2025 FINANCIAL REVIEW

OUR MISSION

We acquire companies and strive to improve their performance.

WE THINK about tomorrow

MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

This MD&A, dated February 11, 2026, has been prepared by management of Mullen Group Ltd. ("**Mullen Group**" and/or the "**Corporation**") for the fiscal year ended December 31, 2025, and should be read in conjunction with the audited annual consolidated financial statements for the fiscal year ended December 31, 2025 (the "**Annual Financial Statements**"). Unless otherwise specified, information in this MD&A is provided as at such date and any reference to "Mullen Group", "we", "us", "our" or the "Corporation" means Mullen Group Ltd., a corporation incorporated under the laws of the province of Alberta and includes its predecessors where context so requires. The Annual Financial Statements and other additional information on Mullen Group, including the Annual Information Form dated February 11, 2026, are available on the Corporation's issuer profile on SEDAR+ at www.sedarplus.ca and on our website at www.mullen-group.com. Such documents are also available upon request, free of charge, from the Corporate Investor Services group at ir@mullen-group.com. This MD&A and the Annual Financial Statements were reviewed by Mullen Group's Audit Committee and approved by the Board of Directors (the "**Board**") on February 11, 2026.

The Annual Financial Statements have been prepared in accordance with and comply with International Financial Reporting Standards ("**IFRS**"), as issued by the International Accounting Standards Board ("**IASB**") (collectively, "**IFRS Accounting Standards**"). Unless otherwise indicated, all amounts contained in this MD&A are in Canadian funds, which is the functional currency of the Corporation.

ADVISORY:

Forward-looking statements *– This MD&A reflects management's expectations regarding Mullen Group's future growth, financial condition, results of operations, performance, business prospects, strategies and opportunities and contains forward-looking statements and forward-looking information (collectively, "**forward-looking statements**") within the meaning of applicable securities laws. Wherever possible, words such as "anticipate", "may", "will", "believe", "expect", "potential", "continue", "view", "objective", "should", "plan", "intend", "ongoing", "estimate", "project" or similar expressions have been used to identify these forward-looking statements. These statements reflect management's current beliefs and assumptions and are based on information currently available to management. Forward-looking statements involve significant inherent risks and uncertainties, numerous assumptions and the risk that the predictions and forward-looking statements will not be achieved and that the actual results or events may differ materially from those anticipated in such forward-looking statements. A number of factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. Although the forward-looking statements contained in this MD&A are based upon what management believes to be reasonable beliefs and assumptions, Mullen Group cannot assure readers that actual results will be consistent with these forward-looking statements. Some of the risks and uncertainties include, but are not limited to, certain strategic, financial, operational, human resources and information technology risks, most important of which are: (i) strategic risks which include but are not limited to e-commerce and supply chain evolution; geopolitical risks such as a slowdown in the general economy; reduced oil and natural gas drilling and decreased oil sands and heavy oil activity; changes in legal frameworks applicable to the Corporation; acquisitions; competition; environmental, social and governance ("**ESG**"); failure to maintain innovation; (ii) financial risks which include but are not limited to prevailing interest rates; foreign exchange rates; change in the return on fair value of investments; liquidity and access to financing; reliance on major customers; impairment of goodwill or intangible assets; credit risk; (iii) operational risks which include but are not limited to cost escalation and fuel costs; potential operating risks and insurance; business continuity, disaster recovery and crisis management; environmental liability risks; weather and seasonality; access to parts and relationships with key suppliers; (iv) human resources risks which include but are not limited to leadership and succession; employee management and labour relations; and (v) information technology risks which include but are not limited to cyber security; infrastructure, software and cloud services; complexity and efficiency. Given these risks and uncertainties, readers should not place undue reliance on the forward-looking statements contained in this MD&A. Readers are cautioned that the foregoing list of factors and risks is not exhaustive. Additional information on these and other factors and risks that could affect the operations or financial results of Mullen Group may be found under the heading "Principal Risks and Uncertainties" starting on page 46 as well as in reports on file with applicable securities regulatory authorities and may be accessed through the Corporation's issuer profile on SEDAR+ at www.sedarplus.ca. The forward-looking statements contained in this MD&A are made as of the date hereof and Mullen Group undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless so required by applicable securities law. Mullen Group relies on litigation protection for forward-looking statements. Additional information regarding the forward-looking statements contained in this MD&A and the material assumptions made in preparing such statements may be found under the heading "Forward-Looking Information Statements" beginning on page 70 of this MD&A.*

Non-IFRS Financial Measures and Other Financial Measures *– Mullen Group reports on certain non-IFRS financial measures and ratios, which do not have a standard meaning under IFRS Accounting Standards and, therefore, may not be comparable to similar measures presented by other issuers. Management uses these non-IFRS financial measures and ratios in its evaluation of performance and believes these are useful supplementary measures. We provide shareholders and potential investors with certain non-IFRS financial measures and ratios to evaluate our ability to fund our operations and provide information regarding liquidity. Specifically, net income – adjusted[1], earnings per share – adjusted[1], net revenue[1], and OIBDA – adjusted[1] are not measures recognized by IFRS Accounting Standards and do not have standardized meanings prescribed by IFRS Accounting Standards. For the reader's reference, the definition, calculation and reconciliation of non-IFRS financial measures are provided in the "Non-IFRS Financial Measures" section of this MD&A. These non-IFRS financial measures should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS Accounting Standards. Investors are cautioned that these indicators should not replace the forgoing IFRS Accounting Standards terms: net income, earnings per share and revenue. See the "Other Financial Measures" section for supplementary financial measures disclosed by the Corporation.*

[1] Refer to the section entitled "Non-IFRS Financial Measures".

MULLEN GROUP OVERVIEW

MULLEN GROUP AT A GLANCE

Corporate Profile

WE ACQUIRE COMPANIES AND STRIVE TO IMPROVE THEIR PERFORMANCE

Mullen Group is a public company with a long history of acquiring companies in the transportation and logistics industries. Today, we have one of the largest portfolios of logistics companies in North America, providing a wide range of transportation, customs brokerage, warehousing, and distribution services through a network of independently operated businesses. Service offerings include less-than-truckload ("**LTL**"), truckload, warehousing, logistics, transload, oversized, third-party logistics, customs brokerage, and specialized hauling transportation. In addition, our businesses provide a diverse set of specialized services related to the energy, mining, forestry and construction industries in western Canada, including water management, fluid hauling and environmental reclamation.

Over the past three decades we have grown the business by focusing on operational excellence and being the preferred acquirer for business owners seeking a liquidity event, targeting profitable, well managed companies with strong brands operating in sectors of the economy we view as having the best opportunity for growth.

We operate a decentralized business model through a number of wholly-owned companies and limited partnerships ("**Business Units**"). Each Business Unit is responsible for the financial and safety performance of the business. Financial oversight, capital, strategic planning and a wide range of shared services, such as legal support, human resource planning, payroll expertise and technology, are the responsibility of the corporate office ("**Corporate Office**" or "**Corporate**"). We believe this model is the best way to achieve superior profitability and excellence in safety, and provide a quality work environment for all employees.

Objective – Maximize Shareholder Value

We strive to maximize the overall returns to shareholders, over the long-term, by focusing on the following strategies:

1. **Focused Growth**

   Our approach to achieving maximum overall returns to shareholders is based upon the following strategic components:

   - Deploy capital to expand business over the long-term.
   - Invest in sectors of the economy where we believe future growth opportunities exist.
   - Invest in accretive acquisitions – acquire competing, complementary or new business lines that can accelerate growth over the long-term.
   - Diversify – continue to grow and invest where opportunities exist in the four sectors of the economy where we have strong market penetration and customer relationships: the Less-Than-Truckload segment ("**LTL segment**") through our final mile delivery network; the Logistics & Warehousing segment ("**L&W segment**"), including a wide range of trucking and logistics services; the Specialized & Industrial Services segment ("**S&I segment**"), providing specialized equipment and services to several different industries; and the U.S. & International Logistics segment ("**US 3PL segment**"), where we utilize a proprietary technology, SilverExpress™, and provide third-party logistics ("**3PL**") and customs brokerage services to a wide range of customers.

   Since going public in 1993, Mullen Group, and its predecessors the Mullen Group Income Fund and Mullen Transportation Inc., have grown annual revenues from $72.6 million in 1993 to $2.1 billion in 2025. During this period over 89 acquisitions have been completed.

2. **Return Free Cash to Shareholders**

   One of our objectives is to build a business that generates cash in excess of our operating and financing requirements, funds that can be returned to shareholders through dividends, share buybacks or reinvested to grow the business.

   During 2025, we declared dividends of $0.84 per Common Share (2024 – $0.77). In January 2026 we announced our intention to pay annual dividends of $0.84 per Common Share ($0.07 per Common Share on a monthly basis) for 2026.

3. **Maintain a Well-Structured Balance Sheet**

   We strive to maintain a balance sheet structured in such a manner to ensure that sufficient liquidity is maintained to allow us to meet our liabilities and corporate objectives under both normal and stressed conditions. In terms of liabilities, we maintain sufficient liquidity to not only meet our obligations when due, but to avoid incurring unacceptable losses or risking damage to our reputation. Furthermore, we have balanced our equity with a reasonable proportionate use of structured long-term debt. Most notably, we use Private Placement Debt (as hereafter defined on page 9), which matures in 2034 and 2037 and has a 3.5 times total net debt[1] to operating cash flow (as hereafter defined on page 10) covenant. For more information refer to the *Debt and Contractual Obligations* section beginning on page 10.

4. **Strive for Operational Excellence**

   Our business is managed upon the basic principles of generating superior profitability, striving for excellence in safety and committing to the process of continuous improvement. Operating in a team environment, we challenge ourselves to make decisions on all aspects of business operations, improve customer service, enhance business processes, maintain cost controls, obtain excellence in safety and generate superior profitability. We evaluate operational excellence by benchmarking the financial performance, safety statistics and return on invested capital of each Business Unit.

5. **Operate a Decentralized Business Model**

   We operate a decentralized business model that is non-hierarchical in nature. Each Business Unit is held accountable for its own performance and results. The management and employees of each Business Unit are remunerated based upon their performance. Corporate Office provides overall support to the Business Units by coordinating business strategies, monitoring financial and business performance and providing shared services on an as-needed basis.

6. **We Prefer to Own the Real Estate**

   The Corporate Office has invested significantly in real estate holdings and operating facilities, mainly for use by the Business Units. As at December 31, 2025, the carrying costs of such holdings was $687.0 million (2024 – $659.3 million).

We believe this model generally results in superior customer service, lower costs and greater operational flexibility as compared to a fully-integrated business model. Giving responsibility and the necessary authority to the Business Units encourages greater entrepreneurship and innovation as the teams are empowered and rewarded for their actions.

Corporate Office

The Corporate Office is responsible for capital allocation along with all regulatory filings and public reporting requirements. In addition, we own a large portfolio of real estate, primarily operating facilities used in the business. These facilities are generally held in MT Investments Inc. ("**MT**"), a subsidiary of the Corporation, and leased to the Business Units on commercial terms. Minority investments in public corporations and private companies are held in the Corporate Office.

Human Resources

As at December 31, 2025, approximately 8,622 people (2024 – 8,070) were employed or engaged by the Business Units and at Corporate Office. These people include owner operators and dedicated subcontractors engaged by the Business Units. The increase is mainly due to the acquisition of Cole Group (as hereafter defined on page 18).

[1] Refer to the section entitled "Other Financial Measures".

OPERATING SEGMENTS

Our diversified portfolio of logistics companies are involved in different sectors of the economy, a strategy we believe offers the best opportunity for long-term growth. The business is reported in four operating segments, each differentiated by the type of service provided, equipment requirements or geographic location. The segments are aligned with how financial information is reviewed, capital is allocated and operating performance is measured.

LTL

Less-Than-Truckload

The LTL segment is comprised of 12 regionally based Business Units, primarily focused on providing LTL shipments to over 5,500 communities throughout central and western Canada. Our extensive terminal network is generally regarded as one of the largest LTL networks in Canada, serving local and regional markets with a first and final mile service.

The Business Units use advanced technologies to track shipments providing visibility to customers, bar coding and connected dock to enhance service capabilities, and to coordinate the pickup, handling and delivery of small packages, parcels and pallets of all types of freight, including consumer products, goods requiring specialty ambient or temperature-controlled handling as well as general shipments.

LTL Segment:

		Number of Units		
Business Unit	**Primary Service Region**	**Power Units**	**Trailers**	**Other***
APPS Cargo Terminals Inc.	Western Canada	136	174	59
APPS Cartage Inc.	Ontario	124	330	367
Argus Carriers Ltd.	Lower Mainland British Columbia	64	56	14
Gardewine Group Limited Partnership	Manitoba and Ontario	1,010	1,936	478
Grimshaw Trucking L.P.[1]	Northern Alberta	156	376	63
Hi-Way 9 Express Ltd.[1]	Alberta	299	608	59
Jay's Transportation Group Ltd.	Saskatchewan	215	365	178
Number 8 Freight Ltd.	Lower Mainland British Columbia	30	—	12
Pacific Coast Express Limited	Western Canada	39	77	16
Pacific Northwest Moving (Yukon) Limited[2]	Northern Alberta and Yukon	67	83	15
West Direct Express Ltd.	Southern Alberta	41	3	128
Willy's Trucking Service	Northern Alberta and Northeastern British Columbia	48	117	13
Total		**2,229**	**4,125**	**1,402**

* *Other includes operating equipment such as pick-ups, warehousing and yard equipment.*

[1] *On January 1, 2024, the LTL operations of B. & R. Eckel's Transport Ltd. were integrated into Grimshaw Trucking L.P. and Hi-Way 9 Express Ltd.*

[2] *Acquired effective December 1, 2024.*

Logistics & Warehousing

We own a large network of Business Units providing shippers throughout North America with a wide range of trucking, customs brokerage, warehousing, and logistics services, using company owned equipment and an extensive network of contractors.

Our L&W segment Business Units' services include specialized transportation, warehousing, customs brokerage, fulfillment centres that handle e-commerce transactions, transload facilities designed to handle intermodal containers and bulk shipments, freight forwarding, and full truckload. Operations and customer service are supported by a robust suite of leading-edge technology solutions including transportation, inventory, and warehouse management systems, that are customizable and integrated into our customers' data systems.

L&W Segment:

		Number of Units		
Business Unit	**Primary Service Provided**	**Power Units**	**Trailers**	**Other***
Abco International Freight Inc.[1]	Freight Forwarding	—	—	—
Bandstra Transportation Systems Ltd.	Irregular Route Truckload, Specialized Transportation and LTL	216	406	83
Caneda Transport Ltd.	Irregular Route Truckload and LTL	59	97	15
Cascade Carriers L.P.	Dry Bulk Freight	77	355	14
Cole International Inc.[1]	Customs Brokerage and Freight Forwarding	—	—	—
ContainerWorld Forwarding Services Inc.[2]	Integrated supply chain solutions to the alcoholic beverage and hospitality industries	109	171	263
DWS Logistics Inc.	Value-Added Warehousing and Distribution Services	—	—	54
International Warehousing & Distribution Inc.	Value-Added Warehousing, Drayage and Distribution Services	49	82	3
Kleysen Group Ltd.	Irregular Route Truckload, Multi-Modal and Intermodal	243	854	950
Mullen Trucking Corp.[3]	Irregular Route Truckload and Specialized Transportation	102	148	40
Payne Transportation Ltd.[4]	Irregular Route Truckload and Specialized Transportation	161	287	17
Tenold Transportation Ltd.	Irregular Route Truckload and Specialized Transportation	34	60	29
Tri Point Intermodal Services Inc.	Intermodal Transportation, Drayage and Storage Services	50	114	4
TOTAL		**1,100**	**2,574**	**1,472**

* *Other includes operating equipment such as pick-ups, rail cars, containers, warehousing and yard equipment.*
[1] *Acquired effective June 1, 2025.*
[2] *Acquired effective May 1, 2024.*
[3] *Effective August 1, 2025, the operations of Zion Trucking Ltd. were integrated into Mullen Trucking Corp.*
[4] *On January 1, 2024, the operations of RDK Transportation Co. Inc. were integrated into Payne Transportation Ltd.*

S&I

Specialized & Industrial Services

We own unique businesses in sectors of the Canadian economy that require specialized equipment and services, including the natural resources, energy, infrastructure and construction sectors.

Our S&I segment Business Units provide a wide range of service offerings including water management, environmental reclamation services, turnaround services and industrial maintenance, services that support the drilling of wells, well servicing and fluid hauling associated with the oil and gas industry in western Canada, and transportation and logistics services for complex pipeline and industrial projects. Our Business Units are strategically situated throughout western Canada and operate fleets of highly specialized equipment, generating superior returns on capital employed over the long term.

S&I Segment:

		Number of Units		
Business Unit	**Primary Service Provided**	**Power Units**	**Trailers**	**Other***
B. & R. Eckel's Transport Ltd.	Rig Relocation Services / Drill Pipe Transportation and Warehousing	167	658	130
Babine Truck & Equipment Ltd.	Original Equipment Manufacturer Parts and Services Dealer	2	—	6
Butler Ridge Energy Services (2011) Ltd.	Fluid Management Services	2	23	20
Canadian Dewatering L.P.	Water Management Services	3	48	1,781
Cascade Energy Services L.P.	Production Services, Turnaround and Industrial Cleaning Services	230	403	102
Cordova Oilfield Services Ltd.	Drill Pipe / Fluid Transportation and Warehousing	40	47	14
E-Can Oilfield Services L.P.	Fluid Transportation	97	85	44
Envolve Energy Services Corp.	Processing and Disposal of Oilfield Fluids	—	—	3
Formula Powell L.P.	Mud / Fluid Transportation and Warehousing	13	89	61
Heavy Crude Hauling L.P.	Fluid Transportation	106	232	25
Mullen Oilfield Services L.P.	Rig Relocation Services / Drill Pipe Transportation and Warehousing	125	209	61
Premay Equipment L.P.	Specialized Heavy Haul	31	275	36
Premay Pipeline Hauling L.P.	Large Diameter Pipe Transportation	53	154	58
Smook Contractors Ltd.	Civil Construction	51	95	92
Spearing Service L.P.	Fluid Transportation	192	433	37
TOTAL		**1,112**	**2,751**	**2,470**

* *Other includes operating equipment such as pick-ups, mounted dri-prime diesel pumps, submersible pumps, earthmoving equipment, yard equipment and containers.*

US 3PL

U.S. & International Logistics

The transportation and movement of goods throughout the supply chain is critical to every company and an important component of the global economy, representing approximately 10.0 percent of total GDP. 3PL, which is typically defined as providing non-asset based value-added transport services, is one of the fastest growing components of the supply chain. 3PL is a transportation management service, generally performed in conjunction with freight and customs brokerage, that requires a software platform to facilitate a seamless and efficient transaction, regardless of the mode of transportation required. In the United States, industry statistics estimate 3PL to be a U.S. $300.0 billion industry.

The US 3PL segment consists of two Business Units – HAUListic LLC ("**HAUListic**") and Cole International USA Inc. ("**Cole USA**"). HAUListic is a Warrenville, Illinois based 3PL provider that offers a wide range of logistics services through a combination of professional representatives and a network of independently owned and managed Station Agents, to over 2,400 customers in the U.S. and Mexico, using over 6,000 certified subcontractor carriers. HAUListic is a non-asset based 3PL provider. HAUListic does not own any operating assets other than its proprietary integrated transportation management platform branded as SilverExpress™, which provides real time information to customers and carriers, offering price and capacity discovery along with tracking and tracing capabilities. HAUListic uses a network of licensed and certified contractors to transport tendered freight shipments. Cole USA is a Phoenix, Arizona based 3PL provider that mainly offers customs brokerage and freight forwarding services through strategically situated offices at various air and seaports of entry, and land border crossings across the U.S.

US 3PL Segment:

Business Unit	**Primary Service Provided**
Cole International USA Inc.[1]	Customs Brokerage and Freight Forwarding
HAUListic LLC	Third-Party Logistics

[1] *Acquired effective June 1, 2025.*

A more detailed description of the Business Units is set forth in the Annual Information Form, dated February 11, 2026, and is available on the Corporation's issuer profile on SEDAR+ at www.sedarplus.ca, our website at www.mullen-group.com or upon request, free of charge, from the Corporate Investor Services group at ir@mullen-group.com.

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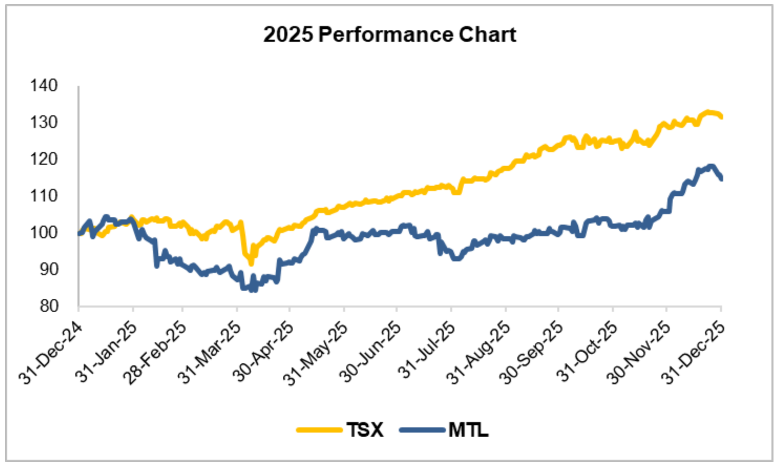
SHAREHOLDER INFORMATION

Share Performance

Mullen Group's shares are listed on the TSX under the trading symbol MTL. The following chart illustrates the cumulative return of our Common Shares for 2025, assuming an initial investment of $100 on December 31, 2024, compared to the S&P/TSX Composite Total Return Index, assuming the reinvestment of all declared dividends.

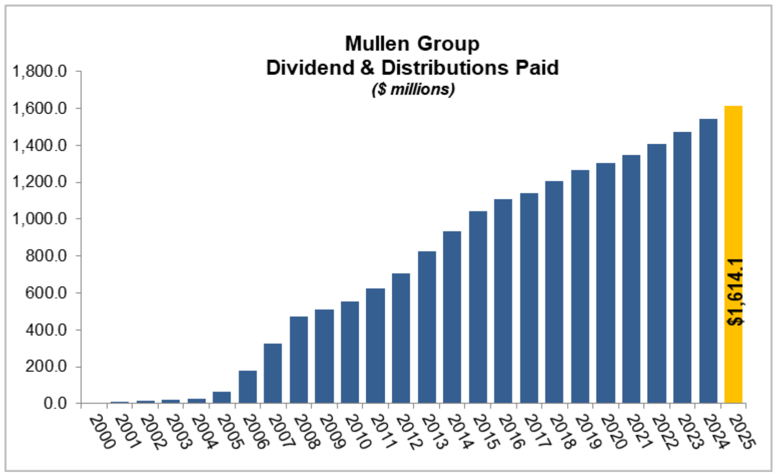
13.7 percent cumulative return in 2025



Dividends and Distributions Paid

Mullen Group generates substantial free cash in excess of our operating needs allowing us to return cash to shareholders through monthly dividends. The following chart summarizes our dividends and distributions paid to shareholders over the past 25 years.

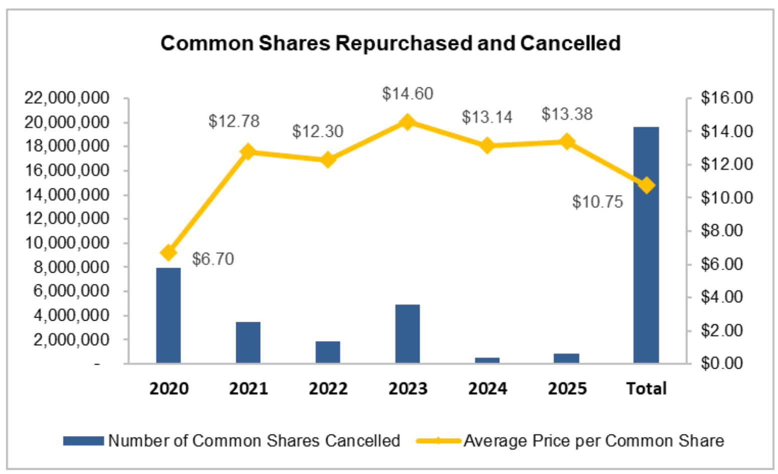
$1.6 billion paid over 25 years



Share Buyback Program

Mullen Group believes that the underlying value of the Corporation may not be reflected in the current market prices of its Common Shares and may represent an attractive investment and benefit investors that hold an equity interest in the Corporation. The following chart summarizes the Common Shares repurchased and cancelled over the past 6 years.

19,591,417 Common Shares cancelled for $210.7 million over 6 years



BALANCE SHEET AND LIQUIDITY

OVERVIEW

Private Placement Debt

Our long-term debt is comprised of CDN. $300.0 million of Series M Notes at 5.93 percent per annum, U.S. $75.0 million of Series N Notes at 6.50 percent per annum, CDN. $325.0 million of Series O Notes at 6.04 percent per annum and U.S. $50.0 million of Series P Notes at 6.91 percent per annum (collectively, the "**Private Placement Debt**"). Series M and Series N Notes mature in July 2034. Series O and Series P Notes mature in July 2037.

On July 10, 2025, the Corporation closed a private placement whereby it issued the Series O and Series P Notes (collectively, the "**2025 Notes**") that mature on July 10, 2037. Interest on the 2025 Notes accrues from the date of issue and is payable semi-annually in arrears on June 7 and December 7, beginning on December 7, 2025.

On July 15, 2025, Mullen Group used some of the net proceeds from the 2025 Notes to prepay certain notes that were set to mature in October 2026 and to repay all amounts outstanding on the Bank Credit Facilities (as hereafter defined below). The remaining funds will be used for general corporate purposes.

The 2025 Notes, among other things, (i) rank pari passu with, and (ii) contain financial covenants consistent with Mullen Group's outstanding Series M and Series N Notes, and its Bank Credit Facilities. The Private Placement Debt and the Bank Credit Facilities are guaranteed by Mullen Group's subsidiaries, MT and MGL Holding Co. Ltd. (each, a "**Guarantor**"), and secured by a first ranking charge over all present and after-acquired property of the Corporation and each Guarantor.

Bank Credit Facilities

As at December 31, 2025, Mullen Group had four credit facilities (the "**Bank Credit Facilities**") that provide revolving demand credit and borrowing capacity to the Corporation of $525.0 million. The Bank Credit Facilities rank pari passu with the Private Placement Debt and are secured. The Bank Credit Facilities do not have any financial covenants, however, Mullen Group cannot be in default of its Private Placement Debt and it must be in compliance with certain reporting and general covenants. Mullen Group is in compliance with these reporting and general covenants. The Bank Credit Facilities are included within bank indebtedness on the consolidated statement of financial position.

The Bank Credit Facilities are guaranteed by each Guarantor and secured by a first ranking charge over all present and after-acquired property of the Corporation and each Guarantor.

As at December 31, 2025, there were no amounts drawn on the Bank Credit Facilities.

Convertible Debentures

In June 2019, we issued $125.0 million of convertible unsecured subordinated debentures (the "**Debentures**") by way of a bought deal, at a price of $1,000 per Debenture. The Debentures were publicly traded and listed on the TSX under the symbol "MTL.DB". The Debentures were to mature on November 30, 2026 with interest calculated at an annual rate of 5.75 percent payable semi-annually in arrears on May 31 and November 30 in each year beginning November 30, 2019. Each $1,000 Debenture was convertible into 71.4286 Common Shares of Mullen Group (such is based on a conversion price of $14.00) at any time at the option of the holders of the Debentures. The conversion price of the Debentures was subject to adjustment per the Debenture agreement.

On or after November 30, 2025 and prior to the maturity date, the Debentures may be redeemed in whole or in part at the option of the Corporation on not more than 60 days and not less than 40 days prior notice at a redemption price equal to their principal amount plus accrued and unpaid interest if any, up to but excluding the date set for redemption. On October 21, 2025, the Corporation announced its intention to redeem in full all of its outstanding Debentures on December 1, 2025 ("**Redemption Date**"). The redemption price for the Debentures was 100.0 percent of the aggregate outstanding principal amount of $125.0 million, together with accrued and unpaid interest up to, but excluding, the Redemption Date. Conversion of Debentures into Mullen Group Common Shares was permitted at the discretion of the holders of the Debentures until November 21, 2025, at a conversion price of $13.56. During the fourth quarter of 2025, $117.9 million of the Debentures were converted into 8,694,620 Common Shares and $7.1 million of the Debentures were repaid with cash. **As at December 31, 2025, there were no Debentures outstanding.**

The details of the debt component of the Debentures are as follows:

($ millions)		**December 31, 2025**		**December 31, 2024**	
Year of Maturity	**Interest Rate**	**Face Value**	**Carrying Amount**	**Face Value**	**Carrying Amount**
2026	5.75%	**$ —**	**$ —**	$ 125.0	$ 120.5

For more information refer to the *Debt and Contractual Obligations* section beginning on page 10.

DEBT AND CONTRACTUAL OBLIGATIONS

Private Placement Debt

As at December 31, 2025, total debt less working capital was $705.0 million (December 31, 2024 – $672.7 million), which consisted of total debt of $1,054.5 million (December 31, 2024 – $997.6 million) less working capital (excluding the current portion of long-term debt and lease liabilities) of $349.5 million (December 31, 2024 – $324.9 million). The primary reason for the increase in the carrying value of the long-term debt was due to the issuance of the Series O and Series P Notes. Total debt is comprised of the Private Placement Debt, the Debentures, lease liabilities, bank indebtedness and various financing loans. The following table summarizes total debt less working capital as at December 31, 2025 and December 31, 2024.

		December 31, 2025		December 31, 2024		
($ millions)	Interest Rate	U.S. Dollar	CDN. Dollar Equivalent	U.S. Dollar	CDN. Dollar Equivalent	Change in CDN. Dollar Equivalent
Private Placement Debt:						
Series H - matured October 22, 2026[1]	3.94%	—	—	112.0	$ 161.2	**$ (161.2)**
Series J - matured October 22, 2026[1]	4.00%	—	—	—	3.0	**(3.0)**
Series L - matured October 22, 2026[1]	4.07%	—	—	—	80.0	**(80.0)**
Series M - matures July 10, 2034	5.93%	—	300.0	—	300.0	**—**
Series N - matures July 10, 2034	6.50%	75.0	102.8	75.0	107.9	**(5.1)**
Series O - matures July 10, 2037	6.04%	—	325.0	—	—	**325.0**
Series P - matures July 10, 2037	6.91%	50.0	68.5	—	—	**68.5**
Bank indebtedness	Variable[2]	—	—	—	—	**—**
Various financing loans	3.31% – 5.99%	—	0.1	—	0.1	**—**
Less:						
Unamortized debt issuance costs		—	(4.9)	—	(2.9)	**(2.0)**
Long-term debt (including the current portion)			791.5		649.3	**142.2**
Debentures – debt component	5.75%		—		120.5	**(120.5)**
Lease liabilities (including the current portion)	3.20%		263.0		227.8	**35.2**
Total debt		$	$ 1,054.5	$	$ 997.6	**$ 56.9**
Less:						
Working capital (excluding the bank indebtedness and the current portion of long-term debt and leases)			349.5		324.9	**24.6**
Total debt less working capital			$ 705.0		$ 672.7	**$ 32.3**

[1] On July 15, 2025, Mullen Group used approximately $236.9 million of cash to prepay these notes.
[2] Bank prime rate plus 0.5 percent or bankers' acceptance rates plus 1.5 percent.

Total Net Debt[1] to Operating Cash Flow. Mullen Group's total net debt[1] cannot exceed 3.5 times operating cash flow calculated using the trailing twelve months' financial results normalized for acquisitions. The term "**total net debt**[1]", as defined within the Private Placement Debt agreements, means all debt including the Debentures less any real property lease liabilities and any unrealized gain on Cross-Currency Swaps (as hereafter defined on page 26) plus any unrealized loss on Cross-Currency Swaps as disclosed within Derivatives (as hereafter defined on page 64) on the consolidated statement of financial position but includes the Private Placement Debt, lease liabilities associated with operating equipment, the Bank Credit Facilities and letters of credit. The term "**operating cash flow**", as defined within the Private Placement Debt agreements, means, for any quarterly period, the trailing twelve months' consolidated net income adjusted for all amounts deducted in the computation thereof on account of (i) taxes imposed on or measured by income or excess profits; (ii) depreciation and amortization taken during such period; (iii) total interest charges; (iv) interest charges with respect to the Debentures; and (v) non-cash charges.

[1] Refer to the section entitled "Other Financial Measures".

Total net debt[1] to operating cash flow was calculated as follows:

Total net debt[1] to operating cash flow	December 31 2025	December 31 2024
Total net debt[1]	$ 787.2	$ 758.2
Operating cash flow	$ 329.3	$ 339.2
Total net debt[1] to operating cash flow	2.39:1	2.24:1

[1] *Refer to the section entitled "Other Financial Measures".*

Total Earnings Available for Fixed Charges to Total Fixed Charges. The fixed charge coverage ratio cannot be less than 1.75:1 calculated using the trailing twelve months' financial results.

The term "**total earnings available for fixed charges**", as defined within the Private Placement Debt agreements, means, for any period, consolidated net income plus all amounts deducted in the computation thereof on account of (i) taxes imposed on or measured by income or excess profits; (ii) the depreciation and amortization taken during such period; (iii) consolidated fixed charges; (iv) interest charges with respect to convertible debentures; and (v) non-cash charges, and less any non-cash gains included in the computation of consolidated net income. The term "**total fixed charges"**, as defined within the Private Placement Debt agreements, means, for any period, the sum of total interest charges and rental charges for such period.

Total Earnings Available for Fixed Charges to Total Fixed Charges	December 31 2025	December 31 2024
Total earnings available for fixed charges	$ 333.1	$ 342.9
Total fixed charges	$ 62.1	$ 49.3
Total earnings available for fixed charges to total fixed charges	5.36:1	6.96:1

Mullen Group, as evidenced by the table below, is in compliance with both of the aforementioned covenants.

Financial Covenants	Financial Covenant Threshold	December 31 2025	December 31 2024
Private Placement Debt Covenants			
(a) Total net debt[1] to operating cash flow cannot exceed	3.50:1	2.39:1	2.24:1
(b) Total earnings available for fixed charges to total fixed charges cannot be less than	1.75:1	5.36:1	6.96:1

[1] *Refer to the section entitled "Other Financial Measures".*

Total net debt[1] to operating cash flow was 2.39:1 at December 31, 2025. Assuming the $787.2 million of total net debt[1] remains constant, we would need to generate approximately $224.9 million of operating cash flow on a trailing twelve month basis to remain in compliance with this financial covenant.

Mullen Group is also subject to a priority debt covenant. The term "priority debt" means all indebtedness secured by permitted liens excluding certain qualified subsidiary debt. Priority debt cannot exceed 15.0 percent of total assets. At December 31, 2025, the priority debt was $6.1 million or 0.3 percent of total assets.

At December 31, 2025, our debt-to-equity ratio was 0.92:1 (December 31, 2024 – 0.98:1). This decrease in the debt-to-equity ratio was due to the net effect of a $56.9 million increase in total debt (including the current portion) and a $123.6 million increase in equity as compared to December 31, 2024. The $56.9 million increase in total debt was due to the issuance of the Series O and Series P Notes, which exceeded the prepayment of the Series H, Series J and Series L Notes, and the redemption of the Debentures. The $123.6 million increase in equity mainly resulted from the conversion of $117.9 million of Debentures into 8,694,620 Common Shares and from $99.1 million of net income being recognized in 2025. These items were somewhat offset by the $74.5 million of dividends declared to shareholders in 2025 and from Common Shares repurchased under the normal course issuer bid ("**NCIB**").

[1] Refer to the section entitled "Other Financial Measures".

Contractual Obligations

The following table summarizes the contractual maturities of financial liabilities, using the contractual cash flows.

	Maximum Payments				
	Total	1 year	2 – 3 years	4 – 5 years	5 years and thereafter
($ millions)	**$**	**$**	**$**	**$**	**$**
Private Placement Debt[1]	796.3	—	—	—	796.3
Interest on Private Placement Debt[1]	516.9	51.2	102.4	102.4	260.9
Purchase obligations	15.1	15.1	—	—	—
Lease liabilities	287.2	49.1	73.3	55.6	109.2
Various financing loans	0.1	—	—	—	0.1
Total Contractual Obligations	1,615.6	115.4	175.7	158.0	1,166.5

[1] *Assumes a U.S. dollar foreign exchange rate of $1.3706.*

We ended 2025 with Private Placement Debt of $796.3 million, an increase of $144.2 million as compared to the $652.1 million at the beginning of the year. This increase was due to the issuance of the Series O and Series P Notes, which was somewhat offset by the prepayment of certain notes. The Private Placement Debt matures in 2034 and 2037.

As at December 31, 2025, we entered into various capital expenditure purchase obligations totalling $15.1 million. The majority of these purchase obligations relate to the acquisition of trucks and trailers given that certain manufacturers require purchase obligations in advance so that manufacturing can commence and expected delivery times can be met.

The majority of our lease liabilities relate to real property leases that are mainly used by certain Business Units within the LTL and L&W segments. Some Business Units have also entered into leases pertaining to various pieces of operating equipment including rail cars, trucks and trailers. As at December 31, 2025, we had total contractual cash commitments of $287.2 million while the carrying amount of these lease liabilities on our consolidated statement of financial position was $263.0 million. Lease liabilities have increased year over year as we entered into a new long-term facility lease strategically located in Vaughn, Ontario by adding 68 cross dock doors and 230,000 square fee of warehouse space. The carrying amount is measured at the present value of the remaining lease payments at an average incremental borrowing rate of 3.2 percent.

As at December 31, 2025, there were no amounts drawn on the Bank Credit Facilities. Various financing loans consist of bank loans assumed on the acquisitions of Butler Ridge Energy Services (2011) Ltd. and B. & R. Eckel's Transport Ltd.

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CAPITAL RESOURCES AND LIQUIDITY

Consolidated Cash Flow Summary

	Years ended December 31	
($ millions)	**2025**	**2024**
Net cash from operating activities	**$ 306.0**	$ 296.1
Net cash used in financing activities	**(44.0)**	(51.6)
Net cash used in investing activities	**(251.2)**	(111.9)
Change in cash and cash equivalents	**10.8**	132.6
Effect of exchange rate fluctuations on cash held	**7.5**	(8.6)
Cash and cash equivalents, beginning of period	**126.3**	2.3
Cash and cash equivalents, end of period	**$ 144.6**	$ 126.3

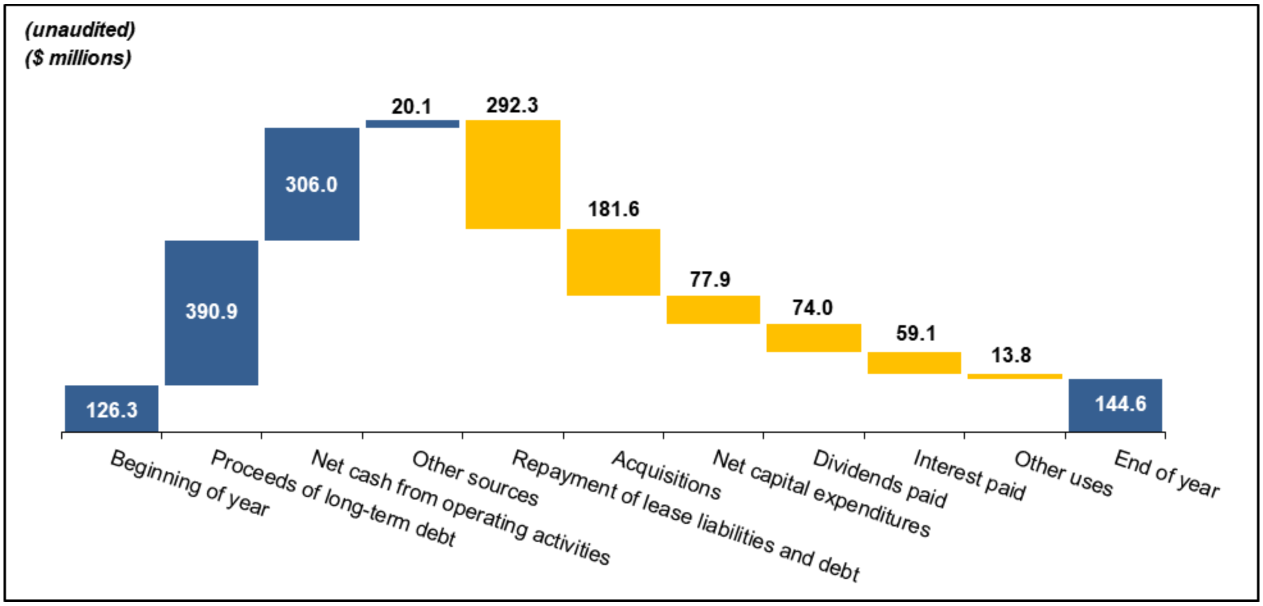
Sources and Uses of Cash

Cash From Operating Activities	We continue to generate cash in excess of our operating needs by generating net cash from operating activities of $306.0 million in 2025 as compared to $296.1 million in 2024. The increase of $9.9 million was mainly due to using less cash to finance working capital requirements in 2025 as compared to 2024. This was somewhat offset by lower OIBDA[1].
Cash Used In Financing Activities	Net cash used in financing activities was $44.0 million in 2025 as compared to $51.6 million in 2024. This $7.6 million decrease was mainly due to a $73.0 million positive variance from repayments made on our Bank Credit Facilities in 2024. This variance was somewhat offset by the prepayment of approximately $236.9 million of Private Placement Debt that was set to mature in October 2026, higher dividends paid, higher interest paid, higher repayment of lease liabilities, the repayment of Debentures that were not converted into Common Shares and an $8.3 million decrease in the amount of Private Placement Debt issued as compared to the 2024 issuance.
Cash Used In Investing Activities	Net cash used in investing activities increased to $251.2 million in 2025 as compared to $111.9 million in 2024. This increase was mainly due to a $122.5 million increase in acquisitions net of cash acquired and a $21.6 million increase in net capital expenditures[2].

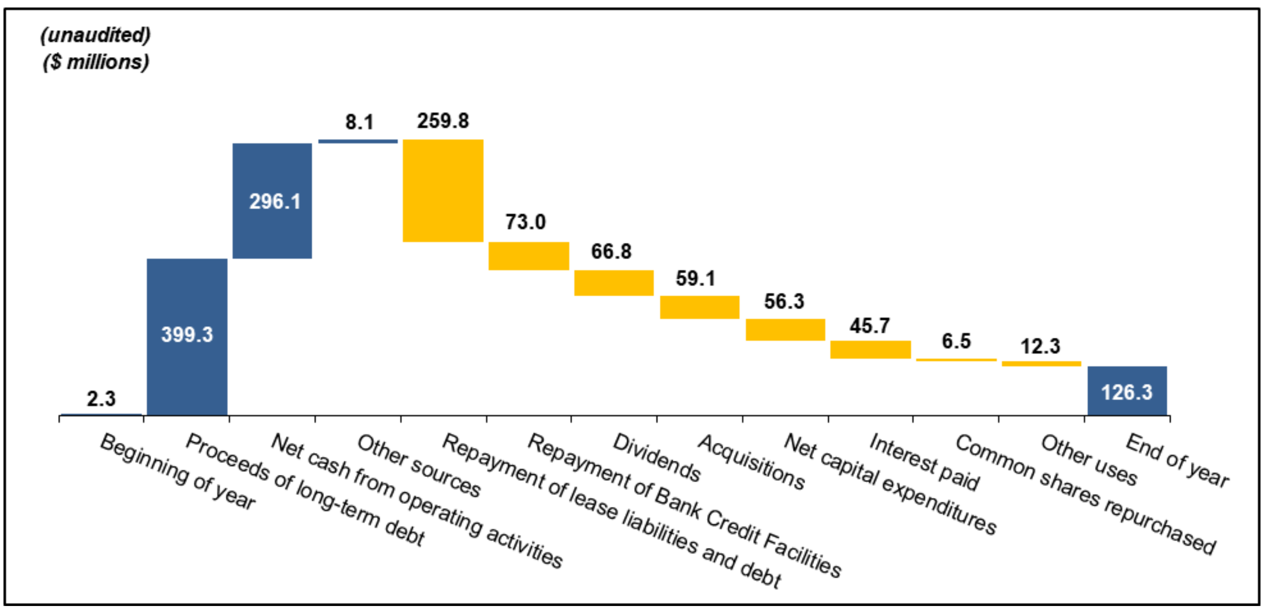
[1] Defined as operating income before depreciation and amortization.
[2] Refer to the section entitled "Other Financial Measures".

The following charts present the sources and uses of cash for comparative purposes.

Year ended December 31, 2025



Year ended December 31, 2024



Working Capital

At December 31, 2025, we had working capital of $303.6 million (December 31, 2024 – $281.5 million), which included $144.6 million of cash and cash equivalents. Mullen Group has $525.0 million of borrowing capacity on its Bank Credit Facilities. This working capital, the Bank Credit Facilities, and the anticipated cash flow from operating activities in 2026 are available to finance ongoing working capital requirements, the NCIB program, the 2026 dividends, and the 2026 capital budget, as well as various special projects and acquisition opportunities.

SHARE CAPITAL

The authorized share capital of the Corporation consists of an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series. The number of, and the specific rights, privileges, restrictions and conditions attaching to any series of Preferred Shares shall be determined by the Board prior to the creation and issuance thereof. As at the date hereof, no series of Preferred Shares has been created.

Common Shares

Common Shares **Authorized: Unlimited Number**	**# of Common Shares**		**Amount** ***($ millions)***
Balance at December 31, 2024	87,670,314	$	797.8
Common Shares repurchased and cancelled	(856,200)		(7.8)
Stock options exercised	167,800		2.8
Common Shares issued on conversion of Debentures (net of issuance costs)	8,694,620		115.5
Common Shares issued on acquisition	50,000		0.7
Balance at December 31, 2025	**95,726,534**	**$**	**909.0**

At December 31, 2025, there were 95,726,534 Common Shares outstanding representing $909.0 million in share capital. In 2025: (i) we repurchased and cancelled 856,200 Common Shares under the NCIB program; (ii) there were 167,800 stock options exercised; (iii) 50,000 Common Shares were issued as partial consideration for the acquisition of Zion Trucking Ltd.; and (iv) we issued 8,694,620 Common Shares upon conversion of the Debentures. As at February 1, 2026, there were 95,845,574 Common Shares issued and outstanding.

Stock Option Plan

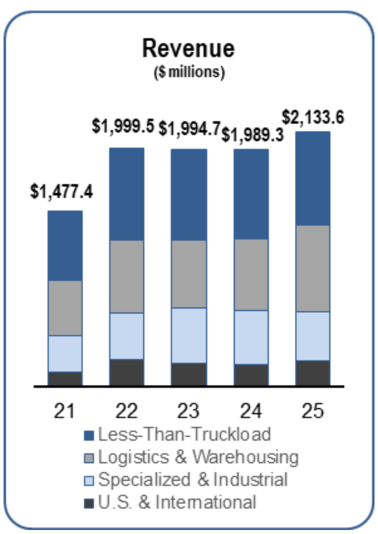
	Options		**Weighted average exercise price**
Outstanding – December 31, 2024	3,785,700	$	15.48
Granted	1,052,500		14.05
Expired	(742,500)		(20.77)
Forfeited	(85,000)		(17.16)
Exercised	(167,800)		(13.56)
Outstanding – December 31, 2025	**3,842,900**	**$**	**14.13**
Exercisable – December 31, 2025	**2,027,900**	**$**	**14.09**

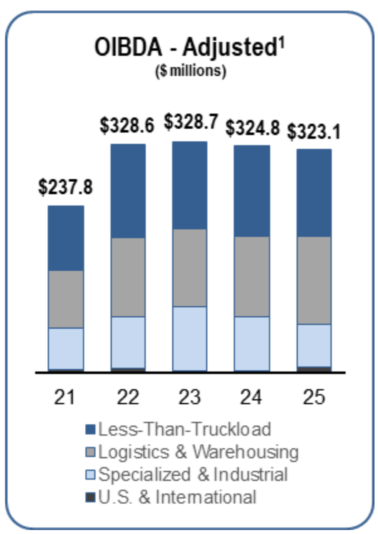
There are 2,667,500 stock options available to be issued under our stock option plan. In 2025 we granted 1,052,500 stock options at a weighted average exercise price of $14.05. In 2025, 742,500 stock options had expired, 85,000 stock options were forfeited, and 167,800 stock options were exercised. As at December 31, 2025, Mullen Group had 3,842,900 stock options outstanding under the stock option plan. As at January 31, 2026, there were 3,832,900 stock options outstanding under the stock option plan.

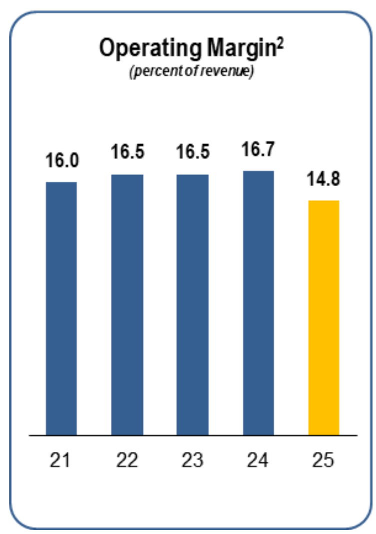
2025 RESULTS

HIGHLIGHTS

FINANCIAL PERFORMANCE:	Years ended December 31					
($ millions, except share price and per share amounts)		**2025**		**2024**		**2023**
Revenue						
Less-Than-Truckload	**$**	**779.1**	$	750.4	$	770.4
Logistics & Warehousing		**738.1**		607.0		564.9
Specialized & Industrial Services		**409.2**		457.1		468.0
U.S. & International Logistics		**219.2**		184.5		198.3
Corporate and intersegment eliminations		**(12.0)**		(9.7)		(6.9)
Total Revenue	**$**	**2,133.6**	**$**	**1,989.3**	**$**	**1,994.7**
OIBDA – Adjusted[1]						
Less-Than-Truckload	**$**	**130.0**	$	135.4	$	130.7
Logistics & Warehousing		**132.7**		119.9		112.0
Specialized & Industrial Services		**73.6**		84.9		95.3
U.S. & International Logistics		**8.5**		2.7		3.6
Corporate		**(21.7)**		(18.1)		(12.9)
Total OIBDA – Adjusted[1]	**$**	**323.1**	**$**	**324.8**	**$**	**328.7**
Net Income & Share Information						
Net income	**$**	**91.1**	$	112.3	$	136.7
Earnings per share – basic	**$**	**1.03**	$	1.28	$	1.52
Earnings per share – diluted	**$**	**1.00**	$	1.23	$	1.45
Net income – adjusted[1]	**$**	**83.2**	$	119.6	$	134.4
Earnings per share – adjusted[1]	**$**	**0.94**	$	1.36	$	1.49
Net cash from operating activities	**$**	**306.0**	$	296.1	$	276.8
Net cash from operating activities per share[2]	**$**	**3.47**	$	3.37	$	3.08
Cash dividends declared per Common Share	**$**	**0.84**	$	0.77	$	0.72
Share price – December 31	**$**	**15.74**	$	14.58	$	14.04







[1] Refer to the section entitled "Non-IFRS Financial Measures".
[2] Refer to the section entitled "Other Financial Measures".

FINANCIAL POSITION:

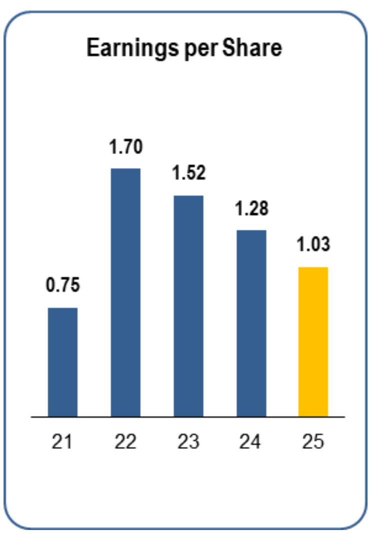
(unaudited) *($ millions)*	As at December 31 2025 $	2024 $	2023 $
Cash (bank indebtedness) – net	$ **144.6**	$ 126.3	(70.7)
Working capital (deficit)	$ **303.6**	$ 281.5	(119.1)*
Private Placement Debt – non-current portion	$ **791.5**	$ 649.2	230.8
Convertible debentures – debt component	$ **—**	$ 120.5	118.1
Lease liabilities – non-current portion	$ **217.1**	$ 184.3	72.8
Total assets	$ **2,570.3**	$ 2,332.5	2,041.7

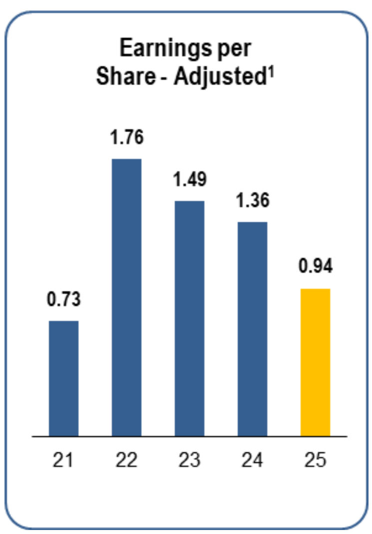
* *Working capital deficit was due to the impact of reclassifying $217.2 million of Private Placement Debt notes (net of Cross-Currency Swaps) maturing in October 2024. These notes were repaid with the new debt entered into in July 2024.*

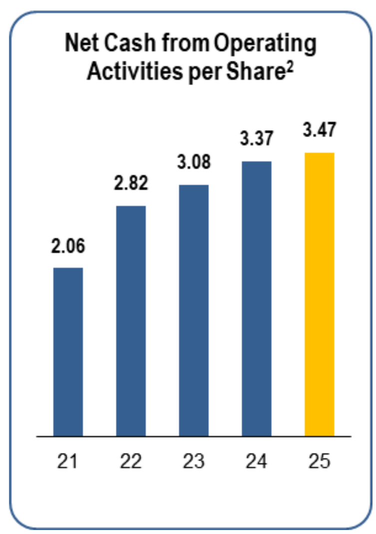
- Well-structured and fortified balance sheet.
  - Private Placement Debt refinanced (6.1 percent average annual fixed rate) with principal repayments of $402.8 million and $393.5 million due in July 2034 and July 2037, respectively.
  - Debentures fully redeemed into Common Shares ($117.9 million) or repaid with cash ($7.1 million).
  - Debt to equity ratio down to 0.92:1 from 0.98:1 last year.
- Prepaid $236.9 million of Series H, Series J, and Series L Notes with an original maturity date of October 22, 2026.
- Undrawn Bank Credit Facilities with a borrowing capacity of $525.0 million.
- Working capital includes $144.6 million of cash and a $26.6 million Derivative (foreign exchange rate $1.148) hedging $112.0 million U.S. dollars into Canadian dollars maturing in October 2026.
- Real estate – historical cost of $687.0 million.

2025 ACCOMPLISHMENTS:

- Strengthened the balance sheet to position for future growth. Ended 2025 with a 2.39:1 debt to operating cash flow ratio (covenant threshold 3.5:1).
- Completed 2 acquisitions resulting in record revenue of $2.1 billion, record net cash from operating activities of $306.0 million, OIBDA – adjusted[1] of $323.1 million and earnings per share – basic of $1.03 per share.
- Continued to diversify and strengthen our business model by entering the North American customs brokerage vertical of the economy through the acquisition of Cole Group (as hereafter defined on page 18).
- Maintained the dividend at $0.84 per annum ($0.07 per Common Share on a monthly basis).
- Repurchased and cancelled 856,200 Common Shares for $11.5 million representing an average price of $13.38.







[1] Refer to the section entitled "Non-IFRS Financial Measures".
[2] Refer to the section entitled "Other Financial Measures".

2025 PERFORMANCE VERSUS PLAN

One of the key responsibilities of the Board is the allocation of capital. Our four priorities are: (i) acquisitions that improve our business and generate growth; (ii) capital expenditures to replace older inefficient equipment and to capture new growth opportunities, facilities and technology enhancements; (iii) consider and, if appropriate, allocate a portion of annual free cash to purchase for cancellation Common Shares in the open market pursuant to an approved NCIB; and (iv) pay dividends to shareholders.

Acquisitions

THE PLAN	Acquire companies and strive to improve their performance.
2025 INVESTMENTS	Cole Group Inc., Cole International Inc., Abco International Freight Inc. and all related entities (collectively, "**Cole Group**") • Acquired effective June 1, 2025, for total cash consideration of $168.5 million (net of cash acquired) for all of the outstanding shares including its operating subsidiaries. • Canadian operations are reported in the L&W segment ("**Cole Canada**") and the U.S. operations are reported in the US 3PL segment ("**Cole USA**").
	Zion Trucking Ltd. ("**Zion**") • Acquired effective August 1, 2025, for total consideration of $12.3 million. • Financial results are included within the L&W segment.
2024 INVESTMENTS	ContainerWorld Forwarding Services Inc. ("**ContainerWorld**") • Acquired effective May 1, 2024, for total cash consideration of $21.1 million for all of the outstanding shares including its operating subsidiaries. • Financial results included within the L&W segment.
	Pacific Northwest Investments Inc. • Acquired Pacific Northwest Investments Inc. including its subsidiary Pacific Northwest Moving (Yukon) Limited ("**PNW**") effective December 1, 2024, for total cash consideration of $19.2 million for all of the outstanding shares including its operating subsidiaries and real estate. • Financial results included within the LTL segment.
	Chariot Express Ltd. ("**Chariot**"); 7121326 Manitoba Ltd. o/a Westman Courier & Freight ("**Westman**"); 1938359 Alberta Ltd. o/a Rockyview Transport ("**Rockyview**") • Completed three tuck-in acquisitions for total cash consideration of $12.3 million. • Financial results of Chariot, Westman and Rockyview are included within the LTL segment.

Capital Expenditures

2025 PLAN

In December 2024, the Board approved a $100.0 million capital budget for 2025, exclusive of corporate acquisitions, with $85.0 million allocated towards maintenance capital primarily to invest in trucks, trailers, specialized equipment and technology to improve the operations of the Business Units, $10.0 million allocated towards investment in facilities, land and buildings, and $5.0 million to invest specifically towards sustainability initiatives.

2025 PURCHASES

Gross Capital Expenditures

- In 2025 gross capital expenditures were $96.5 million (2024 – $73.0 million), including $0.8 million of equipment transferred between segments as follows:

Under management's discretion, we adapted our 2025 plan to market conditions resulting in net capital expenditures[1] of $77.9 million, which includes $6.1 million of investments in facilities, land and buildings.

($ millions)	Years ended December 31 **2025**	2024	Change
	$	$	$
LTL	**35.2**	29.0	6.2
L&W	**21.6**	21.1	0.5
S&I	**33.6**	16.5	17.1
US 3PL	**—**	—	—
Corporate	**6.1**	6.4	(0.3)
Total	**96.5**	73.0	23.5

- The LTL and L&W segments mainly consisted of trucks, trailers and operating equipment to replace some older less efficient equipment.
- The S&I segment mainly consisted of drilling two disposal wells for Envolve Energy Services Corp. ("**Envolve**") adding capacity to meet strong customer demand and to replace an existing well. Capital invested in 2025 also consisted of trucks and trailers to support demand at Cascade Energy Services L.P. ("**Cascade Energy**") and for operating equipment to replace older less efficient equipment at Canadian Dewatering L.P. ("**Canadian Dewatering**").
- In 2025 we committed $4.6 million of capital expenditures towards sustainability initiatives consisting of robotic vessel cleaning systems and electric material handling units.
- MT invested $6.1 million into real estate, which mainly consisted of completing the construction of a new LTL terminal in Medicine Hat, Alberta by adding 14 cross dock doors and 13,600 square feet of warehouse space.

Gross Capital Dispositions

- In 2025 gross capital dispositions were $18.6 million (2024 – $16.7 million):

($ millions)	Years ended December 31 **2025**	2024	Change
	$	$	$
LTL	**2.1**	1.9	0.2
L&W	**3.9**	2.5	1.4
S&I	**11.6**	8.5	3.1
US 3PL	**—**	—	—
Corporate	**1.0**	3.8	(2.8)
Total	**18.6**	16.7	1.9

- The $1.9 million increase in gross capital dispositions was mainly due to the sale of the remaining assets of TREO Drilling Services L.P. ("**TREO**") in the S&I segment and from an increase in the sale of operating equipment in the L&W segment being somewhat offset by a reduction in the sale of redundant land within Corporate.

[1] Refer to the section entitled "Other Financial Measures".

Normal Course Issuer Bid – Common Shares

2025 PLAN	On March 7, 2025, the TSX approved the renewal of the NCIB to purchase for cancellation up to 8,157,012 Common Shares in the open market on or before March 10, 2026.
2025 REPURCHASES	• In 2025 we repurchased and cancelled 856,200 Common Shares for $11.5 million, representing an average price of $13.38 per Common Share. • As at February 28, 2025, the average daily trading volume of the Common Shares on the TSX ("**ADTV**") for the most recently completed six calendar months was 215,683. Pursuant to TSX policies, the maximum number of Common Shares that may be purchased in one day pursuant to the NCIB was the greater of 1,000 and 25.0 precent of ADTV, which amounts to 53,920 Common Shares, subject to certain prescribed exceptions. • We entered into an automatic securities purchase plan (the "**ASPP**") with our broker, to allow for the repurchase of Common Shares at all times during the course of the NCIB including when the Corporation ordinarily would not be active in the market due to its own internal trading blackout period, insider trading rules or otherwise. • The NCIB and the ASPP can be cancelled at the discretion of the Corporation at any time provided the Corporation is not in a blackout period.

Normal Course Issuer Bid – Debentures

2025 PLAN	On March 7, 2025, we received approval to commence a normal course issuer bid for the Debentures (the "**Debenture NCIB**"), to purchase for cancellation up to $12.0 million principal amount of Debentures in the open market on or before March 10, 2026.
2025 REPURCHASES	• No Debentures were repurchased under the Debenture NCIB during 2025.

Dividends

2025 PLAN	In December 2024, we announced our intention to pay annual dividends of $0.84 per Common Share ($0.07 per Common Share on a monthly basis) for 2025.
2025 PAYMENTS	• In 2025 we declared monthly dividends totalling $0.84 per Common Share, an increase from $0.77 per Common Share of dividends declared in 2024. • At December 31, 2025, we had 95,726,534 Common Shares outstanding and a dividend payable of $6.7 million (December 31, 2024 – $6.1 million), which was paid on January 15, 2026. • On January 22, 2026, the Board declared a monthly dividend of $0.07 per Common Share to the holders of record at the close of business on January 31, 2026.

CONSOLIDATED FINANCIAL RESULTS

Executive Summary

Many segments of the Canadian economy remained soft during the fourth quarter of 2025 due to a combination of reasons and factors, issues that we have highlighted in prior MD&A reports. The structural problems impacting economic growth had not been addressed during the quarter, from our perspective, although there was significant movement in terms of understanding the actions needed to be implemented to improve economic performance. This lack of action continued to negatively impact overall freight demand across the three segments of our business leveraged to the Canadian economy. Furthermore, under this scenario, it is very difficult for our existing Business Units to grow revenues, without sacrificing margins, due to challenges associated with excess industry capacity and competitive pricing. This situation is compounded by today's higher cost structures, the after effect of yesterday's inflation. Overall, a challenging operating quarter.

Despite the challenging economy, however, we managed to generate higher revenues and minimize the negative impact of the competitive market conditions with the acquisition of two quality companies during 2025, the only plausible way to grow in this market. In the quarter, consolidated revenues were $533.8 million, an increase of $34.7 million over the same period last year. Acquisitions contributed $58.8 million, offsetting declines due to the soft market conditions, and the demarketing of certain customers in the S&I segment requesting price concessions. This is consistent with our strategy to maintain margin versus protect market share, especially if the business requires significant new capital investment. In total, the S&I segment experienced a revenue decline of $17.4 million year over year.

Pricing remained the major issue in the quarter, due to low demand and competitive pressures, negatively impacting operating margins[1]. We implemented a companywide initiative to control costs and eliminate non-core expenses, but these steps only mitigated the challenging pricing environment. In addition, Cole Group is a non-asset business, which has generally lower margins than asset-based businesses. As a result, operating margins[1] declined by over 1.0 percent, year over year. Consolidated OIBDA – adjusted[2] for the quarter came in at $74.7 million, a slight decrease of $1.9 million over last year. Acquisitions contributed $8.2 million, offsetting an otherwise difficult quarter.

Outlook

Our 2026 results will be influenced by a number of factors, including:

- The 42 Business Units currently within our portfolio of companies are positioned to outperform last year, in aggregate, once a full year's results from acquisitions completed in 2025 are accounted for.
- Many sectors of the trucking industry are in the early stages of a tightening cycle, driven by changes in the supply/demand fundamentals. In terms of overall demand, the consensus view is that the Canadian economy is poised to show a modest year over year growth, given the fiscal response by governments, at all levels, to pursue massive deficit spending. Industry supply is also changing, after several years of financial losses. This implies that overall freight demand, along with pricing, should improve.
- There appears to be a shift in Canada's position as it relates to resource development. We also view the messaging surrounding "Nation Building Projects" as very positive. There is a reality, however, that there are time lags between messaging and true economic growth. Only when the 'shovels' start working will Canadians realize on the benefits these projects proclaim. At the Mullen Group, we are well positioned to benefit from these projects once they move from promises to capital deployment.
- Lastly, every year we find a few quality acquisition targets. Acquiring profitable businesses or competitors, in areas of the economy we view as having long-term potential, has always been an important element of our corporate strategy.

In summary, we are optimistic that 2026 will be a record year for our organization. But we are also mindful that the markets can remain competitive for extended periods, reinforcing the need to prudently manage all costs, along with investing in new technologies, like robotics and data management tools, to improve productivity.

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[1] Refer to the section entitled "Other Financial Measures".

[2] Refer to the section entitled "Non-IFRS Financial Measures".

Revenue

Revenue is generated by the Business Units owned by the Corporation. "COMPANY" is revenue generated by using a combination of company assets that are either owned or leased by the Business Units, as well as revenue generated by Business Unit employees. "CONTRACTORS" refers to revenue generated by owner operators, who provide trucks and/or trailers and work exclusively for the Business Unit under contracts, and subcontractors that own equipment and are used during times of peak demand.

Consolidated

	Three month periods ended December 31						Years ended December 31					
($ millions)	**2025**		2024		Change		**2025**		2024		Change	
	$	**%**	$	%	$	%	**$**	**%**	$	%	$	%
Company	**369.5**	**69.2**	361.0	72.3	8.5	2.4	**1,489.9**	**69.8**	1,403.6	70.6	86.3	6.1
Contractors	**160.6**	**30.1**	134.5	26.9	26.1	19.4	**629.5**	**29.5**	572.3	28.8	57.2	10.0
Other	**3.7**	**0.7**	3.6	0.8	0.1	2.8	**14.2**	**0.7**	13.4	0.6	0.8	6.0
Total	**533.8**	**100.0**	499.1	100.0	34.7	7.0	**2,133.6**	**100.0**	1,989.3	100.0	144.3	7.3

QTD: Consolidated revenues were $533.8 million, an increase of 7.0 percent, or $34.7 million as compared to $499.1 million in 2024. Revenues were higher this year due to acquisitions. Acquisitions added $58.8 million of incremental revenues, mainly from Cole Group and from PNW. Other factors impacting revenues were:

- Revenues from our existing Business Units (excluding acquisitions and fuel surcharge) decreased by $21.3 million, mainly due to a reduction in revenue within the S&I segment.
- Fuel surcharge revenues decreased by $2.8 million (excluding acquisitions) to $49.8 million, primarily due to the decrease in the price of diesel fuel.
- Economic activity remained steady, however, capital investment in the Canadian private sector continued to be weak.

QTD: Revenue Per Working Day

(unaudited) *($ millions)*		**2025**		**2024**		**Change**
Revenue	**$**	**533.8**	**$**	499.1	$	34.7
Working Days		**63**		62		1
Revenue Per Working Day	**$**	**8.5**	**$**	8.1	$	0.4

YTD: Consolidated revenues were $2,133.6 million, an increase of 7.3 percent, or $144.3 million as compared to $1,989.3 million in 2024. Revenues were higher this year as compared to the same period last year due to incremental revenue from acquisitions, which contributed to higher revenue per working day. Acquisitions added $215.5 million of incremental revenue, most notably from Cole Group, ContainerWorld and PNW. Other factors impacting revenues were:

- Revenues from our existing Business Units (excluding acquisitions and fuel surcharge) were down $52.9 million as lower commodity prices and a lack of capital investment led to a decrease in demand for services in the S&I segment, from demarketing certain business in the S&I segment, and from challenging economic conditions that resulted in limited growth for freight services.
- Fuel surcharge revenues declined by $18.3 million (excluding acquisitions) to $195.1 million, primarily due to the decrease in the price of diesel fuel.

YTD: Revenue Per Working Day

(unaudited) *($ millions)*		**2025**		**2024**		**Change**
Revenue	**$**	**2,133.6**	**$**	1,989.3	$	144.3
Working Days		**252**		250		2
Revenue Per Working Day	**$**	**8.5**	**$**	8.0	$	0.5

Direct Operating Expenses

*Direct operating expenses ("**DOE**") include two main categories of expenses: direct costs associated with generating Company revenue and costs incurred to hire Contractors, namely owner operators or subcontractors.*

Consolidated

	Three month periods ended December 31						Years ended December 31					
($ millions)	**2025**		2024		Change		**2025**		2024		Change	
	$	**%***	$	%*	$	%	**$**	**%***	$	%*	$	%
Company												
Wages and benefits	**87.9**	**23.8**	82.6	22.9	5.3	6.4	**347.9**	**23.4**	323.3	23.0	24.6	7.6
Fuel	**23.8**	**6.4**	27.1	7.5	(3.3)	(12.2)	**99.4**	**6.7**	110.1	7.8	(10.7)	(9.7)
Repairs and maintenance	**41.8**	**11.3**	39.4	10.9	2.4	6.1	**163.5**	**11.0**	154.7	11.0	8.8	5.7
Purchased transportation	**68.1**	**18.4**	65.7	18.2	2.4	3.7	**269.5**	**18.1**	238.6	17.0	30.9	13.0
Operating supplies	**19.0**	**5.1**	20.6	5.7	(1.6)	(7.8)	**74.9**	**5.0**	76.9	5.5	(2.0)	(2.6)
Other	**10.4**	**2.9**	9.7	2.7	0.7	7.2	**42.3**	**2.8**	39.5	2.9	2.8	7.1
	251.0	**67.9**	245.1	67.9	5.9	2.4	**997.5**	**67.0**	943.1	67.2	54.4	5.8
Contractors	**125.7**	**78.3**	104.9	78.0	20.8	19.8	**496.2**	**78.8**	442.5	77.3	53.7	12.1
Total	**376.7**	**70.6**	350.0	70.1	26.7	7.6	**1,493.7**	**70.0**	1,385.6	69.7	108.1	7.8

**as a percentage of respective Consolidated revenue*

QTD: Consolidated DOE increased by $26.7 million to $376.7 million, or 7.6 percent, as compared to $350.0 million in 2024, primarily due to the $34.7 million increase in consolidated revenues. DOE as a percentage of consolidated revenues increased slightly by 0.5 percent year over year. Other highlights were:

- Expenses related to operating company owned equipment remained consistent year over year as a percentage of Company revenue, as higher wages, purchased transportation, and repairs and maintenance costs was mainly offset by lower fuel costs. Improved operating margins[1] in the US 3PL segment were offset by declines in all other segments.
- Contractors costs increased by $20.8 million due to the $26.1 million increase in Contractors revenue. In percentage terms, these costs increased by 0.3 percent due to a change in revenue mix, which was mainly associated with our new acquisitions.

YTD: Consolidated DOE increased by $108.1 million to $1,493.7 million, or 7.8 percent, as compared to $1,385.6 million in 2024, primarily due to the $144.3 million increase in consolidated revenues. DOE as a percentage of consolidated revenues increased slightly year over year. Other highlights were:

- Company costs increased in absolute dollar terms due to higher Company revenue. As a percentage of Company revenue, Company costs decreased slightly year over year, mainly due to improved operating margins[1] recognized in the L&W and US 3PL segments, which were somewhat offset by lower operating margins[1] in the LTL and S&I segments.
- Contractors costs increased by $53.7 million due to the $57.2 million increase in Contractors revenue. In percentage terms, these costs increased by 1.5 percent, as lower margins were recognized across all segments.

[1] Refer to the section entitled "Other Financial Measures".

Selling and Administrative Expenses

*Selling and administrative ("**S&A**") are expenses incurred to support the operations of Mullen Group and its Business Units.*

Consolidated												
	Three month periods ended December 31						Years ended December 31					
($ millions)	**2025**		2024		Change		**2025**		2024		Change	
	$	**%***	$	%*	$	%	**$**	**%***	$	%*	$	%
Wages and benefits	**48.0**	**9.0**	43.5	8.7	4.5	10.3	**187.7**	**8.8**	166.7	8.4	21.0	12.6
Communications, utilities and general supplies	**26.0**	**4.9**	21.7	4.3	4.3	19.8	**95.7**	**4.5**	81.0	4.1	14.7	18.1
Profit share	**4.0**	**0.7**	4.6	0.9	(0.6)	(13.0)	**17.4**	**0.8**	18.7	0.9	(1.3)	(7.0)
Foreign exchange	**2.0**	**0.4**	(9.9)	(2.0)	11.9	(120.2)	**9.0**	**0.4**	(10.0)	(0.5)	19.0	(190.0)
Stock-based compensation	**0.4**	**0.1**	0.3	0.1	0.1	33.3	**1.3**	**0.1**	0.9	—	0.4	44.4
Rent and other	**3.3**	**0.6**	3.9	0.8	(0.6)	(15.4)	**13.2**	**0.6**	14.2	0.7	(1.0)	(7.0)
Total	**83.7**	**15.7**	64.1	12.8	19.6	30.6	**324.3**	**15.2**	271.5	13.6	52.8	19.4

**as a percentage of total Consolidated revenue*

QTD: S&A expenses rose by $19.6 million to $83.7 million as compared to $64.1 million in 2024 due to:

- An $11.9 million negative variance in foreign exchange.
- Incremental S&A expenses of $11.6 million associated with acquisitions.
- As a percentage of revenue, excluding the impact of foreign exchange, S&A expenses increased to 15.3 percent from 14.8 percent last year mainly due to higher S&A costs recorded at some of our recent acquisitions.

YTD: S&A expenses rose by $52.8 million to $324.3 million as compared to $271.5 million in 2024 due to:

- Incremental S&A expenses of $36.6 million associated with acquisitions.
- A $19.0 million negative variance in foreign exchange.
- S&A expenses at our existing Business Units (excluding acquisitions and foreign exchange) increased slightly as compared to the prior year period.
- As a percentage of revenue, excluding the impact of foreign exchange, S&A expenses increased to 14.8 percent from 14.2 percent last year due to the higher S&A costs recorded at some of our recent acquisitions.

OIBDA

Management relies on OIBDA as a measurement since it provides an indication of our ability to generate cash from our principal business activities prior to depreciation and amortization, financing or taxation in various jurisdictions.

QTD: OIBDA was $73.4 million as compared to $85.0 million in 2024, a decrease of $11.6 million mainly due to a decline of $10.3 million at our existing Business Units (excluding acquisitions), reflecting ongoing market challenges. This was somewhat offset by $8.2 million of incremental OIBDA from acquisitions. Other notable highlights were:

- Excluding foreign exchange at Corporate, OIBDA – adjusted[1] was $74.7 million, a slight decrease of $1.9 million as compared to $76.6 million in 2024.
- OIBDA – adjusted[1] as a percentage of consolidated revenue[2] was 14.0 percent as compared to 15.3 percent last year. Operating margin[2] declined due to higher S&A expenses as a percentage of consolidated revenues, which mainly resulted from higher costs at Cole Group. DOE as a percentage of consolidated revenues increased slightly year over year.
- Operating margin[2] declined mainly due to lower margins recognized in the LTL, L&W and S&I segments. Operating margin[2] in the US 3PL segment increased year over year due to acquisitions.

[1] Refer to the section entitled "Non-IFRS Financial Measures".

[2] Refer to the section entitled "Other Financial Measures".

YTD: OIBDA decreased by $16.6 million, or 5.0 percent, to $315.6 million from $332.2 million in 2024 due to $28.2 million of lower OIBDA at existing Business Units, most notably in the LTL and S&I segments and an $18.5 million increase in Corporate costs. Somewhat offsetting these declines was $30.1 million of incremental OIBDA from acquisitions. Other notable highlights were:

- Excluding foreign exchange at Corporate, OIBDA – adjusted[1] was $323.1 million, a slight decrease of $1.7 million as compared to $324.8 million in 2024.
- Operating margin[2] declined mainly due to lower margins recognized in the LTL, L&W and S&I segments. Operating margin[2] improved in the US 3PL segment due to acquisitions.

Depreciation of Property, Plant and Equipment

Consolidated

	Three month periods ended December 31			Years ended December 31		
($ millions)	**2025**	2024	Change	**2025**	2024	Change
	$	$	$	**$**	$	$
LTL	**6.9**	6.4	0.5	**26.5**	23.8	2.7
L&W	**4.5**	4.1	0.4	**16.1**	15.3	0.8
S&I	**6.5**	7.1	(0.6)	**24.7**	27.2	(2.5)
US 3PL	**—**	—	—	**—**	—	—
Corporate	**1.8**	1.6	0.2	**7.2**	7.1	0.1
Total	**19.7**	19.2	0.5	**74.5**	73.4	1.1

- Depreciation in the fourth quarter and in 2025 remained relatively consistent as compared to the corresponding prior year periods due to acquisitions and capital expenditures in the LTL segment. This was somewhat offset by the sale of older assets by certain Business Units, predominantly in the S&I segment.
- Depreciation in Corporate remained relatively consistent as compared to the corresponding periods in the prior year.

Depreciation of Right-of-Use Assets

Consolidated

	Three month periods ended December 31			Years ended December 31		
($ millions)	**2025**	2024	Change	**2025**	2024	Change
	$	$	$	**$**	$	$
LTL	**4.9**	4.1	0.8	**19.3**	16.5	2.8
L&W	**6.5**	7.3	(0.8)	**26.9**	23.1	3.8
S&I	**0.5**	0.6	(0.1)	**2.3**	2.3	—
US 3PL	**0.2**	0.1	0.1	**0.7**	0.4	0.3
Corporate	**0.1**	0.2	(0.1)	**0.4**	0.7	(0.3)
Total	**12.2**	12.3	(0.1)	**49.6**	43.0	6.6

- Depreciation of right-of-use assets in the LTL segment increased in the fourth quarter and in 2025 as compared to the corresponding prior year periods and was mainly due to equipment leases associated with the acquisition of PNW and from some additional facility leases.
- Depreciation of right-of-use assets in the L&W segment decreased in the fourth quarter as compared to the prior year period due to transferring some of ContainerWorld's facility leases to Corporate and a Business Unit in the LTL segment. The increase in 2025 as compared to 2024 was due to the acquisitions of ContainerWorld and Cole Canada.

[1] Refer to the section entitled "Non-IFRS Financial Measures".
[2] Refer to the section entitled "Other Financial Measures".

Amortization of Intangible Assets

Intangible assets are normally acquired on acquisitions and are mainly comprised of customer relationship values, non-competition agreements, developed technology, and brand name recognition. Intangible assets are amortized over a five to ten year period being their estimated life from the date of acquisition. Amortization of intangible assets was $6.7 million (YTD – $22.3 million) in the fourth quarter of 2025 as compared to $3.9 million (YTD – $14.5 million) in 2024. This increase of $2.8 million (YTD – $7.8 million) was mainly due to the additional amortization recorded on the intangible assets associated with our recent acquisitions.

Finance Costs

Finance costs mainly consist of interest expense on financial liabilities, including the Private Placement Debt; the Debentures; lease liabilities; and borrowings on the Bank Credit Facilities, less any interest income generated from the debentures issued to equity investments and from cash and cash equivalents.

Finance costs were $14.5 million (YTD – $54.5 million) in the fourth quarter of 2025 as compared to $10.7 million (YTD – $42.2 million) in 2024. The increase was mainly attributable to a greater amount of interest expense being recorded on the Private Placement Debt and less interest income generated from cash and cash equivalents.

Net Foreign Exchange (Gain) Loss

We recognize foreign exchange gains or losses at the end of each reporting period related to our U.S. dollar debt and from our cross-currency swap contracts. In 2014, we entered into two cross-currency swap contracts to swap the principal portion of the Series G (U.S. $117.0 million) and Series H (U.S. $112.0 million) Notes (collectively, the "**Cross-Currency Swaps**") into Canadian dollars at foreign exchange rates of $1.1047 and $1.1148, respectively. The Series G Notes matured on October 22, 2024, and the Series H Notes were prepaid on July 15, 2025. These swap contracts were entered into as a method of hedging the U.S. debt notes against any declines in the Canadian dollar vis-à-vis the U.S. dollar. The swap contract associated with the Series G Notes matured on October 22, 2024 and Mullen Group recognized a $32.3 million realized gain upon settlement of the swap contract. The swap contract on the Series H Notes matures on October 22, 2026, and is disclosed within Derivatives (as hereafter defined on page 64) as a current asset on the consolidated statement of financial position.

A net foreign exchange (gain) loss is experienced since the Corporation has not entered into a cross-currency swap on its Series N (U.S. $75.0 million) and Series P (U.S. $50.0 million) Notes despite the fact that the principal portion of the Series H Notes remains hedged by our Cross-Currency Swaps. U.S. dollar debt is valued at the end of each quarter using the closing exchange rate between the Canadian dollar vis-à-vis the U.S. dollar (the "**Spot Rate**"). In addition to the Spot Rate, our Cross-Currency Swaps are valued using a discounted value from maturity of the forward rate, which is influenced by changes in interest rate differentials between Canada and the United States.

	Three month periods ended December 31			Years ended December 31		
($ millions)	**2025**	2024	Change	**2025**	2024	Change
	$	$	$	**$**	$	$
Foreign exchange (gain) loss on U.S. $ debt	**(2.7)**	20.5	(23.2)	(12.6)	25.8	(38.4)
Foreign exchange loss (gain) on Cross-Currency Swaps	**1.4**	(11.8)	13.2	3.9	(19.5)	23.4
Net foreign exchange (gain) loss	**(1.3)**	8.7	(10.0)	(8.7)	6.3	(15.0)

We recorded a foreign exchange gain of $2.7 million in the fourth quarter and a gain of $12.6 million in 2025 related to our U.S. dollar debt, due to the change in the value of the Canadian dollar relative to the U.S. dollar as compared to a loss of $20.5 million in the fourth quarter and a loss of $25.8 million in 2024. We recorded a foreign exchange loss on Cross-Currency Swaps of $1.4 million in the fourth quarter and a loss of $3.9 million in 2025, due to the change over the period in the fair value of these Cross-Currency Swaps as compared to a gain of $11.8 million in the fourth quarter and a gain of $19.5 million in 2024.

Other Expense (Income)

Other expense (income) consists of the change in fair value of investments, the gain or loss on sale of the Corporation's assets including property, plant and equipment, and earnings from equity investments.

	Three month periods ended December 31			Years ended December 31		
($ millions)	**2025**	2024	Change	**2025**	2024	Change
	$	$	$	**$**	$	$
Change in fair value of investments	**0.3**	(0.4)	0.7	**(0.1)**	(0.7)	0.6
Loss (gain) on sale of property, plant and equipment	**1.9**	0.2	1.7	**3.5**	0.5	3.0
(Earnings) loss from equity investments	**0.4**	0.7	(0.3)	**0.2**	(0.8)	1.0
Other expense (income)	**2.6**	0.5	2.1	**3.6**	(1.0)	4.6

Other expense (income) was $2.6 million (YTD – $3.6 million) in the fourth quarter of 2025 as compared to $0.5 million (YTD – $(1.0) million) in 2024. The negative variance was mainly attributable to the $1.9 million (YTD – $3.5 million) loss on sale of property, plant and equipment in the fourth quarter of 2025, which mainly resulted from the sale of the remaining assets at TREO and from the sale of older less efficient assets at Gardewine Group Limited Partnership.

Equity Investment	**Date of Significant Influence or Joint Control Obtained**
Canol Oilfield Services Inc.	January 1, 2013
Kriska Transportation Group Limited	December 1, 2014
Thrive Management Group Ltd.	September 27, 2017

Income Taxes

	Three month periods ended December 31			Years ended December 31		
($ millions)	**2025**	2024	Change	**2025**	2024	Change
	$	$	$	**$**	$	$
Income before income taxes	**19.0**	29.7	(10.7)	**119.8**	153.8	(34.0)
Combined statutory tax rate	**25%**	25%	—	**25%**	25%	—
Expected income tax	**4.7**	7.4	(2.7)	**30.0**	38.4	(8.4)
Add (deduct):						
Non-deductible (taxable) portion of net foreign exchange (gain) loss	**(0.1)**	1.0	(1.1)	**(1.0)**	0.7	(1.7)
Non-deductible (taxable) portion of the change in fair value of investments	**—**	(0.1)	0.1	—	(0.1)	0.1
Stock-based compensation expense	**0.1**	0.1	—	**0.3**	0.2	0.1
Changes in unrecognized deferred tax asset	**(0.5)**	1.3	(1.8)	**(0.7)**	0.7	(1.4)
Other	**0.2**	1.1	(0.9)	**0.1**	1.6	(1.5)
Income tax expense	**4.4**	10.8	(6.4)	**28.7**	41.5	(12.8)

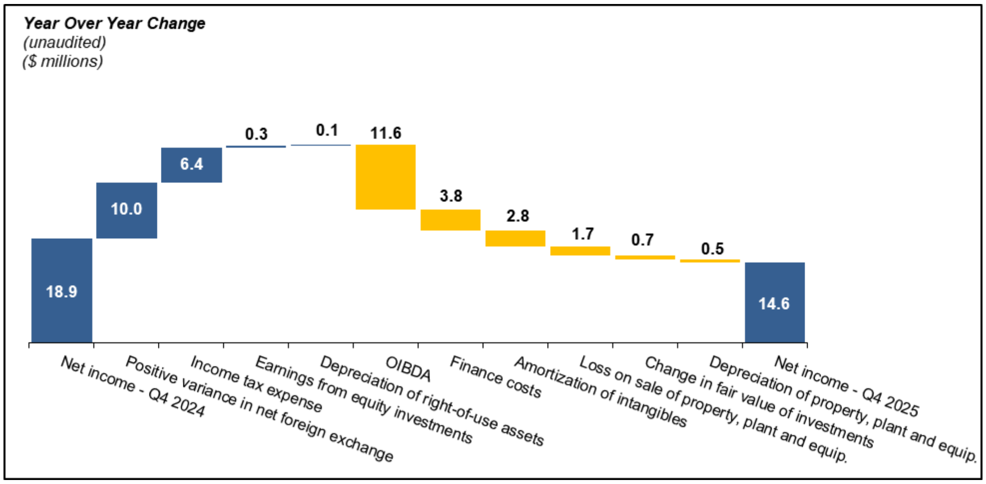
Income tax expense was $4.4 million (YTD – $28.7 million) in the fourth quarter of 2025 as compared to $10.8 million (YTD – $41.5 million) in 2024. The decrease in income tax expense was mainly attributable to the lower amount of income being generated in 2025 as compared to 2024.

Net Income

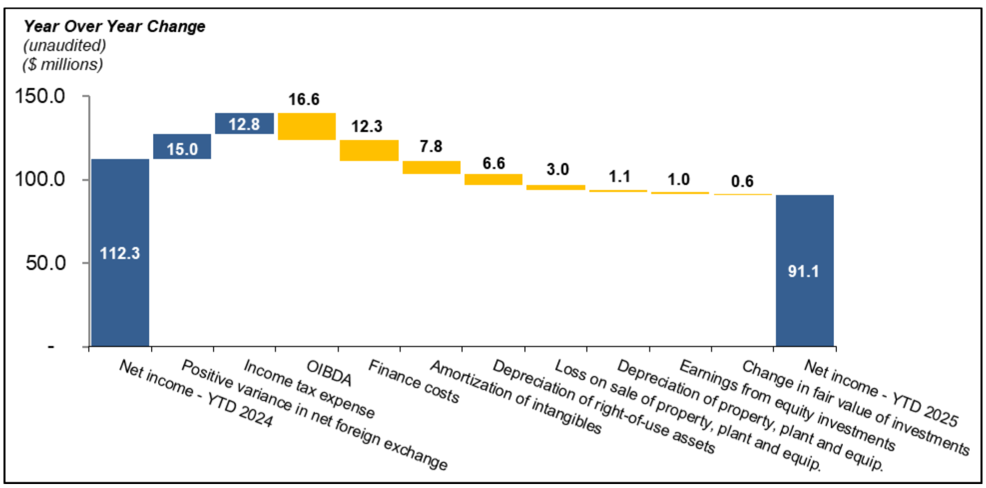
($ millions, except share and per share amounts)	Three month periods ended December 31 2025		2024		% Change	Years ended December 31 2025		2024		% Change
Net income	$	**14.6**	$	18.9	(22.8)	$	**91.1**	$	112.3	(18.9)
Weighted average number of Common Shares outstanding		**90,969,680**		87,656,732	3.8		**88,302,540**		87,851,858	0.5
Earnings per share – basic	$	**0.16**	$	0.21	(23.8)	$	**1.03**	$	1.28	(19.5)

Net income decreased to $14.6 million (YTD – $91.1 million) in the fourth quarter of 2025 as compared to $18.9 million (YTD – $112.3 million) in 2024. The graphs below highlight each of the factors contributing to the change in net income.

Three month period ended December 31, 2025



Year ended December 31, 2025



Basic earnings per share decreased to $0.16 (YTD – $1.03) in the fourth quarter of 2025 as compared to $0.21 (YTD – $1.28) in 2024. This decrease resulted from the effect of the $4.3 million (YTD – $21.2 million) reduction in net income. The weighted average number of Common Shares outstanding increased to 90,969,680 (YTD – 88,302,540) from 87,656,732 (YTD – 87,851,858) in 2024, which was mainly due to the conversion of Debentures into Common Shares and was somewhat offset by the repurchase and cancellation of Common Shares under the NCIB.

Net Income – Adjusted[1] and Earnings per Share – Adjusted[1]

Net income – adjusted[1] and earnings per share – adjusted[1] were $13.4 million (YTD – $83.2 million) or $0.14 (YTD – $0.94) in the fourth quarter of 2025 as compared to $28.5 million (YTD – $119.6 million) or $0.33 (YTD – $1.36) in 2024, respectively. Management adjusted net income and earnings per share by excluding specific factors to more clearly reflect earnings from an operating perspective.

[1] Refer to the section entitled "Non-IFRS Financial Measures".

SEGMENTED FINANCIAL RESULTS

THREE MONTH PERIODS ENDED

Three month period ended December 31, 2025 *(unaudited)* *($ millions)*	LTL	L&W	S&I	US 3PL	Corporate and intersegment eliminations	Total
	$	**$**	**$**	**$**	**$**	**$**
Revenue	**188.7**	**204.6**	**86.4**	**56.3**	**(2.2)**	**533.8**
Direct operating expenses	**130.0**	**137.9**	**64.1**	**48.0**	**(3.3)**	**376.7**
Selling and administrative expenses	**30.1**	**29.3**	**11.7**	**5.1**	**7.5**[1]	**83.7**
OIBDA	**28.6**	**37.4**	**10.6**	**3.2**	**(6.4)**	**73.4**
Net capital expenditures[2]	**7.1**	**6.9**	**11.5**	**—**	**2.2**	**27.7**

Three month period ended December 31, 2024 *(unaudited)* *($ millions)*	LTL	L&W	S&I	US 3PL	Corporate and intersegment eliminations	Total
	$	$	$	$	$	$
Revenue	189.4	160.9	103.8	47.5	(2.5)	499.1
Direct operating expenses	129.7	106.1	74.2	43.6	(3.6)	350.0
Selling and administrative expenses	28.3	21.6	13.4	2.8	(2.0)[3]	64.1
OIBDA	31.4	33.2	16.2	1.1	3.1	85.0
Net capital expenditures[2]	6.4	9.7	(0.2)	—	(0.1)	15.8

[1] *Includes a $1.3 million foreign exchange loss.*
[2] *Refer to the section entitled "Other Financial Measures".*
[3] *Includes an $8.4 million foreign exchange gain.*

YEARS ENDED

Year ended December 31, 2025 *($ millions)*	LTL	L&W	S&I	US 3PL	Corporate and intersegment eliminations	Total
	$	**$**	**$**	**$**	**$**	**$**
Revenue	**779.1**	**738.1**	**409.2**	**219.2**	**(12.0)**	**2,133.6**
Direct operating expenses	**531.4**	**498.5**	**286.7**	**194.1**	**(17.0)**	**1,493.7**
Selling and administrative expenses	**117.7**	**106.9**	**48.9**	**16.6**	**34.2**[1]	**324.3**
OIBDA	**130.0**	**132.7**	**73.6**	**8.5**	**(29.2)**	**315.6**
Net capital expenditures[2]	**33.1**	**17.7**	**22.0**	**—**	**5.1**	**77.9**

Year ended December 31, 2024 *($ millions)*	LTL	L&W	S&I	US 3PL	Corporate and intersegment eliminations	Total
	$	$	$	$	$	$
Revenue	750.4	607.0	457.1	184.5	(9.7)	1,989.3
Direct operating expenses	504.0	406.7	321.1	168.7	(14.9)	1,385.6
Selling and administrative expenses	111.0	80.4	51.1	13.1	15.9[3]	271.5
OIBDA	135.4	119.9	84.9	2.7	(10.7)	332.2
Net capital expenditures[2]	27.1	18.6	8.0	—	2.6	56.3

[1] *Includes a $7.5 million foreign exchange loss.*
[2] *Refer to the section entitled "Other Financial Measures".*
[3] *Includes a $7.4 million foreign exchange gain.*

CONSOLIDATED REVENUE BY SEGMENT

($ millions)	Three month periods ended December 31						Years ended December 31					
	2025		2024		Change		**2025**		2024		Change	
	$	**%**	$	%	$	%	**$**	**%**	$	%	$	%
LTL	**188.7**	**35.2**	189.4	37.8	(0.7)	(0.4)	**779.1**	**36.3**	750.4	37.5	28.7	3.8
L&W	**204.6**	**38.2**	160.9	32.1	43.7	27.2	**738.1**	**34.4**	607.0	30.4	131.1	21.6
S&I	**86.4**	**16.1**	103.8	20.6	(17.4)	(16.8)	**409.2**	**19.1**	457.1	22.9	(47.9)	(10.5)
US 3PL	**56.3**	**10.5**	47.5	9.5	8.8	18.5	**219.2**	**10.2**	184.5	9.2	34.7	18.8
Corporate	**(2.2)**	**—**	(2.5)	—	0.3	—	**(12.0)**	**—**	(9.7)	—	(2.3)	—
Total	**533.8**	**100.0**	499.1	100.0	34.7	7.0	**2,133.6**	**100.0**	1,989.3	100.0	144.3	7.3

CONSOLIDATED OIBDA BY SEGMENT

($ millions)	Three month periods ended December 31						Years ended December 31					
	2025		2024		Change		**2025**		2024		Change	
	$	**%**	$	%	$	%	**$**	**%**	$	%	$	%
LTL	**28.6**	**39.0**	31.4	36.9	(2.8)	(8.9)	**130.0**	**41.2**	135.4	40.8	(5.4)	(4.0)
L&W	**37.4**	**51.0**	33.2	39.1	4.2	12.7	**132.7**	**42.0**	119.9	36.1	12.8	10.7
S&I	**10.6**	**14.4**	16.2	19.1	(5.6)	(34.6)	**73.6**	**23.3**	84.9	25.6	(11.3)	(13.3)
US 3PL	**3.2**	**4.4**	1.1	1.3	2.1	190.9	**8.5**	**2.7**	2.7	0.8	5.8	214.8
Corporate	**(6.4)**	**(8.8)**	3.1	3.6	(9.5)	(306.5)	**(29.2)**	**(9.2)**	(10.7)	(3.3)	(18.5)	172.9
Total	**73.4**	**100.0**	85.0	100.0	(11.6)	(13.6)	**315.6**	**100.0**	332.2	100.0	(16.6)	(5.0)

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LESS-THAN-TRUCKLOAD

Highlights for the Quarter

The LTL segment is a core focus for Mullen Group, based upon our belief that this segment of the supply chain has favourable long-term potential, is generally quite steady, and pricing is more stable than many segments of the freight industry.

As anticipated, and highlighted in the Quarter 3 Interim Report, segment revenues for the fourth quarter reflect several seasonal factors, most notably fewer revenue generating workdays in the month of December due to holidays, and soft demand as shippers adjust year-end inventory levels. Overall segment revenues were consistent with the prior year at $188.7 million, but only due to a full quarter's results from PNW. This Business Unit contributed incremental revenues of $4.6 million, supplementing revenue declines at the other Business Units. As we have often noted, acquisitions remain the only viable way to grow the business given the challenging economic conditions. The reduction in overall LTL shipments during the quarter, accompanied by competitive pricing and higher costs due to inflationary pressures, also contributed to a decline in OIBDA of $2.8 million. We characterize the quarter as very soft and challenging.

Market Outlook

Provided the Canadian economy continues a similar trajectory in 2026 as it did in 2025, which is our base case scenario, we expect the demand for LTL freight services to be similar to last year. As a result, our expectation is that segment revenues will be consistent year over year, unless we identify a complimentary acquisition target. Our focus will be on reducing costs through a combination of process improvement, the implementation of new technologies that will improve productivity, and a reduction in personnel. These initiatives are expected to improve margins by 1.0 percent in 2026.

Revenue

LTL

	Three month periods ended December 31						Years ended December 31					
($ millions)	**2025**		2024		Change		**2025**		2024		Change	
	$	**%**	$	%	$	%	**$**	**%**	$	%	$	%
Company	**174.9**	**92.7**	176.1	93.0	(1.2)	(0.7)	**725.4**	**93.1**	690.8	92.1	34.6	5.0
Contractors	**13.3**	**7.0**	13.1	6.9	0.2	1.5	**52.4**	**6.7**	58.8	7.8	(6.4)	(10.9)
Other	**0.5**	**0.3**	0.2	0.1	0.3	150.0	**1.3**	**0.2**	0.8	0.1	0.5	62.5
Total	**188.7**	**100.0**	189.4	100.0	(0.7)	(0.4)	**779.1**	**100.0**	750.4	100.0	28.7	3.8

QTD: Segment revenues were $188.7 million, a slight decrease of 0.4 percent or $0.7 million as compared to $189.4 million in 2024.

- Revenue from our Business Units (excluding fuel surcharge and acquisitions) decreased by $3.5 million due to a softening in overall demand.
- Fuel surcharge revenues decreased by $1.8 million to $31.8 million (excluding acquisitions) due to lower diesel fuel prices.
- Acquisitions added $4.6 million of incremental revenues driven mainly by the PNW acquisition.

QTD: Revenue Per Working Day LTL

(unaudited) ($ millions)	**2025**	**2024**	**Change**
Revenue	**$ 188.7**	$ 189.4	$ (0.7)
Working Days	**63**	62	1
Revenue Per Working Day	**$ 3.0**	$ 3.1	$ (0.1)

YTD: Segment revenues were $779.1 million, an increase of 3.8 percent or $28.7 million as compared to $750.4 million in 2024.

- Acquisitions added $38.3 million of incremental revenues driven by the PNW acquisition.
- Fuel surcharge revenues declined by $8.8 million to $129.5 million (excluding acquisitions) due to lower diesel fuel prices.
- Revenue from our Business Units (excluding fuel surcharge and acquisitions) decreased by $0.8 million due to a softening in overall demand.

YTD: Revenue Per Working Day LTL

(unaudited) *($ millions)*	2025	2024	Change
Revenue	**$ 779.1**	$ 750.4	$ 28.7
Working Days	**252**	250	2
Revenue Per Working Day	**$ 3.1**	$ 3.0	$ 0.1

Direct Operating Expenses

LTL

	Three month periods ended December 31						Years ended December 31					
($ millions)	**2025**		2024		Change		**2025**		2024		Change	
	$	%*	$	%*	$	%	$	%*	$	%*	$	%
Company												
Wages and benefits	**41.4**	**23.7**	41.4	23.5	—	—	**168.0**	**23.2**	160.5	23.2	7.5	4.7
Fuel	**13.7**	**7.8**	14.9	8.5	(1.2)	(8.1)	**57.0**	**7.9**	60.0	8.7	(3.0)	(5.0)
Repairs and maintenance	**17.9**	**10.2**	16.7	9.5	1.2	7.2	**72.3**	**10.0**	64.7	9.4	7.6	11.7
Purchased transportation	**40.4**	**23.1**	41.4	23.5	(1.0)	(2.4)	**170.2**	**23.5**	156.3	22.6	13.9	8.9
Operating supplies	**3.1**	**1.8**	2.8	1.6	0.3	10.7	**11.8**	**1.6**	10.5	1.5	1.3	12.4
Other	**5.2**	**3.0**	4.8	2.7	0.4	8.3	**19.8**	**2.6**	18.8	2.8	1.0	5.3
	121.7	**69.6**	122.0	69.3	(0.3)	(0.2)	**499.1**	**68.8**	470.8	68.2	28.3	6.0
Contractors	**8.3**	**62.4**	7.7	58.8	0.6	7.8	**32.3**	**61.6**	33.2	56.5	(0.9)	(2.7)
Total	**130.0**	**68.9**	129.7	68.5	0.3	0.2	**531.4**	**68.2**	504.0	67.2	27.4	5.4

**as a percentage of respective LTL revenue*

QTD: DOE increased by $0.3 million to $130.0 million as compared to $129.7 million in 2024, despite a $0.7 million decrease in segment revenue. As a percentage of segment revenue, DOE increased by 0.4 percent to 68.9 percent from 68.5 percent in 2024.

- Company costs decreased by $0.3 million due to lower purchased transportation and fuel costs, which were somewhat offset by higher repairs and maintenance costs. As a percentage of Company revenue, these expenses increased by 0.3 percent to 69.6 percent from 69.3 percent in 2024.
- Contractors costs increased by $0.6 million due to the $0.2 million increase in Contractors revenue. Contractors costs as a percentage of Contractors revenue increased to 62.4 percent from 58.8 percent in 2024 as pricing pressures were not fully recovered from subcontractors in certain markets.

YTD: DOE increased by $27.4 million to $531.4 million as compared to $504.0 million in 2024, primarily due to a $28.7 million increase in segment revenue. As a percentage of segment revenue, DOE increased by 1.0 percent to 68.2 percent from 67.2 percent in 2024.

- Company costs increased by $28.3 million as higher purchased transportation, wages, and repairs and maintenance costs were somewhat offset by lower fuel costs. As a percentage of Company revenue, these expenses increased by 0.6 percent to 68.8 percent from 68.2 percent in 2024.
- Contractors costs decreased by $0.9 million due to the $6.4 million decrease in Contractors revenue. Contractors costs as a percentage of Contractors revenue increased to 61.6 percent from 56.5 percent in 2024 as pricing pressures were not fully recovered from subcontractors in certain markets.

Selling and Administrative Expenses

LTL

($ millions)	Three month periods ended December 31						Years ended December 31					
	2025		2024		Change		**2025**		2024		Change	
	$	**%***	$	%*	$	%	**$**	**%***	$	%*	$	%
Wages and benefits	**17.3**	**9.2**	17.4	9.2	(0.1)	(0.6)	**70.0**	**9.0**	67.6	9.0	2.4	3.6
Communications, utilities and general supplies	**10.0**	**5.3**	8.7	4.6	1.3	14.9	**37.0**	**4.7**	33.3	4.4	3.7	11.1
Profit share	**1.3**	**0.7**	1.4	0.7	(0.1)	(7.1)	**5.6**	**0.7**	6.2	0.8	(0.6)	(9.7)
Foreign exchange	**—**	**—**	—	—	—	—	**—**	**—**	—	—	—	—
Rent and other	**1.5**	**0.8**	0.8	0.4	0.7	87.5	**5.1**	**0.7**	3.9	0.6	1.2	30.8
Total	**30.1**	**16.0**	28.3	14.9	1.8	6.4	**117.7**	**15.1**	111.0	14.8	6.7	6.0

**as a percentage of total LTL revenue*

QTD: S&A expenses increased by $1.8 million to $30.1 million as compared to $28.3 million in 2024.

- The increases in communications, utilities and general supplies costs resulted from greater cost pressures.
- Acquisitions added $0.6 million of incremental S&A expenses.
- As a percentage of segment revenue, these expenses increased to 16.0 percent as compared to 14.9 percent in 2024 due to greater cost pressures.

YTD: S&A expenses increased by $6.7 million to $117.7 million as compared to $111.0 million in 2024.

- The increases in wages and benefits, and communications, utilities and general supplies costs resulted from greater cost pressures.
- Acquisitions added $3.3 million of incremental S&A expenses.
- As a percentage of segment revenue, these expenses increased slightly to 15.1 percent as compared to 14.8 percent in 2024 due to greater cost pressures.

OIBDA

QTD: Segment OIBDA was $28.6 million, a decrease of $2.8 million, or 8.9 percent, as compared to $31.4 million in 2024 as OIBDA from our existing Business Units (excluding acquisitions) declined from the prior year period due to some cost pressures that resulted in higher DOE and S&A expenses. This was somewhat offset by acquisitions adding $0.6 million of incremental OIBDA.

- Operating margin[1] decreased by 1.4 percent to 15.2 percent as compared to 16.6 percent in the prior year period, primarily due to higher DOE and S&A expenses as a percentage of segment revenue.

YTD: Segment OIBDA was $130.0 million, a decrease of $5.4 million, or 4.0 percent, as compared to $135.4 million in 2024 mainly due to an increase in DOE and S&A expenses, and from a $3.2 million decline in OIBDA in the first quarter of 2025 that resulted from demarketing the winter ice road project at Grimshaw Trucking L.P. Somewhat offsetting these decreases was $6.9 million of incremental OIBDA from acquisitions.

- Operating margin[1] decreased by 1.3 percent to 16.7 percent as compared to 18.0 percent in the prior year period, primarily due to higher DOE and S&A expenses as a percentage of segment revenue.

[1] Refer to the section entitled "Other Financial Measures".

Capital Expenditures

LTL	Three month periods ended December 31			Years ended December 31		
($ millions)	**2025**	2024	Change	**2025**	2024	Change
	$	$	$	**$**	$	$
Purchase of property, plant and equipment	**7.9**	6.8	1.1	35.2	29.0	6.2
Proceeds on sale of property, plant and equipment	**(0.8)**	(0.4)	(0.4)	(2.1)	(1.9)	(0.2)
Net capital expenditures[1]	**7.1**	6.4	0.7	33.1	27.1	6.0

- The majority of the capital invested in 2025 consisted of trucks, trailers and various pieces of operating equipment to support growth opportunities as well as replace older less efficient equipment.
- Net capital expenditures[1] increased by $0.7 million (YTD – $6.0 million) in the fourth quarter of 2025 as compared to the corresponding prior year periods due to the timing of equipment being received from suppliers.

L&W

LOGISTICS & WAREHOUSING

Highlights for the Quarter

This was another strong quarter for the L&W segment, primarily due to the previously announced acquisitions, which collectively contributed incremental revenues of $45.2 million. In the 11 Business Units owned for the full year, revenues were generally consistent year over year, declining by a modest $1.6 million, which we consider to be a positive given the challenges associated with cross border freight movements and the lack of investment in major equipment and capital goods by private business, a significant source of freight demand for the L&W segment. Gains at Mullen Trucking and Bandstra Transportation were offset by declines at Kleysen Group, Payne Transportation, Caneda Transport, and Cascade Carriers. These results reflect the role acquisitions have on segment growth, and the importance of diversity of service offerings, especially as trade and market disruptions continue to dominate the headlines.

Market Outlook

The previously announced acquisitions will drive revenue growth in 2026, as the segment benefits from a full year's results from Cole Canada and Zion. We are also cautiously optimistic that Canada will advance the "Nation Building Projects" from planning to shovel ready. Unfortunately, the timing of these initiatives remains uncertain. Nevertheless, our intent in 2026 is to begin the planning because capital projects, such as those announced, will have a significant freight component. We will also continue to focus on reducing costs across all Business Units with the introduction of new technologies and robotics in our warehouse operations. These initiatives are expected to contribute to a record year in terms of segment OIBDA, however, operating margins[1] will decline to approximately 17.0 percent annually, due to Cole Canada being a non-asset based business that generates lower margins.

[1] Refer to the section entitled "Other Financial Measures".

Revenue

L&W	Three month periods ended December 31						Years ended December 31					
($ millions)	**2025**		2024		Change		**2025**		2024		Change	
	$	**%**	$	%	$	%	**$**	**%**	$	%	$	%
Company	**117.7**	**57.5**	102.0	63.4	15.7	15.4	**413.0**	**56.0**	352.8	58.1	60.2	17.1
Contractors	**85.4**	**41.7**	57.7	35.9	27.7	48.0	**319.8**	**43.3**	250.2	41.2	69.6	27.8
Other	**1.5**	**0.8**	1.2	0.7	0.3	25.0	**5.3**	**0.7**	4.0	0.7	1.3	32.5
Total	**204.6**	**100.0**	160.9	100.0	43.7	27.2	**738.1**	**100.0**	607.0	100.0	131.1	21.6

QTD: Segment revenues were $204.6 million, an increase of 27.2 percent, or $43.7 million as compared to $160.9 million in 2024 and was due to the following:

- Acquisitions added $45.2 million of incremental revenues.
- Revenue from our Business Units (excluding acquisitions and fuel surcharge) decreased by $1.6 million as most Business Units recognized a decline in freight and logistics demand resulting from a lack of private capital investment in Canada.
- Fuel surcharge revenue increased by $0.1 million to $17.0 million.

QTD: Revenue Per Working Day L&W						
(unaudited) *($ millions)*		**2025**		**2024**		**Change**
Revenue	**$**	**204.6**	**$**	160.9	$	43.7
Working Days		**63**		62		1
Revenue Per Working Day	**$**	**3.2**	**$**	2.6	$	0.6

YTD: Segment revenues were $738.1 million, an increase of 21.6 percent, or $131.1 million as compared to $607.0 million in 2024 and was due to the following:

- Acquisitions added $142.0 million of incremental revenues.
- Revenue from our Business Units (excluding acquisitions and fuel surcharge) decreased by $5.0 million, reflecting the lack of growth in the economy.
- Fuel surcharge revenue decreased by $5.9 million to $60.7 million due to lower diesel fuel prices.

YTD: Revenue Per Working Day L&W						
(unaudited) *($ millions)*		**2025**		**2024**		**Change**
Revenue	**$**	**738.1**	**$**	607.0	$	131.1
Working Days		**252**		250		2
Revenue Per Working Day	**$**	**2.9**	**$**	2.4	$	0.5

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Direct Operating Expenses

L&W

($ millions)	Three month periods ended December 31						Years ended December 31					
	2025		2024		Change		**2025**		2024		Change	
	$	**%***	$	%*	$	%	**$**	**%***	$	%*	$	%
Company												
Wages and benefits	**27.0**	**22.9**	20.5	20.1	6.5	31.7	**93.5**	**22.6**	74.3	21.1	19.2	25.8
Fuel	**5.1**	**4.3**	5.8	5.7	(0.7)	(12.1)	**20.6**	**5.0**	23.3	6.6	(2.7)	(11.6)
Repairs and maintenance	**8.7**	**7.4**	8.0	7.8	0.7	8.7	**33.2**	**8.0**	31.1	8.8	2.1	6.8
Purchased transportation	**22.7**	**19.3**	18.9	18.5	3.8	20.1	**77.9**	**18.9**	61.4	17.4	16.5	26.9
Operating supplies	**8.7**	**7.4**	9.0	8.8	(0.3)	(3.3)	**25.0**	**6.1**	26.8	7.6	(1.8)	(6.7)
Other	**2.8**	**2.4**	2.4	2.4	0.4	16.7	**12.4**	**3.0**	10.3	2.9	2.1	20.4
	75.0	**63.7**	64.6	63.3	10.4	16.1	**262.6**	**63.6**	227.2	64.4	35.4	15.6
Contractors	**62.9**	**73.7**	41.5	71.9	21.4	51.6	**235.9**	**73.8**	179.5	71.7	56.4	31.4
Total	**137.9**	**67.4**	106.1	65.9	31.8	30.0	**498.5**	**67.5**	406.7	67.0	91.8	22.6

**as a percentage of respective L&W revenue*

QTD: DOE increased by $31.8 million to $137.9 million as compared to $106.1 million in 2024, primarily due to the $43.7 million increase in segment revenue. As a percentage of segment revenue, DOE increased by 1.5 percent to 67.4 percent from 65.9 percent in 2024.

- Company costs increased by $10.4 million, mainly due to higher wages and purchased transportation costs, which was somewhat offset by a decrease in operating supplies and fuel costs. As a percentage of Company revenue, these expenses increased by 0.4 percent to 63.7 percent from 63.3 percent in 2024, mainly due to lower operating supplies and fuel costs from the decline in diesel fuel prices.
- Contractors costs increased by $21.4 million to $62.9 million due to the $27.7 million increase in Contractors revenue. Contractors costs as a percentage of Contractors revenue increased as compared to the prior year period due to lower operating margins[1] recognized from our recent acquisitions.

YTD: DOE increased by $91.8 million to $498.5 million as compared to $406.7 million in 2024, primarily due to the $131.1 million increase in segment revenue. As a percentage of segment revenue, DOE increased slightly by 0.5 percent to 67.5 percent from 67.0 percent in 2024.

- Company costs increased by $35.4 million on higher Company revenue resulting from acquisitions. As a percentage of Company revenue, these expenses decreased by 0.8 percent to 63.6 percent from 64.4 percent, due to lower fuel costs from the decline in diesel fuel prices and lower operating supplies costs.
- Contractors costs increased by $56.4 million to $235.9 million due to the $69.6 million increase in Contractors revenue. Contractors costs as a percentage of Contractors revenue increased as pricing pressures were not fully recovered from subcontractors in certain markets and from lower operating margins[1] recognized from our recent acquisitions.

[1] Refer to the section entitled "Other Financial Measures".

Selling and Administrative Expenses

L&W												
	Three month periods ended December 31						Years ended December 31					
($ millions)	**2025**		2024		Change		**2025**		2024		Change	
	$	**%***	$	%*	$	%	**$**	**%***	$	%*	$	%
Wages and benefits	**18.3**	**8.9**	13.4	8.3	4.9	36.6	**66.8**	**9.1**	49.9	8.2	16.9	33.9
Communications, utilities and general supplies	**8.6**	**4.2**	6.1	3.8	2.5	41.0	**30.8**	**4.2**	21.7	3.6	9.1	41.9
Profit share	**1.9**	**0.9**	2.0	1.2	(0.1)	(5.0)	**7.0**	**0.9**	7.0	1.2	—	—
Foreign exchange	**0.2**	**0.1**	(0.6)	(0.4)	0.8	(133.3)	**0.8**	**0.1**	(1.1)	(0.2)	1.9	(172.7)
Rent and other	**0.3**	**0.2**	0.7	0.5	(0.4)	(57.1)	**1.5**	**0.2**	2.9	0.4	(1.4)	(48.3)
Total	**29.3**	**14.3**	21.6	13.4	7.7	35.6	**106.9**	**14.5**	80.4	13.2	26.5	33.0

**as a percentage of total L&W revenue*

QTD: S&A expenses increased by $7.7 million to $29.3 million as compared to $21.6 million in 2024.

- The increase of $7.7 million was mainly due to $9.2 million of incremental S&A expenses from acquisitions and from a $0.8 million negative variance in foreign exchange being somewhat offset by cost control efforts at our existing Business Units.
- As a percentage of segment revenue, these expenses increased to 14.3 percent from 13.4 percent in 2024, mainly due to higher S&A expenses from acquisitions.

YTD: S&A expenses increased by $26.5 million to $106.9 million as compared to $80.4 million in 2024.

- The increase of $26.5 million was due to $30.3 million of incremental S&A expenses from acquisitions and from a $1.9 million negative variance in foreign exchange being somewhat offset by cost control efforts at our existing Business Units.
- As a percentage of segment revenue, these expenses increased to 14.5 percent from 13.2 percent in 2024, due to higher S&A expenses from acquisitions and from the negative impact from foreign exchange.

OIBDA

QTD: Segment OIBDA was $37.4 million, an increase of $4.2 million, or 12.7 percent, as compared to $33.2 million in 2024 due to $4.9 million of incremental OIBDA from acquisitions.

- Operating margin[1] declined by 2.3 percent to 18.3 percent as compared to 20.6 percent in 2024, primarily due to the impact of lower margins generated by our asset light acquisition of Cole Canada. Excluding the impact of Cole Canada, operating margin[1] would have been 20.4 percent, a 0.2 percent decline from 2024. Operating margin[1] from our existing Business Units were virtually flat, declining by 0.2 percent.

YTD: Segment OIBDA was $132.7 million, an increase of $12.8 million, or 10.7 percent, as compared to $119.9 million in 2024 due to $16.0 million of incremental OIBDA from acquisitions. OIBDA from our existing Business Units (excluding acquisitions) decreased as compared to 2024 due to a decline in freight and logistics demand.

- Operating margin[1] declined by 1.8 percent to 18.0 percent as compared to 19.8 percent in 2024, primarily due to a more competitive pricing environment and lower margins generated by our asset light acquisition of Cole Canada. Excluding the impact of acquisitions, operating margin[1] would have been 19.6 percent, a 0.2 percent decline from 2024. Operating margin[1] from our existing Business Units were virtually flat as compared to 2024.

[1] Refer to the section entitled "Other Financial Measures".

Capital Expenditures

L&W						
	Three month periods ended December 31			Years ended December 31		
($ millions)	**2025**	2024	Change	**2025**	2024	Change
	$	$	$	**$**	$	$
Purchase of property, plant and equipment	**8.0**	10.0	(2.0)	21.6	21.1	0.5
Proceeds on sale of property, plant and equipment	**(1.1)**	(0.3)	(0.8)	(3.9)	(2.5)	(1.4)
Net capital expenditures[1]	**6.9**	9.7	(2.8)	17.7	18.6	(0.9)

- The majority of the capital invested in 2025 consisted of trucks, trailers and various pieces of operating equipment to replace older less efficient equipment. The majority of capital sold during 2025 consisted of various pieces of older less efficient operating equipment.
- Net capital expenditures[1] decreased by $2.8 million in the fourth quarter due to the timing of equipment being received from suppliers.
- Net capital expenditures[1] in 2025 was fairly consistent as compared to the corresponding prior year.

S&I

SPECIALIZED & INDUSTRIAL SERVICES

Highlights for the Quarter

The S&I segment operating results were down compared to prior year. Commodity price fluctuations, precipitated by geopolitical and tariff issues, curbed our customers' capital investment and maintenance plans in 2025. From a revenue perspective, our businesses tied to production services, including maintenance and turnaround work, recorded less revenue as customers elected to defer such projects to a later time and we demarketed some customers that had unrealistic rate requests. Drilling activity in the Western Canadian Sedimentary Basin was also subdued, impacting those Business Units tied to drilling with the exception of our water disposal business, which recorded increased revenue aided by investments made to increase our injection capacity. From an operating margin[1] perspective, our results were largely in line with prior year reflecting the diversity of our operations within this segment.

Market Outlook

We are projecting improved operating results for the S&I segment for 2026, which does not include any work that may come from "Nation Building Projects". We will realize a full year of increased injectivity capacity with our well disposal business, increased services tied to dewatering services from our expansion into northwestern Ontario, and we are seeing some new pipeline related work. When the "Nation Building Projects" are finally sanctioned and construction begins, our S&I segment will benefit, most notably from pipeline construction, mining development and increases in drilling activity in western Canada. We will also transact on acquisitions that meet our investment return thresholds and strengthen our service offerings tied to "Nation Building Projects".

[1] Refer to the section entitled "Other Financial Measures".

Revenue

S&I												
	Three month periods ended December 31						Years ended December 31					
($ millions)	**2025**		2024		Change		**2025**		2024		Change	
	$	**%**	$	%	$	%	**$**	**%**	$	%	$	%
Company	**70.1**	**81.1**	82.9	79.9	(12.8)	(15.4)	**335.6**	**82.0**	360.1	78.8	(24.5)	(6.8)
Contractors	**15.4**	**17.8**	19.6	18.9	(4.2)	(21.4)	**69.4**	**17.0**	92.5	20.2	(23.1)	(25.0)
Other	**0.9**	**1.1**	1.3	1.2	(0.4)	(30.8)	**4.2**	**1.0**	4.5	1.0	(0.3)	(6.7)
Total	**86.4**	**100.0**	103.8	100.0	(17.4)	(16.8)	**409.2**	**100.0**	457.1	100.0	(47.9)	(10.5)

QTD: Segment revenues were $86.4 million, a decrease of 16.8 percent, or $17.4 million as compared to $103.8 million in 2024. This decrease was due to an $8.2 million decline from our production services Business Units resulting from the impact of lower commodity prices on customer demand along with demarketing some customers in certain markets. Other factors impacting revenues were:

- Revenues generated by the drilling related services Business Units declined by $6.2 million on lower demand for their services.
- Revenues generated by our specialized services Business Units decreased by $3.2 million mainly due to lower demand for dewatering services.
- Fuel surcharge revenue decreased by $1.0 million to $1.0 million due to lower diesel fuel prices.

QTD: Revenue Per Working Day S&I						
(unaudited) *($ millions)*		**2025**		**2024**		**Change**
Revenue	**$**	**86.4**	**$**	103.8	$	(17.4)
Working Days		**63**		62		1
Revenue Per Working Day	**$**	**1.4**	**$**	1.7	$	(0.3)

YTD: Segment revenues were $409.2 million, a decrease of 10.5 percent, or $47.9 million as compared to $457.1 million in 2024. This decrease was due to a $30.1 million decline from our production services Business Units resulting from a reduction in facility maintenance and turnaround projects, the impact of lower commodity prices on customer demand along with demarketing some customers in certain markets. Other factors impacting revenues were:

- A $17.7 million decline in revenues generated by the drilling related services Business Units on lower demand mainly in the northeast British Columbia region tied to natural gas activity.
- Premay Pipeline Hauling L.P. recognized a $7.3 million decline in revenue due to lower demand for its services.
- Canadian Dewatering generated a $4.3 million increase in revenues on strong demand for its services.
- Fuel surcharge revenue decreased by $3.7 million to $4.9 million due to lower diesel fuel prices.

YTD: Revenue Per Working Day S&I						
(unaudited) *($ millions)*		**2025**		**2024**		**Change**
Revenue	**$**	**409.2**	**$**	457.1	$	(47.9)
Working Days		**252**		250		2
Revenue Per Working Day	**$**	**1.6**	**$**	1.8	$	(0.2)

Direct Operating Expenses

S&I

($ millions)	Three month periods ended December 31						Years ended December 31					
	2025		2024		Change		**2025**		2024		Change	
	$	**%***	$	%*	$	%	**$**	**%***	$	%*	$	%
Company												
Wages and benefits	**17.5**	**25.0**	20.8	25.1	(3.3)	(15.9)	**82.0**	**24.4**	88.6	24.6	(6.6)	(7.4)
Fuel	**5.0**	**7.1**	6.4	7.7	(1.4)	(21.9)	**21.8**	**6.5**	26.8	7.4	(5.0)	(18.7)
Repairs and maintenance	**15.3**	**21.8**	14.8	17.9	0.5	3.4	**58.0**	**17.3**	58.9	16.4	(0.9)	(1.5)
Purchased transportation	**5.0**	**7.1**	5.3	6.4	(0.3)	(5.7)	**21.3**	**6.3**	20.9	5.8	0.4	1.9
Operating supplies	**7.3**	**10.4**	8.8	10.6	(1.5)	(17.0)	**38.1**	**11.4**	39.6	11.0	(1.5)	(3.8)
Other	**1.7**	**2.5**	2.2	2.6	(0.5)	(22.7)	**8.6**	**2.6**	10.4	2.9	(1.8)	(17.3)
	51.8	**73.9**	58.3	70.3	(6.5)	(11.1)	**229.8**	**68.5**	245.2	68.1	(15.4)	(6.3)
Contractors	**12.3**	**79.9**	15.9	81.1	(3.6)	(22.6)	**56.9**	**82.0**	75.9	82.1	(19.0)	(25.0)
Total	**64.1**	**74.2**	74.2	71.5	(10.1)	(13.6)	**286.7**	**70.1**	321.1	70.2	(34.4)	(10.7)

**as a percentage of respective S&I revenue*

QTD: DOE decreased by $10.1 million to $64.1 million as compared to $74.2 million in 2024 due to the $17.4 million decrease in segment revenue. As a percentage of segment revenue, DOE increased by 2.7 percent to 74.2 percent from 71.5 percent in 2024 due to higher Company costs as a percentage of respective revenue.

- Company costs decreased in absolute dollar terms due to the year over year decrease in Company revenue. Company costs increased as a percentage of Company revenue due to increased repairs and maintenance costs, which were somewhat offset by lower fuel costs.
- Contractors costs as a percentage of Contractors revenue decreased as compared to the prior year due to the greater availability of subcontractors in certain markets.

YTD: DOE decreased by $34.4 million to $286.7 million as compared to $321.1 million in 2024 due to the $47.9 million decrease in segment revenue. As a percentage of segment revenue, DOE decreased by 0.1 percent to 70.1 percent from 70.2 percent in 2024 due to a greater proportion of Company revenue, which has higher operating margins[1].

- Company costs decreased in absolute dollar terms due to the decrease in Company revenue. Company costs increased slightly as a percentage of Company revenue due to higher repairs and maintenance, and purchased transportation costs.
- Contractors costs as a percentage of Contractors revenue decreased as compared to the prior year due to the greater availability of subcontractors in certain markets.

[1] Refer to the section entitled "Other Financial Measures".

Selling and Administrative Expenses

S&I												
	Three month periods ended December 31						Years ended December 31					
($ millions)	**2025**		2024		Change		**2025**		2024		Change	
	$	**%***	$	%*	$	%	**$**	**%***	$	%*	$	%
Wages and benefits	**7.0**	**8.1**	8.0	7.7	(1.0)	(12.5)	**28.7**	**7.0**	29.6	6.5	(0.9)	(3.0)
Communications, utilities and general supplies	**3.8**	**4.4**	4.2	4.0	(0.4)	(9.5)	**14.9**	**3.6**	15.9	3.5	(1.0)	(6.3)
Profit share	**0.6**	**0.7**	0.8	0.8	(0.2)	(25.0)	**3.8**	**0.9**	4.3	0.9	(0.5)	(11.6)
Foreign exchange	**—**	**—**	—	—	—	—	**—**	**—**	—	—	—	—
Rent and other	**0.3**	**0.3**	0.4	0.4	(0.1)	(25.0)	**1.5**	**0.5**	1.3	0.3	0.2	15.4
Total	**11.7**	**13.5**	13.4	12.9	(1.7)	(12.7)	**48.9**	**12.0**	51.1	11.2	(2.2)	(4.3)

**as a percentage of total S&I revenue*

QTD: S&A expenses were $11.7 million as compared to $13.4 million in 2024.

- The decrease of $1.7 million was due to cost control efforts associated with wages and benefits, and communications, utilities and general supplies costs.
- As a percentage of segment revenue, these expenses increased to 13.5 percent as compared to 12.9 percent in 2024.

YTD: S&A expenses were $48.9 million as compared to $51.1 million in 2024.

- The decrease of $2.2 million was due to cost control efforts associated with wages and benefits, and communications, utilities and general supplies costs.
- As a percentage of segment revenue, these expenses increased to 12.0 percent as compared to 11.2 percent in 2024.

OIBDA

QTD: Segment OIBDA was $10.6 million, a decrease of $5.6 million as compared to $16.2 million in 2024. The production services Business Units recognized a $2.7 million decrease in OIBDA due to demarketing some customers in certain markets. The specialized services Business Units recognized a $3.8 million decrease in OIBDA mainly driven by a decline in demand for water management services at Canadian Dewatering. The drilling related services Business Units recognized a $1.0 million increase in OIBDA as there was greater demand for disposal services at Envolve.

- Operating margin[1] decreased to 12.3 percent as compared to 15.6 percent in 2024 on higher DOE and S&A expenses as a percentage of segment revenue.

YTD: Segment OIBDA was $73.6 million, a decrease of $11.3 million as compared to $84.9 million in 2024. The production services Business Units recognized an $8.4 million decrease in OIBDA due to a reduction in facility maintenance and turnaround projects, lower overall customer demand, and from demarketing some customers in certain markets. The drilling related services Business Units recognized a $0.5 million increase in OIBDA due to greater demand for disposal services at Envolve. The specialized services Business Units had a $3.4 million decrease in OIBDA due to lower demand for their services.

- Operating margin[1] decreased slightly to 18.0 percent as compared to 18.6 percent in 2024 on higher S&A expenses as a percentage of segment revenue.

[1] Refer to the section entitled "Other Financial Measures".

Capital Expenditures

S&I	Three month periods ended December 31			Years ended December 31		
($ millions)	**2025**	2024	Change	**2025**	2024	Change
	$	$	$	**$**	$	$
Purchase of property, plant and equipment	**12.5**	1.9	10.6	**33.6**	16.5	17.1
Proceeds on sale of property, plant and equipment	**(1.0)**	(2.1)	1.1	**(11.6)**	(8.5)	(3.1)
Net capital expenditures[1]	**11.5**	(0.2)	11.7	**22.0**	8.0	14.0

- The majority of the capital invested in 2025 consisted of drilling two disposal wells for Envolve to replace one well and to increase capacity at our processing and disposal facility to meet strong customer demand. Capital invested in 2025 also consisted of trucks and trailers to support strong demand at Cascade Energy and for operating equipment to replace older less efficient equipment at Canadian Dewatering.
- Net capital expenditures[1] increased as compared to the prior year periods due to the increase in capital invested in the segment being somewhat offset by the sale of the remaining assets of TREO in 2025.

US 3PL

U.S. & INTERNATIONAL LOGISTICS

Highlights for the Quarter

Our US 3PL segment recorded improved operating results in 2025, all of which came from acquisitions. The addition of Cole USA to the US 3PL segment part way through the year, with its specific focus on customs brokerage services, has proven to be timely with the many geopolitical issues tied to global trade, as they were able to capitalize on complex transactions related to calculating U.S. customs and tariffs. HAUListic's results were largely in line with the prior year, providing early evidence that the freight market may be tightening. In the final quarter of 2025, we launched cross selling initiatives between HAUListic and Cole USA, which will be an area of focus in 2026.

Market Outlook

U.S. economic growth is projected to remain steady for 2026, and tariffs appear to be a tool to be used by the U.S. to manage trade negotiations with other countries. In addition, regulatory enforcement of qualifications, safety standards and English proficiency of commercial drivers is shrinking trucking capacity in the U.S. All of this bodes well for our US 3PL segment. HAUListic remains focused on recruiting new independent sales groups while enhancing its proprietary SilverExpress™ technology with new applications, including AI. Cole USA has added to its business development team with a focus on expanding service capabilities into underserviced geographic areas in the U.S. A key priority for 2026 remains the cross selling of the services of both Business Units amongst their respective customers. With all this and the fact that we have Cole USA for a full year, we are expecting the US 3PL segment to outperform 2025.

[1] Refer to the section entitled "Other Financial Measures".

Revenue

US 3PL

($ millions)	Three month periods ended December 31 2025 $	2025 %	2024 $	2024 %	Change $	Change %	Years ended December 31 2025 $	2025 %	2024 $	2024 %	Change $	Change %
Company	**6.9**	**12.3**	—	—	6.9	—	**16.0**	**7.3**	—	—	16.0	—
Contractors	**49.5**	**87.9**	47.5	100.0	2.0	4.2	**203.2**	**92.7**	184.5	100.0	18.7	10.1
Other	**(0.1)**	**(0.2)**	—	—	(0.1)	—	**—**	**—**	—	—	—	—
Total	**56.3**	**100.0**	47.5	100.0	8.8	18.5	**219.2**	**100.0**	184.5	100.0	34.7	18.8

QTD: Segment revenues were $56.3 million, an increase of 18.5 percent, or $8.8 million as compared to $47.5 million in 2024 due to $9.0 million of incremental revenue from Cole USA. HAUListic generated slightly lower revenue as compared to the prior year.

QTD: Revenue Per Working Day US 3PL

(unaudited) *($ millions)*		**2025**		**2024**		**Change**
Revenue	**$**	**56.3**	$	47.5	$	8.8
Working Days		**63**		62		1
Revenue Per Working Day	**$**	**0.9**	$	0.8	$	0.1

YTD: Segment revenues were $219.2 million, an increase of 18.8 percent, or $34.7 million as compared to $184.5 million in 2024 due to $35.4 million of incremental revenue from Cole USA. HAUListic generated slightly lower revenue as compared to the prior year.

YTD: Revenue Per Working Day US 3PL

(unaudited) *($ millions)*		**2025**		**2024**		**Change**
Revenue	**$**	**219.2**	$	184.5	$	34.7
Working Days		**252**		250		2
Revenue Per Working Day	**$**	**0.9**	$	0.7	$	0.2

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Direct Operating Expenses

US 3PL

($ millions)	Three month periods ended December 31						Years ended December 31					
	2025		2024		Change		**2025**		2024		Change	
	$	**%***	$	%*	$	%	**$**	**%***	$	%*	$	%
Company												
Wages and benefits	**2.0**	**29.0**	—	—	2.0	—	**4.5**	**28.1**	—	—	4.5	—
Fuel	**—**	**—**	—	—	—	—	**—**	**—**	—	—	—	—
Repairs and maintenance	**—**	**—**	—	—	—	—	**—**	**—**	—	—	—	—
Purchased transportation	**—**	**—**	—	—	—	—	**—**	**—**	—	—	—	—
Operating supplies	**—**	**—**	—	—	—	—	**—**	**—**	—	—	—	—
Other	**0.8**	**11.6**	0.3	—	0.5	166.7	**3.1**	**19.4**	1.0	—	2.1	210.0
	2.8	**40.6**	0.3	—	2.5	833.3	**7.6**	**47.5**	1.0	—	6.6	660.0
Contractors	**45.2**	**91.3**	43.3	91.2	1.9	4.4	**186.5**	**91.8**	167.7	90.9	18.8	11.2
Total	**48.0**	**85.3**	43.6	91.8	4.4	10.1	**194.1**	**88.5**	168.7	91.4	25.4	15.1

**as a percentage of respective US 3PL revenue*

QTD: DOE were $48.0 million as compared to $43.6 million in 2024. The increase of $4.4 million was due to the $8.8 million increase in segment revenue.

- As a percentage of segment revenue, DOE was down 6.5 percent due to higher margins at Cole USA.

YTD: DOE were $194.1 million as compared to $168.7 million in 2024. The increase of $25.4 million was due to the $34.7 million increase in segment revenue.

- As a percentage of segment revenue, DOE decreased to 88.5 percent as compared to 91.4 percent in 2024 due to higher margins at Cole USA.

Selling and Administrative Expenses

US 3PL

($ millions)	Three month periods ended December 31						Years ended December 31					
	2025		2024		Change		**2025**		2024		Change	
	$	**%***	$	%*	$	%	**$**	**%***	$	%*	$	%
Wages and benefits	**2.9**	**5.2**	2.3	4.8	0.6	26.1	**10.6**	**4.8**	9.6	5.2	1.0	10.4
Communications, utilities and general supplies	**1.4**	**2.5**	0.7	1.5	0.7	100.0	**4.6**	**2.1**	3.0	1.6	1.6	53.3
Profit share	**0.1**	**0.2**	—	—	0.1	—	**0.1**	**—**	0.1	0.1	—	—
Foreign exchange	**0.4**	**0.7**	(0.5)	(1.1)	0.9	(180.0)	**0.5**	**0.2**	(0.7)	(0.4)	1.2	(171.4)
Rent and other	**0.3**	**0.5**	0.3	0.7	—	—	**0.8**	**0.5**	1.1	0.6	(0.3)	(27.3)
Total	**5.1**	**9.1**	2.8	5.9	2.3	82.1	**16.6**	**7.6**	13.1	7.1	3.5	26.7

**as a percentage of total US 3PL revenue*

QTD: S&A expenses were $5.1 million as compared to $2.8 million in 2024. The increase of $2.3 million was due to $1.8 million of incremental S&A expenses from Cole USA and from a $0.9 million negative variance in foreign exchange.

- As a percentage of segment revenue, S&A expenses increased as compared to the prior year.

YTD: S&A expenses were $16.6 million as compared to $13.1 million in 2024. The increase of $3.5 million was due to $2.9 million of incremental S&A expenses from Cole USA and from a $1.2 million negative variance in foreign exchange.

- As a percentage of segment revenue, S&A expenses were relatively consistent with the prior year.

OIBDA

QTD: Segment OIBDA was $3.2 million, an increase of $2.1 million as compared to $1.1 million in 2024, primarily due to $2.7 million of incremental OIBDA from Cole USA.

- Operating margin[1] improved to 5.7 percent from 2.3 percent in 2024, primarily due to higher margins at Cole USA.
- Operating margin[1] as a percentage of net revenue[1, 2] was 28.8 percent as compared to 28.2 percent in 2024 due to higher margins at Cole USA.

YTD: Segment OIBDA was $8.5 million, an increase of $5.8 million as compared to $2.7 million in 2024, primarily due to $7.2 million of incremental OIBDA from Cole USA.

- Operating margin[1] improved to 3.9 percent from 1.5 percent in 2024, primarily due to higher margins at Cole USA.
- Operating margin[1] as a percentage of net revenue[1, 2] was 26.0 percent as compared to 17.1 percent in 2024 due to higher margins at Cole USA.

Capital Expenditures

This asset light operating segment did not have any capital expenditures or dispositions and therefore generates cash in excess of its operating needs.

CORPORATE

The Corporate Office recorded a loss of $6.4 million in the fourth quarter of 2025 as compared to a gain of $3.1 million in the same period in 2024. The $9.5 million increase was mainly attributable to a $9.7 million negative variance in foreign exchange.

In 2025, the Corporate Office recorded a loss of $29.2 million as compared to a loss of $10.7 million in 2024. This $18.5 million increase was mainly due to a $14.9 million negative variance in foreign exchange, from higher wages to prepare for future growth, and from higher information technology costs.

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[1] Refer to the section entitled "Other Financial Measures".

[2] Refer to the section entitled "Non-IFRS Financial Measures".

GOVERNANCE

PRINCIPAL RISKS AND UNCERTAINTIES

The nature of both our business and our strategy means that we face a number of inherent risks and uncertainties. We endeavour to manage these risks within the context of our understanding of market trends along with maintaining a strategic goal of achieving satisfactory shareholder returns.

The operational complexities inherent in our business, together with the highly regulated and competitive environment of the industries in which we operate, leave Mullen Group exposed to a number of risks and uncertainties that may affect Mullen Group's future financial and operational performance (collectively, the "**risks**").

The Board is responsible for approving our organization's level of risk tolerance and for overseeing the management of the risks the organization faces. Risk oversight guidance is set forth in the Mullen Group Board mandate. We define risk as: "The possibility that an event, action or circumstance may adversely affect the organization's ability to achieve its business objectives." A risk management review process has been formalized to assist in mitigating risks which highlights the significant risks that our business is exposed to and leads to mitigation plans. Although we have developed and implemented mitigation plans to assist in managing these risks, there is no certainty these strategies will be successful in whole or in part. In addition, the inability to identify, assess and respond to known and unknown risks through the risk management review process could lead to, among other things, our inability to capture opportunities, recognize threats and inefficiencies and comply with laws and regulations, all of which may have a material adverse effect on our business or the market price of our securities.

We believe that the risks described below are the ones that could have the most significant impact on the Corporation. Readers are cautioned that the list of risks is not exhaustive and new information, future events or changing circumstances could affect our operations and financial results, which may reduce or restrict our ability to pay a dividend to our shareholders and may materially affect the market price of our securities. We encourage you to review and carefully consider the risks described below, which may impact or materially adversely affect our business, financial condition, results of operations, cash flows or prospects. Additional risks and uncertainties not currently known to us or that we currently deem immaterial may also adversely affect our business and operations.

For ease of reference, we have categorized the most significant risks identified by Mullen Group in the following five categories:

STRATEGIC RISKS:	FINANCIAL RISKS:	OPERATIONAL RISKS:	HUMAN RESOURCES RISKS:	INFORMATION TECHNOLOGY RISKS:
• geopolitical risks • general economy • market & industry shifts • natural resources & energy transition • changes in the legal framework • acquisitions • competition • failure to maintain innovation • supply chain evolution & tariffs • public health emergencies • political & government shifts	• foreign exchange rates • interest rates • liquidity & access to financing • reliance on major customers • impairment of goodwill or intangible assets • credit risk • investments	• cost escalation & fuel costs • potential operating risks & insurance • business continuity, disaster recovery & crisis management • environmental liability risks • weather & seasonality • access to parts & relationships with key suppliers	• leadership & succession • employee management & labour relations	• cyber security • IT infrastructure, software, & cloud services • complexity & efficiency

STRATEGIC RISKS

Strategic risks are threats to an organization's ability to achieve its long-term goals, stemming from fundamental decisions, poor execution, or external changes that affect its strategic direction, such as market shifts, new technologies, competitive threats or internal failures in planning. Unlike daily operational risks, strategic risks impact the entire business model, undermining its competitive advantage and sustainability.

Key aspects of strategic risks include: (a) internal sources such as poor strategic planning, unsuccessful acquisitions, changes in leadership or failure to adapt to new technology; and (b) external sources over which the corporation exercises no influence such as regulatory changes, geopolitical events, evolving customer demands, economic shifts and new competitors. The impact of each source can lead to revenue loss, diminished market share, damaged reputation and failure to meet a corporation's goals and priorities.

The strategic risks relevant to Mullen Group are outlined and discussed below.

Geopolitical Risks

Risk Description & Impact

Geopolitical risks refer to the uncertainties and potential disruptions arising from political, economic or military tensions between countries or regions. These risks can impact global markets, supply chains and business operations, often resulting from conflicts, sanctions or sudden policy changes. Organizations must monitor and adapt to these risks to maintain resilience and ensure continued success in an interconnected world. Economic and political systems, global trade tensions and certain judicial decisions have created uncertainty that has negatively impacted investment sentiment in Canada and in the oil and gas sector specifically. There is a noticeable trend toward protectionist policies globally, which aim to protect domestic industries but often result in increased barriers to international trade. This trend can lead to a fragmented global trade system, affecting the predictability and cost-effectiveness of transportation and logistics operations. Of note is the negative impact of U.S. foreign policy on Canada, a nation that is landlocked with stranded assets and no capital investment flowing into the country.

Mullen Group faces a range of geopolitical risks that could impact its operations and growth. These include fluctuations in trade policies, cross-border regulations and international relations – particularly those involving Canada's major trading partners such as the United States and Mexico. Changes in tariffs, customs procedures and transportation security measures can affect supply chains and delivery timelines. Additionally, global political instability, sanctions and energy market volatility may influence fuel prices and route availability, further challenging the Corporation's ability to maintain efficient service and profitability.

Risk Management

In consideration of this risk, we strive to be flexible and resilient, we monitor risks proactively, and we have adopted a diversification strategy. We service an extensive customer base from diverse industries covering a broad geographic area. In addition, we actively manage the mix of company equipment and Contractors we use to service our customers. We also ensure that we have the appropriate technology in place to offset certain inefficiencies that can stem from this risk. In our opinion, these diversification and operating strategies ensure, as much as reasonably possible, that we are not overly exposed to any single economic trend. We also ensure we have a well structured balance sheet that allows us to manage through all economic cycles.

General Economy

Risk Description & Impact

General economic risk refers to the potential for broad economic factors – such as recession, inflation, or interest rate changes – to negatively impact financial markets, businesses and individuals. These risks can lead to decreased consumer spending, reduced investment and increased unemployment across various sectors. Because they affect the overall economic environment, general economy risks can impact Mullen Group's financial performance and our ability to execute on our strategy effectively. Trade disruptions may pose a substantial risk to Mullen Group. A weak economy can reduce demand for transportation and logistics services, while economic booms can strain capacity.

General economic activity is the main driver of demand levels for our LTL, L&W and US 3PL segments. Uncertainty about the health of the North American economy or trade patterns could have a material adverse effect on the operations of our LTL, L&W and US 3PL segments and, to a lesser degree, our S&I segment (to the extent that the economy affects commodity pricing with respect to oil and natural gas, in particular), and our overall financial condition. An economic recession may result in a decrease or substantial reduction in revenue as a result of: (a) lower overall freight levels, which negatively affect asset utilization and margin; (b) customers bidding out freight or selecting competitors offering lower rates in an attempt to lower their costs; and (c) customers with credit issues and cash flow problems.

2025 saw a minimal to no growth economy in Canada with annualized GDP growth estimated at 1.2 percent. This was coupled with supply chain challenges, global trade uncertainties and lack of capital investment and projects in Canada. Risks remain regarding the decline in global free trade, tariffs and tensions in the geopolitical and trade environment.

Risk Management

In consideration of this risk, we service an extensive customer base from diverse industries covering a broad geographic area. In addition, we actively manage the mix of company equipment and Contractors we use to service our customers. During periods of peak demand, we tend to use a higher volume of Contractors, which yield lower margins, but protects us from the downside risk and fixed costs associated with a larger fleet of company equipment during periods of lower demand. We have also invested in intermodal containers and fuel-efficient equipment to assist in the management of increased costs. We have been able to adapt to changes in consumer spending patterns and the evolution and prominence of digital commerce purchases and supply chain change. In our view, these diversification and operating strategies ensure, as much as possible, that we are not overly exposed to any single economic trend.

Market & Industry Shifts

Risk Description & Impact

Mullen Group faces a variety of risks tied to ongoing market and industry shifts. These challenges arise from evolving customer demands, technological disruption, regulatory change, competitive dynamics and broader economic factors that may influence the Corporation's operational effectiveness and financial results. A trend known as the "Amazon effect" has reshaped consumer expectations for next-day delivery, real-time tracking, and seamless returns, raising the bar for service standards. Failure to keep pace with these heightened expectations may lead to lost business opportunities and margin compression, as substantial investments in technology, automation and fleet modernization become necessary. Another trend is the Driver Inc. model which involves the misclassification of employees as independent contractors. While some competitors use Driver Inc. to reduce labour costs, this practice presents a potential for unfair competition that can erode market share for compliant operators like Mullen Group. The transportation sector is highly competitive, with new entrants and ongoing industry consolidation. Aggressive pricing, innovative service offerings and global expansion by competitors can threaten Mullen Group's position and profitability, especially as some rivals may exploit cost advantages through models like Driver Inc.

Risk Management

Mullen Group manages this risk through its diversified business model. In particular, we focus on servicing communities outside of major city centers through our vast LTL network in Canada. We manage the impact of the Driver Inc. model by minimizing our exposure to full truckload services (where we believe many of our competitors using the Driver Inc. model operate) and using owner operators where necessary. We further manage this risk through continual investment in technology and process innovation to meet and exceed evolving customer expectations and provide flexibility in service offerings and rapid adaptation to digital commerce trends. We engage in vigilant monitoring and compliance with regulatory changes. We continue to complete acquisitions and investments in verticals where we see growth potential or a competitive mote supporting scale and service capability expansion. Lastly, our robust financial management practices help counter economic volatility and fluctuating costs. Proactive adaptation, compliance and strategic planning remain crucial as the industry continues to transform.

Natural Resources & Energy Transition

Risk Description & Impact

Natural resources are materials or substances that occur in nature and can be used for economic benefits. Canada, being rich in natural resources such as oil, gas, timber and minerals, relies heavily on their extraction and management to fuel its economy. Approximately 19.2 percent of our revenue is directly related to the natural resources and energy industry with 7.5 percent of that revenue tied to oil and natural gas drilling activity and oil sands development in western Canada. The industry's activity is influenced by factors such as hydrocarbon prices, infrastructure capacity, capital access, regulatory and environmental considerations and evolving energy demand. As the world shifts toward sustainable energy, Canadian energy service companies face regulatory, market, operational and reputational risks, including reduced demand due to fuel conservation and emerging technologies.

In 2025 Canada's natural resources and energy industry showed a mixed performance. The real GDP of the natural resources sector rose 1.6 percent in the first quarter, with energy, forestry and minerals and mining subsectors contributing positively. Despite some challenges, the natural resource sector saw an increase in GDP to $357.5 billion representing 12.1 percent of the Canadian economy. However, the lack of capital projects in this industry has adversely affected this sector and those that operate within it. The recent events in Venezuela have created some uncertainty in the market and in particular the oil and natural gas industry.

As a service provider to this sector, we are directly impacted by and reliant on its level of capital and operational expenditures. Another sudden decline as experienced in 2020 or a more prolonged decline of oil and/or natural gas prices will have a negative impact on drilling activity, oil sands maintenance and further oil sands development, which would negatively affect S&I segment operations and our overall financial condition. Conversely, a resurgence of oil and/or natural gas prices and increased demand should have a positive impact on S&I segment operations and our overall financial condition.

Ultimately, our service pricing is subject to aggregate industry demand and the availability of service equipment and qualified personnel. In addition, the long-term impact of changing demand for oil and gas products could have a material adverse effect on our business, results of operations and financial condition.

Risk Management

To mitigate this risk and potential uncertainty we pivoted away from this industry and made investments in the more stable LTL, L&W and US 3PL segments. Regardless, we continually assess the requirements for further investments in our S&I segment and have diversified our operations within this segment in 2025 with a new investment into a facility in northern Ontario tied to the minerals and mining industry.

In addition, we endeavour to ensure that our capital allocation, costs and pricing are appropriate for the anticipated level of natural resource and energy development. We recognize the cyclical and volatile nature of drilling activity and mitigate the associated risks as much as reasonably possible through a combination of a disciplined capital allocation process and a focus on maintaining long-term relationships with large-cap mining and oil and gas companies.

Changes in the Legal Framework

Risk Description & Impact

Our operations are governed by various federal, provincial and local regulations, including income tax laws, and may also be impacted by international trade agreements and border policies. Customers in the natural resources sector face regulations such as royalties, environmental standards, and greenhouse gas ("**GHG**") emission reductions, while E&Ps must obtain multiple permits for major projects, which can be denied or challenged. Changes in these regulations could significantly affect the transportation and energy industries, as well as our operations and cash flow. Alterations to tax laws or interpretations may impact our financial performance, income taxes, and effective tax rate, while new accounting standards could further influence results. Climate regulations and emissions related taxes may cause project delays and increased costs, affecting profitability and investment, though the full impact remains uncertain. The industry may also face new environmental rules, potentially increasing future capital expenditures. There can be no assurance that such regulations, including those relating to the oil and gas industry and the transportation industry, will not be changed in a manner that adversely affects our organization. Any such change could have a material adverse effect on our business, results of operations and financial condition. Our customers are similarly subject to regulations and there can be no assurance that those regulations will not be changed in a manner that adversely affects them and, in turn, Mullen Group.

Risk Management

The diversity of our Business Units and our decentralized business model may diminish the effect that a change in the legal framework could have on Mullen Group as a whole. This diversification strategy has resulted in investment in several sectors of the economy, most notably in transportation and logistics and energy services, as well as in many geographic regions. We monitor proposed legislative changes and participate with industry associations in advocating for reasonable and non-disruptive regulatory changes. Further, we engage tax experts to provide advice and review our corporate tax and other filings' returns, evaluate changes in regulations and opine on how such changes may impact our tax obligations and financial results.

Acquisitions

Risk Description & Impact

Our growth strategy has focused on acquiring strategic and complementary businesses. We regularly assess potential acquisitions to enhance our services, but these processes involve risks and face competition, which may limit suitable opportunities – especially if vendor expectations and valuations are unrealistic. Realizing acquisition benefits relies on consolidating functions and integrating operations and procedures in a timely and efficient manner. There is no guarantee of successfully completed acquisitions and failure to acquire may negatively impact our growth. Additionally, certain acquisitions are subject to regulatory approvals which may or may not be obtained.

We also periodically dispose of non-core assets so that we can focus our efforts and resources more efficiently. Depending on the state of the market, if disposed of, such non-core assets could realize a price less than their carrying value resulting in a loss on disposal.

Acquired entities may not increase our OIBDA or deliver expected benefits due to integration challenges such as retaining customers and key staff, achieving revenue targets, aligning systems and policies, operating in unfamiliar markets, and managing unforeseen liabilities. Acquisitions can also disrupt our business, divert resources, or result in increased debt or share issuance. These risks are greater with large or multiple acquisitions, and failure to overcome them may limit future growth and increase the risk of asset impairment if original valuation assumptions change.

Opportunities for acquisitions do continue to present themselves. In 2025, we successfully acquired two new businesses for total cash consideration of $180.6 million and share consideration of $0.7 million, as compared to five new businesses in 2024 for cash consideration of $59.1 million and share consideration of nil.

Risk Management

We endeavour to create a balanced and diverse portfolio in our operating segments by using our considerable experience and financial modeling to assess potential targets for, among other things, synergies, financial returns, cultural fit and integration. We also undertake a precision-based acquisition strategy where any acquisition that is being considered must have the right price, fit and synergies. In addition, we diligently manage our cash flows and maintain our capital allocation disciplines to ensure that we maintain what we believe is a suitable level of liquidity and leverage.

Competition

Risk Description & Impact

Competitive risks pertain to the threat posed by existing and emerging competitors in the industries within which Mullen Group operates. This includes an influx of new entrants, industry rivalry, price competition, innovation and market share battles. Maintaining a competitive edge requires continuous innovation, customer service excellence and strategic positioning. Our various Business Units operate in highly competitive and fragmented industries with low barriers to entry, especially within the trucking industry and more particularly the full truckload industry. We compete with several large companies in the transportation and energy services industries that may have greater financial and other resources. There can be no assurance that such competitors will not substantially increase the resources they devote to development and marketing of services that we compete for or that new competitors will not enter our various markets.

In 2025, the emergence of new entrants into the trucking industry continued, in particular the full truckload, long haul trucking market, due to the changing demographics of the Canadian population. The ongoing growth and popularity of digital commerce giants like Amazon has led to increased pressure on supply chains and logistics providers to enhance operational efficiencies, reduce costs and invest in leading edge technology. The Driver Inc. model and customers that have elected to transport their own products with in-house fleets have resulted in further increased competitive pressures.

Various competitive pressures could hinder our profitability, including competitors lowering rates during economic downturns, competition from logistics and brokerage firms, competitors offering specialized equipment or broader services, and customers seeking alternatives due to higher prices or fuel surcharges. Frequent bidding processes and companies like Amazon also increase operational costs and compress margins, making it harder to retain business and maintain rates.

Risk Management

In consideration of this risk, we endeavour to use technological change and innovation to remain competitive in our various businesses. The diversity of our Business Units and our decentralized business model may also diminish the effect that new competitive forces might have on our organization. In addition, we believe that our Human Resources strategies enable us to retain and attract drivers or qualified Contractors, enabling us to service our clients through all business cycles. We continue to focus on building out our LTL business rather than investing in the full truckload market. This allows us to avoid competing with Amazon, the Driver Inc. business model and competitors in the full truckload market.

We believe that certain aspects of our business have competitive advantages such as lower overhead costs and specialized regional strengths including a robust network of LTL terminals. From time to time, we also acquire competing, complementary or new business lines, which allows us to consolidate a market we serve, expand our geographic footprint or expand our service offerings.

Failure to Maintain Innovation

Risk Description & Impact

Innovation is a crucial driver of competitive advantage and long-term success. Failing to maintain innovation can pose a significant strategic risk to organizations. This includes the risk of falling behind competitors, losing market share and becoming irrelevant in a rapidly changing market. In the evolving landscape of logistics and transportation, continuous innovation is required to maintain a competitive edge. Companies that fail to innovate and keep pace with these technological developments risk becoming obsolete. Mullen Group must invest in and leverage new technology to stay ahead of the curve. The pace of innovation is accelerating, making it imperative for organizations to continuously invest in new technology to stay relevant.

If Mullen Group fails to innovate, it risks falling behind its competitors who are investing in cutting-edge technologies and efficient practices such as automation, artificial intelligence and data analytics. In a sector where efficiency and reliability are paramount, customers will gravitate towards companies that offer innovative solutions. Failure to innovate may cause a loss of market share to competitors, higher operational costs due to inefficiencies and reduced customer satisfaction, all of which can harm Mullen Group's revenue, profitability and reputation.

Risk Management

Mullen Group proactively fosters a culture of innovation to mitigate these risks by investing in technology, encouraging creative thinking and prioritizing automation, workflow and process improvement, among other things.

Our diversified business model enables us to have a broad spectrum of people, perspectives, experience and opportunities to innovate. Prioritizing innovation and progress ensures that the organization remains agile and responsive to changes in the market, reducing the risk of falling behind.

Supply Chain Evolution & Tariffs

Risk Description & Impact

Supply chain risks relate to the complexities and vulnerabilities in the supply chain network. This includes but is not limited to disruptions caused by new companies entering the industry, natural disasters, insolvencies, supply chain innovation, new technologies and shifts in demand patterns. Disruptive technologies and digital commerce have reshaped the North American economy, with web-based and mobile shopping becoming the preferred choice for consumers and retailers. This shift has transformed supply chains, increasing direct-to-consumer shipments and reducing reliance on traditional retail distribution.

In 2025, Canadian digital commerce reached an estimated $52.0 billion, making up over 13.0 percent of total retail sales – a trend accelerated by the COVID-19 pandemic and expected to continue in 2026. Digital commerce and supply chain evolution reduce demand for traditional truckload and long-haul transport, due to new competitors and pricing pressures, but increase the need for warehousing, LTL, and final mile deliveries. This shift in the supply chain offers opportunities to grow our logistics revenue.

Tariffs, which are taxes on imported goods and services, have significantly shaped the Canadian supply chain by increasing costs, causing price volatility and disrupting established channels. When tariffs are introduced, manufacturers and retailers often face higher expenses that trickle down to consumers, while supply chains can suffer from delays, inventory shortages and challenges in sourcing materials, especially when trade tensions with major partners like the United States arise. In response, Canadian businesses often diversify suppliers and renegotiate contracts to find alternatives, a process that can be costly and complicated. Tariffs also reduce the international competitiveness of Canadian manufacturers and can result in lost export opportunities due to retaliatory measures. The regulatory burden grows as companies manage complex paperwork and compliance issues, but these challenges have prompted innovation through greater automation, local production and new supply chain alliances.

Supply chain evolution and tariff volatility expose us to shifting freight patterns, increased pricing pressure, and potential disruptions in customer supply chains. For our Business Units, this can lead to increased costs, create delays and changes in freight demand that can affect the operational efficiency and profitability of Mullen Group.

Risk Management

To mitigate this risk, we minimize our exposure to the cross-border full truckload market and use owner operators when necessary. Instead, we focus on growing, our LTL and warehousing operations in western Canada and Ontario, improving supply chain efficiency. Meeting customers' digital commerce and logistics needs depends on our innovation, market awareness and adaptability. We continue to invest in technology, efficient vehicles and proprietary transportation management systems. We monitor tariff and trade developments, and adapt our commercial and operational strategies to evolving supply chain conditions.

Our diversified and decentralized business model allows us to adapt quickly to changes in the supply chain and tariff implementation. Further, our acquisition strategy has allowed us to benefit from the tariffs with our most recent acquisition of Cole Group, which provides customs brokerage, consulting and logistics services.

Public Heath Emergencies

Risk Description & Impact

Public health emergencies, such as a pandemic or widespread infectious disease outbreak, pose significant risks to companies operating in the transportation and logistics sector. Such crises can lead to workforce shortages, supply chain disruptions, regulatory changes and unpredictable shifts in demand for transportation services. The health and safety of employees, especially drivers and frontline workers, may be compromised, resulting in absenteeism, reduced productivity and increased operational costs. Additionally, restrictions on movement, border closures and quarantine requirements can further impact operations and profitability.

In 2020 the Covid-19 pandemic resulted in a 50 percent reduction in Mullen Group's market capitalization between December 31, 2019 and March 31, 2020. It also resulted in a decline in Mullen Group's earnings. While Mullen Group's market capitalization and earnings have recovered, any similar type of pandemic or public health emergency has the potential to impact Mullen Group in a similar manner.

Risk Management

While public health emergencies are generally beyond our control, we have taken several measures to mitigate this risk. We have a diversified business model with a Canadian service focus. We have minimized our exposure to cross-border transportation and have focused on building out our regional LTL network within Canada. For our US 3PL segment, we have ensured that they are domiciled in and operate within the United States. We also have a Business Continuity plan, a strong health, safety and environmental platform, flexible work arrangements and technology to minimize contact.

Political & Government Shifts

Risk Description & Impact

The risk associated with political and government shifts refers to the potential for changes in government leadership, policies, regulations or political priorities that may impact a company's operations, costs or strategic direction. This risk can arise from elections, legislative amendments, policy reforms or shifts in public sentiment that lead to new rules or altered enforcement affecting areas such as taxation, labour, infrastructure and environmental standards.

The period from 2015 to 2026 has been marked by significant political and governmental changes in Canada and Alberta. This era saw shifts in leadership, party dominance and key policy directions, reflecting evolving public sentiment and priorities at both the federal and provincial levels. This period saw declining support for and reduced investment in the oil and natural gas industry by the federal government with a shift to focus on energy transition and decarbonization. This resulted in the implementation of policies such as carbon pricing and stricter regulations on emissions, which negatively impacted the oil and natural gas industry and resulted in job losses and decreased profitability. This movement away from investment in the oil and gas industry was echoed by Alberta's NDP government, most predominantly between 2015 and 2019.

This had a significant impact on Mullen Group at the outset whereby between 2011 and 2016, we saw a decrease in revenue of approximately $550.0 million within our S&I segment as a result of this shift in political sentiment and priorities.

Risk Management

Dating back to 2010, Mullen Group mitigated much of this risk by foreseeing the shifting negative sentiment towards the oil and natural gas industry. As a result, we pivoted away from heavy reliance on this industry and focused on building out our regional LTL network and investing in logistics-based businesses. We did not get out of the oil and natural gas industry outright but minimized our exposure to the volatile nature of these fluctuations in the industry. This risk is further managed through our diversification and acquisition strategy.

FINANCIAL RISKS

Foreign Exchange Rates

Risk Description & Impact

Our consolidated financial statements are presented in Canadian dollars, however, a portion of our revenue is derived in U.S. dollars and a portion of our debt is denominated in U.S. currency. Mullen Group has foreign exchange risk relating to the relative value of the Canadian dollar vis-à-vis the U.S. dollar. A stronger Canadian dollar is beneficial as it results in a foreign exchange gain on our U.S. dollar debt recognized on our consolidated income statement and an equivalent reduction in the carrying value of such debt on the balance sheet. However, a stronger Canadian dollar also has the potential to reduce the level of Canadian exports and negatively affect the results of operations in the LTL and L&W segments. Conversely, a weaker Canadian dollar results in a foreign exchange loss and an equivalent increase in the carrying value related to the U.S. dollar debt. A weaker Canadian dollar has the potential to increase Canadian export levels and potentially positively affect the results of operations in the LTL and L&W segments. In addition, as many of our parts and equipment are built in the U.S. and priced in U.S. dollars, a weaker Canadian dollar increases the costs of these parts and equipment.

Foreign exchange rates between the U.S. and Canadian dollar remain volatile. In 2025 the exchange rate fluctuated between $0.6876 and $0.7368, closing the year at $0.7296 (December 31, 2024 – $0.6950).

At the end of each reporting period, we recognize foreign exchange gains or losses as they relate to financial contracts, assets and liabilities held in foreign currencies. This risk mainly arises from our U.S. $125.0 million of senior guaranteed secured Notes ("**U.S. Notes**") comprised of Series N (U.S. $75.0 million) and Series P (U.S. $50.0 million) Notes that mature in 2034 and 2037, respectively.

At December 31, 2025, we also had U.S. $83.4 million cash, U.S. $34.8 million trade receivables and U.S. $37.5 million trade payables and accrued liabilities.

Risk Management

We have mitigated a significant portion of the foreign exchange risk by entering into the Cross-Currency Swaps to convert U.S. $112.0 million into a Canadian currency equivalent of $124.9 million.

We are also exposed to foreign exchange risk related to approximately U.S. $8.3 million of annual interest payable on our U.S. Notes. This risk is partially offset by surplus U.S. funds generated in our operations, predominantly within the L&W and US 3PL segments. This surplus U.S. cash generation acts as a natural hedge that is used to repay our annual interest obligation on the U.S. Notes.

Interest Rates

Risk Description & Impact

We are susceptible to fluctuations in interest rates, which may result in fluctuations in our future cash flows. Our Bank Credit Facilities are priced at variable rates. To the extent we use our Bank Credit Facilities we incur the risk of interest rates rising. Our Private Placement Debt and our various financing loans are issued at fixed rates. The majority of our long-term debt, specifically $791.4 million, consists of our Private Placement Debt, which matures in 2034 and 2037.

At December 31, 2025, we had $1,054.5 million (2024 – $997.6 million) of borrowings at an average interest rate of 6.13 percent. In 2025 Bank of Canada officials reiterated their policy mandate to lower inflation. However, inflation increased, exiting the year at 2.4 percent (2024 – 1.8 percent). The Bank of Canada interest rate closed out 2025 at 2.25 percent.

Borrowings issued at fixed rates, like our Private Placement Debt, expose Mullen Group to fair value interest rate risk. As the majority of our borrowings are issued at fixed rates, we are exposed to fair value interest rate risk on these borrowings that mature at various tenures. More specifically, we are susceptible to the opportunity costs associated with interest rate decreases on our fixed borrowings. In the event that we refinance our borrowings, there can be no guarantee we can borrow at our current average interest rate of 6.13 percent.

In the event that interest rates increase, the cost of borrowing under our Bank Credit Facilities, to the extent they are used, will increase. As an example, if our $525.0 million Bank Credit Facilities were fully drawn and interest rates increased by 1.0 percent, we would incur additional annual interest expenses of approximately $5.3 million.

Risk Management

We do not hedge interest rates or have any interest rate swaps, but we have mitigated the negative risk of rising interest rates by financing the majority of our debt at fixed rates.

Liquidity & Access to Financing

Risk Description & Impact

We may find it necessary in the future to obtain additional debt or equity financing to support ongoing operations, to undertake capital expenditures or to fund acquisitions. There can be no assurance that additional financing will be available when needed or on acceptable terms, which could limit our growth and could have a material adverse effect on our business, results of operations and financial condition. In addition, we have certain financial and other covenants under our Private Placement Debt that are customary for financings of this type including, but not limited to, a maximum leverage ratio and a minimum interest coverage ratio. A breach of a covenant and failure to obtain appropriate amendments to or waivers under the applicable financing arrangement may cause our borrowings under such facilities to be immediately declared due and payable.

At December 31, 2025, our debt covenant leverage ratio was 2.39:1. This compares to 2.24:1 in 2024.

We may need to incur additional debt, or issue debt or equity securities in the future. We could face constraints on generating sufficient cash from operations, obtaining sufficient financing on favourable term, or maintaining compliance with financial and other covenants in our financing agreements.

If any of these events occur, we may face liquidity constraints and our future ability to secure financing on satisfactory terms, or at all, may be impaired. A liquidity constraint may impair Mullen Group's ability to continue as a going concern. Although we expect that we will be able to obtain additional financing when needed, in the amounts required and on acceptable terms, there is no assurance that such would occur.

A decline in the broader credit or equity markets and additional volatility can also make it difficult for Mullen Group to access financing and may lead to an adverse impact on the profitability and operations of Mullen Group.

Risk Management

We manage our cash flows diligently to ensure that we maintain what we believe is a suitable level of liquidity and leverage. Our approach to managing liquidity is to ensure, to the extent possible, that we will always have sufficient liquidity to meet our liabilities when due, under both normal and stressed conditions. Consistent with others in the industry, we monitor capital on the basis of debt-to-equity. This ratio is calculated as total debt divided by shareholders' equity. Total debt is comprised of bank indebtedness, current portion of long-term debt, long-term debt, lease liabilities, the debt component of Debentures and various financing loans. Shareholders' equity is comprised of share capital, convertible debentures – equity component, contributed surplus, accumulated other comprehensive income and retained earnings. At December 31, 2025, the debt-to-equity ratio calculation was 0.92:1 (2024 – 0.98:1).

Reliance on Major Customers

Risk Description & Impact

There is an inherent risk that arises for all businesses when economic dependence on a major customer hinders a company's ability to maximize profit. Although we do not have a significant customer concentration, the growth of our business could be materially impacted and our results of operations would be adversely affected if we lost all or a portion of the business of some of our large customers, which may occur because they: (i) chose to divert all or a portion of their business with us to one of our competitors; (ii) demand pricing concessions for our services; (iii) require us to provide enhanced services that increase our costs; or (iv) develop their own shipping and distribution capabilities.

In 2025, our top ten customers accounted for 14.6 percent of revenue (2024 – 14.9 percent) and the largest customer accounted for approximately 2.3 percent of revenue (2024 – 2.7 percent).

The loss of one or more major customers, any significant decrease in services provided, decreases in rates charged or any other changes to the terms of service with customers could have a material adverse effect on our business, results of operations and financial condition. Furthermore, a concentration of revenue with a major customer or a small group of major customers may lead to an enhanced ability of such customers to influence pricing and other contract terms, which may have a material adverse effect on our results.

Risk Management

We strive to mitigate this risk through a diversification strategy in an attempt to ensure that our organization does not become reliant on any single customer. Furthermore, our decentralized business model leverages the expertise of management at each Business Unit to negotiate their own contracts that have pricing and terms that are competitive according to their specific market and/or geographic region.

Impairment of Goodwill or Intangible Assets

Risk Description & Impact

Our total assets include goodwill and intangible assets. There is a risk of impairment of acquired goodwill and intangible assets which, if it occurs, could adversely affect our net income. This risk exists because the assumptions used in the initial valuation of these assets, such as the interest rate or forecasted cash flows, may change when testing for impairment is conducted either annually or upon a triggering event.

At December 31, 2025, our goodwill and intangible assets accounted for $640.3 million (2024 – $486.4 million), or 24.9 percent (2024 – 20.9 percent) of our total assets.

Our regular review of the carrying value of our goodwill and intangible assets has resulted, from time to time, in significant impairments and we may in the future be required to recognize additional impairment charges.

Changes in government regulations, economic conditions and market conditions have resulted and may result in further substantial impairments of our goodwill or intangible assets. In 2018, Mullen Group recognized a $100.0 million goodwill impairment charge. As at December 31, 2025, we had goodwill of $447.7 million and intangible assets of $192.6 million. Our impairment testing in 2025 produced no indication of impairment. The results of our impairment evaluations, assumptions and sensitivities can be found on page 62.

Risk Management

We strive to mitigate this risk through a disciplined acquisition strategy in an attempt to ensure that our organization does not overpay for entities, resulting in overvalued goodwill balances. We also use professional skepticism and advisors to value goodwill and intangible asset values upon acquisition, mitigating the risk of misevaluation of goodwill and intangible assets upon initial recognition.

Credit Risk

Risk Description & Impact

Credit risk is the risk of financial loss to Mullen Group if a customer or counterparty to a financial asset fails to meet its contractual obligations. This risk arises predominantly from our trade receivables, a significant portion of which are with customers involved in our S&I segment, whose revenues and consequent ability to meet contractual obligations may be impacted by fluctuations in commodity prices. Although collection of these receivables could be influenced by this and other economic factors affecting the industries we serve, management considers the risk of a significant loss to be remote at this time.

At December 31, 2025, accounts receivable were $301.6 million comprised of $95.1 million in our LTL segment, $105.9 million in our L&W segment, $64.3 million in our S&I segment, $33.3 million in our US 3PL segment, and $3.0 million in the Corporate Office.

Our exposure to credit risk is mainly influenced by the individual characteristics of each customer. Economic conditions and capital markets may adversely affect our customers and their ability to remain solvent. We transport a wide variety of freight for a broad customer base spanning numerous industries. The financial failure of a customer may impair our ability to collect on all or a portion of the accounts receivable balance. In addition, we have counter-party risk with our Derivatives (as hereafter defined on page 64) and other financial assets.

Risk Management

Credit risk related to trade and other receivables is initially managed by each Business Unit. Each Business Unit is responsible for reviewing the credit risk for each of their customers before standard payment and delivery terms and conditions are offered. This review consists of external ratings, when available, and in some cases bank and trade references. Our Corporate Office has established a credit policy under which new customers are analyzed for creditworthiness before credit is extended. Corporate Office monitors its trade and other receivables aging on an ongoing basis and communicates concerns to all Business Units as part of its credit risk management process. We also manage credit risk by reviewing the aggregate exposure to individual customers and assessing their credit quality. In addition, we attend industry forums to assess credit worthiness of customers, predominantly those related to the energy industry. No individual customer accounted for more than 10 percent of Mullen Group's consolidated revenue for the fiscal years ended 2025 and 2024.

Investments

Risk Description & Impact

Mullen Group invests in both private and public companies. The value of these investments fluctuates. Fair values of public company investments are based on quoted prices in active markets. There is a risk that the value of an investment may fluctuate as a result of changes in market conditions, whether those changes are caused by factors specific to the individual investment, classes of investments or all investments traded in the market. As such, there is a risk that a portion of the original investment may be lost.

In 2025, we recorded an increase in the fair value of investments of $0.1 million (2024 – $0.7 million).

Our investments in public companies are measured at fair value and have an initial cost of $4.0 million. At December 31, 2025, the fair value of these investments was $1.7 million.

We use the equity method to account for investments in private companies in which we have significant influence or joint control. At December 31, 2025, the carrying value of these investments totaled $41.6 million and consisted of the investments in Canol Oilfield Services Inc., Kriska Transportation Group Limited, and Thrive Management Group Ltd.

The timing of future dispositions and the realized share price are uncertain. There is no assurance that the Corporation will realize any benefits from its investment portfolio.

Risk Management

We accept a certain amount of risk and consider the underlying risk and possible market volatility of our investments. We strive to mitigate this risk by investing in areas that we have industry knowledge and expertise and we invest for the long-term. Risk capital is limited to a level that is deemed acceptable to Mullen Group.

OPERATIONAL RISKS

Cost Escalation & Fuel Costs

Risk Description & Impact

Our ability to control our costs is critical to servicing customers at attractive rates and remaining profitable. Cost escalations due to rising labour and other costs, the effect of inflation, the price of fuel, equipment and other input costs, insurance costs, interest rates, fluctuations in customers' business cycles, supply chain disruptions and national and regional economic conditions are factors over which we have little or no control. Of these costs, fuel represents a significant operating expense for us.

Fuel prices fluctuate greatly due to factors beyond our control, such as global supply and demand for crude oil, political events, war, price and supply decisions by oil producing countries and cartels, terrorist activities, the depreciation of the Canadian dollar relative to other currencies, hurricanes and other natural disasters as well as fuel and emissions related taxes. These factors may result in fuel shortages, disruptions in the fuel supply chain and increased fuel costs, which could have material adverse effects on Mullen Group and its Business Units, including lost revenue and increased operational costs.

In 2025 the wholesale rack price of diesel fuel in Canada varied from a low of $0.98 per litre to $1.27 per litre and exited the year at $1.03 per litre. In 2025 it averaged $1.10 per litre (2024 – $1.07 per litre).

Rising inflation and significant increases in fuel prices, labour costs, equipment prices, other input prices, interest rates and insurance costs, to the extent not offset by increases in rates or fuel surcharges, would reduce profitability and could adversely affect our ability to carry out our strategic plans. We cannot predict the impact of future economic conditions and there is no assurance that our operations will continue to be profitable.

Risk Management

To reasonably mitigate the risk of potential for cost escalation, we focus on operational excellence, rate increases, synergies between our Business Units and cost controls. We rely on, among other things, long-term planning, budgeting processes and internal benchmarking to achieve our profitability targets. Owning our own real estate assists in mitigating inflation by allowing us to control rising lease costs. We also mitigate our exposure to rising fuel costs through the implementation of various fuel surcharge programs, that pass the majority of cost increases to our customers and the implementation of policies that focus on fuel efficiency, including fuel economy, asset utilization and dead-head mileage minimization, proper repairs and maintenance of equipment, and idling and speed policies.

Further, our ability to leverage critical mass buying power assists us in mitigating some of these cost escalations.

Our capital budget that is set annually, also helps us operate the newest, most efficient equipment available to the transportation industry.

Potential Operating Risks & Insurance

Risk Description & Impact

Our success is dependent on our ability to manage operational risks. Failure to manage these operational risks may have a material adverse effect on our business, results of operations, financial condition and cash flows. Our transportation operations are subject to risks inherent in the transportation industry, including potential liability that could result from, among other things, motor vehicle accidents. Our S&I segment is subject to risks inherent in the energy industry, such as equipment defects, malfunction, failures and natural disasters. These risks could expose us to substantial liability for personal injury, loss of life, business interruption, property damage or destruction, pollution and other environmental damages.

Our 2025 total recordable injury frequency rate, a leading indicator of operational excellence, was 4.07 (2024 – 3.38).

Claims may be asserted against us related to accidents, cargo loss or damage, property damage, personal injury, employment and environmental or other issues occurring in our operations. Although we have obtained insurance coverage against certain of these risks, such insurance is subject to deductibles and coverage limits and no assurance can be given that such insurance will be adequate to cover our liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the frequency and/or severity of claims increase, our operating results could be adversely affected. If we were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if we were to incur such liability at a time when we are not able to obtain liability insurance, our business, results of operations and financial condition may be materially adversely affected.

Risk Management

We have insurance and risk management programs in place to protect our assets, operations and employees and also have programs in place to address compliance with current safety and regulatory standards so as to reasonably mitigate against the risks to which we are exposed. Each Business Unit has a health and safety coordinator responsible for maintaining and developing policies and monitoring operations in accordance with those policies. The health and safety coordinators are required to report incidents directly to the Corporate Office in a timely manner. Internal and external audits are conducted on a regular basis to ensure the proper functioning of the Health, Safety and Environment program and the reporting systems.

Business Continuity, Disaster Recovery & Crisis Management

Risk Description & Impact

In the event of a serious incident, the inability to restore or replace critical capacity in a timely manner may impact our business and operations. Our operations are widespread and geographically diverse. Severe weather conditions and other natural or manmade disasters, including storms, floods, fires, epidemics or pandemics, conflicts or unrest, terrorist attacks, protests, rail blockades or other events affecting one of our major facilities, the movement of goods or areas of operations could result in a significant interruption in or disruption of our business.

A serious event could result in decreased revenue, as our ability to service our customers may be impeded. These events may also result in increased costs to operate our business, as a result of equipment repairs or increased rates of accidents, claims and other factors, which could have an adverse effect on our results of operations. In addition, a serious event may reduce our customers' needs for our services. All of these may have a material impact on Mullen Group's operational and financial performance.

Risk Management

This risk is mitigated by the development of business continuity arrangements, including disaster recovery plans and back-up delivery systems, to minimize the significance of any business disruption in the event of a serious incident. Insurance coverage may minimize losses in certain circumstances.

Additionally, our diversified and self managed business unit model helps insulate us from certain disruptions. The nature of our business provides for a diversity of operations and minimizes concentration of risk for our business.

Environmental Liability Risks

Risk Description & Impact

Our operations are subject to various environmental laws and regulations, the violation of which could result in substantial fines or penalties. The costs of compliance with existing or future environmental laws and regulations may be significant and could adversely impact our business, results of operations, financial condition and cash flows. The risk of incurring environmental liabilities is inherent in the energy service and transportation operations and the ownership, management or control of real estate. Our operations are also subject to numerous laws, regulations and guidelines governing the management, handling, transportation and disposal of regulated and non-regulated substances and otherwise relating to the protection of the environment.

Our customers are subject to various laws, regulations, and guidelines that prescribe, among other things, limits on emissions into the air and discharges into surface and sub-surface waters. While new regulatory developments could have the effect of reducing industry activity, we cannot predict the nature of the restrictions that may be imposed.

Failure to comply with environmental laws or regulations without regard to Mullen Group's knowledge of this failure may impose civil and criminal penalties. Certain of our Business Units carry significant volumes of dangerous goods. This involves specific insurance requirements, training programs and appropriate permits with the various jurisdictions and states in which our Business Units operate.

New restrictions or regulations may require us to increase operating expenses or capital expenditures in order to comply.

We operate out of numerous owned and leased facilities throughout Canada where storage tanks may be used or may have been used at some prior date. Further, certain facilities have been in operation for many years and, over such time, Mullen Group or the prior owners, operators or custodians of the properties may have generated and disposed of substances which are or may be considered hazardous. Canadian laws generally impose potential liability on the present or former owners or occupants of properties on which contamination has occurred. At present, we are not aware of any contamination which, if remediation or clean-up were required, could have a material adverse effect on Mullen Group.

Risk Management

To mitigate the risk and potential uncertainty of environmental liability in energy services, we have pivoted away from this industry in recent years and made investments in the more stable LTL, L&W and US 3PL segments.

There can be no assurance that we will not be required at some future date to comply with new environmental laws, or that our operations, business or assets will not otherwise be further affected by current or future environmental laws. While we maintain liability insurance, including insurance for certain environmental incidents, the insurance is subject to coverage limits and certain of our policies exclude coverage for damages resulting from environmental contamination. There can be no assurance that insurance will continue to be available to us on commercially reasonable terms, that the types of liabilities that we may incur will be covered by our insurance, or that the dollar amount of such liabilities will not exceed our policy limits.

In regards to the transportation of dangerous goods, we ensure that strict guidelines are met before a Business Unit and individual drivers are permitted to manage, handle or transport such dangerous goods.

We have programs to address compliance with current environmental standards and monitor our practices concerning handling of environmentally hazardous materials. We endorse a formalized quality program and strive to be the best in class in areas of safety and environmental excellence. We believe in a balanced approach to sustainable development and are committed to best in class environmental management systems. In addition, we work with government, industry groups and the public to improve and develop environmental standards and further our understanding of environmental issues. We also promote participation and certification of our Business Units in the SmartWay Certification Program, a Government of Canada program designed to reduce GHG emissions.

Potential acquisition due diligence procedures and appropriate terms in the related purchase and sale agreements also assist with reasonably mitigating the risk of environmental liabilities.

Weather & Seasonality

Risk Description & Impact

Our operations could be impacted by seasonal fluctuations or harsh weather conditions, which can impede the movement of goods and increase operating costs. An unexpected or harsh weather event could result in decreased revenue, as our ability to service our customers is impeded or we may incur increased costs to operate our business, which could have an adverse effect on our results of operations.

Seasonal factors typically lead to declines in activity levels. In the LTL and the L&W segments, operating expenses tend to increase in the winter months due to decreased fuel efficiency and increased repairs and maintenance expense resulting from cold weather conditions at a time when demand is seasonally lower. Revenue and profitability within these segments are generally lower in the first quarter of the year consistent with generally lower freight volumes following the holiday season due to less consumer demand and customers reducing shipments.

In the S&I segment, a significant portion of our operations relate to the moving of heavy equipment, drilling rigs and drilling supplies in northern and western Canada. Activity levels, revenue and earnings are influenced by the seasonal activity pattern of western Canada's oil and gas exploration industry whereby activity peaks in the winter months and declines during the spring when wet weather and the spring thaw make the ground unstable and transportation departments enforce road bans restricting the movement of heavy equipment. Additionally, certain oil and gas producing areas are only accessible in the winter months because the ground surrounding the drilling sites in these areas consists of swampy terrain.

In 2025 total annual revenue, excluding the effect of acquisitions, was relatively evenly distributed across the year, with 24.0 percent in the first quarter, 25.4 percent in the second quarter, 25.8 percent in the third quarter and 24.8 percent in the fourth quarter.

Risk Management

We mitigate some of this risk by charging standby fees or by positioning equipment in strategic locations to take advantage of good weather conditions when they occur. We also manage some of this risk by diversifying our operations and by using subcontractors and owner operators, which requires no investment by Mullen Group, to handle seasonal peaks.

Our growth through acquisition, in the last number of years, into businesses not directly tied to oil and gas drilling activity has lessened the seasonal nature of our overall performance.

<u>Access to Parts & Relationships with Key Suppliers</u>

Risk Description & Impact

We depend on suppliers for fuel, equipment, parts and services that are critical to our operations. A disruption in the availability of or a significant increase in the cost to obtain these supplies could adversely impact our business and results of operations. Our ability to compete and expand is tied to our having access at a reasonable cost to equipment, parts and components, which are at least technologically equivalent to those used by competitors, and to the development and acquisition of new and competitive technologies.

In 2025 we saw continued improvements in the supply chain disruptions impacting the availability of parts and materials. This improvement has led to the normalization of lead times for the delivery of rolling stock now equal to pre-pandemic levels. However, pricing uncertainty was created from newly implemented tariffs on the purchase of new equipment and heavy-duty truck and trailer parts throughout 2025. This was somewhat offset by the continued soft demand by industry on the purchase of new trucks and trailers.

Disruptions in the availability of tractors, trailers, containers or essential parts or a sudden decline in used equipment values, could increase our capital requirements, reduce proceeds on disposition, impair fleet flexibility, and materially affect our cost structure and profitability.

Although we have individual distribution agreements with various key suppliers, there can be no assurance that those sources of equipment, parts, components or relationships with key suppliers will be maintained. If these are not maintained, our ability to compete may be impaired by virtue of diminished availability and/or increased cost of securing certain equipment and parts. We have access to certain distributors and secure discounts on parts and components that would not be available if it were not for our relationships with certain key suppliers. Should the relationships with key suppliers cease, the availability and cost of securing certain equipment and parts may be adversely affected.

Risk Management

In consideration of this risk we assess our suppliers and endeavour to ensure that our suppliers are financially viable or that suitable alternatives exist if relationships with current suppliers were to become compromised. In addition, we also retain what we consider an appropriate level of inventory of critical parts and supplies.

HUMAN RESOURCES RISKS

<u>Leadership & Succession:</u>

Risk Description & Impact

We depend on our senior management and employees to support our business operations and future growth opportunities. The success of Mullen Group is dependent upon attracting and retaining key personnel. Loss of key employees at the Corporation and at the Business Units, including natural effects from aging workforces, could result in loss of knowledge or relationships with key customers, which could have a material adverse effect on our business, results of operations and financial condition. Succession planning is important to position Mullen Group for long-term success.

The unexpected loss of key employees or inability to execute our succession planning strategies could have an adverse effect on our business, results of operations and financial condition.

Risk Management

We aim to be an employer of choice by offering competitive wages and incentive-based pay and fostering a strong reputation as an ethical company. In addition, the Board reviews its succession plans for the senior executive team on an annual basis. These endeavours are designed to attract the best people at every level of our business, establish them in their roles, manage their development, offer business management training and identify successor candidates for senior roles.

Employee Management & Labour Relations

Risk Description & Impact

Our employees are the back-bone of our company. If our relationship with our employees deteriorates, if legislation imposes costly obligations on us, if the health of our employees is impacted or if we have difficulty attracting and retaining employees, we could be faced with labour inefficiencies, disruptions, work stoppages, delayed growth, or litigation risks which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

At December 31, 2025, we employed approximately 8,622 employees, owner operators and dedicated subcontractors as compared to approximately 8,000 in 2024.

We anticipate that our ability to expand services will be dependent upon attracting additional qualified employees, which is constrained in times of strong industry activity and with the retirement of older generations. The failure to attract and retain a sufficient number of qualified personnel could have a material adverse effect on our profitability.

The largest components of our overall expenses are salaries, wages, benefits and costs of Contractors. Any significant increase in these expenses could impact our financial performance. In addition, we are at risk if there are any labour disruptions. Some of our Business Units are subject to collective agreements with their employees. Any work stoppages, or unbudgeted or unexpected increases in compensation could have a material adverse effect on our profitability and reduce cash flow from operating activities.

We are subject to various employment legislation across Canada and the U.S. that puts obligations on our Business Units. A recent example was the Federal pay equity legislation. Any increased costs associated with such legislation could have a material adverse effect on our profitability and reduce cash flow from operating activities.

Further, right-sizing as a result of efficiencies gained or streamlining of service offerings may result in terminations. Particularly if these changes are significant, they could have a material adverse effect on profitability to address termination costs and litigation. We may be subject to negative publicity from such right-sizing actions as well as other employment matter claims, regardless of fault. We may also be required to devote significant expense and resources in defence of employment matter litigation, regardless of fault.

Risk Management

We aim to be an employer of choice by offering competitive wages and incentive-based pay, establishing superior safety programs and fostering a strong reputation as an ethical company. In addition to providing specific job-related and safety training, we encourage our employees to continue their education, training and skills upgrading and we provide employees with the resources required to achieve and maintain our operational excellence including our free business management certificate program.

When required, we retain expert legal counsel to defend Mullen Group or its Business Units to reasonably mitigate the risk of an unfavourable outcome of a claim.

INFORMATION TECHNOLOGY RISKS

Cyber Security

Risk Description & Impact

This risk refers to the potential for unauthorized access, attacks, or damage to our information systems and data. Cyber security risks include the potential loss of confidentiality, integrity or availability of information, data or information systems. If Mullen Group experiences a cyber security event, it can have potentially adverse impacts to organizational operations, profitability, assets, individuals and other organizations. New laws and regulations are also creating a more stringent regulatory landscape around data protection and privacy.

This risk is becoming increasingly prevalent due to the growing sophistication of cyber threats and the expanding digital footprint of our organization. Cyber attacks are increasing in both frequency and complexity, targeting corporations through methods such as ransomware and phishing. As reliance on digital technologies and cloud-based services grows, so does exposure to cyber risks. The evolving threat landscape necessitates continuous monitoring and updating of our security measures to protect against potential breaches. A successful cyber-attack can disrupt business processes, leading to downtime, reduced productivity and lost revenue, and cause further financial impacts, including related to the incident response, legal fees, regulatory fines and potential loss of revenue. A breach resulting in the loss or compromise of sensitive data, including customer information, intellectual property or proprietary business information can also damage our reputation, erode customer trust and lead to a loss of competitive advantage. The long-term consequences may include a decline in market share and shareholder value.

Risk Management

Mullen Group has established a cyber security program built on an industry standard cyber security framework that incorporates both preventive and responsive measures. We also prioritize workforce readiness through cyber security awareness initiatives, social engineering training, and regular phishing simulations for all employees.

Our diversified business model extends to technology, where segmentation naturally enhances incident resiliency across the organization. Each Business Unit is responsible for creating, testing, and implementing a customized Business Continuity Plan tailored to its specific needs.

To strengthen our defenses, we leverage third-party managed services to stay informed about emerging threats, adopt evolving best practices, and provide operational support. These services ensure our security operations are continuously protecting, detecting, and responding to potential threats.

IT Infrastructure, Software, & Cloud Services

Risk Description & Impact

This risk relates to sufficient investment and maintenance of IT infrastructure and cloud services. A lack of investment can impact availability, capacity and performance, leading to productivity disruptions for Business Units. The reliance on IT infrastructure to support modern business needs presents a range of interconnected risks. Our organization must address risks associated with cloud adoption and integration, hybrid IT environments, aging infrastructure, legacy systems, capacity planning and the interconnectivity of various systems, to ensure we are maintaining a resilient, scalable and secure IT environment that aligns with organizational objectives.

Legacy system dependencies remain a challenge in transitioning to modern IT architectures and expose organizations to increased cyber security vulnerabilities. Legacy systems also see data sovereignty issues, reduced flexibility, legal and compliance challenges and the risk of operational interruptions and cost creep.

If systems are not continuously assessed for performance, capacity planning and modernization opportunities, the organization is at risk of increased downtime, degraded performance, reduced productivity, delayed innovation and scalability and decreased customer satisfaction.

In addition to the cyber threats described above, we are exposed to cyber security and data-protection risks arising from third-party service providers, cloud platforms and vendors. A breach of one of our vendors or partners could compromise systems, disrupt operations, expose sensitive information, trigger notification obligations and give rise to regulatory proceedings or litigation.

Risk Management

In managing this risk, Mullen Group has developed a comprehensive IT infrastructure modernization strategy investing in cloud-first and hybrid IT models to improve scalability and implemented robust monitoring and proactive maintenance practices.

We actively work to develop and strengthen our disaster recovery and business continuity plans to reduce, to the extent possible, the impact of this risk. We also established vendor partnerships to ensure timely upgrades and support.

Complexity & Efficiency Risks

Risk Description & Impact

Complexity risks in technology arise when a company's IT systems become overly intricate, making them difficult to manage and maintain. Efficiency risks involve the potential for technology to slow down business processes rather than streamline them. Inefficient systems can result from outdated hardware, poorly optimized software or inadequate integration between different IT components. These risks can lead to increased chances of errors, longer downtime, slower response times, reduced productivity, higher costs for troubleshooting and updates and ultimately can negatively impact Mullen Group's profitability.

As IT environments become more interconnected, managing complexity while ensuring efficiency is a growing challenge. Organizations must balance system integration with operational simplicity to avoid inefficiencies. This evolution demands seamless integration across multiple platforms, and managing these hybrid environments introduces new challenges – such as maintaining compatibility, managing dependencies, and ensuring optimal performance.

Risk Management

To address these challenges, Mullen Group focuses on simplifying and standardizing IT environments leveraging scalable automation solutions and implementing comprehensive knowledge management practices to reduce silos and ensure critical expertise is documented and accessible. Additionally, proactive system monitoring and regular process audits help identify inefficiencies, optimize operations and prevent disruptions to ensure our IT environment remains agile, efficient, aligned with business objectives and cost-effective.

TRANSACTIONS WITH RELATED PARTIES

Key Management Personnel Compensation

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the business activities of the Corporation, including all its directors along with certain executives. Directors are remunerated for services rendered in their capacity as directors by way of a flat annual retainer fee. The overall compensation program for executives is comprised of base salary and benefits, annual profit share and stock-based compensation. Our Executives do not have formal employment contracts. Similar to the employment processes established for employees, each executive's personnel file contains a memorandum outlining the basic terms of an executive's employment relationship with the Corporation. There are no agreements or arrangements with any executive for the payment of compensation in the case of resignation, retirement, or termination of employment, a change of control of Mullen Group or its Business Units or a change in an executive's responsibilities following a change of control. Key management personnel do not participate in a defined benefit or actuarial pension plan, however, key management personnel do participate in the Stock Option Plan. Total remuneration to key management personnel including directors' fees, salaries and benefits, annual profit share, and the value attributable to stock-based compensation expense was as follows:

($ millions)	Years Ended December 31	
Category	**2025**	**2024**
Salaries and benefits (including profit share)	**$ 2.1**	$ 2.2
Share-based payments	**—**	—
Total	**$ 2.1**	$ 2.2

There are no outstanding amounts owing to or amounts receivable from directors and officers as at December 31, 2025 and 2024, with respect to the overall compensation program for the executives. As at December 31, 2025, directors and officers of Mullen Group collectively held 6,614,812 Common Shares (2024 – 6,033,289) representing 6.9 percent (2024 – 6.9 percent) of all Common Shares of the Corporation. Mullen Group has no contracts with its key management personnel.

Related Party Transactions

During 2024 and 2025, we did not generate revenue, incur expenses or recognize accounts receivable from any Board members having control or joint control over other entities.

During the year, we generated revenue of $1.1 million (2024 – $0.9 million) and incurred expenses of $0.2 million (2024 – $0.1 million) with our equity investments, which are accounted for by the equity method of accounting. As at December 31, 2025, there was $0.1 million (2024 – nil) of accounts receivable amounts due from our equity investments.

All related party transactions were provided in the normal course of business materially under the same commercial terms and conditions as transactions with unrelated companies and recorded at the exchange amount.

DISCLOSURE AND INTERNAL CONTROLS

Disclosure Controls and Internal Controls over Financial Reporting

As at December 31, 2025, an evaluation of the effectiveness of our disclosure controls and procedures as defined under the rules adopted by the Canadian securities regulatory authorities was carried out under the supervision and with the participation of management, including the Senior Executive Officer ("**SEO**"), acting in the capacity of the Chief Executive Officer and the Senior Financial Officer ("**SFO**"), acting in the capacity of the Chief Financial Officer. In accordance with the provisions of National Instrument 52-109, management including the SEO and SFO, have limited the scope of their design of the Corporation's disclosure controls and procedures to exclude controls, policies and procedures of Cole Group. This scope limitation is in accordance with National Instrument 52-109 section 3.3 (1)(b), which allows for an issuer to limit scope for a business it acquired not more than 365 days prior to the end of the fiscal period. Mullen Group acquired Cole Group effective June 1, 2025. Since being acquired, Cole Group has generated revenue and earnings before tax of $139.2 million and $10.1 million, respectively. As at December 31, 2025, Cole Group had $160.1 million of current assets and $38.4 million of current liabilities. Based on this evaluation, the SEO and the SFO concluded that, as at December 31, 2025, the design and operation of Mullen Group's disclosure controls and procedures were effective.

Internal control over financial reporting is a process designed by or under the supervision of management and effected by the Board, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and preparation of consolidated financial statements for external purposes in accordance with IFRS. Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting, no matter how well designed, has inherent limitations and can provide only reasonable assurance with respect to the preparation and fair presentation of published financial statements. Under the supervision and with the participation of the SEO and SFO, management conducted an evaluation of the effectiveness of its internal control over financial reporting as at December 31, 2025.

Based on this evaluation, the SEO and the SFO concluded that internal control over financial reporting was effective as at December 31, 2025, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes. We utilize the Internal Control – Integrated Framework (2013) as issued by the Committee of Sponsoring Organizations of the Treadway Commission. As at December 31, 2025, there was no change in our design of internal control over financial reporting that materially affected or is reasonably likely to materially affect our internal control over financial reporting.

JUDGEMENTS

CRITICAL ACCOUNTING ESTIMATES

This MD&A summarizes Mullen Group's financial condition and results of operations, which are based upon our Annual Financial Statements that have been prepared in accordance with IFRS. The Annual Financial Statements require management to select significant accounting policies, which are contained within the notes to such statements. These significant accounting policies involve critical accounting estimates regarding matters that are inherently uncertain and require management to make estimates, complex judgements and assumptions. These estimates, complex judgements and assumptions are based on the circumstances that exist at the reporting date and may affect the reported amounts of income and expenses during the reporting periods and the carrying amounts of assets, liabilities, accruals, provisions, contingent liabilities, other financial obligations, as well as the determination of fair values. The following describes critical accounting estimates we used in preparing the Annual Financial Statements and are an important part in understanding such statements:

Impairment tests

We assess, at the end of each reporting period, whether there is an indication that an asset group may be impaired. We have three significant asset groups that are reviewed for impairment. First, goodwill is reviewed for impairment annually, or more frequently if there are indications that impairment may have occurred. The second and third asset groups consist of intangible assets and long-lived assets. Intangible assets are normally acquired on acquisitions and are mainly comprised of customer relationship values and non-competition agreements, which are amortized over their estimated life from the date of acquisition. Long-lived assets include property, plant and equipment and other assets. These asset groups are tested for impairment when events or changes in circumstances indicate that their carrying amount may not be recoverable. If any indication of impairment exists we estimate the recoverable amount of the asset group. External triggering events include, for example, changes in customer or industry dynamics, drilling and other technologies and economic declines, including the decline in the value of our Common Share price. Internal triggering events for impairment include lower profitability or planned restructuring.

The impairment tests compare the carrying amount of the asset, cash generating unit ("**CGU**") or group of CGUs ("**GCGU**") to its recoverable amount. The recoverable amount is the higher of the fair value less costs of disposal ("**FVLCD**") and the determination of value in use ("**VIU**"). VIU and FVLCD are calculated using the estimated discounted future cash flows expected to be generated by the asset, its CGU or its GCGU. The discounting of cash flows involves key assumptions that consider all information available on the respective testing date. Management uses its judgement, considering past and actual performance as well as expected developments in the respective markets and in the overall macro-economic environment and economic trends to model and discount future cash flows.

Impairment of Goodwill

In general terms, goodwill represents the excess of the purchase price of a business combination over the net amount of identifiable assets acquired less the liabilities assumed. At December 31, 2025 and 2024 we performed our annual impairment test for goodwill and concluded that there was no impairment of goodwill in any of our GCGUs.

The recoverable amount was determined using a discounted cash flow approach for all GCGUs. The discounted cash flow model employed by the Corporation reflects the specifics of each GCGU and its business environment. The model calculates the present value of the estimated future earnings of each GCGU.

Estimating future earnings requires judgement, considering past and actual performance as well as expected developments in the respective markets and in the overall macro-economic environment. The calculation of the recoverable amount using the discounted cash flow approach was based on the following key assumptions:

	Discount rate		Terminal value growth rate	
	December 31, 2025	**December 31, 2024**	**December 31, 2025**	**December 31, 2024**
Group of Cash Generating Units				
Less-Than-Truckload	**11.5%**	11.5%	**2.0%**	2.5%
Logistics & Warehousing	**11.5%**	11.5%	**2.0%**	2.5%
Specialized & Industrial Services	**12.5%**	12.5%	**2.0%**	2.0%
U.S. & International Logistics	**10.5%**	10.5%	**2.0%**	2.5%

(i) Revenues were projected based on past experience, actual operating results and the one year business plan for the immediate year. Revenues for a further four year period were extrapolated using constant growth rates of between 2.0 to 2.5 percent.

(ii) The terminal value growth rate is based on management's best estimate of the long-term growth rate for its GCGUs after the forecast period, considering historic performance and future economic forecasts.

(iii) Each GCGU's discount rate reflects their individual size, risk profile and circumstance and is based on past experience and industry average weighted average cost of capital.

The Corporation believes that the following changes in the key assumptions would result in a recoverable amount equal to the carrying value of the GCGU, with any additional change in the assumptions causing goodwill to become impaired.

	Change in discount rate		Change in terminal value growth rate	
	December 31, 2025	**December 31, 2024**	**December 31, 2025**	**December 31, 2024**
Group of Cash Generating Units				
Less-Than-Truckload	**14.4%**	20.0%	**(20.0)%+**	(20.0)%+
Logistics & Warehousing	**20.0%+**	20.0%	**(20.0)%+**	(20.0)%+
Specialized & Industrial Services	**20.0%+**	20.0%	**(20.0)%+**	(8.4)%
U.S. & International Logistics	**20.0%+**	7.3%	**(20.0)%+**	(12.7)%

Intangible assets

Intangible assets are mainly comprised of customer relationships, developed technology, and non-competition agreements. The fair value of these assets are calculated when an intangible asset or a business is acquired and then amortized on a straight-line basis over their estimated life. At December 31, 2025, intangible assets totalled $192.6 million (2024 – $112.2 million).

Intangible assets are amortized on a straight line basis over a period of five to ten years. Mullen Group determines the length of the amortization period at the date of acquisition. The method used in determining the amortization period is based upon the anticipated present value of future cash flows generated from customer relationships purchased on acquisitions. At December 31, 2025, the LTL segment had a carrying value of intangible assets of $49.1 million (2024 – $51.4 million), the L&W segment had a carrying value of $95.8 million (2024 – $37.7 million), the S&I segment had a carrying value of $8.8 million (2024 – $10.5 million) and the US 3PL segment had a carrying value of $38.9 million (2024 – $12.6 million).

Acquisitions

The acquired assets, assumed liabilities (other than deferred taxes) and contingent consideration are recognized at fair value on the date we effectively obtain control. The measurement of business combinations is based on the information available on the acquisition date. The determination of fair value of the acquired intangible assets (including goodwill), property, plant and equipment and other assets and the liabilities assumed at the date of acquisition, as well as the useful lives of the acquired intangible assets and property, plant and equipment, is based on assumptions. The measurement is largely based on projected cash flows and market conditions at the date of acquisition. Contingent consideration is based on the likelihood of various outcomes of specified future events.

Property, plant and equipment

Property, plant and equipment are initially recognized at cost and include all expenditures directly attributable to bringing the asset to its intended use. The method and rates used in calculating depreciation of property, plant and equipment is an estimate. We calculate depreciation of property, plant and equipment using the declining balance method for the majority of our assets. No other changes were made to the methods or rates we used to estimate depreciation expense on property, plant and equipment during the past two years. Property, plant and equipment are mainly comprised of trucks and trailers, land and buildings. The net book value of property, plant and equipment at December 31, 2025, was $1,070.6 million (2024 – $1,046.2 million).

We believe the methods and rates of depreciation reasonably reflect the annual decline in the value of property, plant and equipment. These methods and rates used are validated by the fact that net gains or losses on sale of property, plant and equipment over the last ten years have been minimal, which indicates that the net book value of assets approximates fair market value over an extended period of time. At December 31, 2025, the LTL segment had a carrying value of property, plant, and equipment of $219.6 million (2024 – $215.5 million), the L&W segment had a carrying value of $166.8 million (2024 – $156.0 million), the S&I segment had a carrying value of $174.2 million (2024 – $178.1 million) and the US 3PL segment had a carrying value of nil (2024 – nil). The carrying value of property, plant and equipment within the Corporate Office was $510.0 million at December 31, 2025 (2024 – $496.6 million).

Derivative Financial Instruments

We utilize derivatives such as cross-currency swaps to manage our exposure to foreign currency risks relating to our U.S. dollar debt ("**Derivatives**"). The fair value of Derivatives fluctuate depending on the estimate of certain underlying financial measures. The estimated fair value of Derivatives are based on observable market data, including foreign currency curves, interest rates and credit spreads.

Trade and other receivables

Impairment of trade and other receivables is constantly monitored. Evidence of impairment could, for example, occur when the financial difficulties of a debtor become known or payment delays occur. Impairments are based on historical values, observed customer solvency, the aging of trade and other receivables and customer-specific and industry risks. In addition, we review external credit ratings as well as bank and trade references when available. At December 31, 2025, we recognized a reserve for bad debts of $4.9 million (2024 – $9.5 million) against total gross trade and other receivables of $306.5 million (2024 – $300.8 million).

Income Taxes

Mullen Group's deferred income tax assets and liabilities are determined based on "temporary differences" (differences between the accounting basis and the tax basis of the assets and liabilities), and are measured using the currently enacted, or substantively enacted, tax rates and laws expected to apply when these differences reverse. We operate in several provincial jurisdictions and are subject to various rates of taxation. The actual amount of tax ultimately paid in these jurisdictions may differ from the estimated amount.

SIGNIFICANT ACCOUNTING POLICIES

New Standards and Interpretations Not Yet Adopted

Mullen Group has reviewed new and revised standards and interpretations that have been approved by the IASB. The following outlines new amendments to accounting standards as issued by the IASB that are applicable to, or may have a future impact on Mullen Group.

International Financial Reporting Standards 18 ("IFRS 18") – Presentation and Disclosure in Financial Statements

Effective for annual periods beginning on or after January 1, 2027, IFRS 18 – Presentation and Disclosure in Financial Statements replaces International Accounting Standards 1 ("**IAS 1**") – Presentation of Financial Statements. The new standard sets out presentation and base disclosure requirements for financial statements, which mainly affect the income statement.

Mullen Group has reviewed the new and revised standards and interpretations that have been approved by the IASB. Management continues to assess the impact of IFRS 18.

Changes in Accounting Policies

On January 1, 2024, Mullen Group adopted the amendments made to IAS 1 – Presentation of Financial Statements that clarifies how to classify debt and other liabilities as either current or non-current.

On January 1, 2024, Mullen Group adopted the amendments made to International Accounting Standards 7 – Statement of Cash Flows and International Financial Reporting Standard 7 – Financial Instruments: Disclosures regarding supplier financing arrangements.

There has been no material impact to Mullen Group's consolidated financial statements as a result of these amendments.

HISTORICAL FINANCIAL RESULTS

SUMMARY OF QUARTERLY RESULTS

Seasonality of Operations

Revenue and profitability within the LTL and L&W segments are generally lower in the first quarter than during the remainder of the year as freight volumes are typically lower following the holiday season due to less consumer demand and customers reducing shipments. Operating expenses also tend to increase within these segments in the winter months due to decreased fuel efficiency and increased repairs and maintenance expense resulting from cold weather conditions. Generally speaking, the third and fourth quarters tend to be the strongest in terms of demand for the services in these segments.

A significant portion of the operations within the S&I segment is comprised of a wide range of unique businesses providing specialized equipment and services to the oil and gas, environmental, construction, pipeline, utility, telecom and civil industries, predominantly in western Canada. Activity levels, revenue and earnings are influenced by the seasonal activity pattern of western Canada's oil and natural gas exploration industry whereby activity peaks in the winter months and declines during the spring. As a result, the demand for these services has historically been highest in the first quarter and lowest in the second quarter.

Financial Results

	TTM[1]	2025				2024			
(unaudited)		Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
($ millions, except per share amounts)	$	$	$	$	$	$	$	$	$
Revenue	**2,133.6**	533.8	**561.8**	**540.9**	**497.1**	**499.1**	532.0	495.6	462.6
OIBDA	**315.6**	73.4	**97.6**	**76.6**	**68.0**	**85.0**	95.3	85.7	66.2
OIBDA – adjusted[2]	**323.1**	74.7	**96.4**	**83.8**	**68.2**	**76.6**	96.6	85.6	66.0
Net income	**91.1**	14.6	**33.2**	**25.6**	**17.7**	**18.9**	38.3	32.9	22.2
Earnings per share									
Basic	**1.03**	0.16	**0.38**	**0.29**	**0.20**	**0.21**	0.44	0.37	0.25
Diluted	**1.00**	0.16	**0.36**	**0.28**	**0.20**	**0.21**	0.41	0.36	0.25
Other Information									
Net foreign exchange loss (gain)	**(8.7)**	(1.3)	**0.4**	**(7.0)**	**(0.8)**	**8.7**	(2.8)	0.2	0.2
Decrease (increase) in fair value of investments	**(0.1)**	0.3	**(0.4)**	**(0.1)**	**0.1**	**(0.4)**	—	(0.2)	(0.1)

1 *TTM represents the "trailing twelve months" and consists of a summary of the Corporation's financial results for the most recently completed four quarters.*
2 *Refer to the section entitled "Non-IFRS Financial Measures".*

Consolidated revenue in the fourth quarter of 2025 increased by $34.7 million to $533.8 million as compared to $499.1 million in 2024. This increase was mainly due to $58.8 million of incremental revenue from acquisitions being somewhat offset by a softer environment for freight and logistics demand and a reduction in fuel surcharge revenue. Net income in the fourth quarter was $14.6 million, a decrease of $4.3 million from the $18.9 million of net income generated in 2024. The $4.3 million decrease in net income was mainly attributable to a decrease in OIBDA of $11.6 million, a $3.8 million increase in finance costs and a $2.8 million increase in amortization of intangible assets. These increases were somewhat offset by a positive variance on net foreign exchange, and lower income tax expense.

Consolidated revenue in the third quarter of 2025 increased by $29.8 million to $561.8 million as compared to $532.0 million in 2024. This increase was mainly due to $66.4 million of incremental revenue from acquisitions being somewhat offset by a softer environment for freight and logistics demand and a reduction in fuel surcharge revenue. Net income in the third quarter was $33.2 million, a decrease of $5.1 million from the $38.3 million of net income generated in 2024. The $5.1 million decrease in net income was mainly attributable to a $3.2 million negative variance on net unrealized foreign exchange, a $3.6 million increase in finance costs and a $2.9 million increase in amortization of intangible assets. These increases were somewhat offset by an increase in gain on sale of property, plant and equipment, and lower income tax expense.

Consolidated revenue in the second quarter of 2025 increased by $45.3 million to $540.9 million as compared to $495.6 million in 2024. This increase was mainly due to $52.6 million of incremental revenue from acquisitions being somewhat offset by a softer environment for freight and logistics demand and a reduction in fuel surcharge revenue. Net income in the second quarter was $25.6 million, a decrease of $7.3 million from the $32.9 million of net income generated in 2024. The $7.3 million decrease in net income was mainly attributable to a decrease in OIBDA and an increase in loss on sale of property, plant and equipment. These increases were somewhat offset by a $7.2 million positive variance on net unrealized foreign exchange and lower income tax expense.

Consolidated revenue in the first quarter of 2025 increased by $34.5 million to $497.1 million as compared to $462.6 million in 2024. This increase was mainly due to incremental revenue from acquisitions being somewhat offset by a softer environment for freight and logistics demand at our legacy Business Units. Net income in the first quarter was $17.7 million, a decrease of $4.5 million from the $22.2 million of net income generated in 2024. The $4.5 million decrease in net income was mainly attributable to an increase in depreciation of right-of-use assets and an increase in interest expense being somewhat offset by higher OIBDA and lower income tax expense.

SEVEN YEAR SELECTED FINANCIAL DATA

Consolidated

Years ended December 31 *($ thousands)* *(unaudited)*	2025 $	2024 $	2023 $	2022 $	2021 $	2020 $	2019 $
Revenue	**2,133,642**	1,989,253	1,994,721	1,999,453	1,477,434	1,164,331	1,278,502
Expenses							
Direct operating expenses	**1,493,675**	1,385,672	1,404,956	1,427,939	1,055,392	796,541	909,911
Selling and administrative expenses	**324,330**	271,381	261,580	241,625	185,664	150,216	167,679
OIBDA[1]	**315,637**	332,200	328,185	329,889	236,378	217,574	200,912
Depreciation and amortization	**146,368**	130,903	115,889	112,513	113,964	101,590	111,491
Finance costs	**54,450**	42,186	37,055	35,043	30,381	28,464	23,625
Net foreign exchange loss (gain)	**(8,650)**	6,259	(4,203)	10,787	(723)	(2,393)	(14,140)
Other (income) expense	**3,649**	(914)	(3,696)	(39,335)	(3,089)	3,779	(201)
Gain on contingent consideration	**—**	—	—	—	(150)	—	—
Income (loss) before income taxes	**119,820**	153,766	183,140	210,881	95,995	86,134	80,137
Income tax expense	**28,710**	41,505	46,421	52,262	23,559	22,155	7,896
Net income	**91,110**	112,261	136,719	158,619	72,436	63,979	72,241

Segmented Information

Years ended December 31 *($ thousands)* *(unaudited)*	2025 $	2024 $	2023 $	2022 $	2021 $	2020 $	2019 $
Less-Than-Truckload Segment							
Revenue	**779,070**	750,389	770,446	778,728	585,318	443,792	451,582
Direct operating expenses	**531,355**	503,998	525,491	536,786	411,096	307,786	321,458
Selling and administrative expenses	**117,697**	111,007	114,264	103,517	78,292	61,018	59,503
OIBDA[1]	**130,018**	135,384	130,691	138,425	95,930	74,988	70,621
Operating margin[2]	**16.7%**	18.0%	17.0%	17.8%	16.4%	16.9%	15.6%
Logistics & Warehousing Segment							
Revenue	**738,094**	606,992	564,949	609,288	465,614	362,007	404,840
Direct operating expenses	**498,416**	406,677	384,951	422,869	327,234	251,331	294,617
Selling and administrative expenses	**107,023**	80,444	67,977	67,344	51,838	39,090	45,394
OIBDA[1]	**132,655**	119,871	112,021	119,075	86,542	71,586	64,829
Operating margin[2]	**18.0%**	19.8%	19.8%	19.5%	18.6%	19.8%	16.0%
Specialized & Industrial Services Segment							
Revenue	**409,166**	457,050	467,980	400,605	313,394	362,041	426,312
Direct operating expenses	**286,668**	321,117	327,744	283,939	218,623	243,504	302,946
Selling and administrative expenses	**48,848**	51,003	44,972	39,130	32,760	36,185	48,420
OIBDA[1]	**73,650**	84,930	95,264	77,536	62,011	82,352	74,946
Operating margin[2]	**18.0%**	18.6%	20.4%	19.4%	19.8%	22.8%	17.6%
U.S. & International Logistics Segment							
Revenue	**219,178**	184,517	198,269	221,844	118,193	—	—
Direct operating expenses	**194,118**	168,673	180,217	202,225	107,555	—	—
Selling and administrative expenses	**16,597**	13,094	14,460	13,877	5,703	—	—
OIBDA[1]	**8,463**	2,750	3,592	5,742	4,935	—	—
Operating margin[2]	**3.9%**	1.5%	1.8%	2.6%	4.1%	—	—

[1] *Effective January 1, 2019, the Corporation adopted IFRS 16 – Leases. As is permitted with this new standard, comparative information for previous years has not been restated.*
[2] *Refer to the section entitled "Other Financial Measures".*

Other Information

Years ended December 31 ($ thousands) (unaudited)	2025	2024	2023	2022	2021	2020	2019
Ratios – Operating							
Return on equity[1]	8.4%	11.3%	14.0%	17.0%	8.1%	7.1%	8.0%
Gross margin – percentage of revenue[2]	30.0%	30.3%	29.6%	28.6%	28.6%	31.6%	28.8%
Selling and administrative expenses – percentage of revenue	15.2%	13.6%	13.1%	12.1%	12.6%	12.9%	13.1%
Operating margin[3]	14.8%	16.7%	16.5%	16.5%	16.0%	18.7%	15.7%
Operating ratio[4]	92.1%	89.9%	89.3%	87.6%	91.6%	90.5%	93.2%
Financial Position							
Acid test ratio[5]	1.72:1	1.97:1	0.48:1	1.37:1	0.94:1	2.80:1	2.74:1
Property, plant and equipment	$1,070,620	$1,046,150	$1,035,192	$981,624	$985,971	$939,107	$954,604
Total assets	$2,570,345	$2,332,488	$2,041,662	$1,996,131	$1,921,996	$1,717,936	$1,749,292
Long-term debt (including current portion)	$1,054,547	$997,556	$764,084	$712,279	$745,315	$607,872	$616,842
Equity	$1,140,461	$1,016,873	$974,884	$973,397	$888,664	$896,418	$917,921
Debt-to-equity ratio[6]	0.92:1	0.98:1	0.78:1	0.73:1	0.84:1	0.68:1	0.67:1
Total net debt to operating cash flow[7]	2.39:1	2.24:1	1.83:1	1.67:1	2.52:1	2.10:1	2.30:1
Net cash from operating activities	$305,980	$296,117	$276,747	$262,970	$197,967	$224,821	$170,653
Share Data							
Net cash from operating activities per share	$3.47	$3.37	$3.08	$2.82	$2.06	$2.23	$1.63
Book value per share[8]	$11.91	$11.60	$11.07	$10.47	$9.40	$9.26	$8.76
Earnings (loss) per share (basic)[9]	$1.03	$1.28	$1.52	$1.70	$0.75	$0.64	$0.69
Price/earnings ratio[10]	15.3	11.5	9.2	8.5	15.5	17.0	13.4
Weighted number of shares outstanding (thousands)	88,303	87,852	89,932	93,352	96,069	100,624	104,825
Total shares outstanding (thousands)	95,727	87,670	88,074	92,953	94,532	96,852	104,825

NOTES:

1. *Return on equity was calculated by dividing net income (loss) by average shareholders' equity.*
2. *Gross margin was calculated by dividing revenue less direct operating costs by revenue.*
3. *Operating margin was calculated by dividing OIBDA by revenue.*
4. *Operating ratio was calculated by dividing the total cost before impairment of goodwill, taxes, interest, earnings from equity investments and net gains and losses on foreign exchange, as a percentage of revenue.*
5. *Acid test ratio was calculated by dividing cash (bank indebtedness) plus receivables by current liabilities.*
6. *Debt-to-equity ratio was calculated by dividing total debt by shareholders' equity.*
7. *Total net debt to operating cash flow was calculated as per the financial covenant terms within the Private Placement Debt agreements.*
8. *Book value per share was calculated by dividing shareholders' equity by the number of shares outstanding.*
9. *Earnings (loss) per share was calculated by dividing net income (loss) by the weighted average number of shares outstanding.*
10. *Price/earnings ratio was calculated by dividing the year-end closing price by earnings (loss) per share adjusted for the impairment of goodwill.*

CAPITAL EXPENDITURES

The following chart summarizes our capital expenditures and depreciation for facilities as well as trucks, trailers and specialized equipment for the last number of years.

Capital Expenditures and Depreciation Summary	**Years ended December 31**			
($ millions)	**2025**	**2024**	**2023**	**2022**
	$	**$**	**$**	**$**
Facilities				
Gross capital expenditures	**13.5**	5.5	14.6	18.1
Net capital expenditures[1]	**12.4**	1.7	13.5	(20.8)
Depreciation	**9.2**	8.1	9.3	9.3
Trucks, trailers and specialized equipment				
Gross capital expenditures	**82.3**	66.0	87.0	63.3
Net capital expenditures[1]	**65.5**	54.6	75.3	53.6
Depreciation	**65.3**	65.3	63.9	61.8
Total				
Gross capital expenditures	**95.8**	71.5	101.6	81.4
Net capital expenditures[1]	**77.9**	56.3	88.8	32.8
Depreciation	**74.5**	73.4	73.2	71.1

[1] *Refer to the section entitled "Other Financial Measures".*

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2026 BUSINESS PLAN AND SUBSEQUENT EVENTS

2026 BUSINESS PLAN[1]:

Generate consolidated revenue of
$2.3 billion to $2.4 billion

Achieve OIBDA – Adjusted[2] of
$365.0 million

Dividends of
$0.84 per share per annum paid monthly at $0.07 per share

PRIORITIES:

1. ***Prioritize Margin Over Market Share*:**
   a. Optimize performance and drive process improvements.
   b. Invest in the Business Units: $85.0 million in new, more efficient operating assets.
      - $75.0 million: Operating Capital - to improve our Business Units
      - $10.0 million: Real Estate - invest in facilities, land and buildings
2. ***Pursue Acquisitions*:**
   - Identify acquisition targets that meet our precision based acquisition strategy
   - Tuck-ins: opportunities that make our existing Business Units more profitable
   - Strategic: opportunities to expand our network
3. ***Invest In Technology*:**
   - Focus on robotics in our warehouses and improve data management tools

Subsequent Events

Lac La Biche Transport Ltd. – Effective January 1, 2026, we acquired all of the shares of Lac La Biche Transport Ltd. ("**Lac La Biche**") for total cash consideration of $8.0 million. Lac La Biche is a privately held company that provides freight and oilfield services to northeastern Alberta. The acquisition of Lac La Biche aligns with our strategy of acquiring transportation companies that have a strong regional presence as well as investing in the energy sector. The financial results of Lac La Biche will be included within the Specialized & Industrial Services segment.

Thrive Management Group Ltd. – In 2017, Mullen Group invested $0.2 million to acquire a 30.0 percent equity interest in Thrive Management Group Ltd. ("**Thrive**"), a fluid management company operating in the Grande Prairie, Alberta region. On February 1, 2026, we acquired all of the remaining issued and outstanding shares of Thrive for total consideration of $15.6 million. Mullen Group made this investment as part of its strategy to invest in the energy sector. The financial results of Thrive will be included within the Specialized & Industrial Services segment.

[1] The operating results outlined consist of our expectation that our existing Business Units will generate financial results largely consistent with their 2026 plans.

[2] Refer to the section entitled "Non-IFRS Financial Measures".

APPENDICES

FORWARD-LOOKING INFORMATION STATEMENTS

This MD&A contains forward-looking statements within the meaning of applicable Canadian Securities laws. Readers are cautioned that expectations, estimates, projections and assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The following is a list of forward-looking statements contained within this MD&A, along with the respective assumptions:

- Mullen Group's intention to pay annual dividends of $0.84 per Common Share ($0.07 per Common Share on a monthly basis) for 2026, as referred to in the Mullen Group At A Glance section beginning on page 2. This forward-looking statement assumes that we will generate sufficient cash in excess of our financial obligations in 2026.
- Mullen Group's intention to use the Bank Credit Facilities and the anticipated cash flow from operating activities in 2026 to finance its ongoing working capital requirements, the NCIB program, the 2026 dividend, the 2026 capital budget, as well as various special projects and acquisition opportunities, as referred to in the Capital Resources and Liquidity section beginning on page 13. This forward-looking statement is based on our belief that our access to cash will exceed our expected requirements.
- Mullen Group's view that the 42 Business Units currently within our portfolio of companies are positioned to outperform last year, in aggregate, once a full year's results from acquisitions completed in 2025 are accounted for; our view that many sectors of the trucking industry are in the early stages of a tightening cycle, driven by changes in the supply/demand fundamentals and that overall freight demand, along with pricing, should improve; our view that there appears to be a shift in Canada's position as it relates to resource development; our belief that at Mullen Group, we are well positioned to benefit from these "Nation Building Projects" once they move from promises to capital deployment; that we are optimistic that 2026 will be a record year for our organization; our expectation that we will prudently manage all costs, along with investing in new technologies, like robotics and data management tools, to improve productivity; our belief that acquiring profitable businesses or competitors, in areas of the economy we view as having long-term potential, has always been an important element of our corporate strategy as referred to in the Outlook within the Consolidated Financial Results section beginning on page 21. These forward-looking statements assume that that we will have a full year's results from the acquisitions we completed last year and that they will result in our 42 Business Units collectively outperforming their 2025 financial results in 2026; that in terms of overall demand, the consensus view is that the Canadian economy is poised to show a modest year over year growth, given the fiscal response by governments, at all levels, to pursue massive deficit spending; that industry supply is also changing, after several years of financial losses; that the messaging surrounding "Nation Building Projects" is very positive. There is a reality, however, that there are time lags between messaging and true economic growth. Only when the 'shovels' start working will Canadians realize on the benefits these projects proclaim; that we are also mindful that the markets can remain competitive for extended periods; that Mullen Group will be successful at managing costs, and find new technologies to invest in that will result in productivity improvements; that every year we find some quality acquisition targets to add to our growing portfolio of logistics companies.
- Mullen Group's expectation that demand for LTL freight services will be similar to last year; that segment revenues will be consistent year over year, unless we identify a complimentary acquisition target; and our belief that these initiatives are expected to improve margins by 1.0 percent in 2026 as referred to in the LTL segment Market Outlook beginning on page 31. These forward-looking statements assume that the Canadian economy continues on a similar trajectory in 2026 as it did in 2025, which is our base case scenario.
- Mullen Group's expectation that capital projects, such as those announced, will have a significant freight component and our expectation that 2026 will be a record year in terms of L&W segment OIBDA, however, operating margins[1] will decline to approximately 17.0 percent annually, due to Cole Canada being a non-asset based business that generates lower margins as referred to in the L&W segment Market Outlook beginning on page 34. These forward-looking statements are based on the observation that the previously announced acquisitions will drive revenue growth in 2026, as the segment benefits from a full year's results from Cole Canada and Zion, and the assumption that Canada will advance the "Nation Building Projects" from planning to shovel ready.
- Mullen Group's projection of improved operating results for the S&I segment for 2026, which does not include any work that may come from "Nation Building Projects"; the belief that when these "Nation Building Projects" are finally sanctioned and construction begins, our S&I segment will benefit, most notably from pipeline construction, mining development and increases in drilling activity in western Canada; and that we will transact on acquisitions that meet our investment return thresholds and strengthen our service offerings tied to "Nation Building Projects", as referred to in the S&I segment Market Outlook beginning on page 38. These forward-looking statements assume we will realize a full year of increased injectivity capacity with our well disposal business, increased services tied to dewatering services from our expansion into northwestern Ontario, and that we will see some new pipeline related work.

[1] Refer to the section entitled "Other Financial Measures".

- Mullen Group's comment that U.S. economic growth is projected to remain steady for 2026; that tariffs appear to be a tool to be used by the U.S. to manage trade negotiations with other countries; that regulatory enforcement of qualifications, safety standards and English proficiency of commercial drivers is shrinking trucking capacity in the U.S.; that all of this bodes well for our US 3PL segment; and that we are expecting the US 3PL segment to outperform 2025, as referred to in the US 3PL segment Market Outlook beginning on page 42. These forward-looking statements are based on our belief that that cross selling of the services of both Business Units amongst their respective customers remains a key priority for 2026 and that we will have a full year of Cole USA results in 2026.
- Mullen Group's 2026 business plan; to generate consolidated revenue of $2.3 billion to $2.4 billion and achieve OIBDA – Adjusted[1] of $365.0 million; to prioritize margin over market share; to invest $85.0 million in capital expenditures in 2026 with $75.0 million allocated towards operating capital to improve the operations of the Business Units and $10.0 million allocated towards real estate to invest in facilities, land and buildings; to identify acquisition targets that meet our precision-based acquisition strategy; to invest in technology by focusing on robotics in our warehouses and improving our data management tools; and to set the 2026 annual dividend at $0.84 per Common Share ($0.07 per Common Share on a monthly basis) as referred to in the 2026 Business Plan and Subsequent Events section beginning on page 69. These forward-looking statements are based on the assumptions that we will generate sufficient cash in excess of our financial obligations to support our 2026 plan, and that our Business Units will generate financial results largely consistent with their 2026 plans.

Although we believe that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because we can give no assurance that they will prove to be correct.

Forward-looking statements address future events and conditions and, therefore, involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Accordingly, readers should not place undue reliance on the forward-looking statements contained in this MD&A. Readers are cautioned that the foregoing list of factors and risks is not exhaustive. Additional information on these and other factors that could affect the operations or financial results of Mullen Group along with the forward-looking statements in this MD&A, may be found in the Advisory on page 1 as well as in reports on file with applicable securities regulatory authorities and may be accessed through the Corporation's issuer profile on SEDAR+ at www.sedarplus.ca. The forward-looking statements contained in this MD&A are made as of the date hereof and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless so required by applicable securities law. We rely on litigation protection for "forward-looking" statements.

[The remainder of this page intentionally left blank.]

[1] Refer to the section entitled "Non-IFRS Financial Measures".

NON-IFRS FINANCIAL MEASURES

The Annual Financial Statements attached and referred to in this MD&A were prepared according to IFRS Accounting Standards. References to net income – adjusted, earnings per share – adjusted, net revenue, and OIBDA – adjusted are not measures recognized by IFRS Accounting Standards and do not have standardized meanings prescribed by IFRS Accounting Standards. This MD&A reports on certain financial performance measures that are described and presented in order to provide shareholders and potential investors with additional measures to evaluate our ability to fund our operations and information regarding our liquidity. In addition, these measures are used by management in its evaluation of performance. These Non-IFRS Terms may not be comparable to similar measures presented by other issuers and should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS Accounting Standards. Investors are cautioned that these indicators should not replace the foregoing IFRS Accounting Standards terms: net income, earnings per share and revenue.

Net Income – Adjusted and Earnings per Share – Adjusted

The following table illustrates net income and basic earnings per share before considering the impact of the net foreign exchange gains or losses, and the change in fair value of investments. Management adjusts net income and earnings per share by excluding these specific factors to more clearly reflect earnings from an operating perspective.

	Three month periods ended December 31		Years ended December 31	
(unaudited) *($ millions, except share and per share amounts)*	**2025**	**2024**	**2025**	**2024**
Income before income taxes	**$ 19.0**	29.7	**$ 119.8**	153.8
Add (deduct):				
Net foreign exchange (gain) loss	**(1.3)**	8.7	**(8.7)**	6.3
Change in fair value of investments	**0.3**	(0.4)	**(0.1)**	(0.7)
Income before income taxes – adjusted	**18.0**	38.0	**111.0**	159.4
Income tax rate	**25%**	25%	**25%**	25%
Computed expected income tax expense	**(4.5)**	(9.5)	**(27.8)**	39.8
Net income – adjusted	**13.5**	28.5	**83.2**	119.6
Weighted average number of Common Shares outstanding – basic	**90,969,680**	87,656,732	**88,302,540**	87,851,858
Earnings per share – adjusted	**$ 0.15**	0.33	**$ 0.94**	1.36

Net Revenue

Net revenue is calculated by subtracting Contractors DOE in the US 3PL segment from revenue as our two Business Units in the segment, non-asset based customs brokerage and 3PL providers, do not own any operating assets. Management calculates and measures net revenue within the US 3PL segment as it provides an important measurement in evaluating our financial performance as well as our ability to generate an appropriate return in the non-asset based customs brokerage and 3PL market.

US 3PL Segment

	Three month periods ended December 31		Years ended December 31	
(unaudited) *($ millions)*	**2025**	**2024**	**2025**	**2024**
Revenue	**$ 56.3**	$ 47.5	**$ 219.2**	$ 184.5
Contractors direct operating expenses	**(45.2)**	(43.6)	**(186.5)**	(168.7)
Net Revenue	**$ 11.1**	$ 3.9	**$ 32.7**	$ 15.8

Consolidated

	Three month periods ended December 31		Years ended December 31	
(unaudited) *($ millions)*	**2025**	**2024**	**2025**	**2024**
Revenue	**$ 533.8**	$ 499.1	**$ 2,133.6**	$ 1,989.3
US 3PL Contractors direct operating expenses	**(45.2)**	(43.6)	**(186.5)**	(168.7)
Net Revenue	**$ 488.6**	$ 455.5	**$ 1,947.1**	$ 1,820.6

OIBDA – Adjusted

OIBDA – adjusted is calculated by subtracting foreign exchange gains and losses recognized on U.S. denominated cash held with the Corporate Office from OIBDA. Management relies on OIBDA – adjusted as a measurement since it provides an indication of Mullen Group's ability to generate cash from its principal business activities prior to depreciation and amortization, financing, taxation in various jurisdictions and gains and losses recognized on U.S. cash held within the Corporate Office. Net income is also an indicator of financial performance, however, net income includes expenses that are not a direct result of Mullen Group's operating activities.

(unaudited) *($ millions, except share and per share amounts)*	Three month periods ended December 31		Years ended December 31	
	2025	**2024**	**2025**	**2024**
OIBDA	**$ 73.4**	85.0	**$ 315.6**	332.2
Add (deduct):				
Selling and administrative expenses[1]	**1.3**	(8.4)	**7.5**	(7.4)
OIBDA – adjusted	**$ 74.7**	76.6	**$ 323.1**	324.8

[1] *Consists of the foreign exchange loss (gain) recognized on U.S. denominated cash held within Corporate Office.*

OTHER FINANCIAL MEASURES

Other financial measures consist of supplementary financial measures and capital management measures.

Supplementary Financial Measures

Supplementary financial measures are financial measures disclosed by a company that (a) are, or are intended to be, disclosed on a periodic basis to depict the historical or expected future financial performance, financial position or cash flow of a company, (b) are not disclosed in the financial statements of a company, (c) are not non-IFRS financial measures, and (d) are not non-IFRS ratios. The following are supplementary financial measures disclosed by the Corporation.

Operating Margin

Operating margin is a supplementary financial measure and is defined as OIBDA divided by revenue. Management relies on operating margin as a measurement since it provides an indication of our ability to generate an appropriate return as compared to the associated risk and the amount of assets employed within our principal business activities.

(unaudited) *($ millions)*	Three month periods ended December 31		Years ended December 31	
	2025	**2024**	**2025**	**2024**
OIBDA	**$ 73.4**	$ 85.0	**$ 315.6**	$ 332.2
Revenue	**$ 533.8**	$ 499.1	**$ 2,133.6**	$ 1,989.3
Operating margin	**13.8%**	17.0%	**14.8%**	16.7%

OIBDA – Adjusted[1] as a Percentage of Consolidated Revenue

OIBDA – adjusted[1] as a percentage of consolidated revenue is a supplementary financial measure and is defined as OIBDA – adjusted[1] divided by revenue. Management relies on this adjusted operating margin as a measurement since it provides an indication of our ability to generate an appropriate return from our principal business activities prior to depreciation and amortization, financing, taxation in various jurisdictions and gains and losses recognized on U.S. cash held within Corporate Office as compared to the associated risk of our principal business activities.

(unaudited) *($ millions)*	Three month periods ended December 31		Years ended December 31	
	2025	**2024**	**2025**	**2024**
OIBDA – adjusted[1]	**$ 74.7**	$ 76.6	**$ 323.1**	$ 324.8
Revenue	**$ 533.8**	$ 499.1	**$ 2,133.6**	$ 1,989.3
OIBDA – adjusted[1] as a percentage of consolidated revenue	**14.0%**	15.3%	**15.1%**	16.3%

[1] Refer to the section entitled "Non-IFRS Financial Measures".

Operating Margin as a Percentage of Net Revenue[1]

Operating margin as a percentage of net revenue[1] is a supplementary financial measure and is defined as OIBDA divided by net revenue[1]. Management relies on operating margin as a percentage of net revenue[1] as a measurement since it provides an indication of our ability to generate an appropriate return as compared to the associated risk and the amount of assets employed within our principal business activities.

(unaudited) *($ millions)*	Three month periods ended December 31 2025	Three month periods ended December 31 2024	Years ended December 31 2025	Years ended December 31 2024
OIBDA	**$ 73.4**	$ 85.0	**$ 315.6**	$ 332.2
Net revenue[1]	**$ 488.6**	$ 455.5	**$ 1,947.1**	$ 1,820.6
Operating margin as a percentage of net revenue[1]	**15.0%**	18.7%	**16.2%**	18.2%

OIBDA – Adjusted[1] as a Percentage of Net Revenue[1]

OIBDA – adjusted[1] as a percentage of net revenue[1] is a supplementary financial measure and is defined as OIBDA – adjusted[1] divided by net revenue[1]. Management relies on this measurement as it provides an indication of our ability to generate an appropriate return from our principal business activities prior to depreciation and amortization, financing, taxation in various jurisdictions and gains and losses recognized on U.S. cash held within Corporate Office as compared to the associated risk and the amount of assets employed within our principal business activities.

(unaudited) *($ millions)*	Three month periods ended December 31 2025	Three month periods ended December 31 2024	Three month periods ended December 31 2025	Three month periods ended December 31 2024
OIBDA – adjusted[1]	**$ 74.7**	$ 76.6	**$ 323.1**	$ 324.8
Net revenue[1]	**$ 488.6**	$ 455.5	**$ 1,947.1**	$ 1,820.6
OIBDA – adjusted[1] as a percentage of net revenue[1]	**15.3%**	16.8%	**16.6%**	17.8%

Net Capital Expenditures

Net capital expenditures are calculated by subtracting the amount of cash received from the sale of property, plant and equipment from the amount of cash used to purchase property, plant and equipment. Management calculates net capital expenditures to evaluate and manage its capital expenditure budget and to assist in allocating capital amongst its Business Units.

(unaudited) *($ millions)*	Three month periods ended December 31 2025	Three month periods ended December 31 2024	Years ended December 31 2025	Years ended December 31 2024
Purchase of property, plant and equipment	**$ 30.4**	$ 21.7	**$ 95.8**	$ 71.5
Proceeds on sale of property, plant and equipment	**(2.7)**	(5.9)	**(17.9)**	(15.2)
Net capital expenditures	**$ 27.7**	$ 15.8	**$ 77.9**	$ 56.3

Net Cash From Operating Activities Per Share

Net cash from operating activities per share is calculated by dividing net cash from operating activities by the weighted average number of Common Shares outstanding. Management measures cash flow per share to provide investors with an indication of the amount of cash being generated on a per share basis, after consideration of working capital and income taxes paid.

(unaudited) *($ millions, except share and per share amounts)*	Three month periods ended December 31 2025	Three month periods ended December 31 2024	Years ended December 31 2025	Years ended December 31 2024
Net cash from operating activities	**$ 85.6**	$ 111.4	**$ 306.0**	$ 296.1
Weighted average number of Common Shares outstanding	**90,969,680**	87,656,732	**88,302,540**	87,851,858
Net cash from operating activities per share	**$ 0.94**	$ 1.27	**$ 3.47**	$ 3.37

Return On Equity

Return on equity is a supplementary financial measure and is defined as net income divided by average equity during the period. Management relies on return on equity to assist in capital allocation and to ensure we generate an appropriate return as compared to the associated risk.

	Three month periods ended December 31		Years ended December 31	
(unaudited)	**2025**	**2024**	**2025**	**2024**
Net Income – annualized	**$ 58.4**	$ 75.6	**$ 91.1**	$ 112.3
Average equity	**$ 1,084.5**	$ 1,015.6	**$ 1,078.7**	$ 995.9
Return on equity	**5.4%**	7.4%	**8.4%**	11.3%

Capital Management Measures

Capital management measures are financial measures disclosed by a company that (a) are intended to enable users to evaluate a company's objectives, policies and processes for managing the entity's capital, (b) are not a component of a line item disclosed in the primary financial statements of the company, (c) are disclosed in the notes of the financial statements of the company, and (d) are not disclosed in the primary financial statements of the company. The Corporation has disclosed the following capital management measures.

Total Net Debt

The term "*total net debt*" is defined in the Private Placement Debt agreements as all debt including the Debentures, the Private Placement Debt, lease liabilities associated with operating equipment, the Bank Credit Facilities and letters of credit less any unrealized gain on Cross-Currency Swaps plus any unrealized loss on Cross-Currency Swaps, as disclosed within Derivatives on the condensed consolidated statement of financial position. Total net debt specifically excludes any real property lease liabilities. Total net debt is defined within our Private Placement Debt agreements and is used to calculate our total net debt to operating cash flow covenant. Management calculates and discloses total net debt to provide users of this MD&A with an understanding of how our debt covenant is calculated.

(unaudited) *($ millions)*	**December 31, 2025**
Private Placement Debt (including the current portion)	**$ 791.5**
Lease liabilities (including the current portion)	**263.0**
Debentures	**—**
Bank indebtedness	**—**
Letters of credit	**7.6**
Long-term debt (including the current portion)	**0.1**
Total debt	**1,062.2**
Less: real property lease liabilities	**(248.4)**
Less: unrealized gain on Cross-Currency Swaps	**(26.6)**
Add: unrealized loss on Cross-Currency Swaps	**—**
Total net debt	**$ 787.2**

Mullen Group Ltd.

DECEMBER 31, 2025

ANNUAL FINANCIAL REPORT

Independent auditor's report

To the Shareholders of Mullen Group Ltd.

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Mullen Group Ltd. and its subsidiaries (together, the Company) as at December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

What we have audited

The Company's consolidated financial statements comprise:

- the consolidated statements of financial position as at December 31, 2025 and 2024;
- the consolidated statements of income for the years then ended;
- the consolidated statements of comprehensive income for the years then ended;
- the consolidated statements of changes in equity for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

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Basis for opinion

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

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

Independence

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of goodwill	
Refer to note 2d – Basis of presentation – Use of estimates and judgements, note 3 – Material accounting policies and note 11 – Goodwill to the consolidated financial statements. The Corporation had a carrying amount of $448 million of goodwill as at December 31, 2025. Goodwill is reviewed for impairment annually at December 31, or more frequently if there are indications that impairment may have occurred. Goodwill impairment is determined based upon the recoverable amount of a group of assets that generate independent cash flows to their respective carrying amount. Management has grouped these cash generating units (GCGUs) at the operating segment level for the purpose of the goodwill impairment assessment.	Our approach to addressing the matter included the following procedures, among others: • Evaluated how management determined the recoverable amounts of the operating segments, which included the following: – Tested the appropriateness of the method and discounted cash flow models and the mathematical accuracy thereof. – Tested the underlying data used in the discounted cash flow models.

The recoverable amount is the higher of fair value less costs of disposal (FVLCD) and value in use. If the carrying amount of a GCGU exceeds its recoverable amount, the difference is recognized as an impairment charge. The recoverable amounts were determined by using the FVLCD approach, based on discounted future cash flow models. Key assumptions used in the discounted future cash flow models included revenue growth rates, terminal value growth rates and discount rates.

We considered this a key audit matter due to the judgements made by management in determining the recoverable amounts of GCGUs, to which goodwill relates, including the use of key assumptions. This, in turn, led to a high degree of auditor judgement, subjectivity and effort in performing procedures to test the key assumptions. Professionals with specialized skill and knowledge in the field of valuation assisted us in performing our procedures.

  - Tested the reasonableness of the revenue growth rates by considering management's strategic plans approved by the Board, industry growth rates and historical data.
  - Professionals with specialized skill and knowledge in the field of valuation assisted in assessing the reasonableness of the terminal value growth rates and discount rates applied by management.
  - Tested the disclosures made in the consolidated financial statements.

Valuation of customer relationships acquired in the business combination of Cole Group Inc.

Refer to note 2d – Basis of presentation – Use of estimates and judgements – Acquisitions, note 3k – Material accounting policies – Acquisitions and goodwill, note 4c – Determination of fair values – Intangible assets and note 5 – Acquisitions to the consolidated financial statements.

Effective June 1, 2025, the Company acquired all of the issued and outstanding shares of Cole Group Inc. and its operating subsidiaries (Cole Group) for total cash consideration of $209.7 million. The acquisition was accounted for using the acquisition method, which requires that the acquired assets acquired and liabilities assumed be recorded at their respective fair values. The fair value of the intangible assets acquired was $97.6 million, which included customer relationships of $64.4 million. Management applied significant judgement in estimating the fair value of the customer relationships.

To estimate the fair value of the customer relationships acquired, management used the multi-period excess

Our approach to addressing the matter included the following procedures, among others:

- Tested how management estimated the fair values of the acquired customer relationships in the business combination with Cole Group Inc., which included the following:
  - Obtained and read the purchase and sale agreement associated with the acquisition.
  - Tested the mathematical accuracy of the underlying calculations.
  - Tested the underlying data used by management in the calculations used to determine the fair values of the acquired customer relationships.
  - Evaluated the reasonableness of key assumptions used by management related to the terminal value growth rates by considering current and past

earnings method. Management developed key assumptions related to the terminal value growth rates and the discount rates.

We considered this a key audit matter due to the significant judgement made by management in estimating the fair value of the customer relationships, including the development of key assumptions. This, in turn, led to a high degree of auditor judgement, subjectivity and effort in performing procedures and evaluating audit evidence relating to the key assumptions used by management. The audit effort involved the use of professionals with specialized skill and knowledge in the field of valuation.

performance of the acquired company Cole Group, as well as external market data.

– Professionals with specialized skill and knowledge in the field of valuation assisted in evaluating the appropriateness of management’s multi-period excess earnings method, as well as certain key assumptions such as the discount rates.

Other information

Management is responsible for the other information. The other information comprises the Management’s Discussion and Analysis and the information, other than the consolidated financial statements and our auditor’s report thereon, included in the 2025 Financial Review.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related

disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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

/s/PricewaterhouseCoopers LLP

Chartered Professional Accountants
Calgary, Alberta
February 11, 2026

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(thousands)	Note		December 31 2025		December 31 2024
Assets					
Current assets:					
Cash and cash equivalents	**6**	**$**	**144,638**	$	126,286
Trade and other receivables	**7**		**301,611**		292,273
Inventory	**8**		**45,085**		45,735
Derivative financial instruments – current portion	**14**		**26,598**		—
Prepaid expenses			**28,244**		22,612
Current tax receivable			**17,595**		7,519
			563,771		494,425
Non-current assets:					
Property, plant and equipment	**9**		**1,070,620**		1,046,150
Right-of-use assets	**10**		**233,992**		217,682
Goodwill	**11**		**447,668**		374,205
Intangible assets	**12**		**192,609**		112,221
Investments	**13**		**43,321**		44,216
Deferred tax assets	**17**		**1,017**		7,142
Derivative financial instruments	**14**		**—**		30,560
Other assets			**17,347**		5,887
			2,006,574		1,838,063
Total Assets		**$**	**2,570,345**	$	2,332,488
Liabilities and Equity					
Current liabilities:					
Accounts payable and accrued liabilities	**15**	**$**	**204,168**	$	159,023
Dividends payable	**16**		**6,701**		6,137
Current tax payable			**3,335**		4,322
Lease liabilities – current portion	**18**		**45,915**		43,433
Current portion of long-term debt	**20**		**26**		25
			260,145		212,940
Non-current liabilities:					
Convertible debentures – debt component	**19**		**—**		120,501
Long-term debt	**20**		**791,480**		649,257
Lease liabilities	**18**		**217,126**		184,340
Decommissioning liabilities			**1,676**		1,652
Deferred tax liabilities	**17**		**159,457**		146,925
			1,169,739		1,102,675
Equity:					
Share capital	**21**		**908,970**		797,814
Convertible debentures – equity component	**19**		**—**		9,116
Contributed surplus			**30,748**		20,880
Accumulated other comprehensive income			**3,046**		4,283
Retained earnings			**197,697**		184,780
			1,140,461		1,016,873
Subsequent event	**35**				
Total Liabilities and Equity		**$**	**2,570,345**	$	2,332,488

The notes which begin on page 87 are an integral part of these consolidated financial statements.

Approved by the Board of Directors on February 11, 2026, after review by the Audit Committee.

"Signed: Murray K. Mullen"
Murray K. Mullen, Director

"Signed: Richard Whitley"
Richard Whitley, Director

CONSOLIDATED STATEMENT OF INCOME

(thousands, except per share amounts)	Note	Years ended December 31 2025	2024
Revenue	23	$ **2,133,642**	$ 1,989,253
Direct operating expenses		**1,493,675**	1,385,672
Selling and administrative expenses		**324,330**	271,381
Operating income before depreciation and amortization		**315,637**	332,200
Depreciation of property, plant and equipment	9	**74,468**	73,358
Depreciation of right-of-use assets	10	**49,631**	43,009
Amortization of intangible assets	12	**22,269**	14,536
Finance costs	25	**54,450**	42,186
Net foreign exchange (gain) loss	14	**(8,650)**	6,259
Other expense (income)	27	**3,649**	(914)
Income before income taxes		**119,820**	153,766
Income tax expense	17	**28,710**	41,505
Net income		$ **91,110**	$ 112,261
Earnings per share:	22		
Basic		$ **1.03**	$ 1.28
Diluted		$ **1.00**	$ 1.23
Weighted average number of Common Shares outstanding:	22		
Basic		**88,303**	87,852
Diluted		**96,311**	97,226

The notes which begin on page 87 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(thousands)	Years ended December 31 2025	2024
Net income	$ **91,110**	$ 112,261
Other comprehensive income *Items that may be reclassified subsequently to statement of income*		
Exchange differences from translating foreign operations	**(1,237)**	1,985
Other comprehensive (loss) income, net of tax	**(1,237)**	1,985
Total comprehensive income	$ **89,873**	$ 114,246

The notes which begin on page 87 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(*thousands*)	Note	Share capital	Convertible debentures – equity component	Contributed surplus	Accumulated Other Comprehensive Income	Retained earnings	Total
Balance at January 1, 2025		**$ 797,814**	**$ 9,116**	**$ 20,880**	**$ 4,283**	**$ 184,780**	**$ 1,016,873**
Net income for the period		**—**	**—**	**—**	**—**	**91,110**	**91,110**
Other comprehensive loss, net of tax		**—**	**—**	**—**	**(1,237)**	**—**	**(1,237)**
Common Shares repurchased	**21**	**(7,792)**	**—**	**—**	**—**	**(3,668)**	**(11,460)**
Common Shares issued on exercise of stock options	**21**	**2,789**	**—**	**(513)**	**—**	**—**	**2,276**
Common Shares issued on conversion of Debentures	**19**	**115,500**	**(9,116)**	**9,116**	**—**	**—**	**115,500**
Common Shares issued on acquisition		**659**	**—**	**—**	**—**	**—**	**659**
Stock-based compensation expense		**—**	**—**	**1,265**	**—**	**—**	**1,265**
Dividends declared to common shareholders	**16**	**—**	**—**	**—**	**—**	**(74,525)**	**(74,525)**
Balance at December 31, 2025		**$ 908,970**	**$ —**	**$ 30,748**	**$ 3,046**	**$ 197,697**	**$ 1,140,461**

(*thousands*)	Note	Share capital	Convertible debentures – equity component	Contributed surplus	Accumulated Other Comprehensive Income	Retained earnings	Total
Balance at January 1, 2024		$ 801,255	$ 9,116	$ 20,141	$ 2,298	$ 142,074	$ 974,884
Net income for the period		—	—	—	—	112,261	112,261
Other comprehensive income, net of tax		—	—	—	1,985	—	1,985
Common Shares repurchased	**21**	(4,527)	—	—	—	(1,943)	(6,490)
Common Shares issued on exercise of stock options	**5**	1,106	—	(175)	—	—	931
Stock-based compensation expense		—	—	914	—	—	914
Dividends declared to common shareholders	**16**	—	—	—	—	(67,612)	(67,612)
Balance at December 31, 2024		$ 797,814	$ 9,116	$ 20,880	$ 4,283	$ 184,780	$ 1,016,873

The notes which begin on page 87 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

(thousands)	Note	Years ended December 31 2025	2024
Cash provided by (used in):			
Cash flows from operating activities:			
Net income		$ **91,110**	$ 112,261
Adjustments for:			
Depreciation and amortization		**146,368**	130,903
Finance costs	**25**	**54,450**	42,186
Stock-based compensation expense		**1,265**	914
Foreign exchange loss (gain) on cross-currency swaps	**14**	**3,962**	(19,542)
Foreign exchange (gain) loss		**(19,030)**	32,471
Other expense (income)	**27**	**3,649**	(914)
Income tax expense	**17**	**28,710**	41,505
Cash flows from operating activities before non-cash working capital items		**310,484**	339,784
Changes in non-cash working capital items from operating activities	**32**	**40,519**	1,737
Cash generated from operating activities		**351,003**	341,521
Income tax paid		**(45,023)**	(45,404)
Net cash from operating activities		**305,980**	296,117
Cash flows from financing activities:			
Bank indebtedness	**20**	**—**	(73,000)
Net proceeds of long-term debt	**20**	**390,877**	399,255
Repurchase of Common Shares	**21**	**(11,460)**	(6,490)
Cash dividends paid to common shareholders		**(73,961)**	(66,759)
Interest paid		**(59,130)**	(45,715)
Repayment of Debentures		**(7,101)**	—
Repayment of long-term debt and loans	**20**	**(236,579)**	(219,988)
Repayment of lease liabilities	**18**	**(48,564)**	(39,803)
Net proceeds from Common Share issuances	**21**	**2,276**	931
Changes in non-cash working capital items from financing activities	**32**	**(308)**	(37)
Net cash used in financing activities		**(43,950)**	(51,606)
Cash flows from investing activities:			
Acquisitions net of cash acquired	**5**	**(181,622)**	(59,059)
Purchase of property, plant and equipment		**(95,816)**	(71,513)
Proceeds on sale of property, plant and equipment		**17,884**	15,167
Purchase of intangible assets		**—**	(50)
Interest received		**6,457**	6,129
Net investment in finance leases		**2,290**	464
Other assets		**827**	(3,423)
Proceeds on sale of investments		**65**	70
Dividends from equity investees		**705**	450
Changes in non-cash working capital items from investing activities	**32**	**(2,025)**	(139)
Net cash used in investing activities		**(251,235)**	(111,904)
Change in cash and cash equivalents		**10,795**	132,607
Cash and cash equivalents at January 1		**126,286**	2,295
Effect of exchange rate fluctuations on cash held		**7,557**	(8,616)
Cash and cash equivalents at December 31	**6**	$ **144,638**	$ 126,286

The notes which begin on page 87 are an integral part of these consolidated financial statements.

(Tabular amounts in thousands, except share and per share amounts)

1. Reporting Entity

Mullen Group Ltd. ("**Mullen Group**" and/or the "**Corporation**") was incorporated pursuant to the laws of the Province of Alberta and is a publicly-traded company listed on the Toronto Stock Exchange ("**TSX**") under the symbol 'MTL'. The Corporation maintains its registered office in Okotoks, Alberta, Canada. The business of Mullen Group is operated through wholly-owned (either directly or indirectly) subsidiaries and limited partnerships ("**Business Units**"). The Corporation is recognized as one of the leading suppliers of trucking and logistics services in Canada providing a wide range of service offerings including less-than-truckload, truckload, customs brokerage, warehousing, logistics, transload, oversized and specialized hauling transportation. The Corporation also operates as a third-party logistics provider in the U.S. and Canada. In addition, Mullen Group provides a diverse set of specialized services related to the energy, mining, forestry and construction industries in western Canada, including water management, fluid hauling and environmental reclamation. Business Units are grouped into four distinct operating segments: Less-Than-Truckload segment, Logistics & Warehousing segment, Specialized & Industrial Services segment, and U.S. & International Logistics segment (the "**Operating Segments**"), all of which are supported by a corporate segment. These consolidated financial statements ("**Annual Financial Statements**") include the accounts of the Corporation, its subsidiaries and its limited partnerships.

2. Basis of Presentation

(a) Statement of Compliance

These Annual Financial Statements have been prepared in accordance with and comply with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("**IFRS Accounting Standards**").

(b) Basis of Measurement

These Annual Financial Statements have been prepared on the historical cost basis except for investments (excluding investments accounted for by the equity method), and derivative financial instruments ("**Derivatives**"), which are measured at fair value through profit or loss ("**FVTPL**").

(c) Functional and Presentation Currency

These Annual Financial Statements are presented in Canadian dollars, which is the functional currency of the Corporation. All financial information presented in Canadian dollars has been rounded to the nearest thousand except for per share amounts.

(d) Use of Estimates and Judgements

The preparation of these Annual Financial Statements in accordance with IFRS Accounting Standards requires the use of certain critical accounting estimates, judgements and assumptions. The carrying amount of assets, liabilities, accruals, provisions, other financial obligations, as well as the determination of fair values, contingent liabilities, reported income and expense in these Annual Financial Statements depends on the use of estimates, judgements and assumptions. In the process of applying the Corporation's accounting policies management takes into consideration existing circumstances and estimates at the date of these Annual Financial Statements, which affects the reported amounts of income and expenses during the reporting periods. Given the uncertainty inherent in determining these factors, actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Assessments about whether line items are sufficiently material to warrant separate presentation in the primary financial statements and, if not, whether they are sufficiently material to warrant separate presentation in the notes to the financial statements.

This section contains the Corporation's estimates and judgements that relate to the financial statements as a whole. When an estimate, judgement or accounting policy is acceptable to a specific note to the financial statements, the estimate, judgement or policy and related disclosures are provided within that note as identified in the table below:

Note	Topic	Page	Note	Topic	Page
6	Cash and cash equivalents	96	15	Accounts payable and accrued liabilities	103
7	Trade and other receivables	96	17	Income taxes	103
8	Inventory	97	18	Lease Liabilities	106
9	Property, plant and equipment	97	19	Convertible Unsecured Subordinated Debentures	107
10	Right-of-Use-Assets	99	22	Earnings per share	110
11	Goodwill	99	23	Revenue	111
12	Intangible assets	101	26	Share-based compensation plans	113
14	Derivative Financial Instruments	102	33	Operating segments	122

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Significant items impacted by such estimates and judgements are outlined hereafter. Readers are cautioned that the foregoing list is not exhaustive and other items may also be affected by estimates and judgements.

Judgements

(i) Impairment Tests

Mullen Group assesses, at the end of each reporting period, whether there is an indication that an asset or cash generating unit ("**CGU**") may be impaired. If any indication of impairment exists, Mullen Group determines the recoverable amount of the asset or CGU. External triggering events include, for example, changes in customer or industry dynamics, drilling and other technologies and economic declines, including the decline in the value of Mullen Group's Common Share price. Internal triggering events for impairment include, for example, lower profitability or planned restructuring.

(ii) Identification of cash-generating unit

For the purposes of impairment testing, assets are grouped at the lowest levels of assets which generate identifiable cash inflows that are largely independent of the cash inflows of other assets or groups of assets, which is a CGU. The allocation of assets into a CGU requires significant judgement and interpretation with respect to the integration between assets, the existence of active markets, similar exposure to market risks, shared infrastructure and the way in which management monitors performance.

(iii) Impairment of non-financial assets

The assessment of impairment of non-financial assets involves judgement of whether or not events or changes in circumstances indicate that the carrying value of an asset, CGU or group of CGUs ("**GCGU**") may exceed its recoverable amount. The Corporation utilizes internal and external sources of information, including but not limited to; changes in the technological, economic or legal environment; indications of obsolesce or physical damage; or evidence that the economic performance of the asset, CGU or GCGU is worse than expected.

Estimates

(i) Acquisitions

The acquired assets, assumed liabilities (other than deferred taxes) and contingent consideration are recognized at fair value on the date Mullen Group effectively obtains control. The measurement of the assets and liabilities acquired in each business combination is based on the information available on the acquisition date. The estimate of fair value of the acquired intangible assets (including goodwill), property, plant and equipment and other assets and the liabilities assumed at the date of acquisition as well as the useful lives of the acquired intangible assets and property, plant and equipment is based on assumptions. The measurement is largely based on projected cash flows, discount rates and market conditions at the date of acquisition. Contingent consideration is based on the likelihood of various outcomes of specified future events. ▶ **For more information, refer to Note 5**.

(ii) Impairment Tests

Mullen Group tests annually whether goodwill of an operating segment has suffered any impairment. The recoverable amounts of the Operating Segments are determined based on the higher of fair value less costs of disposal ("**FVLCD**") and value in use ("**VIU**") calculations that require the use of estimates. The Corporation also assesses whether there have been any events or changes in circumstances that indicate that property, plant and equipment and other intangible assets may be impaired and an impairment review is carried out whenever such an assessment indicates that the carrying amount may not be recoverable. VIU and FVLCD are calculated using the estimated discounted future cash flows expected to be generated by the asset, its CGU or its GCGU. The discounting of cash flows involves key assumptions that consider all information available on the respective testing date. Management uses estimates, considering past and actual performance as well as expected developments in the respective markets and in the overall macro-economic environment and economic trends to model and discount future cash flows. ▶ **For more information, refer to Notes 11 and 12**.

3. Material Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these Annual Financial Statements.

(a) Basis of Consolidation

These Annual Financial Statements include the accounts of Mullen Group, its subsidiaries and its limited partnerships. The financial statements of such subsidiaries and limited partnerships controlled by Mullen Group are included in these Annual Financial Statements from the date that control commenced until the date that control ceases. Control is achieved when the Corporation is exposed to, or has rights to, variable returns from its subsidiaries and limited partnerships and has the ability to affect those returns through its power to direct their activities. The accounting policies of subsidiaries and limited partnerships are the same as those of the Corporation. For the year ended December 31, 2025, the scope of consolidation for these Annual Financial Statements encompassed 93 entities, of which 8 were first time consolidations. The first time consolidations were a result of the acquisitions of Cole Group Inc. and its operating subsidiaries ("**Cole Group**") and Zion Trucking Ltd. ("**Zion**"). During 2025, 25 entities ceased existence due to internal corporate reorganizations.

(b) Changes in Accounting Policies

There have been no changes to the Corporation's accounting policies in 2025.

(c) New Standards and Interpretations not yet adopted

Mullen Group has reviewed new and revised standards and interpretations that have been approved by International Financial Reporting Standard ("**IFRS**") Accounting Standards. The following outlines new amendments to IFRS Accounting Standards that are applicable to, or may have a future impact on Mullen Group.

International Financial Reporting Standards 18 – Presentation and Disclosure in Financial Statements

Effective for annual periods beginning on or after January 1, 2027, IFRS 18 – Presentation and Disclosure in Financial Statements replaces International Accounting Standards 1 – Presentation of Financial Statements. The new standard sets out presentation and base disclosure requirements for financial statements which mainly affect the income statement, where issuers will be required to present separate categories of income and expense for operating, financing and investing activities.

Mullen Group has reviewed new and revised standards and interpretations that have been approved by the IASB. Management is aware this standard will affect the income statement and certain other disclosures. Management is in the process of assessing the full extent of the changes.

(d) Investment Properties

Investment properties consist of real property that are held to earn rental income and are recorded at cost less accumulated depreciation. Cost includes expenditures that are directly attributable to the acquisition or the development of real property held to earn rental income. Subsequent to initial measurement, investment properties are measured using the cost model and are recorded at cost less accumulated depreciation. Depreciation is recorded annually on the buildings included within real property held to earn rental income on the declining balance basis at a rate of 2.5 percent per annum.

(e) Foreign Currency

Transactions in foreign currencies are translated to Canadian dollars, Mullen Group's functional currency, at the exchange rate on the date of the transactions. At each reporting date, monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

The financial statements for each of the Business Units are prepared using their functional currency. The functional currency is the currency of the primary economic environment in which an entity operates. The presentation and functional currency of Mullen Group is Canadian dollars. The functional currency of HAUListic LLC ("**HAUListic**") and Cole International USA Inc. ("**Cole USA**"), U.S. based customs brokerage and third-party logistics providers are U.S. dollars. Assets and liabilities of foreign operations are translated into Canadian dollars at the market rates prevailing at the balance sheet date. Operating results are translated at the average rates for the period. Exchange differences arising on the consolidation of the net assets of foreign operations are recorded in other comprehensive income.

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the transaction date. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in currencies other than an entity's functional currency are recognized in the consolidated statement of income.

(f) Impairment of Assets

The Corporation carries out impairment reviews in respect of goodwill at least annually or if indicators of possible impairment exist. Goodwill is monitored for impairment by management at the operating segment level. The Corporation also assesses during each reporting period whether there have been any events or changes in circumstances that indicate that property, plant and equipment and intangible assets may be impaired and an impairment review is carried out whenever such an assessment indicates that the carrying amount may not be recoverable. Recoverability is measured by comparing the carrying amount of the asset, the CGU or the GCGU to which the asset belongs to the higher of its FVLCD and its VIU. VIU and FVLCD are calculated using the estimated discounted future cash flows expected to be generated by the asset, its CGU or its GCGU. If the carrying amount of the asset, or its respective CGU, exceeds its estimated recoverable amount, the difference is recognized as an impairment charge.

Impairment losses are recognized in net income. An impairment loss in respect of goodwill is irreversible. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Impairment losses recognized in respect of CGUs or GCGUs are allocated first to reduce the carrying amounts of any goodwill allocated to the CGU or GCGU and then to reduce the carrying amount of other assets in the CGU on a pro rata basis.

Mullen Group's corporate assets, which do not generate separate cash inflows, are allocated to the CGUs on a reasonable basis for impairment testing purposes.

(g) Financial Instruments

(i) Non-Derivative Financial Assets

Financial Assets	Initial Measurement	Subsequent Measurement
Cash and cash equivalents	Fair value	Amortized cost
Trade and other receivables	Fair value	Amortized cost
Investments	Fair value	FVTPL
Investments – equity method	Fair value	Equity method
Other assets	Fair value	Amortized cost

Cash and cash equivalents are recognized initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition these financial assets are measured at amortized cost using the effective interest method.

Mullen Group initially recognizes trade and other receivables and other assets on the date that they originate. Impairment of trade and other receivables is recognized in selling and administrative expenses. If in a subsequent period the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss, or a portion of such is reversed. The amount of the impairment loss reversed may not exceed the original impairment amount.

Mullen Group initially measures investments at fair value. Subsequent to initial recognition these financial assets are measured at FVTPL at the end of each reporting period. The purchase and sale of investments are recognized at the trade date of such transaction. When control of a Business Unit is lost, any retained interest is re-measured to its fair value with any resulting gain or loss being recognized within the statement of comprehensive income. As such, a gain or loss is recognized on the portion retained in addition to the gain or loss on the portion no longer owned.

Mullen Group initially recognizes equity investments at fair value. Subsequent to initial recognition these financial assets are measured using the equity method. Mullen Group uses the equity method to account for investments in which it has significant influence or joint control. Under the equity method, Mullen Group recognizes its share of profits or losses of the investee within the statement of comprehensive income. Dividends received from equity investments are recognized as a reduction in the carrying amount of the investment.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, Mullen Group has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Mullen Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by Mullen Group is recognized as a separate asset or liability.

(ii) Non-Derivative Financial Liabilities

Financial Liabilities	Initial Measurement	Subsequent Measurement
Accounts payable and accrued liabilities	Fair value	Amortized cost
Dividends payable	Fair value	Amortized cost
Long-term debt	Fair value	Amortized cost
Convertible debentures – debt component	Fair value	Amortized cost

Financial liabilities are recognized initially on the trade date at which Mullen Group becomes a party to the contractual provisions of the instrument. Financial liabilities that are not designated at FVTPL are initially measured at fair value plus or minus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method. Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, Mullen Group has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously. Mullen Group derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Accounts payable and accrued liabilities and dividends payable are recognized initially at fair value and are subsequently measured at amortized cost using the effective interest method.

Mullen Group initially recognizes debt securities issued and subordinated liabilities on the date that they originate. Mullen Group's long-term debt is comprised of a series of secured debt as follows: CDN. $300.0 million of Series M Notes, U.S. $75.0 million of Series N Notes, CDN $325.0 million of Series O Notes and U.S. $50.0 million of Series P Notes (collectively, the "**Private Placement Debt**").

In June 2019, Mullen Group issued an aggregate principal amount of $125.0 million of convertible unsecured subordinated debentures (the "**Debentures**"). The component parts of the Debentures issued by the Corporation were classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. At the date of issue, the fair value of the debt component was estimated using the prevailing market interest rate for similar non-convertible instruments. This amount was recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The fair value of the conversion option (labelled Convertible debentures – equity component) was determined at issue date by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This conversion option is recognized net of income tax effects as equity and is not subsequently re-measured. In addition, the conversion option remains in equity until the conversion option is exercised, in which case, the balance recognized in equity is transferred to share capital. No gain or loss is recognized in the statement of comprehensive income upon conversion or expiration of the conversion option. As such, a proportionate amount of any unamortized debt issuance costs and accretion related to the Debentures converted into Common Shares is transferred to share capital on the conversion date.

(iii) Derivative Financial Instruments

Derivatives consist of financial contracts that derive their value from underlying changes in foreign exchange rates, interest rates, credit spreads or other financial measures. Mullen Group uses Derivatives such as Cross-Currency Swaps (as hereafter defined on page 102) as part of its foreign exchange risk management strategy. Derivatives are measured initially at fair value. Subsequent to initial recognition, Derivatives are measured at FVTPL and are recorded in the statement of comprehensive income. Mullen Group has not designated any Derivatives as hedges for accounting purposes.

(iv) Decommissioning liabilities

Decommissioning liabilities are measured at the present value of the expenditures expected to be incurred to remediate, reclaim and abandon the Corporation's disposal wells and related facilities in future periods. The Corporation uses an estimated inflation rate and a risk-free interest rate in the measurement of the present value of its decommissioning liabilities. The corresponding asset cost associated with the decommissioning liabilities are capitalized within property, plant and equipment and are amortized over their estimated useful life. Any revisions to the estimated timing, amount of cash flows, inflation rate or risk-free interest rate are recognized as a change in the decommissioning liabilities and the corresponding asset cost. Accretion expense is recognized in the consolidated statement of comprehensive income within other (income) expense. The estimated future costs of the Corporation's decommissioning liabilities are reviewed and adjusted as required at the end of each reporting period.

(v) Equity

Common Shares are presented in share capital within equity. Incremental costs directly attributable to the issue of Common Shares and share options are recognized as a deduction from share capital, net of any tax effects. When share capital recognized as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs net of any tax effects, is recognized as a deduction from share capital. When Common Shares are repurchased and cancelled, the stated value is deducted from share capital and the resulting surplus or deficit on the transaction is recorded against contributed surplus or retained earnings within equity.

(h) Provisions

A provision is recognized in the financial statements when Mullen Group has a material obligation, whether existing or potential, as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. If the obligation is determined to exist, then the estimated amount of the provision is determined by discounting the expected future cash outflows.

(i) Finance costs

Finance costs encompass interest expense on financial liabilities and accretion expense on debt and are recognized as an expense in the period in which they are incurred. Finance costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that purchase.

(j) Employee Benefits

Short-Term Employee Benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under Mullen Group's profit share plans when a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be reliably estimated.

(k) Acquisitions and goodwill

Acquisitions of businesses are accounted for using the acquisition method. Acquired assets and assumed liabilities are recognized at their fair values at the acquisition date. For those acquisitions that include a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and subsequent changes in such fair value amounts are recognized in net income. Acquisition-related costs are recognized in net income as incurred.

If the initial accounting for a business combination has not been finalized by the end of the reporting period in which the combination occurs, Mullen Group reports estimated amounts. These estimated amounts are adjusted retrospectively during the measurement period to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognized as of that date.

At the acquisition date, any goodwill acquired is allocated to each of the Operating Segments expected to benefit from the combination's synergies. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

4. Determination of Fair Values

A number of Mullen Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in Note 2 and in notes specific to that asset or liability.

Financial instruments measured at fair value on the statement of financial position require classification into one of the following levels of the fair value hierarchy:

Level 1	–	Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2	–	Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3	–	Inputs for the asset or liability that are not based on observable market data.

The fair value hierarchy level at which a fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

(a) Trade and Other Receivables

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes.

(b) Property, Plant and Equipment

The fair value of property, plant and equipment recognized as a result of a business combination is based on fair values at the date of acquisition. The fair value of items of property, plant and equipment is based on market or cost approaches using quoted market prices for similar items when available and replacement cost when appropriate.

(c) Intangible Assets

The fair value of customer relationships acquired in a business combination is determined using the multi-period excess earnings method, whereby the subject asset is valued after deducting a fair return on all other assets that are part of creating the related cash flows.

The fair value of other intangible assets is based on the discounted cash flows expected to be derived from the use and eventual sale of the assets.

(d) Investments

The fair value of financial assets designated as measured at fair value, is determined by reference to their quoted closing price at the reporting date. Other than investments accounted for by the equity method, the fair value of all of Mullen Group's investments were determined using Level 1 of the fair value hierarchy.

(e) Derivative Financial Instruments

The fair value of Derivatives is determined using Level 2 of the fair value hierarchy. Level 2 fair values are determined by referencing observable market data, including future foreign currency curves, interest rates, credit spreads and other financial measures. Transaction costs are recognized in net income as incurred.

(f) Accounts Payable and Accrued Liabilities

The fair value of accounts payable and accrued liabilities is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes.

(g) Non-Derivative Financial Liabilities

Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes.

(h) Private Placement Debt

The fair value of Private Placement Debt is determined using Level 2 of the fair value hierarchy. Level 2 values are determined by referencing observable market data, including changes to interest rates and foreign exchange fluctuations.

(i) Convertible debentures – debt component

The fair value of convertible debentures – debt component was determined using Level 1 of the fair value hierarchy. Level 1 values were determined using quoted prices in active markets.

(Tabular amounts in thousands, except share and per share amounts)

Fair Values Versus Carrying Amounts

The following tables compare the fair value of financial assets and financial liabilities to its corresponding carrying amount as presented in the consolidated statement of financial position:

December 31, 2025 **Financial Instrument**		**Carrying Amount**		**Fair Value**
Cash and cash equivalents	**$**	**144,638**	**$**	**144,638**
Trade and other receivables		**301,611**		**301,611**
Investments (excluding investments accounted for by using the equity method)		**1,735**		**1,735**
Other assets		**17,347**		**17,347**
Total financial assets	**$**	**465,331**	**$**	**465,331**
Accounts payable and accrued liabilities	**$**	**204,168**	**$**	**204,168**
Dividends payable		**6,701**		**6,701**
Private Placement Debt		**791,432**		**803,180**
Total financial liabilities	**$**	**1,002,301**	**$**	**1,014,049**

December 31, 2024 **Financial Instrument**		**Carrying Amount**		**Fair Value**
Cash and cash equivalents	$	126,286	$	126,286
Trade and other receivables		292,273		292,273
Investments (excluding investments accounted for by using the equity method)		1,714		1,714
Other assets		5,887		5,887
Total financial assets	$	426,160	$	426,160
Accounts payable and accrued liabilities		159,023		159,023
Dividends payable		6,137		6,137
Private Placement Debt		649,182		631,239
Convertible debentures – debt component		120,501		117,149
Total financial liabilities	**$**	934,843	**$**	913,548

5. Acquisitions

2025 Acquisitions

Cole Group Inc. – Effective June 1, 2025, Mullen Group acquired all of the issued and outstanding shares of Cole Group for total cash consideration of $209.7 million. Mullen Group recognized $168.5 million of cash used to acquire Cole Group on its consolidated statement of cash flows, which consists of $209.7 million of cash consideration paid on closing net of $41.2 million of cash acquired. Cole Group is a privately held company headquartered in Calgary, Alberta and offers a full spectrum of logistics services specializing in customs brokerage, freight forwarding and trade consulting throughout Canada and the U.S. Cole Group operates from 43 locations, which includes strategically situated offices at various air and seaports of entry and land border crossings. The acquisition of Cole Group aligns with Mullen Group's strategy to expand our non-asset based logistics and entire mile service offerings, thereby providing our customers with enhanced choice and flexibility. The financial results of Cole Group's Canadian operations are included in the Logistics & Warehousing segment and the U.S. operations are included in the U.S. & International Logistics segment.

Zion Trucking Ltd. – Effective August 1, 2025, Mullen Group acquired all of the issued and outstanding shares of Zion and the operating assets, including real estate, from a related entity for total cash consideration of $11.7 million and from the issuance of 50,000 Common Shares of Mullen Group. Mullen Group recognized $11.5 million of cash used to acquire Zion on its consolidated statement of cash flows, which consists of $11.7 million of cash consideration paid on closing net of $0.2 million of cash acquired. Zion is a privately held company headquartered in Cranbrook, British Columbia and offers delivery transportation services to the alcoholic beverage and hospitality industries. The acquisition of Zion aligns with Mullen Group's strategy of acquiring transportation and logistics businesses with a strong regional presence. The financial results of Zion are included in the Logistics & Warehousing segment.

2024 Acquisitions

Pacific Northwest Investments Inc.– On December 1, 2024, Mullen Group acquired all of the issued and outstanding shares of Pacific Northwest Investments Inc. including its subsidiary Pacific Northwest Moving (Yukon) Limited ("**PNW**") and two owned facilities for total consideration of $19.2 million, which consists of $17.2 million of cash consideration paid on closing and $2.0 million of potential contingent consideration. The $2.0 million of potential contingent consideration is payable to the vendors pursuant to the purchase and sale agreement for achieving certain financial targets over the calendar years ending December 31, 2025 and 2026. Mullen Group has initially estimated the fair value of this contingent consideration to be $2.0 million. In 2025, PNW achieved certain financial targets and the vendor received the $2.0 million of contingent consideration. An additional $1.7 million of cash consideration was also paid relating to an adjustment on the 2024 acquisition of PNW. PNW is a privately held company headquartered in Edmonton, Alberta with two owned terminals in Whitehorse, Yukon and Edmonton, Alberta. PNW offers multiple less-than-truckload ("**LTL**") solutions to its customer base including temperature controlled, dry van and deck as well as local "last mile" delivery services in both Whitehorse and Dawson City, Yukon. The acquisition of PNW aligns with our strategy of acquiring transportation companies that have a strong regional presence. The financial results of PNW are included in the Less-Than-Truckload segment.

7121326 Manitoba Ltd. o/a Westman Courier and Freight – Effective October 1, 2024, Mullen Group acquired all of the shares of 7121326 Manitoba Ltd. o/a Westman Courier and Freight ("**Westman**") for total cash consideration of $9.1 million. Westman specializes in small parcel to full truckload service to and from communities throughout Manitoba and into Thunder Bay, Ontario. Westman operates a fleet of 75 trucks and vans with depots in Winnipeg, Brandon, Swan River, Dauphin, Thompson, and Thunder Bay. The acquisition of Westman aligns with our strategy of acquiring transportation and logistics companies. The financial results of Westman were integrated into Gardewine Group Limited Partnership, which is included within the Less-Than-Truckload segment.

Chariot Express Ltd. – On October 1, 2024, Mullen Group acquired all of the issued and outstanding shares of Chariot Express Ltd. ("**Chariot**") for total cash consideration of $2.1 million. Chariot is a privately held company headquartered in Calgary, Alberta. The financial results of Chariot are included within the Less-Than-Truckload segment.

1938359 Alberta Ltd. operating as Rockyview Transport – Effective September 1, 2024, Mullen Group acquired certain assets and the courier and small package business of 1938359 Alberta Ltd. operating as Rockyview Transport ("**RVT**") for total cash consideration of $1.1 million. RVT is a privately held company headquartered in Calgary, Alberta and provides courier and small package delivery transportation services. The acquisition of certain assets and the courier and small package business of RVT aligns with Mullen Group's strategy of acquiring transportation and logistics businesses. The financial results of RVT were integrated into West Direct Express Ltd., which is included within the Less-Than-Truckload segment.

ContainerWorld Forwarding Services Inc. – Effective May 1, 2024, Mullen Group acquired all of the issued and outstanding shares of ContainerWorld Forwarding Services Inc. and its operating subsidiaries ("**ContainerWorld**") for total cash consideration of $21.1 million. Mullen Group recognized $27.7 million of cash used to acquire ContainerWorld on its consolidated statement of cash flows, which includes $6.6 million of bank indebtedness, and $21.1 million of cash consideration. There was also $2.5 million of potential contingent consideration payable to the vendors pursuant to the purchase and sale agreement for achieving certain financial targets over the calendar year ending December 31, 2024. Mullen Group initially estimated the fair value of this contingent consideration to be $2.5 million. In the third quarter of 2024, Mullen Group revised the fair value of this contingent consideration to be nil. ContainerWorld did not achieve these financial targets for the year ending December 31, 2024. ContainerWorld is a privately held company headquartered in Richmond, British Columbia and offers integrated supply chain solutions to the alcoholic beverage and hospitality industries. Through a network of customs and sufferance bonded warehouses, ContainerWorld provides inventory management, freight forwarding, warehousing, and distribution services to international and domestic customers in the provinces of British Columbia and Ontario. The acquisition of ContainerWorld aligns with Mullen Group's strategy of acquiring warehousing, distribution and transportation companies that have a strong regional presence. The financial results of ContainerWorld are included in the Logistics & Warehousing segment.

These acquisitions have been accounted for by the acquisition method, and results of operations have been included in these Annual Financial Statements from the date of acquisition. The Cole Group acquisition contributed $139.2 million of revenue and $10.1 million of earnings before tax for the seven month period ended December 31, 2025. Had the acquisition occurred on January 1, 2025, management estimates that revenue and earnings before tax would have been $228.8 million and $16.2 million, respectively. The goodwill acquired in these acquisitions primarily relates to the assembled workforce and the synergies from the integration of the acquired businesses.

The intangible assets acquired in the Cole Group acquisition primarily relate to customer relationships and developed technology. Developed technology and customer relationships acquired as part of this acquisition was capitalized at fair value and is subsequently measured at capitalized cost less accumulated amortization and impairment losses, the estimated useful life is five to ten years. Management has used its judgement to initially record and measure the developed technology with key assumptions related to the costs to switch to a third-party technology provider, cost savings on maintenance for the developed technology and discount rates. Management has used judgement to initially record and measure the fair value of the customer relationships with key assumptions related to the terminal value growth rate and discount rates.

(Tabular amounts in thousands, except share and per share amounts)

The value of the assets acquired and the liabilities assumed on the Cole Group acquisition have changed slightly as we continue to finalize the working capital adjustment.

	Cole Group	Zion	Total
Assets:			
Non-cash working capital items	$ 5,353[1]	$ 448	**$ 5,801**
Property, plant and equipment	15,513	9,029	**24,542**
Right-of-use assets	16,920	—	**16,920**
Intangible assets	97,578[2]	3,630	**101,208**
Goodwill[3]	74,335	95	**74,430**
Other	6	—	**6**
	209,705	13,202	**222,907**
Assumed liabilities:			
Lease liabilities (long-term portion)	14,818	—	**14,818**
Deferred income taxes	26,431	1,018	**27,449**
	41,249	1,018	**42,267**
Net assets before cash and cash equivalents	168,456	12,184	**180,640**
Cash and cash equivalents (bank indebtedness)	41,220	195	**41,415**
Net assets	209,676	12,379	**222,055**
Consideration:			
Cash	209,676	11,720	**221,396**
Share consideration	—	659	**659**
	$ 209,676	$ 12,379	**$ 222,055**

[1] Includes the fair value of accounts receivable and the fair value of accounts payable of $33.7 million and $32.8 million, respectively.
[2] Includes the fair value of customer relationships, developed technology, and brand name of $64.4 million, $23.5 million and $9.7 million, respectively.
[3] Goodwill is not deductible for tax purposes.

	PNW	Westman	Chariot	RVT	Container World	2024
Assets:						
Non-cash working capital items[1]	$ 1,323	$ 1,282	$ 867	$ (82)	$ (14,345)	**$ (10,955)**
Property, plant and equipment	14,367	3,676	740	20	9,654	**28,457**
Right-of-use assets	2,224	2,039	—	612	141,358	**146,233**
Intangible assets	6,760	1,930	610	1,020	24,300	**34,620**
Goodwill	81	3,078	91[2]	80	1,085[2]	**4,415**
Other	28	54	—	—	36	**118**
	24,783	12,059	2,308	1,650	162,088	**202,888**
Assumed liabilities:						
Lease liabilities (long-term portion)	1,321	1,692	—	525	126,340	**129,878**
Deferred income taxes	2,818	1,164	238	—	8,007	**12,227**
Long-term debt	1,724	—	—	—	—	**1,724**
	5,863	2,856	238	525	134,347	**143,829**
Net assets before cash and cash equivalents	18,920	9,203	2,070	1,125	27,741	**59,059**
Cash and cash equivalents (bank indebtedness)	306	(127)	30	—	(6,608)	**(6,399)**
Net assets	19,226	9,076	2,100	1,125	21,133	**52,660**
Consideration:						
Cash	17,226	9,076	2,100	1,125	21,133	**50,660**
Contingent consideration	2,000	—	—	—	—	**2,000**
	$ 19,226	$ 9,076	$ 2,100	$ 1,125	$ 21,133	**$ 52,660**

[1] Includes the fair value of accounts receivable and the fair value of the current portion of lease liabilities of $25.6 million and $16.6 million, respectively.
[2] Goodwill is not deductible for tax purposes.

(Tabular amounts in thousands, except share and per share amounts)

Due to the limited time between the closing of these acquisitions and the preparation of these Annual Financial Statements, the value of the assets acquired and the liabilities assumed are based upon preliminary financial information available to management as of the date of this report and are subject to change.

6. Cash and Cash Equivalents

Policy: Cash and cash equivalents are comprised of cash and highly liquid short-term investments originally maturing within three months or less.

Supporting information:

Cash and cash equivalents of $144.6 million (2024 – $126.3 million) are comprised of cash held at Canadian financial institutions that are rated AA- and A-1 and at U.S. financial institutions rated A-1, A-1 and AA- by S&P Credit Rating as at December 31, 2025.

7. Trade and Other Receivables

Policy: The Corporation applies an expected credit loss approach in determining provisions for financial assets (other than equity instruments) carried at amortized cost or fair value through net income and total comprehensive income. The approach that the Corporation has taken for trade receivables is a provision matrix approach whereby lifetime expected credit losses are recognized based on aging characterization and credit worthiness of customers. Specific provisions may be used where there is information that a specific customer's expected credit losses has increased.

Estimates: The Corporation calculates the expected credit losses on accounts receivable using a provision matrix which is based on the Corporation's historical credit loss experience for accounts receivable to estimate the lifetime expected credit losses. The provision matrix specifies fixed provision rates depending on the number of days that a trade receivable is past due.

Supporting information:

		December 31 2025		December 31 2024
Trade receivables	**$**	**260,648**	$	256,404
Other receivables[(1)]		**34,465**		30,138
Net investment in finance leases[(2)]		**4,246**		983
Contract assets		**2,252**		4,748
	$	**301,611**	$	292,273

[(1)] Includes $0.1 million (2024 – nil) of amounts due from related parties.

[(2)] Net investment in finance leases includes amounts owing within 12 months or less and mainly consisted of the net investment in subleases on real property where the Business Unit has entered into the head lease.

A contract asset is recognition of Mullen Group's right to consideration in exchange for goods or services we have transferred to a customer that is conditional on something other than the passage of time. For Mullen Group, the majority of the contract assets consists of amounts recognized on a transportation contract that has been partially transported but not yet delivered to destination at period end.

The classification between current and non-current assets in respect of trade and other receivables was as follows:

		December 31 2025		December 31 2024
Current	**$**	**301,611**	$	292,269
Non-current	**$**	**—**	$	4

The aging of trade receivables and expected credit loss allowance accounts was as follows:

		December 31 2025		December 31 2024
Current 0-30 days	**$**	**158,319**	$	149,464
Past due 31-60 days		**68,996**		73,511
Past due 61-90 days		**21,913**		24,516
More than 90 days		**16,331**		18,384
		265,559		265,875
Expected credit loss allowance		**(4,911)**		(9,471)
Total trade receivables (net of impairment)	**$**	**260,648**	$	256,404

(Tabular amounts in thousands, except share and per share amounts)

The change in the expected credit loss allowance in respect of trade and other receivables during the year was as follows:

		2025		2024
Balance at January 1	**$**	**9,471**	$	9,420
Acquired during the year		**1,109**		711
Bad debts recognized		**(1,314)**		(766)
Expected credit loss allowance recorded		**2,127**		2,575
Expected credit loss allowance reversed		**(6,482)**		(2,469)
Balance at December 31	**$**	**4,911**	$	9,471

8. Inventory

Inventory consists primarily of repair parts, fuel and items for resale.

Policy: Inventory is stated at the lower of cost or net realizable value. The cost of inventory is accounted for on a weighted average basis and includes expenditures incurred in acquiring the inventory, and other costs incurred in bringing them to their existing location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated selling expenses.

Supporting information:

		December 31 2025		December 31 2024
Inventory of repair parts and fuel	**$**	**30,844**	$	30,646
Inventory for resale		**14,241**		15,089
	$	**45,085**	$	45,735

9. Property, Plant and Equipment

Estimates: Depreciation and amortization are calculated using a systematic and rational basis, which are based upon an estimate of each asset's useful life and residual value. The estimated useful life and residual value chosen are Mullen Group's best estimate of such and are based on industry norms, historical experience, market conditions and other estimates that consider the period and distribution of future cash inflows.

Judgements: Mullen Group's depreciation and amortization methods for trucks and trailers as well as other property, plant and equipment and intangible assets are based on management's judgement in selecting methods that most accurately match the pattern of economic benefits consumed by the Corporation from the use of such assets. These judgements are based upon industry norms and Mullen Group's historical experience.

Policy: Property, plant and equipment are recorded at cost less accumulated depreciation. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and borrowing costs on qualifying assets.

When the cost of a part of an item of property, plant and equipment is significant in relation to the total cost of an item and the parts have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. The costs of day-to-day servicing of property, plant and equipment are recognized in direct operating expenses. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount and are recognized net within other (income) expense. Depreciation of additions and disposals is prorated from the month of purchase or disposal. Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate. Except for Leasehold improvements, depreciation is recorded annually over the estimated useful lives of the assets on the declining balance basis at the following depreciation rates:

Buildings	2.5 - 8%
Trucks and trailers	10 - 20%
Equipment, satellite communication equipment, furniture and fixtures, automobiles, computer hardware, drilling equipment, disposal wells and systems software ("**Miscellaneous Equipment**")	10 - 50%

(Tabular amounts in thousands, except share and per share amounts)

Supporting information:

	Land and buildings	Trucks and trailers	Miscellaneous Equipment	Total
Cost				
Balance at January 1, 2025	$ 659,170	$ 870,263	$ 372,540	$ 1,901,973
Additions[(1)]	29,186	52,141	39,031	120,358
Disposals	(1,708)	(52,612)	(63,339)	(117,659)
Balance at December 31, 2025	686,648	869,792	348,232	1,904,672
Accumulated Depreciation				
Balance at January 1, 2025	104,460	479,163	272,200	855,823
Depreciation expense	9,176	45,329	19,963	74,468
Disposals	(1,256)	(42,134)	(52,849)	(96,239)
Balance at December 31, 2025	112,380	482,358	239,314	834,052
Net book value at December 31, 2025	**$ 574,268**	**$ 387,434**	**$ 108,918**	**$ 1,070,620**

	Land and buildings	Trucks and trailers	Miscellaneous Equipment	Total
Cost				
Balance at January 1, 2024	$ 651,811	$ 852,439	$ 356,506	$ 1,860,756
Additions[(1)]	17,780	58,691	23,529	100,000
Disposals	(10,421)	(40,867)	(7,495)	(58,783)
Balance at December 31, 2024	659,170	870,263	372,540	1,901,973
Accumulated Depreciation				
Balance at January 1, 2024	102,194	468,482	254,888	825,564
Depreciation expense	8,051	43,360	21,947	73,358
Disposals	(5,785)	(32,679)	(4,635)	(43,099)
Balance at December 31, 2024	104,460	479,163	272,200	855,823
Net book value at December 31, 2024	$ 554,710	$ 391,100	$ 100,340	$ 1,046,150

(1) Additions include property, plant, and equipment purchased by way of business acquisitions of $24.5 million (2024 – $28.5 million).
► ***For more information, refer to Note 5***.

At December 31, 2025, land and buildings include $48.9 million (2024 – $48.1 million) of investment properties held to earn rental income. The total cost and accumulated depreciation associated with investment properties was $55.2 million (2024 – $55.5 million) and $6.3 million (2024 – $7.4 million), respectively. Mullen Group generated $3.6 million of rental income (2024 – $4.0 million) from investment properties. At December 31, 2025, the fair market value of investment properties was $99.7 million (2024 – $99.1 million).

Property, plant and equipment are reviewed for impairment whenever events or conditions indicate that their net carrying amount may not be recoverable. In 2025 and 2024, no impairment indicators were identified, therefore, the Corporation did not record an impairment loss on property, plant and equipment.

(Tabular amounts in thousands, except share and per share amounts)

10. Right-of-Use Assets

Estimates: Right-of-Use-Assets involves estimating each asset's useful life. The estimated useful life chosen is Mullen Group's best estimate and is based on historical experience.

Policy: As lease liabilities are recognized, there is a corresponding right-of-use asset recorded at the date on which the asset becomes available for use. Right-of-use assets are depreciated over the shorter of the assets' useful life and the lease term on a straight line basis. ▶ **For more information, refer to Note 18.**

Supporting information:

	Real Property	Operating Equipment	Total
Cost			
Balance at January 1, 2025	$ **268,928**	$ **39,474**	$ **308,402**
Additions(1)	**78,272**	**6,083**	**84,355**
Subleases	**(17,840)**	**—**	**(17,840)**
Disposals	**(8,545)**	**(3,093)**	**(11,638)**
Balance at December 31, 2025	**320,815**	**42,464**	**363,279**
Accumulated Depreciation			
Balance at January 1, 2025	**67,005**	**23,715**	**90,720**
Depreciation expense	**41,840**	**7,791**	**49,631**
Disposals	**(8,039)**	**(3,025)**	**(11,064)**
Balance at December 31, 2025	**100,806**	**28,481**	**129,287**
Net book value at December 31, 2025	**$ 220,009**	**$ 13,983**	**$ 233,992**

	Real Property	Operating Equipment	Total
Cost			
Balance at January 1, 2024	$ 127,447	$ 30,049	$ 157,496
Additions(1)	157,069	15,869	172,938
Subleases	(1,584)	—	(1,584)
Disposals	(14,004)	(6,444)	(20,448)
Balance at December 31, 2024	268,928	39,474	308,402
Accumulated Depreciation			
Balance at January 1, 2024	42,381	22,137	64,518
Depreciation expense	34,379	8,630	43,009
Disposals	(9,755)	(7,052)	(16,807)
Balance at December 31, 2024	67,005	23,715	90,720
Net book value at December 31, 2024	$ 201,923	$ 15,759	$ 217,682

1) Additions include right-of-use assets acquired by way of business acquisitions of $16.9 million (2024 – $146.2 million). ▶ ***For more information, refer to Note 5.***

11. Goodwill

In general terms, goodwill represents the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized.

Estimates: The recoverability of Goodwill that involves estimating future cash flows involving Mullen Group's best estimate of the set of economic conditions that are expected to exist over the forecast period, considering past and actual performance as well as expected developments in the perspective markets and in the overall macro-economic environment, forecasted changes in drilling activity and the Business Unit's respective markets. The fair value calculation is based primary on level 3 inputs as defined by the IFRS 13 - Fair Value Measurement hierarchy.

Judgements: Estimating future cash flows requires judgement, considering past and actual performance as well as expected developments in the respective markets and in the overall macro-economic environment. In addition, the allocation of shared corporate and administrative assets to our Operating Segments' CGUs requires certain judgements. Key assumptions are detailed as follows.

Policy: Mullen Group measures goodwill as the fair value of the consideration transferred, less the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. Transaction costs, other than those associated with the issue of debt or equity securities, that Mullen Group incurs in connection with a business combination are expensed as incurred.

(Tabular amounts in thousands, except share and per share amounts)

For the purpose of calculating goodwill, fair values of acquired assets, assumed liabilities and contingent liabilities are determined by reference to market values or by discounting expected future cash flows to present value. This discounting is either performed using market rates or by using risk free interest rates and risk adjusted expected future cash flows.

Effective June 1, 2025, Mullen Group acquired Cole Group and revised its CGUs following the changes to organizational structure which resulted in realized synergies, operational efficiencies and strategic benefits. Following the decision to revise the CGUs, the Corporation reallocated the goodwill from the CGUs into the Operating Segments' GCGUs. Goodwill acquired through business combinations has been allocated to the GCGUs that are expected to benefit from the synergies of the acquisition. An impairment test was performed immediately after the reallocation, which resulted in no impairment being recognized.

Goodwill is reviewed for impairment annually, or more frequently if there are indications that impairment may have occurred. Goodwill impairment is tested at the GCGU level and is determined based upon the recoverable amount of each GCGU compared to the GCGU's respective carrying amount. At Mullen Group, each Operating Segment represents a GCGU. The recoverable amount is the higher of FVLCD and the VIU. If the impairment loss exceeds the carrying amount of goodwill, the goodwill is written off completely. Any impairment loss left over is allocated to the remaining assets of the GCGU. Impairment losses in respect of goodwill are irreversible.

Supporting information:

The changes in the carrying amount of goodwill are shown below:

		2025		2024
Balance at January 1	**$**	**374,205**	$	367,084
Goodwill acquired during the year[1]		**73,463**		7,121
Balance at December 31	**$**	**447,668**	$	374,205

[1] Includes $(1.0) million (2024 – $2.7 million) of exchange rate fluctuations on the goodwill at the U.S. & International Logistics segment.

At December 31, 2025, the Less-Than-Truckload segment had a carrying value of $182.5 million of goodwill as compared to $181.6 million of goodwill as at December 31, 2024. The Logistics & Warehousing segment had a carrying value of $137.7 million of goodwill in 2025 as compared to $84.5 million in 2024. This $53.2 million increase was a result of the acquisitions of the Cole Group and Zion. The U.S. & International Logistics segment had a carrying value of $52.9 million of goodwill in 2025 as compared to $33.5 million in 2024. This $19.4 million increase was a result of recognizing goodwill on the acquisition of Cole USA and the year over year variance of foreign exchange rates and its impact on goodwill. The Specialized & Industrial Services segment had a carrying value of $74.6 million of goodwill in 2025, which is consistent with the goodwill as at December 31, 2024. ▶ **For more information, refer to Note 5**.

The following table summarizes the significant carrying amounts of goodwill:

		December 31 2025		December 31 2024
Group of Cash Generating Units				
Less-Than-Truckload	**$**	**182,449**	$	181,573
Logistics & Warehousing		**137,661**		84,508
Specialized & Industrial Services		**74,648**		74,648
U.S. & International Logistics		**52,910**		33,476
Total Goodwill	**$**	**447,668**	$	374,205

(a) Impairment Testing for Cash Generating Units Containing Goodwill

Mullen Group performed its annual impairment test for goodwill and concluded that there was no impairment of goodwill in any of its GCGUs as the recoverable amount for each was higher than its respective carrying amount. Recognition of any impairment of goodwill would be recognized as an expense and reduce book equity and net income but it would not impact cash flows.

(b) Recoverable Amount

The recoverable amounts were determined using the FVLCD approach. The FVLCD methodology is based on discounted future cash flows. Management believes that the discounted future cash flows method is appropriate as it allows more precise valuation of the specific future cash flows. The recoverable amount was determined using a discounted cash flow approach for all GCGUs. The recoverable value was determined by discounting the future cash flows generated from Mullen Group's continuing use of the GCGU. The discounted cash flow model employed by the Corporation reflects the specifics of each GCGU and its business environment. The model calculates the present value of the estimated future earnings of each GCGU.

(Tabular amounts in thousands, except share and per share amounts)

Estimating future earnings requires judgement, considering past and actual performance as well as expected developments in the respective markets and in the overall macro-economic environment. The calculation of the recoverable amount using the discounted cash flow approach was based on the following key assumptions:

	Discount rate		Terminal value growth rate	
	December 31 2025	December 31 2024	December 31 2025	December 31 2024
Group of Cash Generating Units				
Less-Than-Truckload	**11.5%**	11.5%	**2.0%**	2.5%
Logistics & Warehousing	**11.5%**	11.5%	**2.0%**	2.5%
Specialized & Industrial Services	**12.5%**	12.5%	**2.0%**	2.0%
U.S. & International Logistics	**10.5%**	10.5%	**2.0%**	2.5%

(i) Revenues were projected based on past experience, actual operating results and the one year business plan for the immediate year. Revenues for a further four year period were extrapolated using a constant revenue growth rate of 2.0 percent.

(ii) The terminal value growth rate is based on management's best estimate of the long-term growth rate for the GCGUs after the forecast period, considering historic performance and future economic forecasts.

(iii) Each GCGU's discount rate reflects their individual size, risk profile and circumstance and is based on past experience and industry average weighted average cost of capital.

The Corporation believes that the following changes in the key assumptions would result in a recoverable amount equal to the carrying value of the GCGUs, with any additional change in the assumptions causing goodwill to become impaired.

	Change in discount rate		Change in terminal value growth rate	
	December 31 2025	December 31 2024	December 31 2025	December 31 2024
Group of Cash Generating Units				
Less-Than-Truckload	**14.4%**	20.0%+	**(20.0)%+**	(20.0)%+
Logistics & Warehousing	**20.0%+**	20.0%+	**(20.0)%+**	(20.0)%+
Specialized & Industrial Services	**20.0%+**	20.0%+	**(20.0)%+**	(8.4)%
U.S. & International Logistics	**20.0%+**	7.3%	**(20.0)%+**	(12.7)%

12. Intangible Assets

Intangible assets are mainly comprised of customer relationships, developed technology and non-competition agreements acquired through business combinations. In 2025, Mullen Group acquired $101.2 million of intangible assets by virtue of acquisitions. Intangible assets are amortized over their estimated useful lives on a straight line basis over a period of five to ten years.

Policy: Intangible assets acquired as part of acquisitions are capitalized at fair value as determined at the date of acquisition and are subsequently stated at that capitalized cost less accumulated amortization and impairment losses.

Judgements: Estimating future cash flows and earnings requires judgement, considering past and actual performance as well as expected developments in the respective markets and in the overall macro-economic environment. Management uses its judgement to initially record and measure intangible assets acquired on acquisitions with key assumptions related to future revenue projections, gross margin forecasts, customer attrition rates and discount rates.

Supporting information:

	Opening balance at January 1 2024	Additions (Amortization)	Closing balance at December 31 2024	Additions (Amortization)	Closing balance at December 31 2025
Cost	$ 420,992	$ 35,755[1]	$ 456,747	$ 102,657[1]	**$ 559,404**
Amortization	(329,990)	(14,536)	(344,526)	(22,269)	**(366,795)**
Carrying amount	$ 91,002		$ 112,221		**$ 192,609**

[1] Includes $(0.7) million (2024 – $1.1 million) of exchange rate fluctuations on the intangible assets at the U.S. & International Logistics segment..

(Tabular amounts in thousands, except share and per share amounts)

13. Investments

	December 31 2025	December 31 2024
Investments	**$ 1,735**	$ 1,714
Investments – equity method	**41,586**	42,502
	$ 43,321	$ 44,216

(a) Investments

Mullen Group periodically invests in certain private and public corporations. Mullen Group did not purchase any investments in 2025 or 2024. During 2024, Mullen Group sold $70,000 of investments related to common shares it held in public companies that were listed on the TSX.

(b) Investments accounted for by the equity method

In 2017, Mullen Group invested $0.2 million to acquire a 30.0 percent equity interest in Thrive Management Group Ltd. ("**Thrive**"), a fluid management company operating in the Grande Prairie, Alberta region. Mullen Group made this equity investment as part of its strategy to invest in the energy sector. In 2014, Mullen Group acquired a 30.0 percent interest in Kriska Transportation Group Limited ("**Kriska Transportation**"). Kriska Transportation is a growth oriented transportation and logistics company based in Prescott, Ontario. At December 31, 2025, the Corporation had a carrying value of $38.3 million (2024 – $39.1 million) related to its equity investment in Kriska Transportation. Mullen Group uses the equity method to account for investments from the date in which it obtains significant influence. In 2025, the aggregate amount of Mullen Group's share of net income and total comprehensive income from its investments accounted for by the equity method was $(0.2) million (2024 – $0.8 million). In 2025, revenue and operating income before depreciation and amortization ("**OIBDA**") on the Corporation's equity investments was $306.2 million (2024 – $329.2 million) and $41.0 million (2024 – $45.6 million), respectively. ▶ **For more information, refer to Note 27.**

14. Derivative Financial Instruments

On July 25, 2014, Mullen Group entered into two cross-currency swap contracts with a Canadian bank to swap $117.0 million U.S. dollars and $112.0 million U.S. dollars into Canadian dollars (collectively, the "**Cross-Currency Swaps**") at foreign exchange rates of $1.1047 and $1.1148 that matured on October 22, 2024 and mature on October 22, 2026, respectively. These Cross-Currency Swaps hedge the principal amount of the Series G and Series H Notes. At December 31, 2025, the carrying value of these Cross-Currency Swaps (including the current portion) was $26.6 million (2024 – $30.6 million) and was recorded in the consolidated statement of financial position within derivative financial instruments.

Estimates: Mullen Group utilizes Derivatives such as Cross-Currency Swaps to manage its exposure to foreign currency risks relating to its U.S. dollar debt. The fair value of Derivatives fluctuate depending on the estimate of certain underlying financial measures. The estimated fair value of Derivatives are based on observable market data, including foreign currency curves, interest rates and credit spreads.

Policy: Mullen Group classifies and measures financial assets and financial liabilities in accordance with IFRS 9 Financial Instruments.

Supporting information: For the year ended December 31, 2025, Mullen Group recorded a net foreign exchange (gain) loss of $(8.7) million (2024 – $6.3 million). This was due to the impact of the change over the period in the value of the Canadian dollar relative to the U.S. dollar on the Corporation's U.S. dollar debt and from the change in the fair value of its Cross-Currency Swaps as summarized in the table below:

Net Foreign Exchange (Gain) Loss	**CDN. $ Equivalent**	
	Years ended December 31	
	2025	**2024**
Foreign exchange (gain) loss on U.S. $ debt	**$ (12,612)**	$ 25,801
Foreign exchange loss (gain) on Cross-Currency Swaps	**3,962**	(19,542)
Net foreign exchange (gain) loss	**$ (8,650)**	$ 6,259

For the year ended December 31, 2025, Mullen Group recorded a foreign exchange (gain) loss on U.S. dollar debt of $(12.6) million (2024 – $25.8 million) as summarized in the table below:

Foreign Exchange (Gain) Loss on U.S. $ Debt	**Years ended December 31**					
	2025			**2024**		
($ thousands, except exchange rate amounts)	**U.S. $ Debt**	**Exchange Rate**	**CDN. $ Equivalent**	**U.S. $ Debt**	**Exchange Rate**	**CDN. $ Equivalent**
Beginning – January 1	**187,000**	**1.4389**	**269,074**	229,000	1.3226	302,875
Add: Series N and Series P Notes	**50,000**	**1.3683**	**68,415**	75,000	1.3620	102,150
Less: Repayment of Series G and Series H Notes	**(112,000)**	**1.3710**	**(153,552)**	(117,000)	1.3825	(161,752)
Subtotal	**125,000**	**—**	**183,937**	187,000	—	243,273
Ending – December 31	**125,000**	**1.3706**	**171,325**	187,000	1.4389	269,074
Unrealized foreign exchange (gain) loss on U.S. debt			**(12,612)**			25,801

(Tabular amounts in thousands, except share and per share amounts)

For the year ended December 31, 2025, Mullen Group recorded a foreign exchange loss (gain) on its Cross-Currency Swaps of $3.9 million (2024 – $(19.5) million). This was due to the change over the period in the fair value of these Cross-Currency Swaps as summarized in the table below:

Foreign Exchange Loss (Gain) on Cross-Currency Swaps	**Years ended December 31**			
	2025		**2024**	
	U.S. $ Swaps	**CDN. $ Change in Fair Value of Swaps**	**U.S. $ Swaps**	**CDN. $ Change in Fair Value of Swaps**
Cross-Currency Swap matured October 22, 2024	**—**	**—**	117,000	(8,316)
Cross-Currency Swap maturing October 22, 2026	**112,000**	**3,962**	112,000	(11,226)
Foreign exchange loss (gain) on Cross-Currency Swaps		**3,962**		(19,542)

15. Accounts Payable and Accrued Liabilities

Policy: Accounts payable and accrued liabilities are obligations to pay for goods or services that have been purchased in the normal course of business and are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Accounts payable and accrued liabilities are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

Supporting information:

		December 31 2025		**December 31 2024**
Trade payables	**$**	**71,037**	$	54,518
Amounts due to related parties		**3**		5
Non-trade payables and accrued liabilities		**133,128**		104,500
	$	**204,168**	$	159,023

16. Dividends Payable

For the year period ended December 31, 2025, Mullen Group declared dividends totalling $0.84 per Common Share (2024 – $0.77 per Common Share). On July 25, 2024, Mullen Group announced an increase to the monthly dividend from $0.06 to $0.07 per share effective as of the next regular dividend payment, which was payable on September 16, 2024. On January 19, 2026, Mullen Group announced its intention to pay annual dividends of $0.84 per Common Share ($0.07 per Common Share on a monthly basis) for 2026. At December 31, 2025, Mullen Group had 95,726,534 Common Shares outstanding and a dividend payable of $6.7 million (December 31, 2024 – $6.1 million), which was paid on January 15, 2026. Mullen Group also declared a dividend of $0.07 per Common Share on January 22, 2026, to the holders of record at the close of business on January 31, 2026.

17. Income Taxes

Estimates: The realization of deferred tax assets depends on the future taxable income of the respective Mullen Group subsidiaries. The continued recognition of deferred tax assets is based on estimates of internal projections of future earnings, tax deductions and anticipated income tax rates.

Policy: Income tax expense for the period consists of current and deferred tax. Tax is recognized in net income, except to the extent that it relates to a business combination or items recognized in other comprehensive income or directly in equity.

Taxable income differs from net income as reported in the consolidated statement of comprehensive income. As a result, current tax is the expected tax due on taxable income less adjustments to prior periods using tax rates enacted, or substantively enacted as at the reporting date in jurisdictions where Mullen Group operates.

In general, deferred income taxes are recognized based on temporary differences arising between the tax value of assets and liabilities and their carrying amounts in the Annual Financial Statements. Deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill and are not accounted for if they arise from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable income. Deferred income taxes are calculated on the basis of the tax laws enacted or substantively enacted as at the reporting date and apply to when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized to the extent it is probable that future taxable income will be generated and available to use against the deductible temporary differences, unused tax losses and unused tax credits. Current and deferred income tax assets and liabilities are offset when there is a legally enforceable right to settle on a net basis and when such assets and liabilities relate to income taxes imposed by the same taxation authority.

The provision for income tax expense differs from the amounts that would be obtained by applying the expected Canadian statutory tax rates enacted or substantively enacted as at the respective reporting dates.

(Tabular amounts in thousands, except share and per share amounts)

Supporting information:

Deferred tax assets totalling $1.0 million (2024 – $7.1 million) consist mainly of the temporary differences arising from the purchase of goodwill on asset acquisitions, intangible assets, right-of-use assets and from loss carry forward balances. Recognized deferred tax assets and liabilities consist of the following:

December 31, 2025	Assets	Liabilities	Net
Property, plant and equipment	**$ 6**	**$ (115,039)**	**$ (115,033)**
Goodwill – asset acquisitions	**—**	**2,630[1]**	**2,630**
Intangible assets	**750**	**(44,957)**	**(44,207)**
Investments	**—**	**(4,465)**	**(4,465)**
Loss carry-forwards	**18**	**913[1]**	**931**
Financing fees	**—**	**(289)**	**(289)**
Holdbacks and deferred interest	**151**	**(282)**	**(131)**
Debentures	**—**	**(521)**	**(521)**
Right-of-use assets	**92**	**2,553[1]**	**2,645**
	$ 1,017	**$ (159,457)**	**$ (158,440)**

[1] *Assets and liabilities have been reclassified where Mullen Group has a legal right to offset on an entity by entity basis.*

December 31, 2024	Assets	Liabilities	Net
Property, plant and equipment	$ 2	$ (116,304)	$ (116,302)
Goodwill – asset acquisitions	4,170	(1,134)	3,036
Intangible assets	1,781	(23,755)	(21,974)
Investments	—	(4,509)	(4,509)
Loss carry-forwards	344	—	344
Financing fees	—	(387)	(387)
Holdbacks and deferred interest	106	(107)	(1)
Unrealized foreign exchange (gain) loss	—	(729)	(729)
Right-of-use-assets	739	—	739
	$ 7,142	$ (146,925)	$ (139,783)

The analysis of the components of net deferred tax is as follows:

	Years ended December 31	
	2025	**2024**
Deferred tax to be settled within 12 months	**$ (8,471)**	$ (7,462)
Deferred tax to be settled after more than 12 months	**(149,969)**	(132,321)
	$ (158,440)	$ (139,783)

(Tabular amounts in thousands, except share and per share amounts)

The following tables summarize the movement of temporary differences during the period:

	Balance January 1 2025	Recognized in net income	Acquired in business combinations	Recognized directly in equity	Balance December 31 2025
Property, plant and equipment	$ (116,302)	$ 2,456	$ (1,187)	$ —	$ (115,033)
Goodwill – asset acquisitions	3,036	(406)	—	—	2,630
Intangible assets	(21,974)	4,938	(27,171)	—	(44,207)
Investments	(4,509)	44	—	—	(4,465)
Loss carry-forwards	344	587	—	—	931
Financing fees	(387)	98	—	—	(289)
Holdbacks and deferred interest	(1)	(130)	—	—	(131)
Debentures	(729)	729	—	—	—
Unrealized foreign exchange (gain) loss	—	(521)	—	—	(521)
Right-of-use assets	739	1,906	—	—	2,645
	$ (139,783)	$ 9,701	$ (28,358)	$ —	$ (158,440)

	Balance January 1 2024	Recognized in net income	Acquired in business combinations	Recognized directly in equity	Balance December 31 2024
Property, plant and equipment	$ (115,373)	$ 2,657	$ (3,586)	$ —	$ (116,302)
Goodwill – asset acquisitions	3,457	(421)	—	—	3,036
Intangible assets	(16,338)	3,005	(8,641)	—	(21,974)
Investments	(4,254)	(255)	—	—	(4,509)
Loss carry-forwards	579	(235)	—	—	344
Financing fees	(435)	48	—	—	(387)
Holdbacks and deferred interest	(264)	263	—	—	(1)
Debentures	(1,109)	380	—	—	(729)
Unrealized foreign exchange loss (gain)	(246)	246	—	—	—
Right-of-use-assets	394	345	—	—	739
	$ (133,589)	$ 6,033	$ (12,227)	$ —	$ (139,783)

Income tax expense of $28.7 million (2024 – $41.5 million) is comprised of current and deferred tax as follows:

	Years ended December 31	
	2025	2024
Current	$ 38,400	$ 47,512
Deferred	(9,690)	(6,007)
	$ 28,710	$ 41,505

(Tabular amounts in thousands, except share and per share amounts)

The combined statutory tax rate was approximately 25.0 percent in 2025 (2024 – 25.0 percent). The reconciliation of the effective tax rate is as follows:

	Years ended December 31	
	2025	**2024**
Income before income taxes	**$ 119,820**	$ 153,766
Combined statutory tax rate	**25%**	25%
Expected income tax	**29,955**	38,441
Add (deduct):		
Non-deductible (taxable) portion of net foreign exchange (gain) loss	**(995)**	720
Non-deductible (taxable) portion of the change in fair value of investments	**(12)**	(79)
Stock-based compensation expense	**291**	210
Changes in unrecognized deferred tax asset	**(677)**	707
Other	**148**	1,506
Income tax expense	**$ 28,710**	$ 41,505

18. Lease Liabilities

Estimates: The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, Mullen Group's incremental borrowing rate. Generally, Mullen Group uses its incremental borrowing rate as the discount rate, which is estimated at the inception of the lease or lease liabilities which are measured at the present value of the remaining lease payments, discounted at the interest rate implicit in the lease agreement. Mullen Group's incremental borrowing rate is estimated using prevailing interest rates, market precedents and Mullen Group's credit rating.

Judgements: Mullen Group assesses whether a contract is or contains a lease at inception of the contract. This assessment involves the exercise of judgement about whether it depends on a specified asset, whether Mullen Group obtains substantially all the economic benefits from the use of that asset, and whether Mullen Group has the right to direct the use of the asset. Furthermore, Mullen Group assesses and reassesses the likelihood of it exercising renewal options.

Policy: The Corporation has recognized lease liabilities in relation to leases. Mullen Group assesses whether a contract is or contains a lease at inception of the contract. As lease liabilities are recognized, there is a corresponding right-of-use asset recorded at the date of which the asset becomes available for use. As lease payments are made there is a reduction to the principal portion of the lease liability as well as an amount allocated to finance costs. Finance costs are expensed within the consolidated statement of comprehensive income over the lease term. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight line basis. The Corporation uses a single discount rate for a portfolio of leases with reasonably similar characteristics. ▶ **For more information, refer to Note 10.**

(Tabular amounts in thousands, except share and per share amounts)

Supporting information:

		Year ended December 31, 2025
Beginning – January 1, 2025	$	**227,773**
Additions[(1)]		**84,390**
Disposals		**(558)**
Lease payments		**(56,064)**
Interest expense		**7,500**
Ending balance – December 31, 2025		**263,041**
Less:		
Lease liabilities – current portion		**45,915**
Lease liabilities	$	**217,126**

		Year ended December 31, 2024
Beginning – January 1, 2024	$	98,404
Additions[(1)]		170,913
Disposals		(1,741)
Lease payments		(45,792)
Interest expense		5,989
Ending balance – December 31, 2024		227,773
Less:		
Lease liabilities – current portion		43,433
Lease liabilities	$	184,340

[(1)] Additions include lease liabilities (current and long-term) assumed by way of business acquisitions of $16.9 million (2024 – $146.5 million).

The following are the contractual maturities of lease liabilities, including the value of any options to extend a lease where Mullen Group is reasonably certain to do so:

		December 31, 2025
Twelve months or less	$	**49,066**
2027 – 2028		**73,296**
2029 – 2030		**55,610**
Thereafter		**109,197**
Contractual cash flows	$	**287,169**
Carrying amount	$	**263,041**

Mullen Group's lease liabilities mainly relate to real property leases that are utilized by the Business Units within their operations. Certain Business Units have also entered into leases pertaining to various pieces of operating equipment including rail cars, trucks and trailers. Leases are entered into and terminated when they meet specific business requirements. The Corporation has recognized these lease liabilities, which are measured at the present value of the remaining lease payments at an average incremental borrowing rate of 3.2 percent, unless there is an interest rate implicit in the lease agreement.

For the year ended December 31, 2025, Mullen Group incurred variable lease payments, short-term and low dollar value lease expense of $11.3 million (2024 – $9.6 million), $3.7 million (2024 – $3.2 million) and $152,094 (2024 – $304,764), respectively. The Corporation also recognized $312,009 (2024 – $6,904) of sublease income during the period.

19. Convertible Unsecured Subordinated Debentures

In June 2019, Mullen Group issued Debentures at a price of $1,000 per Debenture. The redemption of the Debentures was completed on December 1, 2025. Each Debenture was convertible into 73.7464 Common Shares of Mullen Group (or a conversion price of $13.56) at the time of redemption.

For the year ended December 31, 2025, $117.9 million of the Debentures were converted into 8,694,690 Common Shares and $7.1 million of the Debentures were repaid with cash. The $9.1 million Convertible debentures – equity component has been reclassified to contributed surplus. As at December 31, 2025, there were no Debentures outstanding. ▶ **For more information, refer to Note 21.**

(Tabular amounts in thousands, except share and per share amounts)

The details of the Debentures are as follows:

		December 31, 2025		December 31, 2024	
Year of Maturity	Interest Rate	Face Value	Carrying Amount	Face Value	Carrying Amount
2026	5.75%	**$ —**	**$ —**	$ 125,000	$ 120,501

The cumulative carrying amount of the Debentures is as follows:

	Cumulative as at	
	December 31, 2025	December 31, 2024
Proceeds from issue of the Debentures	**$ 125,000**	$ 125,000
Debt issuance costs	**(5,203)**	(5,203)
Net proceeds	**119,797**	119,797
Amount classified as equity	**(12,403)**	(12,403)
Debentures converted into Common Shares	**(117,899)**	—
Debentures repaid with cash	**(7,101)**	—
Accretion reclassified to Share Capital	**2,399**	—
Accretion on debt	**15,207**	13,107
Carrying amount of the Debentures	**$ —**	$ 120,501

On March 7, 2025, Mullen Group received approval to commence a normal course issuer bid for the Debentures (the "**Debenture NCIB**"). Mullen Group could have repurchased from time to time up to a maximum of $12.0 million principal amount of Debentures, representing 10% of the Corporation's Public Float of the Debentures. The Debenture NCIB commenced on March 11, 2025, and had an original maturity on closing of trading on March 10, 2026. For the year ended December 31, 2025, Mullen Group did not repurchase any Debentures under the Debenture NCIB.

20. Long-Term Debt and Bank Credit Facilities

As at December 31, 2025, Mullen Group had four credit facilities (the "**Bank Credit Facilities**") that provide revolving demand credit and borrowing capacity to the Corporation of $525.0 million. The Bank Credit Facilities rank pari passu with the Private Placement Debt and are secured. As at December 31, 2025, there were no amounts drawn on the Bank Credit Facilities. The Bank Credit Facilities do not have any financial covenants, however, Mullen Group cannot be in default of its Private Placement Debt, and it must be in compliance with certain reporting and general covenants. Mullen Group is in compliance with all of these reporting and general covenants. The Bank Credit Facilities are included within bank indebtedness on the consolidated statement of financial position.

The Private Placement Debt and the Bank Credit Facilities are guaranteed by two of Mullen Group's subsidiaries, MT Investments Inc. ("**MT**") and MGL Holding Co. Ltd. (each, a "**Guarantor**") and secured by a first ranking charge over all present and after-acquired property of the Corporation and each Guarantor.

Mullen Group has $7.6 million of letters of credit outstanding, which were issued to guarantee certain performance and payment obligations. These letters of credit reduce the amount available under the Bank Credit Facilities.

Mullen Group's long-term debt is mainly comprised of a series of secured debt, the details of which are set forth below:

Notes	Principal amount	Maturity	Interest Rate(1)
Series H	$ 112,000 U.S.	October 22, 2026(2)	3.94%
Series J	$ 3,000 CDN.	October 22, 2026(2)	4.00%
Series L	$ 80,000 CDN.	October 22, 2026(2)	4.07%
Series M	$ 300,000 CDN.	July 10, 2034	5.93%
Series N	$ 75,000 U.S.	July 10, 2034	6.50%
Series O	$ 325,000 CDN.	July 10, 2037	6.04%
Series P	$ 50,000 U.S.	July 10, 2037	6.91%

(1) *Interest is payable semi-annually.*
(2) *On July 15, 2025, Mullen Group used approximately $236.9 million of cash to prepay these notes.*

On July 10, 2024, the Corporation closed a private placement whereby it issued the Series M Notes and Series N Notes. Interest on these notes accrue from the date of issuance and are payable semi-annually in arrears on June 7 and December 7, beginning December 7, 2024.

On July 10, 2025, the Corporation closed a private placement whereby it issued the Series O Notes and Series P Notes. Interest on these notes will accrue from the date of issue and be payable semi-annually in arrears on June 7 and December 7, beginning on December 7, 2025.

Mullen Group has certain financial covenants that must be met under its Private Placement Debt, which include a total net debt to operating cash flow ratio and a total fixed charges coverage ratio. Mullen Group's total net debt cannot exceed 3.5 times operating cash flow calculated using the trailing twelve months financial results normalized for acquisitions. The term "**total net debt**" is defined in the Private Placement Debt agreements as all debt including the Debentures, Private Placement Debt, lease liabilities associated with operating equipment, the Bank Credit Facilities and letters of credit less any unrealized gain on Cross-Currency Swaps plus any unrealized loss on Cross-Currency Swaps, as disclosed within Derivatives on the consolidated statement of financial position. Total net debt specifically excludes any real property lease liabilities. The term "**operating cash flow**" is also defined in the Private Placement Debt agreements and means, for any quarterly period, the trailing twelve month consolidated net income adjusted for all amounts deducted in the computation thereof on account of (i) taxes imposed on or measured by income or excess profits, (ii) depreciation and amortization taken during such period, (iii) total interest charges, (iv) interest charges with respect to the Debentures; and (v) non-cash charges. Mullen Group cannot have a fixed charge coverage ratio less than 1.75:1 calculated using the trailing twelve months financial results. Mullen Group is in compliance with all financial covenants.

(Tabular amounts in thousands, except share and per share amounts)

Mullen Group's unamortized debt issuance costs of $4.9 million related to its Private Placement Debt have been netted against its carrying value at December 31, 2025 (December 31, 2024 – $2.9 million).

Mullen Group entered into a cross-currency swap to swap the principal amount of the Series H Notes into Canadian dollars at a foreign exchange rate of $1.1148 that matures on October 22, 2026. ▶ **For more information, refer to Note 14.**

The following table summarizes the Corporation's long-term debt, lease liabilities and Bank Credit Facilities:

		December 31, 2025		December 31, 2024
Current liabilities:				
Lease liabilities – current portion		**45,915**		43,433
Current portion of long-term debt		**26**		25
		45,941		43,458
Non-current liabilities:				
Private Placement Debt		**791,432**		649,182
Lease liabilities		**217,126**		184,340
Long-term debt		**48**		75
		1,008,606		833,597
	$	**1,054,547**	$	877,055

The following table summarizes the change in the Corporation's Private Placement Debt:

		December 31, 2025		December 31, 2024
Beginning – January 1	**$**	**649,182**	$	473,576
Proceeds		**390,877**		399,255
Repayments		**(236,552)**		(249,753)
Foreign exchange (gain) loss		**(12,612)**		25,801
Amortization of debt issuance Costs		**537**		303
Ending balance – December	**$**	**791,432**	$	649,182

The details of total debt excluding the Debentures, as at the date hereof, are as follows:

			December 31, 2025		December 31, 2024	
	Year of Maturity	Interest Rate	Face Value	Carrying Amount	Face Value	Carrying Amount
			$	**$**	$	$
Bank indebtedness	—	Variable	**—**	**—**	—	—
Lease liabilities	2026 – 2059	3.20%	**305,053**	**263,041**	257,474	227,773
Private Placement Debt	2034 – 2037	5.93% – 6.91%	**796,325**	**791,432**	652,075	649,182
Various financing loans	2026 – 2027	5.99%	**74**	**74**	100	100
			1,101,452	**1,054,547**	909,649	877,055

21. Share Capital

The authorized share capital of Mullen Group consists of an unlimited number of no par value Common Shares and an unlimited number of Preferred Shares, issuable in series.

The number of, and the specific rights, privileges, restrictions and conditions attaching to any series of Preferred Shares shall be determined by the Board of Directors (the "**Board**") of Mullen Group prior to the creation and issuance thereof. With respect to the payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of Mullen Group, whether voluntarily or involuntarily, the Preferred Shares are entitled to preference over the Common Shares and any other shares ranking junior to the Preferred Shares from time to time and may also be given such other preferences over the Common Shares and any other shares ranking junior to the Preferred Shares as may be determined at the time of creation of such series. As at the date hereof, no series of Preferred Shares had been created.

(Tabular amounts in thousands, except share and per share amounts)

All of the issued Common Shares of Mullen Group have been paid in full.

	# of Common Shares	
	2025	**2024**
Issued Common Shares at January 1	**87,670,314**	88,074,042
Common Shares repurchased and cancelled	**(856,200)**	(493,028)
Stock Options exercised	**167,800**	89,300
Common Shares issued on conversion of Debentures	**8,694,620**	—
Common Shares issued on acquisition	**50,000**	—
Issued Common Shares at December 31	**95,726,534**	87,670,314

Mullen Group had a normal course issuer bid ("**NCIB**"), commencing March 11, 2024, to purchase for cancellation up to 8,220,349 Common Shares in the open market on or before March 10, 2025. On March 7, 2025, Mullen Group announced the renewal of its NCIB commencing March 11, 2025, to purchase for cancellation up to 8,157,012 Common Shares in the open market on or before March 10, 2026. As at December 31, 2025, Mullen Group had purchased and cancelled 856,200 Common Shares for $11.5 million under its NCIB programs.

All purchases were made in accordance with the NCIB at prevalent market prices as permitted by the TSX, with consideration allocated to share capital up to the average carrying amount of the shares and any excess allocated to contributed surplus or retained earnings. The NCIB can be cancelled at the discretion of the Corporation at any time.

During 2025, Mullen Group issued 167,800 Common Shares on the exercise of Stock Options for cash proceeds of $2.3 million. In the fourth quarter, Mullen Group issued 8,694,620 Common Shares on conversion of the Debentures. In the third quarter of 2025, Mullen Group issued 50,000 Common Shares on the acquisition of Zion. ▶ **For more information, refer to Note 5.**

22. Earnings per Share

Policy: Basic per share amounts are calculated using the weighted average number of Common Shares outstanding during the period. Diluted per share amounts are calculated considering the effects of all dilutive potential ordinary shares. Mullen Group's dilutive potential ordinary shares assumes dilutive stock options are exercised and that the proceeds obtained on the exercise of dilutive stock options would be used to purchase Common Shares at the average market price during the period. The weighted average number of Common Shares outstanding is then adjusted accordingly.

Supporting information:

(a) Basic Earnings per Share

Basic earnings per share is calculated as net income attributable to common shareholders divided by the weighted average number of Common Shares outstanding for the period. Net income attributable to common shareholders for the year ended December 31, 2025, was $91.1 million (2024 – $112.3 million). The weighted average number of Common Shares outstanding for the years ended December 31, 2025 and 2024 was calculated as follows:

		Years ended December 31	
	Note	**2025**	**2024**
Issued Common Shares at beginning of period	**21**	**87,670,314**	88,074,042
Effect of Common Shares repurchased and cancelled	**21**	**(429,101)**	(269,608)
Effect of Common Shares issued on acquisition	**5**	**19,452**	—
Effect of the Debentures		**1,006,648**	—
Effect of stock options exercised	**21**	**35,227**	47,424
Weighted average number of Common Shares at end of period – basic		**88,302,540**	87,851,858

(b) Diluted Earnings per Share

Diluted earnings per share is calculated by adjusting net income attributable to common shareholders and the basic weighted average number of Common Shares outstanding by the effects of all potentially dilutive transactions to existing common shareholders. In calculating diluted earnings per share, net income was adjusted as follows:

	Years ended December 31	
	2025	**2024**
Net income	**$ 91,110**	$ 112,261
Effect of the Debentures	**6,414**	7,151
Net income – adjusted	**$ 97,524**	$ 119,412

(Tabular amounts in thousands, except share and per share amounts)

The diluted weighted average number of Common Shares was calculated as follows:

	Years ended December 31	
	2025	**2024**
Weighted average number of Common Shares – basic	**88,302,540**	87,851,858
Effect of "in the money" stock options	**320,225**	256,995
Effect of the Debentures	**7,687,972**	9,117,438
Weighted average number of Common Shares at end of period – diluted	**96,310,737**	97,226,291

For the year ended December 31, 2025, 2,950,000 stock options (2024 – 2,825,000) were excluded from the diluted weighted average number of Common Shares calculation as their effect would have been anti-dilutive. The average market value of the Corporation's Common Shares for the purposes of calculating the dilutive effect of stock options was based on quoted market prices for the periods ended December 31, 2025 and 2024. For the years ended December 31, 2025 and 2024, the Common Shares that would be issued upon conversion of the Debentures were included in the diluted weighted average calculation as their effect was dilutive up to the date the Debentures were converted or repaid. ▶ **For more information on Debentures and stock options, refer to Notes 19 and 26, respectively.**

23. Revenue

Policy: Mullen Group's services are provided based upon orders and contracts with customers that include fixed or determinable prices and are based upon daily, hourly or contracted rates. Contract terms do not include the provision of post-service obligations. Mullen Group recognizes the amount of revenue to which it expects to be entitled for the transfer of promised services or goods to customers. Revenue is measured based on the consideration specified in a contract with a customer on either an "over time" or "point in time" basis.

Mullen Group's primary service offering is the transportation of goods. The transportation of goods involves the physical process of transporting commodities and goods from point of origin to destination using company equipment and contracted owner operators. Each individual Business Unit offers published rates or signed master service agreements with specific customers that dictate future services it is to perform for a customer at the time a bill of lading or service request is received. Each bill of lading represents a separate distinct performance obligation that the company is obligated to satisfy. The transaction price is generally in the form of a fixed fee determined at the inception of the bill of lading. Transportation services revenue is recognized using the "over time" method.

Mullen Group's second highest revenue stream is logistics services. Logistics services involves the planning, implementing, and controlling the efficient, effective forward and reverse transport of goods. These services are governed by contract law. Mullen Group uses Subcontractors to perform the work. Subcontractors have their own insurance and operating authorities. When Mullen Group hires a Subcontractor, it remains the primary obligor, has the ability to set prices, retains the risk of loss in the event of a cargo claim and bears the credit risk of customer default. As such, Mullen Group acts as the principal of the arrangement and recognize revenue on a gross basis. Logistics services revenue is recognized using the "point in time" method.

The business of Mullen Group is operated through its Business Units, which are divided into four distinct Operating Segments for reporting purposes – Less-Than-Truckload, Logistics & Warehousing, Specialized & Industrial Services and U.S. & International Logistics. The segments are differentiated by the type of service provided, equipment requirements and customer needs. Mullen Group provides the capital and financial expertise, technology and systems support, shared services and strategic planning (the "**Corporate Office**") for the Business Units. The Corporate Office also invests in certain public and private corporations. In addition, the Corporate Office, through its subsidiary MT, owns a network of real estate holdings and facilities that are leased primarily to the Business Units. Such properties are leased by MT to the Business Units on commercially reasonable terms. The day to day management of the Business Units is conducted at the subsidiary level.

At December 31, 2025, the Less-Than-Truckload segment consisted of 12 Business Units and is often referred to as the final or last mile delivery of general freight consisting of smaller shipments, packages and parcels. Through an extensive terminal network the pickup, handling and delivery of a wide range of freight including ambient, temperature controlled and consumer goods is coordinated from regional hubs located in Ontario and western Canada.

At December 31, 2025, the Logistics & Warehousing segment consisted of 13 Business Units and provides shippers throughout North America with a wide range of trucking and logistics service offerings including full truckload, specialized transportation, warehousing, custom brokerage, freight forwarding, fulfillment centres that handle e-commerce transactions, and transload facilities designed for intermodal and bulk shipments. Operations and customer service are supported by a robust suite of leading edge technology solutions including a fully integrated transportation management system, customized inventory management and warehouse systems along with our proprietary Moveitonline® and Haulistic™ technology platforms, applications that are positioning our organization for an evolving and changing supply chain.

At December 31, 2025, the Specialized & Industrial Services segment consisted of 15 Business Units and is comprised of a wide range of unique businesses providing specialized equipment and services to the oil and natural gas, environmental, construction, pipeline, utility, telecom and civil industries. Strategically located throughout western Canada, these specialty Business Units are focused on providing advanced technology solutions and leading edge service capabilities.

At December 31, 2025, the U.S. & International Logistics segment consisted of two Business Units. HAUListic LLC is a global technology enabled, non-asset based third-party logistics service provider focused on freight brokerage services across multiple modes of transportation. The operations and customer service are provided through its proprietary transportation management system technology platform known as SilverExpress, which aligns customer shipments with transportation carriers. Cole International USA Inc. is a third-party logistics provider that offers customs brokerage and freight forwarding services through strategically situated offices at various air and seaports of entry, and land border crossings across the U.S.

(Tabular amounts in thousands, except share and per share amounts)

Disaggregation of revenue:

The following tables detail Mullen Group's revenue by type of service and timing of the transfer of goods or services by segment:

Year ended December 31, 2025	Less-Than-Truckload	Logistics & Warehousing	Specialized & Industrial Services	U.S. & International Logistics	Corporate	Intersegment eliminations	Total
	$	$	$		$	$	$
Revenue by service line							
Transportation	**776,745**	**359,693**	**174,624**	**—**	**—**	**—**	**1,311,062**
Logistics	**16,403**	**217,235**	**35,048**	**219,178**	**—**	**—**	**487,864**
Rental	**445**	**8,644**	**38,414**	**—**	**3,620**	**—**	**51,123**
Other	**7,704**	**157,846**	**164,681**	**—**	**65**	**—**	**330,296**
Eliminations	**(22,227)**	**(5,324)**	**(3,601)**	**—**	**—**	**(15,551)**	**(46,703)**
	779,070	**738,094**	**409,166**	**219,178**	**3,685**	**(15,551)**	**2,133,642**
Timing of revenue recognition							
Over time	**777,189**	**368,337**	**251,318**	**—**	**3,620**	**—**	**1,400,464**
Point in time	**24,108**	**375,081**	**161,449**	**219,178**	**65**	**—**	**779,881**
Eliminations	**(22,227)**	**(5,324)**	**(3,601)**	**—**	**—**	**(15,551)**	**(46,703)**
	779,070	**738,094**	**409,166**	**219,178**	**3,685**	**(15,551)**	**2,133,642**

Year ended December 31, 2024	Less-Than-Truckload	Logistics & Warehousing	Specialized & Industrial Services	U.S. & International Logistics	Corporate	Intersegment eliminations	Total
	$	$	$		$	$	$
Revenue by service line							
Transportation	740,015	355,337	203,123	—	—	—	1,298,475
Logistics	26,747	124,719	45,705	184,517	—	—	381,688
Rental	219	8,805	39,803	—	3,979	—	52,806
Other	4,411	122,867	173,915	—	453	—	301,646
Eliminations	(21,003)	(4,736)	(5,496)	—	—	(14,127)	(45,362)
	750,389	606,992	457,050	184,517	4,432	(14,127)	1,989,253
Timing of revenue recognition							
Over time	740,234	364,141	277,832	—	3,979	—	1,386,186
Point in time	31,158	247,587	184,714	184,517	453	—	648,429
Eliminations	(21,003)	(4,736)	(5,496)	—	—	(14,127)	(45,362)
	750,389	606,992	457,050	184,517	4,432	(14,127)	1,989,253

During the year, 94.2 percent of revenue was from the rendering of services, 3.1 percent of revenue was from the sale of goods and 2.7 percent was from construction contracts as compared to 93.1 percent, 4.2 percent, and 2.7 percent, respectively, for the year ended December 31, 2024.

24. Personnel Costs

	Years ended December 31	
	2025	**2024**
Wages, salaries and benefits	**$ 585,813**	$ 542,066
Stock-based compensation expense	**1,265**	914
	$ 587,078	$ 542,980

In 2025 personnel costs of $380.7 million (2024 – $356.7 million) were recognized within direct operating expenses and $206.4 million (2024 – $186.3 million) were recognized within selling and administrative expenses.

(Tabular amounts in thousands, except share and per share amounts)

25. Finance Costs

	Years ended December 31	
	2025	**2024**
Interest expense on financial liabilities measured at amortized cost	**$ 58,269**	$ 45,665
Accretion on debt	**2,638**	2,650
Finance expense	**60,907**	48,315
Less: Interest income from cash and cash equivalents	**(6,457)**	(6,129)
Finance costs	**$ 54,450**	$ 42,186

26. Share-Based Compensation Plans

Mullen Group is permitted to grant stock options to directors, officers, employees and consultants of Mullen Group or its affiliates under its stock option plan ("**Stock Option Plan**"). Options under the Stock Option Plan are normally granted at the weighted average trading price of the Common Shares of Mullen Group for the five consecutive trading days immediately preceding the day of grant of the stock option. Stock options vest in the manner determined by the Board at the time of the grant. The term of an option is five to ten years from the date of grant.

Estimates: Mullen Group estimates the fair value of its stock options using the Black-Scholes option pricing model. This requires the estimation of certain variables including: the expected risk-free interest rate, the expected life of the stock option, the forfeiture rate, the expected dividend yield of Mullen Group's Common Shares and expected share price volatility.

Judgements: The estimation of certain variables within the Black-Scholes model require judgement. The risk-free interest rates used were the Canadian Treasury zero-coupon rates for bonds matching the expected term of the option on the date of grant. In determining the expected term of the option grants, Mullen Group has observed the actual terms of prior grants with similar characteristics and the actual vesting schedule of the grant. The expected forfeiture rate was determined based on the Corporation's prior historical forfeiture rates on the date of grant. This estimate is adjusted to reflect the actual experience. The expected dividend yield of Mullen Group's Common Shares over the expected term of the option was determined based on the Corporation's dividend policy on the date of grant. The expected stock price volatility at the time of the particular stock option grant, Mullen Group relies on observations of historical volatility trends.

Policy: Mullen Group accounts for stock-based compensation using the fair-value method of valuing any stock options granted using the Black-Scholes model. Under the fair value method, the fair value of options is calculated at the date of grant and that value is recorded as compensation expense over the vesting periods of those grants, with a corresponding increase to contributed surplus less an estimated forfeiture rate. The forfeiture rate is based on past experience of actual forfeitures. When options are exercised, the proceeds received by Mullen Group, along with the amount in contributed surplus, will be credited to share capital.

Supporting information:

Mullen Group is authorized to issue 8,000,000 stock options. As such, 2,667,500 (2024 – 2,892,500) options are available to be issued under the Stock Option Plan as at December 31, 2025. Each stock option will entitle the option-holder to acquire one Common Share of Mullen Group. Under the Stock Option Plan, the exercise price of a stock option granted shall be as determined by the Board when the stock option is granted subject to any limitations imposed by any relevant stock exchange or regulatory authority, and shall be an amount at least equal to the weighted average trading price of the Common Shares of Mullen Group for the five consecutive trading days immediately preceding the day of grant of the stock option. These options vest in one to five years and expire in five to ten years.

Volatility was determined on the basis of the daily closing prices over a historical period corresponding to the expected term of the options.

Stock Option Plan:	**Options**	**Weighted average exercise price**
Outstanding December 31, 2023	3,902,500	$ 15.74
Granted	325,000	14.63
Exercised	(89,300)	(10.42)
Expired	(115,000)	(27.78)
Forfeited	(237,500)	(15.09)
Outstanding December 31, 2024	3,785,700	$ 15.48
Granted	1,052,500	14.05
Exercised	(167,800)	13.56
Expired	(742,500)	20.77
Forfeited	(85,000)	17.16
Outstanding December 31, 2025	**3,842,900**	$ **14.13**
Stock options exercisable December 31, 2024	2,698,200	$ 16.00
Stock options exercisable December 31, 2025	**2,027,900**	**$ 14.09**

(Tabular amounts in thousands, except share and per share amounts)

The weighted average share price at the date of the exercise for the stock options exercised in 2025 was $15.18 (2024 – $15.04). The range of exercise prices for options outstanding at December 31, 2025 was as follows:

	Options Outstanding			Exercisable Options	
Range of Exercise Prices	Number	Weighted average remaining contractual life (years)	Weighted average exercise price	Number	Weighted average exercise price
$10.15 to $14.00	2,047,900	7.49	$ 12.60	892,900	$ 10.92
$14.28 to $16.00	730,000	8.35	14.66	70,000	14.48
$16.01 to $28.07	1,065,000	1.85	16.72	1,065,000	16.72
$10.01 to $28.07	3,842,900	6.09	$ 14.13	2,027,900	$ 14.09

In 2025 there were 1,052,500 (2024 – 325,000) stock options issued. The following weighted average assumptions were used to determine the fair value of options issued in 2025 and 2024 under the Stock Option Plan on the date of grant:

	2025	**2024**
Fair value	**$1.97**	$3.35
Risk-free interest rate	**2.70%**	3.00%
Expected life	**5 years**	5 years
Forfeiture rate	**5.0% per annum**	5.0% per annum
Expected dividend	**$0.84 per share per annum**	$0.84 per share per annum
Expected share price volatility	**31.8**	37.6

27. Other Expense (Income)

	Years ended December 31	
	2025	**2024**
Change in fair value of investments	**$ (113)**	$ (675)
Loss (gain) on sale of property, plant and equipment	**3,528**	517
Loss (earnings) from equity investments	**210**	(779)
Accretion on decommissioning liabilities	**24**	23
Other expense (income)	**$ 3,649**	$ (914)

28. Contingent Liabilities

Mullen Group is involved in various claims and actions arising in the course of its operations and is subject to various legal actions and possible claims. Although the outcome of these claims cannot be predicted with certainty, Mullen Group does not expect these matters to have a material adverse effect on its financial position, cash flows or results from operations. Accruals for litigation, claims and assessments are recognized if Mullen Group determines that the loss is probable and the amount can be reasonably estimated. If an unfavorable outcome were to occur, there exists the possibility of a material adverse impact on Mullen Group's consolidated net earnings in the period in which the outcome is determined.

29. Capital Commitments

Capital expenditures approved and committed to but not provided for in these accounts at December 31, 2025, amounted to $15.1 million. These capital expenditure commitments are expected to be completed in fiscal 2026.

30. Financial Instruments

Mullen Group's operating activities expose it to a variety of financial risks. These financial risks consist of certain credit, liquidity, and market risks associated with Mullen Group's financial assets and financial liabilities. Mullen Group has established and follows certain policies and procedures to mitigate these risks and continually monitors its exposure to all significant risks to assess the impact on its operating activities. Mullen Group does not hold or use any derivative financial instruments for trading or speculative purposes. The following details Mullen Group's exposure to credit, liquidity, and market risks.

(Tabular amounts in thousands, except share and per share amounts)

(a) Credit Risk

Credit risk is the possibility of a financial loss to Mullen Group if a customer or counterparty to a financial asset fails to meet its contractual obligations. This risk arises predominately from Mullen Group's trade and other receivables from its customers. The carrying amount of financial assets represents Mullen Group's maximum credit risk exposure. The maximum exposure to credit risk at the reporting date was as follows:

Carrying amount	Note		December 31 2025		December 31 2024
Cash and cash equivalents	6	**$**	**144,638**	$	126,286
Trade and other receivables	7		**301,611**		292,273
Derivative financial instruments	14		**26,598**		30,560
Other assets			**17,347**		5,887
		$	**490,194**	$	455,006

Credit risk related to trade and other receivables is initially managed by each Business Unit. Each Business Unit is responsible for reviewing the credit risk for each of their customers before standard payment and delivery terms and conditions are offered. The Business Units review consists of external ratings, when available, and in some cases bank and trade references. Management has established a credit policy under which new customers are analyzed for creditworthiness before Mullen Group extends credit. Mullen Group monitors its trade and other receivables aging on an ongoing basis as part of its process in managing its credit risk. Mullen Group also manages credit risk related to trade and other receivables on a consolidated basis whereby the aggregate exposure to individual customers is reviewed and their credit quality is assessed. In the unlikely event of default by its customers, Mullen Group secures a security interest for items in possession prior to commencing work and registers liens when appropriate. Further, the federal *Bill of Lading Act,* its provincial counterparts and various other acts afford Mullen Group further protection in the event of default. Mullen Group also attends industry forums to assess credit worthiness of customers related predominately to the oil and natural gas industry. No customer accounted for more than ten percent of Mullen Group's consolidated revenue for the fiscal years ended 2025 and 2024.

Impairment losses arise when trade receivables are written off directly against the financial asset, which results from customers who cannot pay their outstanding balance. In 2025 an impairment loss of $1.3 million (2024 – $0.8 million) was recognized which related to customers that were not able to pay their outstanding balances, mainly due to the customer having insufficient cash or other financial assets. During the period, the impairment loss as a percentage of consolidated revenue was an insignificant amount at 0.06 percent (2024 – 0.04 percent). Mullen Group establishes, on a specific account basis, an expected credit loss allowance that represents its estimate of potential losses in respect of trade receivables. ▶ **For more information, refer to Note 7**.

(b) Liquidity Risk

Liquidity risk is the risk that Mullen Group will not be able to satisfy its obligations associated with its financial liabilities that are to be settled by delivering cash as they become due. Mullen Group's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to satisfy its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Mullen Group's reputation. Typically, Mullen Group ensures that it has sufficient cash or available credit facilities to meet expected operational expenses; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters. Mullen Group manages liquidity risk by preparing, monitoring and approving annual operating budgets to ensure it has sufficient cash to meet operational requirements, and to ensure its ongoing compliance with its Private Placement Debt covenants. The Board also considers liquidity risk when approving Mullen Group's annual net capital expenditure budget and when declaring dividends to shareholders. Mullen Group's surplus cash is invested in short-term highly liquid term deposits. At December 31, 2025, Mullen Group had no amounts drawn on its Bank Credit Facilities. ▶ **For more information, refer to Note 20**.

(Tabular amounts in thousands, except share and per share amounts)

The following are the contractual maturities of financial liabilities, excluding the impact of any option to purchase equipment at the end of the term:

December 31, 2025	Carrying amount	Contractual cash flows	Twelve months or less	2027 - 2028	2029 - 2030	Thereafter
Private Placement Debt*	**$ 791,432**	**$ 796,325**	**$ —**	**$ —**	**$ —**	**$ 796,325**
Interest on Private Placement Debt*	**3,256**	**516,864**	**51,205**	**102,410**	**102,410**	**260,839**
Lease liabilities	**263,041**	**287,169**	**49,066**	**73,296**	**55,610**	**109,197**
Various financing loans	**74**	**74**	**26**	**18**	**—**	**30**
Accounts payable and accrued liabilities(1)	**200,912**	**200,912**	**200,912**	**—**	**—**	**—**
Dividends payable	**6,701**	**6,701**	**6,701**	**—**	**—**	**—**
Total	**$ 1,265,416**	**$ 1,808,045**	**$ 307,910**	**$ 175,724**	**$ 158,020**	**$ 1,166,391**

* *Assumes a U.S. dollar foreign exchange rate of $1.3706.*

(1) *Accounts payable and accrued liabilities of $200,912 and $3,256 of interest on Private Placement Debt agrees to the $204,168 of accounts payable and accrued liabilities on the Consolidated Statement of Financial Position.*

December 31, 2024	Carrying amount	Contractual cash flows	Twelve months or less	2026 - 2027	2028 - 2029	Thereafter
Private Placement Debt*	$ 649,182	$ 652,075	$ —	$ 244,157	$ —	$ 407,918
Interest on Private Placement Debt*	3,518	253,919	34,530	57,470	49,609	112,310
Debentures	120,501	125,000	—	125,000	—	—
Interest on the Debentures	599	14,375	7,188	7,187	—	—
Lease liabilities	227,773	257,474	49,408	81,849	49,739	76,478
Various financing loans	100	100	25	37	8	30
Accounts payable and accrued liabilities(1)	154,906	154,906	154,906	—	—	—
Dividends payable	6,137	6,137	6,137	—	—	—
Total	$ 1,162,716	$ 1,463,986	$ 252,194	$ 515,700	$ 99,356	$ 596,736

* *Assumes a U.S. dollar foreign exchange rate of $1.4389.*

(1) *Accounts payable and accrued liabilities of $154,906 plus $3,518 of interest on Private Placement Debt and $599 of interest on the Debentures agrees to the $159,023 of accounts payable and accrued liabilities on the Consolidated Statement of Financial Position..*

All of the above amounts relate to non-derivative financial instruments.

(c) Market Risk

Market risk is the potential for adverse changes associated with fluctuations in foreign exchanges rates, interest rates and equity prices and their corresponding impact on the fair value or future cash flows of Mullen Group's financial instruments. The objective of management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

(i) Foreign Exchange Risk

Foreign exchange risk arises as Mullen Group enters into commercial transactions that are not denominated in its functional currency. Mullen Group is exposed to foreign exchange risk, primarily with respect to the U.S. dollar which mainly arises from its U.S. $75.0 million Series N Notes and U.S. $50.0 million Series P Notes that mature in 2034 and 2037. Mullen Group continues to hold a Cross-Currency Swap with a nominal value of U.S. $112.0 million and a maturity date of October 22, 2026, that originally related to the Series H Notes. Mullen Group did not enter into a Cross-Currency Swap on its Series N Notes or Series P Notes that mature in 2034 (U.S. $75.0 million) and 2037 (U.S. $50.0 million), respectively. Annual interest of U.S. $8.3 million is payable on these U.S. notes which also exposes Mullen Group to foreign exchange risk. This foreign exchange risk is mitigated as some of Mullen Group's Business Units generate a portion of their revenue in U.S. dollars in excess of their U.S. dollar expenses. At December 31, 2025, Mullen Group had U.S. dollar cash of $83.4 million (2024 – $87.7 million), U.S. dollar trade receivables of $34.8 million (2024 – $19.6 million) and U.S. dollar accounts payable and accrued liabilities of $37.5 million (2024 – $14.5 million). Mullen Group does not hedge any of its U.S. dollar denominated commercial and financing transactions.

(Tabular amounts in thousands, except share and per share amounts)

All of the amounts expressed in the following table are in U.S. dollars and set forth Mullen Group's exposure to foreign currency risk:

	December 31 2025	December 31 2024
Cash	**$ 83,374**	$ 87,711
Trade and other receivables	**34,836**	19,642
Derivative financial instruments	**19,406**	21,238
Private Placement Debt	**(125,000)**	(187,000)
Accounts payable and accrued liabilities	**(37,509)**	(14,528)
Net exposure	**$ (24,893)**	$ (72,937)

At December 31, 2025, assuming all other variables were held constant, a $0.01 strengthening of the Canadian dollar relative to the U.S. dollar would have increased income before income taxes by approximately $0.2 million. Similarly, a $0.01 weakening of the Canadian dollar relative to the U.S. dollar at December 31, 2025 would have had the equal but opposite effect on income before income taxes.

(ii) Interest Rate Risk and Fair Value Sensitivity Analysis for Fixed Rate Instruments

Interest rate risk arises on borrowings issued at variable rates which exposes risk to future cash flows if interest rates were to rise. This risk would be partially offset by cash held at variable rates. Mullen Group's Private Placement Debt and the Debentures are issued at fixed rates while the Bank Credit Facilities are issued at variable rates. Borrowings issued at fixed rates expose Mullen Group to fair value interest rate risk. Mullen Group is susceptible to the opportunity costs associated with interest rate decreases as the interest rate on the majority of its borrowings are at fixed interest rates. Assuming all other variables were held constant, if interest rates increase by 1.0 percent on the contractual cash flows of $791.4 million of Mullen Group's Private Placement Debt, Mullen Group would incur additional annual interest expense of approximately $7.9 million. Mullen Group does not account for any fixed rate financial assets and liabilities at FVTPL. Mullen Group does not hedge interest rates or have any interest rate swaps.

(iii) Price Risk

Price risk arises from changes in quoted prices on investments in equity securities that impact the underlying value of investments. Mullen Group has an investment measured at fair value with an initial cost of $3.5 million. A $0.1 million increase in the fair value of this investment was recorded in 2025 as compared to a $0.7 million increase in 2024. Mullen Group recorded a $1.8 million decrease in the fair value of these investments on a cumulative basis. Assuming all other variables were held constant, a 1.0 percent increase in the value of this investment would have increased income before income taxes by approximately $35,000. Similarly, a 1.0 percent decrease in the value of investments would have an equal but opposite effect on income before income taxes.

(d) Capital Management

Mullen Group's objectives when managing capital are to safeguard the Corporation's ability to continue as a going concern, and manage capital that will maintain compliance with its financial covenants so that it can continue to provide returns for shareholders and benefits for other stakeholders and to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk. Mullen Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, Mullen Group may adjust the amount of dividends paid to shareholders, issue new debt, sell assets to reduce debt, or issue new shares.

(Tabular amounts in thousands, except share and per share amounts)

Consistent with others in the industry, Mullen Group also monitors capital on the basis of debt-to-equity and total debt to operating cash flow. The debt-to-equity ratio is calculated as total debt divided by equity. Total debt is calculated as the total of bank indebtedness, lease liabilities, current portion of long-term debt, long-term debt and the debt component of Debentures. Equity comprises all of the components of equity (i.e. share capital, Debentures – equity component, contributed surplus, accumulated other comprehensive income and retained earnings). Mullen Group's strategy is to maintain its debt-to-equity ratio below 1:1. The debt-to-equity ratio calculations at December 31, 2025 and December 31, 2024 were as follows:

		December 31 2025		December 31 2024
Lease liabilities		**263,041**		227,773
Long-term debt		**791,480**		649,257
Debentures – debt component		**—**		120,501
Current portion of long-term debt		**26**		25
Total debt		**1,054,547**		997,556
Share capital		**908,970**		797,814
Debentures – equity component		**—**		9,116
Contributed surplus		**30,748**		20,880
Accumulated other comprehensive income		**3,046**		4,283
Retained earnings		**197,697**		184,780
Equity	**$**	**1,140,461**	$	1,016,873
Debt to equity		**0.92:1**		0.98:1

Mullen Group also monitors capital on the basis of total debt to operating cash flow. The total debt to operating cash flow ratio is calculated as per the Private Placement Debt agreements. Other than the financial covenants under its Private Placement Debt, Mullen Group is not subject to externally imposed capital requirements. ▶ **For more information, refer to Note 20**.

31. Subsidiaries

The tables set forth below provide information relative to Mullen Group's significant subsidiaries and its Business Units, including each entity's name, its jurisdiction of incorporation/formation, the percentage of securities directly or indirectly owned by Mullen Group, a brief description of the entity, and the market areas served, if applicable. The percentages of ownership set forth below include the approximate one percent interest owned by the general partner of each limited partnership.

Significant Subsidiaries:

Company (Jurisdiction of Incorporation / Formation)	**Percentage owned by Mullen Group (directly / indirectly)**	**Overview**	**Primary Market Area**
MT Investments Inc. (Alberta)	100%	Wholly-owned subsidiary of Mullen Group Ltd. It was formed on July 1, 2005, when Mullen Transportation Inc. was amalgamated with certain other corporations pursuant to a plan of arrangement under the *Business Corporations Act* (Alberta) to form a corporation known as MT Investments Inc.	N/A
MGL Holding Co. Ltd. (Alberta)	100%	Wholly-owned subsidiary of MT Investments Inc., which was incorporated in Alberta on December 22, 2016. It is the limited partner of various Business Units.	N/A

(Tabular amounts in thousands, except share and per share amounts)

Less-Than-Truckload Segment:		
Business Unit (Jurisdiction of Incorporation / Formation)	**Percentage owned by Mullen Group (indirectly)**	**Primary Market Area**
APPS Cargo Terminals Inc. (British Columbia)	100%	Western Canada
APPS Cartage Inc. (Ontario)	100%	Ontario
Argus Carriers Ltd. (British Columbia)	100%	Lower Mainland British Columbia
Gardewine Group Limited Partnership [1] (Manitoba)	100%	Manitoba and Ontario
Grimshaw Trucking L.P. [2] (Alberta)	100%	Northern Alberta
Hi-Way 9 Express Ltd. [2] (Alberta)	100%	Southern Alberta
Jay's Transportation Group Ltd. (Saskatchewan)	100%	Saskatchewan
Number 8 Freight Ltd. (British Columbia)	100%	Lower Mainland British Columbia
Pacific Coast Express Limited (Alberta)	100%	Western Canada
Pacific Northwest Moving (Yukon) Limited[3] (Alberta)	100%	Northern Alberta and Yukon
West Direct Express Ltd.[4] [5] [6] (Alberta)	100%	Alberta
Willy's Trucking Service (Alberta)	100%	Northern Alberta

(1) *On January 1, 2025, the operations of Westman Courier were integrated into Gardewine Group Limited Partnership.*

(2) *On January 1, 2024, the LTL operations of B. & R. Eckel's Transport Ltd. were integrated into the operations of Grimshaw Trucking L.P. and Hi-Way 9 Express Ltd.*

(3) *Acquired December 1, 2024.*

(4) *Formerly known as DirectIT Group of Companies.*

(5) *Includes Chariot Express Ltd. which was acquired on October 1, 2024.*

(6) *Effective September 1, 2024, includes the operations and assets of 1938359 Alberta Ltd. operating as Rockyview Transport.*

(Tabular amounts in thousands, except share and per share amounts)

Logistics & Warehousing Segment:		
Business Unit (Jurisdiction of Incorporation / Formation)	**Percentage owned by Mullen Group (indirectly)**	**Primary Market Area**
Abco International Freight Inc. [1] (Ontario)	100%	Canada
Bandstra Transportation Systems Ltd. (British Columbia)	100%	British Columbia
Caneda Transport Ltd. (Alberta)	100%	Canada and U.S.
Cascade Carriers L.P. (Alberta)	100%	Western Canada
Cole International Inc. [1] (Alberta)	100%	Canada
ContainerWorld Forwarding Services Inc. [2] (Canada)	100%	British Columbia
DWS Logistics Inc. (Ontario)	100%	Ontario
International Warehousing & Distribution Inc. (Ontario)	100%	Ontario
Kleysen Group Ltd. (Alberta)	100%	Western Canada
Mullen Trucking Corp. (Alberta)	100%	Canada and U.S.
Payne Transportation Ltd. [3] (Alberta)	100%	Canada and U.S.
Tenold Transportation Ltd. (Alberta)	100%	Canada and U.S.
Tri Point Intermodal Services Inc. (Ontario)	100%	Greater Toronto Area

(1) *Acquired effective June 1, 2025.*

(2) *Acquired effective May 1, 2024.*

(3) *On January 1, 2024, the operations of RDK Transportation Co. Inc. were integrated into Payne Transportation Ltd.*

(Tabular amounts in thousands, except share and per share amounts)

Specialized & Industrial Services Segment:

Business Unit (Jurisdiction of Incorporation / Formation)	**Percentage owned by Mullen Group (indirectly)**	**Primary Market Area**
B. & R. Eckel's Transport Ltd. (Alberta)	100%	Northeastern Alberta
Babine Truck & Equipment Ltd. (British Columbia)	100%	Western Canada
Butler Ridge Energy Services (2011) Ltd. (British Columbia)	100%	British Columbia
Canadian Dewatering L.P. (Alberta)	100%	Western Canada
Cascade Energy Services L.P. (Alberta)	100%	Western Canada
Cordova Oilfield Services Ltd. (British Columbia)	100%	Western Canada
E-Can Oilfield Services L.P. (Alberta)	100%	Western Canada
Envolve Energy Services Corp. (Alberta)	100%	Western Canada
Formula Powell L.P. (Alberta)	100%	Western Canada
Heavy Crude Hauling L.P. (Alberta)	100%	Western Canada
Mullen Oilfield Services L.P. (Alberta)	100%	Western Canada
Premay Equipment L.P. (Alberta)	100%	Western Canada
Premay Pipeline Hauling L.P. (Alberta)	100%	Western Canada
Smook Contractors Ltd. (Manitoba)	100%	Northern Manitoba
Spearing Service L.P. (Alberta)	100%	Western Canada

U.S. & International Logistics Segment:

Business Unit (Jurisdiction of Incorporation / Formation)	**Percentage owned by Mullen Group (indirectly)**	**Primary Market Area**
Cole International USA Inc.(1) (Nevada)	100%	U.S.
HAUListic LLC (Delaware)	100%	Northern America

(1) *Acquired effective June 1, 2025.*

(Tabular amounts in thousands, except share and per share amounts)

32. Changes in Non-Cash Working Capital

	Years ended December 31	
	2025	**2024**
Trade and other receivables	**$ 29,077**	$ 12,194
Inventory	**650**	2,035
Prepaid expenses	**(4,240)**	3,228
Accounts payable and accrued liabilities	**15,032**	(15,720)
Operating activities	**40,519**	1,737
Financing activities	**(308)**	(37)
Investing activities	**(2,025)**	(139)
	$ 38,186	$ 1,561

33. Operating Segments

Judgements: Judgements are made by management in applying the aggregation criteria to allow two or more Operating Segments to be aggregated based upon similar economic characteristics and other similarities.

Policy: The Business Units within each of the Operating Segments share common economic characteristics and are differentiated by the type of service provided, equipment requirements and customer needs. The Operating Segments' financial results are reviewed regularly by the Corporation's chief operating decision-maker who makes decisions about resource allocation and assesses segment performance based on the internally prepared segment information.

Supporting information: Mullen Group reports its financial results in four Operating Segments. These four Operating Segments have been differentiated by the sector of the economy in which the businesses operate, the type of services provided, the equipment requirements and the customer needs. The Less-Than-Truckload segment provides final or last mile delivery of general freight consisting of smaller shipments, packages and parcels. Through an extensive terminal network the pickup, handling and delivery of a wide range of freight including ambient, temperature controlled and consumer goods is coordinated from regional hubs located in Ontario and western Canada. The Logistics & Warehousing segment provides shippers throughout North America with a wide range of trucking and logistics service offerings including full truckload, specialized transportation, warehousing, customs brokerage, freight forwarding, fulfillment centres that handle e-commerce transactions, and transload facilities designed for intermodal and bulk shipments. The Specialized & Industrial Services segment provides specialized equipment and services to the oil and natural gas, environmental, construction, pipeline, utility, telecom and civil industries. The U.S. & International Logistics segment provides third-party logistics services focused on freight and customs brokerage across multiple modes of transportation.

(Tabular amounts in thousands, except share and per share amounts)

The following tables provide financial results by segment:

						Intersegment eliminations				
Year month period ended December 31, 2025	**Less-Than-Truckload**	**Logistics & Warehousing**	**Specialized & Industrial Services**	**U.S. & International Logistics**	**Corporate**	**Less-Than-Truckload**	**Logistics & Warehousing**	**Specialized & Industrial Services**	**U.S. & International Logistics**	**Total**
	$	$	$	$	$	$	$	$	$	$
Revenue	**779,070**	**738,094**	**409,166**	**219,178**	**3,685**	**(4,660)**	**(5,047)**	**(5,844)**	**—**	**2,133,642**
Direct operating expenses	**531,355**	**498,416**	**286,668**	**194,118**	**(1,331)**	**(4,660)**	**(5,047)**	**(5,844)**	**—**	**1,493,675**
Selling and administrative expenses	**117,697**	**107,023**	**48,848**	**16,597**	**34,165**	**—**	**—**	**—**	**—**	**324,330**
Depreciation of property, plant and equipment	**26,471**	**16,080**	**24,669**	**—**	**7,248**	**—**	**—**	**—**	**—**	**74,468**
Amortization of intangible assets	**8,304**	**8,595**	**1,682**	**3,688**	**—**	**—**	**—**	**—**	**—**	**22,269**
Income (loss) before income taxes	**54,523**	**67,389**	**31,585**	**2,221**	**(35,898)**	**—**	**—**	**—**	**—**	**119,820**
Capital expenditures[(1)]	**35,209**	**21,631**	**33,603**	**—**	**6,145**	**(354)**	**(392)**	**(26)**	**—**	**95,816**
Total assets at December 31, 2025	**648,419**	**683,495**	**367,220**	**127,307**	**743,904**	**—**	**—**	**—**	**—**	**2,570,345**

[(1)] Excludes business acquisitions.

						Intersegment eliminations				
Year month period ended December 31, 2024	**Less-Than-Truckload**	**Logistics & Warehousing**	**Specialized & Industrial Services**	**U.S. & International Logistics**	**Corporate**	**Less-Than-Truckload**	**Logistics & Warehousing**	**Specialized & Industrial Services**	**U.S. & International Logistics**	**Total**
	$	$	$	$	$	$	$	$	$	$
Revenue	750,389	606,992	457,050	184,517	4,432	(5,025)	(4,936)	(4,166)	—	1,989,253
Direct operating expenses	503,998	406,677	321,117	168,673	(666)	(5,025)	(4,936)	(4,166)	—	1,385,672
Selling and administrative expenses	111,007	80,444	51,003	13,094	15,833	—	—	—	—	271,381
Depreciation of property, plant and equipment	23,841	15,277	27,156	—	7,084	—	—	—	—	73,358
Amortization of intangible assets	6,841	4,162	1,682	1,851	—	—	—	—	—	14,536
Income (loss) before income taxes	67,491	64,017	44,199	(1,317)	(20,624)	—	—	—	—	153,766
Capital expenditures[(1)]	28,978	21,129	16,561	—	6,375	(28)	(820)	(682)	—	71,513
Total assets at December 31, 2024	599,298	560,517	395,044	67,304	710,325	—	—	—	—	2,332,488

[(1)] Excludes business acquisitions.

Performance is measured based on segment income before income tax, as included in the internal management reports that are reviewed by Mullen Group's Senior Executive Officer and President. Segment income is used to measure performance as management believes that such information is the most relevant in evaluating the results of segments relative to other entities that operate within these industries.

(Tabular amounts in thousands, except share and per share amounts)

The following geographical information is based upon the Business Unit's head office location for the year ended December 31, 2025 and 2024.

2025		Revenue		Operating Income Before Depreciation and Amortization		Property, Plant and Equipment		Total Non-Current Assets		Total Assets
Canada	$	1,914,464	$	307,174	$	1,070,620	$	1,913,297	$	2,443,038
United States		219,178		8,463		—		93,277		127,307
Total	$	2,133,642	$	315,637	$	1,070,620	$	2,006,574	$	2,570,345

2024		Revenue		Operating Income Before Depreciation and Amortization		Property, Plant and Equipment		Total Non-Current Assets		Total Assets
Canada	$	1,804,736	$	329,450	$	1,046,150	$	1,790,686	$	2,265,184
United States		184,517		2,750		—		47,377		67,304
Total	$	1,989,253	$	332,200	$	1,046,150	$	1,838,063	$	2,332,488

34. Related Party Disclosures

(a) Key Management Personnel Compensation

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the business activities of Mullen Group, including all of its directors along with certain executives. Directors are remunerated for services rendered in their capacity as directors by way of a flat annual retainer fees. The overall compensation program for executives is comprised of base salary and benefits, annual profit share and share-based compensation payments. Executives of Mullen Group do not have formal employment contracts. Similar to the employment processes established for all Mullen Group employees, each executive's personnel file contains a memorandum outlining the basic terms of an executive's employment relationship with Mullen Group. Mullen Group has no agreement or arrangement with any executive for the payment of compensation in the case of resignation, retirement, or termination of employment, a change of control of Mullen Group or its Business Units or a change in an executive's responsibilities following a change of control. Key management personnel do not participate in a defined benefit or actuarial pension plan, however, key management personnel do participate in the Stock Option Plan. Total remuneration to key management personnel including directors' fees, salaries and benefits, annual profit share, and the value attributable to stock-based compensation expense was as follows: ▶ **For more information, refer to Note 26**.

	Years Ended December 31			
Category		2025		2024
Salaries and benefits (including profit share)	$	**2,099**	$	2,207
Share-based payments		**36**		26
Total	$	**2,135**	$	2,233

Mullen Group had no outstanding amounts owing to or amounts receivable from directors or officers at December 31, 2025, and 2024, with respect to the overall compensation program for executives. As at December 31, 2025, directors and officers of Mullen Group collectively held 6,614,812 Common Shares (2024 – 6,033,289) representing 6.9 percent (2024 – 6.9 percent) of all Common Shares of the Corporation. As at December 31, 2025, directors and officers of Mullen Group held nil (2024 – $4.9 million) of Debentures under the same terms and conditions as those issued to unrelated third parties. The majority of the Debentures outstanding at December 31, 2024 were held by Murray K. Mullen ($4.4 million). Mullen Group has no contracts with its key management personnel.

(b) Related Party Transactions

During the year, Mullen Group did not generate revenue, incur expenses or recognize accounts receivable from any Board members having control or joint control over the other entities.

During the year, Mullen Group generated revenue of $1.1 million (2024 – $0.9 million), incurred expenses of $0.2 million (2024 – $0.1 million), which are accounted for by the equity method of accounting. As at December 31, 2025, there was $0.1 million (2024 – nil) of accounts receivable amounts due from equity investees.

All related party transactions were provided in the normal course of business materially under the same commercial terms and conditions as transactions with unrelated companies and recorded at the exchange amount.

35. Subsequent Events

Lac La Biche Transport Ltd. – Effective January 1, 2026, we acquired all of the shares of Lac La Biche Transport Ltd. ("**Lac La Biche**") for total cash consideration of $8.0 million. Lac La Biche is a privately held company that provides freight and oilfield services to northeastern Alberta. The acquisition of Lac La Biche aligns with our strategy of acquiring transportation companies that have a strong regional presence as well as investing in the energy sector. The financial results of Lac La Biche will be included within the Specialized & Industrial Services segment.

Thrive Management Group Ltd. – In 2017, Mullen Group invested $0.2 million to acquire a 30.0 percent equity interest in Thrive, a fluid management company operating in the Grande Prairie, Alberta region. On February 1, 2026, we acquired all of the remaining issued and outstanding shares of Thrive for total consideration of $15.6 million. Mullen Group made this investment as part of its strategy to invest in the energy sector. The financial results of Thrive will be included within the Specialized & Industrial Services segment.

CORPORATE INFORMATION

DIRECTORS | OFFICERS

Murray Mullen
Chair of the Board, Senior Executive Officer,
President and Director

Sonia Tibbatts, MBA
Lead Director

Benoit Durand, CFA, ICD.D
Director

Laura Hartwell, ICD.D
Director

Stephen Lockwood, LLB
Director

Christine McGinley, CPA, CA, ICD.D
Director

Jamil Murji, CFA
Director

Richard Whitley, FCPA, FCA
Director

Richard Maloney
Senior Operating Officer

Joanna Scott
Senior Corporate Officer

Carson Urlacher, CPA, CA
Senior Financial Officer

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ONLINE INFORMATION

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www.mullen-group.com.*