# Unaudited Consolidated Interim Report to the shareholders for the three months ended March 31, 2023

# Contents

The following Management's Discussion and Analysis ("MD&A") prepared as at May 9, 2023 for Dexterra Group Inc. ("Dexterra" or the "Corporation") provides information concerning Dexterra's financial condition and results of operations. This MD&A is based on unaudited condensed consolidated interim financial statements ("Financial Statements") for the three months ended March 31, 2023 ("Q1 2023") and March 31, 2022 ("Q1 2022"), respectively. Readers should also refer to Dexterra's most recent audited consolidated financial statements and MD&A for the years ended December 31, 2022 and 2021, and Annual Information Form ("AIF") dated March 8, 2023 available on SEDAR at sedar.com and Dexterra's website at dexterra.com. Some of the information contained in this MD&A contains forward-looking statements that involve risks and uncertainties. See "Forward-Looking Information" for a discussion of the uncertainties, risks and assumptions associated with these statements. Actual results may differ materially from those indicated or underlying forward-looking information as a result of various factors including those described elsewhere in this MD&A and AIF.

The accompanying Financial Statements of Dexterra are the responsibility of Dexterra's management and have been prepared in accordance with International Financial Reporting Standards ("IFRS" or "GAAP") and all amounts presented are in thousands of Canadian dollars unless otherwise indicated.

## Financial Summary

| | Three months ended March 31, | |
|---|---|---|
| *(000's except per share amounts)* | 2023 | 2022 |
| Total Revenue | $ 268,087 | $ 223,960 |
| Adjusted EBITDA[1] | $ 21,137 | $ 17,018 |
| Adjusted EBITDA as a percentage of revenue[1] | 8% | 8% |
| Net earnings[2] | $ 4,682 | $ 1,058 |
| Earnings per share | | |
| Basic and Diluted | $ 0.07 | $ 0.01 |
| Total assets | $ 630,940 | $ 618,713 |
| Total loans and borrowings | $ 110,567 | $ 130,678 |
| Free Cash Flow[3] | $ (7,975) | $ (11,661) |

*(1) Please refer to the "Non-GAAP measures" section for the definition of Adjusted EBITDA, Adjusted EBITDA as a percentage of revenue and Free Cash Flow and to the "Reconciliation of non-GAAP measures" section for the related calculations.*

*(2) Non-recurring charges included in pre-tax earnings are described in the reconciliation of Non-GAAP measures and include $1.8 million in the quarter ended March 31, 2023 (Q1 2022 - $3.0 million).*

*(3) Free Cash Flow for the quarter ended March 31, 2023 includes $5.9 million related to a special access matting investment which is being rented to a customer under a multi-year contract.*

## Non-GAAP measures

Certain measures and ratios in this MD&A do not have any standardized meaning as prescribed by GAAP and, therefore, are considered non-GAAP measures. Non-GAAP measures include "Adjusted EBITDA", calculated as earnings before interest, taxes, depreciation, amortization, equity investment depreciation, share based compensation, gain/loss on disposal of property, plant and equipment and non-recurring items; "Adjusted EBITDA as a percentage of revenue", calculated as Adjusted EBITDA divided by revenue; IFM Adjusted EBITDA as a percentage of revenue, excluding certain loss contracts, calculated as Adjusted EBITDA less Adjusted EBITDA related to certain loss contracts divided by IFM revenue less revenue from such loss contracts; "Free Cash Flow", calculated as net cash flows from (used in) operating activities, less sustaining capital expenditures, purchase of intangible assets, lease payments and finance costs plus proceeds on the sale of property, plant and equipment; and "backlog" which is the total value of modular work that has not yet been completed that: (a) has a high certainty of being performed based on the existence of an executed contract or work order specifying job scope, value and timing; or (b) has been awarded to Dexterra Group, as evidenced by an executed letter of award or agreement, describing the general job scope, value and timing of such work, and where the finalization of a formal contract in respect of such work is reasonably assured and expects to be recognized in the next 12 months. These measures and ratios provide investors with supplemental measures of Dexterra Group's operating performance and highlight trends in its core businesses that may not otherwise be apparent when relying solely on GAAP financial measures. Dexterra Group also believes that securities analysts, investors and other interested parties frequently use non-GAAP measures in the evaluation of issuers. Dexterra Group's management also uses non-GAAP measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets, and to determine components of management compensation.

These measures are regularly reviewed by the Chief Operating Decision Makers and provide investors with an alternative method for assessing the Corporation's operating results in a manner that is focused on the performance of the Corporation's ongoing operations and to provide a consistent basis for comparison between periods. These measures should not be construed as alternatives to net earnings and total comprehensive income or operating cash flows as determined in accordance with GAAP as indicators of the Corporation's performance. The method of calculating these measures may differ from other entities and accordingly, may not be comparable to measures used by other entities. For a reconciliation of these non-GAAP measures to their nearest measure under GAAP please refer to "Reconciliation of non-GAAP measures".

# Management's Discussion and Analysis

## Core Business

Dexterra is a corporation registered and domiciled in Canada and its common shares are listed on the Toronto Stock Exchange ("TSX") under the symbol DXT. Dexterra is a diversified support services organization delivering quality solutions for the creation, management, and operation of infrastructure across Canada. Our Integrated Facilities Management ("IFM") business delivers a suite of operation and maintenance solutions for built assets and infrastructure in the public and private sectors, including airports, defence, education, rail, healthcare and leisure. Our Workforce Accommodations, Forestry and Energy Services ("WAFES") business provides a full range of workforce accommodations solutions, forestry services and access solutions to clients in the energy, mining, forestry and construction sectors among others. Our Modular Solutions ("Modular") business integrates modern design concepts with off-site manufacturing processes to produce high-quality building solutions for rapid affordable housing, commercial, residential and industrial clients.

# First Quarter Overview

## Highlights

- The Corporation generated consolidated revenue of $268.1 million for Q1 2023 which was an increase of 20% compared to Q1 2022 and 6% compared to Q4 2022. Increased revenue is primarily related to the continued growth in IFM, including the 2022 acquisitions of Dana Hospitality LP ("Dana") and the Hotel, Rail and Leisure ("HRL") business (the "2022 IFM Acquisitions") and strong growth in workforce accommodations in Ontario and Quebec;
- The Corporation's Adjusted EBITDA for Q1 2023 was $21.1 million which was an increase of 24% compared to Q1 2022 and 51% compared to Q4 2022 reflecting stronger margins in IFM, including normalized margins in the Dana food service business, and improved Modular results;
- The Corporation reported consolidated net earnings of $4.7 million for Q1 2023 compared to $1.1 million in Q1 2022 and a net loss of $2.9 million in Q4 2022. The increase is attributable to the overall improved results across all business units and a reduction in non-recurring expenses;
- The Corporation acquired VCI Controls Inc. ("VCI") on January 31, 2023 for $4.2 million including holdback of $1.0 million. The acquisition adds to Dexterra's building and automation controls capability which is a key capability as clients focus on ESG requirements, energy efficiency and carbon footprint reductions;
- For the three months ended March 31, 2023, the Free Cash Flow deficit was $8.0 million compared to a deficit of $11.7 million in Q1 2022. This improvement included the special access matting investment of $5.9 million which is being rented to a customer under a multi-year contract and normal increases due to growth. This resulted in net debt increasing to $110.6 million in Q1 2023 compared to $94.0 million at Q4 2022 which also included the acquisition of VCI for $3.2 million. The Corporation expects its Free Cash Flow conversion to EBITDA to approximate 50% for fiscal 2023;
- Dexterra announced a Normal Course Issuer Bid ("NCIB") commencing on May 15, 2023, as the Corporation believes that a share buyback program provides a superior investment opportunity; and
- Dexterra declared a dividend for Q2 2023 of $0.0875 per share for shareholders of record at June 30, 2023, to be paid July 17, 2023.

# Operational Analysis

| | Three months ended March 31, | |
|---|---|---|
| *(000's)* | 2023 | 2022 |
| **Revenue:** | | |
| IFM | $ 86,407 | $ 64,225 |
| WAFES | 129,622 | 115,094 |
| Modular Solutions | 52,058 | 43,277 |
| Corporate and Inter-segment eliminations | — | 1,364 |
| Corporate | — | — |
| Inter-segment eliminations | — | (519) |
| Total Revenue | $ 268,087 | $ 223,960 |
| **Adjusted EBITDA:** | | |
| IFM | $ 5,233 | $ 3,962 |
| WAFES | 18,455 | 15,984 |
| Modular Solutions | 1,374 | 440 |
| Corporate | (5,677) | (6,284) |
| Inter-segment eliminations | — | (47) |
| Corporate costs and Inter-segment eliminations | (3,925) | (3,368) |
| Total Adjusted EBITDA | $ 21,137 | $ 17,018 |
| **Adjusted EBITDA as a % of Revenue** | | |
| IFM | 6.1 % | 6.2 % |
| WAFES | 14.2 % | 13.9 % |
| Modular Solutions | 2.6 % | 1.0 % |

# IFM

For Q1 2023, IFM revenues were $86.4 million, an increase of 35% from Q1 2022 and 10% from Q4 2022. The increase is the result of new contracts and includes the results of the 2022 IFM Acquisitions which occurred in January 2022. The 2022 IFM Acquisitions continue to expand their footprint and contributed $37 million in revenue for Q1 2023 with strong margins compared to $25 million in revenue in Q1 2022. Business activity levels increased with no COVID-19 restrictions and the education sector returning to normal operations.

The increased Q1 2023 IFM Adjusted EBITDA of $5.2 million compared to $4.0 million for Q1 2022 and $2.8 million for Q4 2022 is primarily due to the execution of the 2023 business plan which included proactively addressing inflation and labour availability issues and improving Dana profitability. Adjusted EBITDA as a percentage of revenue, excluding loss contracts, increased from 5.9% in Q4 2022 to 6.4% in Q1 2023.

## Direct Costs

Direct costs are comprised of labour, materials, supplies and transportation, which vary directly with revenues, and have a relatively fixed component that includes rent and utilities. Direct costs for Q1 2023 were $79.4 million and $57.8 million for Q1 2022, reflecting a focus on cost control and commensurate with the increase in revenue from Q1 2022. Direct costs as a percentage of revenue in Q1 2023 were 92% compared to 90% in Q1 2022 and 94% for Q4 2022.

# WAFES

WAFES is comprised of three revenue streams: Workforce Accommodations, Forestry and Energy Services. A significant portion of the WAFES business is support services related, capital light and aligns closely with our IFM business unit.

WAFES support services includes food and facilities services on-site at client owned remote facilities. Forestry is a seasonal business with its activities taking place in Q2 and Q3 each year and is reported in WAFES support services.

WAFES asset-based services represent remote workforce accommodation activities in which the structures are owned and installed by Dexterra Group as part of an equipment supply contract or bundled with food and facilities services as in the case of turn-key camp contracts or the Corporation's open lodge operations. This category also includes Energy Services, where the Corporation owns access matting and relocatable structures, which are rented or sold to clients.

Revenue from the WAFES business unit for Q1 2023 was $129.6 million, an increase of 13% compared to Q1 2022 and a 5% increase compared to Q4 2022. This increase in revenue is primarily from new projects and high activity in the mining sector compared to the same period in 2022. The Energy Services division also continues to experience high activity levels. For the three months ended March 31, 2023, WAFES support services activity accounted for 46% (54% asset-based services) of total WAFES revenue compared to 41% support services (59% asset-based services) for the same period in 2022.

The Q1 2023 Adjusted EBITDA as a percentage of revenue was 14%, which is consistent with Q1 2022 and lower than the 17% in Q4 2022 which included retroactive price increases of $2.8 million.

### Direct Costs

Direct costs are comprised of labour, materials, supplies and transportation, which vary directly with revenues, and a relatively fixed component, which includes rent and utilities. Direct costs in the WAFES business unit for Q1 2023 were $109.2 million and $98.3 million for Q1 2022. The increase of direct costs is primarily due to the revenue mix and the impact of the retroactive price adjustments described above. Direct costs as a percentage of revenue in Q1 2023 were 84% compared to 85% in Q1 2022 and 82% in Q4 2022.

## Modular Solutions

Modular Solutions business unit revenues for Q1 2023 were $52.1 million which was up by $8.8 million compared to the $43.3 million in Q1 2022 and consistent with Q4 2022. Adjusted EBITDA for Q1 2023 was $1.4 million, compared to $0.4 million in Q1 2022 and a loss of $6.6 million in Q4 2022. The improvement in profitability from the last quarter is the result of the continued execution of the four-point business turnaround plan. Q4 2022 results included an $8 million special provision for the costs to complete certain British Columbia ("BC") social affordable housing projects. Revenue in Q1 2023 included $13.6 million for these projects which delivered as expected a $nil margin and the remaining backlog of $35 million is expected to be completed in Q2 and Q3 of 2023.

The Modular backlog of $99.5 million for rapid affordable housing at the end of Q1 2023 is lower than at December 31, 2022 primarily due to the timing of municipalities receiving project funding approvals from the Canadian federal government. The backlog also excludes $28.6 million for U.S. manufacturing supply and industrial projects. Additionally, Modular Solutions has recurring modular business beyond these projects worth approximately $40 million per annum, which consists of educational, commercial and industrial modules as well as kiosks.

### Direct Costs

Direct costs are comprised of labour, raw materials and transportation, which vary directly with revenues, and a relatively fixed component that includes rent, utilities and the design and technical services required in the bidding cycle and post award manufacturing and installation of the product.

Direct costs for Q1 2023 were $49.1 million and $41.0 million in Q1 2022. The decrease in direct costs reflects the execution of management's four point turnaround plan driving improved project performance. Direct cost as a percentage of revenue in Q1 2023 were 94% compared to 95% in Q1 2022 and 110% in Q4 2022.

## Other Items

### Selling, General & Administrative Expense

Selling, general & administrative ("SG&A") expenses are comprised of head and corporate office costs including the executive officers and directors of the Corporation, and shared services, including information technology, corporate accounting staff and the associated costs of supporting a public company.

SG&A expenses for Q1 2023 were $11.8 million (increase of $1.9 million when compared to Q1 2022 and a $1.3 million increase compared to Q4 2022). The increase is primarily due to $1.4 million of CEO transition costs and higher headcount due to the increased scale of operations. SG&A expenses were 4% of total revenue in Q1 2023, which is consistent with Q4 2022 and Q1 2022.

## Depreciation and Amortization

| | Three months ended March 31, | |
|---|---|---|
| (000's) | 2023 | 2022 |
| Depreciation of property, plant and equipment and right-of-use assets | $ 7,875 | $ 8,888 |
| Amortization of intangibles | 1,400 | 1,456 |
| Total depreciation and amortization | $ 9,275 | $ 10,344 |

For Q1 2023, depreciation and amortization were $9.3 million, a decrease of $1.1 million compared to Q1 2022 and slightly up from $9.1 million in Q4 2022. The lower depreciation and amortization in Q1 2023 compared to the same period last year is a result of more assets being fully depreciated. The Corporation plans to continue to operate in a capital light model going forward and depreciation expense will continue to reduce as more assets become fully depreciated.

### Finance costs

Finance costs include interest on loans and borrowings, interest on lease liabilities, accretion of asset retirement obligations and debt financing costs.

The effective interest rate on loans and borrowings for the three months ended March 31, 2023 was 7.9%, as compared to 3.0% for the same period last year. The interest rate has been impacted by the increases in the Bank of Canada rate in the past 12 months. The Company expects to pay interest on its bank facility at 8% in Q2 2023.

### Goodwill

Goodwill at March 31, 2023 is $130.4 million, an increase of $1.8 million as a result of the VCI acquisition. The Corporation concluded there were no indicators of impairment on its goodwill or intangibles as at March 31, 2023.

### Non-controlling interest

Dexterra Group holds a 49% ownership interest in Tangmaarvik Inland Camp Services Inc. ("Tangmaarvik") and controls its operations. As a result, the results of Tangmaarvik are consolidated with the results of Dexterra Group and a non-controlling interest is recognized. For the three months ended March 31, 2023, earnings of $0.1 million were attributed to the non-controlling interest, compared to earnings of $0.2 million in the same period of the prior year.

### Joint Venture

Dexterra Group holds a 49% ownership interest in Gitxaala Horizon North Services LP ("Gitxaala") and Big Spring Lodging Limited Partnership ("BSL LP"). These equity investments represent operations of the WAFES business unit and generate earnings from providing workforce accommodations, rentals, and maintenance of relocatable structures. For three months ended March 31, 2023, earnings from equity investments were $0.5 million (Q1 2022 - $0.5 million).

### Income taxes

For the three months ended March 31, 2023, the Corporation's effective income tax rate was 18% (27% in Q1 2022). The effective tax rate for the three months ended March 31, 2023 is lower than the combined federal and provincial income tax rates primarily due to the benefit from tax reassessments.

### Normal Course Issuer Bid

Subsequent to quarter end, the Toronto Stock Exchange ("TSX") accepted for filing the Corporation's notice of intention to make a NCIB. Pursuant to the NCIB, Dexterra may repurchase from a time to time up to a maximum of 1,300,000 common shares, representing approximately 2% of total shares of the 65,241,628 common shares outstanding as at May 9, 2023. The NCIB period will commence on May 15, 2023 and end on May 14, 2024, or such earlier date in accordance with its terms. The NCIB will allow the Company to repurchase 1,300,000 shares and at the same time preserve its tax losses by keeping Fairfax Financial Holdings Limited's ("Fairfax") ownership interest below 50%. Fairfax does not intend to tender any shares under the NCIB.

## Outlook

### Operations Outlook

#### Overall

The Canadian and global economies continue to experience inflationary pressures, higher interest rates and reduced labour availability along with concerns around recession. We are actively managing the impact of inflation through proactive pricing adjustments on contracts and other operational initiatives across all business units as we work to execute our business plan and improve profitability through the remainder of 2023.

### IFM

The focus of the IFM business is on new sales growth and continuing to improve Adjusted EBITDA margins in 2023 through contract rationalization, operational improvements, and strong inflation management. Significant progress was made on these initiatives in Q1 2023. We also have a strong pipeline of opportunities which should provide solid growth in the back half of the year. Dana also has business in the education and leisure sectors which have seasonal variability in the summer months.

### WAFES

The WAFES business is expected to remain strong for the remainder of 2023 due to continued high natural resource activity nationwide. Our seasonal forestry business is also expected to be consistent with fiscal 2022. Management's focus is growing the business unit organically. The Crossroads Lodge in Kitimat, British Columbia is also expected to have improved occupancy during 2023.

### Modular

The demand for affordable housing in Canada continues to grow with various government programs in place. The pipeline of modular projects and business activity is expected to expand over the course of the summer as municipal governments approve new projects under the recent federal budget proposals. The business unit is also working through the backlog of BC-based fixed priced contracts which are being completed as planned and executing on the business turnaround plan. The pace of modular profitability in 2023 will be impacted by the timing of approvals for new social affordable housing projects and the lower demand for US supply-only projects due to the higher interest rate environment.

## Liquidity and Capital Resources

Debt was $110.6 million at March 31, 2023 compared to $94.0 million at Q4 2022. The increase is due to additional working capital investments related to the expansion of the business, the cash paid on the VCI acquisition of $3.2 million and the special access matting investment of $5.9 million. The Corporation's financial position and liquidity remain strong with $78.1 million unused capacity on its credit lines at March 31, 2023.

The conversion of EBITDA to Free Cash Flow for 2023, excluding any special non-recurring items, is expected to be approximately 50%.

## Capital Spending

For the three months ended March 31, 2023, gross capital spending for property, plant and equipment was $6.4 million, compared to the $1.2 million in the same period of 2022. This included the special access matting investment of $5.9 million.

## Quarterly Summary of Results

| | Three months ended | | | |
|---|---|---|---|---|
| *(000's except per share amounts)* | 2023 March | 2022 December | 2022 September | 2022 June |
| Revenue | $ 268,087 | $ 253,858 | $ 259,803 | $ 233,896 |
| Adjusted EBITDA | 21,137 | 13,986 | 20,081 | 13,642 |
| Net earnings (loss) attributable to shareholders | 4,601 | (2,939) | 5,164 | 310 |
| Net earnings per share, basic and diluted | $ 0.07 | $ (0.04) | $ 0.08 | $ 0.00 |

| | Three months ended | | | |
|---|---|---|---|---|
| *(000's except per share amounts)* | 2022 March | 2021 December | 2021 September | 2021 June |
| Revenue | $ 223,960 | $ 201,588 | $ 202,760 | $ 173,627 |
| Adjusted EBITDA | 17,018 | 18,054 | 22,372 | 22,502 |
| Net earnings attributable to shareholders | 894 | 4,093 | 7,780 | 8,206 |
| Net earnings per share, basic and diluted | $ 0.01 | $ 0.06 | $ 0.12 | $ 0.13 |

## Reconciliation of non-GAAP measures

The following provides a reconciliation of non-GAAP measures to the nearest measure under GAAP for items presented throughout the MD&A.

### Adjusted EBITDA

| *(000's)* | Three months ended March 31, 2023 | 2022 |
|---|---|---|
| Net earnings | $ 4,682 | $ 1,058 |
| Add: | | |
| Share based compensation | 635 | 539 |
| Depreciation & amortization | 9,275 | 10,344 |
| Equity investment depreciation | 301 | 286 |
| Finance costs | 3,424 | 1,443 |
| Loss (gain) on disposal of property, plant and equipment | 19 | (3) |
| Income tax expense | 1,048 | 390 |
| Non-recurring: | | |
| Contract loss provisions[1] | 255 | 2,167 |
| Restructuring and other costs[2] | 1,498 | 794 |
| Adjusted EBITDA | $ 21,137 | $ 17,018 |

*(1) Contract loss provisions for the three months ended March 31, 2023 were $0.3 million. Contract loss provisions in Q1 2022 was $2.2 million (net of revenue of $1.9 million), which include costs related to a contractual dispute and remediation work on pre-acquisition contracts from the Acquisition of Horizon North Logistics Inc. in May 2020.*
*(2) Restructuring and other items for Q1 2023 include CEO transition costs of $1.4 million and other items included in selling, general and administration costs (Q1 2022 costs related to the 2022 IFM Acquisitions) .*

### IFM Adjusted EBITDA as a percentage of revenue, excluding certain loss contracts[1]

| *(000's)* | Three months ended March 2023 | December 2022[1] |
|---|---|---|
| **Revenue:** | | |
| IFM | 86,407 | 78,543 |
| Deduct: impact of loss contracts | (4,486) | (29,486) |
| IFM revenue excluding loss contracts | $ 81,921 | $ 49,057 |
| **Adjusted EBITDA:** | | |
| IFM | 5,233 | 2,764 |
| Add: Impact of loss contracts | — | 133 |
| IFM Adjusted EBITDA excluding loss contracts | $ 5,233 | $ 2,897 |
| IFM Adjusted EBITDA as a % of revenue, excluding loss contracts | 6.4 % | 5.9 % |

*(1) Q4 2022 includes the impacts of Dana as that business had a negative margin in the period.*

### Free Cash Flow

| (000's) | Three months ended March 31, 2023 | 2022 |
|---|---|---|
| Net cash flows from (used in) operating activities | $ 3,725 | (7,748) |
| Sustaining capital expenditures, net of proceeds (spending), including intangibles | (165) | (871) |
| Capital expenditures, special access matting investment | (5,877) | — |
| Finance costs paid | (3,086) | (1,245) |
| Lease payments | (2,572) | (1,797) |
| Free Cash Flow | $ (7,975) | $ (11,661) |

## Accounting Policies

Dexterra Group's IFRS accounting policies are provided in Note 3 to the Consolidated Financial Statements for the year ended December 31, 2022.

## Outstanding Shares

Dexterra Group had 65,241,628 voting common shares issued and outstanding as at May 9, 2023, of which 49% or 31,957,781 are owned by subsidiaries of Fairfax Financial Holdings Limited.

## Off-Balance Sheet Financing

Dexterra Group has no off-balance sheet financing.

## Management's Report on Disclosure Controls and Procedures and Internal Controls over Financial Reporting

### Disclosure Controls and Procedures

The Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") have designed, or caused to be designed under their supervision, disclosure controls and procedures ("DC&P") as defined in National Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109") of the Canadian Securities Administrators, to provide reasonable assurance that: (i) material information relating to the Corporation is made known to the CEO and the CFO by others, particularly during the period in which the interim filings are being prepared; and (ii) information required to be disclosed by the Corporation in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

### Internal Controls over Financial Reporting

The CEO and the CFO have designed, or caused to be designed under their supervision, internal controls over financial reporting ("ICFR") as defined in NI 52-109 of the Canadian Securities Administrators, in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

There were no changes to the Corporation's ICFR during the period ended March 31, 2023, that have materially affected, or are reasonably likely to materially affect, the Corporation's ICFR.

### Limitations on the Effectiveness of Disclosure Controls and Procedures and Internal Control over Financial Reporting

Because of their inherent limitations, DC&P and ICFR may not prevent or detect misstatements, errors or fraud. Control systems, no matter how well conceived or implemented, can provide only reasonable, not absolute, assurance that the objectives of the control systems are met.

## Risks and Uncertainties

The financial risks, critical accounting estimates and judgements, and risk factors related to Dexterra Group and its business, which should be carefully considered, are disclosed in the Annual Information Form under "Risk Factors" and in the Corporation's Consolidated Financial Statements for the year ended December 31, 2022 under Note 21, dated March 08, 2023, and this MD&A should be read in conjunction with them. Such risks may not be the only risks facing Dexterra Group. Additional risks not currently known may also impair Dexterra Group's business operations and results of operation.

## Critical Accounting Estimates and Judgements

This MD&A of Dexterra Group's financial condition and results of operations is based on its consolidated financial statements, which are prepared in accordance with IFRS. The preparation of the consolidated financial statements requires management to make estimates and judgements about the future. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results. The MD&A should be read in conjunction with the 2022 Annual Financial Statements.

## Financial Instruments and Risk Management

In the normal course of business, the Corporation is exposed to a number of financial risks that can affect its operating performance. These risks are: credit risk, liquidity risk and interest rate risk. The Corporation's overall risk management program and prudent business practices seek to minimize any potential adverse effects on the Corporation's financial performance. The MD&A should be read in conjunction with the 2022 Annual Financial Statements.

## Forward-Looking Information

Certain statements contained in this MD&A may constitute forward-looking information under applicable securities law. Forward-looking information may relate to Dexterra Group’s future outlook and anticipated events, business, operations, financial performance, financial condition or results and, in some cases, can be identified by terminology such as “continue”; “forecast”; “may”; “will”; “project”; “could”; “should”; “expect”; “plan”; “anticipate”; “believe”; “outlook”; “target”; “intend”; “estimate”; “predict”; “might”; “potential”; “continue”; “foresee”; “ensure” or other similar expressions concerning matters that are not historical facts. In particular, statements regarding Dexterra Group’s future operating results and economic performance, including COVID-19 related impacts and the impacts of the Company; management expectations of market sector recoveries, its leverage, Free Cash Flow, NRB Modular Solutions backlog and revenue, and its objectives and strategies are forward-looking statements. These statements are based on certain factors and assumptions, including expected growth, market recovery, results of operations, performance and business prospects and opportunities regarding Dexterra Group, which Dexterra Group believes are reasonable as of the current date. While management considers these assumptions to be reasonable based on information currently available to Dexterra Group, they may prove to be incorrect. Forward-looking information is also subject to certain known and unknown risks, uncertainties and other factors that could cause Dexterra Group’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward- looking information, including, but not limited to: the ability to retain clients, renew existing contracts and obtain new business; an outbreak of contagious disease that could disrupt its business; the highly competitive nature of the industries in which Dexterra Group operates; reliance on suppliers and subcontractors; cost inflation; volatility of industry conditions could impact demand for its services; a reduction in the availability of credit could reduce demand for Dexterra Group’s products and services; Dexterra Group’s significant shareholder may substantially influence its direction and operations and its interests may not align with other shareholders; its significant shareholder’s 49% ownership interest may impact the liquidity of the common shares; cash flow may not be sufficient to fund its ongoing activities at all times; loss of key personnel; the failure to receive or renew permits or security clearances; significant legal proceedings or regulatory proceedings/changes; environmental damage and liability is an operating risk in the industries in which Dexterra Group operates; climate changes could increase Dexterra Group’s operating costs and reduce demand for its services; liabilities for failure to comply with public procurement laws and regulations; any deterioration in safety performance could result in a decline in the demand for its products and services; failure to realize anticipated benefits of acquisitions and dispositions; inability to develop and maintain relationships with Indigenous communities; the seasonality of Dexterra Group’s business; inability to restore or replace critical capacity in a timely manner; reputational, competitive and financial risk related to cyber-attacks and breaches; failure to effectively identify and manage disruptive technology; economic downturns can reduce demand for Dexterra Group’s services; its insurance program may not fully cover losses. Additional risks and uncertainties are described in Note 22 of the Corporation's Consolidated Financial Statements for the year ended December 31, 2022 and 2021 contained in its most recent Annual Report filed with securities regulatory authorities in Canada and available on SEDAR at sedar.com. The reader should not place undue importance on forward-looking information and should not rely upon this information as of any other date. Dexterra Group is under no obligation and does not undertake to update or alter this information at any time, except as may be required by applicable securities law.

## Condensed consolidated statement of financial position (Unaudited)

| (000's) | Note | March 31, 2023 | December 31, 2022 |
|---|---|---|---|
| **Assets** | | | |
| **Current assets** | | | |
| Trade and other receivables | 5 | $ 221,415 | $ 211,397 |
| Inventories | 6 | 29,634 | 26,045 |
| Prepaid expenses and other | | 7,848 | 5,324 |
| Total current assets | | 258,897 | 242,766 |
| **Non-current assets** | | | |
| Property, plant and equipment | 7 | 158,221 | 156,608 |
| Right-of-use assets | 8 | 22,785 | 23,363 |
| Intangible assets | 9 | 35,068 | 35,375 |
| Goodwill | 9 | 130,438 | 128,607 |
| Deferred income tax assets | | 9,131 | 8,118 |
| Other assets | 10 | 16,400 | 16,564 |
| Total non-current assets | | 372,043 | 368,635 |
| Total assets | | $ 630,940 | $ 611,401 |
| **Liabilities** | | | |
| **Current liabilities** | | | |
| Trade and other payables | | $ 179,918 | $ 170,629 |
| Deferred revenue | | 5,477 | 10,706 |
| Income tax payable | | 857 | 381 |
| Asset retirement obligations | 12 | 7,341 | 8,478 |
| Lease liabilities | 8 | 8,128 | 7,783 |
| Total current liabilities | | 201,721 | 197,977 |
| **Non-current liabilities** | | | |
| Lease liabilities | 8 | 19,261 | 20,311 |
| Contingent consideration | | 697 | 697 |
| Asset retirement obligations | 12 | 3,004 | 3,164 |
| Loans and borrowings | 11 | 110,567 | 94,045 |
| Other long term liabilities | 13 | 143 | 640 |
| Deferred income tax liabilities | | 9,307 | 7,584 |
| Non-current liabilities | | 142,979 | 126,441 |
| Total liabilities | | 344,700 | 324,418 |
| **Shareholders' Equity** | | | |
| Share capital | 13 | 233,968 | 233,968 |
| Contributed surplus | | 2,563 | 2,236 |
| Accumulated other comprehensive income | | 298 | 341 |
| Retained earnings | | 49,137 | 50,245 |
| Non-controlling interest | | 274 | 193 |
| Total shareholders' equity | | 286,240 | 286,983 |
| Total liabilities and shareholders' equity | | $ 630,940 | $ 611,401 |

The accompanying notes are an integral part of the condensed consolidated interim financial statements.

## Condensed consolidated statement of comprehensive income (Unaudited)

| | | Three months ended March 31, | |
|---|---|---|---|
| *(000's except per share amounts)* | Note | 2023 | 2022 |
| **Revenue** | | | |
| Revenue from operations | | $ 268,087 | $ 223,960 |
| **Operating expenses** | | | |
| Direct costs | 14 | 237,667 | 200,735 |
| Selling, general and administrative expenses | 15 | 11,822 | 9,929 |
| Depreciation | 7,8 | 7,875 | 8,888 |
| Amortization of intangible assets | 9 | 1,400 | 1,456 |
| Share based compensation | 13 | 635 | 539 |
| Loss (gain) on disposal of property, plant and equipment | | 19 | (3) |
| Operating income | | 8,669 | 2,416 |
| Finance costs | | 3,424 | 1,443 |
| Earnings from equity investments | | (485) | (475) |
| Earnings before income taxes | | 5,730 | 1,448 |
| **Income tax** | | | |
| Income tax expense | 16 | 1,048 | 390 |
| Net Earnings | | 4,682 | 1,058 |
| **Other comprehensive income** | | | |
| Translation of foreign operations | | (43) | — |
| Total comprehensive income for the period | | $ 4,639 | $ 1,058 |
| **Net Earnings Attributable to:** | | | |
| Shareholders | | $ 4,601 | $ 894 |
| Non-controlling interest | | $ 81 | $ 164 |
| **Earnings per common share:** | | | |
| Net earnings per share, basic and diluted | 18 | $ 0.07 | $ 0.01 |
| **Weighted average common shares outstanding:** | | | |
| Basic | 18 | 65,242 | 65,156 |
| Diluted | 18 | 65,476 | 65,577 |

The accompanying notes are an integral part of the condensed consolidated interim financial statements.

## Condensed consolidated statement of changes in equity (Unaudited)

| *(000's)* | Note | Share capital - Number of Shares | Share capital | Contributed surplus | Accumulated other comprehensive income | Retained earnings | Non-controlling interest | Total |
|---|---|---|---|---|---|---|---|---|
| Balance as at December 31, 2021 | | 65,151 | $ 233,541 | $ 1,199 | $ — | $ 69,639 | $ (31) | $ 304,348 |
| Dividends | | — | — | — | — | (5,703) | — | (5,703) |
| Exercise of stock options | | 24 | 107 | (28) | — | — | — | 79 |
| Share based compensation | 13 | — | — | 274 | — | — | — | 274 |
| Total comprehensive income | | — | — | — | — | 894 | 164 | 1,058 |
| **Balance as at March 31, 2022** | | **65,175** | **$ 233,648** | **$ 1,445** | **$ —** | **$ 64,830** | **$ 133** | **$ 300,056** |
| | | | | | | | | |
| Balance as at December 31, 2022 | | 65,242 | $ 233,968 | $ 2,236 | $ 341 | $ 50,245 | $ 193 | $ 286,983 |
| Dividends | 19 | — | — | — | — | (5,709) | | (5,709) |
| Share based compensation | 13 | — | — | 327 | — | — | — | 327 |
| Total comprehensive income | | — | — | — | (43) | 4,601 | 81 | 4,639 |
| **Balance as at March 31, 2023** | | **65,242** | **$ 233,968** | **$ 2,563** | **$ 298** | **$ 49,137** | **$ 274** | **$ 286,240** |

The accompanying notes are an integral part of the condensed consolidated interim financial statements.

## Condensed consolidated statement of cash flows (Unaudited)

| | | Three months ended March 31, | |
|---|---|---|---|
| *(000's)* | Note | 2023 | 2022 |
| **Cash provided by (used in):** | | | |
| **Operating activities:** | | | |
| Net Earnings | | $ 4,682 | $ 1,058 |
| Adjustments for: | | | |
| Depreciation | 7,8 | 7,875 | 8,888 |
| Amortization of intangible assets | 9 | 1,400 | 1,456 |
| Share based compensation | 13 | 635 | 539 |
| Loss (gain) on disposal of property, plant and equipment | | 19 | (3) |
| Net transfers between inventory and rental fleet | 7 | (1,243) | (1,809) |
| Earnings on equity investments | | (485) | (475) |
| Asset retirement obligation settled | 12 | (1,106) | — |
| Finance costs | | 3,424 | 1,443 |
| Income tax expense | 16 | 1,048 | 390 |
| Changes in non-cash working capital | 17 | (12,646) | (18,870) |
| Income taxes received (paid) | 16 | 122 | (365) |
| Net cash flows from (used in) operating activities | | 3,725 | (7,748) |
| **Investing activities:** | | | |
| Purchase of property, plant and equipment | 7 | (6,417) | (1,202) |
| Purchase of intangible assets | 9 | (5) | (4) |
| Proceeds on sale of property, plant and equipment | | 345 | — |
| Cash paid for acquisitions, net of cash acquired | 4 | (3,231) | (47,160) |
| Cash distributions from (capital contributions to) equity investments | 10 | 544 | (472) |
| Net cash flows used in investing activities | | (8,764) | (48,838) |
| **Financing activities:** | | | |
| Issuance of common shares | 13 | — | 79 |
| Payments for lease liabilities | | (2,572) | (1,797) |
| Advances on loans and borrowings | 11 | 16,406 | 65,250 |
| Finance costs paid | | (3,086) | (1,245) |
| Dividends paid to shareholders | 19 | (5,709) | (5,701) |
| Net cash flows from financing activities | | 5,039 | 56,586 |
| Change in cash position | | — | — |
| Cash, beginning of period | | — | — |
| Cash, end of period | | $ — | $ — |

The accompanying notes are an integral part of the condensed consolidated interim financial statements.

## 1. Reporting entity

Dexterra Group Inc. ("Dexterra Group" or the "Corporation") is a corporation registered and domiciled in Canada and its common shares are listed on the Toronto Stock Exchange ("TSX") under the symbol DXT. Dexterra Group is a diversified support services organization delivering quality solutions for the creation, management, and operation of infrastructure across Canada. Our Integrated Facilities Management ("IFM") business delivers a suite of operation and maintenance solutions for built assets and infrastructure in the public and private sectors, including aviation, defence, education, rail, healthcare, and leisure. Our Workforce Accommodations, Forestry and Energy Services ("WAFES") business provides a full range of workforce accommodations solutions, forestry services and access solutions to clients in the energy, mining, forestry and construction sectors among others. Our Modular Solutions business integrates modern design concepts with off-site manufacturing processes to produce high-quality building solutions for rapid affordable housing, commercial, residential and industrial clients.

## 2. Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as applicable to interim financial statements, including International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and using the accounting policies the Corporation adopted in its consolidated financial statements for the year ended December 31, 2022. The condensed consolidated interim financial statements do not include all of the information required for annual financial statements. These financial statements were approved by the Board of Directors of Dexterra Group on May 9, 2023.

## 3. Basis of Preparation

The basis of preparation, accounting policies and methods of their application, and critical accounting estimates and judgements in these condensed consolidated interim financial statements, including comparatives, are consistent with those used in Dexterra Group's audited annual consolidated financial statements for the year ended December 31, 2022, and should be read in conjunction with those annual consolidated financial statements. The Corporation's functional currency, and the preparation currency of the condensed consolidated interim financial statements is the Canadian dollar.

## 4. Business Combinations

On January 31, 2023, Dexterra Group acquired 100% of the issued and outstanding shares of VCI Controls Inc. ("VCI") for total consideration of $4.8 million including a $1.0 million holdback net of working capital adjustments. As at March 31, 2023, the Corporation has not finalized the purchase price equation for the acquisition. However, any adjustments are not expected to be significant.

The following summarizes the assets acquired and liabilities assumed on VCI acquisition:

| **Consideration:** | | **(000's)** |
|---|---|---|
| Cash consideration | $ | 3,820 |
| Holdback, net of working capital adjustments | | 967 |
| Total consideration | $ | 4,787 |
| **Fair value of assets acquired and liabilities assumed:** | | |
| Cash | $ | 589 |
| Trade and other receivables | | 1,891 |
| Prepaid expenses and other | | 172 |
| Inventories | | 102 |
| Property, plant and equipment | | 44 |
| Right-of-use assets | | 211 |
| Trade and other payables | | (917) |
| Deferred income tax liabilities | | (16) |
| Lease liabilities | | (211) |
| **Tangible net assets** | **$** | **1,865** |
| Customer Relationships | | 1,088 |
| Goodwill | | 1,834 |
| **Total identifiable net assets** | **$** | **4,787** |

The primary factors that contributed to the residual purchase price allocation and resulted in the recognition of goodwill are: the assembled workforce of VCI, access to growth opportunities with new customers, and the increased additive service offerings to existing customers. The goodwill recognized is not deductible for income tax purposes.

The acquisition includes a holdback that will be released to the previous owners on satisfaction of certain conditions within a year after the closing date of the transaction. As at March 31, 2023, the amount of holdback is included in trade and other payables.

The Corporation incurred certain legal and advisory fees of $0.3 million related to the acquisition which were included in selling, general & administrative expenses on the consolidated statement of comprehensive income for the year ended December 31, 2022.

### 2022 Business Combinations

On January 1, 2022, Dexterra Group acquired 100% of the issued and outstanding shares of FCPI Dana Investments Inc. (“Dana”), the General Partner and sole owner of Dana Hospitality Limited Partnership and Marek Hospitality Inc. for total cash consideration in the amount of $30.9 million net of working capital adjustments. This acquisition expanded the existing culinary services of the Corporation in its IFM segment.

On January 31, 2022, Dexterra Group acquired the business and certain assets of Tricom Building Maintenance, Tricom Service Corp., and Kwik Supply Inc. (“Tricom”) for a total consideration of $19.1 million. This acquisition increased the scale of the existing IFM business and provides access to new market sectors. In addition, the acquisition includes a holdback that will be released to the previous owners eighteen months after the closing date of the transaction less any amounts paid to third parties. As at March 31, 2022, the holdback of $2.0 million and related finance costs of $0.2 million has been included in trade and other payables.

## 5. Trade and other receivables

| *(000’s)* | March 31, 2023 | December 31, 2022 |
|---|---|---|
| Trade receivables | $ 145,616 | $ 135,972 |
| Modular holdbacks receivables | 14,730 | 9,738 |
| Deferred trade receivables | 6,930 | 5,756 |
| Total trade and modular receivables | $ 167,276 | $ 151,466 |
| | | |
| Accrued trade receivables | 50,442 | 53,025 |
| Other receivables | 4,874 | 7,732 |
| Allowance for expected credit losses | (1,177) | (826) |
| Total | $ 221,415 | $ 211,397 |

Modular holdback receivables and deferred trade receivables of $21.7 million (December 31, 2022 - $15.5 million) represent amounts billed on contracts which are not due until the contract work is substantially complete and any lien period has expired. All Modular holdback receivables and deferred trade receivables are expected to be collected within 12 months.

## 6. Inventories

| *(000’s)* | March 31, 2023 | December 31, 2022 |
|---|---|---|
| Raw materials | $ 13,344 | $ 14,386 |
| Food inventory | 4,644 | 4,448 |
| Modular work-in-progress | 2,473 | 1,176 |
| Finished goods and supplies | 9,173 | 6,035 |
| Inventories | $ 29,634 | $ 26,045 |

## 7. Property, plant and equipment

| Carrying Amounts *(000's)* | Camp equipment & mats | Land & buildings | Automotive & trucking equipment | Manufacturing & other equipment | Total |
|---|---|---|---|---|---|
| **Cost** | | | | | |
| Balance as at December 31, 2022 | $ 153,189 | $ 33,564 | $ 17,879 | $ 11,864 | $ 216,496 |
| Additions | 6,281 | 76 | 43 | 17 | 6,417 |
| Acquisition of VCI (Note 4) | — | — | — | 44 | 44 |
| Change in asset retirement obligations (Note 12) | (297) | — | — | — | (297) |
| Transferred from (to) inventory | 891 | — | — | — | 891 |
| Disposals | (242) | — | — | (343) | (585) |
| Balance as at March 31, 2023 | $ 159,822 | $ 33,640 | $ 17,922 | $ 11,582 | $ 222,966 |
| **Accumulated Depreciation** | | | | | |
| Balance as at December 31, 2022 | $ 34,717 | $ 5,210 | $ 13,315 | $ 6,646 | $ 59,888 |
| Depreciation | 3,743 | 568 | 657 | 461 | 5,429 |
| Transferred from (to) inventory | (352) | — | — | — | (352) |
| Disposals | (220) | — | — | — | (220) |
| Balance as at March 31, 2023 | $ 37,888 | $ 5,778 | $ 13,972 | $ 7,107 | $ 64,745 |
| **Net book value** | | | | | |
| Balance as at March 31, 2023 | $ 121,934 | $ 27,862 | $ 3,950 | $ 4,475 | $ 158,221 |
| Balance as at December 31, 2022 | $ 118,472 | $ 28,354 | $ 4,564 | $ 5,218 | $ 156,608 |

## 8. Leases

(i) Right-of-use assets

| *(000's)* | Camp equipment & mats | Land & buildings | Automotive & trucking equipment | Manufacturing & other equipment | Total |
|---|---|---|---|---|---|
| **Cost** | | | | | |
| Balance as at December 31, 2022 | $ 7,796 | $ 29,271 | $ 5,121 | $ 319 | $ 42,507 |
| Acquisition of VCI (Note 4) | — | 49 | 162 | — | 211 |
| Additions | 933 | 666 | 81 | 5 | 1,685 |
| Disposals | — | — | (41) | — | (41) |
| Balance as at March 31, 2023 | $ 8,729 | $ 29,986 | $ 5,323 | $ 324 | $ 44,362 |
| **Accumulated Depreciation** | | | | | |
| Balance as at December 31, 2022 | $ 4,256 | $ 12,646 | $ 1,999 | $ 243 | $ 19,144 |
| Depreciation | 929 | 1,210 | 275 | 32 | 2,446 |
| Disposals | — | — | (13) | — | (13) |
| Balance as at March 31, 2023 | $ 5,185 | $ 13,856 | $ 2,261 | $ 275 | $ 21,577 |
| **Net book value** | | | | | |
| March 31, 2023 | $ 3,544 | $ 16,130 | $ 3,062 | $ 49 | $ 22,785 |
| December 31, 2022 | $ 3,540 | $ 16,625 | $ 3,122 | $ 76 | $ 23,363 |

(ii) Lease liabilities

| Maturity Analysis – contractual undiscounted cash flows | | (000's) |
|---|---|---|
| Year 1 | $ | 9,077 |
| Year 2 | | 6,613 |
| Year 3 | | 5,091 |
| Year 4 | | 4,324 |
| Year 5 and beyond | | 5,056 |
| Total undiscounted lease payable as at March 31, 2023 | $ | 30,161 |
| Lease liabilities included in the statement of financial position at March 31, 2023 | $ | 27,389 |
| Current | | 8,128 |
| Non-current | | 19,261 |

For the quarter ended March 31, 2023, the Corporation has a $1.8 million lease receivable related to sublet leased equipment (Q4 2022 - $2.0 million). The lease and sub-lease expire in 2025. There were no restrictions or covenants imposed by leases of a material nature and there were no sale and leaseback transactions.

The amount of lease interest expense recognized during the quarter end March 31, 2023 is $0.4 million (Q1 2022 - $0.3 million).

## 9. Intangibles and Goodwill

Intangible assets at the consolidated statement of financial position date are as follows:

| *(000's)* | | Trade Names | | Customer Relationships | | Computer software and other | | Total |
|---|---|---|---|---|---|---|---|---|
| **Cost** | | | | | | | | |
| Balance as at December 31, 2022 | $ | 4,550 | $ | 40,657 | $ | 4,767 | $ | 49,974 |
| Acquisition of VCI (Note 4) | | — | | 1,088 | | — | | 1,088 |
| Additions | | — | | — | | 5 | | 5 |
| Balance as at March 31, 2023 | $ | 4,550 | $ | 41,745 | $ | 4,772 | $ | 51,067 |
| **Accumulated Amortization** | | | | | | | | |
| Balance as at December 31, 2022 | $ | 1,932 | $ | 9,232 | $ | 3,435 | $ | 14,599 |
| Amortization | | 225 | | 873 | | 302 | | 1,400 |
| Balance as at March 31, 2023 | $ | 2,157 | $ | 10,105 | $ | 3,737 | $ | 15,999 |
| **Net book value** | | | | | | | | |
| March 31, 2023 | $ | 2,393 | $ | 31,640 | $ | 1,035 | $ | 35,068 |
| December 31, 2022 | $ | 2,618 | $ | 31,425 | $ | 1,332 | $ | 35,375 |

Goodwill at the consolidated statement of financial position date is as follows:

| *(000's)* | | March 31, 2023 | | December 31, 2022 |
|---|---|---|---|---|
| **Goodwill allocated to:** | | | | |
| Integrated Facilities Management(1) | $ | 95,853 | $ | 94,022 |
| Workforce Accommodations and Forestry | | 34,585 | | 34,585 |
| Balance, end of period | $ | 130,438 | $ | 128,607 |

*(1) See note 4 for additions to goodwill of $1.8 million related to acquisition completed in Q1 2023. The fluctuations in goodwill balances are from foreign currency translation of US operations.*

## 10. Other assets

Other assets at March 31, 2023 include equity accounted investments in Gitxaala Horizon North Services Limited Partnership ("Gitxaala") and Big Spring Lodging Limited Partnership ("BSL LP"), both joint ventures that are 49% owned by the Corporation with carrying value of $12.9 million (December 31, 2022 - $13.1 million) and $2.0 million (December 31, 2022 - $1.9 million), respectively. During the period ended March 31, 2023, Gitxaala paid cash distributions of $0.5 million (March 2022 - $nil) to the Corporation. These equity investments are operations of the WAFES segment and generate earnings from providing services related to workforce accommodations, rentals, and maintenance of relocatable structures. In addition to the equity investments, the other assets include long-term lease receivables of $1.5 million (December 31, 2022 - $1.6 million).

## 11. Loans and borrowings

| *(000's)* | March 31, 2023 | December 31, 2022 |
|---|---|---|
| Committed credit facility | $ 111,228 | $ 94,822 |
| Unamortized financing costs | (661) | (777) |
| Total borrowings | $ 110,567 | $ 94,045 |

The credit facility has a maturity date to September 7, 2024, an available limit of $200 million plus an uncommitted accordion of $125 million, and is secured by a $400 million first fixed and floating charge debenture over all assets of the Corporation and its wholly-owned subsidiaries. The interest rate is calculated on a grid pricing structure based on the Corporation's debt to EBITDA ratio. Amounts drawn on the credit facility incur interest at bank prime rate plus 0.50% to 1.75% or the Bankers' Acceptance rate plus 1.50% to 2.75%. The credit facility has a standby fee on the committed available limit ranging from 0.30% to 0.55% per annum.

As at March 31, 2023, the Corporation was in compliance with all financial and non-financial covenants related to the credit facility and available borrowing capacity was $78.1 million (2022 - $95.0 million), after adjusting for $10.7 million (2022 - $10.1 million) in letters of credit outstanding at March 31, 2023. For the three months ended March 31, 2023, the Corporation incurred finance costs relating to the loans and borrowings of $2.7 million (March 2022 - $0.9 million).

## 12. Asset retirement obligations

Provisions include constructive site restoration obligations for company owned camp projects to restore lands to previous condition when camp facilities are dismantled and removed.

| *(000's)* | March 31, 2023 | December 31, 2022 |
|---|---|---|
| Balance, beginning of period | $ 11,642 | $ 10,560 |
| Additions | — | 1,599 |
| Asset retirement obligations settled | (1,106) | (820) |
| Change in estimate | (297) | 5 |
| Accretion of provisions | 106 | 298 |
| Balance, end of period | $ 10,345 | $ 11,642 |

| *(000's)* | March 31, 2023 | December 31, 2022 |
|---|---|---|
| Current | $ 7,341 | $ 8,478 |
| Non-current | 3,004 | 3,164 |
| Balance, end of period | $ 10,345 | $ 11,642 |

## 13. Share capital

(a) Authorized and issued

The Corporation is authorized to issue an unlimited number of voting common shares without nominal or par value and an unlimited number of preferred shares issuable in series, of which no preferred shares are outstanding. The number of common shares and share capital are presented in the table below:

| (In 000's, other than number of shares) | Total number of shares | Total share capital |
|---|---|---|
| December 31, 2022 and March 31, 2023 | 65,241,628 | $ 233,968 |

(b) Long-term incentive plans

(i) Share option plan

| | Outstanding options | Weighted average exercise price |
|---|---|---|
| Balance, December 31, 2022 | 1,632,000 | $ 5.90 |
| Granted | 772,570 | 5.35 |
| Balance, March 31, 2023 | 2,404,570 | $ 5.72 |

The exercise prices for options outstanding and exercisable at March 31, 2023 are as follows:

| | Total options outstanding | | | Exercisable options | |
|---|---|---|---|---|---|
| Exercise price per share | Number | Weighted average exercise price per share | Weighted average remaining contractual life in years | Number | Weighted average exercise price per share |
| $3.05 to $5.95 | 1,403,464 | $ 4.50 | 3.7 | 313,005 | $ 3.05 |
| $6.21 to $6.53 | 511,519 | 6.48 | 2.8 | 333,446 | 6.49 |
| $6.54 to $8.50 | 489,587 | 8.45 | 3.8 | 163,184 | 8.45 |
| | 2,404,570 | $ 5.72 | 3.6 | 809,635 | $ 5.55 |

The Corporation calculated the fair value of the share options granted using the Black-Scholes pricing model to estimate the fair value of the share options issued at the date of grant. The weighted average fair value of all options granted during the period and the assumptions used in their determination are as follows:

| | March 31, 2023 | December 31, 2022 |
|---|---|---|
| Fair value per option | $ 1.47 | $ 2.45 |
| Forfeiture rate | 9.17 % | 9.30 % |
| Grant price | $ 5.35 | $ 8.01 |
| Expected life | 3.0 years | 3.2 years |
| Risk free interest rate | 3.75 % | 1.57 % |
| Dividend yield rate | 6.67 % | 5.04 % |
| Volatility | 55.49 % | 58.80 % |

For the three months ended March 31, 2023, share based compensation for share options included in net earnings amounted to $0.3 million (2022 - $0.3 million).

(ii) Restricted Share Units (“RSU”) and Performance Share Units (“PSU”) incentive award plan

(a) RSUs

The Corporation has a RSU Plan whereby RSUs may be granted, subject to certain terms and conditions.

Under the terms of the RSU Plan, the awarded units vest in three equal portions on the first, second and third anniversary from the grant date, and will be settled in cash in the amount equal to the fair market value of the Corporation's share price on that date. All outstanding RSUs as at December 31, 2022 were granted to members of the Board of Directors. In 2023, RSUs were granted to the Board of Directors as well as officers and key employees.

The following table summarizes the RSU’s outstanding:

| | Number |
|---|---|
| Units outstanding at December 31, 2022 | 40,621 |
| Granted | 110,442 |
| Vested | (16,759) |
| Units outstanding at March 31, 2023 | 134,304 |

As at March 31, 2023, trade and other payables included $0.2 million (December 2022 - $0.2 million) for outstanding RSUs. For the three months ended March 31, 2023, share based compensation for RSUs included in net earnings amounted to $0.1 million (Q1 2022 - $0.03 million) and the vested units were cash settled for $0.1 million.

(b) PSUs

The Corporation has a PSU Plan whereby PSUs may be granted, subject to certain terms and conditions.

Under the terms of the PSU Plan, the awarded units vest no later than the third anniversary of the grant date according to the vesting criteria, and the vested units will be settled in cash in the amount equal to the fair market value of the Corporation's share price on that date. The vesting criteria is fixed by the Board. Performance Criteria set by the Board at the time of the grant of PSUs, may include i) total shareholder return, including dividends; ii) the participant’s satisfactory individual performance; and (iii) any other terms and conditions the Board may in its discretion determine with respect to vesting. The PSUs have been issued to the Corporation’s officers and key employees and will be settled in cash upon vesting, if the performance criteria are met.

The following table summarizes the PSU's outstanding:

| | Number |
|---|---|
| Units outstanding at December 31, 2022 | 519,129 |
| Granted | 455,544 |
| Units outstanding at March 31, 2023 | 974,673 |

As at March 31, 2023, trade and other payables included $0.7 million and other long term liabilities included $0.1 million for outstanding PSUs (December 31, 2022 - $0.6 million in other long term liabilities). For the three months ended March 31, 2023, net earnings included a share based compensation of $0.2 million for PSUs (Q1 2022 expense - $0.2 million).

## 14. Direct costs

| | Three months ended March 31, | |
|---|---|---|
| *(000's)* | 2023 | 2022(1) |
| Cost of goods manufactured - materials and direct labour | $ 40,790 | $ 35,120 |
| Wages and benefits | 97,026 | 82,697 |
| Subcontracting | 19,192 | 17,479 |
| Product cost | 52,988 | 38,603 |
| Equipment and repairs | 2,742 | 2,308 |
| Transportation and travel | 5,231 | 4,293 |
| Partnership profit sharing | 5,452 | 2,926 |
| Utilities and occupancy costs | 11,755 | 10,302 |
| Corporate(2) | — | 4,050 |
| Other operating expense | 2,491 | 2,957 |
| | $ 237,667 | $ 200,735 |

*(1) Certain prior year amounts have been amended to conform to the current period's presentation.*

*(2) Corporate had $4.1 million direct costs in Q1 2022 (Q1 2023 - $nil) which related to contractual disputes and remediation work for contracts in place at the time of the Acquisition of Horizon North Logistics Inc. in May 2020. The work on the pre-acquisition contracts is substantially complete.*

## 15. Selling, general and administrative expenses

| | Three months ended March 31, | |
|---|---|---|
| *(000's)* | 2023 | 2022 |
| Wages and benefits(1) | $ 6,405 | $ 4,932 |
| Other selling and administrative expenses | 5,417 | 4,997 |
| | $ 11,822 | $ 9,929 |

*(1) Wages and benefits for the three months ended March 31, 2023 includes CEO transition costs of $1.4 million (2022 - $nil).*

## 16. Income taxes

For the three months ended March 31, 2023, the Corporation's effective income tax rate was 18%, compared to 27% in 2022. The effective tax rate for the three months ended March 31, 2023 is lower than the combined federal and provincial income tax rates primarily due to a positive adjustment on a tax reassessment. 2022 was consistent with the combined federal and provincial income tax rates.

The Corporation has non-capital losses for Canadian tax purposes of $90.5 million at March 31, 2023 (December 31, 2022 - $92.4 million) available to reduce future taxable income in Canada. The Corporation expects to fully utilize these losses before their expiry.

The Corporation received refunds of $0.1 million in income taxes for the three months ended March 31, 2023.

The current and deferred tax expense breakdown is as follows:

| | Three months ended March 31, | |
|---|---|---|
| Income tax expense (000's): | 2023 | 2022 |
| Current | $ 355 | $ 126 |
| Deferred | 693 | 264 |
| | $ 1,048 | $ 390 |

## 17. Cash flow information

The details of the changes in non-cash working capital are as follows, and excludes opening balance sheets of the acquisitions:

| | Three months ended March 31, | |
|---|---|---|
| *(000's)* | 2023 | 2022 |
| Trade and other receivables | $ (8,127) | $ (28,361) |
| Inventories | (3,487) | (2,361) |
| Prepaid expenses and other | (2,247) | (150) |
| Trade and other payables | 6,444 | 8,226 |
| Deferred revenue | (5,229) | 3,776 |
| | $ (12,646) | $ (18,870) |

## 18. Net earnings per share

A summary of the common shares used in calculating earnings per share is as follows:

| | Three months ended March 31, | |
|---|---|---|
| | 2023 | 2022 |
| Number of common shares, beginning of period | 65,241,628 | 65,151,083 |
| Common shares issued, weighted average | — | 5,168 |
| Weighted average common shares outstanding - basic | 65,241,628 | 65,156,251 |
| Effect of share purchase options(1) | 234,260 | 420,883 |
| Weighted average common shares outstanding - diluted | 65,475,888 | 65,577,134 |

*(1) The Corporation utilizes the treasury stock method for calculating the dilutive effect of share purchase options when the average market price of the Corporation's common stock during the period exceeds the exercise price of the option.*

## 19. Dividends

A dividend of $0.0875 per share was declared for the quarter ended March 31, 2023 and is recorded in trade and other payables as at March 31, 2023. The dividend is payable to shareholders of record at the close of business on March 31, 2023 and was paid on April 14, 2023. A dividend of $0.0875 per share was declared for the quarter ended December 31, 2022 and was paid in January 2023.

## 20. Reportable segment information

The Corporation operates through three operating segments: IFM, WAFES and Modular Solutions as described in Note 1. Information regarding the results of all segments is included below. Inter-segment pricing is determined on an arm's length basis.

| Three months ended March 31, 2023 (*000's*) | IFM | WAFES | Modular Solutions | Corporate | Inter-segment Eliminations | Total |
|---|---|---|---|---|---|---|
| Revenue | $ 86,407 | $ 129,622 | $ 52,058 | $ — | $ — | $ 268,087 |
| Operating expenses | | | | | | |
| Direct costs | 79,374 | 109,222 | 49,071 | — | — | 237,667 |
| Selling, general and administrative expenses | 1,800 | 2,731 | 1,613 | 5,678 | — | 11,822 |
| Depreciation and amortization | 1,771 | 5,839 | 1,324 | 341 | — | 9,275 |
| Share based compensation | 64 | 34 | 32 | 505 | — | 635 |
| Loss (gain) on disposal of property, plant and equipment | 81 | (62) | — | — | — | 19 |
| Operating income (loss) | 3,317 | 11,858 | 18 | (6,524) | — | 8,669 |
| Finance costs | 42 | 180 | 188 | 3,014 | — | 3,424 |
| Earnings from equity investments | — | (485) | — | — | — | (485) |
| Earnings (loss) before income taxes | $ 3,275 | $ 12,163 | $ (170) | $ (9,538) | $ — | $ 5,730 |
| Total assets | $ 190,988 | $ 326,704 | $ 101,681 | $ 12,943 | $ (1,376) | $ 630,940 |

| Three months ended March 31, 2022 (000's) | IFM | WAFES | Modular Solutions | Corporate | Inter-segment Eliminations | Total |
|---|---|---|---|---|---|---|
| Revenue | $ 64,225 | $ 115,094 | $ 43,277 | $ 1,883 | $ (519) | $ 223,960 |
| Operating expenses | | | | | | |
| Direct costs | 57,832 | 98,289 | 41,036 | 4,050 | (472) | 200,735 |
| Selling, general and administrative expenses | 2,430 | 1,582 | 1,801 | 4,116 | — | 9,929 |
| Depreciation and amortization | 1,605 | 6,886 | 1,414 | 439 | — | 10,344 |
| Share based compensation | 6 | 42 | 36 | 455 | — | 539 |
| Loss (gain) on disposal of property, plant and equipment | — | (264) | 1 | 260 | — | (3) |
| Operating income (loss) | 2,352 | 8,559 | (1,011) | (7,437) | (47) | 2,416 |
| Finance costs | 18 | 95 | 220 | 1,110 | — | 1,443 |
| Earnings from equity investment | — | (475) | — | — | — | (475) |
| Earnings (loss) before income taxes | $ 2,334 | $ 8,939 | $ (1,231) | $ (8,547) | $ (47) | $ 1,448 |
| Total assets | $ 173,653 | $ 337,658 | $ 103,370 | $ 5,408 | $ (1,376) | $ 618,713 |

## 21. Financial risk management

**Overview**

There were no significant changes to the Corporation's risk exposures, including credit risk, liquidity risk, and market risk, or the processes used by the Corporation for managing those risk exposures at March 31, 2023 compared to those identified and discussed in the Corporation's annual consolidated financial statements for the year ended December 31, 2022.

## 22. Related parties

The Corporation earned $nil revenue for the three months ended March 31, 2023 (three months ended March 31, 2022 - $0.2 million) for the manufacturing, installation and transportation of relocatable units provided to Gitxaala, a joint venture in which the Corporation has a 49% interest. The Corporation charged $0.1 million (three months ended March 31, 2022 - $0.1 million) in management fees for administrative overhead related to accounting and management services. As at March 31, 2023, Gitxaala owed $1.0 million (December 31, 2022 - $0.5 million) in payables to the Corporation which are considered to be part of normal course of operations and have no fixed terms of repayment.

For the three months ended March 31, 2023 the Corporation earned revenue of $0.4 million (three months ended March 31, 2022 - $0.2 million) for catering services and equipment rentals provided to Big Springs JV, a joint venture in which the Corporation has a 49% interest. As at March 31, 2023, BSL LP owed $0.5 million (December 31, 2022 - $1.0 million) in payables to the Corporation which are considered to be part of normal course of operations.

Net earnings for the period ended March 31, 2023, included CEO transition costs in the amount of $1.4 million.

As at March 31, 2023 Dexterra Group has performance and labour bonds outstanding with Northbridge General Insurance Corporation ("Northbridge"), a company with the same controlling shareholder as Dexterra Group, totaling $28.3 million (December 31, 2022 - $28.3 million). Fees in the amount of $0.04 million for these bonds were incurred for the three months ended March 31, 2023 (three months ended March 31, 2022 - $0.07 million).

Dexterra Group has certain property insurance policies with Northbridge. This insurance coverage started on September 29, 2022 and the premiums paid were $1.1 million for coverage through the subsequent 12 month period and are at normal commercial rates.

## 23. Subsequent Event

Subsequent to quarter end, the Toronto Stock Exchange accepted for filing the Corporation’s notice of intention to make a normal course issuer bid (“NCIB”). Pursuant to the NCIB, Dexterra may repurchase from time to time up to a maximum of 1,300,000 shares, representing approximately 2% of the 65,241,628 common shares outstanding as at May 9, 2023. The NCIB period will commence on May 15, 2023 and end on May 14, 2024, or such earlier date in accordance with its terms.

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