



**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS**

For the three months ended March 31, 2025

Table of Contents

1.	Basis of Presentation	3
2.	Company Overview.....	3
3.	Non-IFRS and Other Financial Measures	3
4.	How We Assess the Performance of our Business	4
	Revenue.....	4
	Gross Profit	5
	Gross Profit Margin.....	5
	Normalized Gross Profit and Normalized Gross Profit Margin	5
	SG&A.....	5
	Normalized SG&A	5
	Earnings from Operations	5
	Operating Margin	5
	Normalized Earnings from Operations and Normalized Operating Margin.....	6
	EBITDA	6
	Adjusted EBITDA	6
	Adjusted EBITDA Margin	6
	Adjusted Net Earnings.....	6
	Adjusted Diluted Earnings per Share	6
	Net Debt	7
	Investments in Working Capital.....	7
	Cash from Operating Activities Before Working Capital Considerations.....	7
5.	Financial Performance.....	8
	Selected Consolidated Financial Information.....	8
	Summary of Consolidated Quarterly Results	16
6.	Liquidity and Capital Resources	17
	Overview	17
	Credit Facilities	17
	Analysis of Cash Flows — three months ended March 31, 2025 and 2024	18
	Contractual Obligations.....	18
	Off-Balance Sheet Arrangements.....	19
	Share-based compensation	19
	Financial Instruments	19
	Outstanding Share Capital.....	20
	Normal Course Issuer Bid	20
	Preferred Shares	21
	Warrants	21
7.	Significant Accounting Judgements, Estimates, and Assumptions	21
	Control of China Operations	22
	Estimating variable consideration for returns, trade merchandise allowances and sales promotional incentives.....	22
	Valuation of inventory.....	22
	Long-lived assets valuation	22
	Measurement of fair values	23
	Useful lives of property, plant and equipment and intangible assets with finite useful lives	23
8.	Summary of Material Accounting Policies	23
9.	Internal Controls.....	23
	Internal Control over Financial Reporting.....	23

	Limitations of an Internal Control System	24
10.	Summary of Factors Affecting Our Performance.....	24
	Impact of Geopolitical Tensions	24
	Our Brands	24
	Product Innovation and Planning	24
	Customer Relationships.....	25
	Sourcing and Production	25
	Distribution	25
	Consumer Trends	25
	Competition.....	26
	Foreign Exchange.....	26
	Chinese Operations Strategic Partnership	26
	Implementation of Growth Strategies.....	27
	Regulation	27
11.	Risk Factors.....	27
	Market Risk	28
	Foreign Exchange Risk	28
	Interest Rate Risk	28
	Commodity Price Risk	28
	Liquidity Risk.....	28
12.	Outlook.....	29
13.	Forward-Looking Information.....	31
14.	Current Share and Option Information.....	32
15.	Additional Information.....	32

1. Basis of Presentation

The following management’s discussion and analysis of financial condition and results of operations (“MD&A”) of Jamieson Wellness Inc. (together with its subsidiaries), referred to herein as “Jamieson”, the “Company”, “we”, “us” or “our”, is dated as of May 7, 2025. It should be read in conjunction with our unaudited condensed consolidated interim financial statements and accompanying notes for the three months ended March 31, 2025, our audited consolidated annual financial statements and accompanying notes for the year ended December 31, 2024 and the related annual MD&A.

Our unaudited condensed consolidated interim financial statements and accompanying notes for the three months ended March 31, 2025 have been prepared in accordance with IAS 34, “Interim Financial Reporting” under International Financial Reporting Standards (“IFRS”). These unaudited condensed consolidated interim financial statements include the accounts of our Company and other entities that we control and are reported in Canadian dollars. All references in this MD&A to “Q1 2025” are to our fiscal quarter ended March 31, 2025 and all references to “Q1 2024” are to our fiscal quarter ended March 31, 2024.

See “*Forward-Looking Information*” and “*Risk Factors*” for a discussion of the uncertainties, risks and assumptions associated with these statements. Actual results may differ materially from those indicated or underlying forward-looking information as a result of various factors, including those referred to under the heading “*Risk Factors*” and elsewhere in this MD&A.

2. Company Overview

Jamieson Wellness is a growing global manufacturer, distributor, and marketer of high-quality natural health products, with a leadership position in Canada. From our offices in Canada, the U.S. and China, and our production facilities in Ontario and California, we combine deep consumer insights with extensive research, development and manufacturing capabilities to deliver category-leading innovation and growth.

We are dedicated to Inspiring Better Lives Every Day with our portfolio of innovative natural health brands. Established in 1922, our Jamieson brand is Canada’s #1 consumer health brand. Our youtheory brand, acquired in 2022, is an established and growing lifestyle brand in the U.S. Combined, these global brands are available in approximately 50 countries worldwide. We also offer a variety of innovative vitamins, minerals and supplements (“VMS”) as well as sports nutrition products to consumers in Canada with our Progressive, Smart Solutions, Iron Vegan and Precision brands. All of our brands are collectively referred to as our “Jamieson Brands” segment.

In addition to our Jamieson Brands segment, our trusted reputation and strong industry relationships, together with our high-quality production capabilities and certifications attract opportunities for us to manufacture products for select blue-chip consumer health companies and retailers worldwide. More than “white label” manufacturing, this segment of the business is designed to support Jamieson Brands by allowing us to broaden customer relationships and improve asset utilization while providing direct benefit to strategic branded initiatives. We refer to this part of the business as our “Strategic Partners” segment.

VMS and sports nutrition are two large and growing segments of the global consumer health industry. Our reputation for product quality and trust, leading market position and brands, focus on innovation and extensive selection of products, make us the preferred partner for retailers.

3. Non-IFRS and Other Financial Measures

This MD&A makes reference to certain financial measures, including non-IFRS financial measures that are historical, non-IFRS measures that are forward-looking, non-GAAP ratios and supplementary financial measures. Management uses these financial measures for purposes of comparison to prior periods and development of future projections and earnings growth prospects. This information is also used by management to measure the profitability of ongoing operations and in analyzing our business performance and trends. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management’s perspective.

Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. We use the following non-IFRS financial measures: “EBITDA”, “Adjusted EBITDA”, “Adjusted net earnings”, “normalized gross profit”, “normalized SG&A”, “normalized earnings from operations”, “cash from operating activities before working capital considerations” and “net debt”, the following non-IFRS ratios: “Adjusted EBITDA margin”, “Adjusted diluted earnings per share”, “normalized gross profit margin”, “normalized operating margin”, and the following supplementary financial measures: “gross profit margin” and “operating margin”, to provide supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS financial measures. Management also uses non-IFRS and supplementary financial measures in order to prepare annual operating budgets and to determine components of management compensation. See “*How we Assess the Performance of our Business*” for an explanation of the composition of each such measure, as applicable, and see “*Selected Consolidated Financial Information*” for a quantitative reconciliation of each non-IFRS financial measure to its most directly comparable financial measure disclosed in our financial statements to which the measure relates.

4. How We Assess the Performance of our Business

The key performance indicators below are used by management in evaluating the performance of our Company and assessing our business. We refer to certain key performance indicators used by management and typically used by our competitors in the Canadian consumer health industry, some of which are not recognized under IFRS as identified below. See “*Non-IFRS and Other Financial Measures*” for more information on each non-IFRS financial measure, non-IFRS ratio and supplementary measure. See “*Selected Consolidated Financial Information*” for a quantitative reconciliation of each non-IFRS financial measure to its most directly comparable financial measure disclosed in our financial statements to which the measure relates.

Revenue

The majority of our revenue is derived from the sale of Jamieson branded products to distributors, retail and wholesale customers, as well as providing contract manufacturing services and the sale of product through our Strategic Partners segment.

Revenue is recognized for the sale of Jamieson branded products and the manufacturing of products to our strategic partners at the point in time when control of the asset is transferred to the customer, based on applicable shipping terms. We generally have a right to payment at the time of delivery (which is the same time that we have satisfied our performance obligations under the arrangement), as such, a receivable is recognized as the consideration is unconditional and only the passage of time is required before payment is due.

A portion of our revenue is derived from contract manufacturing services provided to customers in our Strategic Partners segment under a tolling arrangement where the customer supplies us with a raw material or ingredient. Revenue is recognized net of the cost of the raw material or ingredient supplied by the customer.

Rights of return give rise to variable consideration. The variable consideration is estimated at contract inception using the expected value method as this best predicts the amount of variable consideration to which we are entitled. The variable consideration is constrained to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when any uncertainty is subsequently resolved. For products that are expected to be returned, a refund liability is recognized as a reduction of revenue at the time the control of the products purchased is transferred to the customers.

We may provide discounts and sales promotional incentives to our customers, which give rise to variable consideration. The variable consideration is constrained to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when any uncertainty is subsequently resolved. The application of the constraint on variable consideration increases the amount of revenue that will be deferred. We apply the most likely amount method estimating discounts provided to customers using contracted rates and estimating sales promotional incentives provided to customers based on historical spending patterns. We may also provide other consideration to customers for customer-specific programs to promote our products. Consequently, revenues are recognized net of these estimated program costs. All other estimated non-customer-specific promotional costs and consideration are expensed as selling, general and administrative (“SG&A”) expenses.

In subsequent periods, we monitor the performance of customers against agreed-upon obligations related to sales incentive programs and make any adjustments to both revenue and sales incentive accruals as required.

As required for the unaudited condensed consolidated interim financial statements, we have disaggregated revenue recognized from contracts with customers. Please refer to Note 15 in our unaudited condensed consolidated interim financial statements for the disclosure on disaggregated revenue.

Gross Profit

“Gross profit” is defined as revenue less cost of sales. Cost of sales includes product-related costs, labour, other operating costs such as rent, repair and maintenance, and amortization. Our cost of sales may include different costs compared to other manufacturers and distributors in the consumer health industry. Management believes that gross profit is a useful measure in assessing our underlying operating performance before SG&A expenses and share-based compensation.

Gross Profit Margin

“Gross profit margin” is defined as gross profit divided by revenue. Gross profit margin is a supplementary financial measure.

Normalized Gross Profit and Normalized Gross Profit Margin

“Normalized gross profit” is defined as gross profit adjusted for non-operating expenses. Normalized gross profit is a non-IFRS financial measure and its most directly comparable financial measure that is disclosed in our financial statements is gross profit. We believe normalized gross profit is a useful measure in assessing our operating results by excluding the effects of the amortization of fair value adjustments on acquired inventories and labour relations costs that are not reflective of our operating performance. “Normalized gross profit margin” is defined as normalized gross profit divided by revenue. Normalized gross profit margin is a non-IFRS ratio.

SG&A

Our SG&A expenses are predominantly comprised of wages, benefits, travel, marketing, consulting fees, accounting fees, legal fees, non-customer-specific promotional costs and other expenses related to the corporate infrastructure required to support our business. Our SG&A expenses also include regulatory, legal, accounting, insurance, termination benefits and other expenses associated with being a public company.

Normalized SG&A

“Normalized SG&A” is defined as SG&A adjusted for non-operating expenses. Normalized SG&A is a non-IFRS financial measure and its most directly comparable financial measure that is disclosed in our financial statements is SG&A. We believe normalized SG&A is a useful measure as it excludes the effects of (i) IT system implementation costs; (ii) labour relations costs; (iii) donations; and (iv) legal and other non-operating costs that are not reflective of our operating performance.

Earnings from Operations

“Earnings from operations” is defined as gross profit less SG&A expenses and share-based compensation.

Operating Margin

“Operating margin” is defined as earnings from operations divided by revenue. Operating margin is a supplementary financial measure.

Normalized Earnings from Operations and Normalized Operating Margin

“Normalized earnings from operations” is defined as earnings from operations adjusted for non-operating expenses. Normalized earnings from operations is a non-IFRS financial measure and its most directly comparable financial measure that is disclosed in our financial statements is earnings from operations. We believe normalized earnings from operations is a useful measure in assessing our operating results by excluding the effects of (i) IT system implementation costs; (ii) labour relations costs; (iii) donations; and (iv) legal and other non-operating costs that are not reflective of our operating performance. “Normalized operating margin” is defined as normalized earnings from operations divided by revenue. Normalized operating margin is a non-IFRS ratio.

EBITDA

“EBITDA” is defined as net earnings before: (i) provision for (recovery of) income taxes; (ii) interest expense (iii) accretion on preferred shares; (iv) depreciation of property, plant, and equipment; and (v) amortization of intangible assets. EBITDA is a non-IFRS financial measure and its most directly comparable financial measure that is disclosed in our financial statements is net earnings. We believe that EBITDA is a useful measure to assess the performance and cash flow of our Company.

Adjusted EBITDA

“Adjusted EBITDA” is defined as EBITDA before: (i) share-based compensation; (ii) foreign exchange loss/gain; (iii) labour relations costs; (iv) IT system implementation costs; (vi) donations; and (vii) legal and other non-operating costs. Adjusted EBITDA is a non-IFRS financial measure and its most directly comparable financial measure that is disclosed in our financial statements is net earnings. We believe Adjusted EBITDA is a useful measure to assess the performance and cash flow of our Company as it provides more meaningful operating results by excluding the effects of interest, taxes, depreciation and amortization costs, expenses we believe are not reflective of our underlying business performance.

Adjusted EBITDA Margin

“Adjusted EBITDA margin” is defined as Adjusted EBITDA divided by revenue. Adjusted EBITDA Margin is a non-IFRS ratio. We believe Adjusted EBITDA margin is a useful measure to assess the performance and cash flow of our Company.

Adjusted Net Earnings

“Adjusted net earnings” is defined as consolidated net earnings adjusted for the impact of: (i) share-based compensation; (ii) foreign exchange loss/gain; (iii) IT system implementation costs; (iv) labour relations costs; (v) accretion on preferred shares; (vi) donations; and (vii) legal and other non-operating costs. Adjusted net earnings is a non-IFRS financial measure and its most directly comparable financial measure that is disclosed in our financial statements is net earnings. We believe Adjusted net earnings is a useful measure to assess the performance of our Company as it provides more meaningful operating results by excluding the effects of expenses that are not reflective of our underlying business performance.

Adjusted Diluted Earnings per Share

“Adjusted diluted earnings per share” is defined as Adjusted net earnings divided by the total weighted average number of outstanding diluted shares at the end of the most recently completed quarter for the relevant period. Adjusted diluted earnings per share is a non-IFRS ratio. We believe Adjusted diluted earnings per share is a useful measure to assess the performance of our Company.

Net Debt

“Net debt” is defined as long-term debt less cash. Net debt is a non-IFRS financial measure and its most directly comparable financial measure that is disclosed in our financial statements is long-term debt. We believe net debt is a useful measure in managing our capital structure and financing requirements.

Investments in Working Capital

“Investments in working capital” is defined as net change in non-cash working capital less receivables on gain from acquisition related working capital. Investments in working capital is a non-IFRS financial measure and its most directly comparable financial measure that is disclosed in our financial statements is net change in non-cash working capital. We believe investments in working capital is a useful measure in assessing cash flow from operations.

Cash from Operating Activities Before Working Capital Considerations

“Cash from operating activities before working capital considerations” is defined as cash from operating activities plus net change in non-cash working capital. Cash from operating activities before working capital considerations is a non-IFRS financial measure and its most directly comparable financial measure that is disclosed in our financial statements is cash flows from operating activities. We believe cash from operating activities before working capital considerations is a useful measure in assessing cash flow from operations and liquidity.

5. Financial Performance

Selected Consolidated Financial Information

The following table provides selected historical financial information and other data of ours which should be read in conjunction with our unaudited condensed consolidated interim financial statements and related notes. A quantitative reconciliation of net earnings to EBITDA, Adjusted EBITDA, and Adjusted net earnings can be found below.

	Three months ended		\$ Change	% Change
	March 31			
	2025	2024		
<i>(\$ in 000's, except as otherwise noted)</i>				
Revenue	145,963	128,038	17,925	14.0%
Cost of sales	90,743	85,253	5,490	6.4%
Gross profit	55,220	42,785	12,435	29.1%
Gross profit margin ⁽¹⁾	37.8%	33.4%	-	4.4%
Selling, general and administrative expenses	49,587	39,558	10,029	25.4%
Share-based compensation	2,087	1,749	338	19.3%
Earnings from operations	3,546	1,478	2,068	139.9%
Operating margin ⁽¹⁾	2.4%	1.2%	-	1.2%
Foreign exchange loss/(gain)	504	(771)	1,275	165.4%
Interest expense and other financing costs	4,908	4,873	35	0.7%
Accretion on preferred shares	2,272	2,219	53	2.4%
Loss before income taxes	(4,138)	(4,843)	705	14.6%
Recovery of income taxes	(1,624)	(1,124)	(500)	(44.5%)
Net loss	(2,514)	(3,719)	1,205	32.4%
Net loss attributable to:				
Shareholders	(2,446)	(4,113)	1,667	40.5%
Non-controlling interests	(68)	394	(462)	(117.3%)
	(2,514)	(3,719)	1,205	32.4%
Adjusted net earnings ⁽²⁾	5,948	3,915	2,033	51.9%
EBITDA ⁽²⁾	7,797	7,149	648	9.1%
Adjusted EBITDA ⁽²⁾	19,066	16,097	2,969	18.4%
Adjusted EBITDA margin ⁽³⁾	13.1%	12.6%	-	0.5%
Weighted average number of shares				
Basic	41,979,827	41,479,861		
Diluted	41,979,827	41,479,861		
Earnings per share attributable to common shareholders:				
Basic, earnings per share	(0.06)	(0.09)		
Diluted, earnings per share	(0.06)	(0.09)		
Adjusted diluted, earnings per share ⁽³⁾	0.14	0.09		

(1) This is a supplementary financial measure and is used throughout this MD&A. See “*Non-IFRS and Other Financial Measures*” for more information on each supplementary financial measure. See “*How we Assess the Performance of our Business*” for an explanation of the composition of such measure.

(2) This is a non-IFRS financial measure and is used throughout this MD&A. See “*Non-IFRS and Other Financial Measures*” for more information on each non-IFRS financial measure. See “*How we Assess the Performance of our Business*” for an explanation of the composition of such measure.

(3) This is a non-IFRS ratio and is used throughout this MD&A. See “*Non-IFRS and Other Financial Measures*” for more information on each non-IFRS ratio. See “*How we Assess the Performance of our Business*” for an explanation of the composition of such ratio.

The following table provides selected consolidated financial position data for the periods indicated.

<i>(\$ in 000's)</i>	As at March 31, 2025	As at December 31, 2024
Selected Consolidated Financial Position Data:		
Total assets	1,130,695	1,208,793
Total non-current liabilities	473,583	487,732

The following tables provide a quantitative reconciliation of net earnings to EBITDA, Adjusted EBITDA, and Adjusted net earnings, as well as gross profit to normalized gross profit, SG&A to normalized SG&A, earnings from operations to normalized earnings from operations, each of which are non-IFRS financial measures (see “*Non-IFRS and Other Financial Measures*” and “*How we Assess the Performance of our Business*” for further information on each non-IFRS financial measure), for the three months ended March 31, 2025 and March 31, 2024.

<i>(\$ in 000's, except as otherwise noted)</i>	Three months ended March 31		\$ Change	% Change
	2025	2024		
Net loss:	(2,514)	(3,719)	1,205	32.4%
<i>Add:</i>				
Recovery of income taxes	(1,624)	(1,124)	(500)	(44.5%)
Interest expense and other financing costs	4,908	4,873	35	0.7%
Accretion on preferred shares	2,272	2,219	53	2.4%
Depreciation of property, plant, and equipment	3,255	3,516	(261)	(7.4%)
Amortization of intangible assets	1,500	1,384	116	8.4%
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	7,797	7,149	648	9.1%
Share-based compensation ⁽¹⁾	2,087	1,749	338	19.3%
Foreign exchange loss/(gain)	504	(771)	1,275	165.4%
Labour relations costs ⁽²⁾	-	4,693	(4,693)	(100.0%)
IT system implementation ⁽³⁾	5,535	2,980	2,555	85.7%
Donations ⁽⁴⁾	3,118	-	3,118	100.0%
Legal and other	25	297	(272)	(91.6%)
Adjusted EBITDA	19,066	16,097	2,969	18.4%
Recovery of income taxes	1,624	1,124	500	44.5%
Interest expense and other financing costs	(4,908)	(4,873)	(35)	(0.7%)
Depreciation of property, plant, and equipment	(3,255)	(3,516)	261	7.4%
Amortization of intangible assets	(1,500)	(1,384)	(116)	(8.4%)
Share-based compensation ⁽¹⁾	(1,965)	(1,627)	(338)	(20.8%)
Tax deduction from vesting of certain share-based awards	(689)	-	(689)	100.0%
Tax effect of normalization adjustments	(2,425)	(1,906)	(519)	(27.2%)
Adjusted net earnings	5,948	3,915	2,033	51.9%

(\$ in 000's, except as otherwise noted)	Three months ended			
	March 31		\$ Change	% Change
	2025	2024		
Gross profit	55,220	42,785	12,435	29.1%
Labour relations costs ⁽²⁾	-	3,253	(3,253)	(100.0%)
IT system implementation ⁽³⁾	1,249	-	1,249	100.0%
Normalized gross profit ⁽⁵⁾	56,469	46,038	10,431	22.7%
Normalized gross profit margin ⁽⁶⁾	38.7%	36.0%	-	2.7%
Selling, general and administrative expenses	49,587	39,558	10,029	25.4%
Donations ⁽⁴⁾	(3,118)	-	(3,118)	(100.0%)
IT system implementation ⁽³⁾	(4,286)	(2,980)	(1,306)	(43.8%)
Labour relations costs ⁽²⁾	-	(1,440)	1,440	100.0%
Legal and other	(25)	(297)	272	91.6%
Normalized selling, general and administrative expenses ⁽⁵⁾	42,158	34,841	7,317	21.0%
Earnings from operations	3,546	1,478	2,068	139.9%
IT system implementation ⁽³⁾	5,535	2,980	2,555	85.7%
Labour relations costs ⁽²⁾	-	4,693	(4,693)	(100.0%)
Donations ⁽⁴⁾	3,118	-	3,118	100.0%
Legal and other	25	297	(272)	(91.6%)
Normalized earnings from operations ⁽⁵⁾	12,224	9,448	2,776	29.4%
Normalized operating margin ⁽⁶⁾	8.4%	7.4%	-	1.0%

- (1) Our share-based compensation expense pertains to our long-term incentive plan (the “LTIP”) (refer to “*Share-based compensation*”), with stock options, performance-based share units (“PSUs”), time-based restricted share units (“RSUs”), and deferred share units (“DSUs”) expenses, along with associated payroll taxes.
- (2) Prior year expenses are comprised of third party legal, security fees and unavoidable facility expenditures. All expenses are directly related to the facility closure and collective bargaining process with unionized employees at a manufacturing and warehousing facility in Windsor, Canada.
- (3) Mainly pertains to development and post implementation start-up costs associated with our IT system implementation to augment our system infrastructure. Unlike other system improvement projects with costs capitalized, due to its cloud-based nature, these system implementation costs are expensed accordingly.
- (4) Include cash and in-kind donations to support communities adjacent to our Irvine, California facility impacted by the wildfires.
- (5) Non-IFRS financial measure used throughout this MD&A. See “Non-IFRS and Other Financial Measures” for more information on each non-IFRS financial measure. See “How we Assess the Performance of our Business” for an explanation of the composition of such measure.
- (6) A non-IFRS ratio and is used throughout this MD&A. See “Non-IFRS and Other Financial Measures” for more information on each non-IFRS ratio. See “How we Assess the Performance of our Business” for an explanation of the composition of such ratio.

The following table provides selected financial information for the Jamieson Brands operating segment for the three months ended March 31, 2025 and March 31, 2024.

Jamieson Brands

(\$ in 000's, except as otherwise noted)

For the three months ended March 31,

	<u>2025</u>	<u>2024</u>	<u>\$ Change</u>	<u>% Change</u>
Revenue	131,381	115,348	16,033	13.9%
Gross profit	53,790	41,130	12,660	30.8%
Gross profit margin	40.9%	35.7%	-	5.2%
Normalized gross profit	54,813	44,383	10,430	23.5%
Normalized gross profit margin	41.7%	38.5%	-	3.2%
Selling, general and administrative expenses	48,040	38,061	9,979	26.2%
Normalized selling, general and administrative expenses	40,611	33,344	7,267	21.8%
Share-based compensation	2,087	1,749	338	19.3%
Earnings from operations	3,663	1,320	2,343	177.5%
Operating margin	2.8%	1.1%	-	1.7%
Normalized earnings from operations	12,115	9,290	2,825	30.4%
Normalized operating margin	9.2%	8.1%	-	1.1%
Adjusted EBITDA	18,273	15,124	3,149	20.8%
Adjusted EBITDA margin	13.9%	13.1%	-	0.8%

(\$ in 000's, except as otherwise noted)

For the three months ended March 31,

	<u>2025</u>	<u>2024</u>	<u>\$ Change</u>	<u>% Change</u>
Gross profit	53,790	41,130	12,660	30.8%
Labour relations costs	-	3,253	(3,253)	(100.0%)
IT system implementation	1,023	-	1,023	100.0%
Normalized gross profit	54,813	44,383	10,430	23.5%
Normalized gross profit margin	41.7%	38.5%	-	3.2%
Selling, general and administrative expenses	48,040	38,061	9,979	26.2%
Donations	(3,118)	-	(3,118)	(100.0%)
IT system implementation	(4,286)	(2,980)	(1,306)	(43.8%)
Legal and other	(25)	(297)	272	91.6%
Labour relations costs	-	(1,440)	1,440	100.0%
Normalized selling, general and administrative expenses	40,611	33,344	7,267	21.8%
Earnings from operations	3,663	1,320	2,343	177.5%
IT system implementation	5,309	2,980	2,329	78.2%
Labour relations costs	-	4,693	(4,693)	(100.0%)
Donations	3,118	-	3,118	100.0%
Legal and other	25	297	(272)	(91.6%)
Normalized earnings from operations	12,115	9,290	2,825	30.4%
Normalized operating margin	9.2%	8.1%	-	1.1%

The following table provides a quantitative reconciliation for the Jamieson Brands operating segment from earnings from operations to Adjusted EBITDA, which is a non-IFRS financial measure (see “*Non-IFRS and Other Financial Measures*” and “*How we Assess the Performance of our Business*” for further information on each non-IFRS financial measure), for the three months ended March 31, 2025 and March 31, 2024.

(\$ in 000's, except as otherwise noted)

For the three months ended March 31,	2025	2024	\$ Change	% Change
Earnings from operations	3,663	1,320	2,343	177.5%
Depreciation of property, plant, and equipment	2,571	2,701	(130)	(4.8%)
Amortization of intangible assets	1,500	1,384	116	8.4%
Share-based compensation	2,087	1,749	338	19.3%
Labour relations costs	-	4,693	(4,693)	(100.0%)
IT system implementation	5,309	2,980	2,329	78.2%
Donations	3,118	-	3,118	100.0%
Legal and other	25	297	(272)	(91.6%)
Adjusted EBITDA	18,273	15,124	3,149	20.8%

The following table provides selected financial information for the Strategic Partners operating segment for the three months ended March 31, 2025 and March 31, 2024.

Strategic Partners

(\$ in 000's, except as otherwise noted)

For the three months ended March 31,	2025	2024	\$ Change	% Change
Revenue	14,582	12,690	1,892	14.9%
Gross profit	1,430	1,655	(225)	(13.6%)
Gross profit margin	9.8%	13.0%	-	(3.2%)
Normalized gross profit	1,656	1,655	1	0.1%
Normalized gross profit margin	11.4%	13.0%	-	(1.6%)
Selling, general and administrative expenses	1,547	1,497	50	3.3%
Earnings from operations	(117)	158	(275)	(174.1%)
Operating margin	(0.8%)	1.2%	-	(2.0%)
Normalized earnings from operations	109	158	(49)	(31.0%)
Normalized operating margin	0.7%	1.2%	-	(0.5%)
Adjusted EBITDA	793	973	(180)	(18.5%)
Adjusted EBITDA margin	5.4%	7.7%	-	(2.3%)

(\$ in 000's, except as otherwise noted)

For the three months ended March 31,	2025	2024	\$ Change	% Change
Gross profit	1,430	1,655	(225)	(13.6%)
IT system implementation	226	-	226	100.0%
Normalized gross profit	1,656	1,655	1	0.1%
Normalized gross profit margin	11.4%	13.0%	-	(1.6%)
Earnings from operations	(117)	158	(275)	(174.1%)
IT system implementation	226	-	226	100.0%
Normalized earnings from operations	109	158	(49)	(31.0%)
Normalized operating margin	0.7%	1.2%	-	(0.5%)

The following table provides a quantitative reconciliation for the Strategic Partners operating segment from earnings from operations to Adjusted EBITDA, which is a non-IFRS financial measure (see “Non-IFRS and Other Financial Measures” and “How we Assess the Performance of our Business” for further information on each non-IFRS financial measure), for the three months ended March 31, 2025 and March 31, 2024.

(\$ in 000's, except as otherwise noted)

For the three months ended March 31,	2025	2024	\$ Change	% Change
Earnings from operations	(117)	158	(275)	(174.1%)
Depreciation of property, plant, and equipment	684	815	(131)	(16.1%)
IT system implementation	226	-	226	100.0%
Adjusted EBITDA	793	973	(180)	(18.5%)

Revenue

Revenue increased by 14.0%, or \$17.9 million, to \$146.0 million in Q1 2025. This was driven by 13.9% growth in Jamieson Brands revenue and 14.9% growth in Strategic Partners revenue compared with Q1 2024.

Revenue in the Jamieson Brands segment increased by \$16.0 million, or 13.9%, to \$131.4 million in Q1 2025. Canada revenue increased by 14.3% in Q1 2025, driven by 11.2% from consumption and pricing, and the remaining 3.1% due to the Q1 2024 labour disruption impacting our ability to fulfill shipments in the prior year. Youtheory declined by 13.0% (19.3% growth compared to Q1 2023) due to 13.8% impact of lapping innovation pipefill in Q1 2024, partially offset by strong consumer consumption driving shipment growth of 16.5% in our traditional channels. China revenue increased by 52.1% primarily driven by our growth in social e-commerce which continues to outpace the market. Jamieson International revenue increased by 28.8% driven by 18.3% from growth in core markets in the Middle East and Asia and 10.5% from the aforementioned labour disruption.

Revenue in the Strategic Partners segment increased by \$1.9 million, or 14.9%, to \$14.6 million in Q1 2025, driven by 10.0% from shipments of new customer contracts awarded in the fourth quarter of the prior year and 4.9% from customer ordering patterns and timing.

Gross profit

Gross profit increased by \$12.4 million to \$55.2 million in Q1 2025, while normalized gross profit increased by \$10.4 million mainly driven by higher revenues and increased margins. Gross profit margin increased by 440 basis points to 37.8% in Q1 2025 due to volume driven efficiencies and favourable channel mix, while normalized gross profit margin increased 270 basis points.

Gross profit in the Jamieson Brands segment increased by \$12.7 million to \$53.8 million in Q1 2025, while normalized gross profit increased by \$10.4 million mainly driven by revenue growth and higher margins. Gross profit margin increased by 520 basis points to 40.9%, while normalized gross profit margin increased by 320 basis points to 41.7% mainly driven by 190 basis points from volume driven efficiencies and 130 basis points from favourable channel mix in China.

Gross profit in the Strategic Partners segment decreased by \$0.2 million to \$1.4 million, while normalized gross profit was flat to prior year. Gross profit margin decreased by 320 basis points to 9.8%, while normalized gross profit margin decreased by 160 basis points mainly driven by customer mix.

Selling, general and administrative expenses

SG&A expenses of \$49.6 million in Q1 2025 increased by \$10.0 million, or 25.4%, compared to Q1 2024. Excluding the impact of specified costs, SG&A expenses increased by \$7.3 million or 21.0% in Q1 2025, mainly driven by 7.9% in selling, general and administration costs from investments in additional resources to support our growth and 13.1% from marketing costs driven by investments to grow our brand globally, and notably in China.

Specified costs of \$7.4 million in Q1 2025 are mainly comprised of \$4.3 million in development and post implementation start-up costs associated with our IT system implementation, and \$3.1 million of cash and in-kind donations to support communities adjacent to our Irvine, California facility impacted by the wildfires.

Share-based compensation

Share-based compensation increased by \$0.3 million to \$2.1 million in Q1 2025 reflecting wage inflation and the timing of payroll taxes on the exercise of share-based awards.

Earnings from operations and operating margin

Earnings from operations increased by \$2.1 million driven by higher gross profit, partially offset by investments in SG&A. Operating margin increased by 120 basis points to 2.4% in Q1 2025 due to higher gross profit margin. Normalized earnings from operations increased by \$2.8 million, or 29.4% in Q1 2025, and normalized operating

margin was 8.4% compared with 7.4% in Q1 2024 due to higher normalized gross profit.

Earnings from operations in the Jamieson Brands segment increased by \$2.3 million and operating margin is 2.8%. Normalized earnings from operations increased by \$2.8 million driven by higher normalized gross profit, partially offset by timing of variable compensation in SG&A. Normalized operating margin increased by 110 basis points to 9.2% in Q1 2025 due to higher normalized gross profit.

Earnings from operations in the Strategic Partners segment decreased by \$0.3 million and operating margin decreased by 200 basis points. Normalized earnings from operations were consistent with prior year and normalized operating margin decreased by 50 basis points to 0.7% due to customer mix.

Foreign exchange loss/gain

Foreign exchange loss of \$0.5 million in Q1 2025 resulted from changes in currency exchange rates on our foreign denominated accounts receivable and accounts payable at the end of the quarter. We experience fluctuations from USD/CAD and RMB/CAD exchange rates between the date of transaction and when cash is realized.

Interest expense and other financing costs

Interest expense and other financing costs of \$4.9 million in was relatively consistent with Q1 2024.

Accretion on preferred shares

Preferred shares issued on May 16, 2023 as part of the Jamieson-DCP Partnership accrete at approximately 9.6% to its redeemable value of \$101.6 million at May 15, 2025. Accretion expense of \$2.3 million was realized during Q1 2025.

Income taxes

Recovery of income taxes was \$1.6 million in Q1 2025 compared with a recovery of \$1.1 million in Q1 2024. Our Q1 2025 effective tax rate of 39.2% was impacted by non-deductible share-based compensation and preferred share accretion.

Net loss and adjusted net earnings

Net loss for the quarter was \$2.5 million, while adjusted net earnings was \$5.9 million or \$2.0 million higher than Q1 2024, with higher normalized earnings from operations.

Net loss attributable to non-controlling interests

Net loss attributable to non-controlling interests was \$0.1 million. This represents DCP's minority interest on our China operations, with higher revenue offset by investments in on-the-ground capabilities, brand awareness and social marketing in the region.

Depreciation

Depreciation expense of \$3.3 million was \$0.3 million lower than Q1 2024 reflecting timing of depreciation of assets and the useful lives of assets.

Amortization

Amortization expense of \$1.5 million was relatively consistent with Q1 2024.

EBITDA and Adjusted EBITDA

EBITDA increased by \$0.6 million to \$7.8 million in Q1 2025, mainly driven by higher revenue and gross profit.

Adjusted EBITDA increased by \$3.0 million to \$19.1 million, reflecting the impact of higher sales volumes, partially offset by higher investments in SG&A. Adjusted EBITDA margin increased by 50 basis points to 13.1% for the quarter, driven by higher normalized gross profits.

Adjusted EBITDA in the Jamieson Brands segment increased by \$3.1 million to \$18.3 million driven by higher gross profit, partially offset by higher SG&A due to additional resources to support our growth and to drive brand awareness and growth in China. Adjusted EBITDA margin increased by 80 basis points to 13.9%, driven by higher normalized gross profits.

Adjusted EBITDA in the Strategic Partners segment decreased by \$0.2 million, to \$0.8 million while Adjusted EBITDA margin decreased by 230 basis points to 5.4% mainly due to lower gross profit margin noted above.

Summary of Consolidated Quarterly Results

The following is a summary of selected consolidated financial information for each of the eight most recently completed quarters prepared in accordance with IFRS.

(\$ in 000's, except per share amounts)	2025	2024				2023		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Revenue by segment								
Jamieson Brands	131,381	202,621	154,988	155,787	115,348	181,007	129,138	132,916
Strategic Partners	14,582	42,160	21,167	29,019	12,690	39,358	22,367	34,661
Total revenue	145,963	244,781	176,155	184,806	128,038	220,365	151,505	167,577
Earnings from operations	3,546	61,582	23,801	19,417	1,478	43,056	18,957	18,609
Net earnings (loss)	(2,514)	36,121	10,418	8,313	(3,719)	24,000	7,771	7,204
Adjusted net earnings	5,948	34,641	15,834	14,654	3,915	28,615	14,991	13,670
EBITDA	7,797	63,890	27,934	24,358	7,149	46,516	25,512	22,277
Adjusted EBITDA	19,066	59,437	33,914	31,555	16,097	50,628	31,871	31,056
Basic, earnings (loss) per share	(0.06)	0.86	0.25	0.20	(0.09)	0.57	0.18	0.17
Diluted, earnings (loss) per share	(0.06)	0.84	0.24	0.20	(0.09)	0.56	0.18	0.17
Adjusted diluted, earnings per share	0.14	0.80	0.37	0.35	0.09	0.67	0.35	0.32

Revenue

Jamieson Brands segment revenue for the last eight quarters were impacted by factors including the following:

- periodic price increases to recapture cost escalation;
- the impact of innovation within our core VMS portfolio;
- shipment fluctuations in our international markets;
- the volume and timing of promotion and media;
- the volume of inventory and timing of shipments to distributors and retailers;
- seasonality;
- the impact of channel mix;
- severity and timing of shipments of cold and flu season;
- business combinations;
- labour disruption impacting sales in the first quarter of 2024;
- foreign currency fluctuations; and
- impact of global conflicts in Eastern Europe and the Middle Eastern regions.

Strategic Partners segment revenue for the last eight quarters were impacted by factors including the following:

- available capacity when considering demand for Jamieson Brands products;
- launch of new programs with existing or new customers, which include initial pipeline shipments;
- the strategic exiting of programs with customers to drive operating efficiencies;
- availability of customer supplied materials;
- innovation and geographic demand for high quality certified manufacturers;
- labour disruption impacting sales;
- periodic price increases to recapture cost escalation; and
- foreign currency fluctuations.

Earnings from operations

Earnings from operations for the last eight quarters were also impacted by factors including the following:

- revenue factors impacting price and volume noted above;
- return on incremental promotion and marketing programs;
- improvements in production efficiencies and higher economies of scale;
- increases to supply chain costs due to global geopolitical factors;
- raw material costs in native currency;
- timing of marketing spend, donations and variable compensation;
- IT systems implementation costs;

- costs incurred in business acquisitions, integration and divestitures;
- labour disruption impacting plant utilization;
- revaluation of contingent consideration from the acquisition of youtheory; and
- foreign currency fluctuations.

6. Liquidity and Capital Resources

Overview

Our principal uses of funds are for operating expenses, capital expenditures, finance costs, and debt service. Management believes that cash generated from operations, together with amounts available under our Credit Facilities (refer to “*Credit Facilities*”), will be sufficient to meet our future operating expenses, capital expenditures, and future debt service costs.

Our primary liquidity and capital requirements are for capital expenditures, working capital and general corporate needs. We have cash and availability under our Credit Facilities that we expect to utilize, along with cash flow from operations, to provide capital to support the growth of our business (primarily through working capital and capital expenditures), repay short-term obligations and for general corporate purposes. We believe that cash from operations, together with our cash balance and our Credit Facilities will be sufficient to meet ongoing capital expenditures, working capital requirements and other cash needs.

Our ability to fund future debt service costs, operating expenses, and capital expenditures will depend on our future operating performance which will be affected by general economic, financial and other factors including factors beyond our control (refer to “*Risk Factors*”). From time to time, management reviews acquisition opportunities and if suitable opportunities arise, may make selected acquisitions to implement our business strategy. Historically, the funding for any such acquisitions has come from cash flow from operating activities and additional debt.

Credit Facilities

As at March 31, 2025, we had \$246.1 million in cash and available revolving and swingline facilities and net debt of \$253.9 million.

<i>(\$ in 000's)</i>	As at March 31, 2025	As at December 31, 2024
Long-term debt	295,000	308,285
Cash	(41,113)	(44,787)
Net debt ⁽¹⁾	253,887	263,498

- (1) This is a non-IFRS financial measure. See “*Non-IFRS and Other Financial Measures*” for more information on each non-IFRS financial measure. See “*How we Assess the Performance of our Business*” for an explanation of the composition of such measure.

On July 19, 2022, Jamieson Laboratories Ltd. (“JLL”) amended and restated its credit agreement to add Nutrawise Health & Beauty LLC as a Borrower and to provide a secured revolving facility of \$500.0 million, plus an expanded accordion feature of up to \$250.0 million (collectively, the “*Credit Facilities*”), with an extended maturity to July 19, 2027.

The Credit Facilities are collateralized by security agreements and first charges over the assets including property, plant and equipment and intellectual property of the Borrowers and certain other subsidiaries of JLL, subject to permitted liens. Under the terms of the Credit Facilities, the Borrowers are subject to restrictive covenants and must maintain an interest coverage ratio of not less than 3.00:1.00 and a leverage ratio not greater than 4.50:1.00. We are in compliance with all covenants as at the date of this MD&A.

For the three months ended March 31, 2025, JLL made drawings of \$25.0 million and debt repayments of \$38.3 million, applied against the Credit Facilities. For the three months ended March 31, 2025, the weighted average interest

rate on the Credit Facilities was 5.7% (2024 – 5.6%). A portion of the Credit Facilities outstanding is fixed through an interest rate swap.

Analysis of Cash Flows — three months ended March 31, 2025 and 2024

	Three months ended		\$ Change	% Change
	March 31			
	2025	2024		
<i>(\$ in 000's, except as otherwise noted)</i>				
Cash, beginning of period	44,787	36,863	7,924	21.5%
Cash flows from (used in):				
Operating activities	31,558	(7,291)	38,849	532.8%
Investing activities	(2,012)	(1,438)	(574)	(39.9%)
Financing activities	(33,232)	5,400	(38,632)	(715.4%)
Effect of foreign currency translation on cash	12	616	(604)	(98.1%)
Cash, end of period	41,113	34,150	6,963	20.4%
Cash flows from operating activities	31,558	(7,291)	38,849	532.8%
Net change in non-cash working capital	(26,865)	11,938	(38,803)	(325.0%)
Cash from operating activities before working capital ¹	4,693	4,647	46	1.0%

- (1) This is a non-IFRS financial measure. See “Non-IFRS and Other Financial Measures” for more information on each non-IFRS financial measure. See “How we Assess the Performance of our Business” for an explanation of the composition of such measure.

Cash Flows Generated from Operating Activities

In Q1 2025, cash flows generated from operating activities totalled \$31.6 million compared with \$7.3 million used in Q1 2024. Cash from operating activities before working capital of \$4.7 million was consistent with prior year. Cash generated from working capital increased by \$38.8 million mainly due to lower accounts receivable from timing of customer collections.

Cash Flows Used in Investing Activities

Cash flows used in investing activities in Q1 2025 totalled \$2.0 million compared with \$1.4 million used in Q1 2024. Purchases of property, plant and equipment were \$0.6 million higher compared with Q1 2024 reflecting our capacity expansion plans. Intangible asset purchases were consistent with Q1 2024.

Cash Flows Used in Financing Activities

Cash flows used in financing activities in Q1 2025 totalled \$33.2 million compared with \$5.4 million generated in Q1 2024. In Q1 2025, we distributed \$8.9 million of dividends to common shareholders and paid lease liabilities of \$1.4 million, with net repayments of \$13.3 million on our Credit Facilities, repurchased shares under the normal course issuer bid (“NCIB”) for \$10.0 million and had proceeds of \$0.3 million from the exercise of stock options and our ESPP. In Q1 2024, we repurchased shares under the NCIB for \$0.9 million, distributed \$7.8 million of dividends to common shareholders, and made payments of \$1.4 million on our lease liabilities, partially offset by net proceeds of \$15.3 million on our Credit Facilities and proceeds of \$0.3 million from the exercise of stock options and our ESPP.

Contractual Obligations

There were no other material change in our remaining contractual obligations and commitments from the annual MD&A as at and for the year ended December 31, 2024.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources.

Share-based compensation

The LTIP is an equity-based compensation plan providing for the issuance of securities under which grants will be made. Under the LTIP, our board of directors, at its discretion, may grant share options, restricted shares, RSUs, PSUs, DSUs, and stock appreciation rights. The awards are settled in common shares of the Company (“Common Shares”) with a cash settlement alternative available to us. We also maintain the ESPP for all eligible employees for the purchase of Common Shares.

Our share-based compensation expense, for the three months ended March 31, 2025 is \$2.1 million (2024 - \$1.7 million).

Financial Instruments

We primarily use foreign currency forward contracts to manage our exposure to fluctuations with respect to transactions in U.S. dollars and RMB pertaining to inventory purchases and our international sales. These agreements mature at various dates and qualify for hedge accounting as cash flow hedges of future foreign currency transactions. The terms of the foreign currency forward contracts match the terms of the expected highly probable forecast transactions. As a result, there is no hedge ineffectiveness to be recognized in the consolidated statements of operations and comprehensive income. As at March 31, 2025, \$38.3 million (December 31, 2024 - \$12.1 million) of anticipated foreign currency denominated purchases have been hedged and \$115.0 million (December 31, 2024 - \$42.9 million) of anticipated foreign currency denominated sales have been hedged with underlying foreign exchange forward contracts.

We also use interest rate swaps to manage our long-term interest rate exposure with respect to interest on our Credit Facilities which is based on fluctuating Canadian Overnight Repo Rate Average (“CORRA”).

On January 19, 2024, we entered into an interest rate swap with an effective date of February 1, 2024 to December 30, 2025 with a notional principal of \$150.0 million which increased to \$250.0 million on October 1, 2024 and reduced to \$225.0 million on December 31, 2024. The notional principal of the interest rate swap is \$225.0 million as at the end of this reporting period. The interest rate swap is a derivative measured at fair value and meets hedge accounting requirements.

In Q2 2024, we transitioned our credit agreement benchmark from the Canadian Dollar Offered Rate (“CDOR”) to CORRA. This change reflects the market wide cessation of the publication of CDOR. CORRA now serves as the reference rate for our financing arrangements. This adjustment ensures compliance with Canadian regulatory requirements.

Outstanding Share Capital

	Common Shares	
	#	\$
As at December 31, 2024	41,950,837	326,219
Exercise of share-based awards	102,492	1,997
Employee stock purchase plan	3,634	113
Repurchase of shares	(348,160)	(2,903)
As at March 31, 2025	41,708,803	325,426
	Common Shares	
	#	\$
As at December 31, 2023	41,551,485	312,593
Exercise of share-based awards	4,933	211
Employee stock purchase plan	28,242	137
Repurchase of shares	(150,200)	-
As at March 31, 2024	41,434,460	312,941

As at March 31, 2025 and 2024, the authorized share capital of the Company consisted of:

- a) Unlimited number of Common Shares. The holders of Common Shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company; and
- b) Unlimited number of Preference Shares, issuable in series.

Normal Course Issuer Bid

On November 3, 2023, the Toronto Stock Exchange (“TSX”) accepted our notice of intention to make a normal course issuer bid (“NCIB”). The NCIB permitted us to repurchase for cancellation, at our discretion, up to 4,165,201 common shares of the Company (“Common Shares”) in accordance with the NCIB procedures of the TSX. Under the NCIB, we were entitled to repurchase up to 25,729 Common Shares through the TSX during each trading day (excluding any purchases made pursuant to the block purchase exception in accordance with TSX rules).

The NCIB commenced on November 7, 2023 and remained in effect until November 6, 2024. Purchases under the NCIB were made by means of open market transactions through the facilities of the TSX and through alternative trading systems in Canada. The price paid by us for any such repurchased Common Shares was the market price at the time of acquisition or such other price as a securities regulatory authority may permit. All Common Shares repurchased under the NCIB were cancelled.

In connection with the NCIB, we also entered into an automatic share purchase plan (“ASPP”) with a designated broker, to allow for purchases of our Common Shares during certain pre-determined black-out periods, subject to certain parameters. The ASPP constitutes an “automatic securities purchase plan” under applicable Canadian securities laws, was approved by the TSX and implemented effective December 14, 2023.

As at December 31, 2023, we accrued for cancellation 150,200 Common Shares under our ASPP program. These Common Shares were settled during the three month ended March 31, 2024.

On January 30, 2025, TSX accepted our notice of intention to renew the NCIB (the “Renewed NCIB”). The Renewed NCIB permits us to repurchase for cancellation, at its discretion, up to 3,502,925 Common Shares in accordance with the NCIB procedures of the TSX. Under the Renewed NCIB, we are entitled to repurchase up to 11,744 Common Shares through the TSX during each trading day (excluding any purchases made pursuant to the block purchase exception in accordance with TSX rules).

The Renewed NCIB commenced on February 3, 2025 and remains in effect until the earlier of February 2, 2026 and

the date on which we have either acquired the maximum number of Common Shares permitted under the NCIB or otherwise decided not to make any further repurchases. In connection with the Renewed NCIB, we entered into another ASPP with a designated broker to allow for purchases of our Common Shares during certain pre-determined black-out periods, subject to certain parameters.

During the period ended March 31, 2025, we purchased for cancellation 348,160 Common Shares under our NCIB program for an aggregate consideration of \$10.0 million at an average price per Common Share of approximately \$28.71.

We believe that, from time to time, the market price for the Common Shares may not reflect our strong financial performance and growth prospects, and that in such circumstances, using the NCIB to repurchase Common Shares is an attractive investment opportunity and a prudent way to return capital to our shareholders.

Preferred Shares

	March 31, 2025	December 31, 2024
	\$	\$
Balance, beginning of period	98,138	89,409
Accretion expense	2,272	8,729
Balance, end of period	100,410	98,138

In conjunction with DCP's \$47.1 million investment in our China Operations on May 16, 2023, DCP also completed its subscription for 2,527,121 Series A Preference Shares and 2,527,121 warrants to purchase common shares for proceeds of \$101.6 million (USD \$75.0 million). The Preferred Shares carry a nominal annual dividend of \$0.01 per share and are redeemable at \$101.6 million by DCP between May 15, 2025 and May 15, 2028, representing the second and fifth anniversary from the completion of the agreement.

At closing, we estimated the fair value of the Preferred Shares by estimating the credit spread of our company at the inception date. The Preferred Shares accrete at approximately 9.6% for two years to its redeemable value of \$101.6 million at May 15, 2025. The preferred shares accretion expense is \$2.3 million for the three months ended March 31, 2025 and \$8.7 million for the year ended December 31, 2024.

Warrants

The 2,527,121 Warrants are exercisable by DCP beginning May 15, 2025 and expire on May 15, 2028. The exercise price of the Warrants is \$40.19 per share representing a 10% premium to the 20-day volume weighted average common share price as of the signing of the subscription agreement on February 23, 2023.

At closing, the Warrants were fair valued at \$15.0 million, less transaction costs of \$0.3 million. The Warrants are classified as equity in the consolidated statements of financial position.

The fair value of the Warrants was estimated using a Binomial tree model at the inception date. Key assumptions include the risk-free interest rate of 3.5%, volatility of 30.0%, and the expected dividend yield of 2.4%.

7. Significant Accounting Judgements, Estimates, and Assumptions

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue and expenses. Estimates and assumptions are continuously evaluated and are based on management's best judgments and experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Actual results may differ from these estimates.

Significant judgments made by management in applying our accounting policies and key sources of estimation of uncertainty were the same as those applied and described in Note 3 in the accompanying notes of our Company's

audited consolidated annual financial statements for the year ended December 31, 2024. Items subject to significant estimate uncertainty and critical judgments which have the most impact on the amounts recognized in the unaudited condensed consolidated interim financial statements are included both below and in the annual audited financial statement notes.

Control of China Operations

The Jamieson-DCP Partnership (refer to “Chinese Operations Strategic Partnership”) is governed by a board consisting of six members, including four from us and two from DCP, with certain reserved matters requiring a vote of two-thirds of the directors present at the board meeting, including at least one DCP director. Management’s judgment is involved when determining whether these reserved matters affect our current ability to direct the relevant activities and whether we have the ability to use our power over this strategic partnership to affect the amount of our returns. We have determined that we control the China Operations based on all facts and circumstances assessed during the period. Therefore, the Jamieson-DCP Partnership is consolidated into our unaudited condensed consolidated interim financial statements. DCP’s 33% minority interest in the Jamieson-DCP Partnership is recorded as a non-controlling interest.

Estimating variable consideration for returns, trade merchandise allowances and sales promotional incentives

We use historical customer return data to determine the expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages we estimated.

We provide for estimated payments to customers based on various trade programs and sales promotional incentives. We estimate the most likely amount payable to each customer for each trade and incentive program separately using: (i) the projected level of sales volume for the relevant period; (ii) customer rates for allowances, discounts, and rebates; (iii) historical spending patterns; and (iv) sales lead time. These arrangements are complex and there are a significant number of customers and products affected. Management has systems and processes in place to estimate and value these obligations.

We update our expected return, trade merchandise allowances and sales promotional incentives on a quarterly basis and the refund liability and trade and promotional accruals are adjusted accordingly. To the extent that payments differ from estimates of the related liability, accounts payable and accrued liabilities, net earnings, and comprehensive income will be affected in future periods.

Valuation of inventory

Management makes estimates of the future customer demand for products when establishing appropriate provisions for inventory. In making these estimates, management considers the product life of inventory and the profitability of recent sales of inventory. In many cases, products sold by us turn quickly and inventory on-hand values are low, thus reducing the risk of inventory obsolescence. However, code or “best before” dates are very important in the determination of realizable value of inventory. Management ensures that systems are in place to highlight and properly value inventory that may be approaching code dates. To the extent that actual losses on inventory differ from those estimated, inventory, net earnings, and comprehensive income will be affected in future periods.

Long-lived assets valuation

We perform impairment testing annually for goodwill and indefinite-life intangible assets and when circumstances indicate long-lived assets may be impaired. Management judgment is involved in determining if there are circumstances indicating that testing for impairment is required, and in identifying cash-generating units (“CGUs”) for the purpose of impairment testing. We assess impairment by comparing the recoverable amount of a long-lived asset, CGU, or CGU group to its carrying value. The recoverable amount is defined as the higher of: (i) value in use; or (ii) fair value less costs of disposal.

The determination of the recoverable amount involves significant estimates and assumptions. Fair value less costs to sell is determined using market multiples. Value in use is determined using future cash inflows and outflows, discount rates, growth rates and asset lives. These estimates and assumptions could affect our future results if the current estimates of future performance and fair values change. These determinations will affect the amount of amortization expense on definite-life intangible assets recognized in future periods.

Measurement of fair values

A number of our accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. When the measurement of fair values cannot be determined based on quoted prices in active markets, fair value is measured using valuation techniques and models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Changes in assumptions about the inputs to these models could affect the reported fair value of our financial and non-financial assets and liabilities.

Tangible and intangible assets acquired through business combinations are initially recorded at their fair values based on assumptions of management. These assumptions include estimating the cost of tangible assets and future expected cash flows arising from intangible assets identified. Financial instruments acquired are determined based on the amortized costs at the acquisition date that approximate their carrying values.

To the extent that these estimates differ from those realized, the measured asset or liability, net earnings, and/or comprehensive income will be affected in future periods. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Notes 4, 5, 9, 10, 17, 19, 20 and 23 in the accompanying notes of our audited consolidated annual financial statements for the year ended December 31, 2024.

Useful lives of property, plant and equipment and intangible assets with finite useful lives

We employ significant estimates to determine the estimated useful lives of property, plant and equipment and intangible assets with finite useful lives, including assets arising from business combinations, considering industry trends such as technological advancements, past experience, expected use and review of asset lives.

Components of an item of property, plant and equipment may have different useful lives. We make estimates when determining depreciation methods, depreciation rates and asset useful lives, which requires taking into account industry trends and company-specific factors. We review these decisions at least once each year or when circumstances change. We will change depreciation methods, depreciation rates or asset useful lives if they are different from previous estimates.

8. Summary of Material Accounting Policies

Our unaudited condensed consolidated interim financial statements were prepared using the same accounting policies as described in Note 2 in the accompanying notes of our audited consolidated annual financial statements for the year ended December 31, 2024.

9. Internal Controls

Internal Control over Financial Reporting

The Chief Executive Officer and the Chief Financial Officer (the “Certifying Officers”), along with other members of management, have designed, or caused to be designed under their supervision, internal control over financial reporting (“ICFR”) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes prepared in accordance with IFRS. The Certifying Officers have used the Internal Control – Integrated Framework (2013 COSO Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission to design our ICFR. The Certifying Officers have evaluated, or caused to be evaluated under their supervision, the effectiveness of our ICFR as at December 31, 2024 and have concluded that our ICFR was effective as at December 31, 2024.

There have been no changes in our ICFR during the three-month period ended March 31, 2025 which have materially affected, or are reasonably likely to materially affect, our ICFR, subject to the scope limitation described below.

Limitations of an Internal Control System

We believe that any DC&P or ICFR, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met and that all control issues, including instances of fraud, if any, within our company have been prevented or detected. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. The design of any system of control is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all future conditions.

10. Summary of Factors Affecting Our Performance

We believe our performance and future success depend on a number of factors that present significant opportunities for us. These factors are also subject to a number of inherent risks and challenges, some of which are discussed below and referred to under “*Risk Factors*”.

Impact of Geopolitical Tensions

The continued risk surrounding the Eastern Europe and Middle East conflicts may have an adverse impact on our business, financial condition, and results of operations. We do not conduct direct business operations in regions affected by these conflicts, however, we have a sales presence within the broader Eastern Europe and Middle East regions. We currently do not have any measurable disruption to our supply of raw materials and ability to service our customers in these regions.

Over the past year, international markets have experienced heightened inflation and fluctuations in consumer sentiments. These challenges have notably affected our Jamieson International business operations (“Jamieson International”), particularly in neighbouring Eastern European and Middle Eastern regions where we conduct business. We continue to monitor the environment to respond rapidly to the evolving economic landscape and to ensure the continued stability of our business.

Additionally, the most recent actions between the U.S. and Canada with respect to potential import tariffs and the possibility of a prolonged trade war may affect consumer behaviour and require price adjustments to respond to increasing input costs, all of which may adversely affect our business.

Our Brands

Our iconic brands have been built around consumer trust through focus on product quality, purity and potency. Our well-established brands include Jamieson, youtheory, Progressive, Iron Vegan, Smart Solutions, and Precision. Maintaining, enhancing and growing the reputation of our brands globally is critical to our continued success. Failure to do so may materially and adversely affect the business, results of operations or financial condition.

Product Innovation and Planning

We believe that product innovation is integral to our success and we continue to focus on innovation as a key pillar of our growth. Our business is subject to changing consumer trends and preferences which is dependent, in part, on continued consumer interest in our new products, line extensions and reformulations. The success of new product offerings, enhancements, or reformulations depends upon a number of factors, including our ability to: (i) accurately anticipate customer needs; (ii) develop new products, line extensions or reformulations that meet these needs; (iii) successfully commercialize new products, line extensions and reformulations in a timely manner; (iv) price products competitively; (v) manufacture and deliver products in sufficient volumes and in a timely manner; (vi) differentiate product offerings from those of competitors; and (vii) maintain relationships with scientist employees and consultants and members of our panel of consumer health industry experts, which we call the Jamieson Scientific

Advisory Board, in order to benefit from their expertise and innovations. We believe our pace of innovation and speed to market with the introduction of new products provide us with a competitive advantage within the space we compete.

Customer Relationships

In our primary markets, we have longstanding and deeply entrenched customer relationships with top retailers across the food, drug, mass (“FDM”), club, health food store, specialty and online retail channels. We sell products through our knowledgeable retail partners and we are dependent on retail partners across all channels to display and present our products to customers, in their brick-and-mortar stores and on their online e-commerce sites. Our partners service customers by stocking and displaying our products, and, in certain health food and other specialty stores, explaining product attributes and health benefits. Our relationships with these retail customers are important for consumer trust in the brand and the advertising and educational programs we continue to deploy. Failure to maintain these relationships with retail partners or financial difficulties experienced by these retail partners could adversely affect our business.

Sourcing and Production

We have developed a strong, global supply chain based on long-standing relationships and have had relationships with the majority of our suppliers for over ten years. We purchase our ingredients from approximately 300 high quality raw material ingredient and packaging suppliers worldwide and potential suppliers are subject to a rigorous evaluation process by our quality assurance department. We are dependent on a stable and consistent supply of materials and inputs, including ingredients and packaging products. Although materials and inputs are generally available from multiple sources, certain materials and inputs are sourced from a restricted number of suppliers. In 2024, our top ten suppliers accounted for approximately 50% of our purchases. As is customary in the consumer health industry, we do not have long-term written contracts with most suppliers and often enter into short to medium-term contracts for raw materials at fixed prices to provide time to address price increases and mitigate margin erosion.

Distribution

Our warehousing and distribution functions are mainly operated under a third-party logistics model through various facilities globally. We enter into agreements with a third-party logistics partner to provide warehousing and distribution services for Jamieson Brands and Strategic Partners finished goods inventories. Our ability to satisfy our customers’ demands and achieve our cost objectives depends on our ability to maintain key logistic and transport arrangements. Our distribution and supply chain could be negatively affected by unforeseen disruptions due to fire, severe weather conditions, natural disasters, or other catastrophic events, public health events, labour disagreements, or other shipping problems. The loss of or disruption to these types of arrangements could interrupt product supply, which in turn could adversely affect the assortment and product availability at the store level of our customers. If not effectively managed or remedied, these events could negatively impact customer experience and adversely affect our operations or financial performance. By leveraging the expertise of the third-party logistics provider, we are able to operate more efficiently and diversify risk from our manufacturing facilities.

Consumer Trends

The consumer health industry is subject to shifts in consumer trends, preferences and spending. Our revenue and operating results depend, in part, on our ability to respond to such changes in a timely manner. As a result of our broad product scope and our strong innovation capabilities, we believe that we are well-positioned to respond to these shifts in consumer trends, preferences and spending.

Our revenue is also impacted by consumer spending habits, including spending on our products, which are affected by many factors that are beyond our control, including, but not limited to, prevailing economic conditions, levels of employment, fuel prices, inflation, salaries and wages, the availability of consumer credit, and consumer perception of economic conditions.

Competition

The market for VMS and sports nutrition products is highly competitive. Our direct competition consists of publicly and privately-owned companies, which tend to be highly fragmented in terms of both geographic market coverage and product categories. In many of our product categories, we compete not only with widely advertised branded products, but also with private label products. Given our significant scale and broad product scope relative to our competition, iconic brand status, strong innovation capabilities and high-quality manufacturing, we believe that we are well-positioned to capitalize on favorable long-term trends in the VMS and sports nutrition segments. The specialized knowledge, expertise, and certifications required for production of VMS and sports nutrition products, is generally a significant barrier to entry for new competitors. Internationally, our competition varies by market and we have a strategic approach to entering international markets, which includes evaluating certain factors in each market, such as competitiveness, pricing dynamics, growth potential, regulatory environment and the propensity to be attracted to foreign brands.

Foreign Exchange

We may benefit from a natural currency hedge by purchasing certain materials and inputs in U.S. dollars and selling our products internationally in U.S. dollars. With respect to sales in Canada, we are exposed to fluctuating U.S.-Canadian currency exchange rates where the products sold contain materials and inputs purchased with U.S. dollars. We manage our net exposure to fluctuating U.S.-Canadian currency exchange rates with foreign exchange hedging contracts. We may, from time to time, enter into additional foreign exchange hedging contracts in respect of other foreign currencies. With respect to our Chinese operations, we are exposed to the Chinese Renminbi (“RMB”) to Canadian currency exchange rates as certain sales in China are denominated in RMB.

Currency hedging entails a risk of illiquidity and, to the extent the applicable foreign currency depreciates or appreciates against the Canadian dollar, the use of hedges could result in losses greater than if the hedging had not been used. There can be no assurance that our hedging strategies, if any, will be effective in the future or that we will be able to enter into foreign exchange hedging contracts on satisfactory terms.

Chinese Operations Strategic Partnership

On May 16, 2023, we completed our transaction with DCP Capital (“DCP”) with respect to our operations in China. The transaction involved DCP’s contribution of \$47.1 million (USD \$35.0 million) in capital in exchange for a 33% minority interest in Jamieson Health Products (Cayman Islands) Limited (“Jamieson-DCP Partnership”), which in turn holds Jamieson Health Products (Shanghai) Co., Ltd. (“Jamieson Shanghai”), Jamieson Health Products (Hong Kong) Trading Limited, and Jamieson Health Products (Hong Kong) Limited (together with Jamieson-DCP Partnership, “China Operations”), less transaction costs of \$2.7 million.

The strategic partnership with DCP is another significant step forward as we accelerate our growth plans in the Chinese market. In conjunction with DCP’s \$47.1 million investment in our China Operations on May 16, 2023, DCP also completed its subscription for 2,527,121 Series A Preference Shares of the Company (“Preferred Shares”) and 2,527,121 warrants (“Warrants”) to purchase common shares of the Company for proceeds of \$101.6 million (USD \$75 million). The Preferred Shares carry a nominal annual dividend of \$0.01 per share and are redeemable at \$101.6 million by DCP between May 15, 2025 and May 15, 2028, representing the second and fifth anniversary from the completion of the transaction, respectively. The Warrants are exercisable by DCP beginning May 15, 2025 and expire on May 15, 2028. The exercise price of the Warrants is \$40.19 per share representing a 10% premium to the 20-day volume weighted average common share price as of the signing of the subscription agreement on February 23, 2023.

Refer to Note 4 our unaudited condensed consolidated interim financial statements for additional information on the China Operations Strategic Partnership.

Guidance from Canadian securities regulators provides that issuers operating in markets deemed “emerging markets” (including China) must include additional disclosure with respect to operations in such markets. Although China is considered to be a relatively stable jurisdiction for business, it is possible that operating in China may expose the us to a certain degree of political, economic and other risks and uncertainties. For these reasons, the following disclosure is included in contemplation of the guidance in *Staff Notice 51-720 – Issuer Guide for Companies Operating in*

Emerging Markets of the Ontario Securities Commission.

Our business, financial condition and financial performance may be influenced by the political, economic and legal environments in China, and by the general state of the Chinese economy on an increasing basis over the next several years. While the board and our management team in Shanghai is comprised of a majority of experienced senior management employees and local residents whose jobs is to maintain appropriate oversight over our operations in China and who are supported by our experienced service providers, consultants, partners and legal advisors who ensure compliance with China's regulatory requirements, our business may be influenced by, among other things, changes in laws, governmental policies and regulations, changing political conditions, anti-inflationary measures, tariffs and retaliatory trade measures, restrictions on foreign exchange and currency controls, and changes in taxation policies.

Changes in investment policies or shifts in political attitude in China may adversely affect our business, results of operations and financial condition. Operations may be affected in varying degrees by government regulations with respect to, but not limited to price controls, income taxes, restrictions on production, foreign investment, bank lending, intellectual property, export controls, and nationalization or expropriation of property or business. Any events resulting in an adverse impact on the Chinese economy may have an adverse effect on our profitability in the region (for more information, see "Risk Factors" below).

Implementation of Growth Strategies

We have a successful track record of growing revenues faster than the broader VMS segment and we believe we have a strong domestic and international growth strategy in place aimed at continuing to exceed broader industry growth rates. Our future success depends, in part, on management's ability to implement our growth strategy, including (i) continued growth within our three key markets of Canada, the U.S., and China led by product innovations within existing and into adjacent categories, continued growth of existing products in existing categories, and new distribution opportunities; (ii) further penetration into international markets and new geographies; and (iii) in support of our profitability targets, improvements in gross profit, earnings from operations and operating margins. The ability to implement this growth strategy depends, among other things, on our ability to develop new products and product line extensions that appeal to consumers, maintain and expand brand loyalty and brand recognition, maintain and improve competitive position in the channels in which we compete and identify and successfully enter and market products in new geographic markets, market segments and categories.

Regulation

We are subject to the laws and regulations applicable to any business engaged in formulation, production and distribution of consumer health products in the jurisdictions in which we operate. This includes natural health product regulations, laws governing advertising, consumer protection regulations, environmental laws, laws governing the operation of warehouse facilities and labour and employment laws. We hold all required and applicable site licenses, certifications and import licenses for all of our manufacturing and distribution centres. Our products sold internationally are subject to tariffs, treaties and various trade agreements as well as laws affecting the importation of consumer goods and we continuously monitor changes in these laws, regulations, treaties and agreements.

There is currently no uniform regulation applicable to natural health products worldwide and there has been an increasing movement in certain foreign markets to increase the regulation of natural health products. The adoption of new laws, regulations or other constraints or changes in the interpretations of such requirements may result in compliance costs or lead us to discontinue product sales and may have an adverse effect on the marketing of our products, resulting in loss of sales. We believe that Canadian regulations are amongst the most stringent worldwide and, as we currently operate in compliance with these high standards, increased regulation in foreign jurisdictions makes us uniquely positioned to grow sales in such jurisdictions.

11. Risk Factors

We are exposed to a variety of financial risks in the normal course of operations including credit risk, market risk, liquidity risk, and emerging markets risk, each of which is discussed below. Management oversees the management of these risks. Our financial instruments and policies for managing these risks are detailed below.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations, resulting in financial loss to us. We are exposed to credit risk from our customers (primarily related to trade accounts receivable) in the normal course of business. We have adopted a policy of only dealing with creditworthy counterparties. To mitigate this risk, we carry out regular credit evaluations and purchase credit insurance for international customers, where appropriate, as a means of mitigating the risk of financial loss from defaults.

We are also exposed to counterparty credit risk inherent in our financing activities, trade receivable insurance, foreign currency derivatives and interest rate derivatives. We have assessed these risks as minimal.

Market Risk

Market risk is comprised of foreign exchange risk, interest rate risk and commodity price risk.

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Our exposure to the risk of changes in foreign exchange rates relates primarily from transactions in U.S. dollars such as a portion of trade accounts payable, trade accounts receivable and cash. Our purchases of certain materials and inputs in U.S. dollars are partially offset by international sales in U.S. dollars. We use foreign exchange forward contracts to manage foreign exchange transaction exposure.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our accounts receivable and accounts payable are non-interest bearing. Our exposure to the risk of changes in market interest rates arises from long-term debt obligations issued at fixed rates that create fair value interest rate risk and variable rate borrowings that create cash flow interest rate risk. We manage our interest rate risk by entering into interest rate swaps, in which we agree to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

Commodity Price Risk

We are exposed to price risk related to purchases of certain commodities used as raw materials. We may use fixed price contracts with suppliers to mitigate commodity price risk. Concentration in any one raw material is not significant to us.

The most recent actions between the U.S. and Canada with respect to potential import tariffs, the threat of associated retaliatory measures, and the possibility of a prolonged trade war may affect consumer behaviour and require price adjustments to respond to increasing input costs, all of which may adversely affect our business. A trade war could cause severe disruption to the Canadian and U.S. economies, impacting markets, gross-domestic product growth, foreign exchange rates, inflation and employment rates and could trigger a broader economic slowdown affecting consumer discretionary spending and purchasing behaviour, ultimately affecting demand. In addition, if tariffs or other trade restrictions are imposed, we may face higher input costs which could reduce margins or require product price adjustments that may also affect consumer demand. Management is actively assessing the potential financial and operational implications and is exploring strategies to mitigate risks.

Liquidity Risk

Liquidity risk is the risk we will not be able to meet our financial obligations associated with financial liabilities. We are exposed to this risk mainly in respect of our accounts payable and accrued liabilities, various long-term debt agreements, obligations under our post-retirement benefits plan and lease liabilities.

We manage our liquidity risk through continuous monitoring of our forecast and actual cash flows and through the management of our capital structure. We continually revise our available liquid resources as compared to the timing

of the payment of liabilities to manage our liquidity risk.

Emerging Markets Risk

Jamieson Shanghai is an operating subsidiary of ours located in China. Operating in China may expose us to a certain degree of political, economic and other risks and uncertainties. Our business, financial condition and financial performance may be influenced by the political, economic and legal environments in China. Our business operations in China are subject to oversight and regulation by various Chinese government authorities, including the State Administration for Market Regulation, particularly with respect to advertising and promotional activities. The regulatory landscape in China is dynamic, with new laws and regulations being adopted periodically. Substantial uncertainties exist regarding the interpretation and enforcement of current and future Chinese laws and regulations applicable to our operations. Changes in investment policies or shifts in political attitude in China may also adversely affect our business, results of operations and financial condition. Operations may be affected in varying degrees by government regulations with respect to, but not limited to price controls, income taxes, restrictions on production, foreign investment, bank lending, intellectual property, export controls, and usage and costs of state-controlled transportation services and nationalization or expropriation of property or business. Any events resulting in an adverse impact on the Chinese economy may have an adverse effect on our profitability and prospects.

12. Outlook

Our outlook remains consistent with the guidance provided and following our 2024 investments in digital and traditional marketing where we realized strong growth in China and within our youtheory brand. In 2025, we are focused on brand contribution while driving operating efficiency at the gross margin level. We will continue to grow our investments in the Jamieson and youtheory brands across each of our primary geographies driving long-term brand equity, awareness, consumer consumption, and ultimately share growth.

In fiscal 2025, we expect revenue to range between \$800.0 to \$840.0 million (9.0% to 14.5% growth). We anticipate Adjusted EBITDA to range from \$157.0 to \$163.0 million (11.0% to 15.5% growth), while adjusted diluted earnings per share to range from \$1.82 to \$1.93 (13.0% to 20.0% growth).

Jamieson Brands Segment:

Revenue in the Jamieson Brands segment is expected to increase between 9.0% and 14.5% to approximately \$685.0 to \$720.0 million.

- Jamieson Canada revenue growth of between 5.0% and 8.0%, reflecting the impact of our new marketing campaigns driving consumption growth, the full year impact of in-market pricing and strong innovation focusing on stress, sleep, digestive health, essential minerals and gummies.
- youtheory revenue growth of 5.0% and 15.0%, building on the momentum gained driving innovation and expanded distribution with new FDM and club customers. Growth in 2025 is propelled by our expanded digital marketing activities focusing on further improving conversion rates and innovation including expanded mental wellness offerings and our recently launched GLP1 companion products, while driving consumer brand awareness across all channels. Expected revenue growth will be impacted by our new e-commerce partnership, whereby revenue will be net of certain marketing and distribution costs previously reported on a separate line within the statement. In fiscal 2025, we are focused on expanding youtheory profitability, faster than revenue growth, through more efficient brand spend and improved operating efficiency while our new e-commerce program remains consistent with our traditional program profitability.
- Building on our significant investment in fiscal 2024, where we significantly scaled our Chinese revenue base, we expect Jamieson China revenue to grow an additional 25.0% to 35.0%. Growth will be driven by market growth, innovation and by further extending our effectiveness and efficiency within digital programs driving trial and awareness.
- Jamieson International revenue growth of 20.0% to 30.0%, driven by growth through innovation and distribution gains to strengthen our market position in key markets (Middle East and Eastern Europe etc.). In 2025, we will continue to expand our global footprint through our strategic global partnerships and digital commerce initiatives.

- We expect gross profit margin growth of between 50 and 150 basis points, driven by branded volume and return focused promotional and operating investments driving margin efficiency. Profit margin growth will be reinvested in our demand spend and infrastructure in order to support our global revenue growth objectives.

Strategic Partners Segment:

In fiscal 2024, we made strong progress developing new Strategic Partner programs resulting in several new customers commissioning programs in the fourth quarter with more coming throughout fiscal 2025. We expect Strategic Partner growth of between 10.0% and 15.0% driven by new programs and industry growth propelling higher volumes within our existing program portfolio.

Strategic Partner Adjusted AEBITDA margins are expected to decline by up to 100 basis points year-over-year based on lower gross profit margins driven by customer mix.

Consolidated:

We expect to incur approximately \$15.0 million in certain non-capital costs related to the enhancement of our IT systems and other non-operating costs. These costs will impact net earnings while our expected Adjusted net earnings and Adjusted diluted earnings per share for fiscal 2025 will reflect the adding back of these expenses on a tax-effected basis.

Guidance reflects factors impacting our earnings and strategic investment choices in our Jamieson Brands growth pillars noted above. The outlook for earnings growth and diluted earnings growth per share include the following assumptions:

- Gross profit margins growth of between +100 and +200 basis points
- Normalized SG&A including marketing expenses is expected to increase 15.0% to 20.0%
- Share-based compensation costs of approximately \$7.5 million
- Adjusted EBITDA to range from \$157.0 to \$163.0 million
- Adjusted EBITDA margin to range from 19.0% to 19.5%
- Interest expense of approximately \$19.0 million
- Effective income tax rate of 27.5%
- Foreign exchange rates of \$1.44 \$CAD/\$USD and \$5.19 \$CAD/¥RMB
- Adjusted diluted earnings per share to range from \$1.82 to \$1.93 (13.0% to 20.0% growth)
- A fully diluted share count of approximately 43.5 million shares
- Preferred shares remain in place or are converted to equity
- \$10.0 to \$15.0 million of capital expenditures to support the maintenance of our operations and drive efficiency, including capital to meet our sustainability goals
- \$25.0 to \$35.0 million of working capital reflecting higher exchange rates, organizational growth, and investment to maintain best-in-class customer fill rates
- We expect to generate between \$100.0 and \$110.0 million (3.0% to 13.0% growth) in cash from operations before working capital, IT systems enhancements and other certain non-operating costs

Second Quarter 2025

Our guidance reflects strong Branded shipment growth building upon very strong growth in the second quarter of the prior year. Our Branded growth is based on continued strong consumer consumption, new product launches and renovations while lapping a backlog of orders shipped in the second quarter of the prior year. In the second quarter of 2025, we expect consolidated revenue of between \$185.0 to \$195.0 million (up to +5.0%) impacted by timing and expected decline of Strategic Partner revenues in the second quarter:

- Revenue in the Jamieson Brands segment is expected to increase by 5.0% to 10.0% to approximately \$164.0 to \$171.0 million comparing to exceptional growth in second quarter of 2024 with growth of 17.2% as we fulfilled a backlog of orders from the work stoppage in the first quarter.

- Revenue in the Strategic Partners segment is expected to decrease by -20.0% to -30.0% to approximately \$20.0 to \$23.0 million due to customers ordering patterns with new programs and customers shipping in the third quarter.
- We anticipate Adjusted EBITDA to range from \$32.0 to \$34.0 million.

Our 2025 guidance does not consider any potential impact of tariffs, or retaliatory tariffs, imposed on trade between the United States and other countries. As such, actual results may differ from those expressed or implied in this guidance due to unforeseen changes in trade policies and economic conditions. Based on the currently announced tariff framework, which we recognize is constantly evolving, no material impact is expected in 2025.

13. Forward-Looking Information

Certain statements contained in this MD&A including, in particular, in the sections above entitled “*Summary of Factors Affecting our Performance*”, “*Liquidity and Capital Resources*”, “*Outlook*” and “*Risk Factors*”, contain forward-looking information within the meaning of applicable securities laws. Forward-looking information may relate to our future outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategy, budgets, operations, financial results, taxes, dividend policy, plans, intentions, beliefs, and objectives of our Company. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “targets”, “expects”, “does not expect”, “is expected”, “an opportunity exists”, “budget”, “scheduled”, “estimates”, “outlook”, “forecasts”, “projection”, “prospects”, “strategy”, “intends”, “anticipates”, “does not anticipate”, “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might”, “will”, “will be taken”, “occur” or “be achieved”. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management’s expectations, estimates and projections regarding future events or circumstances.

In addition, our assessments of, and targets for, annual revenue, Adjusted EBITDA, Adjusted diluted earnings per share and certain other measures are considered forward-looking information. See “*Outlook*” for additional information concerning our strategies, assumptions and market outlook in relation to these assessments.

The forward-looking information contained in this MD&A is based on management’s opinions, estimates and assumptions in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe to be appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Certain assumptions in respect of the ability to pursue further strategic acquisitions; our ability to source raw materials and other inputs from our suppliers; our ability to continue to innovate product offerings that resonate with our target customer base; our ability to retain key management and personnel; our ability to continue to expand our international presence and grow our brand internationally; our ability to obtain and maintain existing financing on acceptable terms; currency exchange and interest rates; the impact of competition; changes to trends in our industry or global economic factors; and changes to laws, rules, regulations and global standards are material factors made in preparing the forward-looking information and management’s expectations contained in this MD&A.

The forward-looking information contained in this MD&A represents management’s expectations as of the date of this MD&A and is subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities laws in Canada. The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that management considered appropriate and reasonable as of the date such statements are made, and is subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking

information, including but not limited to those described below and referred to under the heading “*Risk Factors*” and those discussed under the “*Risk Factors*” section of our most recent annual information form.

We caution that the list of risk factors and uncertainties is not exhaustive, and other factors could also adversely affect our results. Readers are urged to consider the risks, uncertainties and assumptions carefully in evaluating the forward-looking information and are cautioned not to place undue reliance on such information.

14. Current Share and Option Information

As of the date hereof, an aggregate of 41,671,021 Common Shares and 2,527,121 preferred shares are issued and outstanding. As of the date hereof, the Company had 2,527,121 warrants, 2,459,682 options, 311,682 PSUs, 280,828 RSUs, and 101,903 DSUs outstanding.

15. Additional Information

Additional information relating to our Company, including our most recent annual report and annual information form are available on SEDAR+ at www.sedarplus.ca and on the Investor Relations section of our website at <https://investors.jamiesonwellness.com>.