



/ANNUAL INFORMATION FORM



FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2024
DATED MARCH 6, 2025

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Except as otherwise noted, all information given is at, or for the fiscal year ended, December 31, 2024. All comparative financial information, financial data and other monetary data in this Annual Information Form are reported in Canadian dollars unless otherwise noted.

Copies of the 2024 Annual Report (Note 23 of the audited financial statements contained therein being incorporated herein by reference) may be obtained from the Corporate Secretary at 5915 Airport Rd., Suite 425, Mississauga, Ontario, L4V 1T1. These documents may also be found on Dexterra's website at dexterra.com or on the System for Electronic Document Analysis and Retrieval ("**SEDAR+**") at sedarplus.ca. See "*Additional Information*".

Caution Regarding Forward-Looking Information and Statements

Certain statements contained in this Annual Information Form constitute forward-looking statements or information under applicable securities law (collectively "**forward-looking information**"). Forward-looking information may relate to Dexterra'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's future operating results and economic performance, capital allocation priorities, market and inflationary environment expectations, asset utilization, lodge occupancy levels, its leverage, free cash flow, and wildfire activity expectations 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, which Dexterra believes are reasonable as of the current date. While management considers these assumptions to be reasonable based on information currently available to Dexterra, 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'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 Dexterra's business; the highly competitive nature of the industries in which Dexterra operates; outsourcing of services trends; reliance on suppliers and subcontractors; cost inflation; US Tariffs and other regulatory changes; volatility of industry conditions; unavailability of credit could reduce demand for Dexterra's products and services; Dexterra's significant shareholder may substantially influence its direction and operations and its interests may not align with other shareholders; Dexterra's significant shareholder's 50%+ 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 and inability to recruit; 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 operates; labour relations and labour disputes; climate changes could increase Dexterra'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 Dexterra's 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'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's services; and Dexterra's insurance program may not fully cover losses. See the "*Risk Factors*" section of this Annual Information Form for a further discussion of these risks and uncertainties.

The reader should not place undue importance on forward-looking information and should not rely upon this information as of any other date. Dexterra 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.

Corporate Structure

Name, Address and Incorporation

Dexterra Group Inc. (“**Dexterra**” or the “**Corporation**”) is a publicly listed corporation (TSX: DXT.TO) delivering a range of support services for the creation, management, and operation of infrastructure across Canada.

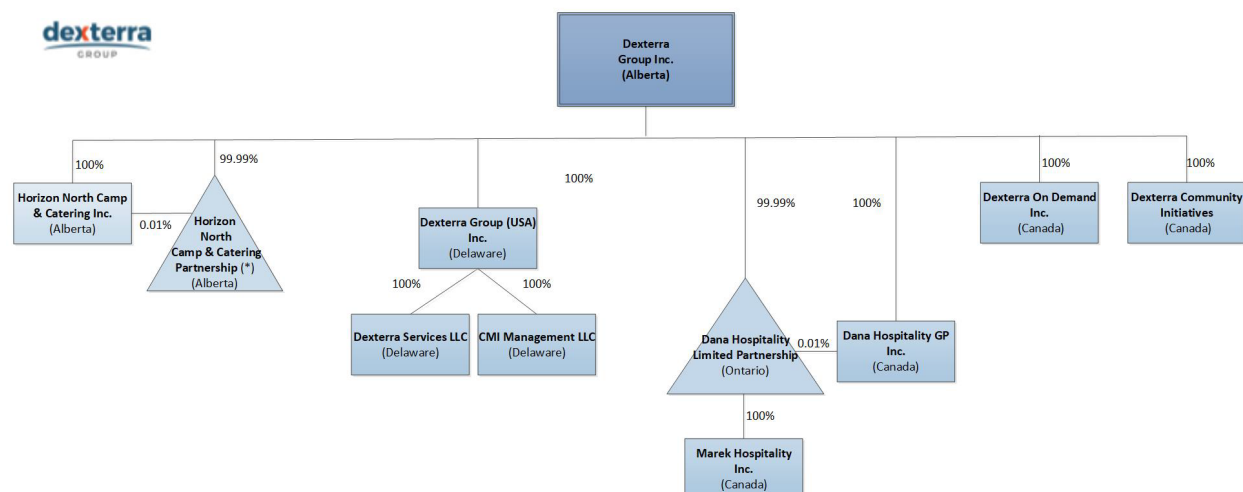
Dexterra was incorporated under the laws of the Province of Alberta on May 16, 1967, and was continued federally under the *Canada Business Corporations Act* (“**CBCA**”) on September 25, 1981. On May 24, 2006, Dexterra continued to the *Business Corporations Act* (Alberta) (“**ABCA**”) and subsequently amalgamated with several of its wholly-owned subsidiaries on July 1, 2007, and, on July 13, 2020, its common shares (“**Dexterra Shares**”) were consolidated on a five (5) for one (1) basis (the “**Share Consolidation**”). On November 13, 2020 the Corporation changed its name from Horizon North Logistics Inc. to Dexterra. On January 1, 2022 and December 13, 2024, Dexterra amalgamated with its wholly-owned subsidiary, 10647802 Canada Limited and NRB Inc., respectively, and its articles and by-laws remain unchanged.

On June 1, 2020, the board of directors (the “**Board**”) approved amendments to the Corporation’s bylaws (the “**Amended and Restated Bylaws**”) that included i) adoption of an advance notice provision relating to the nomination of directors; ii) increasing the quorum for shareholders meetings to at least two persons present together holding or representing not less than 25% of Dexterra Shares present at each meeting of shareholders; and iii) providing the Chair with a casting vote in the event of an equality of votes on any matters to be decided by the Board. The Amended and Restated Bylaws were approved by the shareholders of the Corporation on July 10, 2020.

The head office of Dexterra is located at -5925 Airport Road, Suite 1000, Mississauga, Ontario L4V 1W1 and the registered office is located at Suite 320, 240 – 4th Avenue SW., Calgary, Alberta, T2P 4H4.

Intercorporate Relationships

The following diagram illustrates the organizational structure of the Corporation and its material subsidiary entities as of January 1, 2025:



General Development of the Business of Dexterra

General

Dexterra is a diversified support services organization delivering quality solutions for the management and operation of infrastructure across North America. Powered by people, Dexterra brings the right teams with the right skills together – offering both best-in-class regional expertise and innovative solutions, giving clients confidence in their day-to-day operations. Activities include a comprehensive range of operations, maintenance, and hospitality solutions, as well as asset based services for diverse clients in the public and private sectors.

The development of the Corporation's business was materially shaped by its acquisition (the "**Transaction**") on May 29, 2020, of all the issued and outstanding shares of 10647802 Canada Limited, operating as Dexterra Integrated Facilities Management ("**DIFM**"), an indirect wholly-owned subsidiary of Fairfax Financial Holdings Limited (together with its affiliates, "**Fairfax**"), which resulted in Fairfax controlling 49% of the Corporation.

The companies that began independently and now form Dexterra have an outstanding record of supporting the infrastructure and built assets that play a vital role in our society. Following the consummation of the Transaction, the organization is focused on long-term sustainable, profitable growth of infrastructure support services activities with a focus on capital-light support services where the quality of people and methods are critical to success.

Dexterra's business is organized into two segments: Support Services and Asset Based Services ("**ABS**"). Support Services consists of operation, maintenance, and hospitality solutions for public and private sector clients, including remote operations, governments, aviation, education, industrial, transit, healthcare, and leisure. ABS provides workforce accommodation structures, access solutions, and space rentals to clients in the natural resources and infrastructure sectors among others.

By being client-centric in the development and delivery of products and services; investing in the attraction, retention, and development of high-quality people; embracing innovation including the smart application of technology; and establishing intelligent partnerships with strategically relevant stakeholders, Dexterra is well positioned to meet the needs of its customers in numerous sectors across North America both now and in the future.

Three Year History

The following is a summary of the general development of the business of the Corporation for 2022 through to the end of December 31, 2024.

2022

On January 31, 2022, the Corporation announced the acquisition of the business of Tricom Facilities Services group for \$19 million. Tricom delivers contract janitorial and associated building maintenance services and supplies custodial equipment and consumables to clients in major centres across Canada and has a small presence in the United States ("**US**"). Tricom's book of business increases Dexterra's presence in the hotel, rail and leisure sectors.

2023

Effective January, 2023, the Corporation appointed Tabatha Bull and Antonia Rossi to its board of directors.

On January 31, 2023, the Corporation completed the acquisition of VCI Controls Inc., which expanded its existing integrated facilities management offering to include building automation controls and energy efficiency solutions, as the industry moves to improve energy efficiency standards and achieve zero emission targets.

On February 8, 2023, the Corporation announced a CEO transition with Mark Becker becoming CEO effective May 1, 2023.

On May 9, 2023, the Corporation announced that it was commencing a normal course issuer bid (“**NCIB**”) covering the period May 15, 2023 and expiring May 14, 2024. During 2023 the Corporation purchased 855,100 Dexterra Shares at weighted average price of \$5.71 per share.

In August, the Corporation renegotiated its existing Credit Facility agreement, extending the maturity date to September 7, 2026. The amended Credit Facility includes an expanded available credit limit of \$260 million plus an uncommitted accordion of \$150 million.

On September 8, 2023 the Corporation announced the departure of its CFO, Drew Knight and on November 15, 2023 announced the appointment of Denise Achonu as its CFO.

The disruption in global supply chain and competition in certain labour markets continued from 2022 throughout 2023 and put continued pressure on the Corporation’s margins. Management continues to proactively address inflationary and supply chain pressures and labour availability across all segments. These pressures were countered by continued growth in Facilities Management, as well as ABS and Remote & Hospitality which saw unprecedented wildfire activity in 2023.

2024

On March 7, 2024, the Company announced the acquisition of CMI Management, LLC (“**CMI**”) for US\$23 million. CMI is an integrated facilities management business based in Alexandria, Virginia serving federal government agencies and commercial clients across the US. This acquisition expands Dexterra’s Integrated Facilities Management platform in the US. CMI has approximately US\$50 million in annual contracts with a strong backlog of business.

The Board of Directors and Management of Dexterra completed a strategic review of the Modular business in Q1 2024 and made the decision that a sale of the Modular business would be positive for its Modular employees, customers and shareholders and allow the Corporation to simplify its business and deploy capital in areas of the business with stronger returns.

On August 31, 2024, the Corporation closed the sale of its Modular Solutions business for \$43.3 million, which permitted management to focus on its core Support Services offerings and to pay down debt.

Following the Modular sale in Q4, the Corporation’s business was re-segmented into two main reporting segments: Support Services and ABS. The Support Services segment is comprised of two reporting lines: Remote & Hospitality Services and Facilities Management. Jeff Litchfield is leading the Remote & Hospitality Services business and Asset-Based Services business line. Sanjay Gomes will continue to lead the Facilities Management business.

During 2024, the Corporation extended the NCIB program to May 22, 2025 and expanded the number of shares it could purchase under it from 1,300,000 to 3,207,361 Dexterra Shares. During 2024 the Corporation purchased 1,177,100 Dexterra Shares at weighted average price of \$6.72 per share. As at December 31, 2024, the Corporation had cumulatively purchased and cancelled 2,032,200 common shares under the NCIB program at a weighted average share price of \$6.30 and total consideration of \$12.8 million.

Description of the Business of Dexterra

REVENUES GENERATED BY REPORTING SEGMENT

Dexterra's operations are carried out in two main business segments: Support Services and ABS, with revenues for the most recently completed two financial years as follows:

(000's)	2024	2023
Support Services	\$ 811,180	\$ 734,340
Asset-based Services	191,847	192,936
Corporate & Inter-segment eliminations	—	500
Total Revenue	1,003,027	927,776

Support Services

The Support Services business delivers a suite of operations, maintenance, and hospitality solutions for public and private sector clients, including remote operations, governments, aviation, education, industrial, transit, healthcare, and leisure.

Dexterra categorizes its support services activities into solutions for space and infrastructure and solutions to people and organizations.

Within the Support Services segment, Dexterra delivers both single service and complex multi-service contracts. Contracts are typically three to five years in length (other than P3 projects which tend to be longer term in nature) and employ a range of pricing models including fixed price, cost-reimbursable and schedule of rates. Some services may be provided in combination with equipment rentals as in the case of turn-key camp solutions. In such cases, customers may be charged either an all-inclusive rate or a split rate with separate charges for the provision of services and provision of equipment.



Most contracts include the opportunity for additional work and special services above the base contract scope, adding some degree of variability to revenue earned from any given account year-to-year. Additional work and project work are not evenly distributed throughout the fiscal year resulting in some seasonality in revenue. Certain service activities such as tree planting and thinning or catering work for education clients vary throughout the year and can also impact seasonality in revenue. Contracts are typically procured through competitive procurement processes, particularly for government and institutional customers.

Dexterra's business strategy is to provide proportionally more complex (integrated) service solutions, where there are better growth prospects and where margins are higher, and less single service solutions over time. Integrated service offerings, paired with special expertise operating in complex environments and managing special purpose facilities, including remote operations, defence assets, airports, hospitals, education and research facilities, supports a strong value proposition to clients with complex projects or sophisticated facilities. The Corporation has built credibility in the market through the strength of client and stakeholder relationships and a sustained focus on innovation including the application of technology. Dexterra continues to invest in strategically relevant Indigenous partnerships that position the business for growth. The Corporation's competitive position is further enhanced by

decades of experience, cross sector expertise in support services solutions and a diverse portfolio of accounts including in urban and remote locations.

Through its long-term client contracts, expanding geographic footprint and diverse client base, the Corporation believes its support services segment has reduced exposure to volatility in the market.

The support services market is highly fragmented with a large number of regional and international players. The mix of vendors ranges from single service providers through to service aggregators and integrated firms. It is common to see firms specializing in specific service activities. Clients, however, are increasingly demanding integrated services. While some organizations are starting to broaden their offerings, Dexterra already provides an integrated service offering. Additionally, Dexterra's ability to combine support services with asset based services activities, and its operational footprint in key regions across Canada, is a key strength in remote work. No group of players dominates across all regions, segments and services areas. The single largest competitor to any outsourced support services firm is self-delivery. However, the presence of numerous firms with cost-effective solutions, coupled with the benefits to organizations of outsourcing non-core operations, should encourage the propensity for outsourcing to increase. Within the Support Services segment, during 2024, no customer contributed greater than 10% of the revenue.

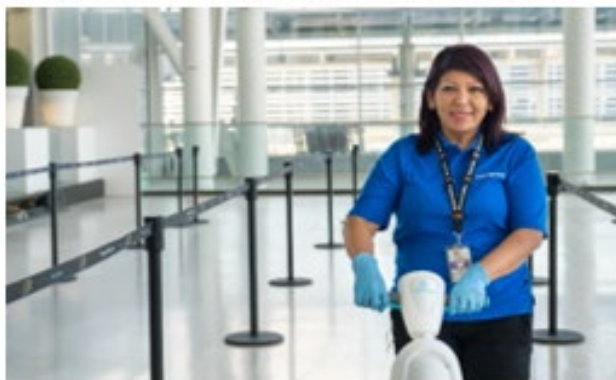
Support Services employed 7,729 at the end of 2024.



Forensics Services and Coroner's Complex, Toronto, ON



Space and Infrastructure Solutions



People and Organization Solutions



Food Services



Forestry Services



Camp Catering and Operations

Asset-Based Services

The ABS business provides workforce accommodation structures, access solutions, and space rentals to clients in the natural resources and infrastructure sectors among others. Activities include the supply, transportation, and installation of workforce accommodation facilities, access matting and soil stabilization that allow clients to access and move equipment in remote locations, and the rental of modular space units. These assets are owned by the Corporation and rented or sold to clients.

Revenues are generated through equipment supply contracts (sales and/or rentals) either alone or bundled with food and facilities services as in the case of turn-key camp contracts or the Corporation's open lodge operations.

Contracts are often awarded through a tendering process and contract lengths varying from month to month up to multiyear. Seasonality in revenues will be affected by the timing for mobilization and demobilization of projects/contracts, which tend to be a lower margin component of the contract in comparison to ongoing rental fees. Overall financial performance of ABS is impacted by the utilization of assets which has greater fluctuations than longer term Support Services contracts.

Access solutions revenues are generated from mat rental, mat sales, transportation, service associated with placing, pickup of mats and the management of customer owned mats primarily in the Montney and Duvernay region. Matting is used to provide a solid surface over unstable ground conditions to facilitate the movement and operation of heavy equipment. A 10,376 square foot manufacturing plant located owned and operated by the Corporation in Grand Prairie, Alberta is utilized in this business.

ABS operates in a market that is highly competitive in every geography and segment of the industry. Competitors in this segment generally focus on equipment but some also provide support services as part of an integrated offering. Customers tend to be large, sophisticated companies and government agencies, which can exercise significant countervailing power when negotiating contracts, including through the use of competitive procurement processes. A key strength of Dexterra is a national footprint in all the major resource development regions. Dexterra continues to build relationships with key vendors and partners and invests in strategically relevant Indigenous partnerships that position the business well for upcoming projects.

Within ABS, during 2024, no customer contributed greater than 10% of the revenue. ABS employed 227 people at the end of 2024.



Workforce Accommodation Structures



Access Matting

Environmental, Social and Governance Activities

Dexterra fully recognizes the importance of sustainability initiatives, including Environmental, Social, and Governance (ESG) activities in developing and strengthening our organization. Dexterra is committed to upholding the key principles of sustainable management, namely, inclusivity, integrity, stewardship, and transparency. For 2025 and beyond, Dexterra has committed to: (i) helping our clients reduce Scope 1 and 2 emissions; (ii) creating a more diverse and inclusive culture for all levels of our workforce; (iii) increasing emphasis on sustainability in our supply chain; (iv) leadership in community engagement and support; and (v) a high standard of governance and has issued a sustainability report which is on Dexterra's website.

In 2022, Dexterra conducted our materiality assessment to refine our ESG priorities. The assessment involved stakeholders both internal and external to our organization, including clients, shareholders, suppliers, and employees. The results of this assessment inform our overall strategy and priorities for the future.

In 2023, Dexterra added the role of Vice President of Sustainability to work closely with the Executive Leadership Team and operating businesses on the development and implementation of key sustainability initiatives.

In 2024, Dexterra completed our GHG emission baseline and published our first Modern Slavery Report.

Our Board is ultimately responsible for establishing our overall approach to Sustainability and our leaders are accountable for delivering against this commitment. The Board's oversight of Dexterra's business activities ensures not just legal and regulatory compliance but also responsible, sustainable, and ethical decision making. Through its conduct, Dexterra seeks fair dealing with securityholders, clients, suppliers, competitors, and employees. Assessment of the organization's overall performance extends beyond just financial measures to include performance indicators on health and safety, retention of key personnel and giving back to communities.

The strength of Dexterra's business is our people; their engagement, initiative, and integrity are crucial to building successful and long term partnerships with our clients and customers. Through good governance, effective management processes, and our values-based culture, we continue to build a high-performance organization and have set goals for employment equity, diversity and inclusion. Dexterra's integrated approach to Health, Safety, Environment, and Quality ("HSEQ") embeds process thinking and continuous improvement into our integrated management system. Please see the HSEQ section below for further details on our approach. Dexterra is investing in the resources and programming to attract, retain and develop high-quality talent while working to cultivate a culture of positive engagement, accountability and performance. Please see the Employees section below for further description of our people activities.

Dexterra's engagement with sustainability extends not only to the immediate impact of our organization but also enabling its clients to meet their sustainability performance objectives. Working collaboratively with clients and suppliers, we strive to be the best in class at reducing waste; managing the use of water, energy, and raw materials; and protecting biodiversity wherever Dexterra operates. Dexterra supports the implementation of technologies and tools that improve the management of energy and water in its client's facilities and enable low-carbon operations. We continue to assess the environmental impact of our own operations, including waste generation and green house gas emissions and are working on initiatives to manage our environmental footprint.

Dexterra plays a vital role in communities and economies across Canada, and it is committed to contributing positively to the places in which we live and work. In alignment with Dexterra's values, building transparent, lasting, and mutually beneficial relationships is important to the success of Dexterra's business. From an emphasis on local hiring to participation in business associations to charitable support, we understand that our activities and engagement can lead to outcomes that both benefit the business and strengthen communities.

Throughout 2023, we continued to partner with not-for-profit organizations across Canada, engage with local projects and initiatives, participate on boards, source local talent and prioritize local businesses in our procurement strategy.

Dexterra recognizes the critical role that Indigenous communities and Indigenous people play in our country's prosperity. In the course of Dexterra's work, we engage with Indigenous communities across Canada and maintains more than 82 indigenous partnerships that aim to provide economic benefits, local employment, and opportunities for Indigenous businesses and suppliers. 2024 marked the 25th year of Outland Youth Employment Program (OYEP), a Dexterra Community Initiative. This award-winning program has worked to level the playing field by focusing on equity and opportunity to help develop our Indigenous leaders of tomorrow.

The commitment by Dexterra toward community engagement & Indigenous relations is demonstrated by the policies, programs, and resources in place. In 2023, Dexterra formed the Indigenous Education & Engagement Committee acknowledging our growing Indigenous employee population and our commitment to reconciliation. Dexterra also has a corporate Indigenous Relations Policy and Guiding Principles and a dedicated Indigenous and Community Relations team lead by a Director, Community and Indigenous Relations.



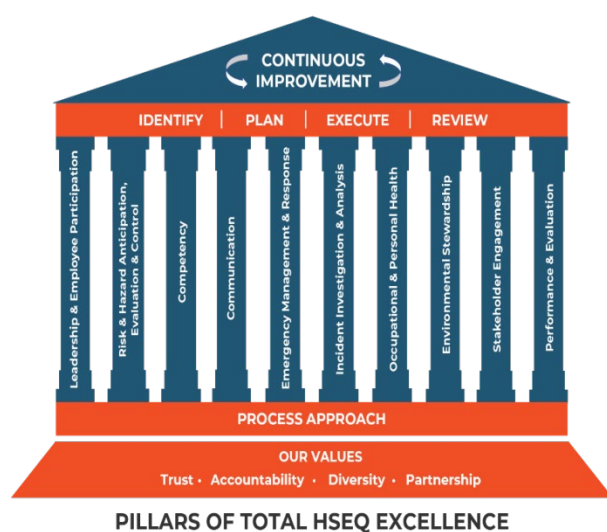
Indigenous Youth, OYEP Manitoba, Celebrating 25 years



Butterfly conservatory and living wall at client site

More information on Dexterra's ESG activities can be found in the 2024 Sustainability report, available at the Corporation's website (dexterra.com).

Health, Safety, Environment and Quality



At Dexterra, effective and efficient health, safety, sustainability environment and quality management are of prime importance to its business processes. As health, safety and environment is one of our key enterprise risks and identified in the sustainability materiality assessment as a material topic, the Corporation has established a culture that integrates HSEQ to keep our people healthy and safe, minimize the impact our operations has on the environment to deliver market leading performance and is committed to continuous improvement in these areas. Through established HSEQ processes, Dexterra meets, complies and where appropriate, exceeds applicable regulatory requirements and conforms to other standards as identified. All employees, from the most senior executive to the dedicated frontline service professionals on site, remain committed to:

- Preventing work-related physical and psychosocial injuries and illnesses;
- Providing safe and healthy workplaces;
- Eliminating hazards and reducing occupational risks for our employees, visitors, and clients as appropriate;
- Protecting the natural environment by reducing waste, energy use and preventing pollution; and
- Striving to provide service excellence to our clients through effective quality assurance and control processes.

Dexterra's HSEQ culture extends to external stakeholder groups as members of the organization participate on several committees and advisory groups to help influence health, safety, environmental performance in the applicable industries.

Dexterra's integrated HSEQ Management System engages all levels of leadership to ensure accuracy, relevance, compliance, and conformance to our requirements. The system meets, and often exceeds, stringent legislative requirements and other industry standards. In 2024, Dexterra successfully maintained our ISO 14001, ISO 45001, and ISO 9001 certifications, and COR Certifications in multiple provinces. Our integrated management system also includes robust food safety management processes ensuring that we deliver safe food to our customers.

Dexterra employs a Vice President of Health, Safety, Environment, who leads a team of health, safety, environment, food safety and workers compensation professionals who work closely with all the operating businesses of Dexterra and reports directly to Dexterra's Chief Human Resources Officer and quarterly to the Enterprise Risk Committee of the Board.

More information can be found in our 2024 Sustainability report, available at the Corporation's website (dexterra.com).

Competitive Conditions

As was outlined above, the industries and businesses in which Dexterra operates are highly competitive and in order to be successful, Dexterra must provide services that meet the specific needs of its clients at competitive prices.

The principal competitive factors in the markets in which Dexterra operates are service quality and availability, technical knowledge and experience, and reputation for safety and value. Competitors offer similar services in all geographic regions in which Dexterra operates. For further information related to competitive conditions see Appendix "A"- *"Risk Factors- The industries in which Dexterra operates are highly competitive"*.

Employees

As at December 31, 2024, Dexterra had 8,157 employees but the number of employees can typically expand during the year to over 9,000.

Dexterra's employees represent diversity of culture, ethnicity and age demographic.

Diversity is one of the core values that drives Dexterra's business. Through diversity and inclusion, Dexterra is creating a work culture that inspires employees to embrace initiative and drive innovation. Dexterra is certified and is committed to Employment Equity under the Federal Contractors Program. Dexterra has set the following goals for employment equity, diversity and inclusion to be achieved by August 2027 (i) maintain or improve the percentage of women employed at Dexterra at 50.4% (ii) increasing the percentage Indigenous Peoples employed at Dexterra to 6.7% (vs 3% currently), (iii) increasing the representation of racialized persons employed at Dexterra to 38.9% (vs 36.9% currently), and (iv) increase the percentage of persons with disabilities employed at Dexterra to 10.5% (vs 4.1% currently).

The Corporation's commitment on Equity, Diversity and Inclusion led to the formation of an, Diversity, Equity and Inclusion Employee Resource Steering Group ("**DEI ERSG**"), with the executive sponsorship of the Chief Human Resources Officer. In 2022, this group recommended the creation of a Women in Leadership Network, creating a charter in the second half of the year. The network has since blossomed to advance gender equity throughout Dexterra Group under the sponsorship of the Chief Financial Officer. We note that, as at the date hereof, 33% of our Board of Directors, and 35% of our executive team (VPs and above) are women. These initiatives, in addition to the formation of the Indigenous Education & Engagement Committee (as noted above) which was endorsed by DEI ERSG in 2023, has periodic interfacing with the latter to ensure congruence to Employment Equity goals. In 2024, DEI ERSG endorsed Mental Health Employee Resource Group which has the mandate of providing leaders and employees a forum to share, learn, and collaborate on best practices with a goal of eliminating mental health stigma, providing support channels and fostering belonging for neurodivergent and other mental health concerns.

In addition to the value of Diversity, Dexterra's values include Accountability, Trust and Partnership. These were introduced following feedback from employees. Dexterra's leaders have been equipped to demonstrate and support behaviours aligned with its core values.

Dexterra recognizes that the quality of its people is critical to its success. The quality of Dexterra's people, their engagement and focus are significant factors in Dexterra's performance. Dexterra invests in resources and programming to attract, retain, and develop high-quality talent across the company and at all levels. Dexterra works to cultivate a culture of positive engagement and performance. Dexterra is powered by passionate people.

Through their commitment to community Dexterra actively invests in strengthening the communities where they live and work. This translates to creating opportunities, fostering resilience, and supporting people so they can thrive. The approach is rooted in meaningful collaboration—by working closely with partners to build initiatives that have a lasting impact. Whether through local partnerships, volunteer programs, or strategic investments, Dexterra prioritizes causes that align with both their values and those of their clients, ensuring the efforts drive real, positive change. Dexterra's community involvement impact is realized through strategic programs such as the Outland Youth Employment Program ("OYEP"), which has empowered over 1,000 Indigenous youth with education, training, and employment opportunities, and their support of the Red Cross, where we matched employee donations to provide critical wildfire relief. In times of crisis, they take action—whether by deploying teams to provide meals and essential services for wildfire evacuees or addressing food security through programs like the Get Fresh Café, which ensures students have access to nutritious meals.

Risk Factors

Dexterra has identified certain risks and uncertainties to which our business, operations and financial conditions are subject, which are described in Appendix "A" attached hereto and under Note 23 of our audited financial statements in our Annual Report. Additional risks and uncertainties not known to Dexterra or that Dexterra currently believes are not reasonably likely to materially affect it may also impair the business, results of operations and financial condition.

Description of Capital Structure

Dexterra Shares

Dexterra is authorized to issue an unlimited number of Dexterra Shares without nominal or par value. As at December 31, 2024, a total of 63,264,429 Dexterra Shares were issued and outstanding as fully paid and non-assessable. In addition, 3,167,672 Dexterra Shares were reserved for issuance pursuant to options to purchase Dexterra Shares as at December 31, 2024.

Holders of Dexterra Shares are entitled to receive notice of, to attend and to one vote per share at shareholder meetings of Dexterra, to receive dividends if, as and when declared by the Board and to receive *pro rata* the remaining property and assets of Dexterra upon its dissolution, liquidation or winding-up, subject to the rights of shares having priority over the Dexterra Shares.

Preferred Shares

Dexterra is authorized to issue an unlimited number of preferred shares ("**Preferred Shares**"), issuable in series, of which, as at the date hereof, none are issued and outstanding. The Preferred Shares are issuable from time to time in one or more series and will have such rights, restrictions, conditions and limitations as the Board may from time to time determine. The Preferred Shares shall rank senior to the Dexterra Shares and the shares of any other class ranking junior to the Preferred Shares with respect to the payment of dividends or distribution of assets or return of capital of Dexterra in the event of a dissolution, liquidation or winding-up.

Investor Rights Agreement

In connection with the Transaction, the Corporation and an affiliate of Fairfax entered into an investor rights agreement (the “**Investor Rights Agreement**”) related to certain matters of Dexterra, including governance matters related to the election of the Board, transfers of the Dexterra Shares acquired by Fairfax and certain participation rights for Fairfax in future securities offerings.

Governance

Pursuant to the terms of and subject to the conditions set forth in the Investor Rights Agreement, in respect of any director election meeting that Fairfax, in the aggregate, owns, controls or directs, directly or indirectly, at least 40% of the outstanding Dexterra Shares (on a non-diluted basis) it shall be entitled to designate 50% of the persons nominated for election of Dexterra rounded up to the nearest whole number and that Dexterra shall recommend shareholders vote to elect such nominees. As Fairfax’s ownership drops below 40%, 30%, and 20% but not less than 10% of the outstanding Dexterra Shares, the number of nominees Fairfax is entitled to propose decreases. As long as Fairfax, has the right to designate at least one (1) nominee, a quorum for any meeting of the Board will require a Fairfax nominee be present.

Further, the Investor Rights Agreement required the Corporation to take necessary steps to appoint R. William McFarland (a Fairfax nominee) as Chairman of the Board and entitled Fairfax to appoint one nominee to each committee of the Board, as long as Fairfax owns, controls or directs, directly or indirectly, at least 20% of the outstanding Dexterra Shares (on a non-diluted basis). Pursuant to the Amended and Restated By-laws, the Chairman has a casting vote in the event of an equality of votes on any matters to be decided by the Board. Additionally, the Investor Rights Agreement provides that for as long as Fairfax, in the aggregate, owns, controls or directs, directly or indirectly, (at least 10% of the outstanding Dexterra Shares (on a non-diluted basis) the Board will at all times consist of eight (8) directors or such other number as Dexterra and Fairfax may agree. Dexterra and Fairfax agreed that the Board would consist of nine (9) directors beginning in 2023.

As at the date hereof, Fairfax owns over 50% of the Dexterra Shares and, as a practical matter, has the ability to exercise substantial influence over the Corporation and is effectively able to approve any director nominated for the Board.

Additional Rights and Restrictions regarding the Dexterra Securities

The terms of the Investor Rights Agreement provides Fairfax with pre-emptive, demand distribution and piggy back rights related to the Dexterra Shares.

As long as Fairfax continues to own 10% of the Dexterra Shares (on a non-diluted basis), Fairfax has (i) a pre-emptive right to participate in future issuances of Dexterra Shares (or other voting or equity securities or options to purchase same) by Dexterra, subject to certain exceptions such as the grant of stock options, in order to maintain their *pro rata* ownership interest, (ii) right to require Dexterra to qualify for distribution, issuance or sale the Dexterra Shares Fairfax holds to the public for cash by means of a prospectus and (ii) right to receive notice of any proposed distribution by Dexterra and be offered the opportunity to qualify for distribution such number of Dexterra Shares it owns as it requests.

The Investor Rights Agreement will continue until: (a) the first date on which Fairfax no longer owns, controls or directs, directly or indirectly, any outstanding Dexterra Shares or securities or rights convertible into or exchangeable for or carrying rights to acquire Dexterra Shares; (b) the Investor Rights Agreement is terminated by written agreement of the parties thereto; or (c) the dissolution or liquidation of the Corporation.

The above is a summary only of the Investor Rights Agreement and further details are provided in the Investor Rights Agreement. A copy of the Investor Rights Agreement can be found under the Corporation's profile on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca).

Dividends and Distributions

The following is a summary of quarterly dividends declared for each of the three most recently completed financial years of the Corporation:

Date declared	Rate per Dexterra Share	Record date
March 9, 2022	\$0.0875	March 31, 2022
May 10, 2022	\$0.0875	June 30, 2022
August 9, 2022	\$0.0875	September 30, 2022
November 8, 2022	\$0.0875	December 31, 2022
March 8, 2023	\$0.0875	March 31, 2023
May 9, 2023	\$0.0875	June 30, 2023
August 8, 2023	\$0.0875	September 29, 2023
November 7, 2023	\$0.0875	December 31, 2023
March 7, 2024	\$0.0875	March 29, 2024
May 14, 2024	\$0.0875	June 28, 2024
August 6, 2024	\$0.0875	September 30, 2024
November 5, 2024	\$0.0875	December 31, 2024

Dexterra's dividends are considered eligible dividends for Canadian tax purposes.

The declaration and payment of dividends are at the sole discretion of our Board. In connection with declaring dividends, the Board regularly monitors the strength of the balance sheet, cash from operations and capital requirements to ensure the overall sustainability of Dexterra is not compromised. The amount of future cash dividends, if any, will be subject to the discretion of the Board and may vary depending on a variety of factors and conditions (see also the Risk Factors in Appendix "A").

The Credit Facility contains provisions that could potentially limit the declaration of dividends if (i) the interest coverage ratio is less than 2.50:1.00 (ii) total net debt to trailing twelve months EBITDA ratio is greater than (3.00:1.00 (or 3.50:1.00 for the following 4 quarters after any permitted acquisition (as defined in the Credit Facility) has occurred), and (iii) an event of default exists or would exist as a result of such dividend payment. As at December 31, 2024, the interest coverage ratio is 9.92 to 1 and the total net debt to trailing twelve months EBITDA ratio is 0.73 to 1.

Market for Securities

Trading Price and Volume of Dexterra Shares

The following table sets forth the monthly high, low and closing trading prices and the aggregate volume traded for the Dexterra Shares on the TSX for the fiscal year ended December 31, 2024, as reported by sources Dexterra believes to be reliable for the periods indicated:

Period	\$ High	\$ Low	\$ Close	Volume Traded
January	6.06	5.71	5.99	352,934
February	6.04	5.65	5.82	327,045
March	6.35	5.34	5.55	1,084,192
April	6.03	5.60	5.89	1,359,489
May	5.99	5.28	5.49	806,087
June	5.51	5.25	5.35	613,579
July	5.95	5.13	5.93	503,712

Period	\$ High	\$ Low	\$ Close	Volume Traded
August	6.40	5.70	6.27	1,395,330
September	6.93	6.10	6.86	2,572,222
October	6.89	6.09	6.17	507,846
November	7.38	6.04	7.34	798,135
December	8.08	7.31	7.80	752,367

Escrowed Securities and Securities Subject to Contractual Restriction on Transfer

To the Corporation's knowledge, none of the securities of the Corporation are held in escrow or are subject to a contractual restriction on transfer as at the date hereof.

Directors and Executive Officers

As at December 31, 2024, the following tables set forth the name, place of residence, date first elected as a director or appointed as an executive officer of Dexterra and positions for each of the directors and executive officers of Dexterra, together with their principal occupations during the last five years. The directors of Dexterra shall hold office until the next annual meeting of shareholders of the Corporation or until their respective successors have been duly elected or appointed.

Directors

Name, Municipality, Province and Country of Residence	Position Presently Held	Director Since	Principal Occupation During the Preceding 5 Years
Mark Becker Toronto, Ontario Canada	Chief Executive Officer and Director	May 10, 2023	Since May 1, 2023 Mr. Becker has been the Chief Executive Officer of Dexterra and was elected to the Board of Directors on May 10, 2023. He joined the Corporation on August 22, 2018 as President Industrial Services and was appointed Chief Operating Officer on August 18, 2020. Prior to joining Dexterra, Mr. Becker held progressive executive positions with Husky Energy, Suncor Energy, and The Dow Chemical Company in Canada and the US. Mr. Becker holds a Masters of Business Administration from the University of Alberta, a Bachelor of Science in Mechanical Engineering from the University of Saskatchewan, as well as an ICD.D designation from the Institute of Corporate Directors through the Rotman School of Management, University of Toronto. Mr. Becker also serves as an officer and director of various Dexterra subsidiaries.
Tabatha Bull ⁽²⁾⁽³⁾ Toronto, Ontario Canada	Director	January 1, 2023	Ms. Bull is an Anishnaabe Kwe from Nipissing First Nation and has a Bachelor of Applied Sciences from the University of Waterloo. Since March 2020 she has served as President & CEO of the Canadian Council for Indigenous Business ("CCIB") which is committed to help rebuild and strengthen the path toward reconciliation and a prosperous Indigenous economy to benefit all Canadians. In 2025, Ms. Bull became a member of the Council on Canada-US Relations in response to the threat US tariffs could have on Canadian, including Indigenous business. From September 2018 to February 2020, she was the COO of CCIB and prior to that she was a Senior Manager, First Nation and Metis Relations at Independent Electricity System Operator from 2014 to August 2018. An electrical engineer, Ms. Bull also informs Canada's energy sector by participating on the C.D. Howe Institute's Energy Policy program. Ms. Bull is also a member of several other boards and committees, including Queens University Engineering Circle of Advisors, Wigwamen Housing, BMO Indigenous Advisory Circle and the Ontario Chamber of Commerce.

Name, Municipality, Province and Country of Residence	Position Presently Held	Director Since	Principal Occupation During the Preceding 5 Years
Mary Garden ⁽¹⁾⁽³⁾ Victoria, British Columbia Canada	Director	May 5, 2016	Ms. Garden has been a director of Dexterra since May 2016. Ms. Garden has over 30 years of executive leadership experience in business including commercial real estate, multi-family residential real estate, seniors housing, institutional investment, and hospitality. Over the course of her career, Ms. Garden has worked in executive level positions with British Columbia Investment Corporation (BCI), PwC, Delta Hotels, PKF, Holiday Inn, Radisson Hotels, Pan Capital and Keg Restaurants. From 2008 to 2015, Ms. Garden led investment teams at the BCI managing Canadian and international multi-billion-dollar private equity real estate portfolios for institutional pension plan clients. Ms. Garden has served on the boards of Bentall Kennedy, Parkbridge Lifestyle Communities, Delta Hotels, SilverBirch Hotels & Resorts and Habitat for Humanity Canada. Ms. Garden is Chair of the University of Victoria Foundation board (\$500M AUM) and is actively engaged with numerous non-profit organizations in her community. Ms. Garden is the principal at Mary Garden & Associates, an advisory firm working with select global clients, government and C-Suite leaders in strategic consulting, executive coaching, mentoring and workplace well-being. Ms. Garden has a BA and MBA from the University of British Columbia and holds the ICD.D, GCB.D and CCB.D designations.
David Johnston ⁽²⁾⁽³⁾ Ashton, Ontario Canada	Director	May 29, 2020	The Right Honourable David Johnston, C.C. has been a director of Dexterra since May 29, 2020. Mr. Johnston has held several distinguished management and leadership positions in academia and government, including acting as the 28th Governor General of Canada from 2010 to 2017. In 2018, Mr. Johnston was appointed Colonel to the Royal Canadian Regiment. Prior to his installation as governor general, Mr. Johnston was a professor of law for 45 years and served as president and vice-chancellor of the University of Waterloo for two terms and principal and vice-chancellor of McGill University for 15 years. Mr. Johnston has also served on numerous provincial and federal task forces and committees, acted as president of the Association of Universities and Colleges of Canada (now Universities Canada) and of the Conférence des recteurs et des principaux des universités du Québec. Mr. Johnston is a member of the Order of Canada and was promoted to companion, the Order's highest level, in 1997. Mr. Johnston was also the first non-U.S. citizen to be elected chair of Harvard University's board of overseers. Mr. Johnston holds degrees from Harvard, Cambridge and Queens and has received more than three dozen honorary degrees or fellowships.
Simon Landy ⁽¹⁾⁽²⁾ Toronto, Ontario Canada	Director	May 29, 2020	Mr. Landy has been a director of Dexterra since May 29, 2020. Mr. Landy co-founded the Outland Group in 1985, a major remote camp provider to government and industry in Canada's north. Outland Group remains one of the largest reforestation companies in Canada as part of Dexterra with well over one billion trees planted during the past 35 years. Mr. Landy led Outland Group's successful partnerships with Indigenous communities across Canada in both business and education. Mr. Landy served as a director of Tangmaarvik Inland Camps Inc. and 9198-4468 Quebec Inc. (2016 to 2018) and was managing director of a partnership with the Fédération des coopératives du Nouveau-Québec in Quebec's Nunavik region. After a long career with Outland, Mr. Landy retired from the company and joined the DIFM board of directors in 2018. Mr. Landy holds a Bachelor of Science, Honours from McGill University and graduated from the University of Toronto as a medical doctor in 1986.
R. William McFarland ⁽¹⁾⁽³⁾ Richmond Hill, Ontario Canada	Chair of the Board, Director	May 29, 2020	Mr. McFarland is the Chair of the Dexterra Board and was appointed to the Board of Directors of Dexterra on May 20, 2020. Mr. McFarland also holds several other public company appointments, including member of the Board, Lead Director and Chair of the Audit Committee of Fairfax Financial Holdings Limited and a director and Chair of the Audit Committee of Fairfax India Holdings Corporation. Mr. McFarland brings significant financial and management experience to Dexterra. Formerly, Mr. McFarland was the Chief Executive Officer of PricewaterhouseCoopers Canada (2011 to June 2018). Prior to that, Mr. McFarland was a member of the executive team at PricewaterhouseCoopers Canada from 2005 to 2011 and led the Greater Toronto Area audit practice from 2002 to 2005. Mr. McFarland is a Chartered Professional Accountant and a fellow of the Chartered Professional Accountants of Ontario. Mr. McFarland is also a director and chairman of the following private companies: AGT Food & Ingredients Inc. and Farmers Edge Inc., and formerly was chair of the Board of the Conference Board of Canada.

Name, Municipality, Province and Country of Residence	Position Presently Held	Director Since	Principal Occupation During the Preceding 5 Years
Kevin Nabholz ⁽²⁾⁽³⁾ Calgary, Alberta Canada	Director	May 3, 2012	Mr. Nabholz is an independent businessman. Mr. Nabholz was the Chair of the Dexterra Board from March 2017 until May 2020 and a director of Dexterra since May 2012. Mr. Nabholz has over 30 years of experience in the oil sands industry. Mr. Nabholz retired as Executive Vice President, Major Projects at Suncor Energy Inc. ("Suncor") on March 1, 2012, having been at Suncor for 25 years. Mr. Nabholz was involved in all facets of the business at Suncor, including Operations, Maintenance and Projects and in his latest role led the execution of over \$30 billion of major projects. Mr. Nabholz has served on a number of private company boards, as well as not-for-profit entities including, the Northern Alberta Institute of Technology, Construction Owners Association of Alberta, Keyano College Foundation, the United Way of Fort McMurray and several others.
Russell Newmark ⁽¹⁾⁽²⁾ Inuvik, Northwest Territories Canada	Director	June 1, 2006	Mr. Newmark has been a director of Dexterra since June 2006. Mr. Newmark has extensive and diverse business knowledge and experience throughout northern Canada and has been Chief Executive Officer of E. Gruben's Transport Ltd. since 1990, a successful contracting firm based in the Northwest Territories. Since 1976, he has been recognized as a leader within the Mackenzie Delta and Beaufort Sea regions and has served on numerous corporate and government boards including the Inuvialuit Development Corporation, Norterra Inc. and the GNWT Business Loan Fund Board.
Antonia Rossi ⁽¹⁾⁽²⁾ Toronto, Ontario Canada	Director	January 1, 2023	Ms. Rossi is a 35-year experienced commercial real estate professional. Ms. Rossi recently retired from Infrastructure Ontario ("IO") where she served as the President, Real Estate, Chief ESG Officer and Interim President and CEO (2017). She was a key member of the Executive Team merging Ontario Realty Corp and IO in 2012. Before joining the Crown Corporation, she was in development at Oxford Properties with much of her real estate career at Cadillac Fairview. A graduate from the University of Toronto, Ms. Rossi holds an Honours Bachelor of Physical and Health Education, her ICD.D from Rotman and has extensive board and community experience serving on various not-for-profit and other corporate boards and committees. She received the 2020 Women's Infrastructure Network Outstanding Leader Award. Ms. Rossi serves on the Board of North York General Hospital and recently served on Ryerson's Realty Advisory Board, ULI's Advisory Board, co-chaired the Federal/Provincial/Territorial Realty Committee, co-chaired the 2017 Toronto Real Estate Forum and is past Chair of the Habitat Toronto and REALPAC Boards.

(1) Member of the Audit Committee.

(2) Member of the Enterprise Risk Management Committee.

(3) Member of the Corporate Governance and Compensation Committee.

Executive Officers

Name, Municipality, Province and Country of Residence	Position Presently Held	Executive Officer Since	Principal Occupation During the Preceding 5 Years
Denise Achonu Oakville, Ontario Canada	Chief Financial Officer	January, 2024	Prior to joining Dexterra, Mrs. Achonu was the Chief Financial Officer of Verve Senior Living from 2016 to 2023. She has over 20 years of progressive management experience and held several senior finance roles in the hotel & leisure industry, including InnVest REIT, Delta Hotels and Fairmont Hotels. Mrs. Achonu holds a Bachelor of Commerce degree from the University of Toronto and a CPA designation.
Sanjay Gomes Mississauga, Ontario Canada	President, Facilities Management	June 1, 2022	Prior to joining Dexterra, Mr. Gomes held senior leadership positions at Compass Group, including most recently as President, ESS – North America from April 2019 to May 2022 and Executive Vice President from February 2015 to April 2019. He has spent his entire 20+ year career in the support services and facilities management industry, with progressively senior roles in marketing, operations, and strategy. A graduate of the Executive Business Program from Queen's University, Mr. Gomes also holds an MBA in Marketing and Finance from Athabasca University and a Bachelor of Arts in Finance and Political Science from Western University.

Name, Municipality, Province and Country of Residence	Position Presently Held	Executive Officer Since	Principal Occupation During the Preceding 5 Years
Jeff Litchfield Edmonton, Alberta Canada	President, Remote & Hospitality Services	May 26, 2020	Prior to his appointment as President Mr. Litchfield worked in a variety of roles at Dexterra, most recently Divisional VP from January 2021 to 2022 and prior to that VP, Operations from 2013-2021. Prior to joining Dexterra, Mr. Litchfield held senior leadership positions at Finning Canada in operations, sales, supply chain, and continuous improvement. He holds a Bachelor of Commerce in Operations Management from the University of Alberta, a CORS (Canadian Operations Research Society) diploma, as well as certification in Lean Six Sigma and Six Sigma.
Christos Gazeas Toronto, Ontario Canada	Executive Vice President, Legal, General Counsel and Corporate Secretary	December 31, 2020	Mr. Gazeas joined Dexterra at the end of 2020 as Executive Vice President, Legal and General Counsel and was later named Corporate Secretary in the middle of 2021. Prior to joining Dexterra, Mr. Gazeas held a senior counsel position with Fairfax, leading M&A negotiations around the globe from February 2015 to December 2020. Prior to that, Mr. Gazeas was previously in private practice at the law firms Stikeman Elliott LLP and Lang Michener LLP in Toronto. Mr. Gazeas was called to the Bar of the Law Society of Upper Canada and holds a Bachelor of Social Science, Master of Criminology and Bachelor of Laws from the University of Ottawa.
Roderick (JD) MacCuish Toronto, Ontario Canada	Executive Vice President Strategy and Corporate Planning	May 29, 2020	Mr. MacCuish has been the Executive Vice President of Strategy and Corporate Planning since May 29, 2020, and previously was the Vice President of Strategic Growth for DIFM starting in March 2018. Prior to this, Mr. MacCuish was the director of Strategic Growth for Carillion Canada from October 2016 to March 2018 and the Director of Strategic Growth for the Boucher Group from January 2015 to October 2016. Mr. MacCuish holds a Masters of Management of Innovation from the University of Toronto, Bachelors of Science in Biochemistry from McGill University and has a Strategic Planning Professional (SPP) designation from the Association for Strategic Planning.
Cindy McArthur Toronto, Ontario Canada	Chief Human Resources Officer	May 29, 2020	Ms. McArthur joined DIFM in June 2018 as Executive Vice President Human Resources and was appointed Chief Human Resources Officer with Dexterra on May 29, 2020. Prior to joining Dexterra, Ms. McArthur held senior Human Resources roles with Compass Group Canada from December 2017 to May 2018 and Carillion Canada from 2014 to December 2017, as well as in Healthcare with Hamilton Health Sciences from August 2001 to September 2011. Ms. McArthur holds a Bachelor of Commerce Degree from the University of Guelph and is a graduate of the Advanced Program in Human Resources Management from the Rotman School of Business, University of Toronto. Ms. McArthur is a Certified Human Resources Executive with the Human Resources Professional Association.

As at February 28, 2025, the current directors and executive officers of Dexterra, as a group, beneficially own, direct or control, directly and indirectly, an aggregate of 1,302,169 Dexterra Shares, representing approximately 2% of the outstanding Dexterra Shares.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Simon Landy was the President and a director of Outland Group, which formed part of Carillion Canada, which was subject to global insolvency proceeding of U.K based corporation, Carillion plc in January 2018.

Conflicts of Interest

Circumstances may arise where members of the Board are directors or officers of corporations which are in competition or in conflict to the interests of Dexterra. Pursuant to the ABCA, a director or officer of Dexterra who is a party to a material contract or proposed material contract with Dexterra or is a director or an officer of, or has a material interest in, any person who is a party to a material contract or proposed material contract with Dexterra, is required to disclose the nature and extent of his or her interest and, unless otherwise permitted under the ABCA, a director shall not vote on any resolution to approve the material contract. To the best of their knowledge, the directors and officers of Dexterra are not aware of any existing or potential material conflicts of interest between Dexterra or a subsidiary of Dexterra and a director or officer of Dexterra or of a subsidiary of Dexterra.

Audit Committee Information

Audit Committee Charter

The Audit Committee of Dexterra (“**Audit Committee**”) is responsible for reviewing Dexterra’s financial reporting procedures, internal controls and the performance of the external auditors. The Audit Committee Charter of Dexterra is set forth as Appendix “B” of this Annual Information Form.

Composition of the Audit Committee

The current members of the Audit Committee are Mary Garden (Chair), Simon Landy, R. William McFarland, Antonia Rossi and Russell Newmark. The Audit Committee is a standing committee appointed by the Board to assist the Board in fulfilling its oversight responsibilities with respect to the financial reporting by Dexterra. Each member of the Audit Committee is independent as defined under National Instrument 52-110-*Audit Committees* (“**NI 52-110**”) and none received any compensation, directly or indirectly, from Dexterra other than for services as a member of the Board and its committees, as applicable. All members of the Audit Committee are financially literate as defined in NI 52-110, and a description of their relevant education and experience is available under the heading “Directors and Executive Officers” above.

Pre-Approval of Policies and Procedures

The Audit Committee has delegated to the Chair of the Audit Committee (or such other member of the Audit Committee who may be delegated authority), the authority to act on behalf of the Audit Committee between meetings of the Audit Committee with respect to the approval of audit and permitted non-audited services provided by PricewaterhouseCoopers LLP Chartered Professional Accountants (“**PwC**”). The Audit Committee is required to be notified of any approved services. The Chair reports on any such approved services at the next meeting of the Audit Committee.

Auditor Service Fees

The following table provides information about fees paid to PwC and its affiliates for professional services rendered by PwC, Dexterra’s current external auditor for the periods indicated.

Type of service provided by PwC	Year ended December 31, 2024	Year ended December 31, 2023
Audit fees (including quarterly reviews)	\$770,650	\$678,000
Audit-related fees	\$28,000	\$12,500
Tax Fees	\$185,000	\$100,000
All other fees	\$4,000	\$3,310
Total	\$987,650	\$793,810

Audit Fees

Audit fees were paid to PwC for professional services rendered for the audits of the Corporation’s consolidated financial statements. Audit fees also include fees for services related to the review of quarterly reports.

Audit-Related Fees

Audit-related fees in 2024 and 2023 were paid to PwC in relation to the assurance engagement for US GAAP reporting.

Tax Fees

Tax fees were paid to PwC for services related to tax advice and tax planning professional services. These services consisted primarily of tax planning and advisory services regarding the amalgamation of certain entities related to strategic tax planning, including a tax re-organization and amalgamations that were effective on December 13, 2024 and January 1, 2024, respectively.

All Other Fees

Fees disclosed in the table above under the item “all other fees” were paid for services other than the audit fees, audit-related fees and tax fees described above. In 2024 and 2023, such fees related to a subscription for Viewpoint through PwC for IFRS guidance.

Legal Proceedings

Dexterra and its subsidiaries are involved from time to time in various claims and litigation which arise in the normal course of business. Dexterra is not involved in, or to its knowledge, contemplated to be involved in, any legal proceedings that it believes might have a material adverse effect on its business or its results of operations.

Transfer Agent and Registrar

TSX Trust Company, through its principal office in Toronto, Ontario, is the transfer agent and registrar of the Dexterra Shares.

Material Contracts

The Corporation has not entered into any material contracts during the financial year ended December 31, 2024 or before that financial year that are still in effect other than contracts entered into in the ordinary course of business and the following, which are available on the Corporation’s SEDAR+ profile located [sedarplus.ca](https://www.sedarplus.ca).

1. Investor Rights Agreement dated May 29, 2020, among the Corporation, 9477179 Canada Inc. and each additional affiliate of Fairfax who becomes, from time to time a holder of Dexterra Shares, which is described under “*Description of Capital Structure – Investor Rights Agreement*”.

Interests of Experts

There is no person or company whose profession or business gives authority to a report, valuation, statement or opinion made by such person or company and who is named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 by Dexterra during, or related to, its most recently completed financial year other than PwC, the current external auditor of Dexterra.

PwC is the auditor of Dexterra and have confirmed that they are independent with respect to Dexterra within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

Additional Information

Additional information concerning Dexterra is available through the internet on Dexterra's profile on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca).

Additional information, including information regarding Dexterra's directors' and named executive officers' remuneration, information on principal holders of Dexterra Shares and securities authorized for issuance under equity compensation plans is contained in Dexterra's Management Information Circular prepared in connection with its most recent annual meeting of Dexterra's shareholders.

Additional financial information is provided in Dexterra's Audited Consolidated Financial Statements and Management's Discussion and Analysis for the year ended December 31, 2024, which are contained in Dexterra's December 31, 2024 Annual Report. Copies of such documents may be obtained in the manner set forth above.

APPENDIX 'A'

Risk Factors

Dexterra may not be able to retain clients, renew existing contracts and obtain new business

Dexterra's success depends on its ability to retain its current clients, renew its existing client contracts and obtain new business on commercially favourable terms. Dexterra's ability to do so generally depends on a variety of factors, including the quality, price and responsiveness of its services, as well as its ability to market these services effectively and to differentiate itself from its competitors. The renewal of business often results in a decrease in the profitability of such business. There can be no assurance that Dexterra will be able to obtain new business, renew existing client contracts at the same or higher levels of pricing or margins or that its current clients will not turn to competitors, cease operations, elect to self-operate or terminate contracts with Dexterra. In addition, consolidation by Dexterra's clients in the industries that Dexterra serves could result in loss of business if the combined entity chooses a different provider. Further, the recently announced proposed US government tariffs ("**US Tariffs**") on Canadian imports could have a significantly adverse impact on the Canadian economy and Dexterra's clients, which could affect its ability to renew or obtain new business and maintain or increase margins. In addition, the Trump administration, via the Department of Government Efficiency, could institute significant changes to certain regulatory agencies including eliminating regulation/restructuring agencies and cutting expenditures all of which could have a negative impact on Dexterra's business. The failure to renew a significant number of Dexterra's existing contracts would have a material adverse effect on its business and results of operations and the failure to obtain new business could have an adverse impact on its growth and financial results.

Dexterra's profitability could be adversely affected by cost inflation

Dexterra's profitability can be adversely affected to the extent it is faced with cost increases for food, wages and other labour-related expenses, insurance, fuel and utilities, especially to the extent it is unable to recover such increased costs through increases in the prices for its services, due to one or more of general economic conditions, competitive conditions or contractual provisions in client contracts. Substantial increases in the cost of fuel, food and utilities have historically resulted in cost increases. Further, the US Tariffs recently announced and any retaliatory tariffs could have a significant adverse impact on Dexterra's costs. While Dexterra's multi-year contracts often provide for annual fee increases and in some instances cost-plus arrangements or inflationary protection clauses, it may be unable to fully recover costs (or be delayed in recovering such costs) and such increases would negatively impact profitability on contracts that do not contain adequate inflation protections or where clients do not work collaboratively to mitigate costs by agreeing to use alternative products (if they can even be sourced) or adjust service scope, such as altering menu offerings.

Dexterra's reliance on suppliers and subcontractors could have a material adverse effect on Dexterra's business

Dexterra sources its equipment, equipment parts, raw materials, food and third-party services from a variety of suppliers, most of whom are located in Canada. Should any suppliers be unable to provide the necessary equipment, parts, food or services or otherwise fail to deliver products in the quantities required, any resulting delays in the provision of products and services or in the time required to find new suppliers could have a material adverse effect on Dexterra's business, financial condition, results of operations and cash flows. Recently, Dexterra has experienced negligence and delays of third party service providers, as well as supply chain disruptions related to contagious outbreak developments and climate related events. There is no way for Dexterra to reliably predict the supply chain disruptions or cost inflation that may occur from the US Tariffs. Dexterra's ability to find non-tariffed substitutes will be an important factor in minimizing the impact of the US Tariffs on product cost/availability but where non-tariffed substitutes are not available or subject to capacity constraints, supply chain disruptions and/or cost inflation can be expected and may have a significant adverse affect on Dexterra's business, financial condition, results of operations and cash flows.

Dexterra's operations also depend on the execution and performance of Dexterra's subcontractors pursuant to written contracts. The failure of Dexterra's subcontractors to execute and perform under these contracts could have a material adverse effect on Dexterra's business, financial condition, results of operations and cash flows.

Operations and financial performance may be impacted by changes in tariffs, trade restrictions, or other regulatory measures imposed by domestic or foreign governments

Dexterra's operations and financial performance may be impacted by changes in tariffs, trade restrictions, or other regulatory measures imposed by domestic or foreign governments. The announced imposition of tariffs by the United States and retaliatory measures between governments may cause multifaceted effects on the economy, including impacting our clients and reducing the demand for our products and services. The US Tariffs may adversely impact our operations by causing supply chain disruptions, economic downturn, inflationary pressures, and uncertainty in capital markets. Dexterra is currently assessing the direct and indirect impacts to its operations of these tariffs and potential retaliatory tariffs and other trade protectionist measures that may arise, and such impacts may be significant, including inflationary pressures on labour costs, food costs and janitorial consumables. Failure to mitigate the negative effects of the U.S. Tariffs on Dexterra's business could have a material adverse impact on our operating results and financial condition. While Dexterra is taking steps to seek to mitigate the potential impact on our business, given that developments are ongoing with respect to these proposed tariffs and other measures, their impacts are uncertain and could adversely affect our business, financial condition and results of operations.

An outbreak of contagious disease could result in a disruption of Dexterra's business

On January 30, 2020, the World Health Organization declared the COVID-19 outbreak a Public Health Emergency of International Concern, and on March 11, 2020, characterized COVID-19 as a pandemic. A local, regional, national or international outbreak of a contagious disease, such as COVID-19 or other similar illnesses, could result in: a significant decline in economic activity in the regions where Dexterra conducts business, a decrease in individuals willing to travel, imposed mobility restrictions or other quarantine measures through government regulations, and business interruptions due to outbreaks or required quarantines in one or more of the facilities for which Dexterra provides services. An outbreak in one or more of the facilities at which Dexterra provides services may negatively impact Dexterra's ability to provide the services or its reputation and may, if uncontrolled, result in decreased revenues or temporary shortages of staff to the extent Dexterra's work force is impacted. The COVID-19 pandemic caused financial hardship for many clients and potential clients of Dexterra. While the effects of this current outbreak have dissipated, the potential for another outbreak remains and may have a material adverse effect on the financial condition and financial results of Dexterra.

The industries in which Dexterra operates are highly competitive

The outsourced support services industry in which Dexterra operates is highly competitive. To be successful, Dexterra has to provide services that meet the specific needs of its clients at competitive prices. The principal competitive factors in the markets in which Dexterra operates are: service quality; availability, reliability and performance of equipment used to perform its services; technical knowledge and experience; safety records and ongoing safety programs; price and reputation. Dexterra competes with international and regional competitors, several of which are significantly larger than Dexterra. These competitors offer similar services in all of the geographic regions in which Dexterra operates. As a result of competition, Dexterra may be unable to continue to retain existing clients, to provide its services at historical operating margins or to acquire additional business opportunities, which could have a material adverse effect on Dexterra's business, financial condition, results of operations and cash flows.

Reduced levels of activity in the sectors in which Dexterra's clients operate can intensify competition and result in lower revenue to Dexterra. Variations in the budgets of Dexterra's clients, including governments (for airports, defence facilities, hospitals, education, and other facilities), commercial and retail companies and real estate owners, will have an effect upon Dexterra's ability to generate revenue and earnings.

The demand, pricing and terms for Dexterra's ABS products and Remote & Hospitality services depend upon the level of industry activity for oil, natural gas and mineral exploration and development in the western Canadian

provinces and territories. Industry conditions are influenced by numerous factors over which Dexterra has no control, including: oil, natural gas and mineral prices; expectations about future oil, natural gas and mineral prices; the cost of exploring for, producing and delivering oil, natural gas and minerals; the expected rates of declining current production; the discovery rates of new oil, natural gas and mineral reserves; available pipeline and other oil and natural gas transportation capacity; demand for oil, natural gas and minerals; weather conditions; global political, military, regulatory and economic conditions; and the ability of oil, natural gas and mining companies to raise equity capital or debt financing for exploration and development work.

Current global economic events and uncertainty have the potential to significantly impact commodity pricing, changing the economic feasibility of industry development projects. No assurance can be given that expected trends in oil, natural gas and mineral production activities will continue or that demand for services provided by Dexterra will reflect the level of activity in the industry. Any prolonged substantial reduction in oil, natural gas, and mineral prices would likely affect activity levels in these industries and therefore affect the demand for the services provided by Dexterra.

[There can be no assurance that the trend toward outsourcing services will continue.](#)

Dexterra's business and growth strategies depend in large part on the continuation of a current trend toward outsourcing services. Clients or potential clients will outsource if they perceive that outsourcing may provide quality services at a lower overall cost and permit them to focus on their core business activities. Dexterra cannot be certain that this trend will continue or not be reversed, that prospective clients will seek to outsource functions, or that existing clients that have outsourced functions will not decide to perform these functions themselves. In addition, labour unions representing employees of some of Dexterra's current and prospective clients have occasionally opposed the outsourcing trend to the extent that they believed that current union jobs for their memberships might be lost. In these cases, unions typically seek to prevent public sector entities from outsourcing and if that fails, ensure that jobs that are outsourced continue to be unionized, which can reduce Dexterra's pricing and operational flexibility with respect to such businesses. Dexterra has also identified a trend among some of its clients toward the retention of a limited number of preferred vendors to provide all or a large part of their required services. Dexterra cannot be certain that this trend will continue or not be reversed or, if it does continue, that Dexterra will be selected and retained as a preferred vendor to provide these services. Unfavorable developments with respect to either outsourcing or the use of preferred vendors could have a material adverse effect on Dexterra's business, financial condition, results of operations and cash flows.

[Volatility of industry conditions could impact demand for Dexterra's services](#)

The demand, pricing, and terms for certain of Dexterra's services largely depend upon the level of industry activity for retail and commercial properties, corporate campuses, research and educational facilities and industrial sites; the infrastructure development of airports, community housing, healthcare facilities, defence and security assets; and mineral and oil and gas exploration and development. This includes activity by commercial construction companies and real estate developers, government, infrastructure developers and resource exploration and development companies. Industry conditions are influenced by numerous factors over which Dexterra has no control, including: the demand and need for new construction and infrastructure projects; commodity prices; expectations about commodity prices; the cost of exploring for, producing and delivering resources; demand for and supply of resources; weather conditions; global political, military, regulatory and economic conditions; and the ability of Dexterra's clients to raise equity capital or debt financing in order to complete new and maintain existing developments, facilities and projects.

Current global economic events and uncertainty have the potential to significantly impact such factors. No assurance can be given that expected trends will continue or that demand for services provided by Dexterra will reflect the level of activity in the industries in which Dexterra or its clients operate.

[A reduction in the availability of credit could reduce demand for Dexterra's products and services](#)

Many of Dexterra's clients require reasonable access to credit facilities and debt capital markets to finance their developments, facilities, and projects. If the availability of credit to Dexterra's clients is reduced, they may reduce

their expenditures, thereby decreasing demand for Dexterra's products and services. A reduction in spending by Dexterra's clients could adversely affect Dexterra's operating results and financial condition. During the term of a contract, Dexterra may be required to use its working capital to fund development, facility and project costs until payments are collected from the client. The carrying amount of accounts receivable reflects management's assessment of the credit risk associated with Dexterra's clients. The allowance for doubtful accounts and past due receivables is reviewed by management on an ongoing basis. Accounts receivables are considered for impairment after taking into consideration the client's payment history, their credit worthiness, the current economic environment in which the client operates and the client's establishment within its industry. Failure to accurately estimate the amount of bad debts or failure to collect accounts receivable on a timely basis, in full or in part, could have a material adverse effect on Dexterra's business, financial condition, results of operations and cash flows.

[Dexterra's significant shareholder may substantially influence its direction and operations](#)

Fairfax is the Corporation's single largest shareholder, beneficially owning 50%+ of the issued and outstanding Dexterra Shares and is considered a control person of the Corporation (within the meaning of Canadian Securities Laws) and is also considered to have control (from an accounting perspective) of Dexterra. Fairfax has the ability to substantially influence matters affecting shareholders or requiring shareholder approval, including the election of directors to the Board, approval of security-based compensation arrangements, amendments to the articles and bylaws of the Corporation and the determination of significant corporate actions. In addition, pursuant to the Investor Rights Agreement, Fairfax has certain rights, including with respect to Board representation, See "*Description of Capital Structure – Investor Rights Agreement*". In addition, the Chair of the Board, who is a Fairfax nominee, has a casting vote in the event of a tie vote among the directors. There can be no assurance that Fairfax's interests will align with the Corporation's interests or the interests of other shareholders. In addition, such influence could limit the price that an acquirer might be willing to pay in the future for Dexterra and it may have the effect of delaying or preventing a change of control of Dexterra, such as a merger or take-over.

[Fairfax's significant interest in the Corporation may impact the liquidity of the Dexterra Shares](#)

Dexterra Shares may be less liquid and trade at a discount relative to the trading that could occur in circumstances where Fairfax did not have the ability to significantly influence or determine matters affecting the Corporation.

[Dexterra's cash flow may not be sufficient to fund its ongoing activities at all times](#)

From time to time, Dexterra may require additional financing. Failure to obtain such financing on a timely basis could cause Dexterra to miss certain acquisition opportunities or prevent further growth of its operations. If Dexterra's revenues decrease, it will affect Dexterra's ability to expend the necessary capital to maintain its operations. If Dexterra's cash flow from operations is not sufficient to satisfy its capital expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or terms acceptable to Dexterra.

[Any change in labour relations and labour disputes could have an adverse effect on Dexterra's business](#)

The largest component of Dexterra's overall expenses is salaries, wages, benefits and payments to employees, agents and contractors. Any significant increase in these expenses could impact the financial results of Dexterra.

The employees of Dexterra are subject to various local collective bargaining agreements, most of which become subject to periodic renegotiation, typically every two to three years. At any given time, Dexterra may face several unions organizing drives. When one or more of the major collective bargaining agreements covering Dexterra employees comes up for renegotiation, Dexterra and the union might disagree on important issues which, in turn, might lead to a strike, work slowdown or to other union activities at one or more of Dexterra's locations. In a market where Dexterra and several major competitors are unionized, but other competitors are not, Dexterra could lose clients to competitors who are not unionized. Any strike, work slowdown or other union activity might in some cases be disruptive and prevent Dexterra from providing its services, thereby reducing its income. Contract cancellations might occur should client service be impaired or should Dexterra's clients be targeted by sympathy strikes involving other unionized workers during organized labour drives. Negotiating a first-time agreement or renegotiating an

existing collective bargaining agreement might lead to a substantial increase in labour and benefit expenses which Dexterra might be unable to pass on to its clients for some period of time, if at all. Any of these risks could materially adversely affect Dexterra's business, financing condition, results of operations and cash flows.

Significant Customers

The Corporation had no customers that generated over 10% of total revenues in 2024 and 2023. However, there can be no assurance that in the future Dexterra may have material exposure to a customer (or set of customers). There can be no assurance that Dexterra's relationship with its customers will continue, and a significant reduction or total loss of the business from these customers, if not offset by sales to new or existing customers, could have a material adverse effect on Dexterra's business, financial condition, and results of operations.

Loss of key personnel and inability to recruit could have a material adverse effect on Dexterra

Dexterra's success depends in large measure on certain key personnel. The loss of services of such key personnel could have a material adverse effect on Dexterra. Dexterra does not have key person insurance in effect for management. The contributions of these individuals to the immediate operations of Dexterra are likely to be of central importance. Investors must rely upon the ability, expertise, judgment, discretion, integrity, and good faith of the management of Dexterra.

There can be no assurance that Dexterra will be able to continue to attract and retain all personnel necessary for the development and operation of its business.

Dexterra's ability to provide reliable and quality services is dependent on its ability to hire and retain a dedicated and quality pool of employees and in certain cases attract subcontractors and their personnel, which may be adversely impacted by a number of factors including lack of industry experience amongst candidates and lack of appropriately qualified people, and the seasonal nature of some of Dexterra's business. The competition for qualified personnel in the industries in which Dexterra operates is intense and there can be no assurance that Dexterra will be able to continue to attract and retain all personnel necessary for the development and operation of its business. In periods of higher activity, it may become more difficult to find and retain qualified employees which could limit growth, increase operating costs, reduce profitability, or have other material adverse effects on Dexterra's operations, which in turn could materially adversely affect Dexterra's business, financial conditions, results of operations and cash flows.

Failure to receive or renew permits or security clearances could have a negative impact on Dexterra's business

In most cases, permits issued by government agencies are required to build residential and commercial properties and to set up and operate remote work camp facilities. The issuance and maintenance of permits can be dependent, among other things, upon water and waste treatment alternatives available, road traffic volumes and fire conditions in forested areas.

Security clearances issued by government agencies are required to provide facilities management services for airports and defence, security and gambling establishments.

Failure to maintain, receive or renew permits or security clearances could have a material negative impact on the business.

Regulatory changes could adversely effect Dexterra

Dexterra's operations are subject to a variety of federal, provincial, and local laws of Canada and the US, including laws and regulations relating to health and safety, food safety, the conduct of operations, the protection of the environment, the operation of equipment used in its operations and the transportation of materials and equipment it provides for its clients. Dexterra invests financial and managerial resources to ensure such compliance. While management believes that its businesses will be operated in accordance with applicable laws, Dexterra will remain subject to a varied and complex body of laws and regulations that both public officials and private individuals may

seek to enforce. The costs arising from compliance with such laws, regulations and guidelines may be material to Dexterra.

Any regulatory changes that impose additional operating or environmental restrictions or requirements on Dexterra or its clients, including the imposition of tariffs or changes to income tax laws, could adversely affect Dexterra through, among other things, supply chain disruption, increased operating costs and potential decreased demand for Dexterra's products and services. The trend in environmental regulation has been to impose more restrictions and limitations on activities that may impact the environment, including the generation and disposal of wastes and the use and handling of chemical substances. It is impossible for Dexterra to predict the cost or impact of such laws and regulations on its future operations.

[Dexterra is subject to the risk of environmental damage](#)

Dexterra is subject to the operating risks inherent in the industries in which Dexterra operates, including environmental damage. Dexterra has established programs to address compliance with current environmental standards and monitors its practices concerning the handling of environmentally hazardous materials. However, there can be no assurance that Dexterra's procedures will prevent environmental damage from occurring as a result of spills of materials handled by Dexterra or that such damage has not already occurred. On occasion, substantial liabilities to third parties may be incurred. Dexterra may have the benefit of insurance maintained by it or a contractor; however, Dexterra may become liable for damages against which it cannot adequately insure or against which it may elect not to insure because of high costs or other reasons.

[Risks relating to climate change could result in higher operating costs and reduced demand for Dexterra's services](#)

The major climate change-related risks are generally grouped under two categories: transition risks (a broader set of risks associated with the consequences of the global transition to a less carbon-intensive economy) and physical risks (risks that a change in climate itself could have on Dexterra's business).

Transition Risks to Dexterra

The Government of Canada and provincial governments in areas where Dexterra does business have been working through various forms of regulation and legislation focused on climate change and greenhouse gas emissions. Future federal legislation, together with provincial emission reduction requirements may require the reduction of emissions or emissions intensity from Dexterra's operations and facilities and those of its customers. A number of Dexterra's customers are involved in the mineral, oil and natural gas exploration and development industry. Focus and scrutiny has recently intensified on such industry, which could lead to incremental environmental regulation or legislation.

Potential changes in requirements may result in increased operating costs and capital expenditures for mining and oil and natural gas industry participants, thereby delaying or decreasing the demand for Dexterra's services. Management is unable to predict the impact of potential emissions targets and it is possible that changes could adversely affect Dexterra's business, financial condition, and results of operations. These regulations would likely result in higher operating costs for our customers in the region, putting further pressure on project economics, and may also impair Dexterra's ability to provide its services economically.

Dexterra's reputation in the eyes of its shareholders, customers, employees and the general public is an important corporate asset. However, actions and activities undertaken directly by Dexterra, or its employees, could adversely affect its reputation. In addition, Dexterra's reputation could also be adversely affected by the actions and activities of others in the industry, which Dexterra services as a whole.

Physical Risks to Dexterra

Climate change has been linked to long-term shifts in climate patterns and increasingly frequent severe weather conditions. A number of Dexterra's clients are involved in industries where the level of activity is influenced by seasonal weather patterns, long term shifts in climate patterns and/or acute climate-related events (e.g. extreme temperatures, heavy snowfall, heavy rainfall or wildfires). These changes or events (whether or not caused by

climate change) may determine how long seasons for certain activities or industries will last in any given year. As a result, they may adversely impact Dexterra's clients, which would in turn affect the demand for Dexterra's services. In addition, they may result in disruptions in operations which may lead to reduced revenues.

Dexterra could be subject to liability for failure to comply with public procurement laws and regulations

As part of its business dealings with different governmental bodies, Dexterra must comply with public procurement laws and regulations aimed at ensuring that public sector bodies award contracts in a transparent, competitive, efficient, and non-discriminatory way. If Dexterra fails to comply with these laws and regulations or if Dexterra, its directors, officers, employees, or agents commit legal violations or misconduct specified in any of these laws and regulations, Dexterra could be subject to administrative, civil or penal liabilities and to mandatory or discretionary exclusion or suspension, on a permanent or temporary basis, from contracting with governmental bodies in addition to other penalties and sanctions that could be incurred by Dexterra. Although Dexterra has adopted control measures and implemented policies and procedures to mitigate such risks, these control measures, policies and procedures may not always be sufficient to protect Dexterra from the consequences of acts committed by its directors, officers, employees and agents. Amendments in public procurement laws and regulations could require Dexterra to further implement certain changes to its business practices and, as a result, impose additional costs on Dexterra, which in turn could materially adversely affect Dexterra's business, financial condition, results of operations and cash flows.

Deterioration of Dexterra's safety performance could result in a decline in the demand for Dexterra's products and services

Standards for the prevention of incidents in the industries in which Dexterra operates are governed by service company safety policies and procedures, accepted industry safety practices, client specific safety requirements and health and safety legislation. Many clients consider safety performance a key factor in selecting facilities management and workforce accommodation service providers. Deterioration of Dexterra's safety performance could result in a decline in the demand for Dexterra's products and services, as well as claims made against Dexterra, and could have a material adverse effect on Dexterra's business, financial condition, results of operations and cash flows.

Failure to successfully Implement our Strategic Plans and Growth Initiatives

Dexterra's ability to execute on its strategic plans and growth initiatives, including those previously announced, influences its financial performance. Failure for these strategic plans to meet success (including acquisitive growth which is material to such plans/initiatives), or be realized within anticipated timeframes, or if there is a change in strategic plans could affect the growth of Dexterra's earnings or result in a decline in earnings. Even if Dexterra is successful in implementing its strategic plans or growth initiatives there can be no assurance that the anticipated benefits will be realized or that it will lead to sustainable, profitable growth, and the plan itself could be disruptive to the Corporation. Dexterra's ability to meet success are influenced by outside factors beyond its control, including the competitive conditions in the industries in which it operates, economic conditions or other factors.

There may be a failure to realize anticipated benefits of acquisitions and dispositions

Dexterra considers acquisitions and dispositions of businesses as part of its business strategy. Achieving the benefits of acquisitions or disposition depends in part on realizing adequate value of any disposition and the acquired businesses performing as expected, successfully realizing synergies, retaining key employees and client relationships and integrating operations in a timely and efficient manner. Integration of acquisitions may require substantial management effort, time, resources and may divert management's focus. An inability to realize expected strategic advantages as a result of the acquisition or disposition would negatively affect the anticipated benefits of the acquisition or disposition, as the case may be. Additionally, an acquisition may bring Dexterra into businesses or jurisdictions it has not previously conducted and expose it to additional business risks that are different from those it has previously experienced.

The inability to develop and maintain relationships with Indigenous communities could adversely impact Dexterra's business

A component of Dexterra's business strategy is based on developing and maintaining positive relationships with the Indigenous people and communities in the areas where Dexterra operates. These relationships are important to Dexterra's operations and customers who desire to work on traditional Indigenous lands. The inability to develop and maintain relationships and to be in compliance with local requirements could adversely affect Dexterra's business strategy, growth and profitability.

Seasonality/Fluctuations of Revenue for Dexterra

Dexterra's earnings can be affected by seasonality. Within the Support Services segment, seasonality has historically been comprised of (i) increased earnings for forestry services in the second and third quarters, (ii) decreased camp occupancy during the holiday season and lower forestry revenue in the first and fourth quarters, (iii) work for Dana operations in the education sector which has heightened activity during the school year, and (iv) Facilities Management project work that may not be evenly distributed throughout the year. Within the ABS segment, timing of revenues will be affected by the timing for mobilization and demobilization of projects/contracts, which tend to be a lower margin component of the contract in comparison to ongoing rental fees. Overall financial performance of ABS is impacted by the utilization of assets which tends to have greater fluctuations than longer term Support Services contracts.

The inability to restore or replace critical capacity in a timely manner may impact Dexterra's business and operations

In the event of a serious incident, the inability to restore or replace critical capacity in a timely manner may impact Dexterra's business and operations. While Dexterra has in place business continuity arrangements, including disaster recovery plans and insurance coverage to minimize any losses in the event of a major disaster, there can be assurance that such arrangements will adequately respond to the incident or be able to mitigate its impact or that insurance will cover all or part of the associated losses. A serious incident or disaster could therefore have a material adverse effect on Dexterra's business, financial condition and results of operations.

Cyber-attacks could have a material adverse effect on Dexterra's reputation and competitive position, financial condition, results of operations and cash flows

Dexterra manages cyber security risk by ensuring appropriate technologies, processes and practices are effectively designed and implemented to help prevent, detect and respond to threats as they emerge and evolve. The primary risks to Dexterra include loss of data, destruction or corruption of data, compromising of confidential customer or employee information, leaked information, disruption of business, theft or extortion of funds, regulatory infractions, loss of competitive advantage and reputational damage. Dexterra applies technical and process controls in line with industry-accepted standards to protect its information assets and systems. Data backup and recovery processes are in place to minimize risk of data loss and resulting disruption of business. Through ongoing vigilance and regular employee awareness, Dexterra has not experienced a cyber security event of a material nature. As it is difficult to quantify the significance of such events, cyber-attacks such as, security breaches of Corporation, customer, employee, and vendor information, as well as hardware or software corruption, failure or error, telecommunications system failure, service provider error, intentional or unintentional personnel actions, malicious software, attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions in systems, unauthorized release of confidential or otherwise protected information and the corruption of data, may in certain circumstances be material and could have an adverse effect on Dexterra's business, financial condition and results of operations. As a result of the unpredictability of timing, nature and scope of disruptions from such attacks, Dexterra could potentially be subject to: operational delays, the compromising of confidential or otherwise protected information, destruction or corruption of data, security breaches, other manipulation or improper use of its systems and networks or financial losses, any of which could have a material adverse effect on Dexterra's reputation and competitive position, financial condition or results of operations.

Failure to effectively identify and manage disruptive technology may result in disruptions to Dexterra's business

The introduction and rapid, widespread adoption of transformative technology in the industries in which Dexterra operates could lead to disruption of Dexterra's existing business models and new competitive market dynamics. Failure to effectively identify and manage disruptive technology and/or changing client attitudes and preferences may result in disruptions to the business and an inability to achieve strategic and financial objectives.

Economic downturns can reduce demand for Dexterra's services

In the past, national and international economic downturns have reduced demand for Dexterra's services and any such downturns in the future could reduce demand for its services resulting in the loss of business or increased pressure to contract for business on less favorable terms. Economic hardship among Dexterra's client base can also impact its business. Insolvency experienced by clients, especially larger clients, could make it difficult, for Dexterra to collect amounts owed and could result in the voiding of existing contracts. Similarly, financial distress or insolvency, if experienced by Dexterra's key vendors and service providers such as insurance carriers, could significantly increase costs.

Litigation may have a material adverse effect on Dexterra's business

In the normal course of Dexterra's operations, it may become involved in, named as a party to, or be the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions, related to personal injuries, property damage, property tax, the environment and contract disputes. The outcome of outstanding, pending, or future proceedings cannot be predicted with certainty and may be determined adversely to Dexterra and as a result, could have a material adverse effect on Dexterra's business, financial condition, results of operations and cash flows. In the normal course of Dexterra's operations, Dexterra is also involved in arbitration proceedings, the outcome of which cannot be predicted with certainty and may be determined adversely to Dexterra, which could have a material adverse effect on Dexterra's business, financial condition, results of operations and cash flows.

Dexterra believes that none of the litigation in which Dexterra is currently involved, individually or in the aggregate, is material to Dexterra's consolidated financial condition or results of operations.

Dexterra's insurance program may not fully cover losses Dexterra may incur

Due to the nature of Dexterra's business, it is subject to a number of regulations, environmental laws and risks associated with lawsuits arising from accidents and claims. Dexterra manages these risks through a combination of quality management, training and by securing insurance coverage to protect Dexterra's assets in the event of litigation. While Dexterra endeavors to purchase insurance coverage appropriate to its risk assessment, it is unable to predict with certainty the frequency, nature, or magnitude of claims for direct or consequential damages, and as a result its insurance program may not fully cover losses it may incur. In addition, as a result of a number of catastrophic weather and other events, insurance companies have incurred substantial losses and, in many cases, they have substantially reduced the nature and amount of insurance coverage available to the market, have broadened exclusions and/or have substantially increased the cost of such coverage. If this trend continues, Dexterra may not be able to maintain insurance of the types and coverage it desires at reasonable rates. A partially or completely uninsured claim against Dexterra (including liabilities associated with cleanup or remediation at the facilities it operates), if successful and of sufficient magnitude, could have a material adverse effect on Dexterra's business, financial condition, results of operations and cash flows. Any future difficulty in obtaining insurance could also impair Dexterra's ability to secure future contracts, which may be conditioned upon the availability of adequate insurance coverage. In addition, claims associated with risks for which Dexterra is self-insured (workers' compensation, employee medical, comprehensive general liability and vehicle liability) may exceed its recorded reserves, which could negatively impact future earnings.

APPENDIX 'B'

Audit Committee Charter

Purpose

The primary function of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) is to assist the Board in fulfilling its oversight responsibilities:

- (a) by reviewing, prior to their public release, all material financial information required to be gathered and disclosed by the Corporation, to the public;
- (b) to oversee management designed and implemented accounting systems and internal controls; and
- (c) to recommend, engage, supervise, arrange for the compensation and ensure the independence of the external auditor to the Corporation.

Structure and Authority

1. The Corporation, as a reporting issuer, must have a Committee that complies with National Instrument 52-110 (“**NI 52-110**”). The Committee must be comprised of at least three members of the Board to serve at the pleasure of the Board. Each member will at all times be independent and financially literate as those terms are defined in NI 52-110 and possess the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.
2. The Committee is required to meet in person, or by telephone conference call, at least once each quarter and as often thereafter as required to discharge the duties of the Committee.
3. The Chair of the Committee, appointed by the Board will, in consultation with the members, determine the schedule, time and place of meetings, and in consultation with management, establish the agenda for meetings.
4. A quorum for a meeting of the Committee shall be a majority of members present in person or by telephone conference call.
5. Notice of the time and place of every meeting shall be given in writing, by email or facsimile to each member of the Committee at least 24 hours prior to the time fixed for such meeting, provided that a member may in any manner waive a notice of meeting.

Duties and Responsibilities

6. The Committee’s primary duties and responsibilities are to:
 - (a) monitor the management of the principal risks that could impact the financial reporting of the Corporation;
 - (b) monitor the integrity of the Corporation’s financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
 - (c) be satisfied and obtain reasonable assurance from the external auditors that effective internal controls and management information systems are in place;

- (d) ensure that the external auditor reports directly to the Committee.
7. The Committee must have the authority to:
- (a) inspect any and all of the books and records of the Corporation, its subsidiaries and affiliates;
 - (b) engage independent counsel and other advisors as it determines necessary to carry out its duties;
 - (c) set and instruct the Corporation to pay the compensation for any advisors employed by the Committee; and
 - (d) communicate directly with the internal and external auditors of the Corporation.
8. The Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.
9. The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of any disagreements between management and the external auditor regarding financial reporting.
10. The Committee shall:
- (a) review the audit plan with the Corporation's external auditors and with management;
 - (b) discuss with management and the external auditors any proposed changes in major accounting policies or principles, the presentation and impact of significant risks and uncertainties and key estimates and judgments of management that may be material to financial reporting;
 - (c) review with management and with the external auditors significant financial reporting issues arising during the most recent fiscal period and the resolution or proposed resolution of such issues;
 - (d) review any problems experienced or concerns expressed by the external auditors in performing an audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
 - (e) review with senior management the process of identifying, monitoring and reporting the principal risks affecting financial reporting;
 - (f) establish a periodic review procedure to ensure that the external auditor compliance with the Canadian Public Accountability regime under National Instrument 52-108 – *Auditor Oversight*;
 - (g) review audited annual financial statements and related documents in conjunction with the report of the external auditors;
 - (h) before release, review and recommend for approval by the Board, all public disclosure documents containing audited or unaudited financial information, including any prospectuses, annual reports, annual information forms, management discussion and analysis and material press releases;
 - (i) be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and must periodically assess the adequacy of such procedures.

11. The Committee shall:
 - (a) evaluate the independence and performance of the external auditors and annually recommend to the Board the appointment of the external auditor, and their compensation, or the discharge of the external auditor when circumstances are warranted;
 - (b) consider the recommendations of management in respect of the appointment of the external auditors;
 - (c) pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by its external auditors', or the external auditors of the Corporation's subsidiary entities; and
 - (d) approve the engagement letter for non-audit services to be provided by the external auditors or affiliates, together with estimated fees, and considering the potential impact of such services on the independence of the external auditors.
12. The Committee shall:
 - (a) review with management at least annually, the financing strategy and plans of the Corporation; and
 - (b) review all securities offering documents (including documents incorporated therein by reference) of the Corporation.
13. The Committee shall review the amount and terms of any insurance to be obtained or maintained by the Corporation with respect to risks inherent in its operations and potential liabilities incurred by the directors or officers in the discharge of their duties and responsibilities.
14. Together with the Board, ensure policies and procedures are in place and are effective to maintain the integrity of the Corporation's internal controls for financial reporting and management information systems.
15. The Committee must establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
16. The Committee must review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

The Committee shall conduct an annual review and assessment of its performance including compliance with this Charter, and its role, duties and responsibilities.