



**Annual Information Form
For the Year Ended December 31, 2023**

March 4, 2024

Wajax Corporation

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INTRODUCTION

In this Annual Information Form (“AIF”), unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and all data is presented as of December 31, 2023.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This AIF contains certain forward-looking statements and forward-looking information, as defined in applicable securities laws (collectively, “**forward-looking statements**”). These forward-looking statements relate to future events or the Corporation’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “anticipates”, “intends”, “predicts”, “expects”, “is expected”, “scheduled”, “believes”, “estimates”, “projects” or “forecasts”, or variations of, or the negatives of, such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors beyond the Corporation’s ability to predict or control which may cause actual results, performance and achievements to differ materially from those anticipated or implied in such forward-looking statements. To the extent any forward-looking information in this AIF constitutes future-oriented financial information or financial outlook within the meaning of applicable securities law, such information is being provided to demonstrate the potential of the Corporation and readers are cautioned that this information may not be appropriate for any other purpose. There can be no assurance that any forward-looking statement will materialize. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this AIF are made as of the date of this AIF, reflect management’s current beliefs and are based on information currently available to management. Although management believes that the expectations represented in such forward-looking statements are reasonable, there is no assurance that such expectations will prove to be correct.

Specifically, this AIF includes forward-looking statements regarding, among other things: our focus on six strategic priorities for 2024: continuing to build a “people first” company, growing Wajax’s existing business with a focus on parts, service and margin improvement, unlocking the potential of Wajax’s enhanced direct relationship with Hitachi Construction Machinery Loaders America Inc. (“**Hitachi**”), acquiring industrial parts and ERS businesses, improving cost structure and processes, and continuing Wajax’s enterprise resource planning (“**ERP**”) system rollout and additional technology improvements; and the continued development of our environmental, social and governance programs. These statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions regarding: the absence of significant negative changes to general business and economic conditions; limited negative fluctuations in the supply and demand for, and the level and volatility of prices for, oil, natural gas and other commodities; the stability of financial market conditions, including interest rates; the ability of Hitachi and Wajax to develop and execute successful sales, marketing and other plans related to the expanded direct distribution relationship which took effect on March 1, 2022; our continued ability to execute our strategic priorities, including our ability to execute on our organic growth priorities, complete and effectively integrate industrial parts and ERS acquisitions, and successfully implement new information technology platforms, systems and software, such as our ERP system; the future financial performance of the Corporation; limited fluctuations in our costs; the level of market competition; our continued ability to attract and retain skilled staff; our continued ability to procure quality products and inventory; and our ongoing maintenance of strong relationships with suppliers, employees and customers. The foregoing list of assumptions is not exhaustive. Factors that may cause actual results to vary materially include, but are not limited to: a continued or prolonged deterioration in general business and economic conditions; negative fluctuations in the supply and demand for, and the level of prices for, oil, natural gas and other commodities; a continued or prolonged decrease in the price of oil or natural gas; the inability of Hitachi and Wajax to develop and execute successful sales, marketing and other plans related to the expanded direct distribution relationship which took effect on March 1, 2022; a decrease in levels of customer confidence and spending; supply chain disruptions and shortages; fluctuations in financial market conditions, including interest rates; the level of demand for, and prices of, the products and services we offer; decreased market acceptance of the products we offer; the termination of distribution or original equipment manufacturer agreements; unanticipated operational difficulties (including failure of plant, equipment or processes to operate in accordance with specifications or expectations, cost escalation, our inability to reduce costs in response to slow-downs in market activity, unavailability of quality products or inventory, supply disruptions, job action and

unanticipated events related to health, safety and environmental matters); our inability to attract and retain skilled staff and our inability to maintain strong relationships with our suppliers, employees and customers. The foregoing list of factors is not exhaustive.

Further information concerning the risks and uncertainties associated with these forward-looking statements and the Corporation's business may be found under the heading "Risk Management and Uncertainties" in Management's Discussion and Analysis for the year ended December 31, 2023 (the "**2023 MD&A**"), which has been filed under the Corporation's profile on SEDAR+ at www.sedarplus.ca. The forward-looking statements contained in this AIF are expressly qualified in their entirety by this cautionary statement. The Corporation does not undertake any obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless so required by applicable securities laws.

Readers are cautioned that the risks described in the 2023 MD&A are not the only risks that could impact the Corporation. Risks and uncertainties not currently known to the Corporation, or currently deemed to be immaterial, may have a material effect on the Corporation's business, financial condition or results of operations.

Additional information, including Wajax's 2023 Annual Report, are available under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

CORPORATE STRUCTURE

Name, Address and Incorporation

Wajax Corporation ("**Wajax**" or the "**Corporation**"), incorporated under the *Canada Business Corporations Act*, is the successor to Wajax Income Fund. Effective January 1, 2011, Wajax Income Fund converted into a corporation pursuant to a Plan of Arrangement and the common shares of Wajax Corporation began trading on the Toronto Stock Exchange ("**TSX**") on January 4, 2011 under the symbol "WJX".

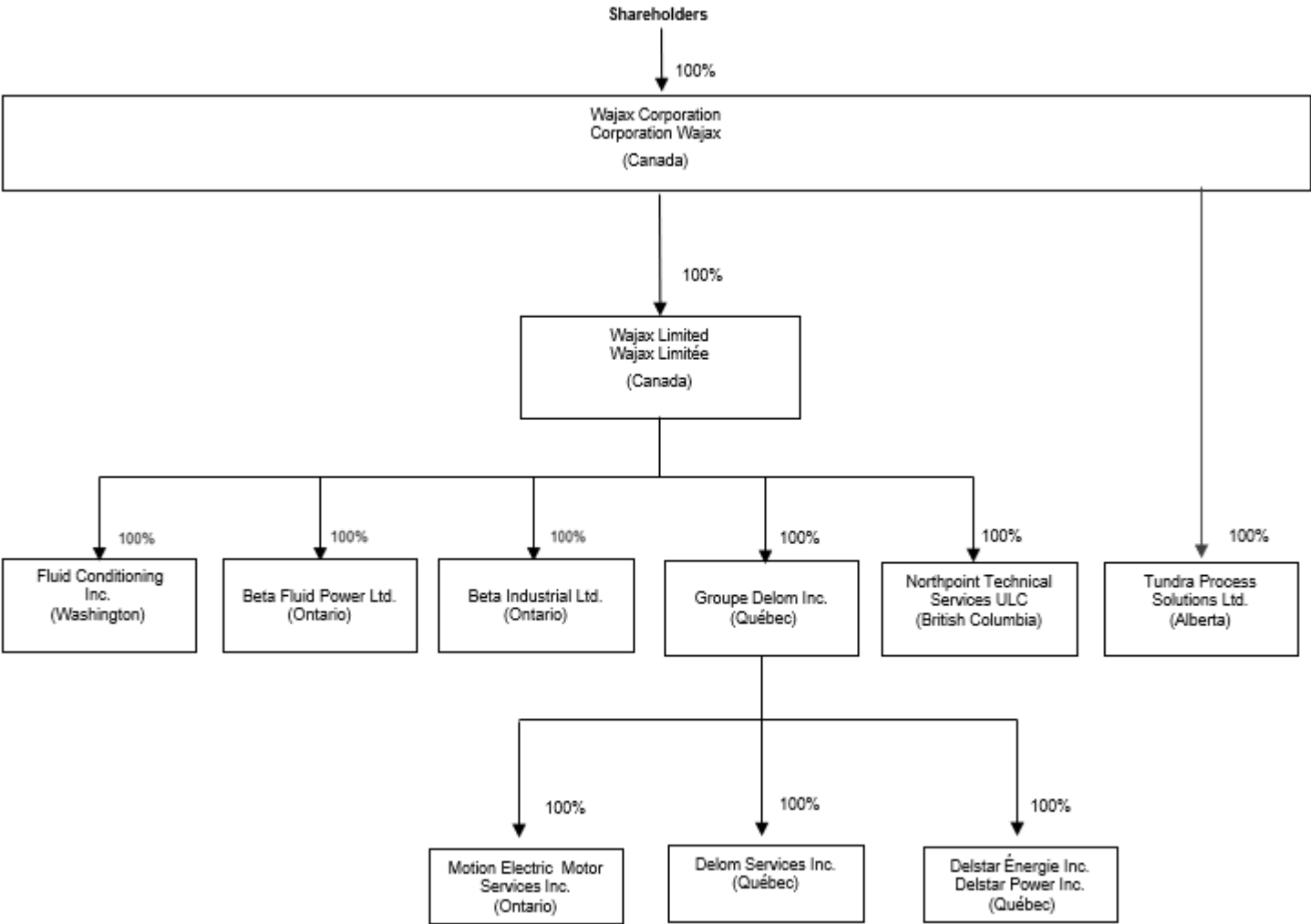
For ease of reference, "we", "us", "our" and "Wajax" throughout this AIF refer to the Corporation or its board committees from and after January 1, 2011 and to the Fund or its board committees for the period prior thereto.

The Corporation's registered and corporate executive offices are located at 2250 Argentia Road, Mississauga, Ontario, L5N 6A5.

A chart on the following page sets out our corporate structure as at December 31, 2023.

Structure of Wajax

The following chart sets out the subsidiaries of the Corporation, their English and French names (if applicable), their jurisdiction of incorporation and the percentage of voting securities held by the Corporation, as at December 31, 2023.



GENERAL DEVELOPMENT OF THE BUSINESS

Founded in 1858, Wajax (TSX: WJX) is one of Canada's longest-standing and most diversified industrial products and services providers. The Corporation operates an integrated distribution system, providing sales, parts and services to a broad range of customers in diverse sectors of the Canadian economy, including: construction, forestry, mining, industrial and commercial, oil sands, transportation, metal processing, government and utilities, and oil and gas.

Strategic Plan

Wajax's corporate purpose statement is, "Empowering People to Build a Better Tomorrow", which we strive to achieve by living our values and delivering an exceptional experience for our people, customers, suppliers and the communities we serve. In 2024, we plan to focus on six strategic priorities:

Continuing to Build a "People First" Company

The safety, well-being and engagement of our 3,200+ teammates is the foundation that ensures that both our people and business can thrive together. We take a comprehensive approach to employee health and wellness – including physical, mental and financial well-being – in addition to providing extensive learning and development opportunities and support for internal career development. A key pillar of building a "people first" company is living our values every day:

- We commit to safety and well-being;
- We develop potential and expertise;
- We deliver an exceptional experience together;
- We build lasting relationships; and
- We strive to continuously improve.

Growing Our Existing Business with a Focus on Parts, Service and Margin Improvement

Creating a differentiated and exceptional customer experience is an important driver of success for Wajax. We will continue to focus on expanding our product support business, which will improve our mix and margin profile over time and expand the value-added services we offer to our customers.

People are the cornerstone of our brand and value proposition, and we will also continue to invest in the best tools, training and support to deliver the technical expertise and experience that is highly valued by our customers.

Unlocking the Potential of Our Enhanced Direct Relationship with Hitachi

Continuing to leverage and expand our enhanced direct distribution relationship with Hitachi will also be a key driver of our success. Our ability to source world-class Hitachi equipment and parts directly from Japan, coupled with Hitachi's technological innovation and dedicated financing programs, will continue to allow us to better serve our customers.

Acquiring Industrial Parts and Engineered Repair Services Businesses

Acquiring companies that add to the range of industrial parts and engineered repair services ("ERS") capabilities we offer across the country. Our national infrastructure and extensive customer relationships position us as an aggregator in the highly fragmented ERS and related industrial parts market – and adding sought-after technical

capabilities and expanding the services we offer will allow us to better serve our customers and drive improved product mix and margin profile.

Improving Cost Structure and Processes

Investing in infrastructure and continuous improvement initiatives to enhance customer service and to improve operating efficiency and leverage in our business. Our current programs include the ongoing optimization of our branch network, reviewing operating processes for efficiency and effectiveness, and prudently managing our balance sheet.

Continuing ERP Roll-out and Technology Improvements

Investing in information technology platforms to improve operating efficiencies, and to improve customer and employee experience. Our enterprise resource planning (ERP) roll-out continues to be an area of focus and will be followed by additional technology improvements.

In addition to the forgoing, Wajax continues to develop its environmental, social and governance programs (as further discussed in our Annual Report for the year ended December 31, 2023 (the “**2023 Annual Report**”) and our 2023 MD&A – each of which are incorporated herein by reference – and remains committed to being a good steward of the environment, supporting both internal stakeholders and the broader communities it operates in, while upholding sound and ethical business practices.

See “Risk Management and Uncertainties” in our 2023 MD&A and the Cautionary Statement Regarding Forward-Looking Information section above.

Recent Development of the Business

The following is a summary of significant developments in Wajax's business since 2021.

2021

- On January 22, 2021, the Corporation acquired all of the issued and outstanding shares of Tundra Process Solutions Ltd. ("**Tundra**") for total consideration of \$99.4 million, consisting of \$74.1 million in cash and the issuance of 1,357,142 common shares of Wajax with a fair value of \$25.3 million.
- Following a COVID-19 related delay in 2020, the phased implementation of the Corporation's new enterprise resource planning ("**ERP**") system continued and was successfully rolled out to 10% of Wajax branches by the end of 2021. The implementation was expected to continue over an approximate 24-month timeframe in order to reduce the associated implementation risks.
- On September 1, 2021, the Corporation acquired all of the issued and outstanding shares of Fort St. John, British Columbia-based QT Valve & Supply Limited ("**QT Valve**"), a supplier of valves and valve services to the western oil and gas market. QT Valve was acquired for total consideration of approximately \$2.0 million, subject to post-closing adjustments. QT Valve's trailing twelve-month revenue from the time of acquisition was \$4.6 million.
- On October 1, 2021, the Corporation amended its bank credit facility to extend the maturity date for the combined \$400.0 million non-revolving and revolving term facilities from October 1, 2024 to October 1, 2026, and to reduce the pricing of the \$50.0 million non-revolving acquisition term facility to match the pricing on the main credit facility.
- President and Chief Executive Officer Mark Foote retired on December 31, 2021. Ignacy (Iggy) Domagalski, formerly the Chief Executive Officer of Tundra, succeeded Mr. Foote as President and Chief Executive Officer of Wajax on January 1, 2022. For more information, please see the Corporation's press release dated October 5, 2021.
- The Corporation delivered record revenue and strong earnings for the year, rebounding from the COVID-related challenges it faced in 2020 and exceeding its pre-COVID performance in 2019.

2022

- On January 31, 2022, the Corporation acquired the net operating assets of Thunder Bay, Ontario-based Process Flow Systems Ltd. ("**Process Flow**"). The assets of Process Flow were acquired in exchange for cash consideration of approximately \$4.0 million, plus a three-year performance-based earnout of up to \$0.7 million in the aggregate, payable in cash. Process Flow's trailing twelve-month revenue from the time of acquisition was \$6.5 million.
- Effective March 1, 2022, Wajax and Hitachi expanded their Canadian direct distribution relationship to include construction excavators, mining equipment and related aftermarket parts. Prior to this, and since 2001, these products had been supplied to Wajax via a third-party joint venture partner to HCM. HCM and its joint venture partner dissolved their partnership effective February 28, 2022.
- In June 2022, the Corporation fully repaid its \$50.0 million non-revolving acquisition term credit facility via a drawdown from its revolving term facility. With the repayment, Wajax's bank credit facility had a \$400.0 million credit limit as at June 30, 2022, composed of a \$50.0 million non-revolving term facility and a \$350.0 million revolving term facility.

- Effective June 30, 2022, Tundra acquired the net operating assets of an Alberta-based division of Powell Canada Inc. (“**Powell Valve**”) specializing in valve sales, service and support. The net operating assets of Powell Valve were acquired for total cash consideration of \$5.4 million, subject to post-closing adjustments. Powell Valve’s trailing twelve-month revenue at the time of acquisition was approximately \$8.8 million.
- Effective October 6, 2022, the Corporation amended its bank credit facility to extend the maturity date from October 1, 2026 to October 1, 2027.
- To simplify Wajax’s operating structure, effective December 30, 2022, the following Wajax entities ceased to exist: (1) Integrated Distribution Systems Limited Partnership / Systèmes de distribution intégrés, société en commandite (“**IDS LP**”); (2) Wajax Industrial Components Limited Partnership / Composants industriels Wajax, société en commandite (“**WIC LP**”); and (3) Wajax GP Holdco Inc. / Wajax associé commandité Holdco Inc. (“**GP Holdco**”). As a result, on December 31, 2022, Wajax Limited became the sole operating entity for all Wajax businesses previously operating through IDS LP or WIC LP. All assets, agreements and liabilities of IDS LP, WIC LP and GP Holdco were assigned to and assumed by Wajax Limited, which carries on in their place. Wajax Limited is a wholly owned subsidiary of Wajax Corporation. A table setting out the structure of Wajax Corporation, its subsidiaries and wholly owned entities as at December 31, 2023 is included under “Structure of Wajax”, above.
- Wajax again generated record revenue and near-record earnings. Its strong financial performance was led by robust heavy equipment and industrial parts sales growth.

2023

- Effective January 23, 2023, Mark Edgar was appointed to the newly created role of Chief People Officer. Prior to joining Wajax, Mr. Edgar’s career included extensive human resources experience gained as Senior Vice President, Human Resources for Royal Sun Alliance Canada, Head of Human Resources - Corporate, for Centrica plc, the parent company of British Gas, and Head of Human Resources - Customer Group, for British Sky Broadcasting plc (now Sky plc).
- On March 6, 2023, Wajax announced a 32% increase in its quarterly dividend.
- During the second quarter of 2023, Justin Warren, Senior Vice President, Industrial Parts and ERS, left the Corporation to pursue another opportunity. Effective June 23, 2023, André Dubé was appointed Senior Vice President, Industrial Parts and Engineered Repair Services. Mr. Dubé has 25 years of experience at Wajax, first joining in 1999 as a strategic sourcing specialist. Since then, he has held increasingly senior roles, including Vice President, Key Accounts, and Vice President, End Market Mining. Most recently, he was serving as Regional Vice President, Ontario and Québec.
- Effective July 4, 2023, the Corporation acquired all of the issued and outstanding shares of Alberta-based Polyphase Engineered Controls (1977) Ltd. (“**Polyphase**”), a specialized producer of custom electrical and instrumentation equipment. The shares of Polyphase were acquired for an estimated aggregate purchase price of approximately \$23.2 million, subject to normal post-closing adjustments and the results of a three-year performance-based earnout. Polyphase’s trailing twelve-month revenue at the time of acquisition was approximately \$25.8 million. Polyphase was subsequently wound-up effective December 31, 2023.
- Effective September 1, 2023, the Corporation acquired all of the issued and outstanding shares of Sault Ste. Marie, Ontario-based Beta Fluid Power Ltd., a supplier of hydraulic and pneumatic equipment for use in the industrial, mining and construction sectors (“**Beta Fluid**”), and Beta Industrial Ltd., a provider of related maintenance, repair and replacement services (“**Beta Industrial**”). The estimated aggregate purchase price for Beta Fluid and Beta Industrial was approximately \$8.5 million, subject to normal post-closing adjustments and the results of a three-year performance-based earnout. The impact of Beta Fluid and Beta Industrial on the Corporation’s revenues and net earnings from the date of acquisition to

December 31, 2023 was not significant. Beta Fluid and Beta Industrial's combined trailing twelve-month revenue at the time of acquisition was approximately \$16.7 million.

- On November 6, 2023, Wajax announced the retirement of Steve Deck, Chief Operating Officer, and Senior Vice President, Heavy Equipment, effective January 1, 2024. After joining the Corporation in 2014 to lead its industrial components business, Mr. Deck held a number of senior executive roles and played a significant role in executing the “One Wajax” strategy, building the vision for Wajax’s industrial parts and ERS business, and developing Wajax’s relationship with Hitachi.
- Wajax generated a third straight year of record revenue, as well as record earnings.
- Effective January 2, 2024, Wajax completed adjustments to its senior management structure following the retirement of Mr. Deck. Brian Deacon was appointed to the role of Senior Vice President, Category Management, and Mr. Dubé to the role of Senior Vice President, Sales and Operations. Mr. Deacon first joined Wajax in 2011 after 14 years in the equipment industry, and has held increasingly senior roles at the Corporation, including Regional Branch Manager – Equipment, and Vice President, Service Operations. Most recently, he was serving as Regional Vice President, Western Canada. As noted above, Mr. Dubé first joined Wajax in 1999 as a strategic sourcing specialist, and most recently, was serving as Senior Vice President, Industrial Part and ERS.
- On January 11, 2024, Wajax amended its senior secured credit facility to increase the facility limit from \$400.0 million to \$500.0 million. Such facility is now composed of a \$50.0 million non-revolving term facility and a \$450.0 million revolving term facility. There was no change to the maturity date of the senior secured facility.
- On March 4, 2024, the Corporation announced a 6% increase in its quarterly dividend.

DESCRIPTION OF THE BUSINESS

Wajax’s products and services may be grouped into two major classifications: (1) industrial Parts and ERS, and (2) heavy equipment.

Industrial Parts and ERS

Wajax’s industrial parts and ERS businesses are a key driver of long-term growth and, since 2018, significant investments have been made in adding to the range of industrial parts and ERS capabilities we offer across the country.

Industrial parts and ERS acquisitions completed by Wajax over the last six years have expanded its presence in key markets both east and west. They have also expanded the Corporation’s “legacy” core competencies in bearing and power transmissions and hydraulics, adding electro-mechanical, and process and instrumentation capabilities.

Wajax’s industrial parts and ERS businesses offer a strong complement to its heavy equipment business, helping to offset some of the cyclicity seen in certain geographies and end markets, especially those involving large projects. Expanded product range and capabilities within these businesses also further support the Corporation’s strategy, allowing it to more fully support the full breadth of customer operations.

Wajax operates through a network of branch locations and at customer sites as necessary. As of December 31, 2023, Wajax operated 119 branches across 11 Canadian provinces and territories.

Industrial Parts

Working closely with major vendors, including SKF, Timken, ITT Goulds, 3M, Danfoss and Moyno, Wajax offers its customers expert service and support across a full range of bearings and power transmissions, process and fluid power products. The industrial parts category is a very significant revenue contributor and an important competitive differentiator. Consumed by virtually all industrial operations, Wajax's industrial parts business offers access to a large number of customers, generating sales and service opportunities in other categories.

ERS

Wajax continues to build ERS capabilities, offering shop and field services, commissioning, design, repairs and rebuilds, reliability and installation services. Wajax's organic growth strategy includes a focus on major account development for industrial and resource customers and enhanced services including asset management, condition monitoring and predictive maintenance. Acquisitions are expected to continue to play an important role in the development of Wajax's ERS business.

Heavy Equipment

Combining industrial parts and ERS expertise with the sales and servicing of heavy equipment from industry-leading original equipment manufacturers (OEMs) is a key differentiator for Wajax. The Corporation's combination of heavy equipment expertise and long-standing relationships with best-in-class OEMs allows it to offer solutions that meet customer productivity, safety and sustainability goals. Heavy equipment categories include construction and forestry, mining, material handling and power systems.

Construction and Forestry

The construction and forestry category consists of construction, forestry, and crane and utility equipment.

Wajax works closely with its partners at Hitachi, Bell and other manufacturers, to continue to grow its long-term market share in construction equipment, focusing on excavators, wheel loaders and articulated dump trucks. Wajax offers core construction products, a full range of aftermarket services and continues to enhance sales coverage.

In partnership with Tigercat, Wajax offers an industry-leading range of equipment and aftermarket services to logging contractors and other forestry customers. Wajax has achieved strong market share in a number of important product areas and continues to see growth opportunities as manufacturing partners invest in new product development that increases the safety, productivity and cost effectiveness of the logging operations of customers.

Working with partners such as Terex, Wajax offers a broad range of design and fabrication services to provincial utility and other customers in the crane and utility space.

Mining

Working closely with Hitachi, Wajax is a leader in the sales and service of large hydraulic mining shovels, used in surface mining operations across Canada, and continues to develop new opportunities in the rigid frame mining truck market. To expand the range of products and services available to our mining customers, Wajax also provides re-build services for other major equipment to help our customers extend the life and efficiency of their assets.

Material Handling

As an exclusive distributor of Hyster-Yale material handling equipment, Wajax's focus is to build upon its strength in the material handling market and expand its market share through enhanced sales coverage, ancillary equipment and warehouse products, expanded aftermarket services and investment in its rental fleet.

Wajax offers a broad range of products and services to address the material handling needs of warehouse, industrial and heavy-lift customers.

Power Systems

The power systems category consists of on-highway equipment, power generation/marine equipment, and engines and transmissions.

On-highway product support covers a wide range of shop and road services for municipalities, coach operators and large vehicle customers. Working with partners such as Detroit and Allison, who have excellent market share in the installed vehicle population, Wajax is an industry leader in large engine and transmission service. Growth is based on ongoing improvements in our customer services and expansion of our services to additional vehicle systems.

Standby, prime power and co-generation power systems are an important focus for Wajax and our primary partner Rolls-Royce Power Systems/MTU On-Site Energy. Wajax's legacy strength in resource industries has been augmented to focus on growth areas including data centres, health care and water treatment. In marine power generation and propulsion, Wajax enjoys strong partnerships with Rolls-Royce and Volvo, providing growth opportunities in commercial and defense marine.

Wajax supports a broad range of engines and transmissions used in off-highway applications such as oil and gas drilling, well stimulation and large vehicle or system re-powers. Products and services include design engineering, systems packaging, shop and field repair, and re-build services. Our primary partners include Rolls-Royce Power Systems/MTU, Allison, Volvo and Deutz. To partially compensate for the cyclical nature in this category, Wajax continues to focus on aftermarket and re-power services.

Revenue by Region, End Market and Source

Wajax revenue by region, end market and source for 2023 and 2022 are as follows.

By Region

	2023 (%)	2022 (%)
Western Canada	45.3	47.7
Central Canada ⁽¹⁾	18.0	16.2
Eastern Canada ⁽²⁾	36.7	36.1
Total	100.0	100.0

⁽¹⁾ Includes Ontario only.

⁽²⁾ Québec and the Atlantic provinces.

By End Market

	2023 (%)	2022 (%)
Construction	16	16
Mining	15	16
Industrial/Commercial	13	13
Forestry	11	12
Oil and Gas	10	9
Oil Sands	9	9
Transportation	7	7
Government and Utilities	6	5
Metal Processing	5	6
Other	8	7
Total	100	100

By Source

	2023 (%)	2022 (%)
Equipment Sales	607.1	628.6
Product Support	543.3	483.9
Industrial Parts	605.1	535.8
ERS	354.3	275.5
Equipment Rental	45.0	39.1
Total Revenue	2,154.7	1,962.8

Manufacturer Relationships and Product Access

Wajax seeks to distribute leading product lines in each of its regional markets and its success is dependent upon continuing relations with the manufacturers it represents. Wajax endeavours to align itself in long-term relationships with manufacturers that are committed to achieving a competitive advantage and long-term market leadership in their targeted end markets. In heavy equipment and certain industrial parts categories, manufacturer relationships are often governed through distribution agreements, which can be exclusive, or effectively exclusive, and be for multi-year terms. Distribution agreements are typically multi-year terms and are cancellable by Wajax or the manufacturer based on a notification period specified in the agreement.

Competition

The categories in which Wajax participates are highly competitive and include competitors who are national, regional and local. Competitors can be grouped into four classifications:

Capital Equipment Dealers and Distributors

These competitors typically represent a major alternative manufacturer and provide sales, product support, rental, financing and other services in categories such as construction, forestry, mining and power generation. Examples include the regional dealer and distributor networks of Caterpillar, Komatsu, John Deere and Cummins. Competition is based on product range and quality, aftermarket support and price.

Industrial Parts Distributor

These competitors typically represent a broad range of industrial parts manufacturers and offer sales and, in many cases, product support services, including design, assembly and repair. Competitive product range varies from focused on specific applications (e.g., hydraulics) to very broad (similar to Wajax). Competitors can be local, regional and national. Competition is based on brand access, product quality, customer service levels,

price and ancillary services.

Engineered Repair Services Providers

These competitors typically have a local or regional presence. They offer services including design, assembly and repair, are generally focussed on specific products, brands and/or applications (e.g., hydraulics), whereas Wajax typically offers a broader scope of capabilities. Competition is based on customer service levels, quality of the work performed and price.

Aftermarket Service Providers

These competitors provide aftermarket services in areas such as on-highway transportation. Competitors vary, from the dealer and distributor networks of manufacturers such as Freightliner and Western Star, to local service providers. Competition is based on customer service levels and price.

Human Resources

Wajax had approximately 3,287 employees as at December 31, 2023.

Environmental Programs

Wajax at times has retained environmental consultants who have assisted Wajax in undertaking its environmental management and compliance activities. These activities include the establishment of an environmental management policy for reporting environmental issues to senior management and the board of directors, the conduct of environmental compliance audits of Wajax's facilities and follow-up programs to address recommendations in the reports. In addition, Wajax retains environmental consulting engineers to perform environmental audits of business facilities prior to acquisition or occupation by Wajax. Wajax monitors and enhances its environmental management program in consultation with its environmental consultants. Management is not aware of any material environmental concerns for which a provision has not been made.

Business Cycles

Wajax's customer base consists of businesses operating in the natural resources, construction, transportation, manufacturing, industrial processing and utilities industries. These industries are capital intensive and cyclical in nature, and as a result, customer demand for Wajax's products and services may be affected by economic conditions at both a global or local level. Wajax has attempted to address its exposure to business and industry cyclicity by diversifying its operations by geography, product offerings and customer base.

CAPITAL STRUCTURE AND MARKET FOR SECURITIES

The authorized share capital of the Corporation consists of an unlimited number of common shares of no par value and an unlimited number of preferred shares of no par value. As of March 4, 2024, the Corporation had 21,810,411 issued and fully paid common shares outstanding and had no preferred shares outstanding.

Our common shares entitle the holder of record to one vote at all meetings of shareholders. Each common share represents an equal beneficial interest in any distributions of the Corporation and in the net assets of the Corporation in the event of its termination or winding-up.

Computershare Investor Services Inc. at its principal offices in Toronto, Ontario, serves as the transfer agent and registrar of our common shares.

As at December 31, 2023, 140,865 or 0.65% of Wajax's issued and outstanding common shares were held in trust.

The Corporation did not issue any securities that were not listed or quoted on a marketplace during the most recently completed financial year.

Trading Price and Volumes

Wajax's common shares are listed and traded on the Toronto Stock Exchange under the stock symbol "WJX". The monthly price ranges and volumes traded on the TSX in 2023 were as follows:

Month	High (\$)	Low (\$)	Close (\$)	Monthly Volume
January 2023	23.00	19.16	23.00	507,900
February 2023	24.34	21.89	24.30	652,100
March 2023	25.70	22.00	24.65	1,005,100
April 2023	24.65	23.00	24.05	414,200
May 2023	25.20	21.63	22.80	764,300
June 2023	25.10	22.63	24.94	462,700
July 2023	27.68	24.75	27.11	604,500
August 2023	28.72	26.71	28.12	756,600
September 2023	30.43	27.17	28.14	983,200
October 2023	30.65	27.26	29.86	719,100
November 2023	32.57	26.29	26.73	1,304,200
December 2023	30.51	26.93	30.27	230,300

DIVIDEND POLICY

Effective March 6, 2023, the Corporation increased its quarterly dividend by 32%, from \$0.25 to \$0.33 per common share.

Our Credit Agreement (as discussed in the Material Contracts section of this AIF) contains provisions which could limit the declaration of dividends. The Corporation is restricted from declaring dividends if: (i) the senior secured leverage ratio is greater than 4.00 at the time of declaration of the dividend, and (ii) an event of default exists or would exist as a result of such dividend payment.

Wajax declared and paid the following dividends, on the dates and at the rates shown in 2023:

Period	Record Date	Payment Date	Rate Per Share
March 2023	March 15, 2023	April 4, 2023	\$0.3300
June 2023	June 15, 2023	July 5, 2023	\$0.3300
September 2023	September 15, 2023	October 3, 2023	\$0.3300
December 2023	December 15, 2023	January 3, 2024	\$0.3300

Wajax declared and paid the following dividends, on the dates and at the rates shown in 2022:

Period	Record Date	Payment Date	Rate Per Share
March 2022	March 15, 2022	April 5, 2022	\$0.2500
June 2022	June 15, 2022	July 5, 2022	\$0.2500
September 2022	September 15, 2022	October 4, 2022	\$0.2500
December 2022	December 15, 2022	January 4, 2023	\$0.2500

Wajax declared and paid the following dividends, on the dates and at the rates shown in 2021:

Period	Record Date	Payment Date	Rate Per Share
March 2021	March 15, 2021	April 6, 2021	\$0.2500
June 2021	June 15, 2021	July 6, 2021	\$0.2500
September 2021	September 15, 2021	October 5, 2021	\$0.2500
December 2021	December 15, 2021	January 5, 2022	\$0.2500

As noted above, on March 4, 2024, the Corporation increased its quarterly dividend by a further 6%, from \$0.33 to \$0.35 per common share.

DIRECTORS AND OFFICERS

As at the date hereof, the name, municipality of residence and principal occupation of each of the directors and officers of Wajax, as well as the year each director first became a director are set out below.

The term of office for each person elected or appointed a director is until the next Annual Meeting of Shareholders of Wajax or until his or her successor is elected or appointed.

Directors

Name and Municipality of Residence	Present Principal Occupation	Year First Elected or Appointed
Leslie Abi-karam ⁽¹⁾⁽²⁾ Palm Beach Gardens, Florida United States	Corporate Director	2020
Thomas M. Alford ⁽¹⁾⁽²⁾ Calgary, Alberta Canada	President, Well Services (a division) of Precision Drilling Corporation, a leading provider of contract drilling and well services.	2014
Edward M. Barrett ⁽³⁾ Woodstock, New Brunswick Canada	Chairman and Co-CEO, Barrett Corporation, a private holding and management company.	2006
Douglas A. Carty ⁽¹⁾⁽⁴⁾ Glen Ellyn, Illinois United States	Corporate Director	2009
Sylvia D. Chrominska ⁽²⁾⁽⁴⁾ Stratford, Ontario Canada	Corporate Director	2015
A. Jane Craighead ⁽²⁾⁽⁴⁾ Elizabethtown, Ontario Canada	Corporate Director	2021
Ignacy P. Domagalski Calgary, Alberta Canada	President and Chief Executive Officer, Wajax Corporation	2022
David. G. Smith ⁽²⁾⁽⁴⁾ Calgary, Alberta Canada	Corporate Director	2023
Elizabeth A. Summers ⁽²⁾⁽⁴⁾ Oakville, Ontario Canada	Chief Financial Officer of HydroStor Inc., a global leader in long-duration energy storage.	2023
Alexander S. Taylor ⁽¹⁾⁽²⁾ Montréal, Québec Canada	Corporate Director	2009
Susan Uthayakumar ⁽¹⁾⁽⁴⁾ West Palm Beach, Florida United States	Chief Energy and Sustainability Officer of Prologis, Inc., the global leader in logistics real estate.	2020

⁽¹⁾ Member of the Governance Committee.

⁽²⁾ Member of the Human Resources and Compensation Committee.

⁽³⁾ Mr. Barrett is an *ex officio* member of all board committees.

⁽⁴⁾ Member of the Audit Committee.

Officers

Name	Municipality of Residence	Office Currently Held
Ignacy P. Domagalski	Calgary, Alberta	President and Chief Executive Officer
Stuart H. Auld	Toronto, Ontario	Chief Financial Officer
Mark Edgar	Oakville, Ontario	Chief People Officer
André Dubé	Saint-Eustache, Quebec	Senior Vice President, Sales and Operations
Brian Deacon	St. Albert, Alberta	Senior Vice President, Category Management
Gregory Abtosway	Foothills County, Alberta	Vice President, Corporate Development
Tania Casadinho	Mississauga, Ontario	Vice President, Corporate Controller
Cristian Rodriguez	Tottenham, Ontario	Vice President, Safety, Sustainability and People
Andrew W.H. Tam	Toronto, Ontario	General Counsel and Corporate Secretary

During the last five years, all the directors and officers of Wajax have held the principal occupation identified above or have been engaged in other executive capacities with the companies indicated opposite their names or with one of their respective affiliates, except as follows:

- Thomas Alford has served as President, Well Services (a division) of Precision Drilling Corporation since 2018.
- Prior to her appointment as the Chief Energy and Sustainability Officer of Prologis, Inc., Susan Uthayakumar held progressively senior roles at Schneider Electric, a leading global provider of energy management and digital automation solutions, including, in Canada, Vice President, National Sales, Vice President, Partner Business, Chief Financial Officer and Country President, before becoming the Global Sustainability Business Division Leader of Schneider.
- From 2018 to 2022, Alexander S. Taylor served as President, Nuclear of SNC-Lavalin Group Inc. (now AtkinsRéalis).
- Until 2019, A. Jane Craighead served as Senior Vice President, Global Human Resources for the Bank of Nova Scotia.
- Prior to being appointed President and CEO on January 1, 2022, Ignacy Domagalski was serving as the CEO of Tundra.
- Prior to being appointed Vice President, Corporate Development on December 1, 2021, Greg Abtosway, served in senior executive roles for Tundra from 2016 to 2021, including as Vice President, Corporate Development from 2016 to 2018, and Chief Operating Officer from 2018 to 2021.
- Prior to his appointment as Chief People Officer on January 23, 2023, Mark Edgar was the principal of Mark Edgar & Associates, a human resources consulting practice. From 2011 to 2019, he served as Senior Vice President, Human Resources for Royal Sun Alliance Canada.
- Prior to her appointment as Chief Financial Officer of HydroStor Inc., Elizabeth Summers was the Executive

Vice President and Chief Financial Officer of Superior Plus Corp., and prior to that, Senior Vice President and Chief Financial Officer of Ontario Power Generation.

- Prior to becoming a corporate director, David Smith served as President and CEO of Keyera Corp. from 2015 to 2020.

The directors and senior officers of Wajax as a group beneficially own, directly or indirectly, 250,143 or 1.15% of the issued and outstanding common shares of the Corporation as at December 31, 2023.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as set out below, to the knowledge of Wajax, none of the directors or executive officers of Wajax (a) are, as at the date hereof, or have been, within the 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company that, (i) was subject to 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 (an “**Order**”) that was issued while the person was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the person 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, (b) are, as at the date of this AIF, or have been within 10 years before the date of this AIF, a director or executive officer of any company (including Wajax) 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, or (c) have, within the 10 years before this 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 person.

On August 6, 2023, Yellow Corporation and certain of its direct and indirect subsidiaries (collectively, “**Yellow**”) filed voluntary petitions for relief under Chapter 11 of the U.S. Bankruptcy Code (the “**U.S. Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**U.S. Bankruptcy Court**”) for Yellow’s planned operational wind-down.

To facilitate this process, Yellow announced it expected to enter into an agreement, setting forth the terms and conditions of a debtor-in-possession financing facility (the “**DIP Facility**”). Upon approval by the Bankruptcy Court and the satisfaction of the conditions set forth in the agreement, the DIP Facility would provide the Yellow with needed liquidity which will be used to support the businesses throughout the marketing and sale process, including payment of certain prepetition wages.

Yellow and its subsidiaries announced they would continue to manage their businesses and properties as “debtors-in-possession” under the jurisdiction of the U.S. Bankruptcy Court and in accordance with the applicable provisions of the U.S. Bankruptcy Code and orders of the Bankruptcy Court. Yellow filed a number of motions with the U.S. Bankruptcy Court designed to facilitate the orderly wind-down of the businesses. Certain of these motions sought authority from the U.S. Bankruptcy Court for Yellow to make payments upon, or otherwise honor, certain obligations that arose prior to the filed voluntary petitions, including obligations related to employee wages, salaries and benefits, taxes, and certain vendors and other providers of goods and services essential to Yellow’s businesses. Yellow announced it expects that the U.S. Bankruptcy Court will approve the relief sought in such motions on an interim basis. Douglas A. Carty is a director of Yellow.

To the knowledge of Wajax, none of the directors or executive officers of Wajax, nor any personal holding company thereof owned or controlled by them, (i) has been subject to 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 (ii) has been subject to 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.

AUDIT COMMITTEE

Audit Committee Charter

The text of the charter of the Audit Committee of the board of directors can be found in Appendix A at the end of this AIF.

Composition of the Audit Committee

During the year ended December 31, 2023, the Audit Committee of the board of directors of Wajax consisted of Douglas A. Carty (Chair), Thomas M. Alford, Sylvia D. Chrominska, A. Jane Craighead, David G. Smith, Elizabeth A. Summers and Susan Uthayakumar. Leslie Abi-karam served on the committee for a portion of the year.

Each member of the audit committee is “independent” as defined under *National Instrument 52-110 – Audit Committees (NI 52-110)* and none receives any compensation from Wajax other than for service as a member of the board of directors and its committees. All members of the audit committee are “financially literate” as defined under *NI 52-110*. The term “financially literate” means the ability to read and understand a set of financial statements that present a breadth and complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by Wajax’s financial statements.

Relevant Education and Experience

In addition to the general business experience of each member of the audit committee, relevant education and experience to the discharge of their committee responsibilities is as follows:

Mr. Carty serves on the board of Yellow Corporation, a former leading North American transportation services provider. He is also the Co-Founder of Switzer-Carty Transportation Inc., a Burlington, Ontario based provider of school bus services. Until 2020, Mr. Carty was a director of Points International Ltd., a company offering products and services to the loyalty program industry. Previously, Mr. Carty served as Chief Financial Officer of Laidlaw International Inc., and subsequently as the President and Chief Executive Officer of its school bus subsidiary. He has also served as Chief Financial Officer of Atlas Air Worldwide Holdings and Canadian Airlines Corporation. Mr. Carty holds a Bachelor of Arts (Honours) degree from Queen’s University and a Master of Business Administration from the University of Western Ontario.

Mr. Alford is President, Well Services of Precision Drilling Corporation, a leading provider of contract drilling and well services. He is also the Chairman of Trican Well Service Ltd., a supplier of products, equipment and services used during the development of oil and gas reserves. Until 2020, Mr. Alford was a director of Strad Inc., an energy services and solutions provider to the North American oil and gas industry. Mr. Alford has more than 43 years of experience in the western Canadian oil and gas industry. He was previously the President and Chief Executive Officer of IROC Energy Services Corporation, an Alberta oilfield services company offering a diverse range of innovative products, services and equipment, and served as interim-President and Chief Executive Officer of High Arctic Energy Services Inc. He holds a Bachelor of Commerce degree from the University of Alberta.

Ms. Chrominska serves as a director on the Canada Pension Plan Investment Board. Until 2021, Ms. Chrominska was a director of Emera Incorporated, a company which invests in electricity generation, transmission and distribution, as well as gas distribution and utility energy services. Ms. Chrominska has over 30 years of experience as a senior executive in the banking sector, and was previously Group Head, Global Human Resources and Communications at the Bank of Nova Scotia, where she had global responsibility for human resources, corporate communications, government relations, public policy and corporate social responsibility. Ms. Chrominska holds a Bachelor of Arts (Honours) degree in Business Administration from the University of Western Ontario and has served on the Dean’s Advisory Board at the Richard Ivey School of Business. She received an honorary Doctor of Laws from the University of Western Ontario in 2014.

Ms. Craighead is a corporate director. She serves on the boards of Crombie REIT, a leading Canadian real estate investment trust, and Telesat Corporation, one of the world's largest global satellite operators. She is also a director of the McGill University Health Centre Foundation. Until they were taken private in 2021 and 2022, respectively, Ms. Craighead was a director of Clearwater Seafoods Incorporated, one of North America's largest seafood companies, and Intertape Polymer Group Inc., a packaging products and systems company. Ms. Craighead has extensive strategic human resources experience and was previously SVP, Global Human Resources at Scotiabank. Prior to that, she was Global Practice Leader, Rewards at Rio Tinto Plc, and Eastern Canada Human Capital Advisory Services Business Leader at Mercer Human Resources Consulting. Ms. Craighead has also held business faculty appointments at McGill, Concordia and Queen's universities. She holds a Ph.D. in Management and a Graduate Diploma in Accounting from McGill University, a Bachelor of Commerce degree from Mount Allison University and is a Chartered Professional Accountant.

Mr. Smith was a director until 2021 of Crew Energy Inc., a growth-oriented oil and natural gas producer based in British Columbia and, until 2020, a director of Keyera Corp., one of Canada's largest independent midstream oil and gas operators. Mr. Smith has over 38 years of experience in the western Canadian oil and gas industry, including an extensive career at Keyera, where he played a key role its formation, evolution and growth. From 2015 to 2020, he served as President and CEO of Keyera, and prior to that, as President and Chief Operating Officer. He also served as Keyera's Executive Vice President – Liquids Business Unit, and before that, Executive Vice President, Chief Financial Officer and Corporate Secretary. Prior to joining Keyera, Mr. Smith held progressively senior finance roles at Gulf Canada Resources Limited and Imperial Oil Limited. Mr. Smith holds a Bachelor of Mathematics degree from the University of Waterloo and a Master of Business Administration from Harvard University. He also holds the ICD.D designation from the Institute of Corporate Directors.

Ms. Summers is Chief Financial Officer of HydroStor Inc., a global leader in long-duration energy storage. She is also a director of the Nuclear Waste Management Organization, the not-for-profit organization tasked with the safe, long-term management of Canada's used nuclear fuels. Ms. Summers has over 33 years of experience in finance and energy and was previously Executive Vice President and Chief Financial Officer of Superior Plus Corp., a leading North American distributor of propane and distillates. Prior to that, she was Senior Vice President and Chief Financial Officer of Ontario Power Generation, Ontario's largest electrical power generator, and, prior to that, Chief Financial Officer of Just Energy Group Inc., a leading North American distributor of electricity and natural gas. Ms. Summers also held progressively senior finance roles at Hydro One Inc., including Executive Vice President and Chief Financial Officer. She began her career in the audit practice at Ernst & Young. Ms. Summers holds a Bachelor of Business Administration degree from Wilfrid Laurier University. She is a Chartered Accountant and holds an FCPA designation from CPA Ontario.

Ms. Uthayakumar is the Chief Energy and Sustainability Officer of Prologis, Inc., the global leader in logistics real estate. She is also a director of Electra Battery Materials Corporation, a provider of low-carbon, sustainable and traceable raw materials for the electric vehicle industry. Until 2020, Ms. Uthayakumar was a director of Adesto Technologies Corporation, a supplier of semiconductors and embedded systems for the Internet of things. Ms. Uthayakumar has over 28 years of experience in finance and management. Prior to joining Prologis, she held progressively senior roles at Schneider Electric, a leading global provider of energy management and digital automation solutions, including, in Canada, Vice President, National Sales, Vice President, Partner Business, Chief Financial Officer and Country President, before becoming the Global Sustainability Business Division Leader of Schneider. She began her career as a Chartered Accountant in the consulting practice at Deloitte, later joining McCain Foods Limited, where she developed and executed global growth strategies. She holds Bachelor of Arts and Master of Accounting degrees from the University of Waterloo, and a Master of Business Administration from Northwestern University.

Pre-Approval Policies and Procedures

The Audit Committee has adopted policies and procedures for the engagement of non-audit services. Pursuant to such policies and procedures, specified non-audit services must be approved by the committee unless the amount of such services does not, in the aggregate, exceed \$50,000 in fees per fiscal year, provided that no individual engagement exceeds \$25,000. Specified tax services provided by the Corporation's external auditor must also be

approved by the committee unless the amount of such services does not, in the aggregate, exceed \$50,000 in fees per fiscal year, provided that no individual engagement exceeds \$25,000.

All other services to be provided by the external auditor which are not specified in the policies and procedures must be pre-approved by the committee, or by the Chairman of the committee, provided that the Chairman may only pre-approve non-audit services up to an aggregate of \$50,000 in fees per fiscal year, in addition to the limits discussed above.

Audit Fees

External Auditors' Service Fee

Fees paid or accrued by Wajax for services rendered for the years ended December 31, 2023 and December 31, 2022 to KPMG LLP were \$1,644.6 thousand and \$1,416.2 thousand, respectively.

The nature of each category of fees is as follows:

	2023	2022
Audit ⁽¹⁾	1,383.8	1,185.8
Audit-Related	141.7	107.5
Tax Fees	119.1	122.9
Other Fees	-	-
Total	1,644.6	1,416.2

⁽¹⁾ Included in 2023 Audit fees are \$13.4 thousand of audit fees related to 2022 (2022 - \$6.5 thousand of audit fees related to 2021).

Audit Fees

Audit fees were paid and accrued for professional services rendered by the auditors for the audit of the annual financial statements of Wajax. Audit fees also include fees for reviews on the Corporation's quarterly consolidated financial statements.

Audit Related Fees

Audit related fees were paid for assistance with employee incentive plans, accounts payable process review, and translation services on financial statements, management's discussion and analysis, press releases, and annual reports.

Tax Fees

Tax fees were paid for tax compliance services and final tax returns and other miscellaneous tax queries.

Other Fees

No other fees were paid in 2023 or 2022 to the Corporation's external auditors.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

On January 22, 2021, Wajax completed the acquisition of Tundra. At the time of the acquisition, Iggy Domagalski was the CEO and a shareholder of Tundra, holding 10.008% of the issued and outstanding common shares. Subsequently, on October 5, 2021, Mr. Domagalski was selected to succeed Mark Foote as Wajax's President and CEO. Mr. Domagalski became President and CEO and was appointed to the Wajax board effective January 1, 2022. For more information, please see Wajax's press releases dated December 30, 2020 and January 22, 2021, which have been filed under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

To the knowledge of the Corporation, except as disclosed above, no director or executive officer of the Corporation or persons or companies that beneficially own, or control or direct, directly or indirectly, more than 10% of the common shares of the Corporation, or any associate or affiliate of such persons or companies, has had any material interest, direct or indirect, in any transaction within the three (3) most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Corporation.

MATERIAL CONTRACTS

Other than contracts entered into in the ordinary course of business, there are no material contracts except for the following:

Credit Agreement

A credit agreement dated September 20, 2017, as amended and restated, among The Bank of Nova Scotia, as administrative agent, The Bank of Nova Scotia, Bank of Montreal, the Toronto-Dominion Bank, Royal Bank of Canada, Business Development Bank of Canada and Meridian Credit Union Limited, as lenders, and Wajax Limited, Tundra Process Solutions Ltd. and Groupe Delom Inc., provides for a \$500 million credit facility (the “**senior secured credit facility**”), composed of a \$50.0 million non-revolving term facility and \$450.0 million revolving term facility. The senior secured credit facility is fully secured and matures on October 1, 2027.

The borrowing capacity under the senior secured credit facility is dependent upon the level of inventory on hand and the outstanding trade accounts receivable. The facility contains customary restrictive covenants including limitations on the payment of cash dividends and an interest coverage maintenance ratio, all of which were met as at December 31, 2023. Wajax is restricted from the declaration of monthly dividends in the event the Corporation's senior secured leverage ratio, as defined in the bank credit facility agreement, exceeds 4.0 times. Borrowings under the bank credit facility bear floating rates of interest at margins over Canadian dollar term Canadian Overnight Repo Rate Average (“**CORRA**”) loan yields, U.S. dollar Secured Overnight Financing Rate (“**SOFR**”) rates or prime. Margins on the facility depend on the Corporation's leverage ratio at the time of borrowing and range between 1.8% and 3.3% for Canadian dollar term CORRA loans and U.S. dollar SOFR borrowings, and between 0.8% and 2.3% for prime rate borrowings.

Shareholders Rights Plan Agreement

On January 4, 2011, the board of directors adopted a shareholder rights plan (the “**Rights Plan**”) under a Shareholder Rights Plan Agreement dated January 4, 2011, between the Corporation and Computershare Investor Services Inc., as rights agent. At the annual meeting of shareholders of the Corporation held May 10, 2011 (the “**2011 Annual Meeting**”), the Rights Plan was ratified by a majority of votes cast by the holders of common shares who voted in respect thereof and then renewed again by shareholders on May 6, 2014. An amended and restated version of the Shareholder Rights Plan was approved and confirmed by shareholders on May 2, 2017, and then renewed again by shareholders on May 5, 2020 and again on May 2, 2023. The amended and restated Rights Plan provides that it will continue to be in effect if ratified by a majority of the votes cast by the holders of common shares who vote in respect thereof at every third annual meeting of shareholders after the 2011 Annual Meeting at which the Rights Plan was first ratified. The primary objective of the Rights Plan is to ensure, to the extent possible,

that all of Wajax's shareholders are treated fairly in connection with any take-over bid for the Corporation.

Debentures

In December 2019, the Corporation issued \$57 million in unsecured subordinated debentures by way of a prospectus offering. The debentures bear interest at a rate of 6.00% per annum, payable semi-annually and mature on January 15, 2025. On and after January 15, 2023 and prior to January 15, 2024, the debentures are redeemable in whole or in part from time to time at the Corporation's option at a redemption price equal to 103% of the principal amount of the debentures redeemed plus accrued and unpaid interest, if any, up to but excluding the date set for redemption. On and after January 15, 2024 and prior to the maturity date, the debentures will be redeemable, in whole or in part, from time to time at the Corporation's option at par plus accrued and unpaid interest, if any, up to but excluding the date set for redemption. The Corporation shall provide not more than 60 nor less than 30 days' prior notice of redemption of the debentures. The Corporation will have the option to satisfy its obligation to repay the principal amount of the debentures due at redemption or maturity in either cash or freely tradeable common shares determined in accordance with the terms of the Indenture. The debentures will not be convertible into common shares at the option of the holders at any time.

RISK FACTORS

A discussion of operating and financial risks relating to the Corporation is included in the 2023 MD&A, which is incorporated herein by reference and which has been filed under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

LEGAL PROCEEDINGS

Wajax and its operating subsidiaries are involved from time to time in various claims and litigation which arise in the normal course of business. There are no material legal proceedings currently in process and, to the knowledge of Wajax, there are no material legal claims contemplated.

INTEREST OF EXPERTS

KPMG LLP are the external auditors of the Corporation and have confirmed that they are independent of the Corporation as within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation from January 1, 2023 up to March 4, 2024.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of Wajax's securities, and securities authorized for issuance under share compensation plans, will be contained in Wajax's Management Proxy Circular to be furnished in connection with the Annual Meeting of Shareholders to be held on May 2, 2024. Additional financial information is included in the audited Consolidated Financial Statements, the Management's Discussion and Analysis and notes thereto for the years ended December 31, 2023 and 2022 which are incorporated within Wajax's 2023 Annual Report. Copies of these documents may be obtained upon request from the Corporate Secretary of Wajax, 2250 Argentia Road, Mississauga, Ontario, L5N 6A5.

Additional information relating to Wajax may also be found under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

APPENDIX A

WAJAX CORPORATION AUDIT COMMITTEE CHARTER

1. ROLE OF THE COMMITTEE

The committee's role shall be to assist the board to promote and improve the integrity and objectivity of financial reports.

The committee shall oversee the accounting and financial reporting processes of the corporation and review and recommend for approval by the board the financial statements, Management's Discussion & Analysis, Annual Information Form and earnings news releases.

The committee will manage the relationship between the corporation and its external auditors by overseeing the work of the external auditors and by making recommendations to the board on the engagement, remuneration and termination of the external auditors based on its evaluation of performance.

The committee shall pre-approve all non-audit services the external auditors propose to provide to the corporation.

The committee shall facilitate and maintain open communications among management, the external auditors, the internal auditor and the board.

The committee shall be responsible for the discharge of such other duties as may be prescribed by regulation or delegated by the board.

2. MEMBERSHIP

The committee shall be comprised of three or more directors all of whom shall be independent as determined by the board in conformity with the laws, regulations and listing requirements to which the corporation is subject. An independent committee member is one who has no direct or indirect material relationship with the corporation. A material relationship means a relationship which could, as determined by the board, reasonably interfere with the exercise of a member's independent judgement.

The board shall appoint the members of the committee based on the recommendation of the Governance Committee. The Chair of the committee shall be appointed by the board of directors. A quorum shall consist of two directors.

All members of the committee shall in the judgment of the board of directors be "financially literate". "Financially literate" shall mean the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the corporation's financial statements.

3. MEETINGS

The committee shall meet at least four times per year and at such other times as any member of the committee deems necessary to fulfill its responsibilities. The corporation's internal and external auditors will normally be required to attend all meetings. At each regular meeting, the committee shall meet separately with management, the internal auditor and the external auditors to discuss any matters the committee or any of these parties believe should be discussed privately.

4. REPORTING TO THE BOARD

Minutes of all meetings of the committee are to be sent to all board members. All supporting schedules and data received and reviewed by the committee are to be available for examination by any director upon request to the secretary of the committee.

5. AUTHORITY

The committee shall have direct access to all books, records, facilities and personnel of the corporation including to the external and/or internal auditor as it determines this to be advisable. All employees are to cooperate as requested by committee members.

The committee shall have the authority to retain persons having special expertise in legal, accounting or other matters as it determines to be necessary to assist it in discharging its responsibilities. The committee shall have the authority to set and pay the compensation of any advisors it engages.

The board of directors may authorize the committee to investigate any activity of the corporation.

6. RESPONSIBILITIES

In the discharge of its role, the committee will have the responsibility to:

- (a) recommend to the board the external auditors to be nominated for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the corporation and the compensation of the external auditors;
- (b) oversee the work of the external auditor engaged for the purpose in (a), including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (c) confirm the external auditors are participants in good standing with the Canadian Public Accountability Board;
- (d) review the external auditor engagement letter, confirm the direct reporting and accountability of the auditors to the audit committee and through the committee to the board of directors as representatives of the shareholders;
- (e) pre-approve any non-audit services to be provided by the external auditors and generally assess the independence of the external auditors having reference to the Independence Standards of the Chartered Professional Accountants of Canada; the pre-approval requirement will be satisfied if the committee adopts specific policies and procedures for the engagement of the non-audit services, if (i) the pre-approval policies and procedures are detailed as to the particular service; (ii) the audit committee is informed of each non-audit service; and (iii) the procedures do not include delegation of the committee's responsibilities to management;
- (f) ensure the rotation of the lead audit partner and/or the audit partner responsible for reviewing the audit as required by law;
- (g) review and approve the corporation's hiring policies regarding employees or persons previously employed by the present or former external auditors;
- (h) review the scope of the external auditors' audit plan and the procedures to be utilized with the external auditors and with management;
- (i) review with management and with the external auditors all major accounting policies and practices adopted, any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;
- (j) review with management the adequacy and effectiveness of applicable controls related to the corporation's environmental, social and governance ("ESG") disclosures and review ESG disclosures required to be included in financial reporting prior to publication;
- (k) question management regarding significant variances between comparative reporting periods;
- (l) review with management and the external auditors and recommend to the board the audited annual financial statements and the quarterly financial statements of the corporation;

- (m) question management and the external auditors regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
- (n) review any restrictions imposed by management in performing the external audit or significant accounting issues on which there was a disagreement with management;
- (o) review the post-audit or management letter, containing the recommendations of the external auditors, and management's response and subsequent follow up to any identified weakness;
- (p) review and recommend for the approval by the board the corporation's financial statements, Annual Information Form, Management's Discussion & Analysis reports, earnings news releases and any earnings guidance and all public disclosure documents containing audited or unaudited financial information before release;
- (q) ensure adequate procedures are in place for the review of the corporation's public disclosure of financial information extracted or derived from the corporation's financial statements, other than the public disclosure referred to in 6 (p), and periodically assess the adequacy of these procedures;
- (r) review the terms of reference of the internal auditor, the adequacy of internal audit resources and the effectiveness of the internal audit function;
- (s) review the audit plan and quarterly reports issued by the internal auditor and management's response and subsequent follow up to any identified weakness;
- (t) review the appointments of the Chief Financial Officer and any key financial executives involved in the financial reporting process;
- (u) review with management the status of any material pending or threatened litigation;
- (v) review the adequacy and quality of the insurance coverage maintained by the corporation;
- (w) inquire of the Chief Executive Officer and Chief Financial Officer as to the corporation's disclosure controls and procedures and as to the existence of any significant deficiencies in the design or operation of internal controls and any fraud that involves employees who have a significant role in the corporation's internal controls;
- (x) review the status of compliance with laws and regulations and the scope and status of systems designed to ensure compliance therewith and receive reports from management, legal counsel and other third parties as determined by the committee on such matters, as well as major legislative and regulatory developments which could impact the corporation's contingent liabilities and risks;
- (y) review the corporation's tax strategy, including its tax planning and compliance with applicable tax laws, such review to occur annually, or at such other interval as the committee may determine appropriate;
- (z) review expenses charged to the corporation by the Chairman and by the Chief Executive Officer;
- (aa) establish procedures for (i) the receipt, retention, and treatment of complaints received by the corporation regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and
- (bb) appoint auditors for the registered pension plans sponsored by Wajax Limited and approve the audited financial statements of the plans.

7. BUSINESS CONDUCT POLICIES

The committee will review and reassess annually the adequacy of the corporation's Code of Business Conduct and its Statement of Policies and Procedures with respect to Confidentiality, Insider Trading and Tipping, Disclosure and Insider Reporting.

Each year, directors, officers and designated employees will be required to provide a written representation that they have complied with the corporation's Code of Business Conduct. The committee will annually receive and review a compliance acknowledgement report from the human resources group in respect of the Code of Business Conduct.

8. ALLOCATION OF RESPONSIBILITIES

Management is responsible for operating the business of the corporation and for its internal controls and the financial reporting process. The external auditors are responsible for performing an independent audit of the corporation's consolidated financial statements in accordance with generally accepted auditing standards and for issuing a report thereon. The external auditors shall report and be accountable to the committee and through the committee to the board of directors as representatives of shareholders. The committee's responsibility is to monitor and oversee these processes on behalf of the board. The committee is not charged with the duty to plan or conduct audits or to determine that the corporation's financial statements are complete and accurate and in accordance with generally accepted accounting principles.

The existence of the committee and the delegation to it of certain powers and duties by the board of directors does not relieve individual members of the board of directors from the responsibility of satisfying themselves that the affairs of the corporation are being properly conducted.

9. COMPLAINTS

Concerns or complaints submitted to management pursuant to procedures set forth in the Code of Business Conduct or otherwise received by an employee of the corporation, including but not restricted to concerns and complaints which relate to accounting, internal accounting controls or audit matters, shall be referred to the General Counsel and through the General Counsel to the Chief Financial Officer and to the Chairman of the committee. The committee shall deal with all such internal complaints relating to such matters.

No reprisal, retaliation or disciplinary action shall be taken against employees for reporting, in good faith, such concerns. The General Counsel shall, if requested by the complainant, keep the identity of the complainant in confidence to the extent appropriate or permitted by law.

10. CHAIR POSITION DESCRIPTION

Responsibilities of the Chair include the following:

- (a) Preside as chair at all meetings of the committee;
- (b) Facilitate the effective operation and management of, and provide leadership to, the committee;
- (c) Develop the agenda for each meeting of the committee and bring forward for consideration matters within the mandate of the committee;
- (d) Take all reasonable steps to ensure that committee decisions are implemented;
- (e) Facilitate the committee's interaction with management, the board and other committees of the board;
- (f) Report to the Board on committee activities and issues; and
- (g) Perform such other duties and responsibilities as may be delegated to the Chair by the committee from time to time.

11. ANNUAL REVIEW

The committee shall review the adequacy of this Charter on an annual basis and recommend any changes to the board.