AGF Management Limited

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(unaudited)

For the three and six months ended May 31, 2026 and 2025

AGF MANAGEMENT LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

(unaudited) (in thousands of Canadian dollars)	Note	May 31, 2026	November 30, 2025
Assets			
Current assets			
Cash and cash equivalents		$ 54,299	$ 47,648
Investments	3	17,250	18,953
Accounts receivable, prepaid expenses and other receivables	5	45,841	51,802
Derivative financial instruments	8	9,497	4,334
Income tax receivable	19, 22	7,243	8,336
Total current assets		134,130	131,073
Investment in associates and joint ventures	4, 8	64,535	2,925
Long-term investments	3	417,811	429,882
Preferred limited partnership interest	8	17,065	17,065
Convertible note receivable	8	–	12,489
Management contracts and other intangibles		772,290	772,638
Goodwill		273,961	273,961
Right-of-use assets	7	65,898	65,694
Property, equipment and computer software		27,706	26,609
Long-term deferred income tax assets		9,945	9,237
Other assets	6	3,162	3,646
Total non-current assets		1,652,373	1,614,146
Total assets		**$ 1,786,503**	**$ 1,745,219**
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	9, 13	$ 76,407	$ 121,558
Lease liability	7	6,143	6,116
Put option liability	8	2,674	3,362
Total current liabilities		85,224	131,036
Long-term lease liability	7	74,564	73,448
Long-term debt	10	104,979	41,835
Deferred income tax liabilities		184,427	181,402
Long-term contingent consideration payable	8	23,331	23,975
Long-term put option liability	8	23,653	25,042
Other long-term liabilities	6, 8, 13	31,295	33,416
Total liabilities		527,473	510,154
Equity			
Equity attributable to owners of the Company			
Capital stock	11	388,354	388,987
Contributed surplus	13	41,143	44,732
Retained earnings		803,916	773,223
Accumulated other comprehensive income	12	2,320	3,308
Equity attributable to non-controlling interest holders			
Non-controlling interest	8	23,297	24,815
Total equity		1,259,030	1,235,065
Total liabilities and equity		**$ 1,786,503**	**$ 1,745,219**

(The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.)

(unaudited)		Three months ended		Six months ended	
		May 31,	May 31,	May 31,	May 31,
(in thousands of Canadian dollars, except per share data)	Note	2026	2025	2026	2025
Income					
Management, advisory and administration fees	16	$ 141,369	$ 125,579	$ 277,963	$ 255,523
Deferred sales charges		807	1,013	1,657	2,181
Performance fee		–	–	522	–
Share of profit of joint ventures	4, 8	139	260	401	478
Income from fee-earning arrangements	6	756	757	1,503	1,525
Fair value adjustments and distribution income	3, 8, 21	21,146	6,397	11,426	22,035
Other income	17	1,622	696	6,480	2,080
Total income		165,839	134,702	299,952	283,822
Expenses					
Selling, general and administrative	18	64,019	62,813	131,493	130,650
Trailing commissions and investment advisory fees		39,111	35,745	77,616	73,360
Fair value adjustments on business acquisition liabilities	8	(279)	(36)	(424)	(552)
Amortization, depreciation and derecognition	7	2,511	2,406	4,972	4,764
Interest expense	7, 10	1,522	1,731	2,874	2,986
Total expenses		106,884	102,659	216,531	211,208
Income before income taxes		**58,955**	**32,043**	**83,421**	**72,614**
Income tax expense (benefit)					
Current	19	10,992	9,831	16,350	20,913
Deferred	19	1,749	(1,854)	2,336	(2,469)
Total income tax expense		12,741	7,977	18,686	18,444
Net income for the period		**$ 46,214**	**$ 24,066**	**$ 64,735**	**$ 54,170**
Net income attributable to:					
Equity owners of the Company		$ 46,308	$ 24,290	$ 64,346	$ 55,240
Non-controlling interest		(94)	(224)	389	(1,070)
Earnings per share attributable to equity owners of the Company					
Basic	14	$ 0.72	$ 0.37	$ 1.00	$ 0.85
Diluted	14	$ 0.71	$ 0.36	$ 0.98	$ 0.82

(The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.)

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

(unaudited)	Three months ended		Six months ended	
	May 31,	May 31,	May 31,	May 31,
(in thousands of Canadian dollars)	2026	2025	2026	2025
Net income for the period	$ 46,214	$ 24,066	$ 64,735	$ 54,170
Other comprehensive income, net of tax				
Net gain (loss) on investments				
Item that will not be subsequently reclassified to net income				
Gain (loss) on equity instruments FVTOCI	28	(38)	(28)	(7)
Total other comprehensive income (loss), net of tax	28	(38)	(28)	(7)
Comprehensive income	$ 46,242	$ 24,028	$ 64,707	$ 54,163
Comprehensive income attributable to:				
Equity owners of the Company	$ 46,336	$ 24,252	$ 64,318	$ 55,233
Non-controlling interest	(94)	(224)	389	(1,070)
Net comprehensive income for the period	**$ 46,242**	**$ 24,028**	**$ 64,707**	**$ 54,163**

(The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.)

AGF MANAGEMENT LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

(unaudited) (in thousands of Canadian dollars)	Capital stock	Contributed surplus	Retained earnings	Accumulated other comprehensive income	Equity attributable to owners of the Company	Non-controlling interest	Total equity
Balance, December 1, 2024	$ 393,218	$ 45,142	$ 686,863	$ 3,205	**$ 1,128,428**	$ 30,652	**$ 1,159,080**
Net income (loss) for the period	–	–	55,240	–	**55,240**	(1,070)	**54,170**
Other comprehensive loss (net of tax)	–	–	–	(7)	**(7)**	–	**(7)**
Comprehensive income (loss) for the period	–	–	55,240	(7)	**55,233**	(1,070)	**54,163**
AGF Class B Non-Voting shares issued through dividend reinvestment plan	263	–	–	–	**263**	–	**263**
Stock options	2,444	(156)	–	–	**2,288**	–	**2,288**
AGF Class B Non-Voting shares purchased for cancellation, including tax of $nil	(1,489)	–	(992)	–	**(2,481)**	–	**(2,481)**
Dividends, including tax of $0.2 million	–	–	(15,815)	–	**(15,815)**	–	**(15,815)**
Equity-settled Restricted Share Units, net of tax	–	(2,899)	–	–	**(2,899)**	–	**(2,899)**
Treasury stock purchased	(2,313)	–	–	–	**(2,313)**	–	**(2,313)**
Treasury stock released	3,912	–	(3,068)	–	**844**	–	**844**
NCI Share buyback	–	–	2,379	–	**2,379**	(2,379)	**–**
Balance, May 31, 2025	**$ 396,035**	**$ 42,087**	**$ 724,607**	**$ 3,198**	**$ 1,165,927**	**$ 27,203**	**$ 1,193,130**
Balance, December 1, 2025	$ 388,987	$ 44,732	$ 773,223	$ 3,308	**$ 1,210,250**	$ 24,815	**$ 1,235,065**
Net income for the period	–	–	64,346	–	**64,346**	389	**64,735**
Other comprehensive loss (net of tax)	–	–	–	(28)	**(28)**	–	**(28)**
Comprehensive income (loss) for the period	–	–	64,346	(28)	**64,318**	389	**64,707**
Transfer of realized gain on FVTOCI equity investments	–	–	960	(960)	**–**	–	**–**
AGF Class B Non-Voting shares issued through dividend reinvestment plan	213	–	–	–	**213**	–	**213**
Stock options	7,333	(1,132)	–	–	**6,201**	–	**6,201**
AGF Class B Non-Voting shares purchased for cancellation, including tax of $0.1 million	(7,689)	–	(14,796)	–	**(22,485)**	–	**(22,485)**
Dividends, including tax of $0.2 million	–	–	(16,837)	–	**(16,837)**	–	**(16,837)**
Equity-settled Restricted Share Units, net of tax	–	(2,457)	–	–	**(2,457)**	–	**(2,457)**
Treasury stock purchased	(4,889)	–	–	–	**(4,889)**	–	**(4,889)**
Treasury stock released	4,399	–	(4,474)	–	**(75)**	–	**(75)**
NCI Share buyback	–	–	1,494	–	**1,494**	(1,907)	**(413)**
Balance, May 31, 2026	**$ 388,354**	**$ 41,143**	**$ 803,916**	**$ 2,320**	**$ 1,235,733**	**$ 23,297**	**$ 1,259,030**

(The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.)

AGF MANAGEMENT LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOW

(unaudited)		Six months ended	
(in thousands of Canadian dollars)	Note	May 31, 2026	May 31, 2025
Operating Activities			
Net income for the period		$ 64,735	$ 54,170
Adjustments for			
Amortization, depreciation and derecognition		4,972	4,764
Interest expense	7, 10	2,874	2,986
Income tax expense	19	18,686	18,444
Income taxes paid		(15,514)	(23,182)
Stock-based compensation	13	4,267	4,946
Share of profit of joint ventures	4	(401)	(478)
Distributions from joint ventures	4	1,558	1,150
Fair value adjustment on long-term investments	3	12,730	(11,539)
Fair value adjustments on business acquisition liabilities and convertible note receivable	8, 21	(15,375)	(552)
Net realized and unrealized gain on short-term investments	3	(1,624)	(34)
Other income		(473)	(8)
		76,435	50,667
Net change in non-cash working capital balances related to operations			
Accounts receivable and other current assets		6,596	(9,569)
Other assets		53	417
Accounts payable and accrued liabilities		(55,720)	(21,903)
Other liabilities		(2,125)	(6,409)
		(51,196)	(37,464)
Net cash provided by operating activities		25,239	13,203
Investing Activities			
Investment in associates and joint ventures	4, 8	(28,519)	(1,043)
Purchase of long-term investments	3	(659)	(76,946)
Purchase of property, equipment and computer software, net of disposals		(3,415)	(2,023)
Purchase of short-term investments		(2,666)	(1,000)
Proceeds from sale of short-term investments		6,468	5,487
Funding of convertible note receivable	8	(8,279)	–
Net cash used in investing activities		(37,070)	(75,525)
Financing Activities			
Purchase of Class B Non-Voting shares for cancellation	11	(22,485)	(2,481)
Issue of Class B Non-Voting shares	11	6,230	2,117
Purchase of NCI shares	8	(2,296)	(2,984)
Purchase of treasury stock	11	(4,889)	(2,313)
Dividends paid	15	(16,444)	(15,372)
Net issuance of long-term debt	10	63,000	69,000
Interest paid		(1,508)	(1,617)
Lease payments	7	(3,126)	(3,161)
Net cash provided by financing activities		18,482	43,189
Increase (decrease) in cash and cash equivalents		6,651	(19,133)
Balance of cash and cash equivalents, beginning of the period		47,648	52,960
Balance of cash and cash equivalents, end of the period		$ 54,299	$ 33,827
Cash and cash equivalents comprise:			
Cash at bank		$ 48,144	$ 27,504
Term deposit		6,155	6,323
Total cash and cash equivalents		$ 54,299	$ 33,827

(The accompanying notes are an integral part of these Condensed Consolidated Interim Financial Statements.)

Notes to the Condensed Consolidated Interim Financial Statements

Note 1: General Information

AGF Management Limited (AGF or the Company) is a limited liability company incorporated and domiciled in Canada under the Business Corporations Act (Ontario). The address of its registered office and principal place of business is CIBC SQUARE, Tower One, 81 Bay Street, Toronto, Ontario.

The Company is an independent and globally diverse asset management firm, whose principal subsidiaries provide investment management of equity, fixed income, alternative and multi-asset investment solutions through its three business lines: AGF Investments, AGF Private Wealth and AGF Capital Partners. The Company also provides fund administration services to the AGF mutual funds.

AGF Capital Partners business includes strategic investments in Kensington Capital Partners Limited (KCPL) and New Holland Capital (NHC), joint ventures with Stream Asset Financial Management LP (SAFM LP) and AGF SAF Private Credit Management LP (PCMLP), as well as fee-earning arrangements with Instar Group Inc. (Instar) and First Ascent Ventures (First Ascent). On May 29, 2026, the Company completed a transaction with NHC. Refer to Notes 4 and 8(b) for further information.

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on June 23, 2026.

Note 2: Material Accounting Policy Information

(a) Basis of Preparation

These condensed consolidated interim unaudited financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards) applicable to the preparation of interim financial statements, including International Accounting Standard 34 (IAS 34), Interim Financial Reporting. Amounts are expressed in Canadian dollars, unless otherwise stated. The accounting policies in these condensed consolidated interim financial statements are consistent with those disclosed in the Company's annual consolidated financial statements for the year ended November 30, 2025. These condensed consolidated interim financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended November 30, 2025, which have been prepared in accordance with IFRS Accounting Standards.

(b) Adoption of New and Amended Accounting Standards

The Company continues to monitor future accounting standards and analyze the effect the standards may have on the Company's operations. There are no new or amended accounting standards issued during the six months ended May 31, 2026 that are deemed to have a material impact on the Company.

Note 3: Investments and Long-term Investments

(a) Investments

The following table presents a breakdown of investments:

(in thousands of Canadian dollars)		May 31, 2026		November 30, 2025
Fair value through profit or loss				
AGF mutual funds and other	$	17,149	$	17,728
Fair value through other comprehensive income				
Equity securities		101		1,225
	$	17,250	$	18,953

For the three and six months ended May 31, 2026, the Company recorded a net fair value gain related to investments classified as fair value through profit and loss (FVTPL) of $1.0 million and $1.6 million (2025 – net fair value loss of $0.1 million and net fair value gain of $0.1 million).

During the three and six months ended May 31, 2026 and 2025, no impairment charges were recognized.

(b) Long-term Investments

As at May 31, 2026, the carrying value of the Company's long-term investments in the AGF Capital Partners business was $417.8 million (November 30, 2025 – $429.9 million).

The continuity for the Company's long-term investments, accounted for at FVTPL, for the six months ended May 31, 2026 and 2025 is as follows:

	Six months ended			
(in thousands of Canadian dollars)		May 31, 2026		May 31, 2025
Balance, beginning of the period	$	429,882	$	321,243
Purchase of long-term investments		659		76,946
Fair value adjustment recognized in profit or loss[1]		(12,730)		11,539
Balance, end of the period	$	417,811	$	409,728

[1] Fair value adjustment is based on the net assets of the fund less the Company's portion of the carried interest that would be payable by the fund upon crystallization.

Fair value adjustments and income distributions related to the Company's long-term investments in AGF Capital Partners are included in fair value adjustments and distribution income in the condensed consolidated interim statement of income. For the three and six months ended May 31, 2026, the Company recorded a net fair value gain related to long-term investments of $4.1 million and a net fair value loss of $12.7 million (2025 – net fair value gain of $4.8 million and $11.5 million) and distributions related to long-term investments of $1.4 million and $7.6 million (2025 – $1.7 million and $10.5 million).

The following shows the Company's commitment in funds and investments associated with the AGF Capital Partners business as at May 31, 2026 and 2025.

	Six months ended			
(in thousands of Canadian dollars)		May 31, 2026		May 31, 2025
Commitment, beginning of the period	$	11,705	$	19,818
Additional capital committed		366		72,063
Funded capital during the period		(366)		(76,946)
Remaining commitment to be funded, end of the period	$	11,705	$	14,935

Note 4: Investment in Associates and Joint Ventures

On May 29, 2026, the Company funded the remaining $8.3 million (US$6.0 million) of its convertible note receivable from NHC (refer to Notes 8(b) and 21), bringing the total amount advanced to $20.7 million (US$15.0 million), and exercised its conversion right, resulting in a 24.99% interest in NHC. The Company invested an additional $28.4 million (US$20.6 million) to increase its interest to 50%. The Company accounts for its 50% investment in NHC as a joint venture using the equity accounting method. The conclusion of joint control is a critical accounting judgement and is based on the governance rights, including the assessment that the Warrants issued as part of the transaction are not substantive as they are subject to certain regulatory requirements to receive consent from NHC's fund investors and the consent has not been obtained or substantially assured.

The continuity for investments in associates and joint ventures for the six months ended May 31, 2026 and 2025 is as follows:

	Six months ended			
(in thousands of Canadian dollars)		May 31, 2026		May 31, 2025
Balance, beginning of the period	$	2,925	$	1,801
Investment in associates and joint ventures[1]		62,767		1,043
Share of profit		401		478
Distributions received		(1,558)		(1,150)
Balance, end of the period	$	64,535	$	2,172

[1] The increase in investment in associates and joint ventures during the period is primarily due to the investment in NHC, effective May 29, 2026. Refer to Note 8(b) for more information.

For the three and six months ended May 31, 2026, the Company recognized income of $0.1 million and $0.4 million (2025 – income of $0.3 million and $0.5 million) and received distributions of $1.6 million and $1.6 million (2025 – $1.1 million and $1.2 million) from its AGF Capital Partners joint ventures.

Note 5: Accounts Receivable, Prepaid Expenses and Other Receivables

(in thousands of Canadian dollars)	May 31, 2026	November 30, 2025
Management, advisory and administration fee receivables	$ 32,707	$ 28,002
Prepaid expenses	10,217	10,077
Other receivables	2,917	13,723
Accounts receivable, prepaid expenses and other receivables	$ 45,841	$ 51,802

Note 6: Other Fee-earning Arrangements

InstarAGF Fee-earning Arrangement

The Company has a fee arrangement with Instar whereby AGF earns annual fees of 14 bps on the assets under management of the InstarAGF Essential Infrastructure Fund I and II (together, the InstarAGF Funds). The fee arrangement is classified as a contract with Instar under IFRS 15. Under IFRS 15, the annual fee will be recorded as income on an accrual basis over the remaining terms of each of the InstarAGF Funds. As at May 31, 2026, the InstarAGF Funds fee-earning assets were $2.0 billion (November 30, 2025 – $2.0 billion). During the three and six months ended May 31, 2026, the Company recognized $0.7 million and $1.4 million (2025 – $0.7 million and $1.4 million) of income related to the fee arrangement.

The Company's carried interest participation in the InstarAGF Funds is classified as a financial instrument under IFRS 9, specifically equity instrument, and measured at FVTPL. The fair value of the carried interest investment as at May 31, 2026 is $3.0 million (November 30, 2025 – $3.0 million) and is included in other assets and $3.0 million in the other long-term liabilities (November 30, 2025 – $3.0 million) in the condensed consolidated interim statement of financial position. The Company has $3.0 million in long-term deferred income related to the initial recognition of the carried interest entity, which will be recognized in the condensed consolidated interim statement of income as distributions are received. Subsequent fair value adjustments on the carried interest entities will result in changes to the asset with a corresponding change in net income. During the three and six months ended May 31, 2026, the Company did not recognize any fair value adjustment (2025 – $nil) in the asset and corresponding deferred income.

First Ascent Fee-earning Arrangement

AGF has a strategic private equity partnership with First Ascent focused on investing in emerging technology companies. Based on the terms of the agreements, AGF committed $30.0 million cornerstone investment to First Ascent's second fund (First Ascent Fund) and will earn an annual fee of $0.2 million during the commitment period up to August 31, 2026 and 11.5 bps on the net invested capital after the commitment period. As at May 31, 2026, the First Ascent Fund fee-earning asset was $0.1 billion (November 30, 2025 – $0.1 billion) and during the three and six months ended May 31, 2026, the Company recognized immaterial and $0.1 million (2025 – immaterial and $0.1 million) of income related to the fee arrangement.

Note 7: Right-of-use Assets and Lease Liabilities

The Company leases property and office equipment. As at May 31, 2026, the Company has right-of-use assets of $65.9 million (November 30, 2025 – $65.7 million) and total lease liabilities of $80.7 million (November 30, 2025 – $79.6 million) recorded on the condensed consolidated interim statement of financial position.

The following shows the carrying amounts of the Company's right-of-use assets and lease liabilities by class and the movements during the six months ended May 31, 2026 and 2025:

		Right-of-use assets		Lease liabilities
(in thousands of Canadian dollars)	Property	Equipment	Total	
As at December 1, 2025	$ 65,466	$ 228	$ 65,694	$ 79,564
Depreciation expense	(2,261)	(46)	(2,307)	–
Lease modification/revaluation	2,511	–	2,511	3,110
Interest expense	–	–	–	1,159
Payments	–	–	–	(3,126)
As at May 31, 2026	**$ 65,716**	**$ 182**	**$ 65,898**	**$ 80,707**
As at December 1, 2024	$ 67,686	$ 318	$ 68,004	$ 81,171
Depreciation expense	(2,212)	(50)	(2,262)	–
Lease modification and reassessment	2,187	33	2,220	2,204
Interest expense	–	–	–	1,153
Payments	–	–	–	(3,161)
As at May 31, 2025	**$ 67,661**	**$ 301**	**$ 67,962**	**$ 81,367**

Note 8: Financial Instruments

(a) Total Return Swap

The Company entered into Total Return Swap agreements (TRS) to manage its exposure to changes in the fair value of its cash-settled Restricted Share Units (RSUs) and Deferred Share Units (DSUs). The Company has economically hedged the applicable units for a total notional of $10.4 million at average price of $9.83 per AGF.B share as at May 31, 2026. The TRS contract expires on November 2, 2026.

The Company has not designated the TRS agreement as a hedging instrument for accounting purposes. The Company presents the fair value changes in the TRS, which includes the benefit of reinvested dividends, along with the associated financing and execution costs of the TRS, together with the corresponding fair value changes of the DSUs within the stock-based compensation expense component of Selling, General and Administrative expenses in the condensed consolidated interim statement of income.

The Company recognized an expense of $3.2 million and a recovery of $3.5 million on the TRS in the condensed consolidated interim statement of income under Selling, General and Administrative expenses for the three and six months ended May 31, 2026 (2025 – recovery of $0.1 million and $1.1 million).

As at May 31, 2026, the balance of the TRS included in Derivative Financial Instrument as a current asset was $8.0 million (November 30, 2025 – $4.3 million).

The fair value of the total return swap is classified as level 2 under the fair value hierarchy. Refer to Note 21 for additional information.

(b) Convertible Note Receivable

On February 9, 2024, the Company entered into a note purchase agreement with NHC pursuant to which NHC issued to the Company a convertible promissory note under which NHC could borrow up to US$15.0 million. The convertible note gave the Company the right to convert the outstanding balance into a 24.99% interest on or after February 9, 2026, or upon a change-of-control event.

On May 29, 2026, the Company funded the remaining $8.3 million (US$6.0 million), bringing the total amount advanced to $20.7 million (US$15.0 million) and exercised its conversion right, resulting in a 24.99% interest in NHC.

As part of the transaction, the Company also exercised its Second Investment Option, making an additional investment of $28.4 million (US$20.6 million), increasing its interest in NHC to 50%. Following the exercise of the Second Investment Option, the original note purchase agreement was terminated.

On May 29, 2026, a First Warrant and Second Warrant were also issued. The First Warrant, exercisable through May 29, 2041, allows the Company to increase its interest to a controlling interest of 50.01%, subject to certain regulatory requirements to receive consent from NHC's fund investors. The Second Warrant, exercisable through May 29, 2029, allows the Company to increase its interest by an additional 16%, subject to the same consent requirements.

During the three and six months ended May 31, 2026, the Company recognized a fair value gain of $14.7 million and $14.9 million, respectively, on the convertible note receivable and embedded investment options (2025 – loss of $0.1 million and $0.1 million).

While outstanding, the convertible note accrued interest at 10% and paid special interest of 24.99% of net aggregate profits. During the three and six months ended May 31, 2026, the Company recognized interest of $0.3 million and $0.6 million, respectively (2025 – $0.3 million and $0.7 million). The Company also recognized special interest in other income of $nil and $4.3 million for the three and six months ended May 31, 2026, respectively (2025 – $0.7 million and $0.7 million).

Upon exercise of the convertible note and the Second Investment Option, the Company accounts for the 50% investment in NHC as a joint venture using the equity accounting method. The fair value of the First and Second Warrants are included in derivative financial instruments in the condensed consolidated interim statement of financial position and are classified as level 3 within the fair value hierarchy. Refer to Note 21 for additional information.

(c) Contingent Consideration Payable and Put Option Liability

Contingent consideration payable includes a liability of $6.2 million (November 30, 2025 – $6.9 million) related to a portion of certain carried interest and performance fees related to investments made prior to the KCPL acquisition, which will be payable contingent upon carried interest and performance fees being realized by KCPL over a specified period. During the three and six months ended May 31, 2026, the Company recorded a fair value loss of $1.0 million and $0.6 million on the contingent consideration payable (2025 – immaterial and fair value loss of $0.4 million).

Contingent consideration payable also includes a preferred share liability of $17.1 million (November 30, 2025 – $17.1 million), representing KCPL's preferred limited partnership interest in KCPL Legacy Asset LP for certain assets that are excluded from the transaction. The preferred share arrangement is intended to be a flow-through with no impact on a consolidated basis, as the preferred share liability is offset by the corresponding preferred share limited partnership interest on the condensed consolidated interim statement of financial position.

The Company has a put agreement with the non-controlling interest (NCI) holders to acquire the NCI of KCPL. Under the agreement, the Company is obligated to purchase shares at a price determined in part by reference to earnings. The Company assessed the terms of the arrangement with KCPL and concluded that the put option does not give the Company a present ownership interest in the shares subject to the put. The put options became exercisable in 2025, with the majority exercisable in 2027.

As at November 30, 2025, NCI shareholders held 45% of the outstanding shares of KCPL. During the six months ended May 31, 2026, NCI holders redeemed 3% of their holdings, reducing the NCI ownership to 42%. The Company has recognized a financial liability measured as the present value of the redemption amount of the put option and has separately recorded NCI. The put option liability was reduced by $2.3 million for the redeemed holdings. A fair value gain of $0.8 million and $0.2 million was recorded on the put option liability for the three and six months ended May 31, 2026, respectively (2025 – immaterial and fair value loss of $0.1 million). As at May 31, 2026, the fair value of the put option liability was $26.3 million (November 30, 2025 – $28.4 million).

(d) Legacy Long-term Incentive Plan

The Company has a legacy long-term incentive plan (LLTIP) whereby specific KCPL employees are allocated a portion of income earned related to investments made prior to the acquisition. During the three and six months ended May 31, 2026, AGF recorded a $0.3 million expense and $0.8 million recovery (2025 – $1.2 million and $4.3 million expense) of compensation expenses related to the LLTIP plan, included in selling, general and administrative expenses. The corresponding obligation related to the plan is recorded under other long-term liabilities on the condensed consolidated interim statement of financial position. As at May 31, 2026, other long-term liabilities includes a provision of $16.5 million for the KCPL LLTIP (November 30, 2025 – $17.5 million).

Note 9: Accounts Payable and Accrued Liabilities

(in thousands of Canadian dollars)	May 31, 2026	November 30, 2025
Compensation related payable	$ 44,022	$ 83,641
HST payable	8,136	12,775
Non-compensation related payable	24,249	25,142
Accounts payable and accrued liabilities	$ 76,407	$ 121,558

Note 10: Long-term Debt

The Company's unsecured revolving credit facility (the Facility) has a maximum aggregate principal amount of $140.0 million and a $10.0 million swingline facility commitment. Advances under the Facility are made available by prime-rate loans in U.S. or Canadian dollars, under Canadian Overnight Repo Rate Average (CORRA) advances or by issuance of letters of credit. The Facility is due in full on October 31, 2027. During the six months ended May 31, 2026, AGF repaid $132.0 million (2025 – $99.0 million) and drew $195.0 million (2025 – $168.0 million). As at May 31, 2026, AGF had drawn $105.0 million (November 30, 2025 – $42.0 million) against the Facility. There is $45.0 million remaining that is available to be drawn from the Facility and swingline facility commitment. In addition, AGF has an accordion available, subject to credit approval, of $100.0 million with the Facility. AGF incurs transaction fees on the Facility which are amortized over the term of the Facility. As at May 31, 2026, the remaining balance of the transaction fee was $0.1 million (November 30, 2025 – $0.2 million).

The financial covenant on the Facility requires AGF to maintain a total debt to trailing twelve-months EBITDA ratio below 3:1 until October 31, 2027. As at May 31, 2026, AGF is in compliance with the covenant.

Note 11: Capital Stock

(a) Authorized Capital

The authorized capital of AGF consists of an unlimited number of AGF Class B Non-Voting shares and an unlimited number of AGF Class A Voting common shares. The Class B Non-Voting shares are listed for trading on the Toronto Stock Exchange (TSX).

(b) Changes During the Period

The change in capital stock is summarized as follows:

	Six months ended			
	May 31, 2026		May 31, 2025	
(in thousands of Canadian dollars, except per share data)	Shares	Stated value	Shares	Stated value
Class A Voting common shares	57,600	$ –	57,600	$ –
Class B Non-Voting shares				
Balance, beginning of the period	64,216,797	$ 388,987	64,642,043	$ 393,218
Issued through dividend reinvestment plan	12,742	213	26,610	263
Stock options exercised	985,418	7,333	339,252	2,444
Purchased for cancellation	(1,257,381)	(7,689)	(243,800)	(1,489)
Treasury stock purchased for employee benefit trust	(300,000)	(4,889)	(200,000)	(2,313)
Treasury stock released for employee benefit trust	375,313	4,399	476,246	3,912
Balance, end of the period	64,032,889	$ 388,354	65,040,351	$ 396,035

(c) Class B Non-Voting Shares Purchased for Cancellation

AGF has obtained applicable regulatory approval to purchase for cancellation, from time to time, certain of its Class B Non-Voting shares through the facilities of the TSX (or as otherwise permitted by the TSX). AGF relies on an automatic purchase plan during the normal course issuer bid. The automatic purchase plan allows for purchases by AGF of its Class B Non-Voting shares subject to certain parameters. Under its normal course issuer bid, AGF may purchase up to 10% of the public float outstanding on the date of the receipt of regulatory approval or up to 4,693,830 shares for the period from February 10, 2026 to February 9, 2027. During the three and six months ended May 31, 2026, AGF purchased 552,850 and 1,257,381 (2025 – 235,400 and 243,800) Class B Non-Voting shares under the normal course issuer bid at an average price of $19.19 and $17.88 (2025 – $10.16 and $10.18) for a total cost of $10.6 million and $22.5 million (2025 – $2.4 million and $2.5 million). During the three and six months ended May 31, 2026, $7.2 million and $14.8 million premium (2025 – $1.0 million and $1.0 million premium) from the recorded capital stock value of the shares purchased for cancellation was recorded in retained earnings.

(d) Class B Non-Voting Shares Purchased as Treasury Stock for Employee Benefit Trust

During the three and six months ended May 31, 2026, AGF purchased nil and 300,000 (2025 – 1,900 and 200,000) Class B Non-Voting shares for the employee benefit trust at $nil and $4.9 million (2025 – immaterial and $2.3 million). Shares purchased for the trust are purchased under the Company's normal course issuer bid and recorded as a reduction to capital stock. During the three and six months ended May 31, 2026, nil and 375,313 (2025 – 24,552 and 476,246) Class B Non-Voting shares purchased as treasury stock were released. As at May 31, 2026, 500,956 (November 30, 2025 – 576,269) Class B Non-Voting shares were held as treasury stock.

Note 12: Accumulated Other Comprehensive Income

(in thousands of Canadian dollars)		Foreign currency translation		Fair value through OCI (FVTOCI)		Total
Accumulated other comprehensive income at December 1, 2025	$	(1,501)	$	4,809	$	3,308
Transactions during the period ended May 31, 2026						
Other comprehensive loss		–		(32)		(32)
Income tax benefit		–		4		4
Transfer of realized gain on FVTOCI equity investments to retained earnings		–		(960)		(960)
Balance, May 31, 2026	$	(1,501)	$	3,821	$	2,320
Accumulated other comprehensive income at December 1, 2024	$	(1,501)	$	4,706	$	3,205
Transactions during the year ended November 30, 2025						
Other comprehensive income		–		119		119
Income tax expense		–		(16)		(16)
Balance, November 30, 2025	$	(1,501)	$	4,809	$	3,308

Note 13: Stock-based Compensation and Other Stock-based Payments

(a) Stock Option Plans

Under the Company's stock option plans, an additional maximum of 1,585,445 Class B Non-Voting shares could have been granted as at May 31, 2026 (November 30, 2025 – 1,643,487).

The change in stock options during the six months ended May 31, 2026 and 2025 is summarized as follows:

	Six months ended					
	May 31, 2026			May 31, 2025		
(in thousands of Canadian dollars)	Options		Weighted average exercise price	Options		Weighted average exercise price
Class B Non-Voting share options						
Balance, beginning of the period	1,764,782	$	6.79	2,477,452	$	6.20
Options granted	58,042		18.27	116,384		11.17
Options exercised	(985,418)		6.32	(339,252)		6.24
Balance, end of the period	837,406	$	8.14	2,254,584	$	6.45

During the three and six months ended May 31, 2026, nil and 58,042 (2025 – nil and 116,384) stock options were granted to employees. The fair value of options granted during the three and six months ended May 31, 2026 has been estimated at $nil and $4.04 (2025 – $nil and $2.71) per option using the Black-Scholes option-pricing model. The following assumptions were used to determine the fair value of the options granted during the six months ended May 31, 2026 and 2025.

Six months ended	May 31, 2026	May 31, 2025
Risk-free interest rate	2.9%	2.8%
Expected dividend yield	2.7%	4.0%
Five-year historical-based		
expected share price volatility	27.5%	36.1%
Forfeiture rate	4.4%	4.3%
Option term	5.3 years	5.4 years

During the six months ended May 31, 2026, 985,418 options were exercised (2025 – 339,252) at an average exercise price of $6.32 (2025 – $6.24) for total proceeds of $6.2 million (2025 – $2.1 million).

During the three and six months ended May 31, 2026, compensation expense for stock options of $0.1 million and $0.1 million (2025 – $0.1 million and $0.2 million) was recognized in selling, general and administrative expenses with a corresponding offset to contributed surplus.

(b) Other Stock-based Compensation

Other stock-based compensation includes RSUs and DSUs. Compensation expense related to cash-settled RSUs and DSUs for the three and six months ended May 31, 2026 was $0.3 million and $0.8 million (2025 – $0.5 million and $1.3 million) and the liability recorded as at May 31, 2026 related to cash-settled RSUs and DSUs was $17.9 million (November 30, 2025 – $26.3 million). Compensation expense related to equity-settled RSUs for the three and six months ended May 31, 2026 was $1.8 million and $3.6 million (2025 – $2.1 million and $4.0 million) and contributed surplus related to equity-settled RSUs, net of tax, as at May 31, 2026 was $8.9 million (November 30, 2025 – $11.3 million).

The change in share units of RSUs and DSUs during the six months ended May 31, 2026 and 2025 is as follows:

	Six months ended	
	May 31, 2026	May 31, 2025
(in thousands of Canadian dollars)	Number of share units	Number of share units
Outstanding, beginning of the period	3,575,752	4,088,598
Issued		
Initial grant	613,997	850,656
In lieu of dividends	33,427	86,805
Settled in cash	(1,339,753)	(548,160)
Settled in equity, net of tax	(433,677)	(536,267)
Forfeited and cancelled	(26,153)	(30,307)
Outstanding, end of the period	2,423,593	3,911,325
Cash-settled, end of the period	1,078,546	1,923,983
Equity-settled, end of the period	1,345,047	1,987,342

Note 14: Earnings per Share

(in thousands of Canadian dollars, except per share amounts)	Three months ended May 31, 2026	Three months ended May 31, 2025	Six months ended May 31, 2026	Six months ended May 31, 2025
Numerator				
Net income attributable to equity owners for the period	$ 46,308	$ 24,290	$ 64,346	$ 55,240
Denominator				
Weighted average number of shares – basic	64,048,801	65,071,539	64,186,349	65,129,299
Dilutive effect of employee stock-based compensation awards	1,357,723	2,099,968	1,401,717	1,987,689
Weighted average number of shares – diluted	65,406,524	67,171,507	65,588,066	67,116,988
Earnings per share for the period				
Basic	$ 0.72	$ 0.37	$ 1.00	$ 0.85
Diluted	$ 0.71	$ 0.36	$ 0.98	$ 0.82

Note 15: Dividends

During the three and six months ended May 31, 2026, the Company paid dividends of 13.5 cents and 26.0 cents (2025 – 12.5 cents and 24.0 cents) per share. Total dividends paid, including dividends reinvested, during the three and six months ended May 31, 2026 were $8.7 million and $16.7 million (2025 – $8.1 million and $15.6 million). On June 23, 2026, the Board of Directors of AGF declared a quarterly dividend on both the Class A Voting common shares and Class B Non-Voting shares of the Company of 13.5 cents per share in respect of the three months ended May 31, 2026, amounting to a total dividend of approximately $8.7 million (2025 – $8.1 million). These condensed consolidated interim financial statements do not reflect this dividend.

Note 16: Management, Advisory and Administration Fees

(in thousands of Canadian dollars)	Three months ended May 31, 2026	Three months ended May 31, 2025	Six months ended May 31, 2026	Six months ended May 31, 2025
Management, advisory and administration fees	$ 145,781	$ 129,748	$ 287,366	$ 264,742
Fund expenses	(4,412)	(4,169)	(9,403)	(9,219)
	$ 141,369	$ 125,579	$ 277,963	$ 255,523

Note 17: Other Income

Other income includes interest income earned on term deposit, foreign exchange gain and loss and other miscellaneous income.

(in thousands of Canadian dollars)	Three months ended May 31, 2026	Three months ended May 31, 2025	Six months ended May 31, 2026	Six months ended May 31, 2025
Interest income	$ 983	$ 564	$ 1,675	$ 1,259
Other[1]	639	132	4,805	821
	$ 1,622	$ 696	$ 6,480	$ 2,080

[1] Includes special interest income in aggregated net profit from NHC of $nil and $4.3 million for the three and six months ended May 31, 2026 (2025 – $0.7 million and $0.7 million). Refer to Note 8(b) for more information.

Note 18: Expenses by Nature

	Three months ended		Six months ended	
(in thousands of Canadian dollars)	May 31, 2026	May 31, 2025	May 31, 2026	May 31, 2025
Selling, general and administrative				
Salaries and benefits	$ 24,741	$ 24,286	$ 51,789	$ 51,004
Performance-based compensation[1]	18,156	15,904	34,360	35,956
Stock-based compensation[2]	2,139	2,517	4,445	5,350
Severance	824	2,064	3,963	3,137
Non-compensation related expenses	18,159	18,042	36,936	35,203
	$ 64,019	$ 62,813	$ 131,493	$ 130,650

[1] Performance-based compensation includes $0.3 million expense and $0.8 million recovery related to the KCPL LLTIP for the three and six months ended May 31, 2026 (2025 – $1.2 million and $4.3 million expense).

[2] Includes derivative financial instrument. Refer to Note 8(a) for more information.

Note 19: Income Tax Expense

Income tax expense is recognized based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. The effective tax rate for the six months ended May 31, 2026 was 22.4% (2025 – 25.4%).

The main items impacting the effective tax rate in the period relate to fair value gains for accounting purposes on the conversion of the NHC convertible note that are not subject to tax in the relevant jurisdiction and prior period tax adjustments.

Note 20: Financial Risk Management

Geopolitical tensions in the Middle East are influencing near-term market volatility, affecting equities, bond yields and commodities, particularly oil prices. A prolonged conflict and further escalation could lead to continued fluctuations across both local and global markets and affect liquidity, energy prices and investment performance across multiple asset classes.

At the same time, tariffs remain an ongoing source of market risk and uncertainty given the potential impact on economic growth through pressure on corporate margins and consumer spending. Legal challenges, evolving trade frameworks, and geopolitical dynamics add further complexity. The Company will continue to monitor any new developments and assess the potential impacts to its business and operations.

Material market disruptions, including from geopolitical tensions, tariffs, retaliatory tariffs or other trade protectionist measures, can adversely impact local and global markets and normal market operations. Such disruptions could have an adverse impact on the value of the Company's investments and performance.

A significant portion of AGF's revenue is driven by its total average assets under management (AUM). These AUM levels are impacted by both net sales and changes in the market. In general, for every $1.0 billion reduction in average AUM excluding AGF Capital Partners, annualized management, advisory and administration fee revenues, net of trailer commissions and investment advisory fees, would decline by approximately $6.8 million.

Note 21: Fair Value of Financial Instruments

The carrying value of accounts receivable and other assets, accounts payable and accrued liabilities approximates fair value due to their short-term nature. Long-term debt, if any, approximates fair value as a result of the floating rate portion of the effective interest rate.

The table below analyzes financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1 Quoted prices (unadjusted) in active markets for identical assets and liabilities,

Level 2 Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices), and

Level 3 Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The following table presents the group's assets and liabilities that are measured at fair value at May 31, 2026:

May 31, 2026 (in thousands of Canadian dollars)	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Financial assets at fair value through profit or loss				
Cash and cash equivalents	$ 54,299	$ –	$ –	$ 54,299
AGF mutual funds and other	17,149	–	–	17,149
Derivative financial instrument[1]	–	8,005	1,492	9,497
Long-term investments	–	–	417.811	417,811
Carried interest[2]	–	–	2,997	2,997
Preferred limited partnership interest[3]	–	–	17,065	17,065
Financial assets at fair value through other comprehensive income				
Equity securities	101	–	–	101
Total financial assets	$ 71,549	$ 8,005	$ 439,365	$ 518,919
Liabilities				
Financial liabilities at fair value through profit or loss				
Put option liability	$ –	$ –	$ 26,327	$ 26,327
Long-term contingent consideration payable[3]	–	–	23,331	23,331
Long-term deferred income on carried interest[4]	–	–	2,997	2,997
Total financial liabilities	$ –	$ –	$ 52,655	$ 52,655

[1] Derivative financial instruments include TRS and warrants in connection with the Company's investment in NHC.

[2] Carried interest is disclosed under other assets on the condensed consolidated interim statement of financial position.

[3] Preferred share liability is recorded as long-term contingent consideration payable on the condensed consolidated interim statement of financial position.

[4] Long-term deferred income on carried interest is disclosed under other long-term liabilities on the condensed consolidated interim statement of financial position.

The following table presents the group's assets and liabilities that were measured at fair value at November 30, 2025:

November 30, 2025 (in thousands of Canadian dollars)		**Level 1**		**Level 2**		**Level 3**		**Total**
Assets								
Financial assets at fair value through profit or loss								
Cash and cash equivalents	$	47,648	$	–	$	–	$	47,648
AGF mutual funds and other		17,728		–		–		17,728
Derivative financial instrument		–		4,334		–		4,334
Long-term investments		–		–		429,882		429,882
Carried interest[1]		–		–		2,997		2,997
Preferred limited partnership interest[2]		–		–		17,065		17,065
Convertible note receivable		–		–		12,489		12,489
Financial assets at fair value through other comprehensive income								
Equity securities		1,225		–		–		1,225
Total financial assets	$	66,601	$	4,334	$	462,433	$	533,368
Liabilities								
Financial liabilities at fair value through profit or loss								
Put option liability	$	–	$	–	$	28,404	$	28,404
Long-term contingent consideration payable[2]		–		–		23,975		23,975
Long-term deferred income on carried interest[3]		–		–		2,997		2,997
Total financial liabilities	$	–	$	–	$	55,376	$	55,376

[1] Carried interest is disclosed under other assets on the condensed consolidated interim statement of financial position.

[2] Preferred share liability is recorded as long-term contingent consideration payable on the condensed consolidated interim statement of financial position.

[3] Long-term deferred income on carried interest is disclosed under other long-term liabilities on the condensed consolidated interim statement of financial position.

The fair value of financial instruments traded in active markets is determined using the quoted prices where they represent those at which regularly and recently occurring transactions take place.

Level 1 instruments include investments in AGF mutual funds as well as highly liquid temporary deposits with Irish banks.

Level 2 instruments include derivative instruments with major Canadian chartered banks and Canadian federal government debt. Canadian federal government debt is measured at amortized cost and its fair value approximates its carrying value due to its short-term nature.

Level 3 instruments include long-term investments related to the AGF Capital Partners business, fair value of the convertible note, derivative instruments with NHC, fair value of the preferred limited partnership interest from KCPL, fair value of the carried interest investments related to the InstarAGF Funds and fair value of the contingent consideration payable and put option liability related to KCPL. Instruments classified in this category have a parameter input or inputs that are unobservable and that have a more than insignificant impact on either the fair value of the instrument or the profit or loss of the instrument.

The fair value of the Company's long-term investments as at May 31, 2026 has been estimated using the net asset value (NAV) as calculated by the asset manager of the fund, adjusted for certain market considerations. If the NAV were to increase or decrease by 10%, the fair value of the Company's long-term investment and pre-tax income would increase or decrease by $41.8 million. Refer to Note 3(b) for additional information.

The fair value of the Company's carried interest related to the InstarAGF Funds has been estimated using the financial information and NAV provided by the investees with consideration over the timing, amount of expected future cash flows and appropriate discount rates used. Refer to Note 6 for additional information.

The following table presents changes in level 3 instruments for the six months ended May 31, 2026 and 2025.

(in thousands of Canadian dollars)	Six months ended May 31, 2026	May 31, 2025
Derivative financial instrument[1]		
Balance, beginning of the period	$ –	$ –
Warrants	1,492	–
Balance, end of the period	**$ 1,492**	**$ –**
Long-term investments		
Balance, beginning of the period	$ 429,882	$ 321,243
Purchase of investment	659	76,946
Fair value adjustment recognized in profit or loss	(12,730)	11,539
Balance, end of the period	**$ 417,811**	**$ 409,728**
Carried interest[2]		
Balance, beginning of the period	$ 2,997	$ 2,997
Balance, end of the period	**$ 2,997**	**$ 2,997**
Preferred limited partnership interest[3]		
Balance, beginning of the period	$ 17,065	$ 18,816
Balance, end of the period	**$ 17,065**	**$ 18,816**
Convertible Note Receivable		
Balance, beginning of the period	$ 12,489	$ 12,583
Funding	8,279	–
Fair value adjustment	14,951	–
Conversion to equity accounted investment	(34,151)	–
Issuance as a warrant[1]	(1,492)	–
Foreign exchange revaluation	(76)	(318)
Balance, end of the period	**$ –**	**$ 12,265**
Contingent consideration payable[3]		
Balance, beginning of the period	$ 23,975	$ 29,536
Fair value adjustment	(644)	(422)
Balance, end of the period	**$ 23,331**	**$ 29,114**
Put option liability		
Balance, beginning of the period	$ 28,404	$ 33,002
Fair value adjustment	219	(130)
Purchase of NCI shares	(2,296)	(2,984)
Balance, end of the period	**$ 26,327**	**$ 29,888**

[1] Derivative financial instrument include warrants issued in connection with the Company's investment in NHC.

[2] Carried interest is disclosed under other assets on the condensed consolidated interim statement of financial position.

[3] Preferred shared liability is recorded as long-term contingent consideration payable on the condensed consolidated interim statement of financial position. As at May 31, 2026, the balance of the preferred shared liability is $17.1 million (November 30, 2025 – $17.1 million).

There were no transfers into or out of level 1 and level 2 during the six months ended May 31, 2026 and 2025.

Note 22: Contingencies

There are certain claims and potential claims against the Company. None of these claims are expected to have a material adverse effect on the consolidated financial position of the Company.

The Company believes that it has adequately provided for income taxes based on all of the information that is currently available. The calculation of income taxes in many cases, however, requires significant judgement in interpreting tax rules and regulations. The Company's tax filings are subject to audits, which could materially change the amount of the current and deferred income tax assets and liabilities, and could, in certain circumstances, result in the assessment of interest and penalties.

The final result of the audit and appeals process may vary and may be materially different compared to the estimates and assumptions used by management in determining the Company's consolidated income tax provision and in determining the amounts of its income tax assets and liabilities.