

DOMAN™

Annual Report 2024

DOMAN BUILDING MATERIALS GROUP LTD.



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Letter to Shareholders

2024 marked our twentieth year of being publicly listed on the TSX, and it was a year of achievement for our Company. We started the year in very similar shape and market conditions that we experienced while exiting 2023, and 2024 witnessed great opportunity. Throughout the year, we remained focused and excited with the business across all divisions and on both sides of the border, both operationally and with a view to acquisitions. Despite the impact of lower year-over-year pricing in certain construction materials categories, our business units continued to show resilience in volumes while delivering very strong gross margin performance.

I am pleased and encouraged with our Company's ability to demonstrate stability and strength in our financial performance given pricing levels for lumber, OSB and plywood markets in 2024 were often asynchronous during the year, and at times meaningfully lower when compared to 2023, particularly in the United States. Despite this, our ongoing execution of strategic growth, managing costs, and optimizing operational efficiencies resulted in strong revenues, gross margin, EBITDA and net income, while paying our shareholders a quarterly dividend of \$0.14 per common share, or \$0.56 per common share, on an annual basis.

We remain encouraged and pleased with the resilience of our diversified business model withstanding these macro-economic cycles resulting in annual revenues, gross margin, Adjusted EBITDA, and net earnings totaling \$2.66 billion, \$425 million, \$196 million, and \$54 million, respectively in 2024.

Our ability to deliver consistent performance across a variety of market cycles results from our tireless focus on operations, and to the many successful acquisitions we've completed throughout the years.

2024 also marked a period of significant corporate actions including the US\$295 million acquisition of CM Tucker Lumber, as well as the purchase of Southeast Forest Products. These acquisitions have expanded our growing footprint in the United States and will further strengthen our position as a market leader while positioning Doman for further growth and expansion. We are very proud that our Company now has reach from coast to coast in both Canada and the United States.

Our ability to successfully complete these accretive acquisitions stemmed from the financial discipline to always have a growth-friendly balance sheet in place. Throughout 2024, we strengthened our financial flexibility by successfully renewing our \$500 million credit facility, which we increased to \$580 million in 2025, as well as completing \$365 million in senior unsecured note offerings.

We remain enthusiastic about the prospects ahead and look forward to further demonstrating the strength and leverage available in our business model as we continue to be well positioned to take advantage of sensible organic growth opportunities. As we continue successfully integrating recent acquisitions, our discipline and focus on paying down debt and strengthening our balance sheet will position us to take advantage of more strategic opportunities, as we continue to diligently use leverage and our cost of capital to plan further growth and success of the business.

Looking ahead, 2025 already has demonstrated it will have its own unique set of challenges, and we will maintain our discipline and focus. I would like to personally thank both the Southeast Forest and Tucker Lumber Companies for joining Doman, and welcome all of our new fine team members to the Company. I would like to take this opportunity to extend my appreciation to the Board of Directors for their continued wisdom and stewardship, as 2024 was a transformational year for our Company. I would also like to thank all our hard-working employees, loyal customers, dependable suppliers and you, our shareholders, for your ongoing support.

Sincerely,

Amar S. Doman
Chairman and CEO

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Doman Building Materials Group Ltd.

Management's Discussion and Analysis

February 27, 2025

Management's Discussion and Analysis

This Management's Discussion and Analysis ("MD&A") provides a review of the significant developments that have impacted Doman Building Materials Group Ltd. (the "Company"), in the quarter and year ended December 31, 2024, relative to 2023. This discussion of the financial condition and results of operations of the Company should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2024 (the "2024 Consolidated Financial Statements"). The financial information in this MD&A has been prepared in accordance with IFRS Accounting Standards ("IFRS"), applicable to the preparation of financial statements.

This MD&A, the associated 2024 Consolidated Financial Statements and the 2024 Letter to Shareholders (the "2024 Reporting Documents") contain historical information, descriptions of current circumstances and statements about potential future developments and anticipated financial results, performance or achievements of the Company and its subsidiaries. The latter statements, which are forward-looking statements, are presented to provide guidance to the reader but their accuracy depends on a number of assumptions and are subject to various known and unknown risks and uncertainties. Forward-looking statements are included under the headings "Business Overview", "Outlook", "Commitments and Contingencies", "Sales and Gross Margin", "Dividend Policy" and "Liquidity and Capital Resources". When used in this MD&A, such statements may contain such words as "may", "will", "intend", "should", "expect", "believe", "outlook", "predict", "remain", "anticipate", "estimate", "potential", "continue", "plan", "could", "might", "project", "targeting" or the inverse or negative of these terms or other similar terminology. Forward-looking information in the 2024 Reporting Documents includes, without limitation, statements regarding funding requirements, dividends, commodity pricing, debt repayment, credit availability, interest rates, economic conditions data, changes in international trade policies, international tariffs and housing starts. These statements are based on management's current expectations regarding future events and operating performance, and on information currently available to management, speak only as of the date of the 2024 Reporting Documents and are subject to risks which are described in the Company's current Annual Information Form dated March 28, 2024, ("AIF") and the Company's public filings on the Canadian Securities Administrators' website at www.sedarplus.ca ("SEDAR") and as updated from time to time, and would include, but are not limited to, dependence on market economic conditions, impacts of changes in international trade policies including tariffs, risks related to the impact of geopolitical conflicts, local, national, and international health concerns, including but not limited to COVID-19 or other viruses, epidemics or pandemics, sales and margin risk, acquisition and integration risks and operational risks related thereto, competition, information system risks, technology risks, cybersecurity risks, availability of supply of products, interest rate risks, inflation risks, risks associated with the introduction of new product lines, product design risk, product liability risk, environmental risks, climate change risks, volatility of commodity prices, inventory risks, customer and vendor risks, contract performance risk, availability of credit, credit risks, performance bond risk, currency risks, insurance risks, tax risks, risks of legislative or regulatory changes, operational and safety risks, resource industry risks, resource extraction risks, risks relating to remote operations, forestry management and silviculture, fire and natural disaster risks, key executive risk, supply chain and modern anti-slavery risks, and litigation risks. These risks and uncertainties may cause actual results to differ materially from those contained in the statements. Such statements reflect management's current views and are based on certain assumptions. Some of the key assumptions include, but are not limited to, assumptions regarding the performance of the Canadian and the United States ("US") economies, the impact of viruses, epidemics, pandemics or health risks, interest rates, exchange rates, inflation, capital and loan availability, commodity pricing, the Canadian and the US housing and building materials markets; international trade and tariff matters; post-acquisition operation of a business; the amount of the Company's cash flow from operations; tax laws; laws and regulations relating to the protection of the environment, including the impacts of climate change, and natural resources; and the extent of the Company's future acquisitions and capital spending requirements or planning in respect thereto, including but not limited to the performance of any such business and its operation; availability or more limited availability of access to equity and debt capital markets to fund, at acceptable costs, the Company's future growth plans, the implementation and success of the integration of acquisitions, the ability of the Company to refinance its debts as they mature or at acceptable costs; the direct and indirect effect of the US housing market and economy; exchange rate fluctuations between the Canadian and US dollar; retention of key personnel; the Company's ability to sustain its level of sales and earnings margins; the Company's ability to grow its business long-term and to manage its growth; the Company's management information systems upon which it is dependent are not impaired, ransomed or unavailable; the Company's insurance is sufficient to cover losses that may occur as a result of its operations as well as the general level of economic activity, in Canada and the US, and abroad, discretionary spending and unemployment levels; the effect of general economic conditions;

Management's Discussion and Analysis

market demand for the Company's products, and prices for such products; the effect of forestry, land use, environmental and other governmental regulations; the impact of government policies, domestically and internationally, the impact of government elections, domestically, regionally and internationally, the risk of losses from fires, floods and other natural disasters, and unemployment levels. They are, by necessity, only estimates of future developments and actual developments may differ materially from these statements due to a number of known and unknown factors. Investors are cautioned not to place undue reliance on these forward-looking statements. All forward-looking information in the 2024 Reporting Documents is qualified by these cautionary statements. Although the forward-looking information contained in the 2024 Reporting Documents is based on what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. Certain statements included in the 2024 Reporting Documents may be considered "financial outlook" for purposes of applicable securities laws, and such financial outlook may not be appropriate for purposes other than the 2024 Reporting Documents. In addition, there are numerous risks associated with an investment in the Company's common shares and senior unsecured notes, which are also further described in the "Risks and Uncertainties" section in the 2024 Reporting Documents and in the "Risk Factors" section of the Company's AIF, and as updated from time to time, in the Company's other public filings on SEDAR.

The forward-looking statements contained in the 2024 Reporting Documents are made as of the date of this report and should not be relied upon as representing the Company's views as of any date subsequent to the date of this report. Except as required by applicable law, the Company undertakes no obligation to publicly update or otherwise revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

The information in this report is as at February 27, 2025, unless otherwise indicated. All amounts are reported in Canadian dollars, unless otherwise indicated.

1. In the discussion, reference is made to Earnings before Interest, Tax, Depreciation and Amortization ("EBITDA"), which represents earnings from continuing operations before interest, including amortization of deferred financing costs, provision for income taxes, depreciation and amortization. This is not a generally accepted earnings measure under IFRS and does not have a standardized meaning under IFRS, and therefore the measure as calculated by the Company may not be comparable to similarly titled measures reported by other companies. EBITDA is presented as management believes it is a useful indicator of a Company's ability to meet debt service and capital expenditure requirements and because the Company interprets trends in EBITDA as an indicator of relative operating performance. EBITDA should not be considered by an investor as an alternative to net earnings or cash flows as determined in accordance with IFRS. For a reconciliation of EBITDA to the most directly comparable measures calculated in accordance with IFRS refer to "Reconciliation of Net Earnings to EBITDA and Adjusted EBITDA".
2. In the discussion, reference is made to Adjusted EBITDA, which is EBITDA as defined above, before certain non-recurring or unusual items. This is not a generally accepted earnings measure under IFRS and does not have a standardized meaning under IFRS. The measure as calculated by the Company may not be comparable to similarly titled measures reported by other companies. Adjusted EBITDA is presented as management believes it is a useful indicator of the Company's ability to meet debt service and capital expenditure requirements from its regular business before non-recurring items. Adjusted EBITDA should not be considered by an investor as an alternative to net earnings or cash flows as determined in accordance with IFRS. For a reconciliation from Adjusted EBITDA to the most directly comparable measures calculated in accordance with IFRS refer to "Reconciliation of Net Earnings to EBITDA and Adjusted EBITDA".
3. In the discussion, reference is made to Net earnings before directly attributable acquisition-related costs. This is not a generally accepted earnings measure under IFRS and does not have a standardized meaning under IFRS. The measure as calculated by the Company may not be comparable to similarly titled measures reported by other companies. Net earnings before directly attributable acquisition-related costs are presented as management believes it is a useful indicator of the Company's operating results. Net earnings before directly attributable acquisition-related costs should not be considered by an investor as an alternative to net earnings or cash flows as determined in accordance with IFRS.
4. In the discussion, reference is made to Net debt and Available liquidity. These are not generally accepted capital management measures and do not have standardized meanings under IFRS. Net debt is calculated as total current and non-current debt (including finance leases), less cash and cash equivalents. Available liquidity is calculated as cash and cash equivalents net of bank indebtedness, and unutilized credit capacity under the Company's revolving loan facility. Management believes that Net debt and Available liquidity are key measures of the Company's liquidity.
5. Reference is also made to free cash flow of the Company. This is a non-IFRS measure generally used by Canadian companies as an indicator of financial performance. The measure as calculated by the Company might not be comparable to similarly-titled measures reported by other companies. Management believes that this measure provides investors with an indication of the cash available for distribution to shareholders of the Company. The Company defines free cash flow as cash flow generated from Adjusted EBITDA activities, and after payment of lease liabilities, interest, tax and maintenance of business capital expenditures.

Management's Discussion and Analysis

Business Overview

The Company operates through its wholly owned subsidiaries, distributing various building materials, as well as producing and treating lumber and providing other value-add services across Canada and in the US. The Company services the new home construction, home renovation and industrial markets by supplying the retail and wholesale lumber and building materials industry, big box stores, hardware stores, industrial and furniture manufacturers and similar concerns. The Company's operations also include timber ownership and management of private timberlands and forest licenses, and agricultural post-peeling and pressure treating through its timber division. After acquisition of its California Cascade business in 2015, in 2017 the Company acquired the Honsador Building Products group of companies, with an incumbent position in the State of Hawaii, further expanding the Company's presence in the US building distribution and treating markets. In 2018, the Company continued with its expansion and growth plans, completing the purchase of a lumber pressure treating plant near Portland, Oregon and a lumber pressure treating plant in Woodland, California. In 2019, the Company acquired Lignum Forest Products LLP, a well-established brand in the lumber and forestry distribution market in Western Canada and the US. In 2020, the Company completed the acquisition of a truss manufacturing plant in Kauai, Hawaii. In 2021, the Company completed the acquisition of the business of the Hixson Lumber Sales group, a leading wholesaler and manufacturer of lumber and treated lumber operating in the Central United States, as well as the acquisition of a lumber pressure treating plant in Fontana, California. During 2024, the Company completed additional acquisitions, as described below. The Company has recently renamed the majority of its operating divisions under the unified Doman brand.

Business Acquisitions (the "Acquisitions")

Doman Tucker Lumber Acquisition

On October 1, 2024, the Company completed the acquisition of certain assets of CM Tucker Lumber Companies, LLC (now doing business as "Doman Tucker Lumber") through a wholly owned subsidiary of the Company (the "Doman Tucker Lumber Acquisition"). Doman Tucker Lumber offers a comprehensive variety of products, including treated lumber and plywood, decking, deck posts, balusters, spindles, handrails, step stringers, step treads, fence panels, fence pickets, round fence posts and split rail fencing. Doman Tucker Lumber operates in the Eastern US, headquartered in Pageland, South Carolina, with three large treating plants, specialty sawmilling and a captive trucking fleet.

Cash purchase price consideration of approximately US\$295.0 million, including inventory of approximately US\$40.0 million, was funded by the Company's revolving loan facility and cash and cash equivalents on hand, and is subject to certain post-closing adjustments.

Further information regarding this acquisition is contained in Note 7 of the 2024 Consolidated Financial Statements.

Management's Discussion and Analysis

Southeast Forest Products Acquisition

On March 1, 2024, the Company completed the acquisition of certain assets of Southeast Forest Products Treated, Ltd. ("Southeast Forest") through a wholly owned subsidiary of the Company (the "Southeast Acquisition"), a manufacturer of treated lumber operating in Richmond, Indiana and near Birmingham, Alabama. The acquired treating plants are strategically located near Company's existing facilities, significantly expanding and complementing its central US operations, and newly accessing southern and eastern US markets.

The foreign exchange rate used to translate the purchase price consideration and fair values of assets acquired was based on the exchange rate as at the date of the Southeast Acquisition.

Further information regarding this acquisition is contained in Note 7 of the 2024 Consolidated Financial Statements.

Issuance of 2029 Unsecured Notes

On September 17, 2024, the Company completed a private placement offering of senior unsecured notes ("2029 Unsecured Notes") denominated in principal amounts of one thousand dollars, resulting in gross proceeds of \$265.0 million. The offering was underwritten by a syndicate of underwriters led by Stifel Nicolaus Canada Inc., and including RBC Capital Markets, CIBC Capital Markets, TD Securities and National Bank Financial Markets.

On December 10, 2024, the Company completed an additional private placement offering under the terms of the 2029 Unsecured Notes. These additional notes were issued at a price of \$1,015 per \$1,000 principal, resulting in gross proceeds of \$101.5 million.

The 2029 Unsecured Notes accrue interest at the rate of 7.5% per annum, payable on a semi-annual basis, maturing on September 17, 2029. Cash proceeds raised from the 2029 Unsecured Notes, net of issuance costs, were used for reducing the Company's existing revolving loan facility and repurchase for cancellation a portion of the Company's senior unsecured notes with a maturity date of May 15, 2026 ("2026 Unsecured Notes").

Repurchase of 2026 Unsecured Notes

Concurrent with the issuance of the 2029 Unsecured Notes on September 17, 2024, the Company completed the early repurchase for cancellation of \$52.3 million of its outstanding 2026 Unsecured Notes, in accordance with the terms of the unsecured notes trust indenture. Total redemption amount, including accrued interest, was \$53.3 million. The remaining principal payable is \$272.2 million.

Management's Discussion and Analysis

Amendment of Revolving Loan Facility

On April 30, 2024, the Company amended and restated its existing revolving loan facility, extending the maturity date from December 6, 2024, to April 30, 2028.

Subsequent to year-end, on January 31, 2025, the Company amended its existing revolving loan facility, increasing the maximum available credit from \$500.0 million to \$580.0 million. All other material terms remained substantially unchanged.

Early Redemption of 2023 Unsecured Notes

On June 30, 2023, the Company completed the early redemption of all \$60.0 million of its outstanding senior unsecured notes with a scheduled maturity date of October 9, 2023 (the "2023 Unsecured Notes"), in accordance with the terms of the 2023 Unsecured Notes trust indenture, resulting in the payment of \$60.9 million including accrued interest.

Early Repayment of Non-Revolving Term Loan

On June 29, 2023, the Company completed the early repayment of the balance of its outstanding non-revolving term loan in the amount of \$14.1 million, in accordance with the terms of such loan agreement, otherwise having a scheduled maturity date of December 6, 2024.

Seasonality

The Company's sales are subject to seasonal variances that fluctuate in accordance with the normal home building season, depending on the geographical location, which creates a timing difference between quarterly free cash flow earned and the Company's policy of equalizing quarterly dividends paid.

Housing Starts

The seasonally adjusted annualized rate for overall Canadian housing starts for the year ended December 31, 2024, was 245,120 versus 240,267 in 2023, an increase of 2.0%. The seasonally adjusted annualized rate for single detached units, a more relevant leading indicator for the Company, amounted to 60,292 in the fourth quarter of 2024 versus 55,204 in the comparative period of 2023, an increase of 9.2%⁽¹⁾.

US housing starts were 1,366,000 units in 2024 versus 1,420,000 in 2023, a decrease of 3.8%⁽²⁾.

1. As reported by the Canadian Mortgage and Housing Corporation ("CMHC"). For further information, see "Outlook".

2. As reported by the US Census Bureau. For further information, see "Outlook".

Management's Discussion and Analysis

Construction Materials Pricing

The following tables provide average quarterly pricing for Spruce-Pine-Fir ("SPF"), plywood and oriented strand board ("OSB") in the Canadian markets, and SPF and Southern Yellow Pine ("SYP") in the US markets, respectively⁽¹⁾:

(in Canadian \$) For quarters ended	2024				2023			
	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar
SPF Lumber ⁽²⁾	641	574	624	669	619	642	574	599
Plywood ⁽³⁾	760	607	661	696	645	677	625	682
OSB ⁽³⁾	504	429	622	559	516	649	405	342

(in US \$) For quarters ended	2024				2023			
	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar
SPF Lumber ⁽²⁾	434	367	386	446	399	418	361	386
SYP Lumber ⁽²⁾	379	327	308	389	400	409	450	445

In Canada, lumber, plywood and OSB prices remained relatively stable through the year ended December 31, 2024, and increased slightly towards the end of the fourth quarter. Average SPF lumber prices for the quarter ended December 31, 2024, were \$641 per thousand board feet, compared to \$619 per thousand board feet in the comparative prior year period, an increase of \$22 or 3.6%. Plywood also saw an increase of 17.8% year-over-year, while OSB saw a modest decrease of 2.3%.

In the US, lumber prices rose slightly in the first quarter due to supply tightness, but have since declined, as changing expectations for the timing of Federal monetary policy easing, among other factors, resulted in weaker lumber demand. Average SPF lumber prices for the quarter ended December 31, 2024, were US\$434 per thousand board feet, compared to US\$399 per thousand board feet in the comparative prior year period, an increase of US\$35 or 8.8%. However, SYP Lumber, a more significant product category for the Company in the US, saw a year-over-year decrease of US\$21 or 5.3%.

Overall, the North American market remains weak, with cooling consumers' demand putting downward pressure on materials pricing.

The Company generally prices its products in the competitive construction materials market so that the Company's profitability is based on cost plus value-added services such as wood pressure treating, distribution, short-term financing and other services provided. As a result, the Company's sales levels are impacted by the underlying construction materials costs of its products.

1. As reported by Random Lengths.
 2. Per thousand board feet.
 3. Per thousand square feet.

Management's Discussion and Analysis

The Company's gross margins are impacted by, among other things, the relative level of construction materials pricing (such as whether prices are higher or lower compared to other periods), as well as the trend in pricing (such as whether the price is increasing or decreasing within a period). Depending on whether the product is sold at a fixed price or is tied to the current market, the impact of pricing levels and pricing trends will have differing effects on each category of product.

Management employs mitigation strategies to attempt to minimize the potential impacts of future construction materials price volatility. These strategies include, but are not limited to, the use of vendor managed inventories, direct shipments from the manufacturer to the customer, use of lumber futures contracts and the Company's internal policy of optimizing inventory levels to maintain its high standard of customer service levels and minimizing excess inventory otherwise exposed to market fluctuations.

Results of Operations

Selected Annual Information

(in millions of dollars, per share in dollars)	Fiscal Years Ended December 31,		
	2024	2023	2022
Sales	2,663.2	2,491.2	3,039.0
Earnings before income taxes	61.2	87.4	98.7
Net earnings	54.2	75.8	78.7
Adjusted net earnings ⁽¹⁾	56.6	75.8	78.7
Net earnings per share (basic and diluted)	0.62	0.87	0.91
Adjusted net earnings per share (basic and diluted) ⁽¹⁾	0.65	0.87	0.91
Total assets	2,013.2	1,425.6	1,445.2
Non-current debt ⁽²⁾	1,114.0	444.6	606.6
Total debt	1,138.4	667.2	689.9
Net debt ⁽³⁾	1,129.0	637.3	694.1
Dividends declared to shareholders	48.8	48.7	48.7
Dividends declared to shareholders (per share)	0.56	0.56	0.56
Weighted average shares outstanding (basic and diluted)	87,201,318	87,028,659	86,885,617
Total shares outstanding	87,289,766	87,041,292	86,991,660

1. Net earnings before directly attributable acquisition-related costs.

2. Excludes current portion of debt.

3. Total current and non-current debt (including finance leases), less cash and cash equivalents.

Management's Discussion and Analysis

Comparison of the Year Ended December 31, 2024, and December 31, 2023

Overall Performance

Segmented Information

The following table shows the Company's segmented results for the year ended December 31:

	Year ended December 31, 2024			Year ended December 31, 2023		
	Building Materials	Other	Total	Building Materials	Other	Total
(in thousands of dollars)	\$	\$	\$	\$	\$	\$
Revenue	2,628,894	34,345	2,663,239	2,454,769	36,395	2,491,164
Specified expenses						
Depreciation and amortization	74,784	2,457	77,241	65,123	2,980	68,103
Finance costs	53,070	678	53,748	39,261	1,282	40,543
Net earnings	54,129	58	54,187	72,783	3,003	75,786

Sales and Gross Margin

Sales for the year ended December 31, 2024, were \$2.66 billion versus \$2.49 billion in 2023, representing an increase of \$172.1 million or 6.9% due to the factors discussed below.

Sales for the Building Materials segment increased by \$174.1 million or 7.1%, largely due to the impact of the results from the Acquisitions (increase in sales of approximately 8.2%). Doman Tucker Lumber was acquired on October 1, 2024, and Southeast Forest was acquired on March 1, 2024, and consequently included three and ten months of operations, respectively. Additionally, sales for the Company's legacy operations were impacted by the previously discussed decreases in pricing in certain construction materials categories.

The Company's sales in the year were made up of 76% of construction materials, compared with 74% last year, with the remaining balance of sales resulting from specialty and allied products of 20% (2023 – 22%) and other sources of 4% (2023 – 4%).

Gross margin dollars were \$424.8 million versus \$402.7 million in 2023, an increase of \$22.1 million, benefiting from the results achieved by the Acquisitions. Gross margin percentage was 16.0% during the year, compared to 16.2% achieved in 2023, with the slight decrease in percentage gross margin largely due to the impact of the previously discussed slowing in the construction materials market.

Management's Discussion and Analysis

Expenses

Expenses for the year ended December 31, 2024, were \$306.5 million as compared to \$274.7 million, an increase of \$31.8 million or 11.6%, due to the factors discussed below. As a percentage of sales, 2024 expenses were 11.5%, compared to 11.0% in 2023.

Distribution, selling and administration expenses increased by \$22.6 million or 10.9%, to \$229.2 million in 2024, versus \$206.6 million in 2023, mainly due to the results from the Acquisitions, as well as broad inflationary pressures. As a percentage of sales, these expenses were 8.6%, compared to 8.3% in the prior year.

Depreciation and amortization expenses increased by \$9.1 million or 13.4%, from \$68.1 million to \$77.2 million, mainly due to additions to property, plant and equipment and intangible assets related to the Acquisitions.

Operating Earnings

For the year ended December 31, 2024, operating earnings were \$118.3 million compared to \$128.0 million in 2023, a decrease of \$9.7 million or 7.6%, due to the foregoing factors.

Finance Costs

Finance costs for the year ended December 31, 2024, were \$53.7 million, compared to \$40.5 million in 2023, an increase of \$13.2 million, largely as a result of the additional finance costs related to the 2029 Unsecured Notes, as well as higher interest rates on the Company's variable rate loan facilities during the year.

Acquisition Costs

Directly attributable acquisition costs during the year ended December 31, 2024, were \$3.3 million. These costs included due diligence, legal, environmental, financial, management resources and other advisory services directly attributable to acquisition activities.

Earnings before Income Taxes

For the year ended December 31, 2024, earnings before income taxes were \$61.2 million, compared to \$87.4 million in 2023, a decrease of \$26.2 million due to the foregoing factors.

Management's Discussion and Analysis

Provision for Income Taxes

For the year ended December 31, 2024, provision for income taxes was \$7.0 million compared to \$11.7 million in 2023, a decrease in the provision of \$4.7 million. This amount is a function of the pre-tax earnings generated during the year and the expected taxes payable on these earnings.

Net Earnings

As a result of the foregoing factors, net earnings for the year ended December 31, 2024, were \$54.2 million compared to \$75.8 million in 2023, a decrease of \$21.6 million. Net earnings for the year were impacted by the previously discussed non-recurring directly attributable acquisition related costs of \$3.3 million. Adjusted net earnings before these non-recurring costs were \$56.6 million, a decrease of \$19.2 million, due to the foregoing factors.

Fourth Quarter Results

A summary of the unaudited results for the quarters ended December 31, 2024 and 2023, is as follows:

(in thousands of dollars, per share in dollars)	Three months ended December 31,	
	2024	2023
	\$	\$
Sales	707,841	527,386
Gross margin	113,319	80,564
Gross margin %	16.0 %	15.3 %
Distribution, selling and administration expenses	61,376	47,335
Depreciation and amortization	24,095	16,858
Expenses	85,471	64,193
Operating earnings	27,848	16,371
Finance costs	18,546	9,353
Acquisition costs	991	–
Earnings before income taxes	8,311	7,018
Provision for (recovery of) income taxes	47	(3,506)
Net earnings	8,264	10,524
Net earnings per share ⁽¹⁾	0.09	0.12

1. Weighted average basic shares outstanding during the quarter.

Management's Discussion and Analysis

Segmented Information

The following table shows the Company's segmented results for the quarters ended December 31:

(in thousands of dollars)	Three months ended December 31, 2024			Three months ended December 31, 2023		
	Building Materials	Other	Total	Building Materials	Other	Total
	\$	\$	\$	\$	\$	\$
Revenue	699,841	8,000	707,841	519,832	7,554	527,386
Specified expenses						
Depreciation and amortization	23,554	541	24,095	16,154	704	16,858
Finance costs	18,283	263	18,546	9,265	88	9,353
Net earnings (loss)	8,386	(122)	8,264	9,754	770	10,524

Sales and Gross Margin

Sales for the quarter ended December 31, 2024, were \$707.8 million versus \$527.4 million in the comparative period of 2023, representing an increase of \$180.5 million or 34.2% due to the factors discussed below.

Sales for the Building Materials segment increased by \$180.0 million or 34.6%, largely due to the impact of the results from the Acquisitions (increase in sales of approximately 28.7%).

The Company's sales in the quarter were made up of 79% of construction materials, compared with 72% in the comparative prior year period, with the remaining balance of sales resulting from specialty and allied products of 17% (2023 – 24%) and other sources of 4% (2023 – 4%).

Gross margin dollars were \$113.3 million versus \$80.6 million in the comparative prior year quarter, an increase of \$32.8 million, benefiting from the results achieved by the Acquisitions. Gross margin percentage was 16.0% for the quarter, compared to 15.3% achieved in 2023.

Expenses

Expenses for the quarter ended December 31, 2024, were \$85.5 million as compared to \$64.2 million for the comparative quarter in 2023, an increase of \$21.3 million or 33.1%, due to the factors discussed below. As a percentage of sales, expenses were 12.1% in the period compared to 12.2% during the comparative quarter in 2023.

Distribution, selling and administration expenses increased by \$14.0 million or 29.7%, to \$61.4 million in 2024 from \$47.3 million in the same period of 2023, mainly due to broad inflationary pressures and the results from the Acquisitions. As a percentage of sales, these expenses were 8.7% in the period, compared to 9.0% in the same period in 2023.

Management's Discussion and Analysis

Depreciation and amortization expenses increased by \$7.2 million or 42.9%, from \$16.9 million to \$24.1 million, mainly due to additions to property, plant and equipment and intangible assets related to the Acquisitions.

Operating Earnings

For the quarter ended December 31, 2024, operating earnings were \$27.8 million compared to \$16.4 million in the comparative period of 2023, an increase of \$11.5 million or 70.1%, due to the foregoing factors.

Finance Costs

Finance costs for the quarter ended December 31, 2024, were \$18.5 million, compared to \$9.4 million for the same period in 2023, an increase of \$9.2 million, largely as a result of the additional finance costs related to the 2029 Unsecured Notes, as well as higher interest rates on the Company's variable rate loan facilities and higher utilization of the revolving loan facility during the quarter.

Acquisition Costs

Directly attributable acquisition costs during the quarter ended December 31, 2024, were \$991,000. These costs included due diligence, legal, environmental, financial, management resources and other advisory services directly attributable to acquisition activities.

Earnings before Income Taxes

For the quarter ended December 31, 2024, earnings before income taxes were \$8.3 million, compared to \$7.0 million in the comparative period of 2023, an increase of \$1.3 million due to the foregoing factors.

Provision for Income Taxes

For the quarter ended December 31, 2024, provision for income taxes was \$47,000 compared to a recovery of \$3.5 million in the same quarter of 2023, an increase in the provision of \$3.6 million. This amount is a function of the pre-tax earnings generated in the period and the expected taxes payable on these earnings, as well as a revaluation of certain deferred tax assets and liabilities.

Net Earnings

Net earnings for the quarter ended December 31, 2024, were \$8.3 million compared to \$10.5 million for the same period in 2023, a decrease of \$2.3 million, due to the foregoing factors. Net earnings for the quarter were impacted by the previously discussed non-recurring directly attributable acquisition related costs of \$991,000. Adjusted net earnings before these non-recurring costs were \$9.0 million, a decrease of \$1.6 million, due to the foregoing factors.

Management's Discussion and Analysis

Summary of Quarterly Results

For the Quarters Ended:

(\$ and shares millions, per share in dollars)	2024				2023			
	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar
Sales	707.8	663.1	689.8	602.5	527.4	643.9	710.7	609.1
EBITDA	51.0	46.3	50.2	44.8	33.2	52.0	66.0	44.8
Adjusted EBITDA ⁽¹⁾	51.9	47.4	50.6	45.6	33.2	52.0	66.0	44.8
Adjusted EBITDA % of sales ⁽¹⁾	7.3	7.2	7.3	7.6	6.3	8.1	9.3	7.4
Earnings before income taxes	8.3	16.5	20.0	16.4	7.0	25.0	38.2	17.2
Net earnings	8.3	14.6	17.0	14.4	10.5	21.2	29.2	14.9
Adjusted net earnings ⁽²⁾	9.0	15.4	17.3	15.0	10.5	21.2	29.2	14.9
Net earnings per share ⁽³⁾	0.09	0.17	0.19	0.16	0.12	0.24	0.34	0.17
Adjusted net earnings ⁽²⁾ per share ⁽³⁾	0.10	0.18	0.20	0.17	0.12	0.24	0.34	0.17
Dividends declared per share	0.14	0.14	0.14	0.14	0.14	0.14	0.14	0.14
Outstanding shares ⁽³⁾	87.3	87.2	87.2	87.1	87.0	86.9	87.0	87.1

- Adjusted EBITDA refers to EBITDA before directly attributable acquisition related costs.
- Net earnings before directly attributable acquisition-related costs.
- Weighted average basic shares outstanding in the period.

Reconciliation of Net Earnings to EBITDA and Adjusted EBITDA

(in thousands of dollars)	Three months ended December 31,		Years ended December 31,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Net earnings	8,264	10,524	54,187	75,786
Provision for (recovery of) income taxes	47	(3,506)	7,031	11,654
Finance costs	18,546	9,353	53,748	40,543
Depreciation and amortization	24,095	16,858	77,241	68,103
EBITDA	50,952	33,229	192,207	196,086
Acquisition costs	991	-	3,340	-
Adjusted EBITDA	51,943	33,229	195,547	196,086

Management's Discussion and Analysis

EBITDA and Adjusted EBITDA

For the quarter ended December 31, 2024, EBITDA was \$51.0 million compared to \$33.2 million in the comparative 2023 period, an increase of \$17.7 million or 53.3%. EBITDA for the fourth quarter of 2024 was impacted by the previously discussed non-recurring directly attributable acquisition-related costs of \$991,000. Adjusted EBITDA before these non-recurring costs was \$51.9 million, an increase of \$18.7 million or 56.3%. Adjusted EBITDA during the quarter was positively impacted by the inclusion of the results from the Acquisitions.

For the year ended December 31, 2024, EBITDA was \$192.2 million compared to \$196.1 million in 2023, a decrease of \$3.9 million or 2.0%. EBITDA for the year was impacted by the previously discussed non-recurring directly attributable acquisition-related costs of \$3.3 million. Adjusted EBITDA before these non-recurring costs was \$195.5 million, a slight decrease of \$539,000 or 0.3%. Adjusted EBITDA was positively impacted by this year's inclusion of the results from the Acquisitions, but was offset by the previously discussed overall weaker pricing in certain construction materials categories, as well as an increase in expenses due to broad inflationary pressures.

Reconciliation of Net Earnings to Net Earnings before Directly Attributable Acquisition-Related Costs

(in thousands of dollars)	Three months ended December 31,		Years ended December 31,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Net earnings	8,264	10,524	54,187	75,786
Acquisition costs	991	–	3,340	–
Income tax recovery on acquisition costs	(291)	–	(902)	–
Net earnings before directly attributable acquisition-related costs	8,964	10,524	56,625	75,786
Net earnings per share (basic and diluted) ⁽¹⁾	0.09	0.12	0.62	0.87
Acquisition costs (net of tax recovery)	0.01	–	0.03	–
Adjusted net earnings per share ⁽¹⁾	0.10	0.12	0.65	0.87

1. Weighted average basic shares outstanding in the period.

Management's Discussion and Analysis

Financial Condition

Liquidity and Capital Resources

Management believes that net debt is a key measure of the Company's liquidity. The Company's net debt as at December 31, 2024, was \$1.13 billion, compared to \$637.3 million as at December 31, 2023, an increase of \$491.8 million, which was comprised of the following:

(in thousands of dollars)	2024 \$	2023 \$
Loans and borrowings ⁽¹⁾	975,050	521,946
Lease liabilities ⁽¹⁾	163,355	145,294
Cash and cash equivalents	(13,504)	(40,213)
Bank indebtedness	4,124	10,243
Net debt	1,129,025	637,270

1. Includes current portion of debt.

As at December 31, 2024, the Company had available liquidity of \$163.1 million, based on the maximum credit available of \$500.0 million⁽¹⁾ under its revolving loan facility:

(in thousands of dollars)	2024 \$	2023 \$
Cash and cash equivalents	13,504	40,213
Bank indebtedness	(4,124)	(10,243)
Unutilized credit capacity under the Company's revolving loan facility ⁽¹⁾	153,698	297,987
Available liquidity	163,078	327,957

1. Subsequent to year-end, on January 31, 2025, revolving loan limit was increased to \$580.0 million.

During the year ended December 31, 2024, the Company consumed \$21.3 million in cash and cash equivalents, versus generating \$35.4 million in the comparative prior year. The following activities during the year accounted for the change in cash.

Operating activities, before non-cash working capital changes, generated \$148.7 million in cash, compared to \$151.0 million in 2023. Operating cashflows during the year were positively impacted by this year's inclusion of the results from the Acquisitions, but the increase in cashflows was offset by the previously discussed overall decreased pricing environment, as well as an increase in expenses due to broad inflationary pressures.

Management's Discussion and Analysis

During the year ended December 31, 2024, changes in non-cash working capital items consumed \$41.2 million in cash, compared to \$15.7 million in 2023. The increase in cash used in non-cash working capital was largely related to activities of the Acquisitions.

The Company generally experiences higher levels of non-cash working capital during the first and second quarters, and a decrease in non-cash working capital during the third and fourth quarters, due to ordinary seasonal factors relating to the Company's business cycle. The change in working capital during the year ended December 31, 2024, was comprised of an increase in trade and other receivables of \$29.8 million, an increase in inventory of \$17.8 million, an increase in prepaid expenses and deposits of \$2.9 million, and a net increase in trade and other payables of \$9.3 million.

During the year ended December 31, 2024, the previously discussed increase in cash consumed by working capital changes resulted in the Company's increased utilization of its loans and borrowings. Additionally, the Company utilized its existing debt facilities to finance the Doman Tucker Lumber Acquisition. As a result, the Company generated \$345.5 million of cash in financing activities, compared to net repayments of \$85.8 million in 2023.

The issuance of the previously discussed 2029 Unsecured Notes resulted in aggregate gross proceeds \$366.5 million, which were, net of issuance costs, applied against the Company's existing loans and borrowings, including repurchasing \$52.3 million of the Company's 2026 Unsecured Notes. The remaining net proceeds from the 2029 Unsecured Notes were used to pay down the Company's revolving loan facility. The revolving loan facility was subsequently drawn on to finance the Doman Tucker Lumber Acquisition. As a result of these transactions, and including other activities during the year, total net advances on the revolving loan facility were \$116.4 million. In the comparative prior year, the Company utilized its revolving loan facility to redeem \$60.0 million of its 2023 Unsecured Notes and repay the \$14.8 million balance of its non-revolving term loan, contributing to total net advances of \$62.7 million under the revolving loan facility.

Total increase in net debt during the year amounted to \$491.8 million, compared to a decrease of \$56.8 million in the comparative prior year. The variance in net debt movement between the two years is largely due to the purchase price consideration paid for the Acquisitions.

Shares issued, net of transaction costs, generated \$1.5 million of cash compared to \$1.2 million in 2023. The Company also returned \$48.8 million to shareholders through dividends paid during the year, largely in line with 2023.

Payment of lease liabilities, including interest, consumed \$29.1 million of cash compared to \$26.3 million in 2023. The Company's lease obligations generally require monthly installments, and these payments are all current.

The Company was not in breach of any of its lending covenants during the year ended December 31, 2024.

Management's Discussion and Analysis

Investing activities consumed \$474.3 million of cash, compared to \$14.1 million in 2023. Investing activities during the year included the Acquisitions, for total cash consideration of \$460.8 million. Additionally, the Company invested net cash of \$13.4 million in new property, plant and equipment during the year, compared to \$14.1 million in 2023, representing purchases net of proceeds from dispositions. Purchases of property, plant and equipment for the Building Materials segment were \$13.0 million, versus \$13.4 million in 2023.

The Company takes measures to optimize its cash flows, including but not limited to, managing cash flow by tightly controlling non-cash working capital levels and capital expenditures, evaluating ongoing cost savings opportunities, deferring or reducing anticipated capital expenditures, and adjusting quarterly dividends, as required or deemed prudent by management and the board. These available liquidity measures, combined with the Company's continuing cash flows from operations and credit facilities, are expected to be sufficient to meet its operating requirements and remain compliant with its lending covenants.

Total Assets

Total assets of the Company were \$2.02 billion as at December 31, 2024, versus \$1.43 billion as at December 31, 2023, an increase of \$590.4 million. Current assets increased by \$116.2 million. Trade and other receivables increased by \$40.0 million and inventory increased by \$105.6 million, largely due to investment in inventory and trade and other receivables relating to the Acquisitions.

Long-term assets within the Building Materials segment were \$1.23 billion as at December 31, 2024, compared to \$748.9 million as at December 31, 2023, an increase of \$476.6 million, largely due to the impact of assets acquired as a result of the Acquisitions.

Total Liabilities

Total liabilities were \$1.36 billion as at December 31, 2024, versus \$844.2 million at December 31, 2023, an increase of \$516.1 million. The increase was largely due to the increase in total loans and borrowings of \$453.1 million (including the impact of foreign exchange on translation of foreign operations and amortization of deferred financing costs) mainly due to the utilization of the Company's loans and borrowings to finance the Doman Tucker Lumber Acquisition, an increase in contingent consideration liabilities of \$26.6 million as a result of the Doman Tucker Lumber Acquisition, and an increase in trade and other payables of \$23.5 million.

Current portion of loans and borrowings decreased by \$201.2 million, due to the renewal of the Company's revolving loan facility. The Company's revolving loan facility with a maturity date of December 6, 2024, became current as at December 31, 2023, but was amended on April 30, 2024, extending the maturity date to April 30, 2028.

Management's Discussion and Analysis

Outstanding Share Data

As at February 27, 2025, there were 87,399,442 common shares issued and outstanding.

Dividends

The following quarterly dividends of \$0.14 per share were declared and paid by the Company:

(in thousands of dollars)	2024			2023		
	Declared		Payment date	Declared		Payment date
	Record date	Amount \$		Record date	Amount \$	
Quarter 1	Mar 28, 2024	12,200	Apr 12, 2024	Mar 31, 2023	12,165 ⁽¹⁾	Apr 14, 2023
Quarter 2	Jun 28, 2024	12,202	Jul 12, 2024	Jun 30, 2023	12,167	Jul 14, 2023
Quarter 3	Sep 27, 2024	12,220	Oct 15, 2024	Sep 29, 2023	12,183	Oct 13, 2023
Quarter 4	Dec 31, 2024	12,221	Jan 15, 2025	Dec 29, 2023	12,186	Jan 12, 2024
		48,843			48,701	

1. Net of \$32 dividend refund received with respect to cancelled shares under a historic escrow agreement.

Dividend Policy

The Board of the Company is routinely assessing its dividend policy in the context of overall profitability, free cash flow, capital requirements, general economic conditions and other business needs.

Hedging

From time to time, the Company undertakes sale and purchase transactions in foreign currency as part of its Canadian operations and for US-based merger and acquisition activity, and therefore, is subject to gains and losses due to fluctuations in foreign exchange rates.

The Company may, at times, use derivative financial instruments for economic hedging purposes in managing lumber price risk, interest rate risk and foreign currency risk through the use of futures contracts and options. These derivative financial instruments are measured at fair value through profit and loss, with changes in fair value being recorded in net earnings.

When held by the Company, foreign currency, interest rate and lumber derivative instruments are traded through well-established financial services firms with a long history of providing trading, exchange and clearing services for these instruments. As trading activities are closely monitored by senior management, the risk of a material credit loss on these financial instruments is considered low.

Management's Discussion and Analysis

Related Party Transactions

The Company has transactions with related parties in the normal course of operations at amounts negotiated with the related parties.

Certain land and buildings of the Company's treatment plants are leased from entities solely controlled by Amar Doman, a director and officer of the Company, and certain distribution facilities used by the Company to store and process inventory are leased from a company controlled by Rob Doman, an officer of the Company, or a close member of that person's family. All lease rates were market tested in advance of the signing of the lease agreements and were determined to be at market rates. Lease payments to such related parties were \$4.2 million in the year ended December 31, 2024, consistent with 2023. The minimum payments under the terms of these leases are as follows: \$5.0 million in 2025, \$4.5 million in 2026, \$4.6 million in 2027, \$4.7 million in 2028, \$4.5 million in 2029, and \$6.0 million thereafter.

During the year ended December 31, 2024, fees of \$1.0 million (2023 – \$1.1 million) were paid for services to companies solely controlled by Amar Doman. As at December 31, 2024, there were no payables to these related parties (December 31, 2023 – \$27,000). Additionally, the Company was charged professional fees in relation to regulatory, corporate finance, litigation, and compliance consulting services of \$617,000 (2023 – \$542,000) by a company owned by Rob Doman, an officer of the Company. As at December 31, 2024, payables to this related party were \$197,000 (December 31, 2023 – \$82,000).

During the year, the Company purchased \$2.1 million (2023 – \$2.0 million) of product from a public company in which Amar Doman has an ownership interest and is also a director and officer. These purchases are in the normal course of operations and are recorded at exchange amounts. As at December 31, 2024, payables to this related party were \$191,000 (December 31, 2023 – \$123,000).

Additional information regarding these related party transactions is contained in Note 23 of the 2024 Consolidated Financial Statements.

Management's Discussion and Analysis

Commitments and Contingencies

Future and Contractual Obligations

In addition to various debt facilities, the Company has lease commitments for certain transportation equipment, rental of many of its distribution centres and treatment plant properties in Canada and the US, and for vehicles, warehouse equipment, and computer hosting contracts.

The following table shows, as at December 31, 2024, the Company's contractual obligations, including estimated interest, within the periods indicated:

(in thousands of dollars)	Face value \$	Total contractual obligation \$	2025	2026-2027	2028-2029	Thereafter
			\$	\$	\$	\$
Revolving loan facility ⁽¹⁾	346,302	412,869	19,997	39,995	352,877	–
Unsecured notes ⁽²⁾	637,163	795,455	41,664	334,041	419,750	–
Leases ⁽³⁾		177,347	32,275	51,465	41,558	52,049
Accounts payable and other		191,248	162,468	14,390	14,390	–
Total contractual obligations		1,576,919	256,404	439,891	828,575	52,049

- Interest has been calculated based on the average borrowing under the facility for the year ended December 31, 2024, utilizing the interest rate payable under the terms of the facility at December 31, 2024. This facility matures on April 30, 2028.
- Non-publicly listed notes in the amount of \$272.2 million, with maturity date of May 15, 2026, and interest rate of 5.25%, and non-publicly listed notes in the amount of \$365.0 million, with maturity date of September 17, 2029, and interest rate at 7.5%.
- Additional information is contained in Note 12 of the 2024 Consolidated Financial Statements.

Claims

During the normal course of business, certain product liability and other claims have been brought against the Company and, where applicable, its suppliers. While there is inherent difficulty in predicting the outcome of such matters, management has vigorously contested the validity of these claims, where applicable, and, based on current knowledge, believes that they are without merit and does not expect that the outcome of any of these matters, in consideration of insurance coverage maintained, or the nature of the claims, individually or in the aggregate, would have a material adverse effect on the consolidated financial position, results of operations or future earnings of the Company.

Management's Discussion and Analysis

Critical Accounting Judgments and Estimates

The preparation of these financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience, forecasted cash flow estimates and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. Significant areas requiring estimates are goodwill and related impairment testing, valuation of timber, inventory valuation and obsolescence, deferred tax assets and liabilities valuation, assessing whether an arrangement contains a lease, determining the lease term, and determining the discount rate to value the lease.

Business Combinations and Goodwill

Management uses judgment in determining the fair value of the acquired net identifiable tangible and intangible assets at the date of a business combination, which requires making assumptions and estimates about future events. The assumptions and estimates with respect to determining the fair value of the acquired intangible assets and property, plant and equipment generally require the most judgment. Changes in any of these assumptions or estimates used in determining the fair values of these acquired assets could impact the amounts recorded at the date of the business combination.

Any goodwill resulting from a business combination is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill at December 31, 2024, relates to the Company's acquisitions of various businesses. Goodwill is not amortized but is tested for impairment annually or more frequently if changes in circumstances indicate a potential impairment. Goodwill impairment is assessed based on a comparison of the recoverable amount of a cash-generating unit to the underlying carrying value of that cash-generating unit's net assets, including goodwill. Significant estimates are required in determining the recoverable amount of each cash-generating unit, including a discount rate, a growth rate and revenue projections. When the carrying amount of the cash-generating unit exceeds its fair value, the recoverable amount of goodwill related to the cash-generating unit is compared to its carrying value and excess of carrying value is recognized as an impairment loss.

Leases

When assessing a lease agreement, certain estimates and assumptions need to be made and applied, which include, but are not limited to, the determination of the expected lease term and minimum lease payments, determining the discount rate to value the lease, the assessment of the likelihood of exercising options and estimation of the fair value of the leased property.

Management's Discussion and Analysis

Timber Valuation

At each reporting date, timber is valued at fair value less costs to sell with any change therein, including the impact of growth and harvest, recognized in net earnings for the year. Significant judgment is used in determining the fair value with reference to independent third-party valuers and recent comparatives of standing timber and carbon offset sales, costs of sustainable forest management, timber pricing, harvest volume and timing assumptions, the discount rate used, and the resulting net present value of future cash flows for standing timber.

Inventory Valuation

Under IFRS, inventories must be recognized at the lower of cost or their Net Realizable Value ("NRV"), which is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale. IFRS requires that the estimated NRV be based on the most reliable evidence available at the time the estimates are made of the amounts that inventories are expected to realize. The measurement of an inventory write-down to NRV is based on the Company's best estimate of the NRV and of the Company's expected future sale or consumption of the Company's inventories. Due to the economic environment and continued volatility in the Company's end markets, there is uncertainty as to whether the NRV of the inventories will remain consistent with those used in the Company's assessment of NRV at period end. As a result, there is the risk that a write-down of on hand and unconsumed inventories could occur in future periods. Also, a certain portion of inventory may become damaged or obsolete. A slow-moving reserve is recorded, as required, based on an analysis of the length of time product has been in inventory and historical rates of damage and obsolescence.

Income Taxes

At each reporting date, a deferred income tax asset may be recognized for all tax-deductible temporary differences, unused tax losses and income tax deductions, to the extent that their realization is probable. The determination of this requires significant judgment. This evaluation includes review of the ability to carry-back operating losses to offset taxes paid in prior years; the carry-forward periods of the losses; and an assessment of the excess of fair value over the tax basis of the Company's net assets. If based on this review, it is not probable such assets will be realized then no deferred income tax asset is recognized.

Management believes the estimates utilized in preparing its financial statements are reasonable and prudent. Actual results may differ from these estimates.

Management's Discussion and Analysis

Changes in Accounting Policies

Material accounting policies are disclosed in Note 3 of the 2024 Consolidated Financial Statements.

IAS 1, Presentation of Financial Statements

Effective January 1, 2024, the Company adopted *Classification of Liabilities as Current or Non-current (Amendments to International Accounting Standard ("IAS 1"))*. These amendments specify the requirements for classifying liabilities as current or non-current. Beside others, the amendments clarify what is meant by a right to defer settlement, that such a right to defer must exist at the end of the reporting period, and that the classification is unaffected by the likelihood that an entity will exercise its deferral right. The adoption of these amendments did not have an impact on the 2024 Consolidated Financial Statements.

New Accounting Standards Issued but Not Yet Adopted

The International Accounting Standards Board ("IASB") periodically issues new standards and amendments or interpretations to existing standards. The new pronouncements listed below are those that we consider the most significant. They are not intended to be a complete list of new pronouncements that may affect our financial statements.

IFRS 18, Presentation and Disclosure of Financial Statements

IFRS 18 will replace IAS 1, *Presentation of Financial Statements* and applies to annual reporting periods beginning on or after January 1, 2027. The new standard introduces the following new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of earnings and comprehensive earnings, consisting of operating, investing, financing, discontinued operations, and income tax categories, and including a newly defined operating profit subtotal.
- Management-defined performance measures are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cashflows when presenting operating cashflows under the indirect method.

The Company is in the process of assessing the impact of the new standard on its statement of earnings and comprehensive earnings, the statement of cashflows and additional disclosures under management-defined performance measures. The Company is also assessing the impact of how information is grouped in the financial statements, including items currently labelled "other".

Management's Discussion and Analysis

Other Accounting Standards

The following amendments are effective in future years, but are not expected to have a material impact on the consolidated financial statements: *Lack of Exchangeability (IAS 21)*, *Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)*.

Disclosure Controls and Internal Controls over Financial Reporting

Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to: (a) provide reasonable assurance that material information required to be disclosed by the Company is accumulated and communicated to management to allow timely decisions regarding required disclosure; and (b) ensure that information required to be disclosed by the Company is recorded, processed, summarized, and reported within the time periods specified in applicable securities legislation. The Company's management, with the participation of the Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as of December 31, 2024. Based upon this evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that these disclosure controls and procedures, as defined by National Instrument 52-109, Certification of Disclosure in the Issuer's Annual and Interim Filings are effective for the purposes set out above. The Company's management, including the Chief Executive Officer and the Chief Financial Officer, acknowledges responsibility for the design and operation of disclosure controls and procedures and internal controls over financial reporting ("ICFR"), and the requirement to evaluate the effectiveness of these controls on an annual basis.

Internal Control over Financial Reporting

Management is responsible for designing, establishing, and maintaining an adequate system of ICFR. The Company's internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes, in accordance with IFRS.

Management's Discussion and Analysis

Management, with the participation of the Chief Executive Officer and the Chief Financial Officer, has conducted an evaluation of the effectiveness of the Company's ICFR as of December 31, 2024, based on the provisions of Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on that evaluation, management concluded that its ICFR, as defined by National Instrument 52-109, is effective and provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

Limitations on Scope of Design

The scope of design over disclosure controls and internal controls over financial reporting has been limited to exclude control, policies and procedures of Doman Tucker Lumber, which was acquired effective October 1, 2024.

Since acquisition on October 1, 2024, for the year ending December 31, 2024, the acquired business contributed revenue of \$124.4 million and net earnings of \$735,000. Assets and liabilities of the acquired business at December 31, 2024, were \$509.7 million and \$38.3 million, respectively.

The scope limitation is in accordance with section 3.3(1)(c) of National Instrument 52-109, which allows an issuer to limit the design of disclosure and control procedures and internal control over financial reporting to exclude controls, policies and procedures of a business that the issuer acquired not more than 365 days after the acquisition date.

Changes in Internal Control over Financial Reporting

There were no material changes in the design of the Company's internal controls over financial reporting ("ICFR") during the year ended December 31, 2024, that have affected, or are reasonably likely to materially affect, its ICFR with the exception of the scope limitation for Doman Tucker Lumber described above.

Risks and Uncertainties

The Company is subject to normal business risks associated with similar firms operating within the building materials industry in Canada and the US, which are described in greater detail in the Company's AIF dated March 28, 2024, and the Company's public filings on www.sedarplus.ca, which the reader is encouraged to review, and which are or may be updated from time to time, after the date therein. Except as required by applicable law, the Company undertakes no obligation to publicly update or otherwise revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Management's Discussion and Analysis

Cybersecurity Risk

Information technology ("IT") and cyber risks have recently increased, and malicious activities are creating more threats for cyberattacks. Privacy, data and third-party risks have also been heightened. The Company is continuously monitoring its IT infrastructure to maintain the privacy, security and confidentiality of all sensitive, proprietary and confidential information.

While the Company believes it takes appropriate precautions in light of cybersecurity risks, given that cyber risks cannot be fully mitigated and the evolving nature of these threats, management cannot assure that the Company's IT systems are fully protected from cybercrime or that the systems will not be inadvertently compromised, or without failures, defects, or impacts on the Company's operations. Accordingly, there can be no assurance that cyberattacks will not materially affect the Company's business or results of operations.

Supply Chain and Modern Anti-Slavery Risks

On January 1, 2024, Canada's Fight Against Forced Labour and Child Labour in Supply Chains Act and an amendment to the Customs Tariff ("Supply Chains Act") came into force. Starting in 2024, the Supply Chains Act introduces a public reporting requirement that will apply to many governmental institutions and private sector businesses, including the Company. Whereas the Company has determined that it meets the criteria to adhere to these reporting requirements, it has been introducing applicable policy, procedure and training, and provided the required report and response to the required questionnaire in compliance with the Supply Chains Act.

While the Company is currently unaware of any forced or child labour in its supply chains, there is a risk that the Company's supply chain may have actual or alleged forced or child labour. Should such an instance arise, the Company would be required to take measures to address such a claim or risk of a claim, including disrupting its supply chain operations in pursuit of such a remedy, which could have a material adverse effect on the Company's business, results of operations or financial condition, and/or result in operational, financial, business or reputational harm.

Management's Discussion and Analysis

Outlook

As a distributor and manufacturer of a range of construction materials products, the Company is exposed to construction materials pricing volatility. Periods of increasing prices provide an opportunity for higher sales and increased margins, while declining price environments expose the Company to declines in sales and profitability. Future market pricing could be volatile in response to several factors, including but not limited to, the impacts of inflation, rising interest rates, higher borrowing costs for consumers, a potential for an economic recession, production capacity restoration and industry operating rates, home sales, international tensions, trade disputes, tariffs, supply chain challenges, labour shortages in the construction industry and inventory levels in various distribution channels.

The Bank of Canada ("BoC") January 2025 Monetary Policy Report indicated that economic growth has ticked up in Canada, boosted by past cuts in interest rates. In the absence of new tariffs, growth is forecasted to strengthen, and inflation to remain close to 2.0%. However, the threat of new tariffs is causing major uncertainty. The new US administration has threatened significant tariffs on imports from certain trading partners, including Canada. This has prompted discussion of, among other things, retaliatory tariffs. While many details remain unknown, and the Company's businesses in each country operate independently and thus are not expected to be directly materially impacted, broad-based tariffs could severely disrupt global trade. According to the BoC, in Canada, there are already signs that the threat of tariffs is weighing on consumer and business confidence and investment intentions, which also contributed to the recent depreciation of the Canadian dollar.

Excluding any new wide-ranging US tariffs, inflation is expected to remain close to the target. According to the BoC, Canada's economic growth is forecast to average 1.8% in each of 2025 and 2026. Household spending strengthened and is anticipated to remain robust, supported by past cuts to interest rates, and excess supply is expected to gradually dissipate over the projection horizon.

According to the Canada Mortgage and Housing Corporation (the "CMHC"), the seasonally adjusted annualized rate for Canadian housing starts increased to 245,120 in 2024 versus 240,267 in the same period last year.

According to Fannie Mae Economic and Strategic Research Group ("Fannie Mae"), the US economy appears to be stronger than previously projected, but growth is expected to slow to 2.1% in each of 2025 and 2026. In response to sluggish sales, the Federal Open Market Committee began its rate cut cycle and lowered its target federal funds rate in September 2024, with further interest rate cuts expected in 2025. According to the US Census Bureau, housing starts were 1,366,000 units during 2024, down from 1,420,000 units last year. Housing starts are expected to decrease further to 1,341,000 units in 2025, before increasing to 1,381,000 units in 2026.

In addition to new housing starts, management believes a significant proportion of the Company's sales are ultimately driven by activity in the repair and remodel market. The four-quarter moving rate for expenditures on improvements and repairs in the US contracted by 1.4% year-over-year during the fourth quarter of 2024, according to the Leading Indicator of Remodeling Activity ("LIRA") recently

Management's Discussion and Analysis

released by the Remodeling Futures Program at the Joint Center for Housing Studies of Harvard University ("JCHS"). However, after two years of declines, the LIRA projects annual expenditures to grow at a mild pace through 2025, with year-over-year spending for home renovation and repair increasing 1.2% by the end of the year (four-quarter moving rate of change).

Overall, the Company expects that ongoing net migration, even if at reduced levels, aging housing supply and strong government policy to increase home availability will help offset the near-term impact of generally higher interest rates and encourage repair and remodel spending that supports the Company's product offerings in both Canada and the US. In the long run, the Company expects that the demand for its products will remain resilient, supported by these strong fundamentals in the Company's end markets. In the interim, the Company continues to maintain a high level of vigilance and focus on the current global economic environment and its disruptive impacts, and actively manage risk. Additionally, management continues to employ mitigation strategies to minimize, among other things, the potential impacts of construction materials price volatility. These strategies include, but are not limited to, the use of vendor managed inventories, direct shipments from the manufacturer to the customer, and the Company's internal policy of optimizing inventory levels to maintain its high standard of customer service levels while minimizing excess inventory otherwise exposed to market fluctuations and higher financing costs. Outside of acquisitions, these initiatives have strengthened the Company's financial position by reducing overall debt and increasing available liquidity on its revolving loan facility. The Company also continues to execute on its strategy to increase the proportion of value-added products, such as pressure treated wood, in its overall sales.

Looking forward, the Company's priority in the near term is the health and safety of its employees, compliance with all necessary regulations, and mitigating the impacts of the current macro and domestic economic factors, while continuing to serve its customers and integrating its recent acquisitions. The Company's focus will remain on cash flow, consisting of optimization of working capital, reduction of operating costs, minimizing capital expenditures and continually assessing the dividend policy and maximizing shareholder value.

DOMAN™

Doman Building Materials Group Ltd.

Consolidated Financial Statements

December 31, 2024 and 2023
(in thousands of Canadian dollars)



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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Doman Building Materials Group Ltd.

Opinion

We have audited the consolidated financial statements of Doman Building Materials Group Ltd. (the Entity), which comprise:

- the consolidated statement of financial position as at December 31, 2024 and December 31, 2023
- the consolidated statements of earnings and comprehensive earnings for the years then ended
- the consolidated statement of changes in equity for the years then ended
- the consolidated statements of cash flows for the years then ended
- And notes to the consolidated financial statements, including a summary of material accounting policy information

(Hereinafter referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at December 31, 2024 and December 31, 2023, its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards.

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 Financial Statements**” section of our auditor’s report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the 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.



*Doman Building Materials Group Ltd.
February 27, 2025*

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our auditor's report.

Evaluation of the acquisition date fair values of customer list intangible asset and property, plant and equipment related to the Doman Tucker Lumber acquisition

Description of the matter

We draw attention to Note 7 to the financial statements. On October 1, 2024, the Entity completed the acquisition of certain assets of the CM Tucker Lumber Companies, LLC ("Tucker") (the "Doman Tucker Lumber Acquisition") for total consideration of \$422,753 thousand. In connection with the Doman Tucker Lumber Acquisition, the Entity recorded a customer list intangible asset ("customer list") of \$174,607 thousand and property, plant and equipment of \$103,850 thousand.

The determination of the acquisition-date fair value of the customer list involves significant assumptions related to the forecasted revenues, forecasted customer attrition rates, forecasted operating margins, and the discount rate.

The determination of the acquisition-date fair value of property, plant and equipment involves significant assumptions, including estimates of replacement cost at the time of acquisition and physical deterioration as well as functional and economic obsolescence. The significant assumptions of replacement cost at the time of acquisition and estimated remaining useful life required the expertise of an independent valuations expert engaged by the Entity.

Why the matter is a key audit matter

We identified the evaluation of the acquisition date fair values of the customer list intangible asset and property, plant and equipment related to the Doman Tucker Lumber acquisition as a key audit matter. This matter represented an area of significant risk of material misstatement given the magnitude of the customer list and property, plant and equipment. Further, professionals with specialized skills and knowledge were needed to evaluate these estimates.

There was a high degree of estimation uncertainty in determining the fair value of the customer list since the multi-period excess earnings method included significant forward-looking assumptions that could be affected by future economic and market conditions.

Significant auditor judgment was also required in evaluating the results of our audit procedures regarding the replacement cost at time of acquisition and estimated useful life remaining assumptions for the acquired property, plant and equipment.

How the matter was addressed in the audit

The primary procedures we performed to address this key audit matter included the following:



*Doman Building Materials Group Ltd.
February 27, 2025*

- We evaluated the appropriateness of the forecasted revenues, forecasted customer attrition rates and forecasted operating margin assumptions by comparing to historical results. We considered changes in conditions and events affecting the acquired business to assess the adjustments or lack of adjustments made by the Entity in arriving at the assumptions.
- We assessed the professional competence, capabilities and objectivity of the independent valuations expert engaged by the Entity.

We involved our valuation professionals with specialized skills and knowledge who assisted in:

- Evaluating the appropriateness of the discount rate by comparing inputs into the discount rate to publicly available market data for comparable entities.
- Evaluating the appropriateness of the Entity's estimates of replacement cost at time of acquisition for acquired property, plant and equipment by comparing the Entity's estimates to market data for comparable assets.
- Evaluating the appropriateness of estimated remaining useful life assumptions by comparing the Entity's estimated remaining useful life to an estimated remaining useful life range that was independently developed using industry standards for comparable assets.

Evaluation of goodwill impairment assessment

Description of the matter

We draw attention to Notes 4 and 15 of the financial statements. The goodwill balance is \$526,985 thousand. Goodwill is reviewed for impairment annually or more frequently if certain impairment indicators arise. An impairment loss is recognized in earnings if the carrying amount exceeds its estimated recoverable amount. The recoverable amount of each of the cash generating units has been determined using value in use. To determine value in use, the Company utilized five-year cash flow forecasts using the annual budget approved by the Board of Directors as a basis for such forecasts. Significant assumptions used in the cash flow forecasts include gross margin percentages, terminal value growth rate and after-tax discount rate.

Why the matter is a key audit matter

We identified the evaluation of the goodwill impairment analysis to be a key audit matter. The matter represented an area of focus given the magnitude of goodwill and the sensitivity of the recoverable amount to changes in certain significant assumptions. Significant auditor judgment was required in evaluating the results of our audit procedures. Further, valuation professionals with specialized skills and knowledge were needed to evaluate the discount rate and terminal growth rate.

How the matter was addressed in the audit

The primary procedures we performed to address this key audit matter included the following:

- We compared the Entity's estimated gross margin percentages to historical gross margin percentages for up to three years to assess the appropriateness of these assumptions.



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February 27, 2025*

- We involved our valuations professionals with specialized skills and knowledge, who assisted in evaluating the appropriateness of the discount rate and terminal value growth rate. The discount rate was compared against a range of discount rates that were independently developed using publicly available market data for comparable entities. The terminal growth rate was compared to publicly available long-term inflation forecasts.

Other Information

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

- the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.
- the information, other than the financial statements and the auditor's report thereon, included in a document likely to be entitled "Annual Report".

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management's Discussion and Analysis and the Annual Report filed with the relevant Canadian Securities Commissions as at the date of this auditor's report.

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Entity'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 Entity or to cease operations, or has no realistic alternative but to do so.



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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 the 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 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 Entity'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 Entity'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 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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



*Doman Building Materials Group Ltd.
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- 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.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- 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 group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.
- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the 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 auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

A handwritten signature in black ink that reads 'KPMG LLP'. The signature is written in a cursive, slightly slanted style. Below the signature is a horizontal line that starts under the 'K' and ends under the 'P'.

The engagement partner on the audit resulting in this auditor's report is Andrew James.

Vancouver, Canada

February 27, 2025

Consolidated Statements of Financial Position as at December 31

The accompanying notes are an integral part of these consolidated financial statements.

(in thousands of Canadian dollars)	Notes	2024 \$	2023 \$
Assets			
Current assets			
Cash and cash equivalents	8	13,504	40,213
Trade and other receivables	9	201,973	161,970
Income taxes receivable	21	2,562	9,493
Inventories	10	466,290	360,644
Prepaid expenses and deposits		19,174	15,030
		703,503	587,350
Non-current assets			
Property, plant and equipment	11	264,577	128,589
Right-of-use assets	12	151,272	134,881
Timber	13	45,199	46,485
Deferred income tax assets	21	11,331	3,536
Intangible assets	14	310,796	127,715
Goodwill	15	526,985	394,670
Other assets		2,310	2,344
		1,312,470	838,220
Total assets		2,015,973	1,425,570
Liabilities			
Current liabilities			
Bank indebtedness		4,124	10,243
Trade and other payables		155,273	131,761
Dividends payable	18	12,221	12,186
Income taxes payable	21	3,055	–
Current portion of non-current liabilities	7, 12, 16	31,646	222,620
		206,319	376,810
Non-current liabilities			
Loans and borrowings	16	975,050	320,765
Lease liabilities	12	138,904	123,855
Contingent consideration	7	19,399	–
Reforestation and environmental		3,017	2,977
Deferred income tax liabilities	21	14,686	16,962
Retirement benefit obligations	17	2,928	2,861
		1,153,984	467,420
Total liabilities		1,360,303	844,230
Equity			
Common shares	18	586,547	584,956
Contributed surplus		11,083	11,083
Foreign currency translation		101,563	34,268
Deficit		(43,523)	(48,967)
		655,670	581,340
Total liabilities and equity		2,015,973	1,425,570
Commitments and contingencies	12, 30		
Events after the financial statement date	31		

Approved by the Board of Directors

(signed) "Amar S. Doman" Director

(signed) "Sam Fleiser" Director

Consolidated Statements of Earnings and Comprehensive Earnings for the years ended December 31

The accompanying notes are an integral part of these consolidated financial statements.

(in thousands of Canadian dollars, except per share and share amounts)	Notes	2024 \$	2023 \$
Revenue	26, 27	2,663,239	2,491,164
Cost of sales	19	2,238,452	2,088,444
Gross margin from operations		424,787	402,720
Expenses			
Distribution, selling and administration	20	229,240	206,634
Depreciation and amortization	11, 12, 14	77,241	68,103
		306,481	274,737
Operating earnings		118,306	127,983
Finance costs	22	53,748	40,543
Acquisition costs		3,340	–
Earnings before income taxes		61,218	87,440
Provision for income taxes	21	7,031	11,654
Net earnings		54,187	75,786
Other comprehensive income (loss)			
Exchange differences on translation of foreign operations ⁽¹⁾		67,295	(14,535)
Actuarial gain from pension and other benefit plans ⁽²⁾	17, 21	100	267
Comprehensive earnings		121,582	61,518
Net earnings per share			
Basic and diluted		0.62	0.87
Weighted average number of shares			
Basic and diluted		87,201,318	87,028,659

1. Item that may be reclassified to earnings in subsequent periods.

2. Item that will not be reclassified to earnings.

Consolidated Statements of Changes in Equity for the years ended December 31

The accompanying notes are an integral part of these consolidated financial statements.

(in thousands of Canadian dollars, except share amounts)	Common shares		Contributed	Foreign	Deficit	Total
	#	\$	surplus	currency		
		\$	\$	\$	\$	\$
As at January 1, 2023	86,991,660	584,956	11,048	48,803	(76,319)	568,488
Shares issued pursuant to (Note 18):						
Restricted Equity Common Share Plan	36,637	255	(255)	-	-	-
Employee Common Share Purchase Plan	242,003	1,259	-	-	-	1,259
Transaction costs on issue of shares, net of deferred income tax	-	(14)	-	-	-	(14)
Share-based compensation charged to operations	-	-	290	-	-	290
Shares cancelled	(229,008)	(1,500)	-	-	-	(1,500)
Dividends	-	-	-	-	(48,701)	(48,701)
Comprehensive (loss) earnings	-	-	-	(14,535)	76,053	61,518
As at December 31, 2023	87,041,292	584,956	11,083	34,268	(48,967)	581,340
Shares issued pursuant to (Note 18):						
Restricted Equity Common Share Plan	24,849	138	(138)	-	-	-
Employee Common Share Purchase Plan	223,625	1,453	-	-	-	1,453
Share-based compensation charged to operations	-	-	138	-	-	138
Dividends	-	-	-	-	(48,843)	(48,843)
Comprehensive earnings	-	-	-	67,295	54,287	121,582
As at December 31, 2024	87,289,766	586,547	11,083	101,563	(43,523)	655,670

Consolidated Statements of Cash Flows for the years ended December 31

The accompanying notes are an integral part of these consolidated financial statements.

(in thousands of Canadian dollars)	Notes	2024 \$	2023 \$
Operating activities			
Net earnings		54,187	75,786
Items not affecting cash:			
Depreciation and amortization	11, 12, 14	77,241	68,103
Finance costs	22	53,748	40,543
Provision for income taxes	21	7,031	11,654
Other		169	1,654
Income taxes paid		(7,643)	(12,540)
Interest paid on loans and borrowings		(36,052)	(34,177)
Cash flows from operating activities before changes in non-cash working capital		148,681	151,023
Changes in non-cash working capital	25	(41,219)	(15,684)
Net cash flows provided by operating activities		107,462	135,339
Financing activities			
Shares issued, net of transaction costs	18	1,453	1,243
Dividends paid	18	(48,808)	(48,694)
Payments of lease liabilities, including interest	12	(29,129)	(26,270)
Issuance of senior unsecured notes	16	366,500	–
Repurchase of senior unsecured notes	16	(52,337)	(60,000)
Net advances on revolving loan facility		116,383	62,744
Financing costs on borrowings		(8,516)	(64)
Repayment of non-revolving term loan		–	(14,791)
Net cash flows provided by (used in) financing activities		345,546	(85,832)
Investing activities			
Business acquisitions	7	(460,815)	–
Purchase of property, plant and equipment	11	(14,201)	(14,447)
Proceeds from disposition of property, plant and equipment		754	306
Net cash flows used in investing activities		(474,262)	(14,141)
Net (decrease) increase in cash and cash equivalents		(21,254)	35,366
Foreign exchange difference		664	(1,160)
Cash and cash equivalents (net of bank indebtedness)			
– beginning of year		29,970	(4,236)
Cash and cash equivalents (net of bank indebtedness)			
– end of year		9,380	29,970

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

1. NATURE OF OPERATIONS

Doman Building Materials Group Ltd. (the "Company") was incorporated in 2009 under the Business Corporations Act (British Columbia). On May 11, 2010, the Company was continued under the laws of Canada pursuant to section 187 of the Canada Business Corporations Act. The Company has limited liability, with its shares publicly listed on the Toronto Stock Exchange ("TSX"). The Company's head office is located at Suite 1600 – 1100 Melville Street, Vancouver, British Columbia. The Company's operations commenced in 1989.

The Company operates through its wholly owned subsidiaries, distributing various building materials, as well as producing and treating lumber, and providing other value-add services across Canada and in the United States ("US").

2. BASIS OF PRESENTATION

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS"), and were authorized for issuance on February 27, 2025, by the Board of Directors of the Company.

b) Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information presented in Canadian dollars has been rounded to the nearest thousand, except common share volumes and per share amounts.

c) Basis of measurement

These consolidated financial statements have been prepared under the historical cost convention, except for the following items in the Consolidated Statements of Financial Position:

- (i) Standing timber on privately held forest land is characterized as a biological asset and is measured at fair value less costs to sell;
- (ii) Derivative financial instruments and contingent consideration liabilities are measured at fair value; and
- (iii) Employee benefit plan assets and liabilities are recognized as the net of the fair value of the plan assets and the present value of the defined benefit obligations on a plan-by-plan basis.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

d) Principles of consolidation

The consolidated financial statements of the Company include the financial statements of the Company and its subsidiaries. Subsidiaries are those entities, which the Company controls by having the power to govern the financial and operational policies of the entity. All intercompany transactions and balances have been eliminated.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

a) Business combinations and goodwill

Business combinations are accounted for by applying the acquisition method, whereby assets obtained, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of the acquired business are measured at fair value at the date of acquisition. The acquired business's identifiable assets, liabilities and contingent liabilities that meet the recognition criteria under IFRS 3, Business Combinations are recognized at their fair values at the acquisition date, except for non-current assets which are classified as held-for-sale in accordance with IFRS 5, Non-Current Assets Held for Sale and Discontinued Operations, and are recognized and measured at fair value, less costs to sell.

To the extent the fair value of consideration paid exceeds the fair value of the net identifiable tangible and intangible assets, goodwill is recognized. To the extent the fair value of consideration paid is less than the fair value of net identifiable tangible and intangible assets, the difference is recognized in income immediately as a gain on bargain purchase. Goodwill is subsequently measured at cost less accumulated impairment losses.

The Company has an option to apply a "concentration test" that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

Acquisition costs associated with business combination activities are expensed in the period incurred.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

b) Foreign currency translation

Foreign currency transactions are translated into the functional currency using the spot rate prevailing at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate at the reporting date. Foreign exchange gains and losses are recognized in net earnings.

For each foreign operation, the Company determines the functional currency, and items included in the financial statements of each entity are measured using that functional currency. The Company's foreign operations are primarily in the US, and have the US dollar as the functional currency.

On consolidation, the assets and liabilities of foreign operations are translated into Canadian dollars using the rate of exchange in effect at the reporting date, and their statements of earnings and comprehensive earnings are translated using exchange rates in effect at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in other comprehensive income ("OCI"). On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in net earnings.

c) Hedge of net investment in foreign operations

Financial liabilities denominated in foreign currencies are from time to time designated as a hedge of the Company's net investments in foreign operations.

Foreign currency differences arising on the revaluation of a financial liability designated as a hedge of a net investment in a foreign operation are recognized in OCI to the extent that the hedge is effective, and presented in the Foreign currency translation in Equity. To the extent that the hedge is ineffective, such differences are recognized in net earnings.

When the Company terminates the designation of the hedging relationship and discontinues its use of hedge accounting, any accumulated unrealized foreign exchange differences remaining in the Foreign currency translation and subsequent unrealized foreign exchange differences are recorded in net earnings. When the hedged net investment is disposed of, the relevant amount in the Foreign currency translation is reclassified to net earnings.

d) Property, plant and equipment

Property, plant and equipment ("PPE") are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of PPE consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Repairs and maintenance costs are expensed as incurred.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
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Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Asset type	Depreciation %
Buildings	3%
Leasehold improvements	based on lease term
Machinery and equipment	10% to 40%
Automotive equipment	30%
Computer equipment and systems development	20% to 33%

Depreciation begins when an asset is placed in use. Land is not depreciated.

An item of PPE is derecognized upon disposal when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in net earnings.

The Company conducts an annual assessment of the residual balances, useful lives, depreciation methods being used for PPE and impairment losses (as applicable), and any changes arising from the assessment are applied by the Company prospectively.

e) Timber

Standing timber on privately held forest land that is managed for timber production is characterized as a biological asset. At each reporting date, the biological asset is valued at its fair value less costs to sell with any change therein, including the impact of growth and harvest, recognized in cost of sales for the period. Costs to sell include all estimated costs that would be necessary to sell the assets. The valuation model is prepared with reference to independent third-party valuers and recent comparatives of standing timber sales, costs of sustainable forest management, timber pricing, harvest volume and timing assumptions, and the resulting net present value of future cash flows for standing timber. The estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset group. Harvested timber is transferred to inventory at its fair value less costs to sell at the date the timber is harvested.

Land under the standing timber is measured at cost and included in PPE.

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f) Leases

(i) Lessees

At inception of a contract, an assessment is made as to whether a contract is, or contains a lease. A contract is, or contains a lease if the contract offers the right to control the use of a specific asset, for a period of time, in exchange for consideration. To determine whether a contract conveys the right to control the use of an identified asset, the following criteria are considered:

- The contract involves the use of an identified asset that is physically distinct or represents substantially all of the capacity of a physically distinct asset. No asset is identified if the supplier of the asset has substantive substitution rights;
- Whether the Company has the right to obtain substantially all of the economic benefits from the asset throughout the agreement term; and
- Whether the Company has the right to direct the use of the asset and change how and for what purpose the asset is used.

A right-of-use asset and a corresponding lease liability are recognized at the date a leased asset is available for use by the Company. Assets and liabilities arising from the lease determination are initially measured on a present value basis of the following payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- Amounts expected to be payable by the lessee under any residual value guarantees;
- The exercise of a purchase option if the lessee is reasonably certain to exercise that option;
- Restoration costs; and
- Payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate is used to calculate present value. The Company's borrowing rate is the rate that the Company (the lessee) would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. Generally, the Company uses its incremental borrowing rate as the starting point in determining the discount rate, and makes adjustments based on the lease term, if required.

The lease term determined by the Company is comprised of the non-cancellable period of the lease contract, as well as options to terminate or extend the lease term if the exercise of either option is reasonably certain.

Right-of-use assets are subsequently measured at cost less depreciation on a straight-line basis and reduced to reflect impairment losses (if any) and adjusted for any remeasurement of the lease liability.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
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After the lease commencement date, lease liabilities are measured at amortized cost using the effective interest method, which increases the liability amount to reflect interest on the lease liability, reduces the liability carrying amount to reflect lease payments made and also reflects any remeasurement or lease modifications. If a remeasurement to the lease liability is deemed necessary, a corresponding adjustment is also made to the carrying amount of the right-of-use asset, or is recorded in net earnings if the carrying amount of the right-of-use asset has been reduced to zero. Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset.

Payments related to short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in net earnings over the respective lease terms. Short-term leases are leases with a lease term of 12 months or less. Low value assets are comprised of items such as computers, cellular phones and miscellaneous office support related items.

Some distribution and treatment plant facilities leases contain extension options exercisable by the Company. Where practicable, the Company seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Company and not the lessors. The Company assesses at lease commencement whether it is reasonably certain to exercise the extension options. The Company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

(ii) Lessors

At lease inception, the Company determines whether each lease is a finance lease or an operating lease. To classify each lease, an assessment is made as to whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset, including an assessment of whether the lease term covers the majority of the asset's useful life. If it is determined that substantially all of the risks and rewards of ownership have been transferred, the lease is accounted for as a finance lease; otherwise, it is accounted for as an operating lease.

Such leases do not represent a significant source of revenue for the Company.

g) Intangible assets

All intangible assets acquired by the Company through business acquisitions are recorded at fair value on the date of acquisition. Intangible assets that have indefinite lives are measured at cost less accumulated impairment losses. Intangible assets that have finite useful lives are subsequently measured at cost less accumulated amortization and accumulated impairment losses. Intangible assets comprise of brand recognition and customer relationships, which are amortized on a straight-line basis over 10 years. Amortization rates are reviewed annually to ensure they are aligned with estimates of remaining economic useful lives of the associated intangible assets.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
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h) Inventories

Inventories are stated at the lower of cost and net realizable value ("NRV"). Cost is determined using the weighted average cost method, net of vendor rebates, and includes materials, freight and, where applicable, treatment and processing costs, chemicals, direct labour and overhead. NRV is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

The cost of timber transferred from standing timber to inventory is its fair value less costs to sell at the date of harvest.

i) Income tax

Income tax expense is comprised of current and deferred tax. Income tax expense is recognized in net earnings for the year. Deferred tax relating to items recognized outside of net earnings is recognized in correlation to the underlying transaction, either in OCI or directly in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the temporary differences from the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

At each reporting period, temporary differences are evaluated. A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the temporary difference can be utilized. The recognized deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

j) Earnings per share

Basic earnings per share are computed by dividing the net earnings for the year by the weighted average number of common shares outstanding during the year. Diluted earnings per share reflects the potential dilution of common share equivalents, such as outstanding share options and restricted equity common shares, in the weighted average number of common shares outstanding during the year, if dilutive. The "treasury stock method" is used for the assumed proceeds upon the exercise of the options that are used to purchase common shares at the average market price during the year.

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k) Financial instruments

(i) Non-derivative financial instruments

The Company's non-derivative financial instruments are comprised of cash and cash equivalents, trade and other receivables, bank indebtedness, trade and other payables, dividends payable, contingent consideration, senior unsecured notes, revolving loan facility, non-revolving term loan and finance lease liabilities.

Financial instruments are initially recognized at fair value plus, for instruments not measured at fair value on an ongoing basis, any directly attributable transaction costs. Subsequent to the initial recognition, financial instruments are measured at fair value or amortized cost.

The Company has classified or designated its financial instruments as follows:

- Cash and cash equivalents, and trade and other receivables are subsequently measured at amortized cost.
- Bank indebtedness, trade and other payables, dividends payable, senior unsecured notes, revolving loan facility and finance lease liabilities are subsequently measured at amortized cost.
- Contingent consideration is subsequently measured at fair value, with gains and losses recognized in net earnings.

(ii) Derivative financial instruments

The Company at times uses derivative financial instruments for economic hedging purposes in managing lumber price risk and foreign exchange risk through the use of futures contracts and options. These derivative financial instruments are designated as fair value through net earnings with changes in fair value being recorded in net earnings.

l) Fair value measurement

The Company measures derivative financial instruments and contingent consideration liabilities at fair value at each statement of financial position date. Also, fair values of financial instruments measured at amortized cost are disclosed in Note 24.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability; or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
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The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

m) Revenue recognition

The Company recognizes revenue from the sale of building products from its network of distribution centers across Canada and the US. The Company owns wood treatment and processing facilities that produce specialty products for sale through its distribution network that also generate revenue through the provision of these services to external customers. Provisions of services from the Company's facilities to external customers are presented as services in the sales category.

Revenue from the sale of products and services is recognized, net of discounts and customer rebates, at the point in time the transfer of control of the related products has taken place (based on shipping or delivery terms as specified in the sales contract), and collectability is reasonably assured. Transfer of control typically occurs when goods are collected from the Company's facilities by a carrier.

n) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

A provision for an onerous contract is recognized when the economic benefits to be received under the contract are less than the unavoidable costs of meeting the obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating or performing the contract. Before establishing a provision, the Company recognizes any impairment loss that has occurred on the assets dedicated to that contract.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as finance costs.

Provisions are reviewed at the end of each reporting period and are adjusted to reflect the best estimates at that date.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
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o) Impairment

(i) Financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. Regardless of whether credit risk has increased significantly, the loss allowance for trade receivables without a significant financing component classified at amortized cost, are measured using the lifetime expected credit loss approach. The Company recognizes in earnings, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

In relation to trade receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Company will not be able to collect all of the amounts due under the original terms of the invoice.

(ii) Non-financial assets

The carrying amounts of the Company's PPE and intangible assets that have a finite life are reviewed at each reporting date to determine whether there is any indication of impairment. Goodwill is reviewed for impairment annually or more frequently if certain impairment indicators arise. The Company's annual impairment testing date for goodwill is December 31.

If any such indication exists or when annual impairment testing for an asset is required, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit (the lowest level of identifiable cash inflows) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using an after-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset group or cash-generating unit. 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. These calculations are corroborated by valuation multiples or other available fair value indicators.

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in net earnings for the year.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
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An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

p) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of operations, has been identified as the Chief Executive Officer.

The Company operates as a wholesale distributor of building materials and home renovation products, including value-added services such as lumber pressure treating.

Based on products offered, production processes involved, and how financial information is produced internally for the purposes of making operating decisions, the Company operates as one reportable segment, with the remaining smaller operations categorized as Other.

4. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of these financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. Significant areas requiring estimates are goodwill and related impairment testing, valuation of timber, inventory valuation and obsolescence, deferred tax assets and liabilities valuation, assessing whether an arrangement contains a lease, determining the lease term, and determining the discount rate to value the lease.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
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a) Business combinations and goodwill

Management uses judgment in determining the fair value of the acquired net identifiable tangible and intangible assets at the date of a business combination, which requires making assumptions and estimates about future events. The assumptions and estimates with respect to determining the fair value of the acquired intangible assets and property, plant and equipment generally require the most judgment. Changes in any of these assumptions or estimates used in determining the fair values of these acquired assets could impact the amounts recorded at the date of the business combination.

Any goodwill resulting from a business combination is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill at December 31, 2024, relates to the Company's acquisitions of various businesses. Goodwill is not amortized but is tested for impairment annually or more frequently if changes in circumstances indicate a potential impairment. Goodwill impairment is assessed based on a comparison of the recoverable amount of a cash-generating unit to the underlying carrying value of that cash-generating unit's net assets, including goodwill. Significant estimates are required in determining the recoverable amount of each cash-generating unit, including a discount rate, a growth rate and revenue projections. When the carrying amount of the cash-generating unit exceeds its fair value, the recoverable amount of goodwill related to the cash-generating unit is compared to its carrying value and excess of carrying value is recognized as an impairment loss (Note 15).

b) Timber valuation

At each reporting date, timber is valued at fair value less costs to sell with any change therein, including the impact of growth and harvest, recognized in net earnings for the year. Significant judgment is used in determining the fair value with reference to independent third-party valuers and recent comparatives of standing timber sales, costs of sustainable forest management, timber pricing, harvest volume and timing assumptions, the discount rate used, and the resulting net present value of future cash flows for standing timber.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
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c) Inventory valuation

Under IFRS, inventories must be recognized at the lower of cost or their NRV, which is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale. IFRS requires that the estimated NRV be based on the most reliable evidence available at the time the estimates are made of the amounts that inventories are expected to realize. The measurement of an inventory write-down to NRV is based on the Company's best estimate of the NRV and expected future sale or consumption of inventories. Due to the economic environment and continued volatility in the home-building market, there is uncertainty as to whether the NRV of the inventories will remain consistent with those used in our assessment of NRV at period end. As a result, there is the risk that a write-down of on-hand and unconsumed inventories could occur in future periods. Also, a certain portion of inventory may become damaged or obsolete. A slow-moving reserve is recorded, as required, based on an analysis of the length of time product has been in inventory and historical rates of damage and obsolescence (Note 19).

Inventory includes harvested timber, the cost of which is based on its fair value less costs to sell, and forms a component of the carrying value of timber inventory. Harvested timber is subsequently processed into logs and carried at the lower of cost or NRV. Significant judgment is used in determining the fair value of timber with reference to independent third-party valuers and recent comparatives of standing timber sales.

d) Income taxes

At each statement of financial position date, a deferred income tax asset may be recognized for all deductible temporary differences, unused tax losses and income tax deductions, to the extent that their realization is probable. The determination of this requires significant judgment. This evaluation includes review of the ability to carry-back operating losses to offset taxes paid in prior years; the carry-forward periods of the losses; and an assessment of the excess of fair value over the tax basis of the Company's net assets. If based on this review it is not probable such assets will be realized, then no deferred income tax asset is recognized (Note 21).

e) Leases

When assessing the lease agreement, certain estimates and assumptions need to be made and applied, which include, but are not limited to, the determination of the expected lease term and minimum lease payments, the assessment of the likelihood of exercising options and estimation of the fair value of the lease property (Note 12).

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5. CHANGES IN ACCOUNTING POLICIES

IAS 1, *Presentation of financial statements*

Effective January 1, 2024, the Company adopted *Classification of Liabilities as Current or Non-current (Amendments to IAS 1)*. These amendments specify the requirements for classifying liabilities as current or non-current. Beside others, the amendments clarify what is meant by a right to defer settlement, that such a right to defer must exist at the end of the reporting period, and that the classification is unaffected by the likelihood that an entity will exercise its deferral right. The adoption of these amendments did not have an impact on these consolidated financial statements.

6. ACCOUNTING STANDARDS ISSUES BUT NOT YET ADOPTED

The following is an overview of accounting standard changes the Company will be required to adopt in future years.

IFRS 18, *Presentation and Disclosure of Financial Statements*

IFRS 18 will replace IAS 1, *Presentation of Financial Statements* and applies to annual reporting periods beginning on or after January 1, 2027. The new standard introduces the following new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of earnings and comprehensive earnings, consisting of operating, investing, financing, discontinued operations and income tax categories, and including a newly defined operating profit subtotal.
- Management-defined performance measures are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cashflows when presenting operating cashflows under the indirect method.

The Company is in the process of assessing the impact of the new standard on its statement of earnings and comprehensive earnings, the statement of cashflows and additional disclosures under management-defined performance measures. The Company is also assessing the impact of how information is grouped in the financial statements, including items currently labelled "other".

Other accounting standards

The following amendments are effective in future years, but are not expected to have a material impact on the consolidated financial statements: *Lack of Exchangeability (IAS 21)*, *Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)*.

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7. BUSINESS ACQUISITIONS

Doman Tucker Lumber Acquisition

On October 1, 2024, the Company completed the acquisition of certain assets of CM Tucker Lumber Companies, LLC (now doing business as "Doman Tucker Lumber"), through a wholly owned subsidiary of the Company (the "Doman Tucker Lumber Acquisition"), a lumber and treated wood supplier, as well as a large producer of specialty value added products, in the Eastern US. Doman Tucker Lumber is headquartered in Pageland, South Carolina, with three large treating plants, specialty sawmilling and a captive trucking fleet.

Cash purchase price consideration of approximately US\$295,000, including inventory of approximately US\$40,000, was funded by the Company's revolving loan facility and cash and cash equivalents on hand, and is subject to certain post-closing adjustments. The foreign exchange rate used to translate the purchase price consideration and fair values of assets acquired and liabilities assumed was based on the exchange rate as at the date of the Doman Tucker Lumber Acquisition.

The Company engaged an independent valuations expert to assist with the determination of estimated fair value for acquired property, plant and equipment. The valuation model used consisted of a market comparison technique and cost technique which considers market prices for similar assets when they are available, and depreciated replacement cost when they are not. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence. The key assumptions used in the estimation of depreciated replacement cost are the asset's estimated replacement cost at the time of acquisition and estimated remaining useful life.

The Company applied the multi-period excess earnings method in determining the fair value of the customer list intangible asset recognized on acquisition. The multi-period excess earnings method considers the present value of incremental after-tax cash flows expected to be generated by the customer relationships after deducting contributory asset charges. The key assumptions used in applying this valuation technique include: the forecasted revenues relating to Doman Tucker Lumber's existing customers at the time of acquisition; the forecasted attrition rates relating to these customers; forecasted operating margins; and the discount rate.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023

(in thousands of Canadian dollars)

Details of the fair value of the consideration transferred and the fair value of the net assets acquired and liabilities assumed at the date of the above noted acquisition were as follows:

Notes	October 1, 2024 ⁽¹⁾
	\$
Fair value of purchase consideration	
Cash consideration	398,534
Contingent consideration (earnout commitment)	24,219
Total consideration	422,753
Fair value of assets acquired and liabilities assumed	
Inventory	54,182
Property, plant and equipment	11 103,850
Right-of-use assets	6,253
Intangible assets (customer lists)	14 174,607
Intangible assets (brand)	14 5,940
Lease liabilities	12 (6,253)
Total identifiable net assets at fair value	338,579
Goodwill arising on acquisition	15 84,174
Net assets acquired	422,753

1. The provisional purchase price allocation is preliminary, and all assets acquired and liabilities assumed are subject to change up to a period of one year from October 1, 2024, upon finalization of fair value determinations.

The earnout commitment is payable annually over five years from the date of the Doman Tucker Lumber Acquisition on October 1, 2024, if certain earnings performance targets after the acquisition are met. The earnout commitment was recorded in the Consolidated Statement of Financial Position as a contingent consideration liability at fair value, based on estimated future payments in each of the five years from the acquisition date, at a discount rate of approximately 12%.

Recognized goodwill is primarily attributed to expected synergies arising from the Doman Tucker Lumber Acquisition and the expertise and reputation of the assembled management and workforce. Goodwill is expected to be deductible for US income tax purposes.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
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During the year ended December 31, 2024, from the date of the Doman Tucker Lumber Acquisition on October 1, 2024, and up to December 31, 2024, the acquired business contributed \$124,356 of revenue and \$735 of net earnings (including additional interest on the Company's revolving loan facility, which was used to fund the transaction) to the Company's consolidated results. If the Doman Tucker Lumber Acquisition had taken place at the beginning of 2024, consolidated revenue for the year ended December 31, 2024, would have been approximately \$3,135,188 and net earnings of the Company would have been approximately \$65,760.

Directly attributable acquisition-related costs of \$2,238 were expensed in the Consolidated Statement of Earnings for the year ended December 31, 2024.

Southeast Forest Products Acquisition

On March 1, 2024, the Company completed the acquisition of certain assets of Southeast Forest Products Treated, Ltd. (through one of the Company's wholly owned subsidiaries) (the "Southeast Acquisition"), a manufacturer of treated lumber operating in Richmond, Indiana and near Birmingham, Alabama.

Total purchase consideration comprised of US\$45,916 cash. The foreign exchange rate used to translate the purchase price consideration and fair values of assets acquired was based on the exchange rate as at the date of the Southeast Acquisition.

The Company engaged a valuations expert to assist with the determination of estimated fair value for acquired property, plant and equipment. The valuation model used consisted of a market comparison technique and cost technique which considers market prices for similar assets when they are available, and depreciated replacement cost when they are not. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence. The key assumptions used in the estimation of depreciated replacement cost are the asset's estimated replacement cost at the time of acquisition and estimated remaining useful life.

Purchase price consideration was funded by the Company's cash and cash equivalents on hand.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023 (in thousands of Canadian dollars)

Details of the fair value of the consideration transferred and the fair value of the assets acquired at the date of the above noted acquisition were as follows:

	Notes	March 1, 2024 \$
Fair value of purchase consideration		
Cash consideration		62,281
Fair value of assets acquired		
Inventory		11,416
Property, plant and equipment	11	28,193
Intangible assets (customer lists)	14	6,375
Intangible assets (brand)	14	709
Total identifiable net assets at fair value		46,693
Goodwill arising on acquisition	15	15,588
Assets acquired		62,281

Recognized goodwill is primarily attributed to expected synergies arising from the Southeast Acquisition and the expertise and reputation of the assembled management and workforce. Goodwill is expected to be deductible for US income tax purposes.

During the year ended December 31, 2024, from the date of the Southeast Acquisition on March 1, 2024, and up to December 31, 2024, the acquired business contributed \$77,000 of revenue and \$649 of net earnings to the Company's consolidated results. If the Southeast Acquisition had taken place at the beginning of 2024, consolidated revenue for the year ended December 31, 2024, would have been approximately \$2,676,700 and net earnings of the Company would have been approximately \$54,456.

Directly attributable acquisition-related costs of \$685 were expensed in the Consolidated Statement of Earnings for the year ended December 31, 2024.

8. CASH AND CASH EQUIVALENTS

	2024 \$	2023 \$
Cash	9,243	962
Interest-bearing bank deposits	4,261	39,251
Cash and cash equivalents	13,504	40,213

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

9. TRADE AND OTHER RECEIVABLES

The Company's trade and other receivables arise primarily from sales of lumber and building materials to customers. These are summarized as follows:

	2024	2023
	\$	\$
Trade receivables	192,114	155,397
Allowance for doubtful accounts	(489)	(459)
Net trade receivables	191,625	154,938
Other receivables	10,348	7,032
Total trade and other receivables	201,973	161,970

The aging analysis of trade and other receivables was as follows:

	2024	2023
	\$	\$
Neither past due nor impaired	188,292	146,373
Past due but not impaired:		
Less than 1 month	9,403	13,502
1 to 3 months	3,786	1,965
3 to 6 months	492	130
Total trade and other receivables	201,973	161,970

The Company holds no collateral for any receivable amounts outstanding as at December 31, 2024.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
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Activity in the Company's provision for doubtful accounts was as follows:

	2024	2023
	\$	\$
Balance at January 1	459	2,048
Accruals (Recoveries) during the year	4	(1,655)
Accounts written off	(6)	(16)
Foreign exchange difference	32	82
Balance at December 31	489	459

10. INVENTORIES

	2024	2023
	\$	\$
Inventories held for resale	376,293	288,984
Inventories held for processing	89,997	71,660
	466,290	360,644

The expenses related to the sale of inventories were recorded in cost of sales, as described in Note 19.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023 (in thousands of Canadian dollars)

11. PROPERTY, PLANT, AND EQUIPMENT

	Land \$	Buildings, leasehold improvements and roads \$	Machinery, automotive and other equipment \$	Computer equipment and systems development \$	Total \$
Cost					
Cost at January 1, 2023	36,658	39,430	154,462	8,129	238,679
Additions	–	1,498	12,470	479	14,447
Disposals	–	(24)	(2,200)	(142)	(2,366)
Foreign exchange difference	(130)	(423)	(2,800)	(109)	(3,462)
Cost at December 31, 2023	36,528	40,481	161,932	8,357	247,298
Additions	205	2,006	10,419	1,571	14,201
Additions arising on acquisitions (Note 7)	6,212	67,030	58,801	–	132,043
Disposals	–	–	(2,015)	(68)	(2,083)
Foreign exchange difference	889	5,896	14,852	230	21,867
Cost at December 31, 2024	43,834	115,413	243,989	10,090	413,326
Accumulated depreciation					
Accumulated depreciation at January 1, 2023	–	13,322	80,361	5,255	98,938
Depreciation	–	2,582	20,122	537	23,241
Disposals	–	(15)	(2,021)	–	(2,036)
Foreign exchange difference	–	(83)	(1,334)	(17)	(1,434)
Accumulated depreciation at December 31, 2023	–	15,806	97,128	5,775	118,709
Depreciation	–	3,235	20,886	863	24,984
Disposals	–	–	(1,487)	(68)	(1,555)
Foreign exchange difference	–	405	6,108	98	6,611
Accumulated depreciation at December 31, 2024	–	19,446	122,635	6,668	148,749
Net book value at December 31, 2023	36,528	24,675	64,804	2,582	128,589
Net book value at December 31, 2024	43,834	95,967	121,354	3,422	264,577

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

12. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Company enters into various leases for the operation of its business, including distribution facilities, treatment plant facilities, computer equipment, light vehicles, forklifts and other equipment as required to operate efficiently.

Right-of-use assets

	Facilities ⁽¹⁾ \$	Machinery, automotive and other equipment ⁽²⁾ \$	Computer equipment \$	Total \$
Balance at January 1, 2023	132,814	11,739	414	144,967
Additions	1,774	5,624	1,798	9,196
Modifications and remeasurements	6,555	126	–	6,681
Amortization	(18,281)	(5,105)	(331)	(23,717)
Disposals	–	(334)	(5)	(339)
Foreign exchange movements	(1,708)	(169)	(30)	(1,907)
Balance at December 31, 2023	121,154	11,881	1,846	134,881
Additions	5,103	10,372	42	15,517
Additions arising on acquisition (Note 7)	5,855	398	–	6,253
Modifications and remeasurements	14,078	498	–	14,576
Amortization	(19,249)	(5,866)	(487)	(25,602)
Disposals	–	(1,454)	–	(1,454)
Foreign exchange movements	6,202	787	112	7,101
Balance at December 31, 2024	133,143	16,616	1,513	151,272

1. Includes agreements related to distribution, wood treatment, manufacturing and office facility leases.

2. Includes forklifts, light vehicles and other heavy equipment leases.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023

(in thousands of Canadian dollars)

Lease liabilities

	Facilities ⁽¹⁾	Machinery, automotive and other equipment ⁽²⁾	Computer equipment	Total
	\$	\$	\$	\$
Balance at January 1, 2023	141,396	12,389	411	154,196
Additions	1,774	5,624	1,798	9,196
Modifications and remeasurements	6,555	126	–	6,681
Disposals	–	(649)	(5)	(654)
Finance costs	3,748	387	59	4,194
Lease payments	(20,406)	(5,498)	(366)	(26,270)
Foreign exchange movements	(1,845)	(177)	(27)	(2,049)
Balance at December 31, 2023	131,222	12,202	1,870	145,294
Additions	5,103	10,372	42	15,517
Additions arising on acquisition (Note 7)	5,855	398	–	6,253
Modifications and remeasurements	14,078	498	–	14,576
Disposals	–	(1,542)	–	(1,542)
Finance costs	3,905	669	84	4,658
Lease payments	(22,101)	(6,485)	(543)	(29,129)
Foreign exchange movements	7,046	555	127	7,728
Balance at December 31, 2024	145,108	16,667	1,580	163,355
Less: current portion	(18,958)	(5,005)	(488)	(24,451)
	126,150	11,662	1,092	138,904

1. Includes agreements related to distribution, wood treatment, manufacturing and office facility leases.

2. Includes forklifts, light vehicles and other heavy equipment leases.

Right-of-use assets and corresponding lease liabilities entered into during the year have been recorded using the Company's incremental borrowing rate, ranging between 4% and 8%.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

Lease commitments

Future undiscounted payments due under the terms of all agreements, including these leases, are as follows (including certain leases with related parties, as disclosed in Note 23):

Years ending December 31	\$
2025	32,275
2026	26,580
2027	24,885
2028	22,938
2029	18,620
Thereafter	52,049
	177,347

13. TIMBER

	2024	2023
	\$	\$
Balance at January 1	46,485	47,797
Reforestation provision on harvested land	940	1,269
Harvested timber transferred to inventory in the year	(2,057)	(2,241)
Change in fair value	(169)	(340)
Balance at December 31	45,199	46,485

The Company's private timberlands comprise an area of approximately 44,217 hectares ("ha") of land as at December 31, 2024 (2023 – 44,217 ha), with standing timber consisting of mixed-species softwood forests.

For the years ended December 31, 2024 and 2023, the fair value measurement for the Company's standing timber, as disclosed above, had been categorized as Level 3 fair value (as defined in Note 24).

The Company's valuation model consists of a discounted cash flow analysis, which considers the present value of the net cash flows expected to be generated by the private timberlands over a period of 20 years. The expected net cash flows were discounted using a risk-adjusted discount rate of 9.5% (2023 - 9.5%).

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

14. INTANGIBLE ASSETS

	US operations \$	Value-added services \$	Total \$
Cost			
Cost at January 1, 2023	203,769	9,989	213,758
Foreign exchange difference	(4,784)	–	(4,784)
Cost at December 31, 2023	198,985	9,989	208,974
Additions arising on acquisitions (Note 7)	187,631	–	187,631
Additions	–	124	124
Foreign exchange difference	29,761	–	29,761
Cost at December 31, 2024	416,377	10,113	426,490
Accumulated amortization			
Accumulated amortization at January 1, 2023	57,422	4,443	61,865
Amortization	20,222	923	21,145
Foreign exchange difference	(1,751)	–	(1,751)
Accumulated amortization at December 31, 2023	75,893	5,366	81,259
Amortization	25,773	882	26,655
Foreign exchange difference	7,780	–	7,780
Accumulated amortization at December 31, 2024	109,446	6,248	115,694
Net intangible assets at December 31, 2023	123,092	4,623	127,715
Net intangible assets at December 31, 2024	306,931	3,865	310,796

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

15. GOODWILL

	Canadian operations \$	US operations \$	Value-added services \$	Total \$
Balance at January 1, 2023	62,624	303,831	35,347	401,802
Foreign exchange difference	–	(7,132)	–	(7,132)
Balance at December 31, 2023	62,624	296,699	35,347	394,670
Additions arising on acquisitions (Note 7)	–	99,762	–	99,762
Foreign exchange difference	–	32,553	–	32,553
Balance at December 31, 2024	62,624	429,014	35,347	526,985

The Company performed its annual test for goodwill impairment as at December 31, 2024. The recoverable amount of each of the cash-generating units has been determined using a value-in-use model. The Company utilized five-year cash flow forecasts using the annual budget approved by the Board of Directors as a basis for such forecasts. Cash flow forecasts beyond that of the budget were prepared using a stable growth rate for future periods. These forecasts were based on historical data and future trends expected by the Company.

The Company's valuation model also takes into account working capital and capital investments required to maintain the condition of the assets.

Forecasted cash flows were discounted using after-tax rates of approximately 8% in all cash-generating units for the purpose of the annual impairment test. Other significant assumptions used in the estimation of the recoverable amounts included the terminal value growth rate of 2%, and gross margins ranging between 4% and 28%.

Based on the impairment tests, the recoverable amount of each of the cash-generating units exceeded their carrying amounts. As a result, no provision for impairment of goodwill was recorded.

There is a material degree of uncertainty with respect to the estimates of the recoverable amounts of the cash-generating units' net assets given that these estimates involve making key assumptions about the future. In making such assumptions, management has given its best estimate of future economic and market conditions.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

16. LOANS AND BORROWINGS

	2024	2023
	\$	\$
Total loans and borrowings		
Unsecured notes ⁽¹⁾	630,131	320,765
Revolving loan facility ⁽¹⁾	344,919	201,181
Total loans and borrowings	975,050	521,946
Current portion of loans and borrowings		
Revolving loan facility	-	201,181
Total current portion of loans and borrowings	-	201,181
Non-current portion of loans and borrowings	975,050	320,765

1. Amounts reflect financing costs net of amortization totaling \$9,899 as at December 31, 2024, and \$4,567 as at December 31, 2023.

During the year ended December 31, 2024, certain drawings under the Revolving loan facility were designated as a hedge against the Company's investment in its US operations and an unrealized foreign exchange loss of \$31,051 was recognized in Foreign currency translation in OCI.

Issuance of senior unsecured notes

On September 17, 2024, the Company completed a private placement offering of the 2029 Unsecured Notes denominated in principal amounts of one thousand dollars, resulting in gross proceeds of \$265,000. The offering was underwritten by a syndicate of underwriters led by Stifel Nicolaus Canada Inc., and including RBC Capital Markets, CIBC Capital Markets, TD Securities and National Bank Financial Markets.

On December 10, 2024, the Company completed an additional private placement offering under the terms of the 2029 Unsecured Notes. These additional notes were issued at a price of \$1,015 per \$1,000 principal, resulting in gross proceeds of \$101,500.

The 2029 Unsecured Notes accrue interest at the rate of 7.5% per annum, payable on a semi-annual basis, maturing on September 17, 2029. Cash proceeds raised from the 2029 Unsecured Notes, net of issuance costs, were used for reducing the Company's existing revolving loan facility and to repurchase for cancellation a portion of the 2026 Unsecured Notes.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)**Repurchase of 2026 Unsecured Notes**

Concurrent with the issuance of the 2029 Unsecured Notes on September 17, 2024, the Company completed the early repurchase for cancellation of \$52,337 of its outstanding unsecured notes with a maturity date of May 15, 2026, in accordance with the terms of the unsecured notes trust indenture. Total redemption amount, including accrued interest, was \$53,278.

Amendment of revolving loan facility

On April 30, 2024, the Company amended its existing revolving loan facility, extending the maturity date from December 6, 2024, to April 30, 2028. All other material terms, including the maximum available credit of \$500,000, remained unchanged. Prior to the amendment, as at December 31, 2023, the revolving loan facility was classified as current based on its prior maturity date of December 6, 2024.

The Company was not in breach of any of its covenants during the year ended December 31, 2024, and had the right to defer settlement for more than twelve months from the period end date. Accordingly, the revolving loan facility was classified as non-current as at December 31, 2024.

As part of the Company's cash management strategy, and notwithstanding contractual maturity, the Company continues to have the right and may, at its discretion, repay portions of its revolving loan facility earlier than the maturity date.

Redemption of 2023 Unsecured Notes

On June 30, 2023, the Company completed the early redemption of all \$60,000 of its outstanding unsecured notes with a maturity date of October 9, 2023, in accordance with the terms of the unsecured notes trust indenture. Total redemption amount, including accrued interest, was \$60,859.

Repayment of non-revolving term loan

On June 29, 2023, the Company completed the early repayment of the balance of its outstanding non-revolving term loan in the amount of \$14,125, in accordance with the terms of such loan agreement, otherwise having a full maturity date of December 6, 2024.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023

(in thousands of Canadian dollars)

Terms and conditions

The terms and conditions of the outstanding loan facilities were as follows:

	Currency	Nominal interest rate %	Maturity	December 31, 2024		December 31, 2023	
				Face value \$	Carrying amount \$	Face value \$	Carrying amount \$
2029 Unsecured notes ⁽¹⁾	CDN	7.50	Sep 17, 2029	365,000	359,718	–	–
2026 Unsecured notes ⁽²⁾	CDN	5.25	May 15, 2026	272,163	270,413	324,500	320,765
Revolving loan facility ⁽³⁾	USD	Based on US prime rate or Secured Overnight Financing Rate	Apr 30, 2028	346,302	344,919	136,462	135,855
Revolving loan facility ⁽³⁾	CDN	Based on Canadian prime rate or Canadian Overnight Repo Rate Average	Apr 30, 2028	–	–	65,551	65,326
Total loans and borrowings				983,465	975,050	526,513	521,946

1. Non-publicly listed, with a maturity date of September 17, 2029, and interest rate at 7.50%, payable semi-annually ("2029 Unsecured Notes").
2. Non-publicly listed, with a maturity date of May 15, 2026, and interest rate at 5.25%, payable semi-annually ("2026 Unsecured Notes").
3. Maximum credit available is \$500,000. Amount advanced under the facility at any time is limited to a defined percentage of inventories and trade receivables, less certain reserves. The facility is secured by a first charge over the Company's assets and an assignment of trade receivables and requires that certain covenants be met by the Company. Subsequent to year-end, on January 31, 2025, revolving loan limit was increased to \$580,000 (Note 31).

The Canadian revolving loan facility previously referencing Canadian Dollar Offered Rate ("CDOR") in the comparative year ended December 31, 2023 was transitioned to term Canadian Overnight Repo Rate Average ("CORRA"). There was no significant impact on these consolidated financial statements as the change in contractual cash flows was on an economically equivalent basis. Therefore, the change is accounted for by updating the effective interest rate, with no gain or loss recognized.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

17. PENSIONS AND OTHER POST-RETIREMENT BENEFITS

Defined benefit pension plans

The Company sponsors two non-contributory defined benefit pension plans: one a registered pension plan for salaried employees and the other a non-registered historical pension plan for certain retired executives. Both plans provide benefits based on years of service and historical highest average salary. The plans were closed to new participants effective August 1, 2000. The Company amended the registered defined benefit pension plan effective January 1, 2005 to reduce the benefit formula for future years of service and to allow members of the defined benefit pension plan to participate in the defined contribution plan. In respect of the non-registered historical executive pension plan, the Company has issued letters of credit amounting to \$1,036 (2023 - \$1,054) based on actuarial estimates determined annually.

The most recent actuarial valuation of the registered pension plan for funding purposes was as at December 31, 2022. The next actuarial valuation for the registered pension plan is required to be performed as at December 31, 2025.

Annuity contracts

On July 31, 2024, the Company purchased an annuity buy-in for plan retirees for \$5,664 through its defined benefit pension plan. Future cash flows from the annuity will match the amount and timing of benefits payable under the plan, substantially mitigating the exposure to future volatility in the related pension obligation.

At December 31, 2024, total buy-in annuities purchased to date represented 94% (2023 – 80%) of the defined benefit pension plan obligation and were fully hedged against changes in future discount rates and longevity risk (potential increases in life expectancy of plan members).

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

Defined contribution plans

The Company sponsors defined contribution plans for eligible employees. Pension expense for the defined contribution plans for the year ended December 31, 2024, amounted to \$1,590 (2023 - \$1,521) and was included in distribution, selling and administration expenses.

Post-retirement benefits other than pensions

The Company provides extended health care and dental benefits and pays provincial medical plan premiums on behalf of qualifying employees.

Total cash payments

Total cash payments for employee future benefits for 2024, consisting of cash contributed by the Company to defined benefit plans, defined contribution plans, and other post-retirement benefits, were \$2,185 (2023 - \$1,914), with no solvency deficiency contributions.

Included in total cash payments, based on 2024 experience, the Company expects the 2025 contributions for its defined benefit plan to be approximately \$207. Solvency deficiency contributions are not required.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023

(in thousands of Canadian dollars)

The status of the defined benefit pension and post-retirement benefit plans were as follows:

	Pension benefit plan		Other benefit plans	
	2024	2023	2024	2023
	\$	\$	\$	\$
Net benefit expense				
Current service cost	152	244	54	11
Past service cost	-	-	119	490
Non-investment expenses	130	150	-	-
Interest cost on benefit obligation	1,688	1,838	95	91
Interest on effect of asset ceiling impairment at beginning of year	84	116	-	-
Expected return on plan assets	(1,727)	(1,903)	-	-
Net benefit expense	327	445	268	592
Defined benefit obligation				
Defined benefit obligation at January 1	38,075	38,006	1,986	1,718
Current service cost	152	244	54	11
Past service cost	-	-	119	490
Interest cost on benefit obligation	1,688	1,838	95	91
Benefits paid	(3,090)	(3,056)	(168)	(124)
Actuarial losses (gains) on benefit obligation	305	1,043	29	(200)
Defined benefit obligation at December 31	37,130	38,075	2,115	1,986
Plan assets				
Fair value of plan assets at January 1	39,017	39,478	-	-
Expected return on plan assets	1,727	1,903	-	-
Employer contributions	236	269	168	124
Non-investment expenses	(130)	(150)	-	-
Benefits paid	(3,090)	(3,056)	(168)	(124)
Actuarial gains on plan assets	417	573	-	-
Actuarial losses on annuity buy-in	(31)	-	-	-
Fair value of plan assets at December 31	38,146	39,017	-	-
Net benefit liability				
Fair value of plan assets at December 31	38,146	39,017	-	-
Accrued benefit obligation at December 31	(37,130)	(38,075)	(2,115)	(1,986)
	1,016	942	(2,115)	(1,986)
Asset ceiling impairment	(1,829)	(1,817)	-	-
Net benefit liability	(813)	(875)	(2,115)	(1,986)

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023 (in thousands of Canadian dollars)

The Company has recorded net benefit expense and actuarial gains as follows:

	Pension benefit plan		Other benefit plans	
	2024	2023	2024	2023
	\$	\$	\$	\$
Distribution, selling and administration				
Current service cost	152	244	54	11
Past service cost	-	-	119	490
Non-investment expenses	130	150	-	-
	282	394	173	501
Finance costs				
Interest cost on benefit obligation	1,688	1,838	95	91
Interest on effect of asset ceiling at beginning of year	84	116	-	-
Expected return on plan assets	(1,727)	(1,903)	-	-
	45	51	95	91
Other comprehensive (loss) income				
Actuarial losses on obligation due to changes in financial assumptions	(305)	(1,306)	(17)	(101)
Actuarial gains (losses) on obligation due to changes in experience	-	263	(12)	(219)
Actuarial gains on demographic assumptions	-	-	-	520
Actuarial gains on plan assets	417	573	-	-
Actuarial losses on annuity buy-in	(31)	-	-	-
Net change in effect of asset ceiling	72	622	-	-
	153	152	(29)	200

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023

(in thousands of Canadian dollars)

Assets

At December 31, plan assets consisted of the following:

	2024	2023
	%	%
Annuity	91	78
Debt securities ⁽¹⁾	8	20
Short-term securities ⁽¹⁾	1	2
	100	100

1. Unquoted investments (pooled funds).

Significant assumptions

The significant weighted average assumptions used were as follows:

	Pension benefit plan		Other benefit plans	
	2024	2023	2024	2023
	%	%	%	%
Accrued benefit obligation as of December 31				
Discount rate	4.50	4.60	4.50	4.60
Rate of compensation increase	3.50	3.50	n/a	n/a
Benefit costs for year ended December 31				
Discount rate	4.60	5.00	4.60	5.00
Rate of compensation increase	3.50	3.25	n/a	n/a

Assumed health care cost trend rates at December 31 were as follows:

	2024	2023
Health care initial cost trend rate	7.0%	7.0%
Health care ultimate cost trend date	3.5%	3.5%
Year that the rate reaches the ultimate trend rate	2037	2037

The mortality assumptions were based on the 2014 Canadian Pensioners Mortality Private table with generational projection using mortality improvement scale CPM-B and adjusted for size of pensions.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023 (in thousands of Canadian dollars)

Sensitivity analysis

A one-percentage point change in the assumed rate of increase in health care costs would have the following effects:

	Other benefit plans			
	2024		2023	
	Increase	Decrease	Increase	Decrease
	\$	\$	\$	\$
Effect on the defined benefit obligation	221	(199)	200	(181)
Effect on the aggregate current service cost and interest cost	20	(17)	17	(17)

A one-percentage point change in the assumed discount rate would have the following effects:

	Pension benefit plan		Other benefit plans	
	Increase	Decrease	Increase	Decrease
	\$	\$	\$	\$
2024				
Effect on the defined benefit obligation	(3,033)	3,580	(147)	166
Effect on the aggregate current service cost and interest cost for the next year	176	(215)	5	(6)
2023				
Effect on the defined benefit obligation	(3,158)	3,730	(150)	170
Effect on the aggregate current service cost and interest cost for the next year	170	(212)	4	(7)

The average duration of the defined benefit plan obligation at December 31, 2024, was approximately 9 years.

18. SHARE CAPITAL

The authorized capital of the Company consists of an unlimited number of common and preferred shares with no par value.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023

(in thousands of Canadian dollars)

Restricted Equity Common Share Plan ("RECSP")

Restricted Share Units ("RSUs") pursuant to the RECSP were as follows:

	Years ended December 31,	
	2024	2023
	#	#
Balance at January 1	-	-
Granted	24,849	36,637
Vested and converted to common shares during the year	(24,849)	(36,637)
Balance at December 31	-	-

Compensation expense in respect of RSUs for the year ended December 31, 2024, was \$138 (2023 - \$290).

Employee Common Share Purchase Plan ("ECSP")

For the year ended December 31, 2024, the Company issued 223,625 (2023 - 242,003) common shares from treasury for gross proceeds of \$1,453 (2023 - \$1,259), pursuant to the ECSP. Subsequent to December 31, 2024, the Company issued 109,676 shares under the ECSP for gross proceeds of \$808.

Cancellation of shares

On May 8, 2023, the Company cancelled 229,008 shares outstanding under a historic escrow agreement.

Dividends

The following quarterly dividends of \$0.14 per share were declared and paid by the Company:

	2024			2023		
	Declared		Payment date	Declared		Payment date
	Record date	Amount \$		Record date	Amount \$	
Quarter 1	Mar 28, 2024	12,200	Apr 12, 2024	Mar 31, 2023	12,165 ⁽¹⁾	Apr 14, 2023
Quarter 2	Jun 28, 2024	12,202	Jul 12, 2024	Jun 30, 2023	12,167	Jul 14, 2023
Quarter 3	Sep 27, 2024	12,220	Oct 15, 2024	Sep 29, 2023	12,183	Oct 13, 2023
Quarter 4	Dec 31, 2024	12,221	Jan 15, 2025	Dec 29, 2023	12,186	Jan 12, 2024
		48,843			48,701	

1. Net of \$32 dividend refund received with respect to cancelled shares under a historic escrow agreement.

The Board of the Company is routinely assessing its dividend policy in the context of overall profitability, cash flows, capital requirements, general economic conditions and other business needs.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

19. COST OF SALES

Cost of sales includes the following costs:

	2024	2023
	\$	\$
Purchased, treated and manufactured building materials	2,148,670	2,008,239
Salaries and benefits	63,201	52,528
Timber and related products	24,207	23,410
Inventory provisions	697	2,626
Others	1,677	1,641
	2,238,452	2,088,444

20. DISTRIBUTION, SELLING AND ADMINISTRATION COSTS

Distribution, selling and administration costs include the following:

	2024	2023
	\$	\$
Salaries and benefits	149,349	136,338
Facility occupancy costs	37,834	35,265
Office and miscellaneous	22,913	17,829
Travel, promotion and entertainment	13,503	12,351
Professional and management fees	5,641	4,851
	229,240	206,634

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

21. INCOME TAXES

Income tax for the Company consisted of the following:

Consolidated Statements of Earnings

	2024	2023
	\$	\$
Current income tax expense	18,086	10,993
Deferred income tax (recovery) expense	(11,055)	661
	7,031	11,654

Consolidated Statements of Comprehensive Earnings

	2024	2023
	\$	\$
Deferred tax expense related to items recorded in OCI during the year		
Actuarial gains	24	85

The Company's effective income tax rate differs from the statutory income tax rate. The difference arises from the following items:

	2024	2023
	\$	\$
Earnings before income taxes	61,218	87,440
Income tax at statutory rates	16,059	23,099
Adjustment to deferred tax assets and liabilities related to changes in tax rates	799	(534)
Permanent differences and other	(9,827)	(10,911)
Income tax expense	7,031	11,654

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023 (in thousands of Canadian dollars)

Temporary differences that give rise to deferred income tax assets and liabilities were as follows:

	2024	2023
	\$	\$
Deferred income tax (liabilities) assets:		
Property, plant and equipment	(9,303)	(8,841)
Timber	(10,089)	(10,134)
Pensions and other post-retirement benefits	781	766
Non-capital losses	3,178	2,689
Reserves	35,415	14,186
Intangible assets and goodwill	(23,337)	(12,092)
Net deferred income tax liabilities	(3,355)	(13,426)

Net deferred income tax liabilities consisted of the following:

	2024	2023
	\$	\$
Deferred income tax assets	11,331	3,536
Deferred income tax liabilities	(14,686)	(16,962)
Net deferred income tax liabilities	(3,355)	(13,426)

At December 31, 2024, the Company had no US non-capital losses that may be available for deduction against taxable income in future years (2023 - \$nil), and \$25,388 (2023 - \$23,399) of Canadian non-capital losses that expire as follows:

	\$
2029	1,720
2030	2,356
2031	4,796
2032	1,509
2033	1,755
Thereafter	13,252
	25,388

At December 31, 2024, approximately \$15,000 of these non-capital losses have not been recognized as deferred income tax assets.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

Tax legislation changes

In March 2022, the Organization for Economic Co-operation and Development ("OECD") released detailed technical guidance on the legislative framework for a 15% global minimum tax, Pillar Two, that is expected to be used by individual jurisdictions. The goal of the framework is to reduce shifting of profit from one jurisdiction to another in order to reduce global tax obligations in corporate structures.

The legislative changes within the jurisdictions in which the Company operates are effective for fiscal years beginning on or after January 1, 2024. The Company is in the process of assessing the impact of Pillar Two on its income taxes, but does not believe that there will be any top-up tax payable. Consequently, no related deferred or current income taxes were recognized in these consolidated financial statements.

22. FINANCE COSTS

Finance costs include the following:

	2024	2023
	\$	\$
Loans and borrowings	47,865	33,604
Lease liabilities	4,658	4,194
Other	(2,143)	(271)
Net cash interest	50,380	37,527
Amortization of financing costs	3,228	2,874
Interest on net defined benefit liability	140	142
	53,748	40,543

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

23. RELATED PARTY TRANSACTIONS

Transactions

The Company has transactions with related parties in the normal course of operations at amounts as agreed between the related parties as follows:

	2024	2023
	\$	\$
Leased distribution ⁽¹⁾ and treatment facilities ⁽²⁾	4,218	4,216
Purchase of product ⁽³⁾	2,079	2,021
Service fees and other ⁽⁴⁾	1,047	1,107
Professional fees and other ⁽⁵⁾	617	542

1. Paid to a company controlled by a member of key management personnel who is a director and officer of the Company, or a close family member of that person's family.
2. Paid to a company solely controlled by a director and officer of the Company.
3. Paid to a public company that a member of key management personnel who is a director and officer of the Company has an ownership interest in.
4. Paid to companies controlled by a member of key management personnel who is also a director and officer of the Company.
5. Paid to a company controlled by an officer of the Company.

Commitments with related parties

Future undiscounted minimum payments under the terms of the leases with companies, in which a member of key management personnel who is also a director and officer of the Company has an interest in, are as follows:

Years ending December 31	\$
2025	5,011
2026	4,501
2027	4,595
2028	4,720
2029	4,483
Thereafter	5,981
	29,291

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

Payable to related parties

As at December 31, 2024, trade and other payables include amounts due to related parties as follows:

	2024	2023
	\$	\$
Purchase of product ⁽¹⁾	191	123
Service fees and other ⁽²⁾	-	27
Professional fees and other ⁽³⁾	197	82

1. Owing to a public company that a member of key management personnel who is a director and officer of the Company has an ownership interest in.
2. Owing to companies controlled by a member of key management personnel who is also a director and officer of the Company.
3. Owing to a company controlled by an officer of the Company.

Compensation of key management personnel

Compensation of key management was reported on the accrual basis of accounting consistent with the amounts recognized on the consolidated statement of earnings. Key management includes the Company's Board of Directors, the Chief Executive Officer, and the Chief Financial Officer.

Compensation awarded to key management is summarized as follows:

	2024	2023
	\$	\$
Salaries and other benefits	4,347	4,021
Share-based compensation	129	255
	4,476	4,276

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023 (in thousands of Canadian dollars)

24. FINANCIAL INSTRUMENTS

Non-derivative financial instruments

The carrying amounts of non-derivative financial instruments approximate fair value, with the exception of the following:

	2024		2023	
	Carrying amount \$	Fair value \$	Carrying amount \$	Fair value \$
2029 Unsecured Notes ⁽¹⁾	359,718	371,065	–	–
2026 Unsecured Notes ⁽²⁾	270,413	271,483	320,765	312,331
Revolving loan facility	344,919	346,302	201,181	202,013

1. Non-publicly listed, with a maturity date of September 17, 2029, and interest rate at 7.5%.

2. Non-publicly listed, with a maturity date of May 15, 2026, and interest rate at 5.25%.

The following methods and assumptions were used to determine the estimated fair value of each class of financial instrument:

- The fair values of cash and cash equivalents, trade and other receivables, bank indebtedness, trade and other payables and dividends payable were comparable to their carrying amounts, given the short maturity periods.
- The fair values of the Company's 2026 Unsecured Notes and 2029 Unsecured Notes were based on a price quoted by an independent investment brokerage.
- The fair value of the Company's revolving loan facility approximates its carrying value as it bears interest at a variable rate based on current market rates. The fair value has been estimated as the carrying value excluding unamortized financing costs.
- The fair values of the Company's lease liabilities approximate their carrying values as they bear interest that approximates current market rates.

IFRS 13, *Fair Value Measurement* requires classification of financial instruments within a hierarchy that prioritizes the inputs to fair value measurement.

The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset and liability, either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023

(in thousands of Canadian dollars)

All of the Company's financial instruments are categorized as Level 2 fair values, with the exception of contingent consideration, which was categorized as Level 3.

Contingent consideration was assumed as part of a business combination during the year ended December 31, 2024 (Note 7), and was subsequently measured at fair value. Valuation technique used was based on discounted cash flows, which considers the present value of expected future payments, discounted using a risk-adjusted discount rate. The change in the fair value of the contingent consideration liability during the year was nominal.

The expenses resulting from financial assets and liabilities recorded in net earnings are as disclosed in Note 22.

The following table shows, as at December 31, 2024, the Company's contractual obligations with respect to its non-derivative financial instruments, including estimated interest, within the periods indicated:

	Total contractual obligation	2025	2026-2027	2028-2029	Thereafter
	\$	\$	\$	\$	\$
Revolving loan facility ⁽¹⁾	412,869	19,997	39,995	352,877	–
Unsecured notes ⁽²⁾	795,455	41,664	334,041	419,750	–
Leases (Note 12)	177,347	32,275	51,465	41,558	52,049
Accounts payable and other	191,248	162,468	14,390	14,390	–
Total contractual obligations	1,576,919	256,404	439,891	828,575	52,049

- Interest has been calculated based on the average borrowing under the facility for the year ended December 31, 2024, utilizing the interest rate payable under the terms of the facility at December 31, 2024. This facility matures on April 30, 2028.
- Non-publicly listed notes in the amount of \$272,163, with maturity date of May 15, 2026, and interest rate of 5.25%, and non-publicly listed notes in the amount of \$365,000, with maturity date of September 17, 2029, and interest rate at 7.5%.

Derivative financial instruments

From time to time, the Company uses derivative financial instruments for economic hedging purposes in managing lumber price risk and foreign exchange risk through the use of futures contracts and options. Derivative instruments are measured at fair value through profit and loss with changes in fair value recorded in net earnings.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023

(in thousands of Canadian dollars)

The Company held no outstanding foreign exchange contracts as at December 31, 2024, and December 31, 2023. Additionally, the Company held a nominal amount of lumber futures contracts.

When held by the Company, these derivative financial instruments are traded through well-established financial services firms with a long history of providing trading, exchange and clearing services for commodities and currencies. As trading activities are closely monitored and restricted by senior management, including limits for a maximum number of outstanding contracts at any point in time, the risk of a material credit loss on these financial instruments is considered low.

Hedge of investment in foreign operations

Certain drawings under the Revolving loan facility were designated as a hedge against the Company's investment in its US operations. During the year ended December 31, 2024, the Company recorded an unrealized foreign exchange loss of \$31,051 (2023 - gain of \$4,993), arising on revaluation of hedged foreign currency debt in Foreign currency translation in OCI during the year.

Financial risk management

The Company's activities result in exposure to a variety of financial risks from its financial assets and financial liabilities, including risks related to credit, interest rates, currency, liquidity and wood product prices.

Financial assets include trade and other receivables, which are measured at amortized cost. Financial liabilities include bank indebtedness, trade and other payables, dividends payable, unsecured notes, revolving loan facility and lease liabilities. All financial liabilities are measured at amortized cost.

The Board of Directors has overall responsibility for establishment and oversight of the Company's risk management, which seeks to minimize any potential adverse effects on the Company's financial performance.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations and arises primarily from the Company's trade and other receivables. The Company grants credit to its customers in the normal course of operations. To limit its exposure to credit risk, the Company performs ongoing evaluations of the credit quality of its customers and follows diligent credit granting and collection procedures. Purchase limits are established for each customer and are reviewed regularly.

The Company regularly reviews the collectability of its trade accounts receivable and establishes an allowance for doubtful accounts based on its best estimate of any potentially uncollectible accounts.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

As at December 31, 2024, trade accounts receivable, excluding other receivables, were as follows:

	\$
Current	190,759
Past due over 60 days	1,355
Trade receivables	192,114
Less: Allowance for doubtful accounts	(489)
	191,625

As at December 31, 2024, the maximum exposure to credit risk, including both trade and other receivables, was \$201,973 (December 31, 2023 – \$161,970), which represents the carrying value amount of financial instruments classified as trade and other receivables.

Interest rate risk

The majority of the Company's borrowings are currently issued at fixed rates, specifically, the 2026 Unsecured Notes and 2029 Unsecured Notes (Note 16). Therefore, the Company is exposed to fair value interest rate risk on these borrowings, as interest rate decreases make the Company susceptible to opportunity costs.

Additionally, the Company is exposed to interest rate risk through its variable rate revolving loan facility (Note 16). Based on the Company's average variable rate borrowings during the year ended December 31, 2024, the sensitivity of a 1% increase in interest rates would result in an approximate decrease of \$2,506 in annual net earnings.

The Company did not hold any interest rate swaps during the years ended December 31, 2024 and 2023. However, the negative risk of rising interest rates was mitigated by financing a significant portion of the Company's borrowings through the unsecured notes at fixed rates.

Currency risk

Currency risk is the risk that changes in market prices of foreign exchange rates will affect the Company's earnings or the value of its holdings of financial instruments. The Company is exposed to currency risk on the US dollar components of its revolving loan facility, as well as revenues and purchase transactions that are denominated in US dollars.

As at December 31, 2024, the Company had US dollar drawings under its Revolving loan facility of US\$310,330 (2023 - US\$126,195), which have been designated as a hedge against the Company's net investment in its foreign operations.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

As at December 31, 2024, an increase of \$0.05 in the US dollar versus the Canadian dollar would have an insignificant impact on annual net earnings, and an increase in OCI of approximately \$32,000.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due or at a reasonable cost. The Company manages liquidity risk by having appropriate credit facilities available at all times. In addition, the Company continuously monitors and reviews both actual and forecasted cash flows. The Company is exposed to refinancing risks as there can be no assurance that the Company will be able to secure credit on the same terms or amount when the facility expires.

Other price risk

Other price risk is defined as the potential adverse impact on net earnings and economic value due to price movement and volatilities. The Company is exposed to other price risk with respect to certain construction materials. The Company closely monitors construction materials prices.

25. CHANGES IN NON-CASH WORKING CAPITAL

Changes in non-cash working capital had the following impact on cash flows:

	2024	2023
	\$	\$
Trade and other receivables	(29,812)	(8,725)
Inventories	(17,834)	8,758
Prepaid expenses and deposits	(2,906)	(342)
Trade and other payables	9,333	(15,375)
	(41,219)	(15,684)

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023

(in thousands of Canadian dollars)

26. REVENUE

The following table presents disaggregated revenues for the Company in categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

	2024			2023		
	Building Materials \$	Other \$	Total \$	Building Materials \$	Other \$	Total \$
Geographic markets						
Canada	992,068	34,345	1,026,413	1,009,607	36,395	1,046,002
US	1,636,826	–	1,636,826	1,445,162	–	1,445,162
	2,628,894	34,345	2,663,239	2,454,769	36,395	2,491,164
Revenue categories						
Products	2,623,711	34,345	2,658,056	2,448,920	36,395	2,485,315
Services	5,183	–	5,183	5,849	–	5,849
	2,628,894	34,345	2,663,239	2,454,769	36,395	2,491,164

Certain customers elect to prepay for goods and services, for which the Company has recorded a contract liability of \$8,654 as at December 31, 2024 (December 31, 2023 – \$10,285), related to these future performance obligations (unearned revenues). These amounts are included in trade and other payables in the Consolidated Statement of Financial Position.

During the year ended December 31, 2024, one customer individually accounted for revenue in excess of 10%, purchasing an aggregate of \$642,970 (2023 - \$572,314, representing one customer).

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023 (in thousands of Canadian dollars)

27. SEGMENTED INFORMATION

The Company operates as a wholesale distributor of building materials and home renovation products, including value-added services such as lumber pressure treating.

Based on products offered, production processes involved, and how financial information is produced internally for the purposes of making operating decisions, the Company operates as one reportable segment, with the remaining smaller operations categorized as Other.

Business segment revenues and specified expenses were as follows:

	2024			2023		
	Building Materials \$	Other \$	Total \$	Building Materials \$	Other \$	Total \$
Revenue	2,628,894	34,345	2,663,239	2,454,769	36,395	2,491,164
Specified expenses						
Depreciation and amortization	74,784	2,457	77,241	65,123	2,980	68,103
Finance costs	53,070	678	53,748	39,261	1,282	40,543
Net earnings	54,129	58	54,187	72,783	3,003	75,786
Purchase of property, plant and equipment	13,009	1,192	14,201	13,394	1,053	14,447

Business segment long-term assets were as follows:

	2024				2023			
	Building Materials \$	Other \$	Percent %	Total \$	Building Materials \$	Other \$	Percent %	Total \$
Canada	179,981	87,015	20	266,996	165,174	89,340	30	254,514
US	1,045,474	–	80	1,045,474	583,706	–	70	583,706
Long-term assets	1,225,455	87,015	100	1,312,470	748,880	89,340	100	838,220

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
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The percentage of total revenue from external customers from product groups was as follows:

	2024	2023
	%	%
Construction materials	76	74
Specialty and allied	20	22
Other	4	4
	100	100

28. CAPITAL DISCLOSURES

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide dividends to shareholders and benefits for other stakeholders. The Company includes debt and equity, comprising shareholders' capital, contributed surplus, deficit (including cumulative dividends on shares), and foreign currency translation on foreign operations, in the definition of capital.

The Company seeks to maintain a balance between the higher returns that might be possible with the leverage afforded by higher borrowing levels and the security afforded by a sound capital structure. It does this by maintaining appropriate debt levels in relation to its working capital and other assets in order to provide the maximum dividends to shareholders commensurate with the level of risk. Also, the Company utilizes its debt capabilities to buy back shares, where appropriate, in order to maximize cash distribution rates for remaining shareholders.

The Company manages the capital structure and adjusts it in light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, repurchase shares in the market, issue new shares, or sell assets to reduce debt.

The Company's policy over the long-term, is to dividend all available cash from operations to shareholders after reducing debt and providing for cash required for maintenance of capital expenditures and other reserves considered advisable by the Company's directors. The Company has eliminated the impact of seasonal fluctuations by equalizing quarterly dividends.

There are no externally imposed capital requirements and the Company's loan agreements do not contain any capital maintenance covenants.

There were no changes to the Company's approach to capital management during the current year.

Notes to the Consolidated Financial Statements for the years ended December 31, 2024 and 2023
(in thousands of Canadian dollars)

29. SEASONALITY

The Company's revenues are subject to seasonal variances that fluctuate in accordance with the normal home building season, depending on the geographical location, which creates a timing difference between quarterly free cash flow earned and the Company's policy of equalizing quarterly dividends paid.

30. CONTINGENCIES

Product liability and other claims

During the normal course of business, certain product liability and other claims have been brought against the Company and, where applicable, its suppliers. While there is inherent difficulty in predicting the outcome of such matters, management has vigorously contested the validity of these claims, where applicable, and, based on current knowledge, believes that they are without merit and does not expect that the outcome of any of these matters, in consideration of insurance coverage maintained, or the nature of the claims, individually or in the aggregate, would have a material adverse effect on the consolidated financial position, results of operations or future earnings of the Company.

31. EVENTS AFTER THE FINANCIAL STATEMENT DATE

Amendment of revolving loan facility

On January 31, 2025, the Company amended its existing revolving loan facility, increasing the maximum available credit from \$500,000 to \$580,000. All other material terms remained substantially unchanged.

DOMAN™

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