

ANNUAL REPORT

Fiscal Year Ended January 31, 2024

Toronto Stock Exchange: TSX/DRX

ANNUAL REPORT FOR THE FISCAL YEAR ENDED JANUARY 31, 2024

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Forward-Looking Statements

Management of **ADF Group Inc.** wishes to inform the reader that this document contains forward-looking statements within the meaning of applicable securities laws, in which Management's expectations regarding ADF Group Inc.'s future performance may be discussed. These forward-looking statements include information concerning ADF Group's probable or foreseeable future operating results and financial position and involve certain risks and uncertainties regarding their future realization. These forward-looking statements are based on currently available data regarding competition, financial position, economic conditions and operating plans.

The principal risks and uncertainties that could affect ADF Group Inc.'s results, such that those results could differ materially from those expressed in any forward-looking statements, are presented in Sections "Current Economic Environment" and "External Factors to Which the Corporation's Performance is Exposed" of the Management's Discussion and Analysis of the Financial Position and Operating Results (hereinafter "MD&A Report") for the fiscal year ended January 31, 2024.

MESSAGE TO OUR SHAREHOLDERS

Year in and year out, we invest in our capital assets and in the skill development of our talents. This is the *modus operandi* we have adopted to continue to build our future.

We are constantly on the lookout for new developments, trends and changes.

As such, nearly \$110 million has been invested in our assets and human resources over the past 15 years to ensure that we have the capacity to continue competing in our markets, regardless of the changes in the economy, including the construction of a brand new fabrication plant in Montana in the United States, and in recent years, the acquisition of a unique fully robotized fabrication line, specialized training, and concrete actions to reduce our environmental footprint.

Our most recent investment strategy in new technologies has further strengthened our leadership position in our industry, in our markets, and with a more diversified clientele.

With the support of a motivated and talented team, we have maintained our efforts to make sure we have a solid business foundation on which we can continue to build ADF Group for years to come.

The results we publish attest to these years of effort. We have meticulously planned and executed various investment programs, some of which were innovative and audacious, in order to have the most efficient plants and a wide range of products and services that can meet the needs of a diverse clientele.

We closed the year with an order backlog of more than \$500 million. Our revenues, gross margins and net income increased by 32%, 105% and 152% respectively, compared to the previous fiscal year. We generated \$77.9 million in cash from operating activities and ended the fiscal year with \$72.4 million in cash.

Our results certainly reflect our investments. However, ADF's lifeblood comes from all of our talents, without whom all of our initiatives could not yield the desired results.

ADF has always been recognized for the quality of its products, the execution of its work and the expertise of its personnel. To this end, ADF has always encouraged the development of skills and qualifications and ensures that the necessary training and mentoring conditions are in place to maintain a high level of expertise and moreover to give employees the opportunity to develop their professional careers within ADF.

Our Corporation is also committed to being a corporate citizen which respects its environment and the communities where it operates. To this end, ADF has recently set up an employee committee to coordinate its sustainable development efforts.

Fiscal 2024 has been more than adequate, and our work has only just begun. We will continue our efforts to grow our order book and find innovative solutions to improve our operational performance. We remain cautious in our approach to business risk management in order to continue the orderly growth of our Corporation.

In closing, we want to highlight the resilience of our entire workforce. The last few years have clearly demonstrated their level of commitment and their pride in a job well done. We thank them for that. We would like to take this opportunity to thank all our business partners, members of our Board of Directors and shareholders for their trust and support.

The year 2024 was sadly marked by the passing of our father and founder of the family business (Au Dragon Forge Inc.), Mr. Giacomo (Jacques) Paschini, on February 8, at the age of 99. He will be greatly missed. May he rest in peace... He truly deserves it.

**Chairman of the Board of Directors and Chief
Executive Officer**

President and Chief Operating Officer

**Executive Vice-President, Treasurer and
Corporate Secretary**

(signed)

Jean Paschini

Terrebonne, Quebec, Canada, April 10, 2024

(signed)

Pierre Paschini, P.Eng.

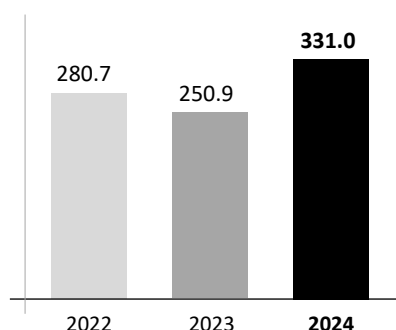
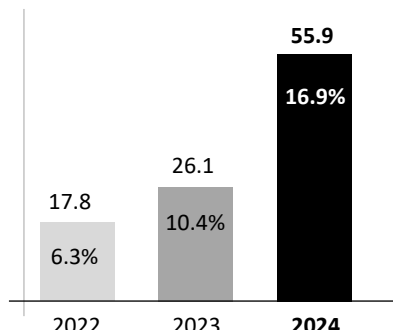
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Marise Paschini

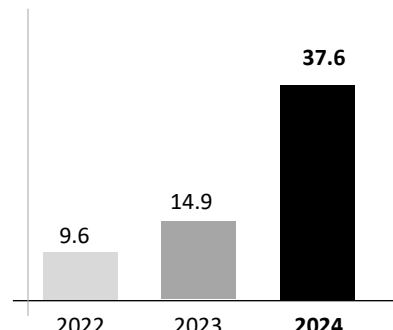
FINANCIAL HIGHLIGHTS

FISCAL YEARS ENDED JANUARY 31,

Revenues (In millions \$)

Adjusted EBITDA⁽¹⁾ (In millions \$ and % of revenues)

Net Income (In millions \$)



Fiscal Year Ended January 31,	2024	2023	2022	2021	2020
(In thousands of dollars, unless otherwise specified)	\$	\$	\$	\$	\$
Revenues	331,023	250,890	280,740	172,593	179,710
Adjusted earnings before interest, taxes, depreciation and amortization (adjusted EBITDA) ⁽¹⁾	55,939	26,119	17,759	16,341	5,225
Income (loss) before income taxes expense	46,406	16,854	11,059	9,019	(1,986)
Net income (loss)	37,622	14,935	9,563	6,867	(2,132)
Basic and diluted earnings per share	1.15	0.46	0.29	0.21	(0.07)
Cash flows from (used in) operating activities	77,860	(2,612)	2,669	28,842	(894)
Net acquisition of property, plant and equipment	5,768	11,463	21,477	1,460	360

As at January 31,	2024	2023	2022	2021	2020
(In thousands of dollars, unless otherwise specified)	\$	\$	\$	\$	\$
Total assets	328,605	271,617	201,050	189,951	173,544
Shareholders' equity	162,130	124,985	108,450	99,565	94,407
Cash and cash equivalents	72,379	7,193	7,130	17,806	3,983
Working capital ⁽²⁾	110,100	65,599	38,713	38,548	29,313
Working capital ratio ⁽²⁾	2.04 :1	1.74 :1	1.74 :1	1.62 :1	1.58 :1
Order backlog ⁽²⁾	510,892	376,489	373,100	436,200	328,700

Notes

- (1) Adjusted EBITDA is a non-GAAP (Generally Accepted Accounting Principles) financial measure. A non-GAAP financial measure is not a standardized financial measure under the financial reporting framework used to prepare the Corporation's financial statements and might not be comparable to similar financial measures used by other issuers. Refer to the Section 9 "Non-GAAP Financial Measures and Other Financial Measures" of the MD&A Report for the Fiscal Year Ended January 31, 2024, for the definition of this metric and the reconciliation to the most comparable International Financial Reporting Standard issued by the International Accounting Standards Board ("IFRS Accounting Standards").
- (2) Additional financial measures: refer to the Section 9 "Non-GAAP Financial Measures and Other Financial Measures" of the MD&A Report for the Fiscal Year Ended January 31, 2024, for the definition of these metrics.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL POSITION AND OPERATING RESULTS

1. GENERAL

The purpose of this Management's Discussion and Analysis of the Financial Position and Operating Results (hereinafter "MD&A Report") is to provide the reader with an overview of the changes in the financial position of ADF Group Inc. ("ADF", "ADF Group" or "the Corporation") between February 1, 2023, and January 31, 2024. It also compares the operating results and cash flows for the fiscal year ended January 31, 2024, to those of the previous fiscal year. This MD&A Report covers all major events that occurred during the 2024 fiscal year and between February 1, 2024, and April 10, 2024.

This MD&A Report should be read in conjunction with the Corporation's consolidated financial statements and the notes thereto for the fiscal year ended January 31, 2024. The consolidated financial statements and the comparative information have been prepared in accordance with the International Financial Reporting Standard as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). The material accounting policies applied by the Corporation in accordance with IFRS Accounting Standards are presented in Note 2 to the consolidated financial statements for the fiscal year ended January 31, 2024.

The Corporation reports its results in Canadian dollars. All amounts in this MD&A Report are expressed in Canadian dollars, except where otherwise indicated.

2. FORWARD-LOOKING STATEMENTS

In order to provide shareholders and potential investors with additional information regarding ADF, in particular Management's assessment of future plans and operations, certain statements in this MD&A Report are forward-looking statements subject to risks, uncertainties and other important factors that could cause the Corporation's actual performance to differ from those expressed in or implied by these forward-looking statements.

Such factors include, but are not limited to the impact of economic conditions in Canada and the United States; industry conditions including amendments in laws and regulations; increased competition; potential shortfall of qualified personnel or managers; availability and fluctuations in commodity prices; foreign exchange or interest rate fluctuations; stock market volatility; and the impact of accounting policies issued by Canadian, U.S. and international standard setters. Some of these factors are further discussed under Section 21 "External Factors to Which the Corporation's Performance is Exposed" in this MD&A Report. It should be noted that the list of factors that may affect future growth, results and performance, provided in this MD&A Report, is not exhaustive. The reader should not place undue reliance on forward-looking statements.

The expectations expressed by the forward-looking statements are based on information available to the Corporation on the date such statements were made. However, there can be no assurance that such estimates will prove to be correct. All subsequent forward-looking statements made, whether written or verbally, by the Corporation or persons acting on its behalf, are expressly qualified in their entirety by the caveats referred to above. Unless otherwise required by applicable securities legislation, the Corporation expressly disclaims any intention, and assumes no obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

3. GENERAL OVERVIEW

From a blacksmith shop founded in 1956, ADF Group has become over the years a North American leader in the design and engineering of connections, fabrication, including industrial coating, and installation of complex steel structures, heavy steel built-ups, as well as miscellaneous and architectural metalwork. The Corporation's products and services are intended for the following five principal segments of the non-residential construction industry: office towers and high-rises, commercial and recreational buildings, airport facilities, industrial complexes and transport infrastructure. The Corporation uses the latest technologies in its industry and operates two state-of-the-art fabrication plants and two cutting-edge paint shops. ADF Group's complex located in Canada houses the Corporation's head office, the 58,530-square-metre (630,000-square-foot) fabrication plant, which includes the 3,900 square-meter (42,000 square feet) paint shop. ADF's complex in the United-States is home to the 9,290-square-metre (100,000 square feet) fabrication plant, the 60-acre pre-assembly yard and the 4,460-square-meter (48,000 square feet) dual-purpose building, adjacent to the fabrication plant, housing a 2,323-square-meter (25,000 square feet) paint and blast zone, and a 2,137-square-meter (23,000 square feet) area for preparation and detailing work.

A pioneer in the development and implementation of innovative solutions, the Corporation is recognized for its engineering expertise, its project management, its important fabrication capacity and its skills in two specialized market niches: the fabrication of steel superstructures with a high level of architectural and geometric complexity, and projects subject to fast-track schedules. ADF Group's commitment to deliver every project in accordance with the industry's highest quality standards constitutes a core aspect of the Corporation's mission.

4. COMMERCIAL POSITIONING

ADF Group serves a diversified client base in the non-residential construction market in Canada and the United States, including general contractors, project owners, engineering firms and project architects, structural steel erectors, and other steel structure fabricators.

5. MARKET TRENDS

The non-residential construction industry includes the products and services related to the construction of commercial, institutional and industrial buildings, such as office towers, commercial buildings, hotels, sports complexes, museums, recreational complexes, as well as manufacturing plants and other industrial facilities. This sector also encompasses public works, including the construction and renovation of infrastructure and buildings, notably, hydroelectric dams, airports, bridges and overpasses. It should be noted that the demand in this sector is related to business cycles. Generally, there are more private projects in a bull cycle, whereas government projects take over in a bear cycle.

According to Management, approximately half of the non-residential projects use structural steel as a structural component, while the other half primarily uses concrete. Generally, structural steel accounts for about 10% to 20% of a project's total cost, depending on the project's nature. Structural steel offers several advantages when compared to other materials, which explains its increasing use in the construction of complex structures. These advantages include durability, speed of installation, greater flexibility in fast-track projects, lower installation, and maintenance costs, as well as its high strength/weight ratio as a result of improved alloys.

Generally, there are more complex steel structure projects in the United States than in Canada, which can result in a certain dependence of the Corporation on the U.S. market.

As announced by the White House towards the end of 2023, the effect of bringing some of the fabrication back to the U.S.A., supported by U.S. programs and grants, has generated, and will continue to generate, significant investments through the coming quarters. We continue to see interesting opportunities in our markets and are actively pursuing our efforts to take advantage of these opportunities.

6. SIGNIFICANT EVENTS OF THE FISCAL YEAR

6.1 Dividends

On April 12, 2023, the Corporation's Board of Directors approved a semi-annual dividend of \$0.01 per share, which was paid on May 17, 2023, to shareholders of record as at April 28, 2023.

On September 6, 2023, the Corporation's Board of Directors approved a semi-annual dividend of \$0.01 per share, which was paid on October 17, 2023, to Shareholders of Record as at September 29, 2023.

6.2 New Financing

On April 28, 2023, the Corporation entered into a new agreement with its Canadian financial institution for its Canadian operating credit facility which increased from \$30.0 million to \$40.0 million. This amount remains subject to a margination calculation, but only when the Corporation needs to draw over \$20.0 million. All other terms and conditions remain similar to the previous terms.

6.3 New Contracts

On May 30, 2023, the Corporation announced the signing of a series of new contracts in the United States worth a total of \$142.0 million. The largest contract of this series of new orders, in terms of value, is for the first phase of a construction project in the pharmaceutical industry of the Midwest region. This contract consists in the design and engineering of connections, fabrication, including the supply of steel and the industrial coating, as well as the installation of the steel structure of a new large industrial building.

On December 11, 2023, the Corporation announced the signing of a series of new orders in Canada and the U.S. totaling \$234.0 million. The Corporation's management also announced that it has reached an agreement with the same client for the second phase of the above-mentioned construction project. This major new contract is the largest in this series of new orders in terms of value. The nature and scope of work in this second phase of the project is similar as the first phase and consists of the design and engineering of the connections, the fabrication work, including the supply of the steel and industrial coating, as well as the erecting of the steel structure and heavy steel components of a large-surface industrial-type building. Fabrication will begin in February 2024 and will extend over a period of approximately 15 months. This series of new orders also includes the award of a new contract in the Southeastern region of the United States, which consists of, among other things, fabrication, including industrial coating, and the delivery of the steel structure of a new industrial building for a global manufacturing company in the aluminum sector. This project will extend over a 6-month period. In closing, ADF Group also announced the award of two new contracts in Canada, one in the public infrastructure sector and one in the industrial sector.

6.4 Interest Rate Options

On August 11, 2023, the Corporation entered into interest rate options for a par value of \$10.0 million to cover fluctuations in interest rate greater than 5.5% (based on the one-month CDOR) of its long-term floating rate debt denominated in Canadian dollars until August 23, 2026.

6.5 Ratification of the Collective Bargaining Agreement for Unionized Personnel at ADF's Terrebonne Plant

On December 3, 2023, unionized employees at ADF's plant in Terrebonne, Quebec, ratified the renewal of the collective agreement for a period of five (5) years, following an agreement in principle reached on November 13, 2023. The agreement covers 189 employees.

6.6 U.S. Revolving Credit

Given the Corporation's liquidities, the U.S. revolving credit was not renewed and is therefore no longer available as at January 31, 2024.

7. SIGNIFICANT EVENT THAT OCCURRED SINCE JANUARY 31, 2024

Dividend

On April 10, 2024, the Corporation's Board of Directors approved a semi-annual dividend of \$0.01 per share, payable on May 15, 2024, to Shareholders of Record as at April 26, 2024.

8. EXCHANGE RATE

The Corporation is subject to foreign currency fluctuations from the translation of revenues, expenses, assets and liabilities of its foreign operations and from commercial transactions denominated in foreign currencies. Average monthly rates (considered a reasonable approximation to actual rates at the date of transactions) are used to translate revenues (except for foreign exchange forward contracts) and expenses for the periods mentioned, while closing rates translate assets and liabilities.

During the fiscal year ended January 31, 2024, as well as during the previous fiscal year, the Corporation used the following exchange rates between the Canadian and U.S. dollars:

(CA\$/US\$)	Consolidated Statements of Income and Comprehensive Income				Consolidated Statements of Financial Position	
	Quarterly		Cumulative		Fiscal 2024	Fiscal 2023
	Fiscal 2024	Fiscal 2023	Fiscal 2024	Fiscal 2023		
First quarter (April 30)	1.3549	1.2666	1.3549	1.2666	1.3578	1.2792
Second quarter (July 31)	1.3345	1.2867	1.3444	1.2767	1.3177	1.2824
Third quarter (October 31)	1.3576	1.3301	1.3488	1.2944	1.3871	1.3649
Fourth quarter (January 31)	1.3523	1.3486	1.3497	1.3079	1.3397	1.3350
Annual averages	1.3497	1.3079				

The Canadian dollar lost value against the U.S. dollar on a quarterly, annual and closing average basis compared to the corresponding rates last year.

Given the decision by global central banks, including those of Canada and the United States, to soften inflation, the U.S. currency has benefited from its role as a "safe haven" currency and has appreciated against all major currencies, including the Canadian dollar.

Although the Corporation enters, from time to time and in accordance with its internal policy, into foreign exchange contracts to hedge the foreign exchange risk, these exchange rate variations had a positive impact of \$5.0 million on gross margin for the fiscal year ended January 31, 2024, and generated a \$1.2 million foreign exchange loss in the Consolidated Statement of Income for the same period.

9. NON-GAAP FINANCIAL MEASURES AND OTHER FINANCIAL MEASURES

This MD&A Report is based on results prepared in accordance with IFRS Accounting Standards and includes non-GAAP financial measures and other financial measures. Non-GAAP financial measures provide useful additional information, but do not have standardized meanings established in accordance with GAAP. Readers should be careful not to confuse or substitute them with performance measures prepared in accordance with GAAP. In addition, readers should avoid comparing these non-GAAP financial measures to similarly titled measures provided or used by other issuers. When such indicators are presented, they are defined, and the reader is notified.

The Corporation uses the following indicators to measure its operating performance and the achievement of objectives:

Fiscal Years Ended January 31,	2024	2023
Non-GAAP financial measures		
Adjusted earnings before interest, tax, depreciation and amortization (Adjusted EBITDA) (in thousands of dollars)	\$55,939	\$26,119
Adjusted EBITDA margin (as a percentage of revenues)	16.9%	10.4%
Supplementary financial measures		
Gross margin (as a percentage of revenues)	22.0%	14.2%
As at January 31,	2024	2023
Supplementary financial measures		
Working capital (in thousands of dollars)	\$110,100	\$65,599
Working capital ratio	2.04:1	1.74:1
Order backlog (in thousands of dollars)	\$510,892	\$376,489

9.1 Adjusted EBITDA and Adjusted EBITDA Margin

The adjusted EBITDA and the adjusted EBITDA margin show the extent to which the Corporation generates profits from operations, without considering the following items:

- Net financial expenses;
- Income tax expense;
- Foreign exchange (gain) loss, and
- Depreciation and amortization of property, plant and equipment, intangible assets and right-of-use assets.

Net income is reconciled with adjusted EBITDA in the table below:

Fiscal Years Ended January 31,	2024	2023
(In thousands of dollars)	\$	\$
Net income	37,622	14,935
Income tax expense	8,784	1,919
Net financial expenses	2,573	1,999
Amortization	5,800	5,323
Foreign exchange loss	1,160	1,943
Adjusted EBITDA	55,939	26,119
— As a % of revenues ⁽¹⁾	16.9%	10.4%

(1) The adjusted EBITDA margin results from dividing adjusted EBITDA by revenues.

Adjusted EBITDA for the fiscal year ended January 31, 2024, more than doubled year-over-year. This increase was driven by a higher net income which, as explained in more detail hereinafter, benefited from higher revenues and margins in the fiscal year ended January 31, 2024.

Adjusted EBITDA for the fiscal year ended January 31, 2023, increased by \$8.4 million, in line with higher gross margin in the fiscal year. Adjusted EBITDA for this fiscal year benefited from the forgiveness of an initial \$1.3 million (US\$1.0 million) loan issued to a U.S. subsidiary.

9.2 Gross Margin as a Percentage of Revenues

The gross margin as a percentage of revenue indicator is used by the Corporation to assess the level of profitability for a given period based on the project mix for that same period. This indicator is subject to fluctuations in project prices and also in the operational efficiency of the Corporation. The indicator of gross margin as a percentage of revenues results from dividing gross margin by revenues.

In general, the Corporation aims to improve this indicator but recognizes that its fluctuation depends on the type of project signed and several other factors, including the economic context.

9.3 Working Capital and Working Capital Ratio

The working capital indicator is used by the Corporation to assess whether current assets are sufficient to meet current liabilities. Working capital is equal to current assets, less current liabilities, whereas the working capital ratio is calculated by dividing current assets by current liabilities.

Overall, the Corporation aims to achieve a working capital ratio of at least 2.0:1. While this ratio, at 1.74 :1, was below this target for the fiscal years ended January 31, 2023, that same ratio exceeded this target during the fiscal year ended January 31, 2024, reaching 2:04 :1. The Corporation establishes the achievement of this goal on the pursuit of its strategy focusing on the execution of contracts generating positive cash flows throughout their execution.

However, the Corporation also recognizes that the growth of its order backlog adds some pressure on working capital, thus explaining the level of this ratio in relation to the Corporation's long-term objective. It should be noted that the drawing up and/or revision of this corporate goal depends on several factors, such as the economic context and development projects that might materialize.

9.4 Order Backlog

The order backlog is a measure used by the Corporation to assess future revenue levels. The order backlog includes firm orders obtained by the Corporation, either through a firm contract or a formal notice to proceed confirmed by the client. The order backlog disclosed by the Corporation therefore includes the portion of confirmed contracts that have not been put into production.

In general, the Corporation aims to improve this indicator but recognizes that its fluctuation is dependent on several factors, including the economic context.

10. SELECTED ANNUAL FINANCIAL INFORMATION

Fiscal Years Ended January 31,	2024	2023	2022
(In thousands of dollars and in dollars per share)	\$	\$	\$
Revenues	331,023	250,890	280,740
Net income	37,622	14,935	9,563
— Basic and diluted per share	1.15	0.46	0.29
Total assets	328,605	271,617	201,050
Non-current liabilities	60,999	57,851	40,211
Annual dividend per share	0.02	0.02	0.02

Revenues for the fiscal year ended January 31, 2024, totalled \$331.0 million, posting an increase of \$80.1 million from the previous fiscal year. This increase is in line with the increase of the Corporation's order backlog, which has continued its growth started a few years ago, as a result of the various initiatives implemented by the Corporation.

Net income posted an increase of \$22.7 million during the fiscal year ended January 31, 2024, compared with fiscal 2023, in line with improved revenues and gross margin and consequently adjusted EBITDA.

Total assets for the fiscal year ended January 31, 2024, increased by \$57.0 million compared with the previous fiscal year mainly due to the increase in liquidities and net income.

11. ANALYSIS OF OPERATING RESULTS FOR THE FISCAL YEAR ENDED JANUARY 31, 2024

During the 12 months of operations between February 1, 2023, and January 31, 2024, the Corporation pursued its activities consisting of the design and engineering of connections, fabrication, including industrial coating, and installation of complex steel structures and heavy steel built-ups, in Canada and the United States.

11.1 Revenues and Gross Margin

Fiscal Years Ended January 31,	2024	2023	Annual Variations	
(In thousands of dollars and in percentages)	\$	\$	\$	%
Revenues	331,023	250,890	80,133	31.9
Cost of goods sold	258,102	215,321	42,781	19.9
Gross margin	72,921	35,569	37,352	105.0
— As a % of revenues ⁽¹⁾	22.0%	14.2%		7.8

(1) Gross margin as a percentage of revenues is a supplementary financial measure. Refer to the Section 9 “Non-GAAP Financial Measures and Other Financial Measures” of this MD&A Report, for definition of this metric.

Revenues

Revenues during the fiscal year ended January 31, 2024, totalled \$331.0 million, which is \$80.1 million higher than for the fiscal year ended January 31, 2023.

Revenues are recognized progressively based on costs incurred to date relative to the total estimated costs at completion on the various projects executed during the fiscal year.

The change in revenues is mainly due to the execution of projects in the order backlog. In addition, the change in the foreign exchange rate during the 2024 fiscal year had a favorable impact of \$12.3 million on revenues.

In terms of economic dependence, ADF has realized during the fiscal year ended January 31, 2024, 69% of its revenues from four (4) clients, for respective amounts of \$92.2 million, \$48.7 million, \$45.7 million and \$42.1 million all from the United States, and each accounting for 10% or more of the Corporation’s revenues. Only one of these clients was among the clients representing more than 10% of revenues for the fiscal year ended January 31, 2023.

For the fiscal year ended January 31, 2023, the Corporation realized 62% of its revenues from three (3) clients, for respective amounts of \$46.1 million, \$52.9 million, and \$57.4 million all from the United States, each accounting for 10% or more of the Corporation’s revenues.

Although the Corporation attempts to limit the concentration of its revenues, given the nature of its activities and market, its revenues are likely to remain concentrated among a restricted number of clients in upcoming quarters.

Gross Margin

The gross margin, in dollar value, increased by \$37.4 million during the 2024 fiscal year compared with the 2023 fiscal year. Gross margin, as a percentage of revenues, ⁽¹⁾ went from 14.2% during the fiscal year ended January 31, 2023, to 22.0% during the fiscal year ended January 31, 2024.

This increase as a percentage of revenues is explained by the level of fabrication activity compared with the previous fiscal year, thus generating a better absorption of fixed costs, as well as by the improvement in internal efficiency from the investments made in recent years in automation at ADF’s plant in Terrebonne, Quebec.

Fabrication hours are not only the Corporation’s core activity but are also its most value-added activity. To that effect, revenues during the fiscal year ended January 31, 2024, were comprised of 40% of fabrication hours, compared with 29% for the fiscal year ended January 31, 2023.

Increases or decreases in raw material (mainly steel) prices do not generally have a material impact on the gross margin since in some of the contracts in hand, the clients supply the steel to be transformed by ADF, whereas protection clauses with regards to price changes are usually included in contracts where ADF supplies the steel. In addition, the natural hedge attributable to revenues and the purchase of raw materials in U.S. dollars mitigates the impact of exchange rate fluctuations.

(1) Gross margin as a percentage of revenues is a supplementary financial measure. Refer to the Section 9 “Non-GAAP Financial Measures and Other Financial Measures” of this MD&A Report, for definition of this metric.

11.2 Selling and Administrative Expenses

Fiscal Years Ended January 31, (In thousands of dollars and in percentage)	2024	2023	Annual Variations	
	\$	\$	\$	%
Selling and administrative expenses	22,782	14,773	8,009	54.2
— As a % of revenues	6.9%	5.9%		1.0

Selling and administrative expenses amounted to \$22.8 million, which is \$8.0 million higher than for the 2023 fiscal year.

This increase is explained by the market value adjustment of Deferred Share Units ("DSU") and Performance Share Units ("PSU"), in line with the increase in the Corporation's share price, that went from \$2.12 per share as at January 31, 2023, to \$8.00 per share a year later, as at January 31, 2024, as well as by the increase in wages, in line with the cost of living.

11.3 Amortization

In accordance with IFRS Accounting Standards, amortization expense is included in the cost of goods sold and selling and administrative expenses. However, Management considers it appropriate to continue separately commenting on amortization expense since it is considered a significant, although non-cash, component in the analysis of the Corporation's profit margins.

Fiscal Years Ended January 31, (In thousands of dollars and in percentage)	2024	2023	Annual Variations	
	\$	\$	\$	%
Amortization	5,800	5,323	477	9.0
— As a % of revenues	1.8%	2.1%		(0.3)

The amortization expense for the 2024 fiscal year amounted to \$5.8 million, which is \$0.5 million higher than in fiscal 2023. This variation in amortization is mainly explained by the start-up, for the full fiscal year, of capital investments made in the recent years, mainly automation at ADF's plant in Terrebonne, Quebec.

The amortization expenses breakdown is as follows:

Fiscal Years Ended January 31, (In thousands of dollars and in percentages)	2024	2023	Annual Variations	
	\$	\$	\$	%
Amortization expense included in cost of goods sold	4,531	4,127	404	9.8
Amortization expense included in selling and administrative expenses	1,269	1,196	73	6.1
Total amortization	5,800	5,323	477	9.0

11.4 Net Financial Expenses

Fiscal Years Ended January 31, (In thousands of dollars and in percentage)	2024	2023	Annual Variations	
	\$	\$	\$	%
Net financial expenses	2,573	1,999	574	28.7
— As a % of revenues	0.8%	0.8%		

The increase in net financial expenses is explained by the impact of higher debt level and the increase in the interest rates on ADF's floating-rate loans, net of interest income the fiscal year ended January 31, 2024 (see Section 13 "Cash Flows and Financial Position" below).

11.5 Foreign Exchange Loss

Fiscal Years Ended January 31, (In thousands of dollars and in percentage)	2024	2023	Annual Variations	
	\$	\$	\$	%
Foreign exchange loss	1,160	1,943	(783)	(40.3)
— As a % of revenues	0.4%	0.8%		(0.4)

The foreign exchange loss recorded during the fiscal year ended January 31, 2024, included a \$2.0 million foreign exchange loss on ongoing operations and a \$0.8 million foreign exchange gain relating to the fair value of financial derivatives. During the 2024 fiscal year, a \$0.2 million foreign exchange gain on the translation of foreign subsidiaries was recorded in Comprehensive Income.

The foreign exchange loss recorded during the fiscal year ended January 31, 2023, included a \$0.6 million foreign exchange gain on ongoing operations and a \$2.5 million foreign exchange loss relating to the fair value of financial derivatives. During the 2023 fiscal year, a \$2.2 million foreign exchange gain on the translation of foreign subsidiaries was recorded in Comprehensive Income.

The Corporation is exposed to exchange rate fluctuations between the Canadian and U.S. dollars, since a significant portion of its revenues is generally recorded in U.S. dollars.

For the fiscal year ended January 31, 2024, 89% of the Corporation's revenues were recorded in U.S. dollars (85% during the fiscal year ended January 31, 2023). Considering the improvement in U.S. markets and its facilities in Great Falls, Montana, the Corporation expects that the percentage of its revenues in U.S. dollars will continue to be significant during the fiscal year 2025.

In line with its hedging policy, to manage its net risk between the future US-denominated cash inflows and outflows, the Corporation entered into foreign exchange forward contracts. As at January 31, 2024, the Corporation was party to foreign exchange forward contracts for the sale of US\$85.9 million (US\$44.6 million as at January 31, 2023) with maturities varying between three (3) months to twelve (12) months with rates between 1.3000 and 1.3735 (between 1.2744 and 1.3544 as at January 31, 2023).

Based on the balance as at January 31, 2024, of the Corporation's financial instruments denominated in foreign currencies, a 10% fluctuation in the exchange rate between the Canadian and U.S. dollars (all other variables remaining constant), would have had no impact on net income before tax (no impact during the fiscal year ended January 31, 2023).

However, this information only applies to financial instruments based on year-end balances and does not take into account the impact of foreign exchange fluctuations on revenues and other miscellaneous expenses for a complete fiscal year.

11.6 Income Tax Expenses

Fiscal Years Ended January 31,	2024	2023	Annual Variations	
(In thousands of dollars and in percentage)	\$	\$	\$	%
Income tax expenses	8,784	1,919	6,865	Pos.
— As a % of revenues	2.7%	0.8%		1.9

The effective tax rates for the fiscal years ended January 31, 2024 and 2023, stood respectively at 18.9% and 11.4%, compared with the Corporation's Canadian effective rate, which is 27%.

These effective rates come mainly from the mix of profits or losses of ADF's different subsidiaries, according to their legal and tax jurisdictions.

As of January 31, 2023, the Corporation had \$25.4 million in operating losses available in the United States for carry-forward purposes, for which no deferred tax benefit had been recognized. As of January 31, 2024, the balance of these losses was \$5.3 million, and given that the Corporation now believes that it is likely that it will have sufficient future taxable income, the deferred tax benefits have been recognized.

11.7 Net Income, Basic and Diluted Earnings per Share

Fiscal Years Ended January 31,	2024	2023
(In thousands of dollars and in percentage)	\$	\$
Total net income	37,622	14,935
Total basic and diluted earnings per share	1.15	0.46

The increase in net income during the fiscal year ended January 31, 2024, compared with the previous fiscal year, results from items previously explained in this section, and more specifically, from higher revenues and gross margins.

12. COMMENTS ON QUARTERLY RESULTS

The trends observed in the analysis of quarterly results do not necessarily represent those of the future results of the Corporation. ADF's fabrication activities are not, as such, subject to seasonal fluctuations. However, the non-residential construction market in which the Corporation is active goes through upward and downward cycles.

Overall, quarterly fluctuations in the following indicators result mainly from the changes in the revenue mix and accrued costs within different projects and for every given period, together with the lags between the recognition of costs and revenues, where appropriate, that could result from the use of estimates based on the percentage-of-completion method.

More specifically and considering the results for the last eight (8) quarters presented hereinafter, these quarterly fluctuations are mostly explained by the fabrication schedules of the different projects underway. Considering that revenues are recognized progressively based on costs incurred to date relative to the total estimated costs at completion on the various projects executed by the Corporation, revenue and operating results can differ significantly from quarter to quarter because of these execution schedules.

12.1 Results for the Last Eight (8) Quarters

Fiscal Years Ended January 31,	2024				2023			
	4 th Quarter (01.31.2024)	3 rd Quarter (10.31.2023)	2 nd Quarter (07.31.2023)	1 st Quarter (04.30.2023)	4 th Quarter (01.31.2023)	3 rd Quarter (10.31.2022)	2 nd Quarter (07.31.2022)	1 st Quarter (04.30.2022)
(In thousands of dollars and in dollars per share)	\$	\$	\$	\$	\$	\$	\$	\$
Revenues	88,394	82,143	80,215	80,271	51,501	64,999	66,382	68,008
Gross margin	21,620	20,072	17,779	13,450	9,037	9,779	8,532	8,221
— As a % of revenues ⁽¹⁾	24%	24%	22%	17%	18%	15%	13%	12%
Adjusted EBITDA ⁽²⁾	15,495	17,769	12,644	10,031	5,873	7,543	7,101	5,602
— As a % of revenues ⁽²⁾	18%	22%	16%	12%	11%	12%	11%	8%
Income before income tax expense	14,255	13,277	10,949	7,925	3,918	3,300	5,746	3,890
Net income	10,511	11,198	10,542	5,371	2,343	2,910	5,426	4,256
— Basic and diluted per share	0.32	0.34	0.32	0.16	0.07	0.09	0.17	0.13

(1) Gross margin as a percentage of revenues is a supplementary financial measure. Refer to the Section 9 “Non-GAAP Financial Measures and Other Financial Measures” of this MD&A Report, for definition of this metric.

(2) Adjusted EBITDA and adjusted EBITDA margin (as a percentage of revenues) are non-GAAP financial measures. A non-GAAP financial measure is not a standardized financial measure under the financial reporting framework used to prepare the Corporation’s financial statements and might not be comparable to similar financial measures used by other issuers. Refer to the Section 9 “Non-GAAP Financial Measures and Other Financial Measures” of this MD&A Report, for definition of these metrics and the reconciliation to the most comparable IFRS Accounting Standards.

12.2 Results for the Fourth Quarter Ended January 31, 2024

For the 3-month period ended January 31, 2024, the Corporation recorded revenues of \$88.4 million, up by \$36.9 million from the fourth quarter of the 2023 fiscal year. The change compared with this quarter is explained by the fabrication schedule, in line with the order backlog in hand, and is in line with the trend observed since the beginning of the 2024 fiscal year.

The gross margin, as a percentage of revenues ⁽¹⁾ stood at 24.4% for the fourth quarter ended January 31, 2024, compared with 17.5% for the corresponding quarter of fiscal 2023. The margins increase between these two quarters is primarily explained by a better absorption of fixed costs, in line with higher revenues and continued improvement in internal efficiency generated by the automation of operating process at ADF’s plant in Terrebonne, Quebec.

The Corporation recorded net income of \$10.5 million during the last quarter of fiscal 2024, compared with net income of \$2.3 million for the corresponding period of fiscal 2023, which benefited from the increase in revenues and in gross margins, as previously explained.

(1) Gross margin as a percentage of revenues is a supplementary financial measure. Refer to the Section 9 “Non-GAAP Financial Measures and Other Financial Measures” of this MD&A Report, for definition of this metric.

13. CASH FLOWS AND FINANCIAL POSITION

The Corporation has a sound financial position and is on a solid footing to address its financial needs. Taking into account its cash and cash equivalents position, its credit facility and the level of planned capital spending, the Corporation does not expect any liquidity risk in a foreseeable future.

On January 31, 2024, cash and cash equivalents totalled \$72.4 million, up by \$65.2 million compared with January 31, 2023. In addition, as at January 31, 2024, and as at January 31, 2023, the Corporation did not draw from its credit facilities.

Management believes that these available funds are sufficient to support the growth and execution of its order backlog in hand on January 31, 2024, and to meet its financial commitments for the 2025 fiscal year.

Furthermore, the Corporation continually appraises the opportunities to use part of its liquidities to finance certain projects that could provide additional long-term competitive advantages. It also looks at opportunities for accelerated payments discounts negotiated with suppliers (see Section 30 “Outlook”).

13.1 Operating Activities

The Corporation's operating activities are summarized as follows:

Fiscal Years Ended January 31,	2024	2023
(In thousands of dollars)	\$	\$
Net income adjusted for non-cash items	58,791	22,378
Changes in non-cash operating working capital items:		
Accounts receivable	13,589	(48,647)
Contract assets	(2,217)	(12,011)
Inventories	(2,849)	(550)
Prepaid expenses and other current assets	(1,213)	103
Accounts payable and other current liabilities	10,749	5,478
Contract liabilities	1,113	29,787
Others	(10)	(10)
	19,162	(25,850)
Income tax (paid) recovery	(93)	860
Cash flows from (used in) operating activities	77,860	(2,612)

Net income adjusted for non-cash items totalled \$58.8 million during the 2024 fiscal year, which is \$36.4 million more than during the 2023 fiscal year. This difference is for the most part explained by the increase in net income.

During the 2024 fiscal year, changes in non-cash operating working capital items generated cash of \$19.2 million. This cash inflow is mostly explained by the decrease in accounts receivables (\$13.6 million) and the higher accounts payable and other current liabilities (\$10.7 million), net of the increase in contract assets (\$2.2 million) and inventories (\$2.8 million). These variations are in line with the activity level as at January 31, 2024, compared with the same date a year ago, including the impact of new contracts announced in December 2023.

The change in non-cash working capital required cash of \$25.9 million in fiscal 2023. This cash outflow was mainly due to increases in accounts receivable (\$48.6 million) and contract assets (\$12.0 million), net of the increase in contract liabilities (\$29.9 million).

13.2 Investing Activities

The Corporation's investing activities are summarized as follows:

Fiscal Years Ended January 31,	2024	2023
(In thousands of dollars)	\$	\$
Acquisition of property, plant and equipment	(5,768)	(11,463)
Acquisition of intangible assets	(720)	(698)
Others	222	80
Cash flows used in investing activities	(6,266)	(12,081)

During the 2024 fiscal year, \$6.3 million in liquidities were used mainly for the acquisition of property, plant and equipment (\$5.8 million) and intangible assets (\$0.7 million). Acquisition of property, plant and equipment during the fiscal year ended January 31, 2024, was mainly for the maintenance of fabrication equipment at ADF's plants in Terrebonne, Quebec and in Great Falls, Montana.

For the fiscal year ended January 31, 2023, the vast majority of the acquisitions of property, plant and equipment were for the capital investment program aimed at outfitting ADF's fabrication plant in Terrebonne, Quebec, with a brand-new robotic production line unique in North America, as well as new programmable and automated equipment.

The intangible assets for both fiscal years relate primarily to the in-house development and implementation of production, estimating and financial software.

The Corporation anticipates capital expenditures for fiscal year 2025 of \$5.0 million, to keep the production equipment current at its plants in Terrebonne, Quebec and in Great Falls, Montana.

13.3 Financing Activities

The Corporation's financing activities were as follows:

Fiscal Years Ended January 31,	2024	2023
(In thousands of dollars)	\$	\$
Issuance of long-term debt	—	20,000
Repayment of long-term debt	(2,296)	(2,216)
Payment of lease liabilities	(686)	(804)
Dividends paid	(653)	(653)
Interest paid	(3,053)	(2,177)
Others	—	7
Cash flow (used in) from financing activities	(6,688)	14,157

During fiscal year 2024, financing activities required \$6.7 million in liquidities, compared with a cash inflow of \$14.2 million during the previous fiscal year.

Beside the grant of two debts totaling \$20.0 million, during the fiscal year ended January 31, 2023, which were part of the investment program for the automation of fabrication processes at ADF's Terrebonne plant, the amounts paid during the two years analyzed were for the repayment of the long-term debt, as well as lease obligations, the payment of dividends and of interest.

a) New Financing from Investissement Québec

During the fiscal year ended January 31, 2022, being January 14, 2022, and January 18, 2022, the Corporation obtained from *Investissement Québec* ("IQ"), two bank loans with progressive disbursements, totaling \$20.0 million, to finance its equipment modernization and robotization program at its Terrebonne plant. These two loans, which progressive disbursements began in February 2022, are detailed as follows:

- The first of these two bank loans, totaling \$12.3 million, bear interest at IQ's annual prime rate plus 1.5% and benefit from a 24-month capital repayment moratorium at the end of which it will be repayable by 96 capital payments of \$128,125 starting in March 2024 and ending in February 2032.

As at January 31, 2023, the Corporation had drawn \$12.3 million on this loan, that is the entirety of the loan.

- The second of these two bank loans, totaling \$7.7 million benefit from a 36-month capital repayment moratorium, at the end of which it will be repayable by 83 capital installments of \$91,667 beginning in March 2025 to end with a final capital payment of \$91,639 in February 2032.

As at January 31, 2023, the Corporation had drawn an amount of \$7.7 million on this loan, representing also the entirety of the loan. This loan, which bears no interest has been valued at fair value using an interest rate commonly used on the market. Therefore, interest at the implicit annual rate of 3.95% is calculated monthly. The difference of \$1.6 million between this fair value of \$6.1 million and the cash received in the amount of \$7.7 million has been accounted for as a grant against the fixed assets to which it relates.

These two loans are guaranteed by a first rank movable hypothec in the amount total of \$24.0 million on the universality of machinery and equipment, present and future. They are also subject to compliance with certain financial ratios.

During the fiscal years 2024 and 2023, the Corporation reimbursed a total of \$3.0 million on its long-term debts and lease liabilities for each of these two fiscal years.

The Corporation also paid a total of \$0.7 million in dividends to its Shareholders of Record, for each of the fiscal years 2024 and 2023.

13.4 Payment of Rent and Interest and Payment of Principal on Debt

The Corporation pays interest on its long-term debts, based on interest rates ranging between 0% and 8.7% as at January 31, 2024. The Corporation is currently making monthly principal repayments totalling less than \$0.3 million on these debts. Other rent payments relating to lease liabilities and other long-term contracts are described in Section 13.6 "Contractual Obligations" below.

13.5 Debt Covenants

During the fiscal year ended January 31, 2024, the Corporation met all covenants with its lenders, and still did at the date hereof. Management expects it will continue to respect its commitments during fiscal year 2025.

13.6 Contractual Obligations**Long-Term Debt**

Long-term debt, excluding interest and deferred financing costs, is detailed as follows:

(In thousands of dollars)	\$
Less than one year	3,076
2 to 3 years	8,608
4 to 5 years	8,608
And over	26,512
Total	46,804

Lease Obligations

The lease liabilities excluding interest, are detailed as follows:

(In thousands of dollars)	\$
Less than one year	827
2 to 3 years	1,555
4 to 5 years	1,114
And over	170
Total	3,666

14. CAPITAL STOCK

Information on the outstanding shares:

	Subordinate Voting Shares		Multiple Voting Shares ⁽¹⁾		Total Outstanding Shares	
(In thousands of dollars, and in number of shares)	Number	\$	Number	\$	Number	\$
As at January 31, 2023 and 2024	18,297,099	52,126	14,343,107	16,001	32,640,206	68,127

(1) These shares carry 10 votes per share.

At the date hereof, the number of shares outstanding remained unchanged.

15. SHARE-BASED COMPENSATION**15.1 Deferred Share Units ("DSU")****a) External Directors**

This deferred compensation plan allows every external director, who wants to participate, to defer in whole or in part his/her director's compensation (including fees and attendance fees), by electing to receive a percentage of this compensation in the form of DSU, which will be bought back in cash by the Corporation on the date the External Director ceases to be a director of the Corporation by reason of death, retirement or loss of function as director.

When a director elects to participate in this plan, the Corporation credits the account of the director for a number of units equal to the deferred compensation divided by the market value of the Subordinate Voting Shares, which is established using the average closing price during the five (5) trading days preceding the date of grant. DSU are not convertible into shares of the Corporation and do not result in a dilution to shareholders.

In addition, and independently to DSU that can be granted to External Directors for the purposes of deferring their directors' compensation, the DSU plan also allows the Corporation's Board of Directors to award, at its discretion, DSU to any external director, executive officer and key employee. If it sees fit, the Board of Directors can attach conditions related to time and/or to the Corporation's performance to the vesting of these DSU.

When the Corporation pays dividends on Subordinate and Multiple Voting Shares, the accounts of the Directors, Executive Officers and key employees (see paragraph b) below) are credited for the amount in the form of additional units using the same basis of calculation previously described.

The DSU are re-evaluated at fair value at the end of each reporting period until the vesting date, using the market price of the Corporation's subordinate voting shares.

During the fiscal year ended January 31, 2024, DSU compensation to External Directors recorded in the Consolidated Statement of Income amounted to an expense of \$1.6 million (a \$0.2 million expense during the fiscal year ended January 31, 2023), including the impact of the change in the market price of the Corporation's share.

The fluctuation in DSU for External Directors was as follows:

Fiscal Years Ended January 31,	2024	2023
(In number of deferred share units)	Number	Number
Outstanding, at the beginning of fiscal year	166,653	54,996
Granted	81,932	111,657
Outstanding and vested, at the end of fiscal year	248,585	166,653

The carrying amount and the intrinsic value of the liabilities related to the External Directors' vested DSU were \$1.9 million as at January 31, 2024 (\$0.4 million as at January 31, 2023).

b) Executive Officers and Key Employees

As set forth in the DSU Plan, the Corporation may grant DSU, on a discretionary basis to its Executive Officers and key employees. These DSU usually vest gradually over a 2 to 5-year period, at a rate of 20% to 50% per year. The vested DSU will be bought back in cash by the Corporation on the date its holder ceases to be an officer or employee of the Corporation by reason of death, retirement, or loss of function as officer or employee.

The DSU are progressively expensed as incurred over the vesting period and their costs is determined using a valuation model based on the market price of the Corporation's Subordinate Voting Shares. The DSU are re-evaluated at the fair value at the end of each reporting period until the vesting date, using the market price of the Corporation's Subordinate Voting Shares.

The DSU compensation for Executive Officers and key employees, recorded in the Consolidated Statement of Income during the fiscal year ended January 31, 2024, amounted to an expense of \$2.3 million (\$0.3 million expense during the fiscal year ended January 31, 2023), including the impact of the variation in the Corporation's share price.

The fluctuation in DSU for the Executive Officers and key employees was as follows:

Fiscal Years Ended January 31,	2024	2023
(In number of deferred share units)	Number	Number
Outstanding, at the beginning of fiscal year	378,267	330,570
Granted	37,854	47,697
Outstanding, at the end of fiscal year	416,121	378,267
Vested, at the end of fiscal year	338,973	280,016

The carrying amount of the liabilities related to Executive Officers and key employees' DSU, amounting to \$3.0 million as at January 31, 2024 (\$0.7 million as at January 31, 2023), and of which \$2.6 million correspond to the intrinsic value of vested DSU as at January 31, 2024 (\$0.6 million as at January 31, 2023).

15.2 Performance Share Units Plan ("PSU")

As part of its long-term compensation plan, the Corporation may issue PSU to its Executive Officers and key employees. PSU are not convertible into shares of the Corporation and do not result in dilution for shareholders. The acquired PSU are only redeemable in cash by the Corporation upon the expiration of three (3) years after their grant (the "PSU Settlement Date"), subject to the achievement of financial targets. PSU tranches whose vesting conditions have not been met on the applicable vesting date are canceled, without compensation.

PSU also entitle holders to receive additional units each time dividends are paid on the Corporation's subordinate voting shares.

Compensation expense is recognized in the Consolidated Statement of Income over the vesting period and the counterpart is recognized in current liabilities in the Consolidated Statement of Financial Position. Changes in fair value between the grant date and the valuation date result in a change in liability and compensation expense.

The fair value of a PSU at any given date (for example, its grant date, vest date or PSU settlement date, etc.) is equal to the market value of the subordinate voting shares of the Corporation on that date, calculated using the average closing price subordinate voting shares of the Corporation on the Toronto Stock Exchange during the five (5) trading days immediately preceding that date.

During the fiscal year ended January 31, 2024, PSU compensation for Executive Officers and key employees amounted to a \$0.7 million expense (\$0.2 million expense for the fiscal year ended January 31, 2023) including the impact of the variation in the Corporation's share price.

Fluctuations in PSU for Executive Officers and key employees were as follows:

Fiscal Years Ended January 31,	2024	2023
(In number of performance share units)	Number	Number
Outstanding, at the beginning of fiscal year	218,378	317,744
Granted	36,389	74,786
Settled	(125,441)	(174,152)
Outstanding, at the end of fiscal year	129,326	218,378
Vested, at the end of fiscal year	52,178	91,641

As at January 31, 2024, the carrying amount of the liabilities related the Executive Officers and key employees' PSU, amounted to \$0.9 million (\$0.4 million as at January 31, 2023), including an amount of \$0.4 million, which corresponds to the intrinsic value of the vested PSU as at January 31, 2024 (\$0.2 million as at January 31, 2023).

16. DIVIDENDS

During the fiscal year ended January 31, 2024, two semi-annual dividends of \$0.3 million each (or \$0.01 per share), were recognized as distribution to the Shareholders of Record of the Corporation as at April 28, 2023, and September 29, 2023, respectively, totalling \$0.7 million (or \$0.02 per share), of which \$0.4 million for Subordinate Voting Shares and \$0.3 million for Multiple Voting Shares. These sums were paid on May 17, 2023, and October 17, 2023, respectively.

During the fiscal year ended January 31, 2023, two semi-annual dividends of \$0.3 million each (or \$0.01 per share), were recognized as distribution to the Shareholders of Record of the Corporation as at April 29, 2022, and September 29, 2022, respectively, totalling \$0.7 million (or \$0.02 per share), of which \$0.4 million for Subordinate Voting Shares and \$0.3 million for Multiple Voting Shares. These sums were paid on May 17, 2022, and October 18, 2022, respectively.

17. ORDER BACKLOG

ADF Group's order backlog ⁽¹⁾ totalled \$510.9 million on January 31, 2024, compared with \$376.5 million on the same date a year earlier. This variation is attributable to new contracts and contractual changes, net of the execution of contracts.

As at January 31, 2024, 48% of the order backlog consisted of fabrication hours – the Corporation's core business and most value-added activity – compared with 55% on January 31, 2023. Most of the contracts in hand as at January 31, 2024, will progressively be executed by the middle of the fiscal year ending January 31, 2026.

(1) The order backlog is a supplementary financial measure. Refer to the Section 9 "Non-GAAP Financial Measures and Other Financial Measures" of this MD&A Report, for the definition of this metric.

18. FINANCIAL POSITION

As at January 31, 2024, the Corporation had a sound financial position. The Corporation's solid consolidated statement of financial position allows it to obtain, when required, the necessary bonding for the award of large-scale contracts. This represents a major advantage for ADF within its markets.

The following table provides details on the major changes in the Consolidated Statement of Financial Position between January 31, 2024, and January 31, 2023.

Sections	Changes (In millions of dollars)	Explanatory Notes
Cash and cash equivalents	65.2	See Section 13 "Cash Flows and Financial Position" of this MD&A Report.
Accounts receivable	(13.1)	Variation of billing level in line with activity level and work progress schedules.
Contract assets, net of contract liabilities	0.7	Net variance between the work progress and progressive revenue billing; the difference reflecting the progress schedule. These variations do not include any adjustment, being either a change in the work progress or change in the price estimate.
Investment tax credit	3.1	Investment tax credit obtained for the acquisition of equipment used for fabrication and processing, and which will be realized during the fiscal year ending January 31, 2025.
Property, plant and equipment, intangible assets and right-of-use assets	(4.2)	Change from acquisition of property, plant and equipment and intangible assets (\$6.5 million) net of amortization (\$5.8 million), investment tax credit (\$4.8 million) and foreign exchange impact (\$0.1 million).

Sections	Changes (In millions of dollars)	Explanatory Notes
Accounts payable and other current liabilities	15.5	Change in line with the level of activity at the respective closing dates.
Long-term debt and lease liabilities (including current portions)	(2.7)	Change from reimbursement of long-term debts (\$2.3 million) and lease liabilities (\$0.7 million) net of foreign exchange impact and other miscellaneous items (\$0.3 million).
Deferred income tax assets net of deferred income tax liabilities	6.4	Variations in timing differences between tax and accounting of certain items.

19. CURRENT ECONOMIC ENVIRONMENT

Although the trends are improving in certain markets served by the Corporation, a degree of uncertainty remains regarding the economic context. In times of economic uncertainty, the Corporation is faced with the following challenges:

- Its business segment is strongly dependent on project owners' capacity to finance their projects. For lack of financing, certain projects can be delayed or simply abandoned. Although the Corporation strives to mitigate this risk by focusing its marketing efforts on projects whose financing is most likely to materialize, it has no control over financial market trends, and
- Certain project owners who secured financing on the start-up of projects could be forced to cease the work pursuant to the withdrawal of financing, due to a lack of capital of either the project lender or the owner. The Corporation mitigates this risk by ensuring that amounts due are diligently collected and, insofar as possible, maintaining at all times a positive cash flow for every project. Moreover, the Corporation does business with owners who are financially solid. At the date hereof, no project of the Corporation is subject to such constraints.

From a financing point of view, the Corporation has a sound financial position and currently respects all its financial covenants. It expects it will continue to do so during the next 12 months. While the investment program in previous years represents a larger investment, capital expenditures are closely monitored by Management. The Corporation does not anticipate any liquidity problems, in particular since its credit facility is issued by a Canadian chartered bank with a solid credit rating, and the Corporation's major clients are leaders in their respective fields. Based on the foregoing, the Corporation maintains its short-term prospects (see Section 30 "Outlook") and does not currently foresee any short-term elements that could compromise its course of business.

That being said, the Corporation will continue to use caution and will closely monitor the situation (see Sections 21 "External Factors to Which the Corporation's Performance is Exposed" and 30 "Outlook").

20. RELATED PARTY TRANSACTIONS

During the fiscal year ended January 31, 2024, certain advances were granted to executive-shareholders. These advances were fully reimbursed at the date hereof and no outstanding balances remained as at January 31, 2024.

Moreover, in the normal course of business, management agreements have been reached with companies held by a group of majority shareholders. These transactions are measured at the exchange value, which is the consideration established and accepted by the related parties:

Fiscal Years Ended January 31,			2024	2023
Company	Type	Transactions with ADF Group Inc.	(In \$)	(In \$)
Groupe JPMP Inc.	Executives	Three executives of ADF Group are compensated through this company for their work within the Corporation, as stipulated in their contracts of employment (see Section 10 "Executive Compensation" of the Management Information Circular for the 2024 fiscal year).	1,286,140	1,247,155
ADF Group Inc.	Executives	Other compensation paid directly to Executives.	1,056,915	900,955

21. EXTERNAL FACTORS TO WHICH THE CORPORATION'S PERFORMANCE IS EXPOSED

21.1 Global Pandemic

A pandemic outbreak, as demonstrated by COVID-19, must now be considered in external factors that may influence ADF's performance. Although the type of pandemic or future variant is innumerable, and the impacts of these pandemics on the sector in which our Corporation operates can be multiple, the Corporation will now have to monitor this new risk. The measures taken by ADF to minimize the impacts of COVID-19 on all operations will serve as the basis for future years and will need to be adjusted, if necessary, according to the potential impacts of future pandemics.

21.2 Exchange Rate

The exchange rate fluctuation between the Canadian and U.S. dollars has an impact on the Corporation's results. Thus, a \$1.2 million foreign exchange loss was recorded for the fiscal year ended January 31, 2024, compared with a \$1.9 million foreign exchange loss for the 2023 fiscal year.

In order to minimize the impact of exchange rate fluctuations on its results, the Corporation implemented the following protective measures:

- Issuance of debts in U.S. dollars ;
- When advantageous, the raw material (steel) and welding products required for fabrication are purchased in U.S. dollars, and
- A foreign exchange policy to protect a portion of the net exchange risk between cash inflows and outflows denominated in U.S. dollars.

21.3 Operating Risks and Uncertainties

The following is a description of the Corporation's main operating risks and uncertainties:

a) Uncertainties Relating to the World Economy

The uncertainty related to the global economy could have a negative impact on the Corporation's business segment, i.e. the non-residential construction industry, particularly in North America, its primary market. At the date hereof, although the Corporation's order backlog will provide work for the next quarters, the uncertainty relating to the global economy could adversely affect the Corporation's revenues and profitability beyond that period.

b) Bonding Capacity and Irrevocable Letters of Credit

During the fiscal year ended January 31, 2024, the Corporation maintained the necessary bid bonds and/or letters of credit to its business partners, required for bids, as well as in the scope of contractual commitments, or other financial instruments, such as performance, payment and supply bonds, or an irrevocable letter of credit.

c) Operational Risks and Uncertainties That Could Have an Impact on the Corporation's Financial Position and Operating Results

Normally, ADF's contracts are performed under contractual arrangements at firm prices. ADF has developed and applies rigorous risk assessment and management practices to reduce the nature and extent of the financial, technical and legal risks specific to each of these contractual agreements. ADF's continued commitment to strict risk management practices when undertaking and executing contracts includes the technical risks assessment, legal review of contracts, application of tight cost controls and scheduling of projects, regular review of projects' revenues, costs and cash flows, and implementation of agreements aimed at generating positive cash flows from projects and other provisions aimed at mitigating risks.

The following items could have an impact on the Corporation's future financial position and operating results:

- Economic conditions could exert pressure on the profit margins on new projects to be negotiated with clients and have an impact on the order backlog and the award of new contracts ;
- Contractual changes overlapping two periods, that is, for which costs would have been recognized but no revenues recorded during a given period and no final settlement concluded with the client at the end of that period, could have an impact on the Corporation's results and cash flows in the following period, subsequent to the signing of this agreement ;
- An increase in the price of steel might be a risk, although it would be mitigated by the sale price adjustment clauses concluded with clients and included in contracts ;
- The risk associated with the fluctuations in interest rates is also mitigated by having a mix between fixed-rate and variable-rate debts, as well as available liquidities, when appropriate, that can generate financial revenues. This risk is also mitigated by the implementation of interest rate options that limit fluctuations in interest rates on a portion of the Corporation's variable debt ;
- Competition in the Corporation's business segment ;
- Economic dependency related to the concentration of its client base; the Corporation strives to mitigate this risk through its development strategy of broadening its geographical and market sectors ;
- The imposition by the United States, historically ADF's main market, of tariffs or other protectionist measures on imported processed steel ;
- Fluctuations in the exchange rate between the Canadian and U.S. dollars. However, this risk is mitigated in part by the foreign currency hedge policy adopted by the Corporation's Executive Officers, and
- The nature of contracts in hand, depending on the type of client, can influence the delay of collection. When these contracts are funded by government agencies, it is possible that the collection period of contract receivables is not impacted upward. However, the risk related to the collection is minimal given that these sums are actually guaranteed by government agencies. When these same contracts are funded by non-governmental organizations, Management believes that the vast majority of these accounts are not doubtful accounts since that they are with well-established companies.

22. FINANCIAL INSTRUMENTS

A significant number of items in the Corporation's Statement of Financial Position include financial instruments. The Corporation's financial assets consist of cash, cash equivalents, accounts receivable, contract assets, as well as derivative financial instruments, whose fair market value is positive. Financial liabilities include credit facilities, accounts payable and other current liabilities, contract liabilities, long-term debt and derivative financial instruments, whose fair market value is negative.

As at January 31, 2024 and 2023, the carrying amount of these financial instruments did not significantly differ from the fair market value, either because of their forthcoming maturity date (in the case of cash, cash equivalents, accounts receivable, contract assets and liabilities, credit facilities, and accounts payable and other current liabilities), or because the Corporation believed it could obtain similar conditions and schedules in the case of the long-term debt (excluding lease liabilities) or since they are re-evaluated at their fair value at the end of every period (in the case of derivative financial instruments) (see Note 24 "Financial Instruments" in the Consolidated Financial Statements for the fiscal year ended January 31, 2024).

Derivative financial instruments are typically used to manage the Corporation's foreign exchange and interest rate risk exposure. They are generally comprised of foreign exchange forward contracts and an interest rate swap.

The Corporation is mostly exposed to credit, liquidity and market risks, including exchange rate and interest rate risks, when using financial instruments. A description of how the Corporation manages these risks is included hereinabove in this MD&A Report, as well as in Note 23 "Financial Risk Management" in the Consolidated Financial Statements for the fiscal year ended January 31, 2024.

23. **ASSESSMENT OF THE EFFECTIVENESS OF DISCLOSURE CONTROLS AND PROCEDURES, AND INTERNAL CONTROL OVER FINANCIAL REPORTING**

In accordance with National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, disclosure controls and procedures have been designed to provide reasonable assurance that the information that must be presented in Corporation's interim and annual reports is accumulated and communicated to management on a timely basis, including the Chief Executive Officer and the Chief Financial Officer, so that appropriate decisions can be made regarding disclosure. Internal control over financial reporting has also been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS Accounting Standards.

The Chief Executive Officer and the Chief Financial Officer have evaluated the effectiveness of Corporation's disclosure controls and procedures as at January 31, 2024, as well as the effectiveness of Corporation's internal control over financial reporting as of the same date using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) on Internal Control – Integrated Framework (2013 Framework) and have concluded that they are effective.

During the quarter ended January 31, 2024, no changes were made to internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, internal controls and procedures.

24. **DISCLOSURE AND INSIDER TRADING POLICIES**

In accordance with its internal policies and guidelines, the Corporation diligently reports all relevant financial information. In addition, when the Corporation publishes its financial results or announces major contract awards or any other material information, it enforces a blackout period for its directors and managers, as well as for its personnel who wishes to trade on ADF Group's securities, in order to ensure compliance and transparency of any trading by persons regarded as insiders. With regard to the employees, this blackout period can, under the circumstances, be either enforced for all the Corporation's employees or limited to a more restricted number of employees according to their knowledge of privilege information concerning the event to be disclosed.

25. **MATERIAL ACCOUNTING POLICIES, UNCERTAINTY RELATING TO ESTIMATES AND CRITICAL ACCOUNTING JUDGMENTS**

ADF's material accounting policies is described in Note 2 "Material Accounting Policies" of the Notes to Consolidated Financial Statements for the Fiscal Year Ended January 31, 2024.

The preparation of financial statements in accordance with IFRS Accounting Standards, requires Management to make judgements in the application of accounting policies used and to make estimates and assumptions that affect the reported amounts of assets and liabilities, as well as the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the periods. Because financial reporting involves accounting judgements and entails the use of estimates, actual results could differ from those estimates. Underlying estimates and assumptions are periodically reviewed, and the impact of any changes is recognized immediately.

The significant accounting judgements and estimates used by the Corporation to prepare the financial statements are:

25.1 **Revenue Recognition**

The identification of revenue-generating contracts with customers, the identification of performance obligations, the determination of the transaction price and its allocation between identified performance obligations, the use of the appropriate revenue recognition method (over time or at a specific point in time) for each performance obligation and the measure of progress for performance obligation satisfied over time are the main aspects of the revenue recognition process, all of which require judgment and the use of assumptions.

The transaction price corresponds to the amount of consideration to which the Corporation expects to be entitled in exchange for transferring promised goods or services to a customer. Such amount may require the Corporation to estimate an amount of a variable consideration, notably from estimated volume of work, claims and unpriced contract modifications, incentives or penalties, among others. Furthermore, the Corporation needs to constraint the transaction price by including only the amount for which it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. The amount of variable consideration to be included in the transaction price of a given contract is determined by using various estimates and assumptions, which could be based on historical experience with the same customer or other similar contracts, third-party assessments, legal interpretation of relevant contractual clauses and probabilistic methodologies, among others. Due to the uncertain nature of the estimations, the amount of a variable consideration may vary significantly over time. Such estimated amount of a variable consideration then needs to be updated at the end of each reporting period.

The determination of anticipated costs for completing a contract is based on estimates that can be affected by a variety of factors such as potential variances in scheduling and cost of materials along with the availability and cost of qualified labour and subcontractors, productivity, and possible claims from subcontractors. A change in any of those factors could affect revenues recognition.

25.2 **Assessment and Amortization of Long-Lived Assets**

Management reviews the useful lives of its amortizable assets at each reporting date. The carrying amounts are analyzed at the end of each fiscal year. Actual results could however differ because of technical obsolescence, particularly with regards to hardware and software.

25.3 **Significant Judgment in Determining the Lease Term of Contracts**

The Corporation determines the lease term as the non-cancellable period of the lease, together with any periods covered by an option to extend the lease, if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Corporation applies judgment in assessing whether it is reasonably certain to exercise its options to extend its leases or to not exercise its options to terminate its leases, by considering all facts and circumstances that create an economic incentive to exercise an extension option or not to exercise a termination option. The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the Corporation's control.

25.4 **Income Taxes**

The Corporation calculates the income tax expense for each jurisdiction where it operates. However, the actual income tax amounts become definitive only upon the filing of income tax returns and acceptance thereof by the competent authorities, which occur after the financial statements are published.

Judgements must periodically be made to determine if deferred income tax assets must be recognized in the Consolidated Statement of Financial Position. Deferred income tax assets, including unused tax losses, require Management to assess whether the Corporation will generate taxable income in subsequent periods, in order to use deferred income tax assets. Once the assessment is done, if the Corporation believes that it is likely that a portion of its deferred income tax assets will not be realized, the deferred income tax asset is derecognized. The estimate of future taxable income is based on cash flow from operations forecasts and applicable tax laws in effect in each jurisdiction. Should future cash flows and taxable profit differ materially from these estimates, it could have an impact on the Corporation's ability to realize the net deferred income tax assets at the reporting date of the financial position.

25.5 **Impairment of Non-Financial Assets**

ADF's Management makes judgments in assessing whether changes to certain factors would be considered an indicator of impairment, which include both internal and external factors such as:

- changes in signed backlog,
- changes in adjusted EBITDA margin,
- changes in EBITDA multiples of comparable companies, and
- the Corporation's market capitalization compared to its net assets.

An impairment loss is recognized, if any, for the amount by which an assets or CGUs (cash-generating units) carrying amount exceeds its recoverable amount, which is the higher of fair value less cost of disposal and value in use.

For the purpose of assessing the potential impairment of the Corporation's non-financial assets, management would use the fair value less costs of disposal model to estimate the fair value based on earnings before interest depreciation and amortization (EBITDA) multiple approach. The significant assumptions, which affect the financial analysis include revenues, operating costs and margins, foreign exchange rates and comparable companies EBITDA multiple. These estimates are subject to certain risks and uncertainties that may affect the determination of the recoverability of the Corporation's non-financial assets.

As at January 31, 2024 and 2023, the management of the Corporation has determined that there is no indicator of impairment and therefore no impairment test has been performed.

26. **ENVIRONNEMENT**

ADF's operations are subject to various laws and regulations adopted by federal, provincial, state and local governments pertaining to environmental protection.

The Corporation's Terrebonne and Great Falls facilities were built on vacant lands. The operations that could have a potential impact on the environment are welding, which generates smoke, and equipment maintenance, which generates waste oil, and industrial coating, which generate fumes and vapours. ADF has installed appropriate pollution control equipment in order to comply with the existing laws and regulations and ensures to perform in the normal course of business, the investments required to meet the highest standards.

Waste oil is recuperated by specialized firms. The Corporation has the necessary environmental certificates of authorization for its facilities and for all expansion phases subsequently carried out.

Moreover, as part of the construction of its new paint shop in Terrebonne, the Corporation updated its environmental certificate of authorization for all its operations located in Terrebonne, including its fabrication plant. Following these investments, ADF Group's facilities in Terrebonne meet the highest environmental standards. More recently, during the fiscal year ended January 31, 2022, as part of the new financing that the Corporation obtained, the Corporation conducted phase I and phase II environmental assessments at its Terrebonne, Quebec site, which did not identify any deficiencies or contaminants requiring corrective action in accordance with applicable environmental standards.

For the fiscal years ended January 31, 2024 and 2023, and taking into account the preceding paragraph, the requirements with regard to environmental protection did not have a significant financial or operational impact on the Corporation's capital expenditures, net income and competitive position. The Corporation does not expect to incur any costs outside the normal course of business to comply with environmental requirements.

27. SUSTAINABLE DEVELOPMENT

During the fiscal year ended January 31, 2024, the Corporation began a process to adopt a Sustainable Development Policy. Established around the three ESG axes (environment, social and governance), ADF will identify in the coming months the key objectives for each of these three axes while endowing itself with targets and means to achieve these targets.

Since the beginning of the fiscal year 2024, ADF has implemented several initiatives that will allow the Corporation to move forward in this process, including setting up a Sustainable Transition committee. This committee, which is made up of ADF employees, will allow the Corporation to keep its employees up to date with the latest developments, while allowing ADF Management to have ongoing feedback.

The Corporation has also retained the services of an external firm to assess how ADF manages its energy, and measures its Scope 1, 2 and 3 greenhouse gas (GHG) emissions, water and residual materials for all ADF Group facilities, both in Canada and in the United States. The results of this assessment are now being analyzed and will be incorporated into the Sustainable Development objectives that the Corporation will adapt in the coming quarters. In the meantime, the Corporation produced its first-ever Sustainability Report, which is available with all public disclosure documents for the fiscal year ended January 31, 2024, as well as on the Corporation's website (www.adfgroup.com), which highlights the Corporation's sustainability initiatives.

Several other initiatives, including the recycling and composting of waste generated by ADF's operation have been set in motion. The Corporation will continue to provide regular quarterly update in its MD&A Reports, including the findings of the report on energy and scope 1, 2 and 3 GHG, water and residual materials, and possible solution and objectives to improve its overall performance.

28. HUMAN RESOURCES

As at January 31, 2024, the Corporation employed a total of 550 people across its head office, fabrication complex and paint shop in Terrebonne, Quebec, Canada, and its office, fabrication plant and paint shop in Great Falls, Montana, U.S.A., and as well as the sales office and various construction sites in the United States.

29. SUBSEQUENT EVENT

Dividend

On April 10, 2024, the Corporation's Board of Directors approved a semi-annual dividend of \$0.01 per share payable on May 15, 2024, to Shareholders of Record as at April 26, 2024.

30. OUTLOOK

The fiscal year that closed on January 31, 2024, saw the Corporation reach several important objectives. Revenues exceeded the \$300 million mark, while the order backlog topped the \$500 million as at January 31, 2024. These targets are in addition to the liquidity growth of more than \$65 million and net income of more than \$37 million, which is more than twice the net income recorded a year ago, on January 31, 2023. This performance was noticed by the financial market as evidenced by the performance of ADF shares (TSX: DRX), which went from \$2.12 per share on January 31, 2023, to \$8.00 per share as at January 31, 2024, representing an increase of 377%.

These results reflect the efforts put forward by ADF during the past years, from the construction of its state-of-the-art plant in Great Falls, Montana nearly 10 years ago to the fabrication processes robotization and automation investment program at ADF's Terrebonne plant in Quebec. During this period, ADF has invested approximately \$110 million in its infrastructure to position itself as a North American leader in the fabrication of all types of steel structures and heavy steel components. We are reaping the benefits of this work and the sustained efforts of all ADF employees.

In light of ADF's order backlog as at January 31, 2024, Management is confident that it will be able to continue to grow the Corporation's revenues for the fiscal year beginning February 1, 2024.

That said, the work has only just begun. While we are proud of the progress and results of the fiscal year ended January 31, 2024, we continue our efforts to grow ADF's order backlog and achieve operational excellence. The uncertainties in the markets served by the Corporation remain and we will remain vigilant in order to continue ADF's healthy growth.

31. **ADDITIONAL INFORMATION**

The Corporation regularly discloses information through press releases, quarterly and annual reports and the Annual Information Form, available on the Corporation's website at www.adfgroup.com and the SEDAR (System for Electronic Document Analysis and Retrieval) website at www.sedar.com.

Mr. Jean-Francois Boursier, CPA

Ms. Marise Paschini

(signed)

(signed)

Chief Financial Officer

Executive Vice-President, Treasurer and Corporate secretary

Terrebonne, Quebec, Canada, April 10, 2024

MANAGEMENT'S REPORT

To Our Shareholders

ADF Group Inc.'s (the "Corporation") consolidated financial statements and Management's Discussion and Analysis ("MD&A Report") and all other information in the Annual Report, are the responsibility of the Corporation's Management and have been approved by its Board of Directors.

The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). The MD&A Report has been prepared in accordance with the requirements of Canadian securities regulators. The consolidated financial statements and MD&A Report include items that are based on Management's best estimates and judgments. Financial information provided elsewhere in the Annual Report is consistent with that shown in the consolidated financial statements.

Management maintains accounting and internal control systems that are designed to provide reasonable assurance that financial information is reliable and assets are safeguarded.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for the financial reporting and ultimately responsible for reviewing and approving the consolidated financial statements and MD&A Report. The Board of Directors carries out this responsibility principally through its Audit Committee, consisting of independent directors. The Audit Committee reviews the Corporation's consolidated financial statements and MD&A Report and formulates the appropriate recommendations to the Board of Directors. The independent auditor appointed by the shareholders has full access to the Audit Committee, with or without Management being present.

The consolidated financial statements have been audited by PricewaterhouseCoopers LLP, independent auditor, in accordance with Canadian generally accepted auditing standards on behalf of the shareholders. The independent auditor's report, hereafter, outlines the scope of its audits and set forth its opinion on the consolidated financial statements.

Jean Paschini

Jean-François Boursier, CPA

(signed)

(signed)

Chairman of the Board of Directors and Chief Executive Officer

Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT



Independent auditor's report

To the Shareholders of ADF Group Inc.

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of ADF Group Inc. and its subsidiaries (together, the Corporation) as at January 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

What we have audited

The Corporation's consolidated financial statements comprise:

- the consolidated statements of financial position as at January 31, 2024 and 2023;
- the consolidated statements of income for the years then ended;
- the consolidated statements of comprehensive income for the years then ended;
- the consolidated statements of changes in shareholders' equity for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

PricewaterhouseCoopers LLP
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"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.



Key audit matters

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

Key audit matter	How our audit addressed the key audit matter
Revenue recognition – total anticipated costs on cost-plus contracts with ceilings and on fixed-price contracts <i>Refer to note 2 – Summary of significant accounting policies and note 3 – Estimation uncertainty and critical accounting judgments to the consolidated financial statements.</i> For the year ended January 31, 2024, revenue from cost-plus contracts with ceilings and from fixed price contracts make up a significant portion of the Corporation's total revenues of \$331 million. Revenue from contracts with customers is recognized, for each performance obligation, either over a period of time or at a specific point in time, depending on which method reflects the transfer of control of the goods or services underlying the performance obligation to the customer. For performance obligations satisfied over time, such as for cost-plus and fixed price contracts, the Corporation recognizes revenue over time using an input method, based on costs incurred to date relative to total anticipated costs at completion, to measure progress toward satisfying such performance obligations. Under this method, costs that do not contribute to the performance of the Corporation in transferring control of goods or services to the customer are excluded from the measurement of progress toward satisfying the performance obligation. In any event, when the total anticipated costs exceed the total anticipated revenues on a contract, such loss is recognized in its entirety in the period it becomes known.	Our approach to addressing the matter included the following procedures, among others: - Tested how management determined the total anticipated costs for a sample of contracts, which included evaluation of the reasonableness of the costs to complete the contract, as follows: - Obtained and read contract agreements, and change orders when applicable, to understand contract scope and key terms; - Evaluated the timely identification by management of circumstances that may warrant a modification to the total anticipated costs including, but not limited to, contracts subject to claims and contract modifications; - Interviewed operational personnel of the Corporation to evaluate progress to date, the total anticipated costs to be incurred, and factors impacting the amount of time and cost to complete the contract and considered consistency with supporting documents; - Compared the original margin expected on the contract to the actual margin to date; and - Compared the costs incurred and the anticipated costs to complete to the original total anticipated costs. - Tested on a sample basis the costs incurred to supporting documents.



Key audit matter

The determination of total anticipated costs for completing a contract is based on estimates that can be affected by a variety of factors, such as potential variances in scheduling and cost of materials along with the availability and cost of qualified labour and subcontractors, productivity, and possible claims from subcontractors. A change in any of those factors could affect revenue recognition.

We considered this a key audit matter due to the significant judgments made by management when estimating anticipated costs. This in turn led to significant auditor judgments and audit effort in performing procedures to evaluate the total anticipated costs, including the assessment of management's judgments about its ability to estimate costs required to complete the contract.

How our audit addressed the key audit matter

- Compared the original total anticipated costs to the total costs incurred for contracts completed during the year.

Other information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis, which we obtained prior to the date of this auditor's report and the information, other than the consolidated financial statements and our auditor's report thereon, included in the annual report, which is expected to be made available to us after that date.

Our opinion on the consolidated 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 consolidated 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 consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard. When we read the information, other than the consolidated financial statements and our auditor's report thereon, included in the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



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

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

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

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

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

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

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

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

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

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

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

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

/s/PricewaterhouseCoopers LLP¹

Montréal, Quebec
April 10, 2024

¹ CPA auditor, public accountancy permit No. A116819

CONSOLIDATED FINANCIAL STATEMENTS

Fiscal Years Ended January 31, 2024 and 2023

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at January 31,	2024	2023
(In thousands of Canadian dollars)	\$	\$
ASSETS		
Current assets		
Cash and cash equivalents	72,379	7,193
Accounts receivable (Note 4)	77,844	90,921
Current income tax assets	115	714
Contract assets (Note 13)	44,862	42,541
Inventories (Note 5)	13,534	10,679
Investment tax credit (note 6)	3,112	—
Prepaid expenses and other current assets	3,730	2,332
Total current assets	215,576	154,380
Non-current assets		
Property, plant and equipment (Note 6)	86,615	90,378
Right-of-use assets (Note 7)	21,173	21,848
Intangible assets (Note 8)	3,925	3,640
Deferred income tax assets (Note 18)	266	—
Other non-current assets	1,050	1,371
Total assets	328,605	271,617
LIABILITIES		
Current liabilities		
Accounts payable and other current liabilities (Note 10)	55,441	39,985
Current income tax liabilities	—	235
Contract liabilities (Note 13)	46,168	44,533
Other current liabilities	—	964
Current portion of lease liabilities (Note 7)	827	806
Current portion of long-term debt (Note 11)	3,040	2,258
Total current liabilities	105,476	88,781
Non-current liabilities		
Long-term debt (Note 11)	42,138	44,927
Lease liabilities (Note 7)	2,839	3,528
Deferred income tax liabilities (Note 18)	15,876	9,240
Other non-current liabilities	146	156
Total liabilities	166,475	146,632
SHAREHOLDERS' EQUITY		
Capital stock (Note 12)	68,127	68,127
Contributed surplus	6,435	6,435
Accumulated other comprehensive income	8,283	8,107
Retained income	79,285	42,316
Total shareholders' equity	162,130	124,985
Total liabilities and shareholders' equity	328,605	271,617

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

ON BEHALF OF THE BOARD OF DIRECTORS,

Director

Director

(signed)

Jean Paschini

(signed)

Guy Pelletier, CPA, ASC

CONSOLIDATED STATEMENTS OF INCOME

Fiscal Years Ended January 31,	2024	2023
(In thousands of Canadian dollars, except the number of shares and the amounts per share)	\$	\$
Revenues (Notes 13 and 25)	331,023	250,890
Cost of goods sold (Note 14)	258,102	215,321
Gross Margin	72,921	35,569
Selling and administrative expenses (Note 14)	22,782	14,773
Net financial expenses (Note 17)	2,573	1,999
Foreign exchange loss	1,160	1,943
	26,515	18,715
Income before income tax expense	46,406	16,854
Income tax expense (Note 18)	8,784	1,919
Net income for the fiscal year	37,622	14,935
Earnings per share		
— Basic and diluted per share (Note 19)	1.15	0.46
Average number of outstanding basic and diluted shares (in thousands) (Note 19)	32,640	32,640

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Fiscal Years Ended January 31,	2024	2023
(In thousands of Canadian dollars)	\$	\$
Net income for the fiscal year	37,622	14,935
Other comprehensive income (loss):		
Exchange differences on translation of foreign operations ^(a)	176	2,246
Comprehensive income for the fiscal year	37,798	17,181

a) Will subsequently be reclassified to net income.

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

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Capital Stock (Note 12)	Contributed Surplus	Accumulated Other Comprehensive Income	Retained Income	Total
(In thousands of Canadian dollars)	\$	\$	\$	\$	\$
Balance, February 1, 2022	68,120	6,435	5,861	28,034	108,450
Net income for the fiscal year	—	—	—	14,935	14,935
Other comprehensive income	—	—	2,246	—	2,246
Comprehensive income for the fiscal year	—	—	2,246	14,935	17,181
Dividends	—	—	—	(653)	(653)
Shares issuance upon exercise of options	7	—	—	—	7
Balance, January 31, 2023	68,127	6,435	8,107	42,316	124,985

	Capital Stock (Note 12)	Contributed Surplus	Accumulated Other Comprehensive Income	Retained Income	Total
(In thousands of Canadian dollars)	\$	\$	\$	\$	\$
Balance, February 1, 2023	68,127	6,435	8,107	42,316	124,985
Net income for the fiscal year	—	—	—	37,622	37,622
Other comprehensive income	—	—	176	—	176
Comprehensive income for the fiscal year	—	—	176	37,622	37,798
Dividends	—	—	—	(653)	(653)
Balance, January 31, 2024	68,127	6,435	8,283	79,285	162,130

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

Fiscal Years Ended January 31,	2024	2023
(In thousands of Canadian dollars)	\$	\$
OPERATING ACTIVITIES		
Net income for the fiscal year	37,622	14,935
Non-cash items:		
Amortization of property, plant and equipment (Note 6)	4,612	4,118
Amortization of right-of-use assets (Note 7)	753	835
Amortization of intangible assets (Note 8)	435	370
Gain on disposal of property, plant and equipment	(31)	(802)
Unrealized (gain) loss on derivative financial instruments	(1,168)	968
Unrealized foreign exchange gain	(176)	(1,158)
Share-based compensation (Note 12)	4,576	724
Income tax expense (Note 18)	8,784	1,919
Government grants (Note 14)	—	(1,280)
Net financial expenses (Note 17)	2,573	1,999
Others	811	(250)
Net income adjusted for non-cash items	58,791	22,378
Change in non-cash working capital items (Note 20)	19,162	(25,850)
Income tax recovery (paid)	(93)	860
Cash flows from (used in) operating activities	77,860	(2,612)
INVESTING ACTIVITIES		
Acquisition of property, plant and equipment (Note 6)	(5,768)	(11,463)
Acquisition of intangible assets (Note 8)	(720)	(698)
Others	222	80
Cash flows used in investing activities	(6,266)	(12,081)
FINANCING ACTIVITIES		
Issuance of long-term debts (Notes 11 et 20)	—	20,000
Repayment of the long-term debt (Note 20)	(2,296)	(2,216)
Payment of lease liabilities (Note 20)	(686)	(804)
Dividends paid	(653)	(653)
Interest paid	(3,053)	(2,177)
Others	—	7
Cash flows (used in) from financing activities	(6,688)	14,157
Impact of fluctuations in foreign exchange rate on cash and cash equivalents	280	599
Net change in cash and cash equivalents during the fiscal year	65,186	63
Cash, and cash equivalents, beginning of fiscal year	7,193	7,130
Cash and cash equivalents, end of fiscal year	72,379	7,193

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Fiscal Years Ended January 31, 2024 and 2023

All tabular figures are in thousands of Canadian dollars (CA\$) and in dollars per share, unless otherwise specified.

NOTE 1 NATURE OF BUSINESS

ADF GROUP INC. ("ADF", "ADF Group" or "the Corporation") is the parent company and is incorporated under the *Canada Business Corporations Act*. Its head office is located at 300 Henry-Bessemer Street, in Terrebonne, Quebec. The Corporation's securities are traded on the Toronto Stock Exchange under the ticker symbol DRX. The Corporation operates two fabrication plants and two paint shops, in Canada and in the United States. The Corporation concentrates its activities in the design and engineering of connections, fabrication, including industrial coating, and the installation of complex steel superstructures, heavy steel built-ups, as well as miscellaneous and architectural metalwork. The Corporation's products and services are intended for the following five principal segments of the non-residential construction industry: office towers and high-rises, commercial and recreational buildings, airport facilities, industrial complexes, and transport infrastructure.

The consolidated financial statements were approved by the Corporation's Board of Directors on April 10, 2024 and were signed on its behalf.

NOTE 2 MATERIAL ACCOUNTING POLICIES

The material accounting policies are summarized below. These policies have been consistently applied to all the periods presented, except as otherwise stated.

2.1 Basis of Assessment

The consolidated financial statements are established in accordance with the International Financial Reporting Standards issued by the *International Accounting Standards Board* ("IFRS Accounting Standards"), and have been prepared under the historical cost convention, except for the evaluation of certain financial instruments, which are measured at their fair value, as described in the accounting policies hereinafter. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

2.2 Principles of Consolidation

The consolidated financial statements include the accounts of the Corporation and its subsidiaries. Subsidiaries are entities which the Corporation controls by having the power to govern the financial and operating policies. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Corporation controls another entity. Subsidiaries are fully consolidated from the date on which control is obtained by the Corporation and are de-consolidated from the date that control ceases. Inter-company transactions and balances have been eliminated.

As at January 31, 2024 and 2023, the percentage of ownership held directly or indirectly by the Corporation in its subsidiaries was 100%. These subsidiaries are all incorporated in the United States, and are summarized as follows:

Subsidiaries	Activity Sectors
ADF Group USA Inc.	Holding
ADF Industrial Coating Inc.	Sales and surface treatment
ADF International Inc.	Sales, fabrication and steel erecting services
ADF Steel Corp.	Sales and other services
ADF Structural Steel Inc.	Sales, fabrication, steel erecting and engineering services

2.3 Foreign Currency Translation**2.3.1 Functional and Reporting Currency**

Items included in each of the Corporation's entities financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Corporation's functional currencies are the Canadian dollar for its Canadian entity, and the US dollar for its U.S. entities. The consolidated financial statements are presented in Canadian dollars, which is the Corporation's reporting currency.

The financial statements of entities whose functional currency differs from that of the Corporation (foreign operations) are translated into Canadian dollars as follows:

- Assets and liabilities – at the closing rate at the date of the statement of financial position, and
- Revenues and expenses – at the average rate of the monthly period (considered a reasonable approximation to the actual rates in effect at the date of transactions).

All resulting changes are recognized in other comprehensive income (loss) as exchange differences on translation of foreign operations.

When the Corporation disposes of its entire interest in a foreign operation, the accumulated exchange differences in other comprehensive income (loss) related to the foreign operation are reclassified in net income.

2.3.2 Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Translation differences resulting from the settlement of foreign currency transactions and from the translation at the exchange rates effective at the reporting date of monetary assets and liabilities denominated in currencies other than the operation's functional currency of the Corporation are recognized in "Foreign Exchange Loss (Gain)" in the Consolidated Statement of Income.

2.4 Revenue Recognition

Fabrication and installation are considered as a single performance obligation and are therefore recognized in revenues from contracts with customers, either over a period of time or at a specific point in time, depending on which method reflects the transfer of control of the goods or services underlying the performance obligation to the customer.

For performance obligations satisfied over time, such as cost-plus and fixed price contracts, the Corporation recognizes revenue over time using an input method, based on costs incurred to date relative to total estimated costs at completion, to measure progress toward satisfying such performance obligations. Under this method, costs that do not contribute to the performance of the Corporation in transferring control of goods or services to the customer are excluded from the measurement of progress toward satisfying the performance obligation. For certain contracts, notably certain cost-plus contracts or unit-rate contracts, the Corporation recognizes revenue based on its right to consideration when such amount corresponds directly with the value to the customer of the entity's performance completed to date. In certain other situations, the Corporation might recognize revenue at a point in time, when the criteria to recognize revenue over time are not met. In any event, when the total anticipated costs exceed the total anticipated revenues on a contract, such loss is recognized in its entirety in the period it becomes known.

The amount of revenue recognized by the Corporation is based on the transaction price allocated to each performance obligation. Such transaction price corresponds to the amount of consideration to which the Corporation expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. The transaction price includes, among other things and when applicable, an estimate of variable consideration only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Variable consideration is usually derived from incentives, performance bonuses and penalties, and could include claims and unpriced contract modifications. When a contract includes a significant financing component, the value of such component is excluded from the transaction price and is recognized separately as financial revenue or expense, as applicable.

The Corporation accounts for a contract modification, which consists of a change in the scope or price (or both) of a contract, as a revenue adjustment on a cumulative catch-up basis at the date of contract modification.

Contract related balances include contract assets and liabilities presented separately in the consolidated statements of financial position.

- Contract assets are recognized when goods or services are transferred to customers before consideration is received or before the Corporation has an unconditional right to payment for performance completed to date. Contract assets are subsequently transferred to the accounts receivable when the right of payment becomes unconditional. When this right arises, the Corporation's bills the client, usually monthly, according to the negotiated payment schedule, which varies from client to client. Contract assets comprise cost incurred and recorded margins in excess of advances and progress billings on contracts.
- Contract liabilities are recognized when amounts are received or to be received from customers in advance of transfer of goods or services. Contract liabilities are subsequently recognized in revenue as or when the Corporation performs under contracts. Contract liabilities include advances and progress billings in excess of costs incurred and recorded margin on contracts.

A net position of contract asset or contract liability is determined for each contract. The cash flows in respect of advances and progress billings, including amounts received from third parties, are classified as cash flows from operating activities.

2.5 Cash and Cash Equivalents

Cash includes cash on hand and bank balances. Cash equivalents are short-term investments, with maturities at the time of acquisition generally not exceeding three (3) months or redeemable at any time at full value and for which the risk of change in value is not significant. Bank overdrafts are presented as current liabilities, where applicable.

2.6 Inventories

Inventories, predominantly raw material (steel), are valued at the lower of cost or net realizable value. The cost is determined using the specific cost method. The net realizable value is the estimated selling price less the estimated costs required to realize the sale. An impairment is recognized if the carrying amount exceeds the net recoverable value. The impairment amount may be reversed during a subsequent period when circumstances justifying that impairment no longer exist.

2.7 Property, Plant and Equipment and Amortization

Property, plant and equipment are recorded at cost, less accumulated amortization and accumulated impairment. The cost includes expenses that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, where appropriate, only when it is likely that future economic benefits associated with the item will flow to the Corporation and the cost of this asset can be measured reliably. Costs of maintenance and repair are recorded as expenses in the consolidated statement of income in the period in which they are incurred.

The main property, plant and equipment categories are amortized using the straight-line method, which allocates the costs of depreciable assets over the estimated useful life of a component, as follows:

- Buildings and improvement to lands over periods varying from 15 to 110 years;
- Equipment and overhead cranes over periods varying from 2 to 30 years, and
- Office furniture, rolling stock and computer hardware over periods varying from 3 to 30 years.

The Corporation allocates the initially recognized amount of property, plant and equipment to its significant components and depreciates each component separately. The carrying amount of a replaced component is derecognized upon replacement. The residual value, amortization method and useful life of property, plant and equipment are reviewed every year and adjusted as required.

2.8 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that require a substantial period of time to get ready for their intended use, are added to the cost of those assets until all the activities necessary to prepare the asset for its intended use are complete. Capitalized borrowing costs for significant acquisition, construction or production of qualifying assets, which are financed through non directly attributable sources, are calculated using the actual interest rate, and if not available, the Corporation's long-term borrowing rate. All other borrowing costs are recognized as financial expenses in the Consolidated Statement of Income in the period in which they are incurred.

2.9 Intangible Assets and Amortization

Identifiable intangible assets, which are mainly made up of software with a determined useful life are recognized at cost and amortized at fixed rates based on their estimated useful life that is, based on the straight-line method on a 3 to 24-year period.

The amortization method and useful life of intangible assets are reviewed every year and adjusted as required.

2.10 Impairment of Non-Financial Assets

Non-financial assets are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or "CGU"). The recoverable amount is the higher of an asset's fair value less costs to sell and value in use, being the present value of the expected future cash flows of the relevant asset or CGU.

The impairment losses, as well as profits and losses resulting from the disposal of non-financial assets, are included in the Consolidated Statement of Income. The Corporation evaluates impairment losses for potential reversals when events or circumstances warrant such consideration.

2.11 Lease Agreements

The Corporation leases various office space, equipment, office furniture, rolling stock and computer hardware. Lease agreements are typically made for fixed periods of 2 to 6 years and may be subject to extension options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

- On the date of conclusion of a contract, the Corporation assesses whether the contract is, or contains, a lease agreement according to whether it confers the right to control the use of a specific asset for a certain period of time in return for consideration. Where this is the case, the Corporation accounts for the leases as a right-of-use asset and a corresponding lease liability is recorded on the lease start date, that is, the date the underlying asset is available for use.

The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. The Corporation amortizes the right-of-use asset is amortized over the shorter of the asset's useful life or the lease term on a straight-line basis except for lease agreements that have the effect, at the end of their term, of transferring ownership to the Corporation the property of the underlying good. In that event, the Corporation amortizes the right-of-use assets until the end of the useful life. The Corporation reviews the right-of-use assets for impairment whenever there is an indication that the right-of-use assets may be impaired.

- The lease liability is measured at the present value of lease payments to be made over the lease term, discounted using the Corporation's incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily available. Lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on index or a rate and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Corporation or payment of penalties for termination of a lease. Each lease payment is allocated between the repayment of the principal portion of lease liability and the interest expense. The interest expense is charged income over the lease period. Payments associated with short-term leases (twelve months or less) and leases of low-value assets are recognized on a straight-line basis as an expense in the Consolidated Statement of Income.
- After the commencement date, the carrying amount of lease liabilities is increased to reflect the accretion of interest and reduced to reflect lease payments made. In addition, the carrying amount of lease liabilities is revaluated when there is a change in future lease payments arising from a change in an index or specified rate, if there is a modification to the lease terms and conditions, a change in the estimate of the amount expected to be payable under residual value guarantee, or if the Corporation changes its assessment of whether it will exercise a termination, extension or purchase option. The revaluation amount of the lease liabilities is recognized as an adjustment to the right-of-use asset, or in the Consolidated Statement of Income when the carrying amount of the right-of-use asset is reduced to zero.

2.12 Income Tax

Income tax expense includes current and deferred income tax expenses. Income tax is recognized in the Consolidated Statement of Income except to the extent that it relates to items recognized directly in other comprehensive income (loss) or in shareholders' equity, in which case, the income tax is also recognized directly in other comprehensive income (loss) or in shareholders' equity as appropriate.

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

In general, deferred income tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the closing date and are expected to apply when the deferred income tax asset or liability is settled. A deferred income tax asset is recognized to the extent that the Corporation establishes that it is likely that there will be future taxable profit against which deductible temporary differences and unused tax losses can be allocated.

The Corporation recognizes a deferred income tax assets or liabilities for all temporary differences generated by investments in subsidiaries, except when the Corporation controls the date on which the temporary difference will reverse, and it is likely that such temporary difference will not reverse in the foreseeable future.

The Corporation's deferred income tax assets and liabilities are classified as non-current assets and liabilities in the Consolidated Statement of Financial Position. They are offset only when the Corporation has a right and the intention to offset these tax assets and liabilities from the same tax authority.

2.13 Tax Credits and Government Grants

In the course of its business, the Corporation may receive government grants, which are recorded against the expenses or in reduction of the related capital assets. The Corporation also benefits from tax credits derived from investments, jobs creation, labor force training and scientific research and experimental development ("SR&ED") activities. These tax credits are also recorded using the cost reduction method, under which the tax credits related to eligible expenditures, capitalized or expensed, as long as their realization is reasonably assured, are recognized in reduction of the related costs during the period in which they are incurred.

Tax credits and government grants receivable are discounted when the effect of the time value of money is material.

2.14 Share-Based Compensation and Other Share-Based Payments

a) Deferred Share Units ("DSU")

The DSU Plan allows every external director, who elects to participate, to defer in whole or in part his director's compensation (including annual and attendance fees), by choosing to receive this compensation in the form of DSU. When an external director elects to participate in this plan, the Corporation credits the director's account for a number of units equal to the deferred compensation, divided by the market value of the Corporation's subordinate voting shares calculated using the average closing price of the five (5) trading days preceding the date of award. DSU are not convertible into shares of the Corporation and do not result in a dilution to shareholders.

In addition, and independently to DSU that can be granted to external directors for the purposes of deferring their directors' compensation, the DSU Plan also allows the Corporation's Board of Directors to grant, at its discretion, DSU to any external director, executive officer and key employee. If it sees fit, the Board of Directors can attach conditions related to time and/or to the Corporation's performance to the vesting of these DSU. In the event a condition is attached to a DSU, every unvested DSU at the date of repurchase will be cancelled without consideration. However, in the event of a change of control, unvested DSU will be considered vested, immediately prior to the occurrence of this change of control.

These DSU usually vest gradually over a 2 to 5-year period, at a rate of 20% to 50% per year. The vested DSU will be bought back in cash by the Corporation on the date its holder ceases to be an officer or employee of the Corporation by reason of death, retirement or loss of function as director, officer or employee.

When the Corporation pays dividends on subordinate voting shares, the accounts of the Directors, Executive Officers and key employees are credited for the amount in the form of additional units using the same calculation method previously described.

For each DSU awarded and changes in the fair value, the Corporation recognizes a compensation expense with the counterpart entry in "Accounts Payable and Other Current Liabilities" of the Consolidated Statement of Financial Position.

b) Performance Share Units Plan ("PSU")

As part of its long-term compensation plan, the Corporation may issue PSU to its Executive Officers and key employees. PSU are not convertible into shares of the Corporation and do not result in dilution for shareholders. The acquired PSU are only redeemable in cash by the Corporation upon the expiration of three (3) years after their grant (the "PSU Settlement Date"), subject to the achievement of financial targets. PSU tranches whose vesting conditions have not been met on the applicable vesting date are canceled, without compensation.

A PSU also entitles holders to receive additional units each time dividends are paid on the Corporation's subordinate voting shares.

The Corporation recognizes the compensation expense is in the Consolidated Statement of Income over the vesting period and the counterpart is recognized in current liabilities in the Consolidated Statement of Financial Position. Changes in fair value between the grant date and the valuation date result in a change in liability and compensation expense.

The fair value of a PSU at any given date (for example, its grant date, vest date or PSU settlement date, etc.) is equal to the market value of the subordinate voting shares of the Corporation on that date, calculated using the average closing price subordinate voting shares of the Corporation on the Toronto Stock Exchange during the five (5) trading days immediately preceding that date.

2.15 Earnings Per Share

Basic earnings per share is obtained by dividing net income for the period attributable to Corporation's shareholders by the weighted average number of all shares issued and outstanding shares with voting rights during the period.

Diluted earnings per share are obtained by dividing basic net income by the sum of the weighted average number of voting shares used to calculate basic earnings per share and the weighted average number of voting shares that would be issued if all of the potentially dilutive outstanding voting shares were converted using the treasury stock method for stock options.

2.16 Financial Instruments

Financial assets and financial liabilities, including derivatives, are recognized in the Consolidated Statement of Financial Position when the Corporation becomes a party to the financial instrument or derivative contract.

a) Classification

At the initial recognition, the Corporation determines the classification of its financial assets and its financial liabilities in the following measurement categories:

- Those to be measured subsequently at fair value, either through net income ("FVTPL") or through other comprehensive income (loss) ("FVOCI"), or
- Those to be measured at amortized cost.

The classification of debt instruments held is driven by the Corporation's business model for managing the financial assets and their contractual cash flow characteristics. Assets that are held to collect contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Equity instruments that are held for trading and all derivative instruments are classified as FVTPL. For other equity instruments, on the day of acquisition, the Corporation may irrevocably elect (on an instrument-by-instrument basis) to classify them at FVOCI whereby subsequent gains and losses will never be reclassified to net income. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Corporation was eligible and elected to measure them at FVTPL. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

b) Measurement

— Financial Instruments at Amortized Cost

Financial instruments at amortized cost are initially recognized at fair value, and subsequently carried at amortized cost less any impairment. The transaction costs are capitalized to the costs of financial assets and liabilities. Therefore, the transaction costs applied to the long-term debt are classified against the long-term debt and amortized using the effective interest method.

Currently, the Corporation classifies cash and cash equivalents and accounts receivable as financial assets measured at amortized cost and credit facilities, accounts payable and other current liabilities and long-term debt as financial liabilities measured at amortized cost.

— Financial Instruments at Fair Value

Financial instruments are initially recorded at fair value and are remeasured at each reporting date with any change thereto recognized as a gain or loss in the Consolidated Statement of Income. The transaction costs are expensed in the Consolidated Statements of Income.

Currently, the Corporation's derivative financial instruments are classified at FVTPL.

c) Impairment

The Corporation prospectively assesses the expected credit losses associated with debt instruments and contract assets carried at amortized cost or at FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Corporation assumes that there is no significant increase in the credit risk regarding low-credit risk instruments.

For accounts receivable and contract assets, the Corporation applies the simplified approach permitted by IFRS 9, which requires lifetime expected losses to be recognized at the time of initial recognition.

d) Derecognition

— Financial Assets

The Corporation derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and nearly all the associated risks and rewards of ownership to another entity. Gains and losses upon derecognition are generally recognized in the Consolidated Statements of Comprehensive Income.

— **Financial Liabilities**

The Corporation derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable, including any non-cash assets transferred or liabilities assumed, is recognized in the Consolidated Statements of Income.

e) **Offsetting**

Financial assets and liabilities are offset with the net balance recorded in the Consolidated Statement of Financial Position when there is an unconditional and legally enforceable right to set off the recognized amounts, as well as the Corporation's intention to either settle the net amount or realize the asset and settle the liability simultaneously.

2.17 Hedging Relationships

In accordance with its foreign currency hedge and interest rates policy, the Corporation can use financial derivative instruments such as foreign exchange contracts, foreign currency options and interest rate options to eliminate or mitigate the risk of exchange rate fluctuations on its foreign currency transactions, assets and liabilities and to reduce its interest rate risk on its long term debts with floating interest rates. Management is responsible for establishing acceptable risk levels and does not use derivatives for speculation purposes.

The Corporation only uses these derivatives to hedge possible future transactions. Since the Corporation did not elect to apply hedge accounting, the foreign exchange forward contracts and foreign currency options are recognized at their fair value at the end of each period. Consequently, the gains or losses from the revaluation are presented in net income under "Foreign Exchange (Gain) Loss" as previously defined under Note 2.16.

2.18 Pension Plans

The Corporation offers its eligible employees defined contribution pension plans for which the Corporation can contribute an amount equal to the employee's contribution or an amount predetermined under the collective bargaining agreements. The contributions to the pension plans are primarily disbursed on a monthly basis. Contributions are charged to net income under "Cost of goods sold" and "Selling and administrative expenses" when they are payable.

2.19 Segmented Information

The Corporation operates in the non-residential construction industry, primarily in the United States and Canada. The Corporation operational areas are consistently presented with the internal reports provided to the Chief Executive Officer (the chief operating decision-maker).

2.20 Dividends

The dividends on shares approved by the Board of Directors are recognized in the financial statements in the period in which they are declared.

2.21 New Accounting Standards Applied

The IASB has issued the following amendments to accounting standards, which has taken effect, for the Corporation, from the fiscal year beginning on February 1, 2023:

- Amendments to IAS 1, *Presentation of Financial Statements – Disclosures of Accounting Policies*, to require entities to disclose material accounting policies information rather than significant accounting policies ;
- Amendments to IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, to clarify the terms "accounting policy" and "accounting estimate" ;
- Amendments to IAS 12, *Income Taxes – Deferred Income Tax Related to Assets and Liabilities Arising from a Single Transaction*, to restrict the scope of the exemption related to the recognition of deferred income taxes.

The implementation of these accounting standard amendments had no significant impact on the Corporation's consolidated financial statements.

2.22 New Accounting Standards Not Yet Applied

The IASB has issued the following accounting standard amendments, which will be effective from the financial year beginning February 1, 2024 and early application is permitted:

- Amendments to IAS 1 specify the criteria for classifying debt and other liabilities as current or non-current. The amendments help determine whether, in the statement of financial position, debt and other liabilities whose settlement date is uncertain should be classified as current (expected to be settled or likely to be settled within the next year) or non-current. The amendments also clarify the classification requirements for debt that an entity can settle by converting it into equity securities.
- The amendments to IAS 1 clarify that restrictive covenants to be complied with after the balance sheet date do not affect the classification of debts as current or non-current at the balance sheet date. Instead, the amendments require an entity to disclose such restrictive covenants in the notes to the financial statements.

The Corporation does not expect these amendments to accounting policies to have a material impact on its consolidated financial statements.

NOTE 3 ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENTS

The preparation of financial statements in accordance with IFRS Accounting Standards requires Management to make judgements in the application of accounting policies used and to make estimates and assumptions that affect the reported amounts of assets and liabilities, as well as the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the periods. Because financial reporting involves accounting judgements and entails the use of estimates, actual results could differ from those estimates. Underlying estimates and assumptions are periodically reviewed, and the impact of any changes is immediately recognized.

The significant accounting judgements and estimates used by the Corporation to prepare the financial statements are:

3.1 Revenue Recognition

The identification of revenue-generating contracts with customers, the identification of performance obligations, the determination of the transaction price and its allocation between identified performance obligations, the use of the appropriate revenue recognition method (over time or at a specific point in time) for each performance obligation and the measure of progress for performance obligation satisfied over time are the main aspects of the revenue recognition process, all of which require judgment and the use of assumptions.

The transaction price corresponds to the amount of consideration to which the Corporation expects to be entitled in exchange for transferring promised goods or services to a customer. Such amount may require the Corporation to estimate an amount of a variable consideration, notably from estimated volume of work, claims and unpriced contract modifications, incentives or penalties, among others. Furthermore, the Corporation needs to constraint the transaction price by including only the amount for which it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. The amount of variable consideration to be included in the transaction price of a given contract is determined by using various estimates and assumptions, which could be based on historical experience with the same customer or other similar contracts, third-party assessments, legal interpretation of relevant contractual clauses and probabilistic methodologies, among others.

Due to the uncertain nature of the estimations, the amount of a variable consideration may vary significantly over time. Such estimated amount of a variable consideration then needs to be updated at the end of each reporting period.

The determination of total anticipated costs for completing a contract is based on estimates that can be affected by a variety of factors such as potential variances in scheduling and cost of materials along with the availability and cost of qualified labour and subcontractors, productivity, and possible claims from subcontractors. A change in any of those factors could affect revenue recognition.

3.2 Assessment and Amortization of Long-Lived Assets

Management reviews the useful lives of its amortizable assets at each reporting date.

As at January 31, 2024, and 2023, Management estimated that the useful lives represented the expected useful life of the Corporation's assets. The carrying amounts are analyzed at the end of each fiscal year. Actual results could however differ because of technical obsolescence, particularly with regard to hardware and software.

3.3 Significant Judgment in Determining the Lease Term of Contracts

The Corporation determines the lease term as the non-cancellable period of the lease, together with any periods covered by an option to extend the lease, if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Corporation applies judgment in assessing whether it is reasonably certain to exercise its options to extend its leases or to not exercise its options to terminate its leases, by considering all facts and circumstances that create an economic incentive to exercise an extension option or not to exercise a termination option. The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the Corporation's control.

3.4 Income Tax

The Corporation calculates the income tax expense for each jurisdiction where it operates. However, the actual income tax amounts become definitive only upon the filing of income tax returns and acceptance thereof by the competent authorities, which occur after the financial statements are published.

Judgements must periodically be made to determine if deferred income tax assets must be recognized in the Consolidated Statement of Financial Position. Deferred income tax assets, including unused tax losses, require Management to assess whether the Corporation will generate taxable income in subsequent periods, in order to use deferred income tax assets. Once the assessment is done, if the Corporation believes that it is likely that a portion of its deferred income tax assets will not be realized, the deferred income tax asset is derecognized. The estimate of future taxable income is based on cash flow from operations forecasts and applicable tax laws in effect in each jurisdiction. Should future cash flows and taxable profit differ materially from these estimates, it could have an impact on the Corporation's ability to realize the net deferred income tax assets at the reporting date of the financial position.

3.5 Impairment of Non-Financial Assets

The Corporation's management reviews the carrying value of the Corporation's non-financial assets when there are events or circumstances that may indicate impairment.

Management makes judgments in assessing whether changes to certain factors would be considered an indicator of impairment, which include both internal and external factors such as:

- changes in signed backlog,
- changes in adjusted earnings before interest depreciation and amortization (adjusted EBITDA) margin,
- changes in EBITDA multiples of comparable companies and
- the Corporation's market capitalization compared to its net assets.

An impairment loss is recognized, if any, for the amount by which an asset or CGU carrying amount exceeds its recoverable amount, which is the higher of fair value less cost of disposal and value in use.

For the purpose of assessing the potential impairment of the Corporation's non-financial assets, management would use the fair value less costs of disposal model to estimate the fair value based on earnings before interest depreciation and amortization (EBITDA) multiple approach. The significant assumptions, which affect the financial analysis include revenues, operating costs and margins, foreign exchange rates and comparable companies EBITDA multiple. These estimates are subject to certain risks and uncertainties that may affect the determination of the recoverability of the Corporation's non-financial assets.

As at January 31, 2024, and 2023, the Corporation's management has determined that there is no indicator of impairment and therefore no impairment test has been performed.

NOTE 4 ACCOUNTS RECEIVABLE

As at January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Trade receivables	63,119	75,793
Holdbacks on contracts (Note 13)	14,725	15,128
	77,844	90,921

NOTE 5 INVENTORIES

As at January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Inventories	15,117	11,297
Inventories depreciation	(1,583)	(618)
	13,534	10,679

During the fiscal year ended January 31, 2024, the inventories amount recognized as cost of goods sold totalled \$70,298,000 and \$78,480,000 during the fiscal year ended January 31, 2023.

NOTE 6 PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings and Improvement to Lands	Equipment and Overhead Cranes	Office Furniture, Rolling Stock, and Computer Hardware	Total
(In thousands of CA\$)	\$	\$	\$	\$	\$
As at February 1, 2022					
Cost	5,694	63,710	59,058	7,289	135,751
Accumulated amortization	—	(23,611)	(23,342)	(5,169)	(52,122)
Net book value	5,694	40,099	35,716	2,120	83,629
Acquisitions ⁽¹⁾	436	4,102	4,525	893	9,956
Disposals	—	—	—	(97)	(97)
Effect of fluctuations in exchange rates	60	478	413	57	1,008
Amortization expenses	—	(1,243)	(2,456)	(419)	(4,118)
Balance at January 31, 2023	6,190	43,436	38,198	2,554	90,378
As at January 31, 2023					
Cost	6,190	68,364	62,957	8,008	145,519
Accumulated amortization	—	(24,928)	(24,759)	(5,454)	(55,141)
Net book value	6,190	43,436	38,198	2,554	90,378
Acquisitions ⁽²⁾	—	2,546	(2,416)	837	967
Disposals	—	—	—	(165)	(165)
Effect of fluctuations in exchange rates	7	—	37	3	47
Amortization expenses	—	(1,460)	(2,690)	(462)	(4,612)
Balance at January 31, 2024	6,197	44,522	33,129	2,767	86,615
As at January 31, 2024					
Cost	6,197	70,769	60,272	8,212	145,450
Accumulated amortization	—	(26,247)	(27,143)	(5,445)	(58,835)
Net book value	6,197	44,522	33,129	2,767	86,615

(1) Includes public grants totaling \$1,640,000 from an interest-free loan (see Note 11 (2) "Long-Term Debt") obtained for the automation of the fabrication process at the plant located in Terrebonne, Quebec.

(2) Includes investment tax credits totaling \$4,801,000 obtained from the Government of Quebec for the acquisition of equipment related to manufacturing and processing.

For the fiscal year ended January 31, 2024, the amortization of property, plant and equipment totalled \$4,612,000 (\$4,118,000 for the fiscal year ended January 31, 2023) of which \$4,159,000 is included in the cost of goods sold, and \$453,000 is included in the selling and administrative expenses (respectively \$3,710,000 and \$408,000 for the fiscal year ended January 31, 2023).

The book value of the property, plant and equipment under construction and not amortized stood at \$2,253,000 as at January 31, 2024 (\$1,067,000 as at January 31, 2023). These amounts were mainly related to addition of equipment at the Corporation's facilities located in Terrebonne, Quebec, and in addition of new equipment as well at the Corporation's facilities located in the United States.

NOTE 7 LEASE AGREEMENTS**7.1 Right-of-Use Assets**

During the fiscal years ended January 31, 2024 and 2023, the Corporation's lease agreements relate to office spaces, equipment and rolling stock. The net book value of the right-of-use assets, are as follows:

	Land	Buildings and Improvement to Land	Office Space	Equipment and Overhead Cranes	Office Furniture, Rolling Stock and Computer Hardware	Total
(In thousands of CA\$)	\$	\$	\$	\$	\$	\$
As at February 1, 2022						
Cost	1,585	22,524	603	289	1,938	26,939
Accumulated amortization	—	(4,305)	(528)	(27)	(492)	(5,352)
Net book value	1,585	18,219	75	262	1,446	21,587
New leases	—	—	—	—	743	743
Disposals of leases	—	—	(26)	(273)	(343)	(642)
Amortization expenses	—	(494)	(49)	(8)	(284)	(835)
Effect of fluctuations in exchange rates	79	894	—	19	3	995
Balance as January 31, 2023	1,664	18,619	—	—	1,565	21,848
As at January 31, 2023						
Cost	1,664	23,642	—	—	2,129	27,435
Accumulated amortization	—	(5,023)	—	—	(564)	(5,587)
Net book value	1,664	18,619	—	—	1,565	21,848
New leases	—	—	—	—	329	329
Disposals of leases	—	—	—	—	(328)	(328)
Amortization expenses	—	(509)	—	—	(244)	(753)
Effect of fluctuations in exchange rates	6	69	—	—	2	77
Balance as January 31, 2024	1,670	18,179	—	—	1,324	21,173
As at January 31, 2024						
Cost	1,670	23,725	—	—	1,914	27,309
Accumulated amortization	—	(5,546)	—	—	(590)	(6,136)
Net book value	1,670	18,179	—	—	1,324	21,173

For the fiscal year ended January 31, 2024, the amortization of right-of-use assets totalled \$753,000 (\$835,000 for the fiscal year ended January 31, 2023), of which \$300,000 is included in the cost of goods sold, and \$453,000 is included in selling and administrative expenses (\$349,000 and \$486,000 respectively for the fiscal year ended January 31, 2023).

7.2 Lease Liabilities

The balance of lease liabilities is detailed as follows:

As at January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Current portion	827	806
Non-current portion	2,839	3,528
	3,666	4,334

The most important of these liabilities was contracted on April 18, 2014, by a subsidiary of the Corporation from a U.S. government agency. This lease was structured according to a sale and leaseback contract, resulting in a lease liability in the amount of US\$4,999,800. This liability bears a below-market interest rate of 1.98% and was measured at fair value based on the prevailing market interest rate. Consequently, monthly interest is calculated using the annual implicit rate of 4.48%. The US\$794,000 difference between the fair value of US\$4,206,000 and the cash received, in the amount of US\$4,999,800, was recorded as a grant against the related property, plant and equipment.

The capital of this liability is repayable in equal monthly installments estimated at US\$28,000 since May 2014 and ending in May 2029, with a bargain purchase option for \$10. This lease was also subject to certain covenants, including covenants related to job creation which have since been met.

Over the term of the lease, this lease will give rise to a tax deduction of up to US\$5,783,000, corresponding to payments of principal and interest, the use of which is dependent on future taxable profits in Montana, U.S.A. Based on the level of historical taxable income and uncertainty on projected taxable income in that state, Management had estimated, as of January 31, 2023, that there was no reasonable assurance that this deferred tax asset would be realized, and therefore, no assets related to this tax deduction had been recognized as of January 31, 2023. However, as of January 31, 2024, given that the Management now estimates that the Corporation will have sufficient future taxable profits, deferred tax assets of \$259,000 (US\$193,000) were recognized on that date.

NOTE 8 INTANGIBLE ASSETS

	Total
(In thousands of CA\$)	\$
As at February 1, 2022	
Cost	9,979
Accumulated amortization	(6,622)
Net book value	3,357
Acquisitions	653
Amortization expenses	(370)
Balance at January 31, 2023	3,640
As at January 31, 2023	
Cost	10,615
Accumulated amortization	(6,975)
Net book value	3,640
Acquisitions	720
Amortization expenses	(435)
Balance at January 31, 2024	3,925
As at January 31, 2024	
Cost	11,318
Accumulated amortization	(7,393)
Net book value	3,925

As at January 31, 2024 and 2023, all intangible assets were subject to amortization and were mostly comprised of in-house software development. The remaining weighted average amortization period of intangible assets was 8 years as at January 31, 2024.

For the fiscal year ended January 31, 2024, amortization of intangible assets totalled \$435,000 (\$370,000 for the fiscal year ended January 31, 2023) of which \$72,000 is included in the cost of goods sold, and \$363,000 is included in selling and administrative expenses (respectively \$68,000 and \$302,000 for the fiscal year ended January 31, 2023).

NOTE 9 CREDIT FACILITIES**9.1 Canadian Operating Credit Facility**

On April 28, 2023, the Corporation entered into a new agreement with its Canadian financial institution for its credit facility which increased from \$30,000,000 to \$40,000,000. This new agreement does not change the terms with the exception of the calculation of the margin. In fact, the calculation of the monthly margin on accounts receivable, inventory and contract assets, which could limit the amount of the eligible credit facility, will now be required only when the credit facility threshold is greater than \$20,000,000.

Taking into account this calculation and the letter of credit issued for US\$3,419,000 (\$4,564,000) as security for two long-term debts, as of January 31, 2023 the available balance of this credit facility was \$25,461,000. Considering that this letter of credit is no longer in force as of January 31, 2024, the available balance of the credit facility is therefore \$40,000,000. As of January 31, 2024 and 2023, no amount was drawn from the credit facility.

This credit facility, which is renewable annually, bears interest at the Canadian bank's variable base rates, plus 1.0%, and is secured by the universality of movable, present and future, tangible and intangible assets as well as inventories and accounts receivable, excluding holdbacks receivable.

This credit agreement contains covenants that, among other things, require the Corporation to maintain certain financial ratios, which were all met as at January 31, 2024.

9.2 U.S. Revolving Credit

As of January 31, 2023, the Corporation had a revolving credit with an American bank. Given the Corporation's liquidity, this revolving credit was not renewed and is therefore no longer available as of January 31, 2024. This revolving credit bore interest at the one-month SOFR rate (\$US) plus 2.11%. The available but unused threshold was US\$2,939,000 (\$3,924,000) as of January 31, 2023.

This credit was subject to the same guarantees as the long-term bank loan (see note 11 "Long-term debt").

NOTE 10 ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES

As at January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Accounts payable	24,441	18,807
Salaries and fringe benefits payable	7,505	7,184
Accrued liabilities	16,133	8,624
Share-based compensation (Note 12)	5,832	1,485
Indirect taxes	1,530	3,885
	55,441	39,985

NOTE 11 LONG-TERM DEBT

As at January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Bank loan, secured by a hypothec totaling \$40,000,000 on the main building of the parent company, ADF Group Inc., including future additions and certain equipment. ⁽¹⁾	26,620	28,275
Bank loan, secured by a first rank movable security hypothec totaling \$24,000,000 on the universality of machinery and equipment, present and future of ADF Group Inc., the parent company. ⁽²⁾	18,558	18,286
Bank loan was secured by a first rank movable security interest on certain property, plant, and equipment of a subsidiary of the Corporation and by a US\$3,419,000 (\$4,564,000) letter of credit (Note 9). This US-denominated loan was fully repaid as of January 31, 2024, and amounted to US\$383,000 (\$512,000) as at January 31, 2023. ⁽³⁾	—	512
Term loan was secured by a second rank movable security interest on certain property, plant, and equipment of a subsidiary of the Corporation. This US-denominated loan was fully repaid as of January 31, 2024 and amounted to US\$84,000 (\$112,000) as at January 31, 2023. ⁽⁴⁾	—	112
	45,178	47,185
Current portion	3,040	2,258
	42,138	44,927

(1) On November 9, 2021, the Corporation obtained a \$30,000,000 bank loan from Business Development Bank of Canada ("BDC"). This loan bears interest at the annual variable interest rate of the BDC, less 1.5%, and is payable monthly. The capital is repayable by a first installment of \$140,800 in March 2022, followed by 215 equal monthly installments of \$138,880 beginning in April 2022, and ending in February 2040. Under this loan, the Corporation has committed to complying annually with financial ratios, which were all respected as at January 31, 2024.

(2) As at January 14, 2022 and January 18, 2022, the Corporation obtained from Investissement Québec ("IQ") two authorized bank loans with progressive disbursements totaling \$20,000,000 to finance its equipment modernization and robotization program at its Terrebonne plant. These two loans, which progressive disbursements began in February 2022, are detailed as follows:

— The first of these two bank loans, totalling \$12,300,000, bears interest at IQ's annual prime rate plus 1.5% and benefits from a 24-month capital repayment moratorium at the end of which it will be repayable by 96 capital payments of \$128,125 starting in March 2024 and ending in February 2032.

As at January 31, 2023, the Corporation had drawn all of this loan.

— The second of these two bank loans, totalling \$7,700,000 benefits from a 36-month capital repayment moratorium, at the end of which it will be repayable by 83 capital instalments of \$91,667 beginning in March 2025 to end with a final capital payment of \$91,639 in February 2032.

As at January 31, 2023, the Corporation had drawn all of this loan. This loan, which bears no interest, has been valued at fair value using an interest rate commonly practiced on the market. Therefore, interest at the implicit annual rate of 3.95% is calculated monthly. The difference of \$1,640,000 between this fair value of \$6,060,000 and the cash received in the amount of \$7,700,000 has been accounted for as a grant against property, plant and equipment to which it relates (Note 6).

These two loans are guaranteed by a first rank movable hypothec in the total amount of \$24,000,000 on the universality of machinery and equipment, present and future. They are also subject to compliance with certain financial ratios.

(3) Debt contracted by a subsidiary of the Corporation in the initial amount of US\$3,419,000 with a U.S. bank. This debt bore a below-market rate of interest of 2.721% and was measured at fair value based on the prevailing market interest rate. Therefore, monthly interest was calculated using the annual implicit rate of 3.42%. The capital of this debt was repayable in monthly installments estimated at US\$31,000 which began in February 2014 and ended in January 2024.

(4) A subsidiary of the Corporation contracted a US\$990,000 debt with the U.S. government agency. This debt bore a below-market interest rate of 2.785% and was measured at fair value based on the prevailing market interest rate. Consequently, monthly interest was calculated using the annual implicit rate of 3.5%. The capital of this debt was repayable in monthly installments estimated at US\$9,000 which began in November 2013 and ended in October 2023.

Certain property, plant and equipment having a carrying value of \$58,751,000 as at January 31, 2024, and \$66,831,000 as at January 31, 2023, are given as security for the long-term debt.

As at January 31, 2024, the Corporation was in compliance with its covenants of its long-term loans and bonding agreements (See Note 21 "Commitments and Contingencies").

NOTE 12 CAPITAL STOCK

12.1 Capital Stock

Authorized: Unlimited number of subordinate voting shares, carrying one (1) vote per share.
 Unlimited number of multiple voting shares, carrying ten (10) votes per share.
 Unlimited number of preferred shares, issuable in series.

(In thousands of CA\$ and in number of shares)	Subordinate voting shares		Multiple Voting Shares		Total	
	Number	\$	Number	\$	Number	\$
As at January 31, 2023 and 2024	18,297,099	52,126	14,343,107	16,001	32,640,206	68,127

12.2 Deferred Share Units Plan ("DSU")

The DSU are recognized progressively in the Consolidated Statement of Income over the vesting period and their cost is determined using a valuation model based on the market price of the Corporation's subordinate voting shares. The DSU are re-evaluated at fair value at the end of each reporting period, using the market price of the Corporation's subordinate voting shares.

a) External Directors

During the fiscal years ended January 31, 2024 and 2023, DSU compensation to External Directors recorded in the Consolidated Statement of Income amounted to an expense of \$1,555,000 and \$234,000 respectively, including the impact of the variation in the Corporation's share price which amounted to an expense of \$1,394,000 for the fiscal year ended January 31, 2024 compared to a non-material amount for the fiscal year ended January 31, 2023.

Fluctuations in DSU for External Directors were as follows:

Fiscal Years Ended January 31,	2024	2023
(In number of deferred share units)	Number	Number
Outstanding, at the beginning of fiscal year	166,653	54,996
Granted	81,932	111,657
Outstanding and vested, at the end of fiscal year	248,585	166,653

The carrying amount and the intrinsic value of the liabilities related to the External Directors vested DSU amounted to \$1,941,000 as at January 31, 2024 (\$355,000 as at January 31, 2023), and is recorded in "Accounts Payable and Other Current Liabilities" in the Consolidated Statements of Financial Position.

b) Executive Officers and Key Employees

The DSU compensation for Executive Officers and key employees, amounted to \$2,286,000 for the fiscal years ended January 31, 2024 (\$258,000 for the fiscal years ended January 31, 2023), includes the impact of the variation in the Corporation's share price which amounted to an expense of \$2,032,000 during the fiscal year ended January 31, 2024 compared with a non-material expense or during the fiscal year ended January 31, 2023.

Fluctuations in DSU for the Executive Officers and key employees were as follows:

Fiscal Years Ended January 31,	2024	2023
(In number of deferred share units)	Number	Number
Outstanding, at the beginning of fiscal year	378,267	330,570
Granted	37,854	47,697
Outstanding, at the end of fiscal year	416,121	378,267
Vested, at the end of fiscal year	338,973	280,016

The carrying amount of the liabilities related to Executive Officers and key employees' DSU, amounting to \$3,027,000 as at January 31, 2024 (\$740,000 as at January 31, 2023), is recorded in "Accounts Payable and Other Current Liabilities" in the Consolidated Statements of Financial Position, and of which \$2,647,000 correspond to the intrinsic value of vested DSU as at January 31, 2024 (\$596,000 as at January 31, 2023).

12.3 Performance Share Units Plan ("PSU")

During the fiscal year ended January 31, 2024, PSU compensation for Executive Officers and key employees amounted to an expense of \$735,000 (an expense of \$232,000 for the fiscal year ended January 31, 2023) including the impact of the variation in the Corporation's share price which amounted to an expense of \$409,000 during the fiscal year ended January 31, 2024, compared with a non-material expense during the fiscal year ended January 31, 2023.

Fluctuations in PSU for Executive Officers and key employees were as follows:

Fiscal Years Ended January 31, (In number of performance share units)	2024	2023
	Number	Number
Outstanding, at the beginning of fiscal year	218,378	317,744
Granted	36,389	74,786
Settled	(125,441)	(174,152)
Outstanding, at the end of fiscal year	129,326	218,378
Vested, at the end of fiscal year	52,178	91,641

As at January 31, 2024, the carrying amount of the liabilities related the Executive Officers and key employees' PSU, amounted to \$863,000 (\$390,000 as at January 31, 2023), including an amount of \$408,000 which corresponds to the intrinsic value of the vested PSU as at January 31, 2024 (\$195,000 as at January 31, 2023).

NOTE 13 INFORMATION RELATED TO CONTRACTS WITH CUSTOMERS

All revenues recognized during the fiscal years ended January 31, 2024 and 2023, derived from contracts with customers.

The amounts are calculated as net incurred costs, plus recognized profits, less recognized losses and progress billings for the period. The carrying amount of assets and liabilities is as follows:

As at January 31, (In thousands of CA\$)	2024	2023
	\$	\$
Total amount of costs incurred, and margins recorded on all ongoing contracts	1,026,672	919,902
Less advances and progress billings	(1,027,978)	(921,894)
	(1,306)	(1,992)

Recognized as follows:

As at January 31, (In thousands of CA\$)	2024	2023
	\$	\$
Amount owed by clients for work performed on contracts, recorded in contract assets	44,862	42,541
Amount owed to clients for work performed on contracts, recorded in contract liabilities	(46,168)	(44,533)
	(1,306)	(1,992)

Holdbacks on contracts amounted to \$14,725,000 as at January 31, 2024, will be received at the time of the client's approval of the work performed during the next 12 months (\$15,128,000 as at January 31, 2023) and are included under "Accounts receivable" in current assets in the Consolidated Statement of Financial Position.

In addition to the foreign exchange fluctuations, the variation in contract assets and liabilities is mainly attributable from the level of activity on the respective closing dates and the payment schedules of the respective fabrication contracts during the periods analyzed. The Corporation can also receive advances and deposits from its customers before revenues are recognized.

The Corporation determined that less than 5% of its total revenues from performance obligations, recorded during the fiscal year ended January 31, 2024, were earned during previous periods. These revenues are primarily attributable to price adjustments approved by customers during the fiscal year ended January 31, 2024, for services earned in prior fiscal years as per the Corporation's normal course of business.

In addition, revenues recorded during the fiscal year ended January 31, 2024, included an amount of \$44,533,000 (\$13,770,000 during the fiscal year ended January 31, 2023) which were included in the opening balance of contract liabilities.

The amount of the transaction price related to performance obligations that were not fulfilled (or partially fulfilled) as at January 31, 2024, on all contracts with customers, is expected to be recognized in revenues as follows: 2025: \$358,190,000 and thereafter: \$152,702,000.

NOTE 14 CLASSIFICATION OF EXPENSES BY NATURE

Fiscal Years Ended January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Raw material, consumables, and subcontracting ⁽¹⁾	146,053	113,609
Salaries and employees' benefit expenses ⁽¹⁾ (Note 15)	79,627	72,211
Transportation	10,371	6,844
Drafting and engineering ⁽¹⁾	10,281	7,597
Amortization expenses	5,800	5,323
Travelling and representation expenses	4,296	3,850
Professional fees	4,908	3,545
Maintenance and repairs	2,688	2,149
Rental equipment	7,879	8,071
Electricity and heating	1,624	1,566
Management fees with related companies (Note 16)	1,286	1,247
Insurance	2,969	2,625
Taxes and permits	1,569	1,104
Gain on disposal of property, plant and equipment	(31)	(802)
Other ⁽¹⁾	1,564	1,155
	280,884	230,094

(1) Net of a government grant totaling \$1,205,000 for the year ended January 31, 2023 relating to a forgiveness of loan including an amount of \$307,000 as a reduction in raw materials, consumables and subcontracting, \$229,000 against salaries and employee benefit expenses, \$479,000 as a reduction in drafting and engineering and a final amount of \$190,000 against other expenses.

Distributed as follows:

Fiscal Years Ended January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Cost of goods sold	258,102	215,321
Selling and administrative expenses	22,782	14,773
	280,884	230,094

Cost of goods sold is as follows:

Fiscal Years Ended January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Cost of goods sold excluding amortization	253,571	211,194
Amortization of property, plant and equipment, intangible assets and right-of-use assets	4,531	4,127
	258,102	215,321

NOTE 15 SALARIES AND EXPENSES RELATED TO EMPLOYEES' BENEFITS

Fiscal Years Ended January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Salaries and other short-term benefits ⁽¹⁾	57,172	52,651
Social security costs	15,301	16,560
Pension plan contributions	2,303	2,010
Share-based compensation (Note 12)	4,576	724
Others	275	266
	79,627	72,211

(1) Net of government grants totaling \$229,000 for the fiscal year ended January 31, 2023 (see Note 14).

NOTE 16 EXECUTIVE OFFICER'S COMPENSATION

The Corporation's principal Executive Officers are members of the Board of Directors and of the Management Committee of ADF Group Inc. (the parent company) and their related persons. Their compensation includes the following expenses:

Fiscal Years Ended January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Salaries and other short-term benefits	4,186	3,403
Social security costs	316	299
Management fees ⁽¹⁾	1,286	1,247
Pension plan contributions	186	166
Share-based compensation	4,576	724
Attendance fees	275	266
	10,825	6,105

(1) In the normal course of business, management agreements have been reached with companies held by a group of majority shareholders and are measured at exchange amount.

NOTE 17 NET FINANCIAL EXPENSES

Net financial expenses were as follows:

Fiscal Years Ended January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Interest on long-term debt	3,332	2,139
Interest on lease liabilities (Note 7)	181	172
Interest on credit facilities	100	143
Capitalization of interest on property, plant and equipment under construction	—	(477)
Others	(1,040)	22
	2,573	1,999

NOTE 18 INCOME TAX**18.1 Income Tax Expense**

Fiscal Years Ended January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Current		
Income tax expense during the fiscal year	2,414	250
Deferred		
Recognized deferred income tax assets from the United States	(3,951)	(2,431)
Adjustments for prior fiscal years	9	87
Origination and reversal of temporary differences	10,312	4,013
	6,370	1,669
Income tax expense	8,784	1,919

The next table reconciles the Corporation's income tax expense and the amount which would be obtained by multiplying income before income tax expense and the combined Canadian federal and provincial tax rate:

Fiscal Years Ended January 31,	2024		2023	
(In thousands of CA\$ and in percentage)	\$	%	\$	%
Allowance using basic income tax rates	12,297	26.50	4,466	26.5
Increase (decrease) resulting from:				
Non-taxable income related to the forgiveness of a COVID-19-related loan	—	—	(373)	(2.21)
Recognized deferred income tax assets from the United States ⁽¹⁾	(3,951)	(8.51)	(2,431)	(14.42)
Others	438	0.94	257	1.52
Income tax expense	8,784	18.93	1,919	11.39

(1) During the fiscal year ended January 31, 2024, in light of the results of its U.S. subsidiaries, the Corporation recognized \$3,951,000 in deferred income tax assets, including \$1,865,000 representing the balance at end of fiscal year 2024, related to U.S. operations for which no deferred tax benefit was previously recognized (\$2,431,000 during the fiscal year ended January 31, 2023 of which no balance had been recognized this date).

18.2 Deferred Income Tax Assets and Liabilities

The tables below provide the movement in deferred income tax assets and liabilities during the fiscal year, without taking into account the offsetting of the balances within the same tax jurisdiction:

a) Deferred Income Tax Assets

	Tax Loss Carryovers	SR&ED Expenses	Financial Expenses and Other Deferred Charges	Foreign Exchange Forward Contracts	Others	Total
(In thousands of CA\$)	\$	\$	\$	\$	\$	\$
As at February 1, 2022	1,435	596	633	—	697	3,361
Recognized in the Consolidated Statement of Income	2,902	—	(124)	233	(208)	2,803
As at January 31, 2023	4,337	596	509	233	489	6,164
Recognized in the Consolidated Statement of Income	(2,436)	(440)	843	(233)	(62)	(2,328)
As at January 31, 2024	1,901	156	1,352	—	427	3,836

b) Deferred Income Tax Liabilities

	Property, Plant and Equipment, Right-of-Use Assets and Intangible Assets	Holdbacks on Contracts Receivable	Investment Tax Credits	Contract Assets	Foreign Exchange Forward Contracts	Total
(In thousands of CA\$)	\$	\$	\$	\$	\$	\$
As at February 1, 2022	5,191	1,983	353	3,405	—	10,932
Recognized in the Consolidated Statement of Income	3,372	678	—	422	—	4,472
As at January 31, 2023	8,563	2,661	353	3,827	—	15,404
Recognized in the Consolidated Statement of Income	2,542	(282)	1,152	543	87	4,042
As at January 31, 2024	11,105	2,379	1,505	4,370	87	19,446

The deferred income tax assets and liabilities are presented as follows in the Consolidated Statements of Financial Position:

As at January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Non-current deferred income tax assets	3,836	6,164
Compensation per fiscal jurisdiction	(3,570)	(6,164)
	266	—
Non-current deferred income tax liabilities	(19,446)	(15,404)
Compensation per fiscal jurisdiction	3,570	6,164
	(15,876)	(9,240)
Deferred income tax liabilities (net)	(15,610)	(9,240)

As of January 31, 2023, the Corporation had operating losses of \$25,401,000 available in the United States for carryforward purposes for which no deferred tax benefit had been recognized. As of January 31, 2024, the balance of these losses was \$5,304,000 resulting from a deferred tax asset of \$1,865,000 and given that the Corporation now believes that it is probable that it will have sufficient future taxable profits, the deferred tax benefits have been recognized. These carried forward losses expire between 2024 and 2040.

The movement in the net deferred income tax assets and liabilities is provided in the table below:

As at January 31, (In thousands of CA\$)	2024	2023
Beginning of fiscal year	\$ (9,240)	\$ (7,571)
Recognized in the Consolidated Statement of Income	(6,370)	(1,669)
End of fiscal year	(15,610)	(9,240)

NOTE 19 EARNINGS PER SHARE

Diluted income per share was calculated using the treasury stock method. The table hereafter reconciles the numerator and denominator used in the calculation of basic and diluted earnings per share.

Fiscal Years Ended January 31,	2024	2023
Numerator (in thousands of CA\$)		
Numerator applicable to basic and diluted earnings per share	37,622	14,935
Denominator (in thousands)		
Basic and diluted weighted average number of shares	32,640	32,640

NOTE 20 SUPPLEMENTAL CASH FLOWS INFORMATION

20.1 Change in Non-Cash Working Capital Items

The following table sets out in detail the components of the "Change in non-cash working capital items":

Fiscal Years Ended January 31, (In thousands of CA\$)	2024	2023
Accounts receivable	13,589	(48,647)
Contract assets	(2,217)	(12,011)
Inventories	(2,849)	(550)
Prepaid expenses and other current assets	(1,213)	103
Accounts payable and other current liabilities	10,749	5,478
Contract liabilities	1,113	29,787
Others	(10)	(10)
Change in non-cash working capital items	19,162	(25,850)

20.2 Non-Cash Transactions

The following transactions had no cash impact for the fiscal years ended January 31, 2024 and 2023:

- Recognition of investment tax credit of \$4,801,000 as a reduction of tangible assets during the year ended January 31, 2024 (None for the fiscal year ended January 31, 2023).

20.3 Changes in Liabilities Arising from Financing Activities

The following tables reconcile the beginning and ending balances of the Consolidated Statement of Financial Position for long-term debt, lease liabilities and credit facilities, including the current portions:

a) Long-Term Debts

Fiscal Years Ended January 31, (In thousands of CA\$)	2024	2023
Balance, beginning of fiscal year	47,185	32,059
Repayment of the long-term debt	(2,296)	(2,216)
Issuance of long-term debts	—	20,000
Government grants (Notes 11 and 14)	—	(2,845)
Effect of fluctuations in exchange rates	6	67
Others	283	120
Balance, end of fiscal year	45,178	47,185

b) **Lease Liabilities**

Fiscal Years Ended January 31, (In thousands of CA\$)	2024	2023
Balance, beginning of fiscal year	\$ 4,334	\$ 4,613
New leases	330	743
Leases termination	(327)	(367)
Lease liabilities payment	(686)	(804)
Effect of fluctuations in exchange rates	15	149
Balance, end of fiscal year	3,666	4,334

NOTE 21 COMMITMENTS AND CONTINGENCIES**21.1 Bonding Agreements**

In the normal course of business, the Corporation may be required by clients to provide performance bonds for the execution of work. In order to provide such bonds, some subsidiaries of the Corporation have entered into general indemnity agreements with bonding companies. To guarantee their obligations under the terms of these agreements, the Corporation and these subsidiaries have granted the bonding companies a movable hypothec on certain assets such as rights, titles, licences, and equipment, work in progress and accounts receivable. The bonding issued on the ongoing projects as at January 31, 2024, stood at \$425,184,000.

21.2 Long-Term Contracts

As at January 31, 2024, the Corporation's commitments totalled \$1,215,000 under long-term contracts with suppliers for the provision of current and future services. The minimum annual payments due are spread over the next four (4) fiscal years, including \$580,000 during the fiscal year 2025, \$353,000 during fiscal year 2026, \$202,000 during fiscal year 2027 and \$80,000 during fiscal year 2028.

NOTE 22 CAPITAL DISCLOSURES

The Corporation's objectives when managing capital are to:

- Maintain a structure in order to optimize the cost of capital based on an acceptable risk level, while offering an adequate return to shareholders;
- Manage capital in an optimal manner, while ensuring that the lenders' financial covenants are respected;
- Manage capital in order to uphold a bonding capacity in line with the Corporation's growth objectives; and
- Further increase capital in order to preserve the trust of investors, lenders, suppliers and clients.

The Corporation defines capital as the sum of shareholders' equity, long-term debt and lease liabilities, including current portion, and short-term bank loans, where appropriate.

The Corporation has not made any changes to its capital management since the last fiscal years. Generally, the Corporation manages its capital structure and makes adjustments based on the objectives previously mentioned, economic trends, as well as all underlying risks related to the contracts in hand.

In order to uphold or readjust its capital structure, the Corporation can:

- Issue new treasury shares;
- Amend the dividend paid to shareholders;
- Redeem Subordinate Voting Shares;
- Incur new debts, and
- Sell certain assets to reduce indebtedness.

In addition, the Corporation periodically monitors its capital, namely regarding a number of financial indicators, of which the "Total of the credit facilities and long-term debt including lease liabilities, net of cash and cash equivalents, to shareholders' equity" ratio. This ratio measures the level of the credit facilities and long-term financing including lease liabilities, net of cash and cash equivalents, in relation to the capital invested by shareholders. This financial indicator does not have standardized meaning as prescribed by IFRS and therefore may not be comparable to similar measurements presented by other issuers.

As at January 31,	2024	2023
Total credit facilities and current portion and long-term debt and lease liabilities, net of cash and cash equivalents (In thousands of CA\$)	(23,535)	44,326
Shareholders' equity (In thousands of CA\$)	162,130	124,985
Total credit facilities and current portion and long-term debt and lease liabilities, net of cash and cash equivalents, to shareholders' equity ratio	(0.15):1	0.35:1

The Corporation's goal is to maintain a ratio of 0.50:1 or less. Moreover, this goal could be revised in light of developing projects that will be considered strategic and conducive.

NOTE 23 FINANCIAL RISK MANAGEMENT

The Corporation is party to financial instruments, and thus, is particularly exposed to market risks (Section 23.1), credit and credit concentration risks (Section 23.2), and liquidity risks (Section 23.3).

23.1 Market Risk

The risk that the fair value of future cash flows of financial instruments will fluctuate because of changes in market prices, whether those changes are caused by factors specific to distinct financial instruments or its issuer, or factors affecting all similar financial instruments traded in the market. The Corporation is particularly exposed to the following market risks:

- a) Foreign exchange risk
- b) Interest rate risk

The Corporation is exposed to risks of various importance that could have an impact on its capacity to reach its strategic growth objectives. The Corporation aims to control and mitigate its financial risks through management practices that require the identification and analysis of the risks related to its operations. Periodic monitoring and review of these risks are performed based on market conditions and the Corporation's level of activity.

A description of the main financial risks to which the Corporation is exposed is provided below:

a) Foreign Exchange Risk

The Corporation is exposed to exchange rate fluctuations between the Canadian and US dollar, since a significant portion of its revenues is generally recorded in US dollars. For the fiscal year ended January 31, 2024, 89% of the Corporation's revenues were recorded in U.S. dollars (85% during the fiscal year ended January 31, 2023). Notwithstanding these variations and pursuant to its foreign currency hedge policy, the Corporation uses different mechanisms to mitigate the impact of these fluctuations on its results, such as:

- Maximizing purchases in US dollars when possible to avail itself of a natural hedging;
- Acquiring fabrication equipment in US dollars;
- Issuance of long-term debt in US dollars;
- Using hedge accounting, the case may be, and
- Using foreign exchange forward contracts and/or foreign currency options to hedge part of the residual exchange risk.

In line with its hedging policy, to manage its net risk between the future US-denominated cash inflows and outflows, the Corporation entered into foreign exchange forward contracts.

As at January 31, 2024, the Corporation was party to foreign exchange forward contracts for the sale of US\$85,868,000 (US\$44,568,000 as at January 31, 2023) with maturities varying between three (3) months to twelve (12) months with rates between 1.3000 and 1.3735 (between 1.2744 and 1.3544 as at January 31, 2023). These derivative financial instruments are classified as held for trading and are measured at their fair value at the end of each period since they are not designated as part of an effective hedging relationship.

For this purpose, the fair value of foreign exchange forward contracts recorded was \$204,000 as at January 31, 2024, under "Other current assets" in the Consolidated Statements of Financial Position (\$964,000 as at January 31, 2023 under "Other current liabilities").

During the fiscal year ended January 31, 2024, net positive changes in fair value of \$823,000 (net negative changes in fair value of \$2,496,000 for the fiscal year ended January 31, 2023), were recorded in the Consolidated Statement of Income under the item "Foreign Exchange Loss".

The following table summarizes significant non-derivative financial assets and liabilities that are subject to a foreign currency exposure as at January 31, 2024 and 2023, and whose foreign currency exposure is recognized in income:

As at January 31, (In thousands of US\$)	2024	2023
Financial assets	\$	\$
Cash and cash equivalents	21,341	1,614
Accounts receivable	38,845	31,924
Current advances to subsidiaries ⁽¹⁾	26	4,321
	60,212	37,859
Financial liabilities		
Accounts payable and other current liabilities	8,031	871
	8,031	871
Net exposure	52,181	36,988

(1) Although these balances are eliminated in the Consolidated Statement of Financial Position, the effects of currency fluctuations are recorded in net income.

Based on the balance, as at January 31, 2024, of the Corporation's financial instruments denominated in foreign currencies, a 10% fluctuation in the exchange rate between the Canadian and US dollars, while all other variables remaining constant, would have had no impact on net income before tax (no impact for the year ended January 31, 2023).

b) Interest Rate Risk

The Corporation is exposed to interest rate fluctuations mainly because of the floating interest rate of its credit facilities and a portion of its long-term debt, where applicable (Notes 9 and 11). In addition, the interest rate fluctuations could also affect the Corporation's financial revenues generated by the cash and cash equivalents.

The Corporation's interest rate policy generally requires that an appropriate mix between fixed interest and floating interest debts be maintained in order to reduce the net impact of interest rate fluctuations. According to this policy, if this combination is unsuitable, the Corporation can use interest-rate swaps so as to achieve a less volatile interest expense.

As at January 31, 2024, the Corporation holds two interest rate options for a nominal value of \$10,000,000 each, to hedge interest rate fluctuations greater than 4.5% and 5.5 % (based on the one-month CDOR) of its Canadian dollar denominated floating interest long-term debt, one maturing on October 23, 2025 and the other on August 24, 2026. The change in the fair value of these interest rate options as at January 31, 2024, was an immaterial gain recognized in net financial expenses in the Consolidated Statement of Income.

Based on the balance of the floating interest debt as at January 31, 2024 and 2023, the impact of an upward or downward 0.5% change in interest rates, assuming all other variables remain constant, would have had an immaterial impact on the Corporation's net income over a horizon of 12 months.

23.2 Credit and Credit Concentration Risks

a) Credit Risk

Risk, that a party to a financial instrument neglecting its obligations will cause a financial loss for the other party.

b) Credit Concentration Risk

Risk that the business deals with a limited number of clients and financial institutions, which might increase the credit risk, as defined above.

In the normal course of business, the Corporation's exposure to credit risks results from the possibility that a client or financial institution may default, in part or in whole, on their financial obligations as they come due. Concentration of credit risk relates to cash and cash equivalents, when applicable, accounts receivable and contract assets.

Cash and cash equivalents are usually risk-free or low risk investments. Where this is the case, the Corporation deposit its cash and cash equivalents with recognized financial institutions, the most important of which are Canadian chartered banks.

In the normal course of business, the Corporation grants credit to its clients. The Corporation carries out credit checks on its clients and establishes allowances for credit losses, if applicable, using the lifetime expected credit losses to estimate this allowance. This method takes into account the credit risks of its customers, the expected life of these financial assets, historical trends and economic conditions.

Credit risk with respect to accounts receivable is mitigated by the available mechanisms of protection in case of non-payment, including liens on buildings, and given that the Corporation's clients tend to be general contractors, or companies doing business with contractors governed by rigorous practices and servicing adequately funded projects.

As at January 31, 2024, 4.5% of accounts receivable and contract assets, representing \$4,860,000 (0.3% or \$341,000 as at January 31, 2023) was overdue under contractual terms. A default on a financial asset occurs when the client is past due for a period of more than 90 days after the contractual term established with each client and the Corporation has no security. As at January 31, 2024 and 2023 the Corporation did not have any security for its accounts receivable and contract assets. Management believes that most of these accounts are with established clients or were cashed since, and therefore, the Corporation does not believe that it is exposed to an unusual or significant level of credit risk as at January 31, 2024 and 2023.

As previously described, credit risk arising from the concentration of its clients is also mitigated through monitoring and the measures available to the Corporation. As at January 31, 2024, 71% of accounts receivable was concentrated with three (3) clients (72% of accounts receivable attributable to three (3) clients as at January 31, 2023). It should be noted that given the specialization of its market niches and the nature of the contracts that the Corporation submits bids for, such concentration regularly occurs in the Corporation's activities.

23.3 Liquidity Risk

Liquidity risk is the risk that the Corporation is unable to fulfill its obligations as they come due. The Corporation manages its liquidity risk by forecasting cash flows from operating, investing and financing activities. The senior management is also actively involved in the review and approval of contracts with clients and planned capital expenditures. To fund its liquidity requirements, the Corporation uses cash flows from its operating activities, the credit facilities, issuance of debts and shares. In addition, in order to alleviate this risk, the Corporation has a policy that essentially targets contracts that can generate positive cash flows throughout their execution.

As at January 31, 2024, the contractual maturities analysis of financial liabilities was as follows:

	Book Value as at January 31, 2024	Less than 1 Year	From 1 to 3 Years	From 4 to 5 Years	More than 5 Years	Total
(In thousands of CA\$)	\$	\$	\$	\$	\$	\$
Accounts payable and other current liabilities	55,441	55,441	—	—	—	55,441
Long-term debt						
Principal	45,178	3,076	8,608	8,608	26,512	46,804
Interest		3,058	5,309	4,260	8,697	21,324
Lease liabilities						
Principal	3,666	827	1,555	1,114	170	3,666
Interest		149	194	65	2	410
	104,285	62,551	15,666	14,047	35,381	127,645

As at January 31, 2023, the contractual maturities analysis of financial liabilities was as follows:

	Book Value as at January 31, 2023	Less than 1 Year	From 1 to 3 Years	From 4 to 5 Years	More than 5 Years	Total
(In thousands of CA\$)	\$	\$	\$	\$	\$	\$
Accounts payable and other current liabilities	39,985	39,985	—	—	—	39,985
Long-term debt						
Principal	47,185	2,290	7,380	8,608	30,816	49,094
Interest		2,973	5,356	4,375	9,713	22,417
Lease liabilities						
Principal	4,334	806	1,692	1,165	671	4,334
Interest		171	238	112	21	542
	91,504	46,225	14,666	14,260	41,221	116,372

Balances in U.S. dollars and/or subject to floating interest rates are established based on the relevant spot rates at the respective dates.

NOTE 24 FINANCIAL INSTRUMENTS

24.1 Categories for Measurement

The next table provides the book value per class of financial instruments:

As at January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Financial assets at amortized cost		
Cash and cash equivalents	72,379	7,193
Accounts receivable	77,844	90,921
	150,223	98,114
Financial assets at fair value through net income		
Derivative financial instruments	328	84
	328	84
Financial liabilities at fair value through net income		
Derivative financial instruments	—	964
	—	964
Financial liabilities to amortized cost		
Accounts payable and other current liabilities ⁽¹⁾	40,574	27,431
Long-term debt ⁽²⁾	45,178	47,185
	85,752	74,616

(1) Excludes amounts due for statutory liabilities, employee benefits and share-based payments.

(2) Excludes lease liabilities.

As at January 31, 2024 and 2023, given the upcoming maturity dates of cash and cash equivalents, accounts receivable, other current assets, contract assets, credit facilities, accounts payable and other current liabilities, as well as contract liabilities, their fair value was approximately equal to their book value.

The fair value of the long-term debt (excluding the lease liabilities) did not differ significantly from its book value as at January 31, 2024 and 2023, as the effective interest rates reflect current market conditions.

24.2 Fair Value Hierarchy of Financial Assets and Liabilities

The Corporation classifies the fair value measurements of its financial assets and liabilities using the following fair value hierarchy, which has been defined as follows:

- Fair value - Level 1: Quoted price (unadjusted) in active markets for identical assets or liabilities.
- Fair value - Level 2: Valuation technique based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices).
- Fair value - Level 3: Valuation technique requiring the use of unobservable inputs that have a material effect on the measurement.

For all financial instruments measured at fair value, the Corporation classified fair value measurements at level 2, as their valuation is primarily based on observable inputs.

NOTE 25 SEGMENTED INFORMATION

The Corporation operates one operational sector, being, the non-residential construction industry, primarily in the United States and Canada. This sector includes the following areas of expertise: the design and engineering of connections, fabrication, including industrial coating, and installation of complex steel structures, heavy steel built-ups, as well as miscellaneous and architectural metalwork.

Fiscal Years Ended January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Revenues		
Canada	36,060	36,913
United States	294,963	213,977
	331,023	250,890

As at January 31,	2024	2023
(In thousands of CA\$)	\$	\$
Non-current assets ⁽¹⁾		
Canada	69,359	74,424
United States	43,404	42,813
	112,763	117,237

(1) The non-current assets mainly include property, plant and equipment, intangible assets, right-of-use assets, investment tax credits and others non-current assets.

Revenues from external clients were allocated to each country on the basis of the project's location.

During the fiscal year ended January 31, 2024, 69% of the Corporation's revenues was realized with four (4) clients, each representing 10% and more of its revenues (62% with three (3) clients during the fiscal year ended January 31, 2023).

The following table presents the breakdown of revenues for each of these clients:

Fiscal Years Ended January 31,	2024 ⁽¹⁾	2023 ⁽¹⁾
(In thousands of CA\$)	\$	\$
Client A	45,739	—
Client B	—	57,386
Client C	42,086	—
Client D	—	46,069
Client E	92,240	52,886
Client F	48,723	—
	228,788	156,341

(1) From the United States

NOTE 26 SUBSEQUENT EVENT**Dividend**

On April 10, 2024, the Corporation's Board of Directors approved a semi-annual dividend of \$0.01 per share payable on May 15, 2024 to Shareholders of Record as at April 26, 2024.

CORPORATE INFORMATION

INFORMATION FOR SHAREHOLDERS

— Annual Meeting of Shareholders

Tuesday, June 11, 2024 at 11 :00 a.m. (EST)

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— Annual Information Form for the Fiscal Year Ended January 31, 2024

Available at the Corporation's headquarters, as well as on the websites of ADF Group Inc. (www.adfgroup.com) and SEDAR (www.sedar.com).

— Stock Information

The Corporation's securities are listed on the Toronto Stock Exchange under the ticker symbol TSX: DRX. At the date hereof, there were 18,297,099 subordinate voting shares issued and outstanding.

BOARD OF DIRECTORS AND COMMITTEES

(1) Member of the Audit Committee / (2) Member of the Compensation, Nomination and Governance (CNG) Committee

Jean Paschini

Chairman of the Board of Directors
Chief Executive Officer, ADF Group Inc.

Pierre Paschini, P.Eng.

President and Chief Operating Officer,
ADF Group Inc.

Marise Paschini

Executive Vice President, Treasurer and
Corporate Secretary, ADF Group Inc.

Myriam Blouin ^{(1) (2)}

Chair of the CNG Committee, ADF Group Inc.
Human Resources Consultant, Axe HO

Danilo D'Aronco, P.Eng. M.Eng.

Consulting Engineer for D'Aronco Pineau Hébert
Varin Inc., Sigmax Inc. and AXNOR Consultants Inc.

Me Richard Martel ^{(1) (2)}

Lawyer specialized in labor law

Guy Pelletier, CPA, ASC ^{(1) (2)}

Chair of the Audit Committee, ADF Group Inc.
Corporate Director

Jean Rochette, MBA, ASC ^{(1) (2)}

Independent Board Leader of ADF Group Inc.
President and Director of Distribution Assist Canada Inc.

COORDINATES

Head Office

ADF Group Inc.
300 Henry-Bessemer
Terrebonne, Quebec, Canada J6Y 1T3

Main Subsidiary

ADF International Inc.
Great Falls, Montana, U.S.A.
Pompano Beach, Florida, U.S.A.

Independent Auditor

PricewaterhouseCoopers, LLP
1250 René-Lévesque Boulevard West,
Suite 2500
Montréal, Quebec, Canada H3B 4Y1

Transfer Agent and Registrar

Computershare Trust Company of Canada
1500 Robert-Bourassa Boulevard
Suite 700
Montréal, Quebec, Canada H3A 3S8

Financial Institution

National Bank of Canada
600 de la Gauchetière Boulevard West
Montréal, Quebec, Canada H3B 4L2

Law Firm

Fasken Martineau DuMoulin, LLP
Exchange Tower, 800 Square Victoria
Suite 3400
Montréal, Quebec, Canada H4Z 1E9



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infos@adfgroup.com / www.adfgroup.com

ANNUAL REPORT

Fiscal Year Ended January 31, 2024

The electronic version of this report is also available at
www.adfgroup.com and at www.sedar.com.

Ce rapport est aussi disponible en français.

Toronto Stock Exchange : TSX/DRX
