning of year	26,989	16,813
Additional provisions recognized	16,477	20,080
Amounts utilized <i>[note 31]</i>	(28,680)	(9,904)
Balance, end of year	14,786	26,989

17. Lease liability

	Maturity	2025	2024
		\$	\$
Current	2026	10,801	12,218
Non-current	2027–2046	34,786	36,061
Lease liability		45,587	48,279

Material leases have an incremental borrowing rate range of 2.2%–17.2%. The Company has various lease contracts that have not yet commenced as at December 31, 2025. The future lease payments for the non-cancellable lease contracts are \$0.4 million within one year and \$1.3 million within five years.

18. Long-term debt

	Maturity	2025	2024
		\$	\$
Current portion of long-term debt			
Equipment financing	Various	235	281
Non-current portion of long-term debt			
Equipment financing	Various	454	639
Senior credit facilities	2028	580,986	568,904
		581,440	569,543
Less deferred financing costs		(2,366)	(3,931)
Long-term debt		579,074	565,612
		579,309	565,893

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

[a] Long-term debt

AGI's senior credit facilities of \$450 million and U.S. \$275 million are inclusive of amounts that may be allocated to the Company's swing-line facilities and can be drawn in Canadian or U.S. funds. AGI has swing-line facilities of \$50 million and U.S. \$10 million. The senior credit facilities bear interest at Canadian Overnight Repo Rate Average or the Secured Overnight Financing Rate plus 1.2%–2.75% and prime plus 0.2%–1.75% per annum based on performance calculations. As at December 31, 2025, there is \$289.3 million [2024 – \$262.7 million] and U.S. \$212.8 million [2024 – U.S. \$212.8 million] outstanding under the facilities. As at December 31, 2025, the portion of drawings from the senior credit facilities recorded on the swing-line is \$24.7 million [2024 – \$18.1 million].

Subsequent to the year ended December 31, 2025, the Company and its lenders completed an amendment to the senior credit facilities to extend the maturity date of the senior credit facilities from July 3, 2028 to March 20, 2030. The size of the senior credit facilities will reduce from \$450 million and U.S. \$275 million to \$428.6 million and U.S. \$261.8 million on July 3, 2028. In addition, the amendment increased the Company's leverage ratio covenant from 3.75x to 4.0x for the last twelve-months ended, and including, December 31, 2025 through December 31, 2026, reverting to 3.75x thereafter.

[b] Covenants

AGI is subject to certain financial covenants in its senior credit facilities that must be maintained to avoid acceleration of the termination of the agreement. The financial covenants require AGI to maintain a debt to Consolidated EBITDA ratio, as defined in the senior credit facilities, of less than 3.75, the calculation of which excludes the convertible unsecured subordinated debentures and the senior unsecured subordinated debentures from debt, and to provide debt service coverage of a minimum of 1.0. In the event of an acquisition in respect of which the aggregate consideration is \$75,000 or greater, the debt to Consolidated EBITDA ratio requirement increases to 4.25 or less for the financial quarter in which the acquisition occurred and the immediately succeeding three financial quarters, and to 4.0 for the immediately succeeding financial quarter.

In the fourth quarter of 2025, the Company received consent from its lending syndicate to delay the submission of its third quarter consolidated financial statements and covenant compliance certificate to coincide with the filing of its third quarter consolidated financial statements.

As at December 31, 2025 and December 31, 2024, AGI was in compliance with all financial covenants.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

19. Convertible unsecured subordinated debentures

	2025	2024
	\$	\$
Non-current portion of convertible unsecured subordinated debentures		
Principal amount	218,895	218,895
Remaining unamortized discount and fees	(14,402)	(21,876)
Convertible unsecured subordinated debentures	204,493	197,019

Year issued	Aggregate principal amount \$	Coupon	Conversion price \$	Conversion rate	Number of Common Shares reserved for issuance upon conversion	Maturity date	Redeemable at par ^[1]
2021	114,995	5.00%	45.14	22.1533	2,547,520	30-Jun-27	30-Jun-25 ^[2]
2022	103,900	5.20%	70.50	14.1844	1,473,759	31-Dec-27	31-Dec-25 ^[3]

[1] At the option of the Company, at par plus accrued and unpaid interest.

[2] Prior to June 30, 2026, the convertible debentures may be redeemed in whole or in part from time to time at AGI's option at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the Common Shares on the Toronto Stock Exchange for the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of the redemption is given is not less than 125% of the conversion price. On and after June 30, 2026, the debentures may be redeemed in whole or in part from time to time at AGI's option at a price equal to their principal amount, plus accrued and unpaid interest, regardless of the trading price of the Common Shares.

[3] Prior to December 31, 2026, the convertible debentures may be redeemed in whole or in part from time to time at AGI's option at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the Common Shares on the Toronto Stock Exchange for the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of the redemption is given is not less than 125% of the conversion price. On and after December 31, 2026, the debentures may be redeemed in whole or in part from time to time at AGI's option at a price equal to their principal amount plus accrued and unpaid interest regardless of the trading price of the Common Shares.

On redemption or at maturity, the Company may, at its option, elect to satisfy its obligation to pay the principal amount of the convertible debentures by issuing and delivering Common Shares of AGI ["Common Shares"]. The Company may also elect to satisfy its obligation to pay interest on the convertible debentures by delivering sufficient Common Shares to the trustee of the convertible debentures to be sold, with the proceeds used to satisfy the obligation to pay interest. The Company does not expect to exercise the option to satisfy its obligations to pay the principal amount or interest by delivering Common Shares.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The number of Common Shares issued would be determined based on market prices at the time of issuance.

During the years ended December 31, 2025 and 2024, the Company recorded accretion of the equity component discount, non-cash interest expense related to the amortization of deferred financing costs, and the coupon interest expense as follows:

Year issued	2025		
	Accretion \$	Non-cash interest expense \$	Coupon interest expense \$
2021	3,042	824	5,750
2022	2,900	708	5,403

Year issued	2024		
	Accretion \$	Non-cash interest expense \$	Coupon interest expense \$
2021	2,827	777	5,750
2022	2,685	666	5,403

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

20. Senior unsecured subordinated debentures

	2025	2024
	\$	\$
Current portion of senior unsecured subordinated debentures	84,459	—
Non-current portion of senior unsecured subordinated debentures		
Principal amount	97,750	85,000
Remaining unamortized discount and fees	(4,123)	(1,035)
Senior unsecured subordinated debentures	178,086	83,965

Year issued/TSX symbol	Aggregate principal amount \$	Coupon %	Maturity date	Redeemable
2020 [AFN.DB.H]	85,000	5.25%	31-Dec 26	31-Dec-22 ^{[1][2]}
2025 [AFN.DB.K]	97,750	7.50%	30-Jun-30	30-Jun-28 ^[3]

[1] The 2020 Senior Debentures are redeemable at the Company's option at a price equal to their principal amount plus accrued and unpaid interest. The 2020 Debentures are not convertible into Common Shares of the Company at the option of the holders at any time.

[2] The Company has the option to satisfy its obligation to repay the principal amount of the Senior Debentures due at redemption or maturity by issuing and delivering that number of freely tradeable Common Shares in accordance with the terms of the trust indenture governing the Senior Debentures. The Company may also elect to satisfy its obligation to pay interest on the Senior Debentures by delivering sufficient Common Shares to the trustee of the Senior Debentures to be sold, with the proceeds used to satisfy the obligation to pay interest. The number of Common Shares issued would be determined based on the market prices at the time of issuance.

[3] On and after June 30, 2028, and prior to June 30, 2029, the 2025 Senior Debentures may be redeemed by the Company, in whole or in part, at a redemption price equal to 103.75% of the principal amount thereof plus accrued and unpaid interest, if any, up to but excluding the date of redemption. On and after June 30, 2029, and prior to maturity, the 2025 Senior Debentures may be redeemed by the Company, in whole or in part, at a redemption price equal to the principal amount thereof plus accrued and unpaid interest, if any, up to but excluding the date of redemption.

During the year ended December 31, 2025, the Company recorded non-cash interest expense related to the amortization of deferred financing costs of \$1.0 million [2024 – \$1.8 million] and coupon interest expense of \$8.6 million [2024 – \$11.3 million], offset by amortization of the embedded derivative of \$0.1 million [2024 – \$0.1 million].

On June 9, 2025, the Company closed the offering of \$85 million aggregate principal amount of senior subordinated unsecured debentures at a price of \$1,000 per debenture. On June 12, 2025, AGI closed the issue of an additional \$12.75 million aggregate principal amount of debentures at the same price

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

pursuant of the exercise to the underwriters' over-allotment option. The net proceeds of the offering of \$93.7 million, net of fees, were used to repay existing indebtedness and for general corporate purposes.

21. Shareholders' equity

[a] Common Shares

	Shares #	Amount \$
Balance, January 1, 2024	19,005,846	10,303
Settlement of equity incentive award plan [the "EIAP"] obligation	76,479	2,816
Normal course issuer bid – shares repurchased and cancelled	(201,400)	(134)
Balance, December 31, 2024	18,880,925	12,985
Settlement of EIAP obligation	153,189	4,843
Normal course issuer bid – shares repurchased and cancelled	(224,900)	(150)
Balance, December 31, 2025	18,809,214	17,678

Normal course issuer bid ["NCIB"]

The Board of Directors has authorized the Company to initiate an NCIB, in accordance with the requirements of the Toronto Stock Exchange, to purchase up to 1,888,505 Common Shares over the 12-month period between November 11, 2024 and November 10, 2025. Common Shares purchased under the NCIB will be cancelled.

In connection with the NCIB, the Company also entered an automatic share purchase plan ["ASPP"] in which a designated broker may purchase Common Shares under the NCIB during the regularly scheduled quarterly trading blackout periods of the Company. The repurchases made under the ASPP will be made in accordance with certain purchasing parameters and will continue until the earlier of the date on which the Company has acquired the maximum limit of Common Shares pursuant to the ASPP or upon the date of expiry of the NCIB.

During the year ended December 31, 2025, the Company repurchased 224,900 Common Shares, which were cancelled, for total cash consideration of \$9.2 million. The \$9.1 million excess of the consideration over the carrying amount of the cancelled Common Shares was charged to deficit.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

[b] Contributed surplus

	2025	2024
	\$	\$
Balance, beginning of year	502,182	499,217
Dividends on EIAP	331	414
Obligation under EIAP [note 22[a]]	8,547	12,755
Settlement of EIAP obligation	(11,045)	(10,204)
Balance, end of year	500,015	502,182

[c] Accumulated other comprehensive income

Accumulated other comprehensive income comprises the following:

Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

Cash flow hedge reserve

The cash flow hedge reserve contains the effective portion of the cash flow hedge relationship incurred as at the reporting date.

Defined benefit plan reserve

The defined benefit plan reserve is used to record changes in the pension liability including actuarial gains and losses and the impact of any minimum funding requirements.

[d] Dividends paid and payable

In the year ended December 31, 2025, the Company declared dividends of \$11.3 million or \$0.60 per Common Share [2024 – \$11.4 million or \$0.60 per Common Share] and dividends on share compensation awards of \$0.3 million [2024 – \$0.4 million]. These dividends were paid on January 12, 2026, to common shareholders of record at the close of business on December 31, 2025. In the year ended December 31, 2025, dividends paid to common shareholders were \$11.3 million [2024 – \$11.4 million].

Subsequent to the year ended December 31, 2025, AGI announced the suspension of its quarterly cash dividend, effective immediately, as part of its strategic review of capital allocation priorities and increased focus on managing cash flow. No dividend will be declared for the first quarter ending March 31, 2026. The Company previously maintained an annualized dividend of \$0.60 per common share.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

[e] Shareholder protection rights plan

On December 20, 2010, the Company's Board of Directors adopted a Shareholders' Protection Rights Plan [the "Rights Plan"]. Specifically, the Board of Directors has implemented the Rights Plan by authorizing the issuance of one right [a "Right"] in respect of each Common Share of the Company. If a person or a company, acting jointly or in concert, acquires [other than pursuant to an exemption available under the Rights Plan] beneficial ownership of 20% or more of the Common Shares, Rights [other than those held by such acquiring person, which will become void] will separate from the Common Shares and permit the holder thereof to purchase that number of Common Shares having an aggregate market price [as determined in accordance with the Rights Plan] on the date of consummation or occurrence of such acquisition of Common Shares equal to four times the exercise price of the Rights for an amount in cash equal to the exercise price. The exercise price of the Rights pursuant to the Rights Plan is \$150 per Right.

[f] Preferred shares

On May 14, 2014, the shareholders of AGI approved the creation of two new classes of preferred shares, each issuable in one or more series without par value and each with such rights, restrictions, designations and provisions as the Company's Board of Directors may, at any time from time to time, determine, subject to an aggregate maximum number of authorized preferred shares.

As at December 31, 2025 and December 31, 2024, no preferred shares were issued or outstanding.

22. Share-based compensation plans

[a] Equity incentive award plan

On May 11, 2012, the shareholders of AGI approved an EIAP, which authorizes the Board to grant Restricted Awards ["RSUs"] and Performance Awards ["PSUs"] [collectively, the "Awards"] to persons who are officers, employees or consultants of the Company and its affiliates. Awards may not be granted to non-management Directors.

As at December 31, 2025, 2,265,000 shares are reserved for issuance under the EIAP [2024 – 2,265,000 shares]. At the discretion of the Board, the EIAP provides for cumulative adjustments to the number of Common Shares to be issued pursuant to, or the value of, Awards on each date that dividends are paid on the Common Shares (if any). The EIAP provides for accelerated vesting in the event of a change in control, retirement, death or termination without cause.

Each equity-settled RSU will entitle the holder to be issued the number of Common Shares designated in the RSU. The Company has an obligation to settle any amount payable in respect of a RSU by Common Shares issued from treasury of the Company.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Each cash-settled RSU will entitle the holder to receive cash payment equal to the amount of the share price on the date of the settlement.

Each PSU requires the Company to deliver to the holder at the Company's discretion either the number of Common Shares designated in the PSU multiplied by a Payout Multiplier or the equivalent amount in cash. The Payout Multiplier is determined based on an assessment of the achievement of pre-defined measures in respect of the applicable period. In 2025, these measures included management of capital [50% weighting] and return on invested capital [50% weighting], evaluated in three separate performance periods: one-third 2025 performance, one-third 2026 performance, and one-third 2027 performance. The value of each tranche will be locked in at the end of its respective performance period. The Payout Multiplier may not exceed 200%.

As at December 31, 2025, 2,265,000 Common Shares are available for issuance under the Company's equity-settled EIAP, of which 1,273,027 Common Shares have been issued under the EIAP, 595,080 Common Shares are issuable on the settlement of outstanding Awards and 396,893 Common Shares are reserved for issuance on the settlement of Awards that are available for grant.

During the year ended December 31, 2025, AGI expensed \$8.5 million for the EIAP [2024 – \$11.9 million].

A summary of the status of the options under the equity-settled EIAP is presented below:

	EIAP	
	RSUs #	PSUs #
Balance, January 1, 2024	348,669	240,627
Granted	143,251	100,393
Vested	(90,298)	(58,025)
Forfeited	(56,402)	(4,126)
Balance, December 31, 2024	345,220	278,869
Granted	173,660	117,439
Vested	(103,406)	(102,854)
Forfeited	(27,645)	(86,204)
Balance, December 31, 2025	387,829	207,250

There is no exercise price on the EIAP awards.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

[b] Deferred Share Unit Plan [the “DSU Plan”]

Effective January 1, 2022, the Company adopted a cash-settled DSU Plan for non-employee directors. Effective July 1, 2025, each non-management Director [other than the Board Chair] shall be paid U.S. \$90,000 of the base annual retainer [Board Chair U.S. \$130,000] payable to such Director in respect of a calendar year in the form of deferred share units [“DSUs”]. In addition, a non-management Director has the right, but not obligation, to elect to receive greater than the Minimum Deferred Compensation in the form of DSUs. The Company will redeem all DSUs held by a Director on the Director’s “Redemption Date”, which is: [1] for a Director who is not a U.S. Director, the date elected by the Director that shall not be earlier than the date the Director ceases to be a Director and that shall not be later than December 15 of the year following the year in which the Director ceases to be a Director; and [2] for a U.S. Director, the 30th day following the day on which the U.S. Director ceases to be a Director. Upon the death of a Director, AGI will redeem all the DSUs held by such Director.

During the year ended December 31, 2025, \$0.8 million was recovered [2024 – \$1.8 million expensed] for the share grants in selling, general, and administrative expense and accounts payable and accrued liabilities related to the DSU Plan. The share grants were measured with the contractual agreed amount of service fees for the respective period.

[c] Directors’ deferred compensation plan [“DDCP”]

The Company ceased making grants of DSUs under its DDCP to non-management Directors effective December 31, 2021. A Director will not be entitled to receive the Common Shares he or she has been granted until a period of three years has passed since the date of grant or until the Director ceases to be a Director, whichever is earlier.

The total number of Common Shares issuable pursuant to the DDCP shall not exceed 120,000, subject to adjustment in lieu of dividends, if applicable. As at December 31, 2025, a total of 120,000 [2024 – 120,000] Common Shares had been granted under the DDCP and 85,074 [2024 – 29,384] Common Shares had been issued.

[d] Summary of expenses recognized under share-based payment plans

For the year ended December 31, 2025, an expense of \$7.4 million [2024 – \$13.8 million] was recognized for employee and Director services rendered.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

23. Disaggregated expenses (income)

	2025	2024
	\$	\$
[a] Cost of goods sold		
Depreciation of property, plant and equipment	26,703	26,861
Depreciation of right-of-use assets	5,472	4,011
Amortization of intangible assets	9,446	6,464
Warranty expense	16,477	12,880
Cost of inventory recognized as an expense	981,856	906,500
	<u>1,039,954</u>	<u>956,716</u>
[b] Selling, general and administrative expenses		
Depreciation of property, plant and equipment	3,588	3,914
Depreciation of right-of-use assets	6,748	5,457
Amortization of intangible assets	20,854	24,091
Transaction, transitional and other costs	27,273	56,148
ERP system transformation costs	15,634	17,271
Selling, general and administrative	235,107	244,582
	<u>309,204</u>	<u>351,463</u>
[c] Other operating expense (income)		
Net loss (gain) on sale of long-lived assets ^[1]	(850)	23
Net loss (gain) on financial instruments	12,589	(3,812)
Net loss on disposal of operation <i>[note 9]</i>	4,865	307
Other	(10,199)	(10,135)
	<u>6,405</u>	<u>(13,617)</u>
[d] Finance costs		
Interest on overdrafts and other finance costs	2,336	3,029
Effective interest, including non-cash interest, on leases	3,905	3,292
Effective interest, including non-cash interest, on debts and borrowings	36,549	32,785
Effective interest, including non-cash interest, on senior and convertible unsecured subordinated debentures	28,113	31,136
	<u>70,903</u>	<u>70,242</u>
[e] Finance expense (income)		
Interest income	(157)	(418)
Loss (gain) on foreign exchange	(9,874)	42,812
	<u>(10,031)</u>	<u>42,394</u>
[f] Employee benefits expense		
Wages and salaries	290,429	309,081
Share-based compensation expense <i>[note 22]</i>	7,418	13,758
Group retirement savings plan <i>[note 24]</i>	8,414	9,822
	<u>306,261</u>	<u>332,661</u>
Included in cost of goods sold	185,813	201,205
Included in selling, general and administrative expense	120,448	131,456
	<u>306,261</u>	<u>332,661</u>

[1] Includes loss (gain) on sale of property, plant and equipment, assets held for sale and settlement of lease liabilities.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

24. Retirement benefit plans

Group retirement savings plan

AGI contributes to group retirement savings plans subject to maximum limits per employee. The expense recorded during the year ended December 31, 2025 was \$8.4 million [2024 – \$9.8 million]. AGI expects to contribute \$8.7 million for the year ending December 31, 2026.

Defined benefit plan

The Company has a defined benefit plan providing pension benefits to certain of its union employees and former employees. Enrolment in the defined benefit pension plan was closed in 2017, and all benefits earned by employees up to that date remained in place. As such, the Company continues to manage any residual obligation for past service consistent with the plan text and applicable legislation and will continue to account for the residual obligations based on IAS 19, *Employee Benefits*. The Company expects to make nil contributions to the defined benefit plan in 2026.

As at December 31, the net accrued benefit asset was as follows:

	2025	2024
	\$	\$
Plan assets		
Fair value of plan assets, beginning of year	14,154	13,929
Interest income on plan assets	634	623
Actual return on plan assets	(494)	628
Surplus utilization	(352)	(276)
Benefits paid	(935)	(750)
Fair value of plan assets, end of year	13,007	14,154
Accrued benefit obligation		
Accrued benefit obligation, beginning of year	10,358	10,593
Current service cost	150	150
Interest cost	463	473
Actuarial losses (gains) from changes in demographic assumptions	185	(55)
Actuarial gains from changes in financial assumptions	(227)	—
Actuarial gains from experience adjustments	—	(53)
Benefits paid	(935)	(750)
Accrued benefit obligation, end of year	9,994	10,358
Net accrued benefit asset	3,013	3,796

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The net accrued benefit asset of \$3.0 million [2024 – \$3.8 million] is included in other assets in the consolidated statements of financial position.

As at December 31, 2025, plan assets of \$13.0 million [2024 – \$14.2 million] are fully invested in fixed-income securities.

The following assumptions were used to determine the periodic pension expense and the net present value of the accrued pension obligations:

	2025	2024
	%	%
Expected long-term rate of return on plan assets	4.60	4.60
Discount rate on benefit costs	4.60	4.60
Discount rate on accrued pension and post-employment obligations	4.80	4.60
Rate of compensation increases	n/a	n/a

Compensation increases were not included in the valuation of the accrued pension obligation because the accrued benefit is not a function of salary. All members receive a fixed benefit rate monthly for each year of credited service. This same benefit rate is received by all plan members regardless of salary level.

The weighted average duration of the defined benefit obligation as of December 31, 2025 is 11.9 years [2024 – 11.8 years].

The following table outlines the sensitivity of changes in key assumptions on the defined benefit plan obligation. The sensitivity analysis is hypothetical and should be used with caution where changes in one factor may result in changes in another, which could amplify or reduce the impact of such assumptions.

	Increase in assumption	Decrease in assumption
	\$	\$
Impact of 0.5% increase/decrease in discount rate assumption	(523)	575
Impact of one-year increase/decrease in life expectancy assumption	307	(313)

Through its defined benefit plan, the Company is exposed to a number of risks, the most significant of which are asset volatility, change in fixed-income security yields, and life expectancy.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

25. Income taxes

The major components of income tax expense for the years ended December 31, 2025 and 2024 are as follows:

Consolidated statements of loss

	2025	2024
	\$	\$
Current income tax expense		
Current income tax expense	18,611	14,647
Deferred income tax expense		
Origination and reversal of temporary differences	3,505	109
Income tax expense reported in the consolidated statements of loss	22,116	14,756

The reconciliation between tax expense and the product of accounting profit multiplied by the Company's domestic tax rate for the years ended December 31, 2025 and 2024 is as follows:

	2025	2024
	\$	\$
Loss before income taxes	(1,849)	(5,326)
At the Company's statutory income tax rate of 26.6% [2024 – 26.7%]	(492)	(1,422)
Tax rate changes	(810)	446
Additional deductions allowed in a foreign jurisdiction	(512)	(1,163)
Tax losses not recognized as a deferred tax asset	13,294	8,703
Foreign rate differential	(3,027)	(1,271)
Brazil tax regime differential	(12,669)	(3,206)
Withholding tax incurred on foreign dividends	2,118	2,174
Non-deductible interest expense	8,018	8,243
EIAP fair market value change	2,789	362
Derecognition of foreign tax credits	3,367	—
Non-deductible call option	6,738	—
Permanent differences and others	3,302	1,890
Income tax expense	22,116	14,756

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Deferred tax relates to the following:

	Consolidated statements of financial position		Consolidated statements of loss	
	2025	2024	2025	2024
	\$	\$	\$	\$
Other assets	(1,650)	(2,183)	(533)	(333)
Property, plant and equipment	(32,784)	(33,434)	(650)	(1,571)
Intangible assets	(34,950)	(36,847)	(1,897)	(1,986)
Deferred financing costs	(574)	(707)	(133)	(470)
Accruals and long-term provisions	7,122	13,278	6,703	(562)
Tax loss carryforwards starting to expire in 2043	16,668	14,669	(1,999)	9,356
Investment tax credits	—	—	3,367	—
Capitalized development expenditures	(4,650)	(4,722)	(72)	(98)
Convertible debentures	(3,037)	(4,605)	(1,568)	(1,465)
EIAP liability	2,385	5,507	2,445	(51)
Right-of-use assets	(8,417)	(10,397)	(1,980)	1,540
Lease liability	10,945	12,920	1,975	(1,730)
Equity swap	1,745	(1,740)	(3,485)	(708)
Other comprehensive income	118	245	—	—
Unremitted earnings from subsidiaries	(675)	—	675	—
Other items	—	—	657	(1,813)
Deferred income tax expense			3,505	109
Deferred income tax liabilities, net	(47,754)	(48,016)		
Reflected in the consolidated statements of financial position as follows				
Deferred income tax asset	67	2,530		
Deferred income tax liability	(47,821)	(50,546)		
Deferred income tax liabilities, net	(47,754)	(48,016)		

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Reconciliation of deferred income tax liabilities, net

	2025	2024
	\$	\$
Balance, beginning of year	(48,016)	(46,605)
Deferred tax expense during the year recognized in profit or loss	(3,505)	(109)
Deferred tax asset transferred to joint venture	427	—
Deferred tax recovery (expense) during the year recognized in contributed surplus	(677)	447
Foreign tax credits reclassified from income tax payable	3,367	—
Deferred tax recovery (expense) during the year recognized in other comprehensive income (loss)	650	(1,749)
Balance, end of year	(47,754)	(48,016)

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which these temporary differences and loss carryforwards become deductible. Based on the analysis of taxable temporary differences and future taxable income, management of the Company is of the opinion that there is convincing evidence available for the probable realization of all deductible temporary differences of the Company's tax entities incurred, other than the following temporary differences:

- Canadian operations of \$17.8 million in capital loss carryforwards [2024 – \$17.8 million], no expiry;
- Canadian operations of \$41.3 million in non-deductible interest carryforwards [2024 – \$18.6 million], no expiry;
- Brazil operations of 220.4 million BRL in non-capital loss carryforwards [2024 – 93.4 million], no expiry;
- US operations of U.S. \$35.5 million in non-capital loss carryforwards [2024 – U.S. \$35.9 million], no expiry and;
- US operations of U.S.\$17.9 million in non-deductible interest carryforwards [2024 – U.S. \$11.3 million], no expiry.

Accordingly, the Company has recorded a deferred tax asset for all other deductible temporary differences as at December 31, 2025 and as at December 31, 2024.

Deferred tax liabilities of \$0.7 million have been recognized in respect of a portion of unremitted earnings expected to be distributed from subsidiaries. The aggregate amount of taxable temporary differences associated with investments in subsidiaries for which deferred tax liabilities have not been recognized as at December 31, 2025 is \$252 million, as these earnings are not expected to be distributed in the foreseeable future.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The Company has performed an assessment of its potential exposure to Pillar Two income taxes based on its 2024 country-by-country reporting and 2025 financial information for the constituent entities in the Company. The Company has determined that it will not be subject to Pillar Two taxes based on the transitional safe harbour rules. The Company continues to follow Pillar Two legislative developments, as further countries enact the Pillar Two model rules, to evaluate the potential future impact on its consolidated results of operations, financial position and cash flows.

26. Loss per share

Profit (loss) per share is based on the consolidated profit (loss) for the year divided by the weighted average number of shares outstanding during the year. Diluted profit (loss) per share is computed in accordance with the treasury stock method and based on the weighted average number of shares and dilutive share equivalents.

The following reflects the loss and share data used in the basic and diluted loss per share computations:

	2025	2024
	\$	\$
Loss attributable to shareholders for basic and diluted loss per share	<u>(26,387)</u>	<u>(20,082)</u>
Basic and diluted weighted average number of shares	<u>18,780,751</u>	<u>19,050,516</u>
Loss per share attributable to shareholders		
Basic	(1.41)	(1.05)
Diluted	<u>(1.41)</u>	<u>(1.05)</u>

The DDCP, RSUs, 2021 and 2022 convertible debentures were excluded from the calculation of diluted loss per share in the years ended December 31, 2025 and 2024 because their effect is anti-dilutive.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

27. Consolidated statements of cash flows

[a] Net change in working capital

Cash and cash equivalents as at the date of the consolidated statements of financial position and for the purpose of the consolidated statements of cash flows relate to cash at banks and cash on hand. Cash at banks earns interest at floating rates based on daily bank deposit rates.

The net change in the working capital balances related to operations is calculated as follows:

	2025	2024
	\$	\$
Accounts receivable	(37,284)	(18,347)
Inventory	(8,748)	22,637
Prepaid expenses and other assets	7,955	(22,978)
Accounts payable and accrued liabilities	3,935	2,366
Customer deposits	(23,516)	20,448
Provisions	(11,748)	10,367
	<u>(69,406)</u>	<u>14,493</u>

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

[b] Reconciliation of liabilities arising from financing activities

	December 31, 2024	Cash flows	Non-cash changes				December 31, 2025	
			Additions	Foreign exchange	Accretion	Amortization		Other
	\$	\$	\$	\$	\$	\$	\$	
Long-term debt	565,893	25,727	—	(14,534)	—	2,013	210	579,309
Convertible unsecured subordinated debentures	197,019	—	—	—	5,942	1,532	—	204,493
Senior unsecured subordinated debentures	83,965	93,664	—	—	(112)	1,018	(449)	178,086
Lease liability	48,279	(13,434)	11,916	(817)	—	—	(357)	45,587
Total liabilities from financing activities	895,156	105,957	11,916	(15,351)	5,830	4,563	(596)	1,007,475

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

	December 31, 2023	Cash flows	Non-cash changes				December 31, 2024	
			Additions	Foreign exchange	Accretion	Amortization		Other
	\$	\$	\$	\$	\$	\$	\$	
Long-term debt	420,457	124,992	—	19,180	—	1,514	(250)	565,893
Convertible unsecured subordinated debentures	190,064	—	—	—	5,512	1,443	—	197,019
Senior unsecured subordinated debentures	254,756	(172,500)	—	—	(111)	1,820	—	83,965
Lease liability	41,671	(9,135)	15,425	752	—	—	(434)	48,279
Total liabilities from financing activities	906,948	(56,643)	15,425	19,932	5,401	4,777	(684)	895,156

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

28. Financial instruments and financial risk management

[a] Management of risks arising from financial instruments

AGI's principal financial liabilities, other than derivatives, comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company has deposits, trade and other receivables and cash and short-term deposits that are derived directly from its operations. The Company also holds investments and enters into derivative transactions.

The Company's activities expose it to a variety of financial risks: market risk [including foreign exchange risk and interest rate risk], credit risk and liquidity risk. 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 performance. The Company uses derivative financial instruments to mitigate certain risk exposures. The Company does not purchase any derivative financial instruments for speculative purposes. Risk management is the responsibility of the corporate finance function, which has the appropriate skills, experience and supervision. The Company's domestic and foreign operations, along with the corporate finance function, identify, evaluate and, where appropriate, mitigate financial risks. Material risks are monitored and are regularly discussed with the Audit Committee of the Board of Directors. The Audit Committee reviews and monitors the Company's financial risk-taking activities and the policies and procedures that were implemented to ensure that financial risks are identified, measured and managed in accordance with Company policies.

The risks associated with the Company's financial instruments are as follows:

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Components of market risk to which AGI is exposed are discussed below. Financial instruments affected by market risk include investments and derivative financial instruments.

Foreign exchange risk

The objective of the Company's foreign exchange risk management activities is to minimize transaction exposures and the resulting volatility of the Company's earnings. Foreign exchange risk is created by fluctuations in the fair value or cash flows of financial instruments due to changes in foreign exchange rates and exposure.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

In 2023, the Company entered into a series of forward contracts with notional amounts of U.S. \$10.8 million in aggregate with maturities up to May 30, 2025. During the year ended December 31, 2025, a gain of \$0.5 million [2024 – loss of \$0.06 million] was recorded in loss (gain) on financial instruments. As at December 31, 2025, the fair value of the forward contracts is nil [2024 – liability of \$0.5 million].

A material part of the Company's revenues is transacted in U.S. dollars, euros, reals, and rupees and as a result, fluctuations in the rate of exchange between these currencies and the Canadian dollar can have a significant effect on the Company's cash flows and reported results. To mitigate exposure to foreign currency exchange rates, AGI may enter into foreign exchange forward contracts and denominate a portion of its debt in U.S. dollars. As at December 31, 2025, AGI's U.S. dollar denominated debt totaled U.S. \$213 million [2024 – U.S. \$213 million].

AGI's revenues denominated in U.S. dollars for the year ended December 31, 2025 were U.S. \$384 million [2024 – U.S. \$466 million], and the total of its cost of goods sold and its selling, general and administrative expenses denominated in that currency was U.S. \$268 million [2024 – U.S. \$311 million]. Accordingly, a 10% increase or decrease in the value of the U.S. dollar relative to its Canadian counterpart would result in a \$38.4 million increase or decrease in revenues and a total increase or decrease of \$26.8 million in its cost of goods sold and its selling, general and administrative expenses.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Furthermore, as AGI regularly reviews the denomination of its borrowings, the Company is subject to changes in interest rates that are linked to the currency of denomination of the debt. AGI's convertible unsecured subordinated debentures and senior unsecured subordinated debentures outstanding at December 31, 2025 and December 31, 2024 are at a fixed rate of interest.

Interest rate swap contracts

The Company enters into interest rate swap contracts to manage its exposure to fluctuations in interest rates on its core borrowings. The Company receives interest based on the variable rates from the counterparty and pays interest based on a fixed rate of 3.707%. The notional amounts are \$75 million in aggregate, resetting each month. The contracts expire on May 11, 2026. The Company has elected to apply hedge accounting for this contract and, therefore, unrealized gains (losses) are recognized in other comprehensive income (loss) to the extent that it has been assessed to be effective. During the year ended December 31, 2025, an unrealized loss of \$0.2 million [2024 – an unrealized loss of \$0.2 million] was recorded in other comprehensive income (loss). During the year ended December 31, 2025, a realized loss of \$0.7 million [2024 – realized gain of \$0.8 million] was recorded in finance costs. As at December 31, 2025, the fair value of the interest rate swap was a liability of \$0.5 million [2024 – liability of \$0.9 million].

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The open interest rate swap contracts as at December 31, 2025 are as follows, for which hedge accounting is applied:

	Maturity date	Contract rate %	Notional amount \$	Fair value \$
Canadian dollar contracts	May 2026	3.707%	<u>75,000</u>	<u>(445)</u>

The open interest rate swap contracts as at December 31, 2024 are as follows, for which hedge accounting is applied:

	Maturity date	Contract rate %	Notional amount \$	Fair value \$
Canadian dollar contracts	May 2026	3.972%	<u>75,000</u>	<u>(919)</u>

Equity swap

The Company has an equity swap agreement with a financial institution to manage the cash flow exposure due to fluctuations in its share price related to the EIAP. Pursuant to this agreement, the counterparty has agreed to pay the Company the total return of the defined underlying Common Shares, which includes both the dividend income they may generate and any capital appreciation. In return, the Company has agreed to pay the counterparty a funding cost calculated daily based on a floating rate option [CORRA] plus a spread of 1.3% and any administrative fees or expenses that are incurred by the counterparty directly. The Company has not elected to apply hedge accounting and, therefore, unrealized gains and losses are recorded to the consolidated statements of loss.

The Company has an equity swap agreement with a financial institution to manage the cash flow exposure due to fluctuations in its share price related to the EIAP. As at December 31, 2025, the equity swap agreement covered 422,000 Common Shares of the Company at a price of \$38.76 and the agreement matures on May 5, 2026. During the year ended December 31, 2025, an unrealized loss of \$11.7 million [2024 – gain of \$0.1 million] was recorded in loss (gain) on financial instruments in other operating expense (income). As at December 31, 2025, the fair value of the equity swap is a liability of \$6.5 million [2024 – asset of \$5.1 million].

During the year ended December 31, 2024, AGI reduced the size of its equity hedge position by 300,000 shares, resulting in proceeds of \$7.0 million and a realized gain of \$3.5 million.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Debenture put options

On March 5, 2020, the Company issued \$85 million of senior unsecured subordinated debentures with an option of early redemption beginning December 31, 2022. At the time of issuance, the Company's redemption option resulted in an embedded derivative with a fair value of \$0.8 million. During the year ended December 31, 2025, an unrealized loss of \$1.4 million [2024 – gain of \$0.8 million] was recorded in loss (gain) on financial instruments in other operating expense (income). As at December 31, 2025, the fair value of the embedded derivative is an asset of \$0.01 million [2024 – asset of \$1.4 million].

Credit risk

Credit risk is the risk that a customer or counterparty will fail to perform an obligation or fail to pay amounts due, causing a financial loss.

A substantial portion of AGI's accounts receivable is with customers in the agriculture industry and is subject to normal industry credit risks. A portion of the Company's revenues and related accounts receivable are also generated from transactions with customers in overseas markets, several of which are in emerging markets such as countries in South America, Eastern Europe and Asia. It is often common business practice for international customers to pay invoices over an extended period of time. Accounts receivable are subject to credit risk exposure, and the carrying values reflect management's assessment of the associated maximum exposure to such credit risk. The Company regularly monitors customers for changes in credit risk. The Company's credit exposure is mitigated through the use of credit practices that limit transactions according to the customer's credit quality and due to the accounts receivable being spread over a large number of customers. Certain trade receivables from international customers are insured for events of non-payment through third-party export insurance, or the Company secures asset-backed receivables to mitigate against credit risk. In cases where the credit quality of a customer does not meet the Company's requirements, a cash deposit or letter of credit is received before goods are shipped.

Assessments about the recoverability of financial assets, including accounts receivable, require critical judgment in determining whether there is objective evidence that a loss event has occurred and estimates of the amount and timing of future cash flows. The Company estimates ECLs resulting from any inability to collect on its trade receivables, which are netted against the accounts receivable on the consolidated statements of financial position. Emerging markets are subject to various additional risks including currency exchange rate fluctuations, foreign economic conditions and foreign business practices. One or more of these factors could have a material effect on the future collectability of such receivables. In assessing whether objective evidence of impairment exists at each reporting period, the Company considers its past experience of collecting payments, historical loss experience, customer credit ratings and financial data as available, collateral on amounts owing including insurance coverage from export credit agencies, as well as observable changes in national or local economic conditions.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The requirement for an impairment provision is analyzed at each reporting date based on the ECL model. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

As of December 31, 2025, one customer accounted for 29% of the total outstanding current and non-current accounts receivable balances. As of December 31, 2024, no customer group represented a significant concentration of credit risk.

The Company's interest rate swap contract, equity swap agreement and foreign exchange forward contracts are also exposed to the credit risk of its counterparties. The Company only enters into agreements with major financial institutions that meet or exceed its credit rating requirements, and the Company regularly monitors for changes in the credit risk of its counterparties.

As at December 31, 2025, the Company's credit risk exposure consists of the carrying amounts in cash and cash equivalents, accounts receivable and derivative instruments. Cash and cash equivalents are deposited with major financial institutions or may be invested in highly liquid short-term investments with major financial institutions.

Liquidity risk

Liquidity risk is the risk that AGI will encounter difficulties in meeting its financial liability obligations. AGI manages its liquidity risk through cash and debt management. In managing liquidity risk, AGI has access to committed short- and long-term debt facilities as well as to equity markets, the availability of which is dependent on market conditions. AGI believes it has sufficient funding through the use of these facilities to meet foreseeable cash flow requirements.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The tables below summarize the undiscounted contractual payments of the Company's financial liabilities as at December 31, 2025 and 2024:

December 31, 2025	Total	2026	2027	2028	2029	2030+
	\$	\$	\$	\$	\$	\$
Accounts payable and accrued liabilities	264,449	264,449	—	—	—	—
Dividends payable	2,821	2,821	—	—	—	—
Due to vendor	4,045	4,045	—	—	—	—
Lease liability	56,836	13,541	10,385	7,497	5,329	20,084
Long-term debt	581,679	237	233	581,209	—	—
Convertible unsecured subordinated debentures [includes interest]	238,326	11,153	227,173	—	—	—
Senior unsecured subordinated debentures [includes interest]	220,203	96,794	7,331	7,331	7,331	101,416
Total financial liability payments	1,368,359	393,040	245,122	596,037	12,660	121,500
<hr/>						
December 31, 2024	Total	2025	2026	2027	2028	2029
	\$	\$	\$	\$	\$	\$
Accounts payable and accrued liabilities	264,337	264,337	—	—	—	—
Dividends payable	2,833	2,833	—	—	—	—
Due to vendor	4,718	4,689	29	—	—	—
Lease liability	60,317	13,256	11,386	8,892	6,356	20,427
Long-term debt	925,531	282,698	220,103	215,911	206,819	—
Convertible unsecured subordinated debentures [includes interest]	252,354	11,153	11,153	230,048	—	—
Senior unsecured subordinated debentures [includes interest]	93,926	4,463	89,463	—	—	—
Total financial liability payments	1,604,016	583,429	332,134	454,851	213,175	20,427

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

[b] Fair value

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments that are carried in the consolidated financial statements, as well as their level on the fair value hierarchy:

	Level	December 31, 2025		December 31, 2024	
		Carrying amount	Fair value	Carrying amount	Fair value
		\$	\$	\$	\$
Financial assets					
<i>Amortized cost:</i>					
Cash and cash equivalents	1	45,659	45,659	79,893	79,893
Restricted cash	1	5,352	5,352	6,247	6,247
Accounts receivable	2	301,720	301,720	283,951	283,951
Notes receivable	2	4,110	4,110	6,248	6,248
<i>Fair value through profit or loss:</i>					
Derivative instruments	2	6	6	6,550	6,550
Financial liabilities					
<i>Amortized cost:</i>					
Interest-bearing loans and borrowings	2	579,309	576,869	565,893	559,071
Accounts payable and accrued liabilities	2	264,449	264,449	264,337	264,337
Dividends payable	2	2,821	2,821	2,833	2,833
Due to vendor	2	4,045	4,045	4,718	4,718
Convertible unsecured subordinated debentures ^[1]	2	204,493	226,274	197,019	220,786
Senior unsecured subordinated debentures ^[2]	2	178,086	166,427	83,965	83,331
<i>Fair value through profit or loss:</i>					
Derivative instruments	2	6,530	6,530	485	485
<i>Fair value through other comprehensive income:</i>					
Derivative instruments	2	445	445	919	919

[1] Convertible unsecured subordinated debentures, net of deferred fees and equity component.

[2] Net of deferred fees.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

During the reporting years ended December 31, 2025 and December 31, 2024, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- Cash and cash equivalents, restricted cash, accounts receivable, dividends payable, accounts payable and accrued liabilities, due to vendor, and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- The fair value of unquoted instruments and loans from banks is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.
- The Company enters into derivative financial instruments with financial institutions with investment-grade credit ratings. Derivatives include interest rate swaps, equity swaps and foreign exchange forward contracts that are marked-to-market at each reporting period. The fair values of derivatives are determined by the derivative counterparty using a discounted cash flow technique, which incorporates various inputs including the related interest rate swap curves and/or the Company's stock price for the equity swaps.

Fair value ["FV"] hierarchy

AGI uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1

The fair value measurements are classified as Level 1 in the FV hierarchy if the fair value is determined using quoted, unadjusted market prices for identical assets or liabilities.

Level 2

Fair value measurements that require inputs other than quoted prices in Level 1, and for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly, are classified as Level 2 in the FV hierarchy.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

Level 3

Fair value measurements that require unobservable market data or use statistical techniques to derive forward curves from observable market data and unobservable inputs are classified as Level 3 in the FV hierarchy.

29. Capital disclosure and management

The Company's capital structure comprises shareholders' equity and long-term debt. AGI's objectives when managing its capital structure are to maintain and preserve its access to capital markets, continue its ability to meet its financial obligations, including the payment of dividends (if any), and finance future organic growth and acquisitions.

AGI manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company is not subject to any externally imposed capital requirements other than financial covenants in its credit facilities, and as at December 31, 2025 and December 31, 2024, all of these covenants were complied with [note 18[b]].

The Board of Directors does not establish quantitative capital structure targets for management but rather promotes sustainable and profitable growth. Management monitors capital using non-GAAP financial metrics, primarily total debt to the trailing 12 months EBITDA and net debt to total shareholders' equity. There may be instances where it would be acceptable for total debt to trailing EBITDA to temporarily fall outside of the normal targets set by management, such as in financing an acquisition to take advantage of growth opportunities or industry cyclicality. This would be a strategic decision recommended by management and approved by the Board of Directors with steps taken in the subsequent period to restore the Company's capital structure based on its capital management objectives.

30. Related party disclosures

A law firm in which a former Director of AGI is a partner provides legal services to the Company. The Director retired from AGI's board of directors on May 21, 2025. During the year ended December 31, 2025, the total cost of legal services provided by related parties was \$1.4 million [2024 – \$0.7 million]. Accounts payable and accrued liabilities due to related parties as at December 31, 2025 are nil [2024 – \$0.8 million].

During the year, the Company became party to a joint venture. In accordance with IAS 24 *Related Party Disclosures* ["IAS 24"], the joint venture is considered a related party of the Company. The transactions and balances entered into between the Company and the joint venture are described in note 6.

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

The Company has an investment in the FIDC, which is considered a related party of the Company in accordance with IAS 24. The transactions and balances entered into between the Company and the FIDC are described in note 6.

Compensation of key management personnel of AGI

AGI's key management consists of its CEO, CFO, its Officers and other senior management, divisional general managers and its Directors.

	2025	2024
	\$	\$
Salaries	10,300	18,263
Short-term employee benefits	1,851	180
Contributions to defined contribution plans	313	290
Share-based payments	6,873	6,085
Total compensation paid to key management personnel	19,337	24,818

31. Commitments and contingencies

[a] Contractual commitment for the purchase of property, plant and equipment

As of the reporting date, the Company has commitments to purchase property, plant and equipment of \$2.9 million [2024 – \$5.0 million].

[b] Letters of credit

As at December 31, 2025, the Company has outstanding letters of credit in the amount of \$37.1 million [2024 – \$42.5 million].

[c] Legal actions

From time to time, the Company is involved in various legal matters due to the size, complexity and nature of its operations. Exposure to these claims is mitigated through levels of insurance coverage considered appropriate by management and by active management of these matters. The Company has considered the advice of legal counsel in assessing the likely outcome of these matters, recognizing provisions where appropriate. The timing of cash outflows related to these provisions is uncertain and will depend on the progress of legal proceedings. While the Company believes that these provisions are adequate based on currently available information, the final amounts required to settle these matters may differ.

In addition, the Company has insurance coverage for these legal matters. As at December 31, 2024, the Company recognized an insurance proceeds receivable of \$7.2 million in other assets on the consolidated

Ag Growth International Inc.

Notes to consolidated financial statements

[in thousands of Canadian dollars, except where otherwise noted and per share data]

December 31, 2025

statements of financial position. During the year ended December 31, 2025, the Company fully utilized this reimbursement.

The resolution of any remaining matters is not expected to have a material adverse effect on the Company's financial position, results of operations or cash flows.