Everyday People Financial Corp.

Management's Discussion and Analysis

EverydayPeople FINANCIAL

For the three months ended March 31, 2026 and 2025
[expressed in Canadian dollars except where noted]

May 20, 2026

The effective date of this Management's Discussion and Analysis is, May 20, 2026, except as otherwise noted.

INTRODUCTION

Management's Discussion and Analysis ("MD&A") of the financial condition and results of the operations of Everyday People Financial Corp. ("EP Financial" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2026 and 2025. This MD&A has been prepared in compliance with National Instrument 51-102 – Continuous Disclosure Obligations requirements. This MD&A should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2025 and December 31, 2024, together with the notes thereto. Unless otherwise noted, all amounts are reported in thousands of Canadian dollars. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included in the MD&A. The MD&A was reviewed by the Audit Committee and subsequent approved and authorized for issue by the Board of Directors on May 20, 2026. The information contained herein is presented as of May 20, 2026, unless otherwise indicated.

The Company's unaudited interim condensed consolidated financial statements and the financial information contained in the MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS").

This MD&A makes reference to certain non-IFRS financial measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS, and are therefore unlikely to be comparable to similar measures presented by other companies. These measures are provided as additional information to complement the IFRS financial measures contained herein by providing further metrics to understand the Company's results of operations from the management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. We use non-IFRS financial measures, including adjusted earnings before interest, tax, depreciation and amortization, share-based compensation, impairment losses, acquisition costs, and other expenses ("Adjusted EBITDA") to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS financial measures. We also use non-IFRS financial measures in order to facilitate operating performance, liquidity, comparisons from period to period, prepare annual operating budgets and assess our ability to meet our capital expenditure and working capital requirements. See "selected quarterly financial information".

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "Forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are Forward-looking statements. Often, but not always, Forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. The Forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statements.

Forward-looking statements may include, but are not limited to, comments regarding:

- the Company's business performance presenting pro-forma revenue and pro-forma net income (loss);
- the Company's business strategy;
- the Company's strategy for protecting its intellectual property;
- the Company's ability to obtain necessary funding on favorable terms or at all;
- the Company's plan and ability to secure revenues;
- the risk of competitors entering the market;
- the Company's ability to hire and retain skilled staff;
- the impact of the adoption of new accounting standards; and
- the Company's risk pertaining to regulatory compliance.

Although the Company believes that the plans, intentions, and expectations reflected in these Forward-looking statements are reasonable, the Company cannot be certain that these plans, intentions, or expectations will be achieved. Actual results, performance, or achievements could differ materially from those contemplated, expressed or implied by the Forward-looking statements contained in this report. Disclosure of important factors that could cause actual results to differ materially from the Company's plans, intentions, or expectations is included in this report under the heading Risks and Uncertainties.

Forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by Forward-looking statements. All Forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward looking statements. The Company undertakes no obligation to update publicly or otherwise revise any Forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more Forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other Forward-looking statements, unless required by law.

CORPORATE OVERVIEW

EP Financial has its registered office at Suite 450, 11150 Jasper Avenue, Edmonton, Alberta, T5K 0C7. EP Financial trades on the TSX Venture Exchange ("TSXV") under the symbol EPF, and on the OTCQB Venture Market ("OTCQB") under the symbol EPFCF.

Basis of consolidation

Please refer to the unaudited interim condensed consolidated financial statements as at and for the three months ended March 31, 2026, and 2025 (the "consolidated financial statements") as well as the audited consolidated financial statements for the year ended December 31, 2025 for details of the companies included.

THE BUSINESS

EP Financial is founded on the belief that everyone deserves a second chance to financially reestablish themselves with access to affordable credit products. We are changing the way people manage money by enhancing our client services with our own affordable and specialized financial products and literacy programs. We're helping everyday people rebuild their financial health. EP Financial has over 625 employees with operations first established in 2006 in the United Kingdom, and Canada.

The Company operates as a global Revenue Cycle Management ("RCM") platform under Co-CEO's, Graham Rankin and Barret Reykdal. Following the decision to divest its Financial Services and EP Homes segments to FinCard Financial Services Inc. ("FinCard"), a wholly owned subsidiary of EAM Enterprises Inc. ("EAM"), those segments have been classified as discontinued operations effective March 31, 2026, and are no longer part of the Company's continuing business. The Company is focused on providing receivables management and collection services for blue-chip clients across Canada and the United Kingdom.

EP Financial's continuing operations are comprised of the following business line:

1. Revenue Cycle Management Services:

Headquartered in the UK and Canada, and operating under the companies, BPO Collections Limited ("BPO"), Everyday People Financial Solutions Limited ("EPFS"), CCS Group Holdings Limited ("CCS"), General Credit Services Inc. ("GCS"), Groupe Solution Collect Solu Inc. ("Groupe Solution"), and ACT Credit Management Limited ("ACT"). The combined businesses have been operating for more than 75 years on behalf of blue-chip clients across the United Kingdom and Canada in both public and private sectors. We are founded on the belief that everyone deserves a second chance to financially reestablish themselves in an affordable way. We are changing the way revenue cycle management agencies work by enhancing our client services with affordable financial products and literacy programs while achieving optimal receivables management for our clients.

In 2008, we began the process of requiring our United Kingdom RCM customers to complete a vulnerability and affordability assessment which ensures that longer payment plans are established to fit within the customer's cash flow and other financial commitments. This resulted in long-term, solid relationships with our customers which have successfully benefited both our clients and our RCM customers. Our intentions are to establish the same operating practices in Canada. We are proud to lead the industry with our innovative and leading-edge technologies that provide effortless and seamless processes, ensuring we put our customers at the heart of our business.

EP Financial’s discontinued operations are comprised of the following business lines:

1. Financial Services (discontinued – refer to Note 25):

Headquartered in Edmonton, Alberta Canada, Financial Services operates primarily on a fee-for-service model, generating revenue from financial services and card fees. As a credit facilitator and program manager, EP Financial helps businesses and government agencies coordinate with card networks, credit bureaus, and banks to implement customized payment card and credit access programs. Additionally, EP Financial offers its own unique B2C card and credit access programs. The Company’s financial products and services are meticulously crafted and frequently tailored to meet the unique needs of our clients who are serving everyday people, every day.

EP Supply Chain turns supply chains into high-performance value chains, allowing for better cash flow and profitability, enhancing deliverables to their customers.

EP Supply Chain is a distribution program operated under the Company’s EP Financial Services pillar, enabling the delivery of essential goods through licensed third-party exporters and distributors. The Company earns a fee-based share of margin on fulfilled shipments, without holding inventory or assuming lending risk. While the Company supports certain exporters and distributors with access to working capital and logistical coordination, often through a related party, it does so without assuming any financial or balance sheet risk. In exchange, the Company participates in a profit-sharing arrangement with these exporters and distributors, aligning incentives and enabling them to scale purchase volumes more efficiently.

This structure supports the Company’s Financial Services growth strategy while preserving balance sheet strength. It also represents the first of several accretive steps planned under the Company’s expanded Financial Services model, focused on scaling recurring, non-lending income streams through strategic partnerships and capital-light operations.

Financial Services – EP Supply Chain:

Purpose and Business Reasons for the Arrangement

The Company entered into an arrangement with Kenge Enterprises Corp. (“Kenge”) and EAM Enterprises Inc. (“EAM”) to facilitate the procurement and distribution of food products into Cuba. The Issuer’s intended role was to be an intermediary lender to facilitate the procurement and distribution of food products into Cuba.

The arrangement was designed to enable participation in a commercially attractive opportunity whereby the Company benefits through a profit-share arrangement.

Timing of the Arrangement and Subsequent Changes

The initial arrangement was entered into during 2023 and was subsequently amended during 2024 to reflect evolving execution realities, including changes in banking access and funding mechanics. Amendments were intended to preserve the underlying business purpose while adapting the structure to address practical constraints encountered during implementation.

Role of Each Party and Related Party Relationships

- **Everyday People Financial Corp. and EP Supply (collectively referred to as the “Company”)**: Facilitated the procurement and distribution of food products into Cuba.
- **Kenge**: Acted as the operating counterparty responsible for procurement and sale of food products to Cuban businesses.
- **EAM Enterprises Inc.**: On behalf of the Company, provided funding support for the arrangement since commencement in 2024 until the current reporting date, as the Company was unable to establish suitable banking arrangements.

EAM is the largest shareholder of the Issuer. Kenge is not a related party.

Entity	Relationship to EPF	Nature of Relationship	Role in Arrangement
Everyday People Financial Corp. (EPF)	Issuer	Public reporting issuer	Oversight, accounting, and disclosure
EP Supply	Wholly owned subsidiary of EPF	Operating subsidiary	Facilitated the procurement and distribution of food products into the Cuban market. Participates economically through a profit-share arrangement with Kenge
EAM	Related party	Largest shareholder of EPF	Provides funding to Kenge, on EP Supply's behalf
Kenge	Third party	Independent operating counterparty	Counterparty to EAM funding; responsible for procurement and resale of food products

Agreements Entered Into and Material Terms

The arrangement consisted of multiple agreements. The agreements consisted of:

- A Cooperation Agreement between Everyday People Financial Corp., EP Supply Chain Solutions Inc., and Kenge Enterprises Corp. on September 1, 2023, which was amended on August 14, 2024, whereby EP Supply was responsible for sourcing and making funds available for Kenge to purchase and export food products to Cuba. EP Supply would earn its profits through a profit split calculated based on the difference between the value of sales and the cost of purchases.
- On January 1, 2024, EAM Enterprises Inc. and its wholly owned subsidiary EAM Factoring Inc. entered into a loan agreement with the Company, whereby EAM agreed to loan up to $15 million USD to EP Supply to finance its business operations. The loan bears an interest of 12% per year and is due on demand. As of the reporting date, the Company has advanced $0, primarily due to the ongoing challenges encountered in implementing the arrangement.
- On September 1, 2023, the Company entered into a Trust Declaration and Assignment Agreement with EAM Enterprises Inc., whereby the Company has entrusted EAM to act on its behalf pursuant to the terms and conditions of the Cooperation Agreement until the Company is able to set up with banking structure. Per the Trust Declaration and Assignment Agreement, all Net Profits achieved under the Cooperation Agreement belong to the Company.

Challenges Encountered in Implementing the Arrangement

The Company encountered challenges primarily related to cross-border banking and counterparty risk assessments by financial institutions (together, the "banking constraints"). These challenges prevented the establishment of U.S. banking facilities in the Company's name capable of receiving and disbursing funds related to the arrangement.

Inability to Open U.S. Bank Accounts

Despite efforts to establish U.S. banking facilities, prospective financial institutions raised compliance, onboarding, and risk considerations that prevented the Company from opening accounts suitable for the arrangement.

Practices Inconsistent with Documented Agreements

Due to the banking constraints, the actual flow of funds differed from the documented agreements. Specifically, EAM collected and disbursed funds in practice, whereas the agreements contemplated EP Supply performing this function. These deviations reflected execution constraints rather than a change in the economic intent of the arrangement.

Accounting Treatment in 2024 and 2025

In 2024, the Company did not recognize revenue, receivables, or financial assets in connection with the arrangement as there was no cash received nor disbursed during this year. During 2024, the Company had originally recognized revenue and receivables, however, upon further consideration, in the Company's audited financial statements for the year ended December 31, 2024, the Company reversed $3.7 million of revenue and deferred $2.8 million of revenue and reversed $6.4 million of trade receivables due to the lack of commercial substance in the transaction.

In 2025, the Company received $854,082 in cash, which was recorded as income. Of which $533,000 was paid by Kenge via EAM, and the remaining $321,082 came from Kenge directly. Upon finalizing the annual consolidated financial statements, it was determined that the transactions continued to lack commercial substance and, as a result, the income was reversed.

For the three months ended March 31, 2026, the Company has not recorded any transactions related to this business line.

The Company's accounting reflects the substance of cash flows realized rather than the contractual form of the agreements. Where accounting treatment differed from the papered agreements, the differences arose from execution realities and uncertainty regarding realization, rather than from an intention to depart from contractual terms.

Summary of Cash Advanced and Returned

To date:

- $21.8 million CAD ($15.7 million USD) in cash advances to Kenge and suppliers were made by EAM on behalf of the Company.
- $854,082 of cash was received by the Company in 2025, of which $533,000 was received from Kenge via EAM, and the remaining $321,082 from Kenge directly as the Company's "profit component" and was originally recorded as other income. However, upon finalizing the annual consolidated financial statements, it was determined that the transactions continued to lack commercial substance and, as a result, the income was reversed.
- As of December 31, 2025, the total amount of cash returned to EAM by Kenge is $4.0 million CAD ($2.9 million USD), and the amount of cash advances outstanding to EAM from Kenge is $17.8 million CAD.
- No receivable or payable balances were recorded by the Company in 2024 or 2025 as cash was not received from EAM, nor disbursed to suppliers.

The Company does not have recorded balances owed to or owed by Kenge as at the relevant reporting dates.

Legal Advice Received

The Company obtained legal advice regarding regulatory considerations associated with cross-border trade, banking, and cash movement involving Canada, the United States, and Cuba. This advice informed the Company's cautious approach to execution, banking arrangements, and disclosure.

Guarantees Provided to EAM

The Company has not provided any written or oral guarantees to EAM in respect of funding advanced to Kenge.

Undisclosed or Unrecorded Guarantees

The Company confirms that it has not provided any undisclosed or unrecorded guarantees, whether written or oral, to EAM or any other party in connection with the arrangement.

Risks Associated with the Arrangement

Risks associated with the arrangement include execution risk, cross-border regulatory and banking risk, timing uncertainty of cash realization, counterparty performance risk, and geopolitical risks. These risks contributed to the Company's conclusion that recognition of income prior to cash receipt was not appropriate.

Governance Oversight and Anticipated Effect

Given the related party relationship with EAM, the arrangement was subject to management and board due diligence, and oversight. The Company continues to evaluate governance practices to ensure appropriate monitoring of related party transactions. The Board is fully aware of the arrangement.

The Company does not expect the continuation of the arrangement, as currently structured, to have a material effect on its ongoing business and affairs.

Subsequently, as detailed in the Company's March 11, 2026, news release, this arrangement, along with all Financial Services and EP Homes businesses, is subject to a share purchase agreement with FinCard. The transaction remains subject to disinterested shareholder approval at the Company's next annual general meeting and final TSXV acceptance. The Company received conditional TSXV acceptance on April 10, 2026. At March 31, 2026, the Financial Services and EP Homes segments are classified as discontinued operations and the related assets and liabilities are presented as held for sale. Refer to Note 25 of the consolidated financial statements for further details.

2. <u>EP Homes (discontinued – refer to Note 25):</u>

Headquartered in Edmonton, Alberta Canada, we are proudly making the opportunity for homeownership an achievable goal for people of all walks of life. We partner with homebuilders, mortgage brokers, lenders, land developers, realtors, financiers, and government agencies to help everyday people find their path to homeownership through our credit and homeownership facilitation programs that we tailor to meet the needs of each of our clients, and partners. The Bridge to Homeownership Program gives qualified homebuyers the best possible opportunity to acquire a home in a community they love and in a financially responsible way. Through a structured three-year lease and down payment accumulation plan, the Program addresses the key barriers to achieving homeownership, and helps our partners expand their market reach to grow a larger community of homebuyers.

The Company has decided to shift EP Homes' business strategy from the Bridge to Homeownership Program to a Borrowed Down Payment Program ("BDPP"). The BDPP program gives homebuyers an alternative option to purchase a home without having to save for a down payment. Through the BDPP program, qualified homebuyers may access up to 5% equity of their new home purchase as a loan from the Company, to be applied as their down payment to purchase their home. This allows the buyer to become a homeowner with an insured mortgage that would be offered at a competitive interest rate.

BUSINESS AND OPERATIONS HIGHLIGHTS FOR THE THREE MONTHS ENDED MARCH 31, 2026 AND SUBSEQUENT EVENTS

- On January 7, 2026, the Company, through its wholly-owned subsidiary, BPO acquired 100% of the issued and outstanding shares of ACT pursuant to the share purchase agreement dated November 6, 2025. ACT provides comprehensive debt collection and credit management services across the UK and is authorized and regulated by the FCA. ACT's client base spans multiple industries, offering specialized services in debt recovery, tracing, credit reporting, and legal enforcement.

  Under the terms of the share purchase agreement, the acquisition was funded through existing cash flow.

- On February 17, 2026, the Bank of Canada issued a Temporary Order directed at XTM under subsection 94(4) of the RPAA, citing XTM's failure to safeguard end-user funds under the Everyday/AnyDay platform. XTM has confirmed that it created an $18.9 million shortfall in end-user funds by using funds loaded by and due to merchants to satisfy operational liabilities. Refer to Note 26 for further details.

  The Temporary Order directed XTM to immediately cease performing retail payment activities and to provide the Bank of Canada with a remediation plan within seven days. As a consequence, on February 27, 2026, XTM and EP Payments initiated CCAA proceedings and a court-appointed Monitor was assigned to oversee XTM's restructuring.

  Concurrent with the commencement of XTM's and EP Payments' CCAA proceedings on February 27, 2026, the Company entered into a new Management Services Agreement directly with XTM (the "New MSA"), which superseded and terminated the Original MSA between the Company and EP Payments.

  Under the New MSA, the Company provides the following services to XTM in connection with the AnyDay/Everyday platform and related technology (the "Everyday Program"):

  - XTM's internal administrative and reporting activities related to its status as a "money services business", as set out in the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada) and related regulations, to the extent required by applicable law in connection with the administration of the Everyday Program;

  - XTM's internal administrative and reporting activities related to its status as a "payment service provider", as set out in the RPAA and related regulations, to the extent required by applicable law in connection with the administration of the Everyday Program;

- The performance of all compliance tasks in connection with the foregoing registered services both for XTM and for itself to the extent that the Company is a payment service provider in its own right when performing as a third-party service provider to XTM;
- The fulfillment of XTM obligations under contracts with merchants and other participants in the Everyday Program (the “End Users”) and bank accounts in respect of the Everyday Program (the “Bank Accounts”);
- The performance of all payment activities in connection with the Everyday Program, including but not limited to management of the Bank Accounts;
- The operation of fee charging solutions to collect fees earned by XTM in respect of the Everyday Program including but not limited to software-as-a-service fees and transaction fees charged to merchants and other fees charged to End Users, directly or through a bank or processor as the case may be;
- Supplying the services to XTM acting as trustee for the trust accounts included in the Bank Accounts;
- Such other management services as are reasonably required to carry out the Everyday Program business; and
- Permitting XTM or the issuer of prepaid cards or their designees to audit the performance of the Company under the New MSA and compliance with applicable laws.

In consideration for the services provided under the New MSA, XTM is required to pay the Company a monthly fee equal to the greater of: (i) 50% of eligible program revenues, net of processing, issuing, and network fees, third-party costs, and settlements, chargebacks or other rejected or returned transaction amounts owed to, or otherwise deducted by, the issuer or processor of the prepaid cards; or (ii) $55,000 per month, prorated for any partial calendar month.

The New MSA has an initial term of twelve months commencing February 27, 2026, with automatic renewal for successive twelve-month periods subject to ninety days’ notice of non-renewal by either party. All funds held in XTM Bank Accounts on behalf of End Users are held in trust for the benefit of such End Users.

The Company is an “Assistant” to XTM under the Initial Order granted under the CCAA proceedings and is required to cooperate with and report to the court-appointed Monitor in connection with its provision of services under the New MSA. The Monitor has oversight and approval rights over key activities undertaken by the Company in connection with the Everyday Program, including transaction monitoring and regulatory reporting to the Bank of Canada.

- On March 11, 2026, the Company publicly announced its decision to divest its Financial Services and EP Homes business segments and concurrently entered into a share purchase agreement (the "Agreement") with FinCard, a wholly owned subsidiary of EAM, the principal shareholder of the Company, to sell 100% of the issued and outstanding shares of the following operating entities (collectively, the "Divested Entities") for aggregate cash consideration of $850,000, subject to post-closing adjustments:
    - Everyday People Homes Inc.
    - EP Homes II Inc.
    - EP Travel Card Inc.
    - Everyday People Care Inc.
    - Everyday People Climb Credit Inc.
    - Everyday People Supply Chain Solutions Inc.

  The transaction is not at arm's length, as EAM is a related party of the Company. The proposed transaction had not yet closed as at March 31, 2026, and remained subject to certain conditions, including disinterested shareholder approval at the Company's next annual general meeting and final acceptance by the TSXV. On April 10, 2026, the Company received conditional acceptance from the TSXV, subject to approval by disinterested shareholders and satisfaction of customary TSXV requirements.

  At March 31, 2026, the Financial Services and EP Homes segments were classified as a disposal group held for sale and as a discontinued operation in accordance with IFRS 5. As a result, these segments are no longer presented in the segment note. When completed, the divestiture is expected to represent a strategic restructuring of the Company's operations, following which the Company would operate as a pure-play global revenue cycle management platform, providing receivables management and collection services across Canada and the United Kingdom. Please refer to the unaudited interim condensed consolidated financial statements as at and for the three months ended March 31, 2026 and 2025 for further details.

Related Party Nature of the Transaction

EAM is the principal shareholder of the Company and is privately owned by Carrie Reykdal, the spouse of Gordon Reykdal, Executive Chairman of the Board, and the mother of Barret Reykdal, Co-CEO of RCM North America. As a result of these relationships, EAM is a related party of the Company, and the divestiture constitutes a related party transaction within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101") and TSX Venture Exchange Policy 5.9.

The transaction was reviewed and approved by the independent members of the board of directors of the Company (the "Board"), with the interested director abstaining from all deliberations and voting. The independent directors determined that the transaction is in the best interests of the Company and its shareholders.

The Company is relying on the exemption from the formal valuation pursuant to MI 61-101 Section 5.5(a) on the basis that the fair market value of the Transaction nor the consideration to be received by the Company, exceeds 25% of the Company's market capitalization. As a result, no formal valuation has been prepared in connection with the Transaction. The Transaction is also a non-arm's-length disposition under TSX Venture Exchange Policy 5.3 - Acquisitions and Dispositions of Non-Cash Assets ("Policy 5.3"). In lieu of a formal valuation, the Transaction is subject to approval by a majority of the votes cast by disinterested shareholders pursuant to Section 5.14(c) of Policy 5.3. The Company is relying on such disinterested shareholder approval to satisfy the evidence of value requirements applicable to non-arm's-length dispositions under Section 5.11(c) of TSXV Policy 5.3.

Future Participation Rights

As part of the transaction structure, the Company and EAM have agreed that, in the event the Divested Entities are reorganized, spun out, or listing as part of a new public company in the future, the parties intend to implement mechanisms, subject to regulatory approval and final legal structuring, that may allow existing shareholders of the Company to participate in certain economic benefits associated with such a transaction.

ACQUISITION HIGHLIGHTS

The integration of CCS and ACT is progressing well, and the Company's plan is to add accretive acquisitions to the Company's RCM services segment will continue throughout 2026.

Non-IFRS Financial Measures

This MD&A refers to Adjusted EBITDA which are non-IFRS financial measures, are not standardized measures under IFRS and are therefore unlikely to be comparable to similar measures presented by other companies.

"Adjusted EBITDA" is used as a non-IFRS financial measure to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS financial measures. "EBITDA" means earnings before finance and interest costs, provision for income tax and amortization and depreciation expenses. "Adjusted EBITDA" is calculated taking the net loss before tax and adding back the share-based compensation, acquisition costs, depreciation and amortization, impairment losses and other expenses. We believe that securities analysts, investors and other interested parties frequently use non-IFRS financial measures in the evaluation of issuers. EP Financial's management also uses non-IFRS financial measures to facilitate operating performance comparisons from period to period, prepare annual operating budgets and assess our ability to meet our capital expenditure and working capital requirements. The most comparable IFRS measure to Adjusted EBITDA is net profit (loss) before tax, for which a reconciliation is provided in "Reconciliation of Non-IFRS Measures" table below "Selected Quarterly Information".

"Adjusted Net Working Capital" is used as a non-IFRS financial measure to provide investors with supplemental measures of our short-term liquidity position and operating efficiency. Adjusted Net Working Capital is derived from net working capital, which is calculated as current assets less current liabilities, and excludes certain items that the Company believes do not reflect the Company's ongoing operational performance or expected future cash obligations.

The Company believes Adjusted Net Working Capital provides more accurate reflection of operational liquidity by excluding liabilities that are highly unlikely to be settled, as well as other non-operating or unusual items that may distort period-over-period comparability. These excluded liabilities may remain recorded under current liabilities, however, based on historical trends and other facts and circumstances, the Company does not expect these balances to result in future cash outflows.

Regulatory Developments – Proposed Amendments to NI 52-112

On November 13, 2025, the Canadian Securities Administrators ("CSA") published Proposed Amendments to National Instrument 52-112 – Non-GAAP and Other Financial Measures Disclosure. The Proposed Amendments are intended to align NI 52-112 with the forthcoming IFRS 18 – "*Presentation and Disclosure in Financial Statements*", which becomes effective for annual reporting periods beginning on or after January 1, 2027.

The Proposed Amendments would help ensure that financial measures historically subject to NI 52-112 remain within its scope once IFRS 18 requires certain management-defined performance measures to be disclosed in the financial statements. These amendments are currently under consultation, with the comment period open until February 11, 2026.

The Company is monitoring these developments. As the amendments have not been finalized and IFRS 18 is effective for reporting periods beginning on or after January 1, 2027, there is no impact on the Company's 2025 MD&A disclosures.

OVERALL PERFORMANCE

Revenue from continuing operations for the three months ended March 31, 2026, was $20.4 million as compared to $15.1 million for the three months ended March 31, 2025, resulting in a total increase of 35% or $5.3 million, which was primarily driven by the acquisition of ACT and organic client growth in the remaining RCM services businesses.

Revenue from discontinued operations for the three months ended March 31, 2026, was $0.2 million as compared to $2.5 million for the three months ended March 31, 2025, resulting in a total decrease of 92% or $2.3 million, which was primarily due to the Company's strategic shift away from the bridge to homeownership program in 2025.

Loss from operations from continuing operations for the three months ended March 31, 2026, was $0.7 million (three months ended March 31, 2025 – $0.5 million). For more information, see the Selected Annual Information section.

Loss from operations from discontinued operations for the three months ended March 31, 2026, was $0.5 million (profit for the three months ended March 31, 2025 – $0.5 million). For more information, see the Selected Annual Information section.

Cash flow activities for the three months ended March 31, 2026, and March 31, 2025, are as follows:

- Net cash used in operating activities for the three months ended March 31, 2026, was $0.3 million (March 31, 2025 - $1.6 million cash provided by operating activities).
- Net cash used in investing activities for the three months ended March 31, 2026, was $0.6 million (March 31, 2025 - $0.02 million cash used in investing activities).
- Net cash used in financing activities for the three months ended March 31, 2026, was $0.1 million (March 31, 2025 - $0.9 million cash used in financing activities).

For further details of the cash flow activities, see the Cash Flow Summary section.

SELECTED QUARTERLY INFORMATION FROM CONTINUING OPERATIONS

		Three months ended March 31, 2026 $000	Three months ended March 31, 2025 $000
Revenue	[1]	**20,421**	**15,146**
Direct costs	[2]	6,557	4,548
Gross profit		**13,864**	**10,598**
Operating expenses			
Sales, general, and administrative expenses	[3]	11,606	8,753
Other operating expenses		2,059	1,747
Management, consulting, and professional fees	[4]	905	625
Total operating expenses		**14,570**	**11,125**
Loss from operations		**(706)**	**(527)**
Total other (expenses) income		(38)	1,057
Net (loss) profit before tax		**(744)**	**530**
Income tax recovery (expense)		78	(145)
Net (loss) profit for the period		**(667)**	**385**

SELECTED QUARTERLY INFORMATION FROM DISCONTINUED OPERATIONS

		Three months ended March 31, 2026 $000	Three months ended March 31, 2025 $000
Revenue	[5]	**239**	**2,548**
Direct costs	[6]	89	1,731
Gross profit		**148**	**817**
Operating expenses			
Sales, general, and administrative expenses	[7]	437	259
Other operating expenses		91	21
Management, consulting, and professional fees	[8]	136	12
Total operating expenses		**665**	**292**
Profit (loss) from operations		**(517)**	**525**
Total other income (expenses)		(21)	(86)
Net profit before tax		**(538)**	**439**
Income tax recovery (expense)		—	—
Net profit for the period		**(538)**	**439**

Consolidated balance sheet information	[9]	**March 31, 2026**	**December 31, 2025**
		$000	**$000**
Total assets		63,278	60,477
Total non-current financial liabilities		9,578	10,233
Deficit		(69,964)	(68,759)
Dividends declared		$nil	$nil
Basic and diluted loss per share		(0.01)	(0.01)

RECONCILIATION OF NON-IFRS FINANCIAL MEASURES

Non-IFRS financial measures have limitations as analytical tools and should not be considered in isolation or as a substitute for an analysis of our results under IFRS. There are various limitations related to the use of non-IFRS financial measures versus their nearest IFRS equivalents. Investors are encouraged to review the consolidated financial statements in its entirety and are cautioned not to put undue reliance on any non-IFRS financial measure and view it in conjunction with the most comparable IFRS financial measures. In evaluating these non-IFRS financial measures, please be aware that in the future we will continue to have adjustments similar to those adjusted in the presented period.

Adjusted EBITDA from continuing operations

		Three months ended March 31, 2026 $000	Three months ended March 31, 2025 $000
Adjusted EBITDA reconciliation			
Net profit (loss) before tax		**(744)**	**530**
Adjustments			
Depreciation and amortization		914	898
Acquisition costs		22	—
Share-based compensation		273	116
Finance costs		505	525
Other expenses (income)		(107)	—
Bargain purchase gain		(150)	—
Gain on contingent consideration		(210)	(546)
Total adjustment to net profit (loss) before tax		**1,248**	**993**
Adjusted EBITDA		**503**	**1,523**
Less: Finance costs		(506)	(525)
Adjusted EBTDA		**(3)**	**998**

Adjusted EBITDA from discontinued operations

		Three months ended March 31, 2026 $000	Three months ended March 31, 2025 $000
Adjusted EBITDA reconciliation			
Net profit (loss) before tax		**(538)**	**439**
Adjustments			
Depreciation and amortization		44	46
Finance costs		23	89
Other expenses		(2)	—
Total adjustment to net profit (loss) before tax		**65**	**134**
Adjusted EBITDA		**(473)**	**573**
Less: Finance costs		(23)	(89)
Adjusted EBTDA		**(496)**	**485**

DISCUSSION ON RESULTS OF CONTINUING OPERATIONS

The Company has based the following discussion on its consolidated financial statements. Please read the discussion below along with these consolidated financial statements, as it is qualified in its entirety by reference to them.

[1] Revenue from continuing operations

	Three months ended March 31,	Three months ended March 31,	Three months ended March 31,	
	2026	2025	Change	Change
	$000	$000	$000	(%)
RCM services	20,421	15,146	5,275	35%

$5.3 million increase for the three months ended March 31, 2026, is primarily due to the acquisition of ACT and continued organic growth in the RCM business.

[2] Direct costs from continuing operations

	Three months ended March 31,	Three months ended March 31,	Three months ended March 31,
	2026	**2025**	**Change**
	$000	**$000**	**$000**
RCM services	6,557	4,548	2,009
As a % of total revenue	**32%**	**30%**	—

$2.0 million increase for the three months ended March 31, 2026, is primarily related to the acquisition of ACT and aligned with the growth in RCM services revenue, as compared to the same period in 2025.

[3] Sales, general, and administrative expenses from continuing operations

	Three months ended March 31,	Three months ended March 31,	Three months ended March 31,
	2026	**2025**	**Change**
	$000	**$000**	**$000**
Employee benefits expense	10,586	7,631	2,955
Depreciation and amortization	935	898	37
Acquisition costs	22	—	22
Loss allowances	(92)	22	(114)
Other expenses	155	202	(47)
Total	**11,606**	**8,753**	**2,853**
As a % of total revenue	57%	58%	—

The increase in employee benefit expenses of $3.0 million for the three months ended March 31, 2026, is primarily due to the acquisition of ACT and increase in workforce in RCM services. The workforce grew by 116 fee-earning employees to facilitate the onboarding of significant new clients. Management anticipates that these investments will contribute to higher revenue and cash flow from RCM services in the upcoming months.

[4] Management fees, consulting fees, and professional fees from continuing operations

	Three months ended March 31,	Three months ended March 31,	Three months ended March 31,
	2026	**2025**	**Change**
	$000	**$000**	**$000**
Management and consulting fees	468	211	257
Professional fees	437	414	23
Total	**905**	**625**	**280**
As a % of total revenue	4%	4%	—

DISCUSSION ON RESULTS OF DISCONTINUED OPERATIONS

[5] Revenue from discontinued operations

	Three months ended March 31,	Three months ended March 31,	Three months ended March 31,	
	2026	2025	Change	Change
	$000	$000	$000	(%)
EP Homes services	—	1,919	(1,919)	(100%)
Financial services	237	629	(392)	(52%)
Total	**237**	**2,548**	**(2,311)**	**(91%)**

Revenue from discontinued operations for the three months ended March 31, 2026 was $0.2 million as compared to $2.5 million for the three months ended March 31, 2025, resulting in a total decrease of 91% or $2.3 million, which was primarily due to the Company's strategic shift away from the bridge to homeownership program in 2025.

[6] Direct costs from discontinued operations

	Three months ended March 31,	Three months ended March 31,	Three months ended March 31,
	2026	2025	Change
	$000	$000	$000
EP Homes services	—	1,667	(1,667)
Financial services	89	64	25
Total	**89**	**1,731**	**(1,642)**
As a % of total revenue	38%	68%	—

$1.7 million decrease for the three months ended March 31, 2026, was primarily due to Company's strategic shift away from the bridge to homeownership program in 2025.

[7] Sales, general, and administrative expenses from discontinued operations

	Three months ended March 31,	Three months ended March 31,	Three months ended March 31,
	2026	2025	Change
	$000	$000	$000
Employee benefits expense	406	213	193
Depreciation and amortization	44	46	(2)
Loss allowances	(13)	—	(13)
Total	**437**	**259**	**178**
As a % of total revenue	184%	10%	—

[8] Management fees, consulting fees, and professional fees from discontinued operations

	Three months ended March 31,	Three months ended March 31,	Three months ended March 31,
	2026	2025	Change
	$000	$000	$000
Management and consulting fees	129	10	119
Professional fees	7	2	5
Total	**136**	**12**	**124**
As a % of total revenue	57%	1%	—

[9] Consolidated balance sheet information

Total assets of $63.3 million as at March 31, 2026, (December 31, 2025 - $60.5 million) primarily consist of $13.5 million in intangible assets (December 31, 2025 - $14.6 million), $15.9 million in customer funds (December 31, 2025 - $13.4 million), $11.8 million in trade receivables (December 31, 2025 - $10.4 million), and $12.9 million in goodwill (December 31, 2025 - $13.0 million) accounted upon acquisition of BPO, GCS, Groupe Solution, and CCS.

The non-current financial liabilities are calculated as defined in the CPA Canada Handbook, therefore, deferred tax liability is excluded from total long-term financial liabilities. The non-current financial liabilities as at March 31, 2026, primarily consist of lease liabilities of $3.1 million (December 31, 2025 – $3.4 million), $5.3 million in credit facilities (December 31, 2025 – $5.6 million), and $1.1 million in promissory notes (December 31, 2025 - $1.3 million).

Basic and diluted loss per share is calculated based on the weighted average number of the Company's issued and outstanding common shares.

For the three months ended March 31, 2026, the loss per share was $0.01 compared to $0.01 earning per share for the three months ended March 31, 2025.

The diluted loss per share does not include the effect of the Company's warrants and options as they are anti-dilutive.

Outstanding Securities

The Company's outstanding securities as of March 31, 2026, and December 31, 2025 are as follows:

Description of securities	**Number of securities outstanding as at March 31, 2026**	**Number of securities outstanding as at December 31, 2025**
Common shares	129,581,636	129,201,636
Warrants	2,342,000	2,342,000
Options	1,480,000	1,730,000
RSUs	1,979,000	1,321,500
Equity fully diluted	**135,382,636**	**134,595,136**

Financial Instruments

Please refer to Note 17 of the audited consolidated financial statements for details on measurement, carrying value, and fair value of financial instruments. For the three months ended March 31, 2026, the Company did not have any derivative financial instruments, and the Company did not engage in hedging activities.

SELECTED QUARTERLY RESULTS

The following tables set forth selected unaudited interim quarterly results for the last eight quarter.

Results from continuing operations are as follows:

	03/31/2026	**12/31/2025**	**09/30/2025**	**06/30/2025**	**03/31/2025**	**12/31/2024**	**09/30/2024**	**06/30/2024**
	$000	**$000**	**$000**	**$000**	**$000**	**$000**	**$000**	**$000**
Revenue	20,421	17,394	18,820	18,014	15,146	10,601	12,480	12.234
Revenue Q/Q change %	17%	(8%)	4%	19%	43%	(15%)	2%	(17%)
Profit (loss) from operations	(706)	(1,775)	194	114	(527)	(4,192)	(194)	(380)
Net income (loss) for the period	(667)	(3,007)	316	777	385	(2,963)	(692)	(1,147)
Comprehensive income (loss) for the period	(807)	(3,200)	261	938	629	(3,046)	(176)	(977)
Adjusted EBITDA	503	1,283	2,364	2,139	1,545	1,104	776	661
Earnings (loss) per share, basic and diluted	(0.01)	(0.02)	0.00	0.01	0.00	(0.03)	(0.01)	(0.01)

Results from discontinued operations are as follows:

	03/31/2026	12/31/2025	09/30/2025	06/30/2025	03/31/2025	12/31/2024	09/30/2024	06/30/2024
	$000	$000	$000	$000	$000	$000	$000	$000
Revenue	237	117	58	4,078	2,548	(1,819)	5,304	3,522
Revenue Q/Q change %	103%	102%	(99%)	60%	(240%)	(134%)	51%	(76%)
Profit (loss) from operations	(517)	(42)	(52)	78	525	(4,334)	1,589	1,014
Net income (loss) for the period	(538)	(290)	(51)	12	439	(5,583)	1,670	1,216
Comprehensive income (loss) for the period	(538)	(290)	(51)	12	439	(5,583)	1,670	1,216
Adjusted EBITDA	(473)	(55)	(23)	103	551	(6,255)	2,309	1,720
Earnings (loss) per share, basic and diluted	(0.00)	(0.00)	(0.00)	0.00	0.00	(0.05)	0.01	0.01

LIQUIDITY AND CAPITAL RESOURCES

NOTE: This section contains forward-looking information. By its nature, forward-looking information requires that certain assumptions be made and is subject to inherent risks and uncertainties. Please see “Forward-Looking Information” and “Risks and Uncertainties” for additional information on the factors that could cause results to vary.

The Company monitors liquidity and capital resources across its continuing RCM operations. The Financial Services and EP Homes segments have been classified as discontinued operations and the related assets and liabilities are presented as a disposal group held for sale as at March 31, 2026. Following the close of the divestiture to FinCard, which remains subject to disinterested shareholder approval and final TSXV acceptance, the Company will operate exclusively as a pure-play global RCM platform. This strategic restructuring is expected to simplify the Company’s liquidity profile and improve the predictability of cash flows, as the RCM segment generates stable, recurring fee-for-service revenue across its Canadian and United Kingdom operations.

The Company's cash balance was $0.6 million as at March 31, 2026, compared to $1.4 million as at December 31, 2025.

Management and the Board of Directors closely monitor the Company's operations, including monthly revenue and expenditure across all operating segments, to ensure the Company maintains sufficient working capital to execute its strategic business plan. Once the divestiture is complete, management's liquidity oversight will be focused entirely on the RCM platform. Adjustments to projections and operating expenditures are made as warranted based on actual performance and the Company's capital requirements.

Following the completion of the restructuring, management believes the simplified corporate structure will support the Company's ability to access traditional bank financing and pursue additional strategic acquisitions within the RCM sector.

CASH FLOW SUMMARY

The following table provides a summary of cash inflows and outflows by activity for the three months ended March 31, 2026, and March 31, 2025:

Cash inflows (outflows) by activity:		March 31, 2026	March 31, 2025
		$000	$000
Cash provided by (used in) operating activities	[1]	(307)	1,589
Cash used in investing activities	[2]	(581)	(24)
Cash used in financing activities	[3]	(91)	(917)
Foreign exchange on cash held in foreign currency		453	(585)
Net cash outflows		(526)	63
Cash and cash equivalents, beginning of period		1,650	1,716
Cash and cash equivalents, end of period		1,123	1,779

[1] Cash provided by (used in) operating activities

Net cash used operating activities for the three months ended March 31, 2026, amounted to $0.3 million (March 31, 2025 - $1.6 million cash provided by operating activities).

[2] Cash used in investing activities

Net cash used in investing activities for the three months ended March 31, 2026, amounted to $0.6 million (March 31, 2025 – $0.02 million), of which $0.5 million was paid for the acquisition of ACT on January 7, 2026.

[3] Cash used in financing activities

Net cash used in financing activities for the three months ended March 31, 2026, was $0.1 million (March 31, 2025 - $0.9 million), which primarily comprised of:

- $0.7 million in net proceeds (March 31, 2025 – $1.2 million net repayments) of credit facilities.
- $0.5 million of repayments (March 31, 2025 – $0.4 million of net proceeds) of promissory notes.
- $0.2 million of repayments (March 31, 2025 – $0.1 million) of lease liabilities.

Items affecting liquidity

The following table provides a list of items that impact the Company's liquidity:

		March 31, 2026	December 31, 2025
		$000	$000
Current assets			
Cash and cash equivalents		652	1,359
Customer funds	[1]	15,941	13,373
Cash – restricted		558	290
Trade receivables	[2]	11,833	10,427
Prepaid expenses		1,375	1,157
Assets held for sale		692	—
Due from related parties		796	1,001
Total current assets		**31,847**	**27,607**
Current liabilities			
Trade and other payables	[3]	12,243	10,625
Customer payables	[1]	15,941	13,373
Other current liabilities		—	12
Current tax liability		358	301
Current portion of lease liabilities		847	779
Current portion of due to related parties		717	1,215
Current portion of promissory notes		807	1,421
Liabilities associated to assets held for sale		372	—
Current portion of credit facilities	[4]	6,338	5,523
Total current liabilities		**37,623**	**33,249**
Net working capital	[5]	**(5,776)**	**(5,642)**
Adjustments to trade and other payables	[6]	3,235	2,668
Adjusted Net Working Capital	[7]	**(2,541)**	**(2,974)**

[1] Customer funds and customer payable

RCM services collect payments on behalf of its customers. The funds belong to the clients and are not available for operating use by the Company. Customers are invoiced at various intervals and paid accordingly. The source of payments received are not always known and may include overpayments. The funds from overpayments remain in the bank account until they can be traced and applied to the correct account or refunded. The cash in customer funds is shown separately under current assets, which is offset by the corresponding customer payable under current liability.

[2] Trade receivables

Trade receivables primarily include the commission receivables from the clients related to RCM services. RCM services collect the funds on behalf of its clients and transfers the collected funds to the client per the agreed service agreement for certain clients, called gross clients. RCM services generate the invoice for its collections and then the client pays commissions as per the agreed terms. The funds collected are received in the bank account for which the Company has signing authority, therefore, the risk of not collecting on commissions is minimal.

The Company reported $11.8 million of trade receivables as at March 31, 2026, compared to $10.4 million as at December 31, 2025. The increase in trade receivables is consistent with the growth in RCM services revenue.

[3] Trade and other payables

Trade and other payables include trade payables, accrued liabilities, overpayment and suspense balances, and statutory dues of the RCM services and corporate segments. Amounts attributable to the EP Homes and Financial Services segments are presented within liabilities directly associated to assets held for sale on the consolidated statement of financial position.

The Company reported $12.2 million of trade payables and accrued liabilities as at March 31, 2026, and $10.6 million as at December 31, 2025.

[4] Credit facilities

During the year ended December 31, 2025, the Company maintained credit facilities with multiple lenders to finance properties held within the EP Homes portfolio, all of which were fully repaid prior to March 31, 2026. As at March 31, 2026, there are no outstanding credit facilities related to the EP Homes property portfolio. The EP Homes entities are included in the disposal group held for sale; accordingly, no EP Homes credit facilities form part of the Company's ongoing capital structure.

In 2023 and 2024, the Company entered into credit agreements with lenders to finance RCM acquisitions. These facilities are structured such that debt servicing obligations are funded through the cash flows of the acquired entities.

The Company reported a current portion of credit facilities of $6.3 million as at March 31, 2026, compared to $5.5 million as at December 31, 2025. Long-term credit facilities were $5.3 million as at March 31, 2026, compared to $5.6 million as at December 31, 2025. Total credit facilities outstanding were $11.6 million as at March 31, 2026, compared to $11.1 million as at December 31, 2025. The increase of $0.5 million is primarily attributable to a new invoice finance agreement. For further information regarding the terms of these credit facilities, refer to Note 11 of the consolidated financial statements for the three months ended March 31, 2026.

[5] Net working capital

The net working capital decreased by $0.1 million. The net working capital deficiency as of March 31, 2026, is $5.7 million, as compared to $5.6 million as of December 31, 2025. The net working capital did not change significantly during the three months ended March 31, 2026.

The Company is working on refinancing its current credit facilities or repay the credit facilities to strengthen its net working capital.

[6] Adjustments to trade and other payables

As at March 31, 2026, trade and other payables include $3.2 million (December 31, 2025 - $2.7 million) of certain suspense and overpayment provisions from the RCM business lines. However, based on historical analysis, the Company believes it is highly unlikely that the vast majority of these amounts will be paid. While these provisions are included in the reported net working capital in the financial statements, the Company does not expect these obligations to impact its future cash flows. As such, for internal and analytical purposes, the Company consider an Adjusted Net Working Capital measure that excludes these amounts to better reflect the Company's underlying liquidity position.

[7] Adjusted Net Working Capital

The Adjusted Net Working Capital deficiency as of March 31, 2026 is $2.5 million, as compared to $3.0 million as of December 31, 2025.

COMMITMENTS AND CONTINGENCIES

Other commitments

On September 30, 2024, the Company terminated the old Processing Agreement and BIN Sponsorship Agreement and entered into a new BIN Sponsorship and Processing Services Agreement (the "Agreement") with Digital Commerce Bank ("DC Bank"). Pursuant to the Agreement, the Company entered into a Card Program Services Agreement and a Transaction Processing Agreement (collectively referred to as "New Program Agreements").

On September 30, 2024, the Company entered into a Card Program Services Agreement with DC Bank for an 8-year term, maturing September 30, 2032. Pursuant to the Card Program Services Agreement, DC Bank agreed act as a Program Manager and provide services related to the provision of prepaid cards to the Company's clients. The Card Program Services Agreement grants the Company non-exclusive and revocable license to use DC Bank's property for the purpose of operating its card program(s). The Card Program Services Agreement does not transfer ownership of the intellectual property to the Company. The Card Program Services Agreement has an 8-year renewal option, subject to an agreement between all parties.

On September 30, 2024, the Company entered into a Transaction Processing Agreement with DC Bank for an 8-year term, maturing September 30, 2032. Pursuant to the Transaction Processing Agreement, DC Bank agreed to provide transaction processing services to the Company. The Transaction Processing Agreement grants the Company nonexclusive and revocable license to access and use DC Bank's processor software and documentation solely for the purpose of utilizing the processing services. DC Bank owns all intellectual property, and the Transaction Processing Agreement grants the Company a limited license to use the intellectual property. The Transaction Processing Agreement does not transfer ownership of the intellectual property to the Company.

On August 24, 2022, the Company entered into an Issuer Trading Services Agreement with Generation IACP Inc. ("Generation IACP") with initial term of 6 months and shall be renewed for subsequent 6-month periods unless the Company provides written notice of termination to Generation IACP. Pursuant to the Issuer Trading Services Agreement, Generation IACP is to provide trading services with respect to the common shares of the Company, with the primary objective of contributing to market liquidity of the shares in Canada.

Contingencies

During the year ended December 31, 2025, the Company and a third-party entity, XTM Inc. ("XTM"), established EP Payments [1], through which the Company acted as a program manager and operational service provider for XTM's Everyday/AnyDay program. The Company's Co-CEO and CFO were executives of EP Payments but resigned on February 18, 2026. The Company's Executive Chairman, Gord Reykdal, also resigned as a board member of EP Payments on February 18, 2026. The Company's obligations as program manager and operational service provider were set out in a Management Services and Program Management Agreement between the Company and EP Payments dated October 22, 2025 (the "Original MSA").

On February 17, 2026, the Bank of Canada issued a Temporary Order directed at XTM under subsection 94(4) of the *Retail Payment Activities Act* ("RPAA"), citing XTM's failure to safeguard end-user funds under the Everyday/AnyDay platform. XTM has confirmed that it created an $18.9 million shortfall in end-user funds by using funds loaded by and due to merchants to satisfy operational liabilities (the "Shortfall"). On February 27, 2026, XTM and EP Payments initiated proceedings under the Companies' Creditors Arrangement Act ("CCAA").

The Shortfall arose prior to the Original MSA and did not grow following the Original MSA's execution. Legal and regulatory outcomes are inherently uncertain. However, management, with advice from external counsel, has assessed the likelihood of severe legal or regulatory outcomes as low and does not expect a material adverse effect on the consolidated financial statements. To date, no claims or regulatory proceedings have been advanced against the Company. The Company will continue to monitor developments in this matter and assess the need to record a liability if and when an obligation becomes probable and reasonably estimable.

XTM and EP Payments continue to operate under CCAA protection as at March 31, 2026. The Company's role as Assistant to the Monitors remains ongoing, and no other material developments have arisen in this matter during the period.

In accordance with IAS 37, the Company has determined that there is no present obligation from a past event that will result in a probable outflow of economic benefit.

[1] EP Payments was incorporated as a structural mechanism to insulate the Company from XTM's pre-existing liabilities, including liability arising from the Shortfall. XTM and the Company negotiated that the Company would receive a 10% ownership interest in EP Payments with potential for the Company to increase its ownership interest in EP Payments in the future based on revenue performance milestones. The corresponding shares had not been formally issued or registered in the Company's name on EP Payments' corporate register and no formal agreement governing the Company's entitlement had been prepared. The Company has not taken any steps to confirm its entitlement to an ownership interest in EP Payments due to the CCAA proceedings.

LEGAL PROCEEDINGS

The Company has no material legal proceedings.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS AND BALANCES WITH RELATED PARTIES

For the three months ended March 31, 2026, and 12 months ended December 31, 2025, the Company entered into several related party transactions in the normal course of business. These transactions have been recorded at the agreed upon amounts between the parties. The relationships with the related parties are as follows:

Related Party	Relationship
Bridge to Homeownership UK Ltd. ("**BTHO UK**")	Common shareholders
EAM Enterprises Inc. ("**EAM**")	Principal shareholder of the Company
General Billing Solutions Inc. ("**GBSI**")	Company owned by the President of GCS
1125855 Alberta Ltd. ("**112 AB Ltd.**")	Company owned by the President of GCS
People First Credit Corporate ("**People First**")	Company owned by the President of GCS
Telecom Technologies Inc. ("**Freestyle**")	Company owned by the President of GCS
Everyday People Payments Inc. ("**EP Payments**")	Associate of the Company. The Company has 10% interest in EP Payments with option to earn up to 49.9% interest.

a) Balances – Due from related parties are as follows:

As at March 31, 2026, $0.8 million was due from related parties (December 31, 2025 - $1.0 million) of which $0.7 million is related to employees and management receivables (December 31, 2025 - $0.7 million), $nil is related to EP Payments (December 31, 2025 - $0.1 million), $0.1 million related to BTHO UK (December 31, 2025 - $0.1 million). For more details, please refer to Note 10 from the consolidated financial statements.

b) Balances – Due to related parties are as follows:

As at March 31, 2026, $0.7 million was due to related parties (December 31, 2025 - $1.2 million), of which $0.6 million is due to EAM (December 31, 2025 - $0.2 million), $0.1 million representing accrued fees related to the Company's four independent directors (December 31, 2025 - $0.3 million), $0.04 million was due to 112 AB Ltd. (December 31, 2025 - $0.2 million). For more details, please refer to Note 10 and 14 from the consolidated financial statements.

c) Transactions with related parties are as follows:

For the three months ended March 31, 2026, the impact on the unaudited interim condensed consolidated statements of profit and loss and comprehensive profit and loss from related party transactions was $0.8 million loss (March 31, 2025 – $0.8 million loss). For more details, please refer to Note 10 from the consolidated financial statements.

d) Key management personnel remuneration:

For the three months ended March 31, 2026, the key management remuneration was $1.0 million (March 31, 2025 - $0.8 million). For more details, please refer to Note 10 from the consolidated financial statements.

CRITICAL ACCOUNTING ESTIMATES AND MANAGEMENT JUDGEMENT

The preparation of the consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the year. Actual outcomes could differ from these estimates. The Company's critical accounting estimates relate to estimate of purchase price of allocation, valuation of goodwill and judgement used to value properties held for lease and sale, and estimate of the restricted share units. Refer to note 2 of the consolidated financial statements as at and for the year ended December 31, 2025, for detailed information of the accounting estimates and judgments.

Suspense Accounts and Overpayments — Basis of Consolidation Adjustment

The following table presents the consolidation adjustments applied to the standalone financial statements of BPO, EPFS, and CCS, each prepared and audited under UK Generally Accepted Accounting Principles (FRS 102), in respect of suspense account balances and overpayments. Under FRS 102, these balances were recognized as income in prior periods in the standalone financial statements of BPO, EPFS, and CCS. On consolidation under IFRS, the corresponding financial liabilities have not been derecognized, as the criteria under IFRS 9.3.3.1 have not been met, specifically, the obligations have not been legally extinguished. Accordingly, a liability of $3.2 million is carried within trade and other payables in the consolidated statement of financial position as at March 31, 2026. While the legal obligation to repay these amounts remains, the probability of settlement is considered remote based on the age and nature of the underlying balances.

	UK GAAP (FRS 102)	**IFRS Adjustment**	**IFRS (Consolidated)**
	$000	**$000**	**$000**
Statements of Profit and Loss			
Other income	3,235	(3,235)	—
Statements of Financial Position			
Trade and other payables	—	3,235	3,235

Under FRS 102, the accounting policy applied by BPO, EPFS, and CCS is to recognize suspense account balances and overpayments as income once the probability of settlement is considered remote, which is assessed to be the case when the underlying balances have remained outstanding for a period exceeding 12 months. On consolidation under IFRS, the corresponding financial liabilities have not been derecognized as the criteria under IFRS 9.3.3.1 have not been met — specifically, the Company has not been legally extinguished from its obligation to repay these amounts. Under the Limitation Act 1980, legal extinguishment of such obligations in the UK is achieved after a period of five years; balances that have not yet reached this threshold accordingly remain recognized as financial liabilities on the consolidated statement of financial position. While the legal obligation to repay these amounts remains, the probability of settlement is considered remote based on the age and nature of the underlying balances.

ACCOUNTING POLICIES INCLUDING CHANGES IN ACCOUNTING POLICIES AND INITIAL ADOPTION

The consolidated financial statements as at and for the three months ended March 31, 2026, and 2025 of the Company have been prepared in accordance with IFRS as issued by IASB.

Please refer to note 3 of the consolidated financial statements for further information about the Company's significant accounting policies.

RISKS AND UNCERTAINTIES

EP Financial is exposed to several risks and uncertainties. A summary of the material risks that could affect the financial condition, operating results, or business of EP Financial can be found in the section "Risks and Uncertainties" of EP Financial's Annual MD&A dated December 31, 2025, which is available under EP Financial's profile on SEDAR+ at www.sedarplus.com.

FURTHER INFORMATION

Additional information relating to the Company is also available on the SEDAR+ website www.sedarplus.com.