



THE CALDWELL PARTNERS INTERNATIONAL INC.

ANNUAL INFORMATION FORM

For the fiscal year ended August 31, 2025

Dated November 20, 2025





THE CALDWELL PARTNERS INTERNATIONAL INC.

ANNUAL INFORMATION FORM

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PRESENTATION

In this Annual Information Form (“AIF”), all information is as of August 31, 2025 and all dollar amounts are quoted in Canadian dollars (in thousands of dollars except dollar per share amounts) unless otherwise indicated. References to “fiscal 2025,” “fiscal 2024” and “fiscal 2023” are to the fiscal years ended August 31, 2025, 2024 and 2023, respectively.

FORWARD-LOOKING STATEMENTS

Forward-looking statements in this document are based on current expectations subject to the significant risks and uncertainties cited. These forward-looking statements generally can be identified by the use of statements that include phrases such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “foresee,” “may,” “will,” “likely,” “estimates,” “potential,” “continue” or other similar words or phrases. Similarly, statements that describe our objectives, plans or goals also are forward-looking statements.

We are subject to many factors that could cause our actual results to differ materially from those contemplated by the relevant forward looking statement including, but not limited to, the impact of pandemic diseases, our ability to attract and retain key personnel; exposure to our partners taking our clients with them to another firm; the performance of the US, Canadian and international economies; risks related to deposit-taking institutions; foreign currency exchange rate fluctuations; competition from other companies directly or indirectly engaged in talent acquisition; cybersecurity requirements, vulnerabilities, threats and attacks; damage to our brand reputation; our ability to align our cost structure to changes in our revenue; liability risk in the services we perform; potential legal liability from clients, employees and candidates for employment; reliance on software that we license from third parties; reliance on third-party contractors for talent acquisition support; the classification of third-party labour as contractors versus employee relationships; our ability to successfully recover from a disaster or other business continuity issues; adverse governmental and tax law rulings; successfully integrating or realizing the expected benefits from our acquisitions, adverse operating issues from acquired businesses; volatility of the market price and trading volume of our common shares; technological advances may significantly disrupt the labour market and weaken demand for human capital at a rapid rate; affiliation agreements may fail to renew or affiliates may be acquired; the impact on profitability from marketable securities valuation fluctuations; increasing dependence on third parties for the execution of critical functions; our ability to generate sufficient cash flow from operations to support our growth and fund any dividends; potential impairment of our acquired goodwill and intangible assets; and disruption as a result of actions of certain stockholders or potential acquirers of the Company. For more information on the factors that could affect the outcome of forward-looking statements, refer to the “Risk Factors” section of our Annual Information Form and other public filings (copies of which may be obtained at www.sedar.com). These factors should be considered carefully, and the reader should not place undue reliance on forward-looking statements. Although any forward-looking statements are based on what management currently believes to be reasonable assumptions, we cannot assure readers that actual results, performance, or achievements will be consistent with these forward-looking statements. Management’s assumptions may prove to be incorrect. Except as required by Canadian securities laws, we do not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by us or on our behalf; such statements speak only as of the date made. The forward-looking statements included herein are expressly qualified in their entirety by this cautionary language.

CORPORATE STRUCTURE

The Caldwell Partners International Inc. (“Caldwell,” the “Company” or “we”) was incorporated by articles of incorporation under the Business Corporations Act (Ontario) on August 22, 1979. The Company's name was changed to The Caldwell Partners International Inc. by articles of amendment dated March 28, 1989. Prior to June 1989, the executive search business of the Company was carried on by an affiliated company, formerly named The Caldwell Partners International Ltd. As a result of a reorganization effective June 14, 1989, the Company acquired the entire executive search business of such affiliated company.

The Company filed articles of amendment dated June 15, 1989 to create a capital structure consisting of Class A Non-Voting Shares (“Class A Shares”) and Class B Voting Shares (“Class B Shares”). The Company's articles were amended on May 3, 1995 to subdivide the outstanding Class A Shares and Class B Shares on a two-for-one basis, effective May 12, 1995. On April 23, 1996, the Company's articles were amended to create a new class of shares designated as Class C Special Shares (“Class C Shares”). On May 8, 1996, the Company's articles were amended to subdivide the outstanding Class A Shares and Class B Shares on a two-for-one basis, effective May 30, 1996.

On August 8, 2008, a wholly-owned subsidiary was incorporated as The Caldwell Partners International Inc., a United States Delaware Corporation. The subsidiary was formed to accommodate expansion plans into the US that began in 2009. On December 22, 2009 the subsidiary's legal name was changed to The Caldwell Partners International Ltd. (“Caldwell US”).

On April 21, 2010, the Company's voting and non-voting shares were converted into a single class of voting shares. Holders of Class B Shares received 1.149 Class A Shares for each of their Class B Shares and all Class A Shares became single-voting common shares. Following approval from the Toronto Stock Exchange (“TSX”) on May 10, 2010, all 3,883,450 Class B Shares were converted to 4,462,082 Class A shares. Immediately following this conversion, all Class A Shares were reclassified as common shares with one vote per share (“Common Shares”). Articles of Amendment were filed on April 29, 2010 in respect of such reclassification.

Effective September 1, 2014, all existing Canadian subsidiaries were amalgamated, leaving The Caldwell Partners International Inc. (“Caldwell Canada”) as the only Canadian entity. Until amalgamated, the Company had three direct, wholly-owned Canadian subsidiaries: Caldwell Investments Inc., Prince Arthur Advertising Inc. and Caldwell Interim Executives Inc. Each of these subsidiaries was incorporated under the Business Corporations Act (Ontario).

Effective October 1, 2014, the Company completed its acquisition of all the outstanding shares of Hawksmoor Search Limited (“Hawksmoor”), an executive search boutique. The acquisition did not require the filing of a business acquisition report pursuant to Form 51-102F4. Hawksmoor was based in London, England, incorporated on March 22, 2010 under the Companies Act 2006 and registered in England/Wales. Immediately following the acquisition, the name of the legal entity was changed from Hawksmoor Search Limited to The Caldwell Partners International Europe, Ltd. (“Caldwell Europe”).

Effective December 31, 2020, the Company, through Caldwell US, completed its acquisition of all the outstanding shares of IQTalent Partners, Inc. (“IQTalent”), an on-demand talent acquisition firm based in

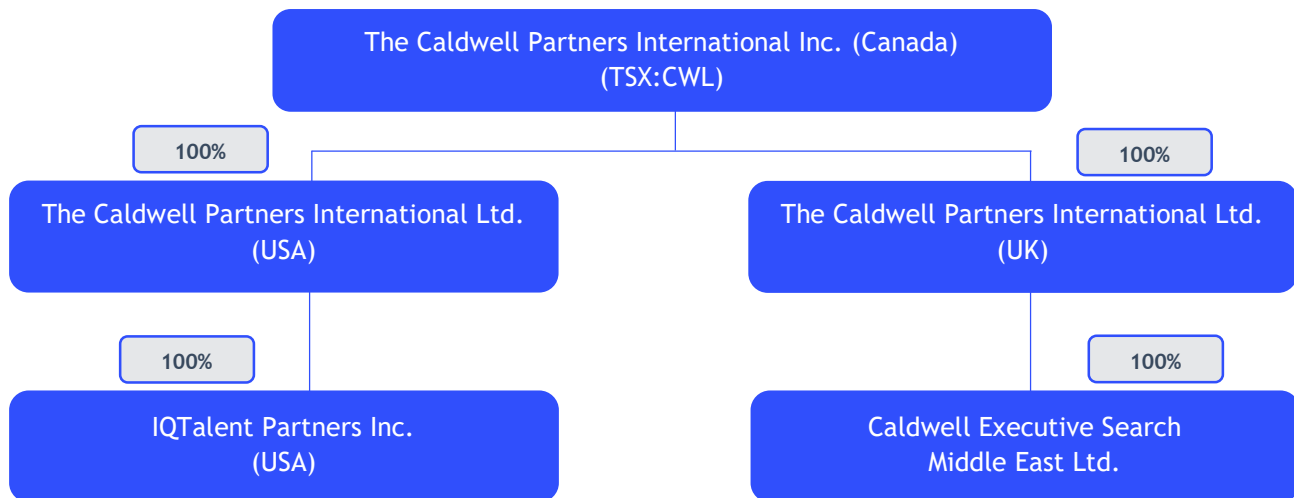
Nashville, Tennessee. The purchase price included the issuance of 5,101,138 new shares of the Company’s common stock. The acquisition did not require the filing of a business acquisition report pursuant to Form 51-102F4. IQTalent was formed on July 3, 2009 as IQTalent Partners, LLC, a California limited liability company. Effective January 1, 2019, IQTalent converted its name and entity form to IQTalent Partners, Inc., a Delaware corporation.

Effective March 28, 2022, the Company, through Caldwell Europe, formed a Swiss branch to conduct business in Switzerland. The branch was organized in Little Chafont, Switzerland, and relocated to Zurich, Switzerland effective July 27, 2022. The name of the branch is The Caldwell Partners International Europe Ltd, Little Chalfont, Zweigniederlassung Zürich (Caldwell Switzerland).

Effective October 1, 2022, the Company, through Caldwell Canada, completed its acquisition of all the outstanding shares of The Counsel Network Inc. (“The Counsel Network”), an executive search boutique. The acquisition did not require the filing of a business acquisition report pursuant to Form 51-102F4. The Counsel Network is based in Canada, and incorporated via amalgamation on October 1, 2022 under the Business Corporations Act (Ontario). Effective May 17, 2024, The Counsel Network’s standalone legal entity was voluntarily dissolved, with the entire business being amalgamated into The Caldwell Partners International Inc. (Canada).

Effective September 23, 2025, the Company, through Caldwell Europe, incorporated a new entity in the Dubai International Financial Centre to conduct business in UAE. Pursuant to this, a physical office was established in Dubai, UAE.

The following organization chart summarizes the legal structure of the Company as of November 20, 2025:



The head and registered office of the Company is located at 130 Adelaide Street West, Suite 2310, Toronto, Ontario, M5H 3P5. The Company’s common shares are listed on the Toronto Stock Exchange (TSX: CWL) and also trade in the United States through the OTC Markets Group (OTCQX: CWLPF). Please visit our website at www.caldwellpartners.com for further information.

GENERAL DEVELOPMENT OF THE BUSINESS

THREE YEAR HISTORY

At the end of fiscal 2022 we began seeing a slowdown in recruitment activity, with a steeper decline seen at IQTalent where there was a higher client concentration in the technology sector. This decline, exacerbated by interest rate increases and general uncertainty amongst our clients continued into fiscal 2023 impacting both our IQTalent and Caldwell segments.

In fiscal 2024, overall recovery in our Caldwell segment remained volatile, with full-year revenue comparable to fiscal 2023. At IQTalent, the on-demand hiring needs of our clients showed some stabilization, although revenue remained suppressed from the highs of fiscal 2022.

Fiscal 2025 showed a resilient return in hiring demand with significant improvements in revenue and profitability at both Caldwell and IQTalent, despite macroeconomic and political uncertainties. IQTalent's profitability was driven by a number of key management initiatives, including exiting the IQTalent lease in Nashville in the second quarter of fiscal 2024 and continued efforts through fiscals 2024 and 2025 to maintain cost discipline through employee separations, reorganization and consolidation of expenses related to tools and subscriptions.

These impacts are discussed in more detail in our quarterly and annual management discussion and analysis ("MD&A") filings. Reference is made to our Business Outlook section in our MD&A's for a discussion on anticipated future results. For this information and a detailed discussion of the Company's financial performance, please refer to the MD&A filings on SEDAR (www.sedarplus.ca) and referenced in Additional Information herein.

General operations over the most recent three years

We continue refining and executing our strategic plan—building a leading talent acquisition firm while expanding into key geographies and exploring related offerings complementary to talent acquisition. Please refer to the Management's Discussion and Analysis ("MD&A"), available on www.sedarplus.ca, for further discussions on recent acquisitions. We have also launched new solutions that are complementary to our current business. These initiatives include Caldwell Advance and Caldwell Analytics which are discussed further in the New Products and Solutions section of this document. We do not know the scale to which our new solutions may develop in the future or if we will maintain such service offerings if we cannot scale related revenue.

DESCRIPTION OF THE BUSINESS

We operate through two distinct segments - retained executive search and analytics solutions are conducted as *Caldwell*, and on-demand talent acquisition augmentation solutions are conducted as *IQTalent*. The services Caldwell offers, the nature of its clients and its pricing and delivery model are uniform across geographies, and those geographies are largely interconnected in economic cycles. We therefore measure the key metrics and reporting of Caldwell as one segment. IQTalent's business is managed and measured separately from Caldwell with unique branding, operations and pricing. As a

result, we operate with two distinct business segments differentiated by brand, services, operations and pricing models.

The following chart explains the spectrum of services we offer our clients:



Together, Caldwell and IQTalent are transforming the world of talent. IQTalent’s unique service model and innovative use of technology - paired with Caldwell’s expertise, network and resources - allows us to have a greater impact on our clients’ long-term success.

Our strategy for our two segments working in tandem is for IQTalent to be a constant presence at our clients, providing recurring talent acquisition support, with Caldwell engaged for higher-end retained executive searches not undertaken by our clients’ in-house teams. Together we provide seamless support for the talent acquisition needs at all levels for our clients who benefit from an increasingly diversified mix of products and services, with cross-collaboration opportunities between the two business segments expected to amplify our long-term success. We will continue to review business and technology acquisition opportunities that align with client-driven talent offerings and our belief that Talent Transforms.


Please refer to the Management’s Discussion and Analysis (“MD&A”), available on www.sedarplus.ca for further discussions on our segment operating characteristics.

OVERVIEW OF THE TALENT ACQUISITION MARKET

We are talent acquisition experts specializing in sourcing and recruiting executives on behalf of our clients. On an hourly or assignment basis, we contract with our clients to provide advice on identifying, evaluating, assessing, and recommending qualified candidates for specific positions.

Our clients include a broad range of national, international and multinational businesses and public sector organizations. We typically deal with the senior management or boards of directors of our clients. We intend to grow our core existing markets with select additional owned operations in critical geographies and use affiliation agreements in international countries with smaller or higher-risk search markets.

Talent acquisition is highly sensitive to cyclical economic conditions. It has been driven by the secular impacts of the increasing speed with which business decisions are made and the complexity of technological change, creating a growing demand for talent to manage effectively in such circumstances.



While the talent acquisition industry is highly sensitive to cyclical economic conditions, through diversification, the overall market is made less volatile than activity in any one client industry segment. Entities in various geographic locations operating in a broad range of industry sectors and in the public sector use talent acquisition services. The level of activity in several of these sectors generally follow different cycles, thereby reducing the cyclical demand for talent acquisition services for the market as a whole.

In our experience, the Caldwell executive search business has traditionally been more value-sensitive than price-sensitive; it is the quality of the candidates sourced for executive search clients, rather than price, which is of greatest concern to the client.

While the quality of service to clients is also important at IQTalent, the on-demand talent acquisition augmentation business tends to be more price sensitive, with clients assessing hourly billing rates relative to the cost of further building their internal team.

While online social databases and services such as LinkedIn, the evolution of artificial intelligence (AI) and a trend to bring search capabilities in-house will continue to apply competitive pressure to mid-management and lower-senior management search activities, at the senior executive level, companies are more likely to continue their use of executive search firms to provide the specialized skills and experience needed for leadership-level searches. Our strategy in addressing this at Caldwell is to continue to focus on developing the executive-level search work in the marketplace where clients are more likely to view our fees as an investment rather than an expense, and where the personal touch and enhanced experience we provide cannot be matched through in-house expertise limited to public databases, or AI.

Our strategy in IQTalent is to offer clients a distinct value proposition as we embrace technology, invest in software to aid our process flow and client deliverables, and invest AI technologies to improve candidate research results while reducing the time and cost to perform research.

SOURCES OF REVENUE

We maintain a diverse client base, and in fiscal 2025, 2024 and 2023, none of our clients accounted for 5% or more of our consolidated revenues.

Caldwell

In Caldwell, we provide our services across diverse practice groups. We have developed industry specializations in the financial services, industrial, technology, media and telecom, life sciences, consumer and retail distribution, professional services and education/not-for-profit/public sectors.

The following table summarizes the approximate contribution to Caldwell’s segment revenue during fiscal 2025, 2024 and 2023 according to industry category:

<u>Industry Category</u>	<u>Fiscal 2025</u>	<u>Fiscal 2024</u>	<u>Fiscal 2023</u>
Financial Services	45%	42%	39%
Industrial	27%	22%	31%
Professional Services	10%	17%	8%
Life Sciences	5%	7%	8%
Educational/Not-for-Profit/Public Sector	5%	5%	3%
Consumer/Retail	5%	4%	7%
Technology/Media /Telecom	3%	3%	4%
	100%	100%	100%

IQTalent

In IQTalent we provide our service across a number of industries. The following table summarizes the approximate contribution to IQTalent’s segment revenue during fiscal 2025, 2024 and 2023, according to industry category:

<u>Industry Category</u>	<u>Fiscal 2025</u>	<u>Fiscal 2024</u>	<u>Fiscal 2023</u>
Technology/Media /Telecom	37%	35%	28%
Life Sciences	34%	28%	27%
Financial Services	12%	14%	11%
Industrial	11%	10%	22%
Educational/Not-for-Profit/Public Sector	2%	5%	6%
Professional Services	3%	5%	2%
Consumer/Retail and other	1%	3%	4%
	100%	100%	100%

FOREIGN OPERATIONS AND GEOGRAPHIES

Owned Operations

The following table summarizes the approximate contribution to the Company’s revenue during fiscal 2025, 2024 and 2023 according to geography:

<u>Geography</u>	<u>Fiscal 2025</u>	<u>Fiscal 2024</u>	<u>Fiscal 2023</u>
United States	77%	74%	74%
Canada	15%	20%	18%
Europe	8%	6%	8%
	100%	100%	100%

All of IQTalent's revenue is generated in the United States.

The presentation currency of the Company is Canadian dollars and excludes intercompany revenue, which is eliminated on consolidation. The primary local currency in each of the three regions is the US dollar, Canadian dollar and British pound, respectively.

The following table summarizes the approximate foreign exchange rates impacting the business during fiscal 2025, 2024 and 2023 according to geographic segment:

<u>Exchange Rates to the Canadian Dollar</u>			
<u>Functional Currency</u>	<u>Fiscal 2025</u>	<u>Fiscal 2024</u>	<u>Fiscal 2023</u>
United States			
US dollar - average	1.40	1.36	1.35
US dollar - period end	1.37	1.35	1.33
Europe			
British pound - average	1.82	1.72	1.64
British pound - period end	1.85	1.77	1.65

HUMAN RESOURCES

Caldwell

Partners and principals working in executive search are responsible for developing client relationships and search assignments and for the execution of such assignments, including assessing and presenting search candidates to our clients. Consultants, associates, and researchers support the partners and principals in search execution, aiding in identifying, screening and summarizing role qualifications of candidates for our partners, who then further interview and assess for client presentation. Project coordinators provide administrative support to the search team, including database entry, client and candidate scheduling, report generation and general support. Caldwell Analytics provides support for the use and sale of our Caldwell Analytics assessment tools and programs. Our corporate support teams, including senior officers, provide functional services to the search delivery teams, encompassing accounting, marketing, human resources and information technology, for both Caldwell and IQTalent.

The following table summarizes the total workforce of Caldwell on August 31, 2025, 2024 and 2023 according to functional role:

<u>Number of Total Caldwell Employees</u>			
<u>Functional role</u>	<u>Fiscal 2025</u>	<u>Fiscal 2024</u>	<u>Fiscal 2023</u>
Partners and principals	55	52	49
Consultants and associates	41	47	41
Project Coordinators	34	36	33
Caldwell Analytics	3	3	3
Corporate support staff	22	22	24
	<u>155</u>	<u>160</u>	<u>150</u>

In selecting our professional staff, we have developed a broad representation of industry and functional backgrounds. The professional staff's breadth of experience is a valuable asset; clients usually prefer to work with professionals who have strong knowledge of the client's business and industry. The business backgrounds of our professionals include retailing, banking, technology, life sciences, healthcare, manufacturing, consumer and office products, and oil and gas, as well as previous recruiting and consulting experience. Functionally, finance, marketing, information technology, cybersecurity, legal, human resources and general management skills are particularly well represented among the professional staff.

Our search professionals provide direct client service and are actively involved in executive search operations. The Company's compensation plan for search professionals encourages performance at the highest levels by directly linking compensation to each professional's performance.

IQTalent

IQTalent's workforce consists of associates who perform research and sourcing services and recruiters who perform full lifecycle search. There are additionally practice leaders and account management support teams to supplement the delivery of services. In addition to full-time and part-time employees, we engage contractors at IQTalent as part of our total workforce. The use of contractors provides variable flexibility to scale up and down through business cycles and rapid periods of growth or decline. All employees and the majority of contractors are based in the United States. Certain contractors are based globally.

The following table summarizes the total workforce of IQTalent on August 31, 2025, 2024 and 2023:

	<u>Number of Total IQTalent Employees</u>		
	<u>Fiscal 2025</u>	<u>Fiscal 2024</u>	<u>Fiscal 2023</u>
Associates/Senior Associates	17	20	38
Recruiters/Senior Recruiters	15	25	38
Practice leaders	-	-	4
Support	4	7	18
Permanent employees	36	52	98
Contractors (full-time equivalent)	35	17	6
Total workforce	71	69	104

In fiscal 2023, in response to reduced revenue and business uncertainty, IQTalent announced a restructuring that reduced its staff by 113 employees. Additional furloughs and attrition continued throughout fiscal 2024 and fiscal 2025 as costs were right-sized to the lower revenue levels.

All our employees are required to sign a confidentiality agreement and Code of Ethics acknowledgment. They agree to keep strictly confidential the information that individual executives and client organizations provide to us. In addition, all executive search professionals have non-solicitation arrangements regarding our employees and clients.



TOOLS AND TECHNOLOGY

In our opinion, the key to effective executive searches is access to current information and technological tools. With each new assignment, we continually update and expand the information we maintain on organizations, industries, companies, and potential candidates. We employ search professionals who possess extensive information on industries and potential candidates. We also make use of public and subscription-based information databases.

Internal research and databases

Research is an integral part of the process of developing, conducting and completing executive searches efficiently. For each assignment, our respective search team prepares a research strategy that includes a review of our confidential information database and industry and organization analyses. Once the executive search assignment specifications are set, industries and organizations in which potential candidates might be located are identified. A list of potential candidates is then prepared following the identification of individuals holding key positions in those organizations. As required, talent maps for those organizations are developed, and competitive information (such as data on sales, product lines or technologies) is obtained to ensure that the most attractive candidates are identified and that any contact with candidates takes place on a discreet basis. The information that is collected is then organized into a presentation form for the client.

External research and databases

We believe that access to worldwide databases is a strategic necessity for talent acquisition professionals. We access external online database services to enhance our research capabilities. Similarly, our presence on the internet (through our website) serves to enlarge our market potential. To address data security issues associated with increasing remote database access, we use password protection, multi-factor authentication and conduct regular security and system integrity reviews by third-party information technology consultants.

Artificial intelligence (AI)

Caldwell employs a range of advanced data and technology solutions, including artificial intelligence (“AI”), to support its executive search and leadership advisory processes. These tools enhance our ability to identify, analyze, and assess leadership talent efficiently and with greater precision.

Within our search operations, Caldwell uses AI-enabled platforms specific to executive recruitment—such as systems that support market mapping, candidate research, and profile analysis—as well as general-purpose AI technologies to assist with information synthesis, communication drafting, and knowledge management.

All AI-supported activities are conducted under the oversight of our professional consultants, who apply human judgment and industry expertise to all client engagements. Caldwell maintains internal protocols governing confidentiality, data privacy, and ethical use of AI to ensure that these technologies augment rather than replace the firm’s advisory expertise.

We continue to monitor developments in AI and related technologies to evaluate opportunities and risks associated with their application to the executive search and talent-advisory industry.



Scientific assessment tools

We utilize various third-party assessment tools to set job target requirements and apply the related assessments relative to the job target. This helps align candidate fit to the open role and aids in reducing bias by leveraging independent science. Our client's preferences determine which assessment tools we use, but our primary set of assessments is from The Predictive Index® ("PI") for which we are a certified partner. PI has behavioural and cognitive assessments that are simple to administer, take, interpret, and correlate to desired executive success factors. We include a PI offering as an option for all our executive searches.

We intend to continue to develop these and other areas of technology as clients' needs evolve.

NEW PRODUCTS AND SOLUTIONS

We continue to prudently expand the traditional full-time placement market of executive search as we branch out our service lines in areas that can leverage the existing expertise of our search teams and better serve our clients.


Caldwell Analytics

We currently have in place an agreement with The Predictive Index, LLC ("PI"), naming us as a PI Certified Partner. As a PI Certified Partner, we may utilize The Predictive Index suite of talent strategy and assessment tools within our search services as well as sell and service the PI platform directly to our clients for their enterprise-wide use. We have branded our comprehensive suite of PI and consulting services as Caldwell Analytics. We are confident that having an embedded set of assessment tools is critical to providing excellence in our search process and remaining competitive with our industry peers. We continue to grow our enterprise clients for this offering as well.

COMPETITION

The executive search business is highly competitive in terms of both winning and pricing new engagements. Our primary competitors include major international executive search firms, regional executive search firms, boutique specialty firms, and, indirectly, our clients' in-house recruitment functions. Barriers to entry are few in the industry, but most small executive search firms are unable to compete effectively at larger clients with the experience, contacts and resources of an established organization like ours. As well, they generally lack the financial resources to make significant investments in their research tools and databases and to withstand the pressures of difficult economic times.

The larger global executive search firms have greater financial stability and competitive reach. Some of our competitors possess more significant resources and greater name recognition and may be further along in developing and designing technology solutions to meet client requirements. One advantage we have over our larger competitors is that we generally have fewer client non-solicitation arrangements. It is standard practice in the industry to provide clients with a non-solicitation right ranging in scope from the placed executive to the entire client organization, known as "off-limits" protection. Additionally, the industry-wide practice of search firms is to put candidates on only one client opportunity at a time to prevent talent conflicts. This industry-wide practice narrows the available candidate pool that very large firms have available to present to clients conducting similar roles simultaneously in the marketplace. If



too many off-limit arrangements and candidate blockings are created, the ability to broadly and effectively source candidates for prospective client engagements becomes impeded.

In-house recruitment departments leveraging evolving social databases such as LinkedIn can also be viewed as competitors. Companies able to leverage improving and readily accessible talent databases reduce the need to engage external search providers. This primarily impacts mid-level and lower-level management roles below where our executive search business focuses.

ADVERTISING

In conducting certain of our assignments, predominantly for roles in government and educational institutions in Canada, we will recommend, where appropriate, posting of career opportunities on both our website and others available on the internet. The response to advertisements by interested candidates permits searches to be completed more quickly with a broader array of potential candidates. Current positions are also selectively posted on the Company's website for even greater visibility. In the United States, neither our competitors nor we generally advertise client positions, which helps maintain confidentiality and reduce unqualified candidates' vast responses. Our search database and operating system allows us to post jobs to our site and have candidates apply electronically for searches where our clients desire public postings.

BUSINESS DEVELOPMENT

In our Caldwell segment, partners and principals are responsible for developing new business and executing on contracted search assignments (or passing execution to a colleague who may have more applicable functional or industry expertise). Accordingly, a significant portion of partner time is devoted to business development activities. We have many repeat clients, most of whom tend to utilize our services on a continuing basis as dictated by the client's internal executive recruiting requirements. We continue to invest in a content marketing strategy that leverages online content in the form of blogging, articles, newsletters, whitepapers, infographics, case studies, and other educational resources to reach our clients and candidates, driving traffic to our website and building our brand. Social media empowers these tools, with the company actively distributing content through its followers on LinkedIn.

In our IQTalent segment, customer acquisition comes through the inbound marketing programs we run and the investments in content marketing and webinars delivered to our lead lists and clients. We also benefit from a robust number of word-of-mouth referrals from existing clients. Additionally, Caldwell partners represent an excellent source of referral business for IQTalent, so we have put incentives in place to encourage referrals and introductions to Caldwell clients and contacts.

FACILITIES

As of August 31, 2025, the Company's operations are conducted at leased premises as follows:

Location	Address	Approximate Area
Caldwell		
Canada		
Calgary, Alberta	255 5 Avenue S.W.	4,500 square feet
Toronto, Ontario	130 Adelaide Street	5,720 square feet
United States		
Atlanta, Georgia	75 14 th Street	3,394 square feet
Charleston, South Carolina	18 Broad Street	1,648 square feet
New York, New York	1700 Broadway	6,754 square feet
Chicago, Illinois	250 South Wacker Drive	3,209 square feet
Stamford, Connecticut	281 Tresser Boulevard	4,522 square feet
Europe		
London, United Kingdom	107 Cannon Street	2,248 square feet

In addition to the locations listed in the chart, we also utilize a network of short-term flexible offices through vendors such as Regus. The use of flexible offices has helped reduce our permanent real estate footprint and costs while still providing quality space for use by our employees and clients.

In May 2025, the Company finalized the sublease of its 10,486 square feet Toronto office for the remainder of the head lease term. The Company derecognized the related right-of-use asset and associated fixed assets and recognized a finance lease receivable. The net impact was a loss including the impact of brokerage fees payable as a result of this transaction. See note 10 to our Annual Consolidated Financial Statements filed on www.sedarplus.ca for additional discussion.

On November 30, 2023, the Company negotiated a full penalty-free termination of its 66,000 square feet of leased facilities for IQTalent in Nashville. As a result, in the first quarter of fiscal 2024, IQTalent derecognized the related lease liability, right-of-use asset, fixed assets, and other liabilities for direct charges related to the space, less certain professional fees related to the lease and its termination. Consistent with the termination agreement, IQTalent vacated the space on February 29, 2024. See note 10 to our Annual Consolidated Financial Statements filed on www.sedarplus.ca for additional discussion.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES

We do not view the impact to our business from social and environmental policies as a direct financial risk factor given the nature of services as a professional services firm. We do face indirect risk from possible impact to our brand reputation with our clients if we fail to take social and environmental issues seriously.

Environmental, Social and Governance (ESG) matters are important to us at Caldwell, and strong ESG commitments start from the top. Caldwell is a publicly-traded company with a board of directors, the

majority of whom are independent. Our board reviews our ESG policies along with its other governance duties. Regarding our approach to ESG, we note the following:

Environmental: We currently do not have an environmental committee to review our impact on the environment. This is due to the relatively small size and nature of our business. We are a professional services firm with a low number of employees and a small carbon footprint. The most significant impact we have on the environment is through the office space we work in and the travel that we and our candidates undertake on behalf of our clients. We have reduced our office footprint substantially as we have permanently shifted to a largely hybrid work environment. We have also reduced the travel we perform on behalf of our clients through leveraging remote work tools such as video conferencing for meetings and interviews, benefitting both the environment and expense cost to our clients. We counsel our clients to utilize video interviewing whenever possible to help us in this mission.

Social: We have a robust social program at Caldwell, which centers around our inclusion efforts. An authentic and meaningful approach to inclusion is about much more than ticking boxes to build a diverse slate of candidates. It's a virtuous circle of learning, sharing, implementing and growing.

At Caldwell, we take inclusion seriously and have implemented an approach to cultivating more inclusive workplaces for ourselves, our clients, and our industry. Our approach involves three distinct categories:

- **LEARN MORE** - we need to strengthen our awareness.
- **SHARE MORE** - we need to impart our understanding.
- **DO MORE** - we need to cultivate more diverse and inclusive workplaces for ourselves and our clients.

LEARN MORE

We understand and embrace the positive impact inclusion has on performance and innovation and we are dedicated to cultivating an open workplace where employees can share perspectives and present challenges and opportunities.

- We launched an Inclusion Council composed of a rotating mix of search team professionals, as well as corporate management team members to facilitate execution of action items.
- We undertook firmwide unconscious bias awareness training and will implement similar training for new joiners.
- We implemented the data capture of metrics more precisely within our firm so that we can benchmark our current standing and future progress.

SHARE MORE

One of the most powerful tools we can use in working to cultivate more diverse and inclusive workplaces is to share what we've learned through best practices and candid dialogue. We are committed to sharing our progress and best practices that support companies to better diversify their workforces.

We joined the growing coalition to advance diversity and inclusion in the workplace by signing the CEO Action for Diversity & Inclusion™ pledge. This is an important step toward meaningful change; contributing to and learning from actions other companies are taking is another. We have also partnered with the Black North Initiative, an organization that is committed to the removal of anti-Black systemic barriers negatively affecting the lives of Black Canadians.



DO MORE

The Caldwell Inclusive Leadership Approach is designed to address inclusion in our overall search process and candidate slates and respond to client desires to enhance diversity in their organizations.

Our goal is always to deliver a robust, diverse slate of candidates. If we cannot provide a diverse candidate slate, we will give our clients concrete explanations as to why.

We can include inclusion competency questions in the interview process to assess candidates' skills related to developing talent, fostering an inclusive workplace environment and expanding business opportunities in underrepresented communities. This assessment can organically lead to a candidate slate including, but not exclusively limited to, candidates of the client's diversity focus areas.

We have a real sense of accountability for our goals and results. We have launched a diversity metrics dashboard that tracks our firm-wide diversity results and lets us update clients on providing a talented diverse slate on each search.

Organizations We Support

Our employees and search delivery teams participate in numerous inclusion initiatives and organizations, voluntarily and with their individual passions. As a firm, we have focused on a specific group of impactful organizations where we have developed deep relationships.

Caldwell contributes time, knowledge and financial resources to these entities-bringing the unique skillsets of our executive search consultants to each organization's benefit. In return, Caldwell derives meaningful benefits to our own firm and our continued development of an inclusive environment.

Governance

Strong governance practices are a hallmark of our public company status. An important part of our governance is ensuring we protect our shareholder and employee interests while behaving as a good corporate citizen in the world. Our governance strength is codified in our policies which are available for review on our public website at: <https://www.caldwell.com/executive-search-agency-investor-relations>

RISKS AND UNCERTAINTIES

Please refer to the Management's Discussion and Analysis ("MD&A"), available on www.sedar.com, section Risks and Uncertainties, for further discussions on the risks and uncertainties impacting our business.

DIVIDENDS AND DISTRIBUTIONS

To consider paying dividends, the Company must have a positive combination of retained earnings and contributed surplus. As of August 31, 2025, the retained earnings and contributed surplus balance was \$17,427. The Board of Directors sets the dividend policy of the Company. In setting quarterly dividend payments, the Board of Directors considers many factors, including current earnings results, future earnings projections, cash needs for operational and strategic growth and balances of Unencumbered Cash

(as defined in Non - GAAP Financial Measures in the Company's Management Discussion and Analysis) which can act as a buffer against short-term earnings volatility.

Cash dividends declared pertaining to the three most recently completed fiscal years are as follows:

<u>Declaration date</u>	<u>Payment Date</u>	<u>Dividends per share</u>	<u>Aggregate dividends declared</u>
July 9, 2025	September 12, 2025	\$0.0025	\$74
April 10, 2025	June 17, 2025	\$0.0025	\$74
January 9, 2025	March 14, 2025	\$0.0025	\$74
November 19, 2024	December 20, 2024	\$0.0025	\$74

Effective November 20, 2025, with a view toward maximizing investor returns, the Board of Directors declared a dividend of \$0.01 (one cent) per Common Share, payable to holders of Common Shares of record on December 1, 2025, and to be paid on December 19, 2025.

GENERAL DESCRIPTION OF CAPITAL STRUCTURE

As of August 31, 2025 the Company's authorized share capital consisted of an unlimited number of common shares, of which 29,470,832 are issued and outstanding (August 31, 2024: 29,558,932). This includes 3,300 treasury shares purchased in the fiscal year and subsequently cancelled in September 2025. The holders of Common Shares are entitled to one vote per common share and to share equally, share for share, in all dividends declared by the Company and equally in the event of a liquidation, dissolution or winding-up of the Company or other distribution of the assets among shareholders.

On January 27, 2025, the Company announced that the Toronto Stock Exchange the ("TSX") had accepted the notice (the "Notice") of our intention to commence a normal course issuer bid (the "Bid") to purchase for cancellation up to 2,370,191 common shares in the capital of the Company in total, being 10% of the public float of 23,701,905 Common Shares as at January 15, 2025, to be transacted through the facilities of the TSX or through a Canadian alternative trading system, at prevailing market prices or as otherwise permitted. In accordance with the rules of the TSX, unless an applicable exemption can be relied on, the total number of Common Shares the Company is permitted to purchase is subject to a daily purchase limit of 2,300 Common Shares, representing 25% of the average daily trading volume of Common Shares on the TSX calculated for the six-month period ended December 31, 2024, being approximately 9,201 Common Shares. The actual number of Common Shares that may be purchased pursuant to the Bid will be determined by management and the Board of Directors of the Company. The Bid commenced on January 29, 2025 and will terminate on January 28, 2026, or such earlier time as the Bid is completed or terminated at the option of the Company.

The Company announced on August 14, 2023 that it had closed a non-brokered private placement financing of \$2,943 (the "Offering") through the issuance of 3,678,239 common shares at a price of \$0.80 per common Share. The proceeds of the Offering are being used for general corporate and working capital purposes, including an allocation of funds for the recruitment of new partners. All securities issued pursuant to the Offering were subject to a four-month or twelve-month hold period from the closing date in accordance with applicable Canadian and United States securities laws, respectively.

Of the total proceeds raised under the Offering, \$982 was subscribed by insiders of the Company which constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 Protection

of Minority Security Holders in Special Transactions ("MI 61-101"). The Company relied on exemptions from the formal valuation and minority approval requirements in sections 5.5(a) and 5.7(a) of MI 61-101 on the basis that the fair market value of the transaction, insofar as it involved "related parties", was not more than the 25% of the Company's market capitalization.

MARKET FOR SECURITIES

TRADING PRICE AND VOLUME

The Company's outstanding Common Shares are listed on the TSX ("CWL"). A chart showing the highest and lowest closing price of the shares during each month and volume traded is as follows:

<u>Month</u>	<u>Closing Price per Share Range</u>		
	<u>High</u>	<u>Low</u>	<u>Volume</u>
August-25	\$0.77	\$0.68	143,382
July-25	\$0.90	\$0.70	462,065
June-25	\$0.82	\$0.72	116,144
May-25	\$0.83	\$0.66	245,707
April-25	\$0.90	\$0.71	137,425
March-25	\$1.08	\$0.83	128,377
February-25	\$1.19	\$0.91	181,925
January-25	\$1.30	\$1.06	367,709
December-24	\$1.25	\$1.00	328,001
November-24	\$1.20	\$1.01	166,713
October-24	\$1.15	\$1.02	114,719
September-24	\$1.13	\$1.00	57,423

ESCROWED SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

In connection with our purchase of IQTalent, a portion of the purchase price paid to the selling shareholders of IQTalent was in the form of 5,101,138 new shares of The Caldwell Partners International Inc. The shares were subject to a Lockup Undertaking Agreement that prohibited the shares from being traded for three years following the acquisition of IQTalent, which occurred on December 31, 2020. This three-year lockup period expired on December 31, 2023.

DIRECTORS AND OFFICERS

The names, municipalities of residence, positions with the Company and principal occupations of the directors and executive officers of the Company as of August 31, 2025 are as follows:

Name and Municipality of Residence	Office	Current Principal Occupation	Voting Common Shares Owned ⁽¹⁾	Non-Voting Cash Settled DSUs/PSUs	Director Since
C. CHRISTOPHER BECK Massachusetts, United States	Director, President and Chief Executive Officer, Caldwell	President and Chief Executive Officer, Caldwell	700,000	1,156,257 ⁽¹⁾	February 22, 2022
DARCY D. MORRIS Ontario, Canada	Director	Founder and CEO, Ewing Morris & Co. Investment Partners and Corporate Director	3,820,250 ⁽³⁾	145,186 ⁽²⁾	July 10, 2018
JOHN N. WALLACE Ontario, Canada	Executive Chair of the Board	Executive Chair of the Board	865,500	433,288 ⁽¹⁾	February 19, 2009
JOHN YOUNG Ontario, Canada	Lead Independent Director	Chief Executive Officer Corporate Director, Boat Rocker Studios	83,777	130,598 ⁽²⁾	September 4, 2019
MICHAEL R.J. FALAGARIO Ontario, Canada	Vice President, Finance and Corporate Secretary	Vice President, Technology, Business and Legal Operations, Caldwell	200,000	-	n/a
RICHARD W. PEHLKE Illinois, United States	Director	Corporate Director	-	30,518 ⁽²⁾	July 11, 2024
ROSEMARY ZIGROSSI Ontario, Canada	Director	CEO, Mtrex Network Solutions Inc.	125,000	73,859 ⁽²⁾	February 21, 2023
SHREYA LATHIA Ontario, Canada	Vice President, Accounting and Reporting	Vice President, Accounting and Reporting, Caldwell	12,500	-	n/a
TERRY GRAYSON-CAPRIO South Carolina, United States	Director	Corporate Director	50,000	82,315 ⁽²⁾	July 11, 2023

(1) Performance Share Units (PSUs) are non-voting cash-settled units granted to the management of the Company. See note 11 to the Annual Consolidated Financial Statements available on www.sedarplus.ca for additional information.

- (2) Deferred Share Units (DSUs) are non-voting cash-settled units granted to Directors of the Company. See note 11 to the Annual Consolidated Financial Statements available on www.sedarplus.ca for additional information.
- (3) Includes 27,550 shares held directly by Mr. Morris and 3,792,700 shares held indirectly by Ewing Morris & Co. Investment Partners Ltd. Shares are held directly by Darcy Morris (27,550 shares) and indirectly (3,792,700 shares) by Ewing Morris & Co Investment Partners Ltd.

The following table notes the principal occupations of the above-noted directors and officers during the preceding five years:

Name	Principal occupation in preceding five years
C. CHRISTOPHER BECK	President and Chief Financial Officer, Caldwell Chief Operating and Financial Officer, Caldwell
DARCY D. MORRIS	Founder and CEO, Ewing Morris & Co. Investment Partners and Corporate Director
JOHN N. WALLACE	Chief Executive Officer, Caldwell
JOHN YOUNG	Chief Executive Officer, Boat Rocker Studios, Corporate Director
MICHAEL R.J. FALAGARIO	Vice President, Finance, Caldwell Director, Finance, Systems and Planning, Caldwell
RICHARD W. PEHLKE	Corporate Director
ROSEMARY ZIGROSSI	CEO, Mtrex Network Solutions and Corporate Director
SHREYA LATHIA	Vice President, Accounting and Reporting, Caldwell Senior Director, Shareholder Reporting and Consolidations, CIBC
TERRY GRAYSON-CAPRIO	Corporate Director Managing Partner, KPMG

Each director holds office until the next annual meeting of shareholders or until their successor is elected or appointed, whichever is sooner unless their office is vacated earlier. The directors and executive officers of the Company, as a group, beneficially own directly or indirectly or exercise control over 5,857,027 Common Shares, representing approximately 19.9% of the outstanding Common Shares.

Committee members and chairs for the current Directors are summarized as follows:

	Board of Directors	Audit Committee	Compensation Committee	Nominating/ Corporate Governance/ (NCG) Committee	Investment Committee
C. Christopher Beck	✓	(1)	(1)	(1)	✓
Darcy D. Morris	✓	✓	✓	✓	Chair
John N. Wallace	Chair	(1)	(1)	(1)	✓
John Young	Lead Independent Director	✓	✓	Chair	✓
Richard W. Pehlke	✓	✓	✓	✓	✓
Rosemary Zigrossi	✓	Chair	✓	✓	✓
Terry Grayson-Caprio	✓	✓	Chair	✓	✓

(1) Messrs. Beck and Wallace do not serve on the Audit, Compensation or NCG Committees, as they are officers and employees of the Corporation as of August 31, 2025, and therefore not independent Directors.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

To our knowledge, none of our directors or executive officers are, as at the date of the AIF, or were within 10 years before the date of the AIF, a director, chief executive officer or chief financial officer of any company (including our Company) that: (a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer, state the fact and describe the basis on which the order was made and whether the order is still in effect. For the purposes of this paragraph, "order" means a cease trade order; an order similar to a cease trade order; or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Except as disclosed directly following this paragraph, to our knowledge, no Director (a) is, as at the date of the AIF, or has been within the 10 years before the date of the AIF, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or (b) has,

within the 10 years before the date of the AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder. No Director has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set forth below, none of the Company's directors, executive officers or principal shareholders, nor any of their respective associates or affiliates, had a direct or indirect material interest in any transaction or proposed transaction within the three most recently completed financial years or during the current financial year which has materially affected or will materially affect the Company:

- 1) On March 1, 2023, the Company announced the spin-off of its software business, IQRecruit from its IQTalent business segment. IQTalent contributed its proprietary software and its dedicated product and development team into a newly formed entity, IQRecruit, Inc. in exchange for approximately 41.9% of the new entity. A former insider and director of Caldwell, Mr. David Windley, invested an aggregate of \$250 USD into IQRecruit, Inc. in exchange for 8.7% of the shares of IQRecruit, Inc., with a third party investing \$500 USD for 17.4% of the shares and IQRecruit's employees holding the remainder of the shares. Effective October 6, 2023, Mr. David Windley ceased to be a director and insider of Caldwell. As of August 31, 2024, IQTalent's economic interest in IQRecruit has been diluted to 31.8% as a result of further equity issuances that IQTalent did not participate in, with no change to its 20% voting rights. IQTalent continues to be a user and client of the IQRecruit platform through a licensing arrangement that approximates an arm's length client.
- 2) As discussed above, on August 14, 2023, the Company closed a non-brokered private placement financing of \$2,943 through the issuance of 3,678,239 common shares at a price of \$0.80 per common Share. Of the total proceeds raised under the Offering, \$982 was subscribed by officers and directors of the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

In the ordinary course of business, the Company may, from time to time, be subject to various pending and threatened lawsuits in which claims for monetary damages are asserted or regulatory actions in which the Company may become liable for fines or other regulatory sanctions. The Company is not aware of any material existing or contemplated legal proceedings or regulatory actions to which it is or was a party to during the year ended August 31, 2025.

TRANSFER AGENT AND REGISTRAR

Computershare Limited, at its office in Toronto, Ontario, is the transfer agent and registrar for the Common Shares.

MATERIAL CONTRACTS

We did not enter into any material contracts during the last financial year. We entered into two material contracts prior to the last financial year which are still in effect and are available on SEDAR:

- 1) A Share Purchase Agreement by and among The Caldwell Partners International Ltd., The Caldwell Partners International Inc., David Windley, Chris Murdock, Tom Milic and Jeremy Conner for the purchase of 100% of the shares of IQTalent as described in this AIF and our Audited Financial Statements and Management Discussion and Analysis for the year ended August 31, 2023.
- 2) A Lockup Undertaking pertaining to the shares of The Caldwell Partners International Inc. issued to David Windley, Chris Murdock, Tom Milic and Jeremy Conner pertaining to the acquisition of IQTalent.

There are no other contracts other than contracts entered into in the ordinary course of the business that are material to the Company and entered into within the last financial year or before the last financial year but are still in effect.

NAMES OF EXPERTS

The Company's auditors are KPMG LLP, Chartered Professional Accountants, who have prepared an independent auditor's report dated November 20, 2025 in respect of the Company's consolidated financial statements as at August 31, 2025 and the year then ended. KPMG LLP has advised that they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of Ontario CPA Code of Professional Conduct.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on the System for Electronic Document Analysis and Retrieval (SEDAR) internet website at www.sedarplus.ca. Additional financial information is provided in the audited consolidated financial statements and management's discussion and analysis for the fiscal year ended August 31, 2025 and further filings as made following continuous disclosure guidelines. Other additional information, including directors' and officers' remuneration and indebtedness, principal holders of our Company's securities and securities authorized for issuance under equity compensation plans, is contained in our Company's information circular dated January 2, 2025 for its most recent annual meeting of security holders that involved the election of directors. A copy of such documents may be found at www.sedarplus.ca or may be obtained upon request from the Corporate Secretary of the Company.

APPENDIX A - AUDIT COMMITTEE INFORMATION REQUIRED IN AN AIF – FORM 52-110F1

COMPOSITION OF THE AUDIT COMMITTEE

The Company's Audit Committee is composed of five directors: Rosemary Zigrossi, Chair; Darcy Morris, John Young, Richard W. Pehlke and Terry Grayson-Caprio. Each member of the Audit Committee is

independent within the meaning of applicable securities legislation. None receives, directly or indirectly, any compensation from the Company other than for service as a member of the Board of Directors and its committees and, as applicable, dividends paid on the Company's common stock. Each member of the Audit Committee is financially literate as defined under National Instrument 52-110 - Audit Committees. In considering the criteria for determining financial literacy, the Board of Directors looks at, among other things, the ability of a director to read and understand a balance sheet, an income statement and a cash flow statement of a company of a complexity comparable to that of the Company.

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of their responsibilities as an Audit Committee member are as follows:

Rosemary Zigrossi, Audit Committee Chair

Ms. Zigrossi is a corporate director of MTREX Network Solutions Inc, recently retired from her position of chief executive officer. Prior to her role at MTREX, Rosemary worked with Promontory Financial Group, in Toronto and London, U.K. Prior to that Rosemary worked with the Ontario Teachers' Pension Plan (OTPP). During her almost 20 years at OTPP, Ms. Zigrossi held various roles starting with building and leading the investment accounting, operations and financial reporting department, initiating, developing and managing the venture capital (VC) program, and actively involved in the Asset Mix and Risk group during the financial crisis.

Ms. Zigrossi has served on several public, private and not for profit boards including Sprott Inc., Business Development Bank, Trent University, McMichael Canadian Art Collection, Russell Investment Corporate Class and the Canadian Venture Capital Association. She also served on the investment committee of Sustainable Development Technology Corp and was appointed to the Expert Panel for the Council of Canadian Academies on their study of the State of Industrial Research and Development in Canada 2013.

Ms. Zigrossi is a Chartered Professional Accountant (CPA, CA) and a Chartered Financial Analyst (CFA) and holds the Corporate Director (ICD.D) designation from the Institute of Corporate Directors. She earned a Bachelor of Commerce from the University of Toronto and has completed the Harvard Business program for management development.

Darcy D. Morris

Mr. Morris holds an Honours Bachelor of Arts in political studies from Queen's University and was awarded the Canadian Investment Manager designation. He co-founded Ewing Morris & Co. Investment Partners where he serves as Chief Executive Officer. Prior to founding Ewing Morris & Co. Investment Partners, Mr. Morris was a portfolio manager at MacDougall, MacDougall & MacTier Inc. and associate at Burgundy Asset Management. Mr. Morris has formerly served as a Director on the boards of Quisitive Technology Solutions, Cedar Realty REIT and ZCL Composites. He has also formerly served as Treasurer of the Toronto Public Library Foundation and the President of the Art Gallery of Ontario (AGO) Foundation.



John Young

Mr. Young was born and raised in Loch Lomond, Scotland and graduated with honours from the Law School at the University of Dundee. He also received a Diploma in Legal Practice from Glasgow University. Mr. Young brings 25 years of experience as a lawyer and CEO, with particular focus on mergers & acquisitions. He is also a graduate of the Directors Governance College at University of Toronto's Rotman School of Business. Mr. Young is the Chief Executive Officer of Boat Rocker Studios, a global entertainment company that creates, produces and distributes premium content for all platforms, producing shows such as Orphan Black, Invasion, The Next Step, American Rust, and Beacon 23. Mr. Young serves as Past Chair of the Board of the Academy of Canadian Cinema and Television. He is Chair of the board of SIR Corp. He is also the Chairman of the Board of Feeding Canadian Kids; a Canadian charity committed to feeding nutritious dinners to children in underprivileged communities who suffer food insecurity.

Richard W. Pehlke

Richard W. Pehlke is a seasoned global financial executive with over 40 years of experience in public company global financial leadership roles in the business services, telecommunications, food and consumer products and commercial real estate industries. In 2015, the Chicago Chapter of the Financial Executive Institute named him the CFO of the Year for Mid-Cap companies.

Mr. Pehlke has served as a public or private company director since 1994. Past board experiences include Ideal Industries, Edward Health Services Corp, Hudson Highland Group, New Zealand Telecom, Belgium's Belgacom (now Proximus) and Valparaiso University.

Mr. Pehlke retired in April 2018 as executive vice president and chief financial officer of Heidrick & Struggles where he also served on the firm's Executive Committee. Previously, he served as the chief financial officer of Grubb & Ellis Company. He served as chief financial officer and a member of the board of directors of Hudson Highland Group, a publicly-held global professional staffing and recruiting business. Prior to that, Mr. Pehlke held senior financial positions in the business services, telecommunications, financial services, and food and consumer products industries.

Mr. Pehlke holds an MBA in finance and marketing from DePaul University and a BS in accounting from Valparaiso University.

Terry Grayson-Caprio

Ms. Grayson-Caprio is a trusted business strategist and financial expert with experience leading global teams and companies through transformational change and large-scale growth. She currently sits on the board of directors for Southern First Bancshares Inc (NASDAQ: SFST), a holding company for Southern First Bank, where she chairs the Nominating and Governance Committee. She is also a member of the board of directors of American Axle & Manufacturing Holdings Inc. (NYSE: AXL), a member of the board of directors of the South Carolina Environmental Law Project, serving on the Finance Committee, and the Winthrop University Foundation, where she chairs the Operations Committee. Ms. Grayson-Caprio formerly served as board chair of the South Carolina Governor's School for the Arts and Humanities Foundation and director of the Greenville County Museum of Art. Ms. Grayson-Caprio retired as Managing Partner at KPMG LLP. During her 35-year tenure at KPMG, she partnered with global companies helping to manage growth, acquisitions, and expansion and advised numerous international businesses as they established their first presence in North America. She has a demonstrated history of working with global companies providing

audit, tax and advisory services to meet the changing needs of companies in a dynamic marketplace. Ms. Grayson-Caprio holds a Bachelor of Science in Business Administration from Winthrop University.

EXTERNAL AUDITOR SERVICE FEES

	Fiscal 2025	Fiscal 2024
Audit Fees (annual financial statements) ⁽¹⁾	313	289
Audit-related fees	27	-
Closing net book value	<u>\$ 340</u>	<u>\$ 289</u>

(1) Audit of annual financial statements and agreed-upon procedures related to quarterly financial statements

The Audit Committee preapproves all audit services and other auditor provided services within the permissible categories of non-audit services. The Audit Committee policy prohibits the Company from engaging the auditor for “prohibited” categories of non-audit services as set forth in Rule 204.4 of the Chartered Professional Accountants of Ontario’s Rules of Professional Conduct.

AUDIT COMMITTEE'S CHARTER

ROLE AND OBJECTIVE

The Audit Committee (the “Committee”) is a committee of the board of directors (the “Board”) of The Caldwell Partners International Inc. (“Caldwell”) to which the Board has delegated its responsibility for oversight of the nature and scope of the annual audit, management’s reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements and recommending, for approval of the Board, the audited financial statements, interim financial statements and other mandatory disclosure releases containing financial information. The primary objectives of the Committee are as follows:


1. To assist directors in meeting their responsibilities in respect of the review and approval of the financial statements of Caldwell and related documentation;
2. To provide a communication link between independent directors and external auditors;
3. To enhance the external auditor’s independence;
4. To assure the credibility and objectivity of financial reports; and
5. To strengthen the role of the outside directors by facilitating in depth discussions between directors on the Committee, management and external auditors.

MEMBERSHIP OF COMMITTEE

1. The Committee shall be comprised of at least three (3) directors of Caldwell, none of whom are members of management of Caldwell and all of whom are “unrelated directors” (as such term is used in the Report of the Toronto Stock Exchange on Corporate Governance in Canada) and “independent” (as such term is used in Multilateral Instrument 52-110 – Audit Committees (“MI 52-110”) unless the Board shall have determined that the exemption contained in Section 3.6 of MI 52-110 is available and has determined to rely thereon.
2. The Board shall appoint the Committee Chair.
3. All of the members of the Committee shall be “financially literate” (as defined in MI 52-110) unless the Board shall determine that an exemption under MI 52-110 from such requirement in respect of any particular member is available and has determined to rely thereon in accordance with the provisions of MI 52-110.

CHARTER AND RESPONSIBILITIES OF COMMITTEE

1. The Committee shall provide oversight on the work of the external auditors, including resolution of disagreements between management and the external auditors regarding financial reporting. The external auditors must report directly to the Committee.
2. The Committee shall satisfy itself on behalf of the Board with respect to Caldwell’s Internal Control Systems and its ability to:
 - Identify, monitor and mitigate business risks; and

- 
- Ensure compliance with legal, ethical and regulatory requirements.
3. The primary responsibility of the Committee is to review the annual and interim financial statements of Caldwell and related management's discussion and analysis ("MD&A") prior to their submission to the Board for approval. The process should include but not be limited to:
 - Reviewing changes in accounting principles and policies, or in their application, which may have a material impact on the current or future years' financial statements;
 - Reviewing significant accruals, reserves or other estimates;
 - Reviewing accounting treatment of unusual or non-recurring transactions;
 - Reviewing disclosure requirements for commitments and contingencies;
 - Reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
 - Reviewing unresolved differences between management and the external auditors; and
 - Obtaining explanations of significant variances with comparative reporting periods.
 4. Unless reviewed by the entire Board, the Committee is to review the financial statements, prospectuses, MD&A, annual information forms ("AIF") and all public disclosure containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval. The Committee must be satisfied that adequate procedures are in place for the review of Caldwell's disclosure of all other financial information, and must periodically assess the adequacy of such procedures.
 5. With respect to the appointment of external auditors by the Board, the Committee shall:
 - Recommend to the Board the external auditors to be nominated;
 - Recommend to the Board the terms of engagement of the external auditor, including the compensation of the auditors and a confirmation that the external auditors shall report directly to the Committee;
 - Perform an annual assessment of external auditors as recommended by the Canadian Public Accountability Board to review the suitability of the existing external audit firm.
 - Approximately every five years perform a more in-depth periodic review of external auditors as recommended by the Canadian Public Accountability Board to review the continued appropriateness of the existing external audit firm.
 - Discuss with the external auditors all significant relationships such auditors have with the Corporation to determine the auditors' independence;
 - When there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change; and
 - Review and pre-approve any non-audit services to be provided to Caldwell or its subsidiaries by the external auditors and consider the impact on the independence of such auditors. The Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provided that the member report to the Committee at the next scheduled meeting such pre-approval and the member comply with such other procedures as may be established by the Committee from time to time.
 6. Review with external auditors (and internal auditor if one is appointed by Caldwell) their assessment of the internal controls of Caldwell, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The

- Committee shall also review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of Caldwell and its subsidiaries.
7. The Committee shall review risk management policies and procedures of Caldwell (e.g. litigation, cybersecurity and insurance).
 8. The Committee shall establish a procedure for:
 - The receipt, retention and treatment of complaints received by Caldwell regarding accounting, internal accounting controls or auditing matters; and
 - The confidential, anonymous submission by employees of Caldwell of concerns regarding questionable accounting or auditing matters.
 9. The Committee shall review and be apprised of any intent of Caldwell regarding the hiring of partners and employees who work on Caldwell’s account and former partners and employees of the present and former external auditors of Caldwell.
 10. The Committee shall have the authority to investigate any financial activity of Caldwell. All employees of Caldwell are to cooperate as requested by the Committee.
 11. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in filling their responsibilities at the expense of Caldwell without any further approval of the Board.

AUTHORITY


1. The Committee shall have the authority to:
 - Engage independent counsel and other advisors as it determines necessary to carry out its duties; and
 - Set and pay the compensation for any advisors employed by the Committee; and
 - Communicate directly with the internal and external auditors.

REPORTING OBLIGATIONS

1. Caldwell must include in its AIF the disclosure required by Form 52-110F1.
2. If management of Caldwell solicits proxies from the security holders of Caldwell for the purpose of electing directors to the Board, Caldwell shall include in its management information circular a cross-reference to the sections in the AIF that contain the information required in the paragraph set forth directly above.

MEETINGS AND ADMINISTRATIVE MATTERS

1. At all meetings of the Committee every motion shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote.

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2. The Chair shall preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee present shall designate from among the members present the Chair for purposes of the meeting.
 3. A quorum for meetings of the Committee shall be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing the Board unless otherwise determined by the Board.
 4. Meetings of the Committee should be scheduled to take place at least four times per year (see “Schedule A”). Minutes of all meetings of the Committee shall be taken. The President and Chief Financial Officer shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chair.
 5. The Committee shall meet with the external auditor at least once per year, including at least one in camera meeting (in connection with the preparation of the year-end financial statements) and at such other times as the external auditor and the Committee consider appropriate.
 6. Agendas, approved by the Chair, shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
 7. The Committee may invite such officers, directors and employees of Caldwell as it may see fit from time to time to attend at meetings of the Committee and assist thereat in the discussion and consideration of the matters being considered by the Committee.
 8. Any member of the Board Directors may attend any Committee meeting as an ex-officio member at his discretion.
 9. Minutes of the Committee will be recorded and maintained and circulated to directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board.
 10. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of Caldwell.
 11. Any members of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, each member of the Committee shall hold such office until the close of the next annual meeting of shareholders following appointment as a member of the Committee.
 12. Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chair of the Board by the Committee Chair

SCHEDULE "A"

Example of Audit Committee Meeting Agenda for Year

		Scheduled Meetings			
		Oct/Nov	Jan	Apr	Jul
I.	Audit Committee Purpose				
	Conduct special investigations	*	*	*	*
II.	Audit Committee Composition and Meetings				
	Assess independence and financial literacy of Audit Committee				X
	Establish number of meetings				X
	Audit Committee Chair to establish meeting agenda				X
	Enhance financial literacy - update on current financial events	X	X	X	X
	Executive sessions with auditors, management, committee	*	*	*	*
III.	Audit Committee Responsibilities and Duties				
	Review charter, publish in proxy/annual information form				X
	Review annual financial statements - discuss with management, auditors	X			
	Consider internal controls and financial risks	X			
	Review quarterly results and findings	X	X	X	X
	Recommend appointment of auditors	X			
	Approve audit fees			X	
	Discuss auditor independence			X	
	Review annual audit plan			X	
	Review annual audit report	X			
	Perform annual assessment of external auditor	X			
	Discuss year-end results	X			
	Discuss quality of accounting principles	X	*	*	*
	Review legal matters with counsel	*	*	*	*
	Review press release/report to shareholders	X	X	X	X
	Review cybersecurity controls	*	*	*	X
	Perform other activities as appropriate	*	*	*	*
	Maintain minutes and report to Board of Directors	X	X	X	X
	Review related party transactions	*	*	*	*

X - recommended timing * = as needed