Groupe Dynamite Inc.
Bought Secondary Offering of Subordinate Voting Shares
April 20, 2026

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in all of the provinces and territories of Canada. The final base shelf prospectus, any applicable shelf prospectus supplement and any amendment to the documents are accessible through SEDAR+. Copies of the documents may be obtained upon request by contacting BMO Nesbitt Burns Inc. ("BMO Capital Markets"), Brampton Distribution Centre C/O The Data Group of Companies, 9195 Torbram Road, Brampton, Ontario, L6S 6H2 by telephone at 905-791-3151 Ext 4312 or by email at torbramwarehouse@datagroup.ca.

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This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any applicable shelf prospectus supplement and any amendment to the documents for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

The securities offered hereby have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any securities laws of any state of the United States and may not be offered or sold within the United States unless registered under the 1933 Act and any applicable securities laws of any state of the United States or an exemption from such registration requirements is available. This document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States.

Terms and Conditions

Issuer:	Groupe Dynamite Inc. (the "Company").
Selling Shareholder:	4370368 Canada Inc., a company controlled by Mr. Andrew Lutfy, the Company's Chief Executive Officer (the "Selling Shareholder")
Offering:	Secondary offering of 2,700,000 subordinate voting shares (the "Offered Shares").
Offering Price:	$93.00 per Offered Share.
Issue Amount:	$251,100,000 (the "Offering").
Over-Allotment Option:	The Selling Shareholder has granted the Underwriters an option exercisable, in whole or in part, at any time until and including 30 days following the closing of the Offering, to purchase up to an additional 15% of its Offered Shares in the Offering at the Offering Price to cover over-allotments, if any (the "Option").
Share Buyback:	The Company has agreed, concurrently with the closing of the Offering, to repurchase for cancellation subordinate voting shares from the Selling Shareholder at the Offering Price, for total consideration of approximately $51 million (the "Buyback").
Shares Held by the Selling Shareholder Following Closing:	Immediately following the Offering and the Buyback, assuming the Option is not exercised, the Selling Shareholder will own 88,615,622 multiple voting shares and 750,000 subordinate voting shares, for an aggregate of 89,365,622 shares, representing approximately 81.9% of all outstanding shares and approximately 97.8% of the voting rights attached to all outstanding shares of the Company. If the Option is exercised, immediately following the Offering and the Buyback, the Selling Shareholder will own 88,615,622 multiple voting shares and 345,000 subordinate voting shares, for an aggregate of 88,960,622 shares, representing approximately 81.5% of all outstanding shares and approximately 97.8% of the voting rights attached to all outstanding shares of the Company.
Use of Proceeds:	The Company will not receive any proceeds from the Offering.
Lock-Up:	Each of the Company and the Selling Shareholder will be subject to a 90-day lock-up, subject to customary exceptions.

Form of Offering:	Bought deal by way of a prospectus supplement to be filed in all provinces and territories of Canada. U.S. sales by private placement via Rule 144A under the 1933 Act.
Listing:	The subordinate voting shares are listed on the TSX under the symbol “GRGD”.
Eligibility:	Eligible for RRSPs, RRIFs, RESPs, TFSAs, RDSPs, DPSPs and FHSAs.
Joint Bookrunners:	BMO Capital Markets, Desjardins Capital Markets, National Bank Capital Markets, RBC Capital Markets, and TD Securities Inc.
Commission:	4.0%.
Closing:	April 27, 2026.