



DOMAN™

Second Quarter Report 2025

DOMAN™

**Doman Building Materials Group Ltd.**

**Management's Discussion and Analysis**

August 6, 2025

## Management's Discussion and Analysis

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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 three and six months ended June 30, 2025, relative to the same period of 2024. 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"), and the Company's annual MD&A for the year ended December 31, 2024. The financial information in this interim MD&A has been prepared in accordance with IFRS Accounting Standards ("IFRS"), applicable to the preparation of interim financial statements.

This MD&A and the associated Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2025, (the "Interim Financial Report") contains 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 this Interim Financial Report includes, without limitation, statements regarding funding requirements, dividends, commodity pricing, economic and business outlook, 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 this Interim Financial Report and are subject to risks which are described in the Company's current Annual Information Form dated March 31, 2025, ("AIF") and the Company's public filings on the Canadian Securities Administrators' website at [www.sedarplus.ca](http://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 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, political 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; the impact of international trade and tariff matters on the Company, its suppliers, customers, cost of goods, sales pricing and the overall economic environment; 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;

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*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; 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 this Interim Financial Report is qualified by these cautionary statements. Although the forward-looking information contained in this Interim Financial Report 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 this Interim Financial Report may be considered "financial outlook" for purposes of applicable securities laws, and such financial outlook may not be appropriate for purposes other than this Interim Financial Report. 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 this Interim Financial Report 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 this Interim Financial Report 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 August 6, 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.

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**Management's Discussion and Analysis**

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**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.

**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 4 of the Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2025.



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### 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 4 of the Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2025.

### 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 CIBC Capital Markets, TD Securities, National Bank Financial Markets and RBC Capital 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.

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### 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. On January 31, 2025, the Company further amended its revolving loan facility, increasing the maximum available credit from \$500.0 million to \$580.0 million. All other material terms remained substantially unchanged.

### 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 US housing starts was an average of 1,327,000 units in the second quarter of 2025 versus 1,343,000 in the same quarter of 2024, a decrease of 1.2%<sup>(1)</sup>.

The seasonally adjusted annualized rate for overall Canadian housing starts for the quarter ended June 30, 2025, was 276,965 versus 245,091 in the comparative quarter of 2024, an increase of 13.0%. The seasonally adjusted annualized rate for single detached units, a more relevant leading indicator for the Company, amounted to 57,697 in the second quarter of 2025 versus 52,212 in the comparative quarter of 2024, an increase of 10.5%<sup>(2)</sup>.

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

2. As reported by the Canadian Mortgage and Housing Corporation ("CMHC"). 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<sup>(1)</sup>:

(in US \$)	2025			2024			2023	
For the three months ended	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep
SYP Lumber <sup>(2)</sup>	418	385	379	327	308	389	400	409
SPF Lumber <sup>(2)</sup>	470	492	434	367	386	446	399	418

(in Canadian \$)	2025			2024			2023	
For the three months ended	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep
SPF Lumber <sup>(2)</sup>	643	648	641	574	624	669	619	642
Plywood <sup>(3)</sup>	624	686	760	607	661	696	645	677
OSB <sup>(3)</sup>	372	471	504	429	622	559	516	649

In the US, average SYP Lumber prices for the quarter ended June 30, 2025, were US\$418 per thousand board feet, compared to US\$308 per thousand board feet in the comparative prior year quarter, an increase of US\$110 or 35.7%. SPF Lumber, a less significant product category for the Company in the US, saw a year-over-year increase of US\$84 or 21.8%.

In Canada, lumber, plywood and OSB prices remained relatively stable through 2025 to date, but decreased towards the end of the period, reflecting a steep decline in construction material demand amid disruptive trade policies. Additionally, Canadian production has been restricted by widespread sawmill closures and tightening policies including but not limited to, forestry policies, US tariffs and trade measures, softwood lumber measures and environmental and land use restrictions, contributing to further declines in pricing. Average SPF Lumber prices for the three months ended June 30, 2025, were \$643 per thousand board feet, compared to \$624 per thousand board feet in the comparative prior year quarter, an increase of \$19 or 3.0%. However, Plywood saw a decrease of 5.6% year-over-year, while OSB saw a decrease of 40.2%.

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

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### Management's Discussion and Analysis

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Overall, the North American market has been shaped by a mix of cooling housing demand, high mortgage rates and tariff uncertainty, all of which have tempered buying activity. However, production cuts, supply shortages, and steady export demand have put upward pressure on prices. While price volatility remains, modest gains are expected during the remainder of the year if housing activity rebounds and policy conditions, including tariffs and trade measures, stabilize.

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.

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.



## Management's Discussion and Analysis

### Results of Operations

### Comparison of the Three Months Ended June 30, 2025, and June 30, 2024

#### Overall Performance

#### Segmented information

The following table shows the Company's segmented results for the three months ended June 30:

(in thousands of dollars)	Three months ended June 30, 2025			Three months ended June 30, 2024		
	Building Materials	Other	Total	Building Materials	Other	Total
	\$	\$	\$	\$	\$	\$
<b>Revenue</b>	880,019	6,700	<b>886,719</b>	679,450	10,384	<b>689,834</b>
<b>Specified expenses</b>						
Depreciation and amortization	24,695	584	<b>25,279</b>	16,978	628	<b>17,606</b>
Finance costs	19,103	165	<b>19,268</b>	12,423	159	<b>12,582</b>
<b>Net earnings</b>	27,263	419	<b>27,682</b>	16,769	213	<b>16,982</b>

#### Sales and Gross Margin

Sales for the three months ended June 30, 2025, were \$886.7 million versus \$689.8 million in 2024, representing an increase of \$196.9 million or 28.5% due to the factors discussed below.

Sales for the Building Materials segment increased by \$200.6 million or 29.5%, mainly due to the impact of the results from the Doman Tucker Lumber Acquisition (increase in sales of approximately 27.5%), with the balance of the increase attributable to the Company's legacy operations, demonstrating continued resilience and strong overall end-market demand. Doman Tucker Lumber was acquired on October 1, 2024, and consequently was not included in the prior year comparative quarter.

The Company's sales in the quarter were made up of 82% of construction materials, compared with 76% in the prior year comparative period, with the remaining balance of sales resulting from specialty and allied products of 15% (2024 – 20%) and other sources of 3% (2024 – 4%).

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## Management's Discussion and Analysis

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Gross margin dollars were \$142.7 million in the three months ended June 30, 2025, versus \$108.1 million in 2024, an increase of \$34.6 million, benefiting from the results achieved by the Doman Tucker Lumber Acquisition, as well as ongoing execution of the Company's margin enhancement strategies. Gross margin percentage was 16.1% during the period, compared to 15.7% in 2024.

### Expenses

Expenses for the three months ended June 30, 2025, were \$87.9 million as compared to \$75.1 million, an increase of \$12.8 million or 17.0%, due to the factors discussed below. As a percentage of sales, 2025 expenses were 9.9%, compared to 10.9% in 2024.

Distribution, selling and administration expenses increased by \$5.2 million or 9.0%, to \$62.7 million in the second quarter of 2025 from \$57.5 million in the same period of 2024, mainly due to the results from the Doman Tucker Lumber Acquisition. As a percentage of sales, these expenses were 7.1%, compared to 8.3% in the same quarter in 2024.

Depreciation and amortization expenses increased by \$7.7 million or 43.6%, from \$17.6 million to \$25.3 million, mainly due to additions to property, plant and equipment and intangible assets related to the Doman Tucker Lumber Acquisition.

### Operating Earnings

For the three months ended June 30, 2025, operating earnings were \$54.8 million compared to \$33.0 million in 2024, an increase of \$21.8 million or 66.1%, due to the foregoing factors.

### Finance Costs

Finance costs for the second quarter of 2025 were \$19.3 million, compared to \$12.6 million in 2024, an increase of \$6.7 million, largely as a result of the additional finance costs related to the Doman Tucker Lumber Acquisition.

### Acquisition Costs

In the comparative prior year quarter, directly attributable acquisition costs were \$371,000. These costs included due diligence, legal, environmental, financial, management resources and other advisory services directly attributable to acquisition activities.

## Management's Discussion and Analysis

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### Earnings before Income Taxes

For the three months ended June 30, 2025, earnings before income taxes were \$35.5 million, compared to \$20.0 million in the comparative quarter of 2024, an increase of \$15.5 million due to the foregoing factors.

### Provision for Income Taxes

For the three months ended June 30, 2025, provision for income taxes was \$7.8 million compared to \$3.0 million in the comparative quarter of 2024, an increase of \$4.8 million. This amount is a function of the pre-tax earnings generated during the period and the expected taxes payable on these earnings.

### Net Earnings

As a result of the foregoing factors, net earnings for the three months ended June 30, 2025, were \$27.7 million compared to \$17.0 million for the same period in 2024, an increase of \$10.7 million. Net earnings in the comparative prior year quarter were impacted by the previously discussed non-recurring directly attributable acquisition related costs of \$371,000. Adjusted net earnings before these non-recurring costs for the period ended June 30, 2024, were \$17.3 million, representing a year-over-year increase of \$10.4 million, due to the foregoing factors.

## Management's Discussion and Analysis

## Comparison of the Six Months Ended June 30, 2025, and June 30, 2024

### Overall Performance

### Segmented information

The following table shows the Company's segmented results for the six months ended June 30:

(in thousands of dollars)	Six months ended June 30, 2025			Six months ended June 30, 2024		
	Building Materials	Other	Total	Building Materials	Other	Total
	\$	\$	\$	\$	\$	\$
<b>Revenue</b>	1,665,334	14,633	<b>1,679,967</b>	1,275,246	17,063	<b>1,292,309</b>
<b>Specified expenses</b>						
Depreciation and amortization	48,530	1,251	<b>49,781</b>	33,835	1,303	<b>35,138</b>
Finance costs	38,299	341	<b>38,640</b>	23,168	251	<b>23,419</b>
<b>Net earnings (loss)</b>	48,422	2,818	<b>51,240</b>	31,657	(301)	<b>31,356</b>

### Sales and Gross Margin

Sales for the six-month period ended June 30, 2025, were \$1.68 billion versus \$1.29 billion in the comparative period of 2024, representing an increase of \$387.7 million or 30.0% due to the factors discussed below.

Sales for the Building Materials segment increased by \$390.1 million or 30.6%, largely due to the impact of the previously discussed Acquisitions (increase in sales of approximately 27.8%), with the balance of the increase attributable to the Company's legacy operations. Doman Tucker Lumber was acquired on October 1, 2024, and Southeast Forest was acquired on March 1, 2024, and consequently were not included or only partially included, respectively, in the prior year comparative period.

The Company's sales in the period were made up of 82% of construction materials, compared with 76% in the prior year comparative period, with the remaining balance of sales resulting from specialty and allied products of 15% (2024 – 20%) and other sources of 3% (2024 – 4%).

Gross margin dollars were \$275.2 million in the six-month period versus \$208.5 million in the comparative period of 2024, an increase of \$66.7 million. Gross margin percentage was 16.4%, compared to 16.1% achieved in the same period of 2024.

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### Expenses

Expenses for the six-month period ended June 30, 2025, were \$174.9 million as compared to \$147.5 million for the comparative period in 2024, an increase of \$27.4 million or 18.6%, due to the factors discussed below. As a percentage of sales, expenses were 10.4% in the period compared to 11.4% during the comparative period in 2024.

Distribution, selling and administration expenses increased by \$12.7 million or 11.3%, to \$125.1 million in the first six months of 2025 from \$112.4 million in the same period of 2024, mainly due to the results from the Acquisitions. As a percentage of sales, these expenses were 7.4% in the period, compared to 8.7% in the same period in 2024.

Depreciation and amortization expenses increased by \$14.6 million or 41.7%, from \$35.1 million to \$49.8 million, mainly due to additions to property, plant and equipment and intangible assets related to the Acquisitions.

### Operating Earnings

For the six-month period ended June 30, 2025, operating earnings were \$100.3 million compared to \$61.0 million in the comparative period of 2024, an increase of \$39.3 million or 64.4%, due to the foregoing factors.

### Finance Costs

Finance costs for the six-month period ended June 30, 2025, were \$38.6 million, compared to \$23.4 million for the same period in 2024, an increase of \$15.2 million, largely as a result of the additional finance costs related to the Doman Tucker Lumber Acquisition.

### Acquisition Costs

In the comparative prior year period, directly attributable acquisition costs during the first half of 2024 were \$1.2 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 six-month period ended June 30, 2025, earnings before income taxes were \$61.6 million, compared to \$36.4 million in the comparative period of 2024, an increase of \$25.2 million due to the foregoing factors.



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### Provision for Income Taxes

For the six-month ended June 30, 2025, provision for income taxes was \$10.4 million compared to \$5.1 million in the same period of 2024, an increase of \$5.3 million. This amount is a function of the pre-tax earnings generated in the period and the expected taxes payable on these earnings.

### Net Earnings

Net earnings for the six-month period ended June 30, 2025, were \$51.3 million compared to \$31.4 million for the same period in 2024, an increase of \$19.9 million. Net earnings in the comparative prior year period were impacted by the previously discussed non-recurring directly attributable acquisition related costs of \$1.2 million. Adjusted net earnings before these non-recurring costs for the period ended June 30, 2024, were \$32.2 million, representing a year-over-year increase of \$19.0 million, due to the foregoing factors.

## Summary of Quarterly Results

### For the Quarters Ended:

(\$ and shares millions, per share in dollars)	2025			2024			2023	
	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep
Sales	886.7	793.2	707.8	663.1	689.8	602.5	527.4	643.9
EBITDA	80.0	70.0	51.0	46.3	50.2	44.8	33.2	52.0
Adjusted EBITDA <sup>(1)</sup>	80.0	70.0	51.9	47.4	50.6	45.6	33.2	52.0
Adjusted EBITDA % of sales <sup>(1)</sup>	9.0	8.8	7.3	7.2	7.3	7.6	6.3	8.1
Earnings before income taxes	35.5	26.2	8.3	16.5	20.0	16.4	7.0	25.0
Net earnings	27.7	23.6	8.3	14.6	17.0	14.4	10.5	21.2
Adjusted net earnings <sup>(2)</sup>	27.7	23.6	9.0	15.4	17.3	15.0	10.5	21.2
Net earnings per share <sup>(3)</sup>	0.32	0.27	0.09	0.17	0.19	0.16	0.12	0.24
Adjusted net earnings <sup>(2)</sup> per share <sup>(3)</sup>	0.32	0.27	0.10	0.18	0.20	0.17	0.12	0.24
Dividends declared per share	0.14	0.14	0.14	0.14	0.14	0.14	0.14	0.14
Outstanding shares <sup>(3)</sup>	87.5	87.4	87.3	87.2	87.2	87.1	87.0	86.9

1. Adjusted EBITDA refers to EBITDA before directly attributable acquisition related costs.

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

3. Weighted average basic shares outstanding in the period.

### Management's Discussion and Analysis

#### Reconciliation of Net Earnings to EBITDA and Adjusted EBITDA

(in thousands of dollars)	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
	\$	\$	\$	\$
Net earnings	27,682	16,982	51,240	31,356
Provision for income taxes	7,807	3,023	10,407	5,064
Finance costs	19,268	12,582	38,640	23,419
Depreciation and amortization	25,279	17,606	49,781	35,138
EBITDA	80,036	50,193	150,068	94,977
Acquisition costs	–	371	–	1,188
<b>Adjusted EBITDA</b>	<b>80,036</b>	<b>50,564</b>	<b>150,068</b>	<b>96,165</b>

#### EBITDA and Adjusted EBITDA

For the quarter ended June 30, 2025, EBITDA was \$80.0 million compared to \$50.2 million in the comparative quarter of 2024, an increase of \$29.8 million or 59.5%. EBITDA for the comparative 2024 period was impacted by the previously discussed non-recurring directly attributable acquisition-related costs of \$371,000. Adjusted EBITDA in the comparative prior year quarter before these non-recurring costs was \$50.6 million, which was \$29.5 million less than EBITDA in the second quarter of 2025. Adjusted EBITDA during the quarter was positively impacted by the inclusion of the results from the Doman Tucker Lumber Acquisition.

For the six months ended June 30, 2025, EBITDA was \$150.1 million compared to \$95.0 million in the comparative period of 2024, an increase of \$55.1 million or 58.0%. EBITDA for the first half of 2024 was impacted by the previously discussed non-recurring directly attributable acquisition-related costs of \$1.2 million. Adjusted EBITDA before these non-recurring costs was \$96.2 million, which was \$53.9 million less than EBITDA in the first half of 2025. This year's increase in Adjusted EBITDA was mainly due to the previously discussed positive impact of the inclusion of the results from the Acquisitions.

### Management's Discussion and Analysis

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

(in thousands of dollars)	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
	\$	\$	\$	\$
Net earnings	27,682	16,982	51,240	31,356
Acquisition costs	–	371	–	1,188
Income tax recovery on acquisition costs	–	(97)	–	(309)
<b>Net earnings before directly attributable acquisition-related costs</b>	<b>27,682</b>	<b>17,256</b>	<b>51,240</b>	<b>32,235</b>
Net earnings per share (basic and diluted) <sup>(1)</sup>	0.32	0.19	0.59	0.36
Acquisition costs per share (net of tax recovery)	–	0.01	–	0.01
<b>Adjusted net earnings per share<sup>(1)</sup></b>	<b>0.32</b>	<b>0.20</b>	<b>0.59</b>	<b>0.37</b>

1. Weighted average basic shares outstanding in the period.

## 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 June 30, 2025, was \$1.16 billion, compared to \$1.13 billion as at December 31, 2024, an increase of \$32.0 million, which was comprised of the following:

(in thousands of dollars)	June 30,	December 31,
	2025	2024
	\$	\$
Loans and borrowings <sup>(1)</sup>	1,013,885	975,050
Lease liabilities <sup>(1)</sup>	157,027	163,355
Cash and cash equivalents	(15,209)	(13,504)
Bank indebtedness	5,298	4,124
<b>Net debt</b>	<b>1,161,001</b>	<b>1,129,025</b>

1. Includes current portion of debt and lease liabilities.

## Management's Discussion and Analysis

As at June 30, 2025, the Company had available liquidity of \$205.9 million, based on the maximum credit available of \$580.0 million<sup>(1)</sup> under its revolving loan facility:

	June 30, 2025	December 31, 2024
(in thousands of dollars)	\$	\$
Cash and cash equivalents	15,209	13,504
Bank indebtedness	(5,298)	(4,124)
Unutilized credit capacity under the Company's revolving loan facility <sup>(1)</sup>	196,000	153,698
<b>Available liquidity</b>	<b>205,911</b>	<b>163,078</b>

1. The Company amended its revolving loan facility on January 31, 2025, increasing maximum available credit from \$500.0 million to \$580.0 million. Prior year comparative amount reflects the \$500.0 million loan limit.

During the six months ended June 30, 2025, the Company generated \$1.2 million in cash and cash equivalents, versus consuming \$32.5 million in the comparative prior year period. The following activities during the period accounted for the change in cash.

Operating activities, before non-cash working capital changes, generated \$100.7 million in cash, compared to \$68.9 million in 2024. Operating cashflows during the period were positively impacted by this year's inclusion of the results from the Acquisitions.

During the six months ended June 30, 2025, seasonal changes in non-cash working capital items consumed \$114.9 million in cash, compared to \$127.8 million in 2024. The decrease in cash used in non-cash working capital was largely related to the Company's continued efforts to optimize inventory levels.

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 six months ended June 30, 2025, was comprised of an increase in trade and other receivables of \$158.1 million, a decrease in inventory of \$4.5 million, a decrease in prepaid expenses and deposits of \$4.2 million, and an increase in trade and other payables of \$34.5 million.

During the six months ended June 30, 2025, the Company generated \$6.9 million of net cash from financing activities, compared to \$93.9 million in 2024.

Total net advances on the revolving loan facility were \$46.8 million, compared to \$132.2 million in the comparative prior year period. Shares issued, net of transaction costs, generated \$808,000 of cash, compared to \$701,000 in 2024. The Company also returned \$24.5 million to shareholders through dividends paid during the six-month period, largely in line with 2024.

Payment of lease liabilities, including interest, consumed \$15.8 million of cash compared to \$13.5 million in 2024. The Company's lease obligations generally require monthly installments, and these payments are all current.

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## Management's Discussion and Analysis

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The Company was not in breach of any of its lending covenants during the six months ended June 30, 2025.

Investing activities generated \$8.6 million of cash, compared to consuming \$67.5 million in 2024. Investing activities in the first six months of 2025 included a sale of a portion of the Company's timberlands for total cash proceeds of \$14.4 million, whereas investing activities in the first six months of 2024 included the Southeast Acquisition, for total cash consideration of \$62.3 million. Additionally, the Company invested \$6.1 million in new property, plant and equipment during the period, compared to \$5.5 million in 2024. Purchases of property, plant and equipment for the Building Materials segment were \$6.0 million, versus \$5.0 million in 2024.

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 \$2.04 billion as at June 30, 2025, versus \$2.02 billion as at December 31, 2024, an increase of \$23.9 million. Current assets increased by \$115.3 million. Trade and other receivables increased by \$144.1 million and inventory decreased by \$23.3 million, largely due to regular seasonal factors. Long-term assets decreased by \$91.4 million, due to the factors discussed below.

Long-term assets within the Building Materials segment were \$1.15 billion as at June 30, 2025, compared to \$1.23 billion as at December 31, 2024, a decrease of \$78.3 million, largely due to the impact of foreign exchange on translation of foreign operations, and depreciation and amortization. Additionally, long-term assets within the remaining smaller operations categorized as Other decreased by \$13.1 million, mainly due to a sale of a portion of the Company's timberlands.



## Management's Discussion and Analysis

### Total Liabilities

Total liabilities were \$1.42 billion as at June 30, 2025, versus \$1.36 billion at December 31, 2024, an increase of \$56.1 million. The increase was largely due to the increase in total loans and borrowings of \$38.8 million (including the impact of foreign exchange on translation of foreign operations and amortization of deferred financing costs) and an increase in trade and other payables of \$24.1 million, due to regular seasonal factors.

### Outstanding Share Data

As at August 6, 2025, there were 87,630,880 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)	2025			2024		
	Declared		Payment date	Declared		Payment date
	Record date	Amount \$		Record date	Amount \$	
Quarter 1	Mar 31, 2025	12,236	Apr 15, 2025	Mar 28, 2024	12,200	Apr 12, 2024
Quarter 2	Jun 30, 2025	12,249	Jul 15, 2025	Jun 28, 2024	12,202	Jul 12, 2024
		<b>24,485</b>			<b>24,402</b>	
Quarter 3				Sep 27, 2024	12,220	Oct 15, 2024
Quarter 4				Dec 31, 2024	12,221	Jan 15, 2025
					<b>48,843</b>	

### 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.

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## Management's Discussion and Analysis

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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.

## 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 \$2.6 million in the six months ended June 30, 2025, compared to \$2.1 million in the comparative prior year period. The minimum payments under the terms of these leases are as follows: \$2.6 million in 2025, \$5.0 million in 2026, \$5.1 million in 2027, \$5.3 million in 2028, \$5.0 million in 2029, and \$6.3 million thereafter.

During the six-month period, fees of \$470,000 (2024 – \$637,000) were paid for services to companies solely controlled by Amar Doman. As at June 30, 2025, payables to these related parties were \$40,000 (December 31, 2024 – \$nil). Additionally, the Company was charged professional fees in relation to regulatory, corporate finance, litigation, and compliance consulting services of \$307,000 (2024 – \$310,000) by a company owned by Rob Doman, an officer of the Company. As at June 30, 2025, payables to this related party were \$249,000 (December 31, 2024 – \$197,000).

During the six-month period, the Company purchased \$1.2 million (2024 – \$1.2 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 June 30, 2025, payables to this related party were \$100,000 (December 31, 2024 – \$191,000).

Additional information regarding these related party transactions is contained in Note 17 of the Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2025.

## 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 June 30, 2025, the Company's contractual obligations, including estimated interest, within the periods indicated:

		Total contractual obligation	Remainder of 2025	2026-2027	2028-2029	Thereafter
(in thousands of dollars)	Face value \$	\$	\$	\$	\$	\$
Revolving loan facility <sup>(1)</sup>	384,000	447,767	11,347	45,019	391,401	–
Unsecured notes <sup>(2)</sup>	637,163	774,735	20,944	334,041	419,750	–
Leases <sup>(3)</sup>		170,307	16,214	54,789	44,857	54,447
Accounts payable and other		212,241	184,953	13,644	13,644	–
<b>Total contractual obligations</b>		<b>1,605,050</b>	<b>233,458</b>	<b>447,493</b>	<b>869,652</b>	<b>54,447</b>

1. Interest has been calculated based on the average borrowing under the facility for the six months ended June 30, 2025, utilizing the interest rate payable under the terms of the facility at June 30, 2025. This facility matures on April 30, 2028.
2. 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%.
3. Additional information is contained in Note 9 of the Unaudited Interim Condensed Consolidated Financial Statements for the three and six-month period ended June 30, 2025.

### 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.

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## Management's Discussion and Analysis

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### 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 June 30, 2025, 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

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### 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 period. 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.



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**Management's Discussion and Analysis**

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## **Changes in Accounting Policies**

Material accounting policies are disclosed in Note 3 of the 2024 Consolidated Financial Statements, has been applied consistently in the preparation of these financial statements, except as stated below.

## **Disclosure Controls and Internal Controls over Financial Reporting**

### **Disclosure Controls and Procedures**

In accordance with the requirements of National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, 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 control over financial reporting, and the requirement to evaluate the effectiveness of these controls on an annual basis.

### **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, the acquired business contributed revenue of \$468.0 million and net earnings of \$15.9 million. Assets and liabilities of the acquired business at June 30, 2025, were \$503.3 million and \$44.9 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 six-month period ended June 30, 2025, 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.

## Management's Discussion and Analysis

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### 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 31, 2025, the Company's MD&A contained in the 2024 annual consolidated financial report, and the Company's public filings on [www.sedarplus.ca](http://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.

### 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.

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**Management's Discussion and Analysis**

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## 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.

Fannie Mae Economic and Strategic Research Group ("Fannie Mae") has revised its economic growth outlook in the US downwards for 2025 and 2026, to 1.4% and 2.2%, respectively. Inflation is forecasted to end 2025 at 3.2%, and for 2026 at 2.7%. Fannie Mae notes that this forecast includes the already enacted tariffs as well as a lower oil price forecast, which offsets some of the expected price increases in the near term. According to the US Census Bureau, housing starts were an average of 1,327,000 units during the second quarter of 2025, down from 1,343,000 units during this period last year. However, housing starts are expected to increase to 1,347,000 units for full year 2025, and to 1,354,000 units in 2026.

The Bank of Canada ("BoC") July 2025 Monetary Policy Report indicated that US tariffs are significantly higher than they were at the start of 2025, and US trade policy remains unpredictable. Inflation is close to 2.0%, although underlying price pressures have picked up. With uncertainty about US trade policy still high, the outlook for the Canadian economy remains clouded, and the global trade conflict continues to evolve. Given this uncertainty, instead of a base-case projection, the BoC provided various scenarios considering US trade policies.

According to the BoC, in the *current tariff scenario*, Canada's economic growth is expected to be modest at 1.0% in the second half of 2025. Growth is then projected to rise, reaching 1.8% in 2027 as the effects of trade policy uncertainty fade and global demand and exports increase modestly. Inflation would remain close to 2.0% throughout this scenario horizon. In the *de-escalation scenario*, growth is expected to be stronger, excess supply to be reduced and the direct upward pressure on inflation from tariffs would be lower. In the *escalation scenario*, the Canadian economy would be expected to contract through the rest of 2025, and inflation to rise temporarily above the 2.0% target due to the direct cost pressures from tariffs.

According to the Canada Mortgage and Housing Corporation (the "CMHC"), the seasonally adjusted annualized rate for Canadian housing starts increased to 276,965 in the second quarter of 2025 versus 245,091 in the same period last year.

## Management's Discussion and Analysis

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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 grew by 1.8% year-over-year during the second quarter of 2025, according to the Leading Indicator of Remodeling Activity ("LIRA") recently released by the Remodeling Futures Program at the Joint Center for Housing Studies of Harvard University ("JCHS"). The LIRA projects annual expenditures to grow at a mild pace through 2025, with year-over-year spending for home renovation and repair increasing 1.8% 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 building will help offset the near-term impact of generally higher interest rates and trade uncertainty, 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<sup>TM</sup>

## Directors

**Ian M. Baskerville**

Toronto, Ontario

**Amar S. Doman**

Vancouver, British Columbia

**Kelvin Dushnisky**

Toronto, Ontario

**Sam Fleiser**

Toronto, Ontario

**Marie M. Gaul**

Chicago, Illinois

**Michelle M. Harrison**

Sacramento, California

**Harry Rosenfeld**

Vancouver, British Columbia

**Ann Simms**

Minneapolis, Minnesota

**Siegfried J. Thoma**

Portland, Oregon

## Auditors

**KPMG LLP**

Vancouver, British Columbia

## Solicitors

**Goodmans LLP**

Toronto, Ontario

**DLA Piper (Canada) LLP**

Vancouver, British Columbia

## Officers

**Amar S. Doman**

Chairman and CEO

**James Code**

Chief Financial Officer

**R.S. (Rob) Doman**

Corporate Secretary

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## Investor Relations

### Contact

Ali Mahdavi

Phone: 416-962-3300

## Stock Exchange

Toronto Stock Exchange

Trading Symbol: **DBM**