Rogers Sugar Reports Strong Results for Fourth Quarter and for Fiscal 2024, Driven by the Contribution of Both Business Segments

Rogers Sugar Inc. ("our," "we", "us" or "Rogers") (TSX: RSI) today reported fourth quarter of fiscal 2024 results with consolidated adjusted EBITDA of $38.3 million and $141.6 million for the current quarter and the year, respectively.

"We are proud to report a third consecutive year of improved profitability, driven by better results in both our Sugar and Maple segments," said Mike Walton, President and Chief Executive Officer of Rogers and Lantic Inc. "Our relentless focus on strategy and business execution in has resulted in significant growth in revenue, profitability and free cash flow."

"We are taking actions to build our business for the future, including expanding our production and logistic capacity in Eastern Canada with our LEAP Project. Although the project is expected to cost more than initially estimated, it remains financially sound and will allow us to meet the expected increase in demand from our customers." Mr. Walton added. "Looking ahead, we expect another year of strong financial performance in 2025, consistent with the long-term underlying demand growth in the North American sugar market, and the recent recovery in our Maple segment."

Fourth Quarter 2024 Consolidated Highlights (unaudited)	**Q4 2024**	Q4 2023	**YTD 2024**	YTD 2023
Financials ($000s)				
Revenues	**333,029**	308,036	**1,231,763**	1,104,713
Gross margin	**49,732**	41,192	**175,872**	165,726
Adjusted gross margin[(1)]	**50,070**	40,193	**191,423**	155,331
Results from operating activities	**30,080**	22,815	**97,209**	94,963
EBITDA[(1)]	**37,971**	29,568	**126,052**	121,249
Adjusted EBITDA[(1)]	**38,309**	28,569	**141,603**	110,854
Net earnings	**18,562**	11,876	**53,729**	51,789
per share (basic)	**0.14**	0.12	**0.45**	0.50
per share (diluted)	**0.13**	0.09	**0.41**	0.44
Adjusted net earnings[(1)]	**18,819**	11,283	**66,660**	44,494
Adjusted net earnings per share (basic)[(1)]	**0.14**	0.11	**0.56**	0.42
Trailing twelve months free cash flow	**73,341**	45,765	**73,341**	45,765
Dividends per share	**0.09**	0.09	**0.36**	0.36
Volumes				
Sugar (metric tonnes)	**204,540**	215,500	**753,333**	795,307
Maple Syrup (thousand pounds)	**11,927**	10,363	**46,947**	43,871

(1) See "Cautionary statement on Non-IFRS Measures" for definition and reconciliation to IFRS measures.

- Consolidated adjusted EBITDA[(1)] for the 2024 fiscal year was $141.6 million, up by 28% from the same period in 2023, mainly driven by a strong performance from both of our business segments.
- Consolidated adjusted net earnings for fiscal 2024 were $66.7 million or $0.56 per share, as compared to $44.5 million or $0.42 per share for the same period in 2023, largely driven by the strong performance of our Sugar and Maple segments.
- Consolidated revenues for fiscal year 2024 amounted to $1.2 billion, an increase of 12% as compared to last year, due mainly to higher average pricing for refining-related activities in the Sugar segment, as well as higher pricing and higher sales volume in the Maple segment, partially offset by lower sales volume in the Sugar segment.
- Consolidated adjusted EBITDA[(1)] for the fourth quarter was $38.3 million, representing an increase of $9.7 million as compared to the same period last year.
- Adjusted EBITDA[(1)] in the Sugar segment was $34.2 million for the fourth quarter of fiscal 2024, an increase of $10.6 million compared to the same period last year.
- Adjusted EBITDA[(1)] in the Maple segment for fiscal year 2024 was higher than last year by $4.8 million, largely driven by improved average selling prices and incremental sales volume.
- Free cash flow for the trailing 12 months ended September 28, 2024 was $73.3 million, an increase of $27.6 million from the same period last year, largely driven by higher consolidated adjusted EBITDA[(1)].
- In the fourth quarter of fiscal 2024, we distributed $0.09 per share to our shareholders for a total amount of $11.5 million.

- The construction phase of the Montréal portion of our expansion project aimed at enhancing the production and logistic capacity of our Eastern sugar refining operations in Montréal and Toronto (formerly referred to as the "Expansion Project" and now referred to as the "LEAP Project") has begun. Orders for sugar refining equipment and other large production and logistic-related equipment have been placed with suppliers, with several pieces of equipment already on site. Based on the work performed in recent months, and considering the most recent data available, we now estimate the expected total project cost to range between $280 million and $300 million, representing an increase of 40% to 50% over the initial estimate.
- On November 27, 2024, the Board of Directors declared a quarterly dividend of $0.09 per share, payable on or before January 9, 2025.

(1) See "Non-IFRS Measures" for definition and reconciliation to IFRS measures

SUGAR SEGMENT

Fourth Quarter 2024 Sugar Highlights (unaudited)	**Q4 2024**	Q4 2023	**YTD 2024**	YTD 2023
Financials ($000s)				
Revenues	**272,811**	256,229	**998,029**	893,482
Gross margin	**43,150**	35,512	**150,860**	144,397
Adjusted gross margin(1)	**44,390**	33,722	**167,431**	136,022
Per metric tonne ($/ mt) (1)	**217**	156	**222**	171
Administration and selling expenses	**9,305**	7,703	**40,502**	33,250
Distribution costs	**7,079**	7,414	**25,494**	24,637
Results from operating activities	**26,766**	20,395	**84,864**	86,510
EBITDA(1)	**32,985**	25,453	**107,033**	106,021
Adjusted EBITDA(1)	**34,225**	23,663	**123,604**	97,646
Volumes (metric tonnes)				
Total volume	**204,540**	215,500	**753,333**	795,307

(1) See "Cautionary statement on Non-IFRS Measures" for definition and reconciliation to IFRS measures.

In the fourth quarter of 2024, revenues increased by $16.6 million, compared to the same period last year. The positive variance was driven mainly by higher contribution from refining-related activities, partially offset by lower sales volume.

In the fourth quarter of fiscal 2024, sugar volume totaled approximately 204,500 metric tonnes, a decrease of approximately 5% or 11,000 metric tonnes compared to the same period last year, driven mainly by a slight reduction in North American demand and timing related to specific customers shipments.

Gross margin was $43.2 million for the current quarter and included a loss of $1.2 million for the mark-to-market of derivative financial instruments. For the same periods last year, gross margin was $35.5 million with a mark-to-market gain of $1.8 million.

Adjusted gross margin increased by $10.7 million in the current quarter compared to the same quarter last year mainly as a result of higher sugar sales margin from increased average pricing on sugar refining-related activities. This positive variance was partially offset by higher production costs mainly driven by increased maintenance activities and market-based inflationary pressures on costs, along with the unfavourable impact of lower sales volume. On a per-unit basis, adjusted gross margin for the fourth quarter was $217 per metric tonne, as compared to $156 per metric tonne for the same period last year. The favourable variance was mainly due to increase in overall margin from improved selling prices, partially offset by higher production costs.

Results from operating activities for the fourth quarter of 2024 were $26.8 million, an increase of $6.4 million as compared to the same period last year. These results include gains and losses from the mark-to-market of derivative financial instruments.

EBITDA for the fourth quarter was $33.0 million, an increase of $7.5 million as compared to same period last year. These results include gains and losses from the mark-to-market of derivative financial instruments.

Adjusted EBITDA for the fourth quarter increased by $10.6 million compared to the same period last year, largely due to higher adjusted gross margin and lower distribution costs, partially offset by higher administration and selling expenses.

MAPLE SEGMENT

Fourth Quarter 2024 Maple Highlights (unaudited)	**Q4 2024**	Q4 2023	**YTD 2024**	YTD 2023
Financials ($000s)				
Revenues	**60,218**	51,807	**233,734**	211,231
Gross margin	**6,582**	5,680	**25,012**	21,329
Adjusted gross margin[(1)]	**5,680**	6,471	**23,992**	19,309
As a percentage of revenues (%) [(1)]	**9.4%**	12.5%	**10.3%**	9.1%
Administration and selling expenses	**2,919**	2,777	**11,429**	10,979
Distribution costs	**349**	483	**1,238**	1,898
Results from operating activities	**3,314**	2,420	**12,345**	8,453
EBITDA[(1)]	**4,986**	4,115	**19,019**	15,228
Adjusted EBITDA[(1)]	**4,084**	4,906	**17,999**	13,208
Volumes (thousand pounds)				
Total volume	**11,927**	10,363	**46,947**	43,871

(1) See "Cautionary statement on Non-IFRS Measures" section of this press release for definition and reconciliation to IFRS measures.

Revenues for the fourth quarter were $8.4 million higher than the same period last year due to improved average selling prices and an increase in sales volume.

Gross margin was $6.6 million for the three months ended in the current fiscal year and includes a gain of $0.9 million for the mark-to-market of derivative financial instruments. For the same period last year, gross margin was $5.7 million with a mark-to-market loss of $0.8 million.

Adjusted gross margin for the fourth quarter of fiscal 2024 was lower by $0.8 million. The negative variance was largely due to the net impact of non-recuring adjustments recorded in the last quarters of 2024 and 2023. Such adjustments were related to inventory valuation, purchase of maple syrup and packaging components, and had a negative impact in the last quarter of 2024 and a positive impact in the last quarter of 2023.

Adjusted gross margin percentage for the fourth quarter of 2024 was 9.4% as compared to 12.5% for the same quarter last year. The unfavourable variance was mainly related to lower gross margin.

Results from operating activities for the current quarter were $3.3 million, compared to $2.4 million in the same period last year. These results include gains and losses from the mark-to-market of derivative financial instruments.

EBITDA for the fourth quarter of 2024 amounted to $5.0 million, compared to $4.1 million for the same period last year. These results include gains and losses from the mark-to-market of derivative financial instruments.

Adjusted EBITDA for the current quarter of fiscal 2024 decreased by $0.8 million, due to lower gross margin.

LEAP PROJECT

On August 11, 2023, the Board of Directors of Lantic approved the LEAP Project, consisting of an investment in the expansion of its Eastern Canada capacity. LEAP is expected to provide approximately 100,000 metric tonnes of incremental refined sugar capacity to the growing Canadian market and includes sugar refining assets, along with logistic assets to increase the delivery capacity to the Ontario market. The total cost for the LEAP Project was initially estimated at $200 million, with an expected delivery date scheduled in the first half of fiscal 2026.

The planning and design phases associated with the LEAP Project are now mostly completed and the construction phase has begun. Site preparation and permitting processes are completed for the main construction site in Montréal. Detailed planning for the Toronto portion of the project is now completed. Orders for sugar refining equipment and other large production and logistic-related equipment have been placed with suppliers, with several pieces of equipment already on site.

In the second half of 2024, we identified incremental costs to the LEAP Project, primarily due to design additions driven by the complexity of the project, market-driven price increases for construction, and new safety regulations. Many of the incremental costs are related to challenges associated with the repurposing of a section of the Montréal building for the sugar refining portion of the LEAP Project. Following this assessment, we worked closely with our design and construction partners to fully assess the overall impact of such issues on the total cost of the LEAP Project.

Based on the work performed in recent months, and considering the most recent data available, we now estimate the expected total project costs to range between $280 million and $300 million, representing an increase of 40% to 50% over the initial estimate.

The changes described above are also impacting the expected completion date for the LEAP Project. Based on our most recent analysis, we now anticipate the LEAP Project to be in-service at the end of fiscal 2026, representing a delay of approximately six months from the initial schedule.

We remain confident in the investment's value, which is supported by the robust economic fundamentals of the sugar industry in Canada and in North America. We expect the strong demand seen in recent years, along with the related improved pricing in the market to largely offset the unfavourable impact of the incremental cost, and the longer construction schedule for the LEAP Project.

We are funding the execution of the LEAP Project, including the expected incremental costs, with a combination of debt, equity and our existing revolving credit facility. In connection with the financing plan of the LEAP Project, RSI issued new common shares in the second quarter of 2024, for net proceeds of $112.5 million. In the second half of 2023, also in connection with the financing of the LEAP Project, Lantic entered into two secured loan agreements with Investissement Québec for up to $65 million. We anticipate drawing funds from the approved loans from Investissement Québec at the beginning of fiscal 2025. In the first quarter of fiscal 2024, to support the LEAP Project, we increased the amount available under our revolving credit facility by $75 million, to $340 million.

As at September 28, 2024, $53.8 million, including $1.7 million in interest costs, has been capitalized in construction in progress on the balance sheet for the LEAP Project. Thus far, most of the costs incurred are related to the design and planning phases of the project, the site preparation in Montréal and sugar refining, production, and logistic equipment ordered and received from suppliers. For fiscal 2024, $42.6 million has been capitalized in connection with the LEAP Project, while $11.2 million was capitalized in fiscal 2023.

See "Forward-Looking Statements" and "Risks and Uncertainties in the 2024 fourth quarter Management's Discussion and Analysis".

OUTLOOK

Following a strong performance in both of our business segments in 2024, we expect to deliver a strong financial performance in 2025. The continued strength in demand and pricing is expected to support organic growth for our Sugar business segment going forward. We also expect the recovery in our Maple segment in 2024 to set the pace for another strong year in 2025, as the overall maple market is showing growth.

Sugar Segment

We expect the Sugar segment to perform well in fiscal 2025. Underlying North American demand for sugar remains historically strong, despite a slight decrease over the last two quarters. Gross margin for the sugar segment for 2025 is expected to align with previous year, reflecting market-based price increases for sugar and sugar containing products, and should continue to have a positive impact on our financial results, allowing us to mitigate the expected increase in costs associated with our operations.

Our sales volume expectation for fiscal year 2025 is set at 800,000 metric tonnes, which is aligned with the initial 2024 expectations, excluding the impact of the labour disruption at the Vancouver plant. Overall, this would represent an increase of over 5% year over year. We expect to continue to prioritize domestic sales and to take advantage of export sales opportunities in fiscal 2025, with the objective to consistently meet our commitments to our customers.

The harvest period for our sugar beet facility in Taber was completed in early November and we have received the expected quantity of beets from the growers. We are currently in the processing stage of the 2024 sugar beet campaign, with expected completion by the end of February. Based on our early assessment, we anticipate the 2024 crop to deliver between 105,000 metric tonnes and 110,000 metric tonnes of beet sugar, consistent with our expectations. The volume expectation aligns with the acreage contracted with the ASBG and the expected volume of sugar beets we anticipated receiving.

Production costs and maintenance programs for our three production facilities are expected to increase moderately in 2025, as such related expenditures continue to be impacted by market-based increase in costs and annual wage increases for employees. For 2025, we plan to continue to perform the necessary maintenance activities to ensure a smooth production process to meet the needs of our customers. We remain committed to managing our costs responsibly to properly maintain our production assets and related facilities.

Distribution costs are expected to decrease slightly in 2025. These expenditures reflect the current market dynamics requiring the transfer of sugar produced between our refineries to meet demand from customers, and some of the costs associated with servicing customers with imported refined sugar pending the completion of our LEAP Project.

Administration and selling expenses are expected to be stable in 2025 as compared to 2024.

We anticipate our financing costs to be stable in fiscal 2025, as excess cash related to the timing of the equity financing portion of the LEAP project is providing a temporary increase in our available cash, which is mitigating the impact of a higher net interest rate on our credit facility. We have been able to partially mitigate the impact of recent increases in interest rates and energy costs through our multi-year hedging strategy. We expect our hedging strategy will continue to mitigate such exposure in fiscal 2025.

Spending on regular business capital projects is expected to decrease slightly in fiscal 2025 as compared to 2024. We anticipate spending between $25.0 million to $30.0 million on various initiatives. This capital spending estimate excludes expenditures relating to our LEAP Project, which are currently estimated to be approximately $122 million for fiscal 2025.

Maple Segment

We expect financial results in our Maple segment to continue to be strong in 2025, following the recovery seen over the last year. Throughout the recovery period, we focused on negotiating market-based price increases and optimizing our operations at all our plants through automation and continuous improvement initiatives.

The sales volume for fiscal 2025 is expected to grow moderately by 0.5 million lbs. The sales volume expectation reflects current market conditions, and the anticipated availability of maple syrup from the producers. The 2024 maple syrup crop was significantly better than anticipated and should support the current market demand, while also allowing for the partial replenishment of the reserve held by the Producteurs et Productrices Acéricoles du Québec ("PPAQ"). The reserve of PPAQ has been depleted in recent years from below average crops.

We expect to spend between $1 million and $1.5 million annually on capital projects for the Maple business segment. The main driver for the selected projects is improvement in productivity and profitability through automation.

See "Forward-Looking Statements" and "Risks and Uncertainties in the 2024 fourth quarter Management's Discussion and Analysis ".

A full copy of Rogers fourth quarter 2024, including Management's Discussion and Analysis and 2024 Audited Consolidated Financial Statements, can be found at www.LanticRogers.com.

CAUTIONARY STATEMENT REGARDING NON-IFRS MEASURES

In analyzing results, we supplement the use of financial measures that are calculated and presented in accordance with IFRS with a number of non-IFRS financial measures. A non-IFRS financial measure is a numerical measure of a company's performance, financial position or cash flow that excludes (includes) amounts or is subject to adjustments that have the effect of excluding (including) amounts, that are included (excluded) in most directly comparable measures calculated and presented in accordance with IFRS. Non-IFRS financial measures are not standardized; therefore, it may not be possible to compare these financial measures with the non-IFRS financial measures of other companies having the same or similar businesses. We strongly encourage investors to review the audited consolidated financial statements and publicly filed reports in their entirety, and not to rely on any single financial measure.

We use these non-IFRS financial measures in addition to, and in conjunction with, results presented in accordance with IFRS. These non-IFRS financial measures reflect an additional way of viewing aspects of the operations that, when viewed with the IFRS results and the accompanying reconciliations to corresponding IFRS financial measures, may provide a more complete understanding of factors and trends affecting our business. Refer to "Non-IFRS measures" section at the end of the MD&A for the current quarter for additional information.

The following is a description of the non-IFRS measures we used in this press release:

- Adjusted gross margin is defined as gross margin adjusted for "the adjustment to cost of sales", which comprises the mark-to-market gains or losses on sugar futures and foreign exchange forward contracts as shown in the notes to the consolidated financial statements and the cumulative timing differences as a result of mark-to-market gains or losses on sugar futures and foreign exchange forward contracts.
- Adjusted results from operating activities are defined as results from operating activities adjusted for the adjustment to cost of sales.
- EBITDA is defined as earnings before interest, taxes, depreciation and amortization.
- Adjusted EBITDA is defined as adjusted results from operating activities adjusted to add back depreciation and amortization expenses.
- Adjusted net earnings is defined as net earnings adjusted for the adjustment to cost of sales and the income tax impact on these adjustments.
- Adjusted gross margin rate per MT is defined as adjusted gross margin of the Sugar segment divided by the sales volume of the Sugar segment.
- Adjusted gross margin percentage is defined as the adjusted gross margin of the Maple segment divided by the revenues generated by the Maple segment.
- Adjusted net earnings per share is defined as adjusted net earnings divided by the weighted average number of shares outstanding.
- Free cash flow is defined as cash flow from operations excluding changes in non-cash working capital, mark-to-market and derivative timing adjustments, financial instruments non-cash amount, and includes deferred financing charges, funds received from stock options exercised, capital and intangible assets expenditures, net of value-added capital expenditures and capital expenditures associated to LEAP Project, and payments of capital leases.

In this press release, we discuss the non-IFRS financial measures, including the reasons why we believe these measures provide useful information regarding the financial condition, results of operations, cash flows and financial position, as applicable. We also discuss, to the extent material, the additional purposes, if any, for which these measures are used. These non-IFRS measures should not be considered in isolation, or as a substitute for, analysis of our results as reported under IFRS. Reconciliations of non-IFRS financial measures to the most directly comparable IFRS financial measures are as follows:

RECONCILIATION OF NON-IFRS FINANCIAL MEASURES TO IFRS FINANCIAL MEASURES

	Q4 2024			Q4 2023		
Consolidated results (In thousands of dollars)	**Sugar**	**Maple Products**	**Total**	Sugar	Maple Products	Total
Gross margin	**43,150**	**6,582**	**49,732**	35,512	5,680	41,192
Total adjustment to the cost of sales[1]	**1,240**	**(902)**	**338**	(1,790)	791	(999)
Adjusted gross margin	**44,390**	**5,680**	**50,070**	33,722	6,471	40,193
Results from operating activities	**26,766**	**3,314**	**30,080**	20,395	2,420	22,815
Total adjustment to the cost of sales[1]	**1,240**	**(902)**	**338**	(1,790)	791	(999)
Adjusted results from operating activities	**28,006**	**2,412**	**30,418**	18,605	3,211	21,816
Results from operating activities	**26,766**	**3,314**	**30,080**	20,395	2,420	22,815
Depreciation of property, plant and equipment, amortization of intangible assets and right-of-use assets	**6,219**	**1,672**	**7,891**	5,058	1,695	6,753
EBITDA[1]	**32,985**	**4,986**	**37,971**	25,453	4,115	29,568
EBITDA[1]	**32,985**	**4,986**	**37,971**	25,453	4,115	29,568
Total adjustment to the cost of sales[1]	**1,240**	**(902)**	**338**	(1,790)	791	(999)
Adjusted EBITDA	**34,225**	**4,084**	**38,309**	23,663	4,906	28,569
Net earnings			**18,562**			11,876
Total adjustment to the cost of sales[1]			**338**			(999)
Net change in fair value in interest rate swaps[1]			**8**			201
Income taxes on above adjustments			**(89)**			205
Adjusted net earnings			**18,819**			11,283
Net earnings per share (basic)			**0.14**			0.12
Adjustment for the above			**0.00**			(0.01)
Adjusted net earnings per share (basic)			**0.14**			0.11

(1) See "Adjusted results in the 2024 fourth quarter Management's discussion and Analysis"

RECONCILIATION OF NON-IFRS FINANCIAL MEASURES TO IFRS FINANCIAL MEASURES (CONTINUED)

	Fiscal 2024			Fiscal 2023		
Consolidated results (In thousands of dollars)	**Sugar**	**Maple Products**	**Total**	Sugar	Maple Products	Total
Gross margin	**150,860**	**25,012**	**175,872**	144,397	21,329	165,726
Total adjustment to the cost of sales[1]	**16,571**	**(1,020)**	**15,551**	(8,375)	(2,020)	(10,395)
Adjusted gross margin	**167,431**	**23,992**	**191,423**	136,022	19,309	155,331
Results from operating activities	**84,864**	**12,345**	**97,209**	86,510	8,453	94,963
Total adjustment to the cost of sales[1]	**16,571**	**(1,020)**	**15,551**	(8,375)	(2,020)	(10,395)
Adjusted results from operating activities	**101,435**	**11,325**	**112,760**	78,135	6,433	84,568
Results from operating activities	**84,864**	**12,345**	**97,209**	86,510	8,453	94,963
Depreciation of property, plant and equipment, amortization of intangible assets and right-of-use assets	**22,169**	**6,674**	**28,843**	19,511	6,775	26,286
EBITDA[1]	**107,033**	**19,019**	**126,052**	106,021	15,228	121,249
EBITDA[1]	**107,033**	**19,019**	**126,052**	106,021	15,228	121,249
Total adjustment to the cost of sales[1]	**16,571**	**(1,020)**	**15,551**	(8,375)	(2,020)	(10,395)
Adjusted EBITDA[1]	**123,604**	**17,999**	**141,603**	97,646	13,208	110,854
Net earnings			**53,729**			51,789
Total adjustment to the cost of sales[1]			**15,551**			(10,395)
Net change in fair value in interest rate swaps[1]			**1,845**			523
Income taxes on above adjustments			**(4,465)**			2,577
Adjusted net earnings			**66,660**			44,494
Net earnings per share (basic)			**0.45**			0.50
Adjustment for the above			**0.11**			(0.08)
Adjusted net earnings per share (basic)			**0.56**			0.42

(1) See "Adjusted results in the 2024 fourth quarter Management's discussion and Analysis".

CONFERENCE CALL AND WEBCAST

Rogers will host a conference call to discuss our fourth quarter of fiscal 2024 results on November 28, 2024, starting at 8:00 ET. To participate, please dial 1-800-717-1738. To access the live webcast presentation, please click on the link below:

https://onlinexperiences.com/Launch/QReg/ShowUUID=F7BFF0AB-4F01-4204-8380-F3CB4E711537&LangLocaleID=1033

A recording of the conference call will be accessible shortly after the conference, by dialing 1-888-660- 6264, access code 67841#. This recording will be available until December 28, 2024. A live audio webcast of the conference call will also be available via www.LanticRogers.com.

ABOUT ROGERS SUGAR

Rogers is a corporation established under the laws of Canada. The Corporation holds all of the common shares of Lantic and its administrative office is in Montréal, Québec. Lantic operates cane sugar refineries in Montréal, Québec and Vancouver, British Columbia, as well as the only Canadian sugar beet processing facility in Taber, Alberta. Lantic also operate a distribution center in Toronto, Ontario. Lantic's sugar products are mainly marketed under the "Lantic" trademark in Eastern Canada, and the "Rogers" trademark in Western Canada and include granulated, icing, cube, yellow and brown sugars, liquid sugars, and specialty syrups. Lantic owns all of the common shares of TMTC and its head office is headquartered in Montréal, Québec. TMTC operates bottling plants in Granby, Dégelis and in St-Honoré-de-Shenley, Québec and in Websterville, Vermont. TMTC's products include maple syrup and derived maple syrup products supplied under retail private label brands in approximately fifty countries and sold under various brand names.

For more information about Rogers please visit our website at www.LanticRogers.com.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This report contains statements or information that are or may be "forward-looking statements" or "forward-looking information" within the meaning of applicable Canadian securities laws. Forward-looking statements may include, without limitation, statements and information which reflect our current expectations with respect to future events and performance. Wherever used, the words "may," "will," "should," "anticipate," "intend," "assume," "expect," "plan," "believe," "estimate," and similar expressions and the negative of such expressions, identify forward-looking statements. Although this is not an exhaustive list, we caution investors that statements concerning the following subjects are, or are likely to be, forward-looking statements:

- Future demand and related sales volume for refined sugar and maple syrup;
- our LEAP Project;
- future prices of Raw #11;
- natural gas costs;
- beet sugar production forecast for our Taber facility;
- the level of future dividends;
- the status of government regulations and investigations; and
- projections regarding future financial performance.

Forward-looking statements are based on estimates and assumptions made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate and reasonable in the circumstances, but there can be no assurance that such estimates and assumptions will prove to be correct. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Actual performance or results could differ materially from those reflected in the forward-looking statements, historical results or current expectations. Readers should also refer to the section "Risks and Uncertainties" in the MD&A for additional information on risk factors and other events that are not within our control. These risks are also referred to in our Annual Information Form in the "Risk Factors" section.

Although we believe that the expectations and assumptions on which forward-looking information is based are reasonable under the current circumstances, readers are cautioned not to rely unduly on this forward-looking information as no assurance can be given that it will prove to be correct. Forward-looking information contained herein is made as at the date of this press release and we do not undertake any obligation to update or revise any forward-looking information, whether a result of events or circumstances occurring after the date hereof, unless so required by law.

FOR FURTHER INFORMATION

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ROGERS SUGAR INC.

Financial Report Q4 2024

This Management's Discussion and Analysis ("MD&A") of Rogers Sugar Inc.'s (the "Company", "Rogers", "RSI" or "our," "we", "us") dated November 27, 2024 should be read in conjunction with the audited consolidated financial statements and related notes for the years ended September 28, 2024 and September 30, 2023.

All financial information contained in this MD&A and audited consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"), as adopted by the International Accounting Standards Board. All amounts are in Canadian dollars unless otherwise noted, and the term "dollar", as well as the symbol "$", designate Canadian dollars unless otherwise indicated.

Management is responsible for preparing the MD&A. Rogers' audited consolidated financial statements and MD&A have been approved by its Board of Directors upon the recommendation of its Audit Committee prior to release.

Additional information relating to Rogers, Lantic Inc. ("Lantic") (Rogers and Lantic together referred as the "Sugar segment"), The Maple Treat Corporation ("TMTC") and Highland Sugarworks Inc. ("Highland") (the latter two companies together referred to as "TMTC" or the "Maple segment"), including the annual information form, quarterly and annual reports, annual environmental, social and governance report, management proxy circular, short form prospectus and various press releases are available on Rogers' website at www.LanticRogers.com or on the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval+ ("SEDAR+") website at www.sedarplus.ca. Information contained in or otherwise accessible through our website does not form part of this MD&A and is not incorporated into the MD&A by reference.

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OUR BUSINESS

Rogers has a long history of providing high-quality sugar products to the Canadian market and has been operating since 1888.

Lantic, Rogers wholly owned subsidiary, operates cane sugar refineries in Montréal, Québec and Vancouver, British Columbia, as well as the only Canadian sugar beet processing facility in Taber, Alberta. Lantic's sugar products are generally marketed under the "Lantic" trademark in Eastern Canada, and the "Rogers" trademark in Western Canada and include granulated, icing, cube, yellow and brown sugars, liquid sugars and specialty syrups. We also operate a distribution center in Toronto, Ontario.

Maple Treat operates bottling plants in Granby, Dégelis and in St-Honoré-de-Shenley, Québec and in Websterville, Vermont. Maple Treat's products include maple syrup and derived maple syrup products, supplied mainly under retail private label brands in approximately fifty countries.

Our business has two distinct segments - Sugar – which includes refined sugar and by-products and Maple – which includes maple syrup and maple-derived products.

Sugar

FACILITIES

Lantic is the only sugar producer with operating facilities across Canada with cane refineries in Montréal, Québec and Vancouver, British Columbia, and a sugar beet factory in Taber, Alberta. Lantic also operates a distribution center in Toronto, Ontario. The strategic location of these facilities provides operating flexibility and the ability to service all customers across the country efficiently and on a timely basis.

OUR PRODUCTS

All Lantic operations supply high-quality white sugar as well as a broad portfolio of specialty products which are differentiated by colour, granulation, packaging format and raw material source.

Sales are focused in four specific market segments: industrial, consumer, liquid and export products. The domestic market represents over 90% of our company's total volume.

The industrial granulated segment is the largest segment accounting for 58% of all shipments. This segment is composed of a broad range of food processing companies that serve both the Canadian and the American markets.

In the consumer segment, a wide variety of products is offered under the Lantic and Rogers brand names. This segment in fiscal 2024 is representing approximately 12% of all shipments.

The liquid segment is composed of core users whose process or products require liquid sucrose. Some customers in this segment group can substitute liquid sucrose with high fructose corn syrup ("HFCS"). The purchasing patterns of substitutable users are largely influenced by the absolute price spread between HFCS and liquid sugar. Increasingly, other considerations, such as ingredient labeling may bear some influence on the purchasing decision. The liquid segment sales are representing approximately 24% of all shipments in fiscal 2024.

Lantic's Taber plant is the only beet sugar factory in Canada and is therefore the only producer of Canadian origin sugar. From this facility, we service a mix of customers across Western Canada. We also sell into other North American markets through various quotas assigned through trade agreements. As such, this plant is the sole participant in an annual Canadian-specific quota of refined sugar to the United States ("US") of 19,900 metric tonnes of Canadian-origin sugar.

By-products relating to beet processing and cane refining activities are sold in the form of beet pulp, beet pellets, and molasses. Beet pellets are sold domestically and to export customers for livestock feed. The production of molasses is dependent on the volume of sugar processed through the Taber, Montréal and Vancouver plants.

OUR SUPPLY

The global supply of raw cane sugar is ample. Over the last several years, Lantic has purchased most of its raw cane sugar from Central and South America for its Montréal and Vancouver cane refineries.

In fiscal 2023, we concluded a new two-year agreement with the Alberta Sugar Beet Growers ("Growers") for the supply of sugar beets to the Taber beet plant, for which the crop harvested in the fall of 2024 will be the second year of the agreed contract.

PRICING

The price of refined sugar deliveries from the Montréal and Vancouver raw cane facilities is directly linked to the price of the Raw #11 ("Raw #11") market traded on the Intercontinental Exchange ("ICE"). All sugar transactions are economically hedged, thus eliminating the impact of volatility in world raw sugar prices. This applies to all refined sugar sales made by these plants.

In fiscal 2024, the price of Raw #11 traded on the ICE fluctuated between US 17.57 cents and US 27.95 cents per pound and closed at US 22.79 cents per pound at the end of the fiscal year, which was US 3.69 cents lower than the closing value at September 30, 2023. Price variation during the year was consistent with fiscal 2023 when Raw #11 prices fluctuated between US 17.36 cents and US 27.62 cents per pound. The average price of Raw #11 traded on the ICE in fiscal 2024 at US 21.75 cents was lower than the fiscal 2023 average of US 22.48 cents. The average price of Raw #11 reflects the strong global sugar demand and the expected global sugar supply.

Maple

FACILITIES

TMTC operates three plants in Québec, namely, in Granby, Dégelis and in St-Honoré-de-Shenley, and one in Websterville, Vermont.

OUR PRODUCTS

TMTC's products are mainly comprised of the following: bottled maple syrup, bulk maple syrup and maple sugar and flakes.

Bottled maple syrup is packaged in a variety of ways and sizes, including bottles, plastic jugs and the traditional cans. Bottled maple syrup is available in all commercial grades and in organic and non-organic varieties. TMTC's bottled maple syrup is sold mainly under retail private label brands and under a variety of house brands.

Bulk maple syrup is mainly sold in large containers, drums and totes to foodservice retailers, food processors as well as other wholesalers.

OUR SUPPLY

The production of maple syrup takes place over a period of six to eight weeks during the months of March and April of each year.

The biggest concentration of maple trees is located in the Provinces of Québec, New Brunswick, and Ontario, and in the US States of Vermont, Maine and New Hampshire. Canada remains the largest producer of maple syrup, with over 80% of the world's production. The Province of Québec alone represents 70% of the world's production. The US is the only other major producing country in the world, representing approximately 20% of the global supply.

The maple syrup producers in Québec are represented by the Producteurs et Productrices Acéricoles du Québec ("PPAQ"). The PPAQ generally regulates the buying and selling of bulk maple syrup in the Province of Québec. The PPAQ represents approximately 13,500 producers and 8,400 individual businesses.

In Québec, nearly 90% of the total production of maple syrup is sold through the PPAQ to the authorized buyers, leaving only approximately 10% of the total production being sold directly by the producers to consumers or grocery stores.

The PPAQ manages a strategic maple syrup reserve in order to mitigate production fluctuations caused by weather conditions and prevent such fluctuations from causing maple syrup prices to spike or drop significantly. Each year, the PPAQ may organize a sale of a portion of its accumulated reserve. This allows bottlers to respond to supply shortages in the event of a poor harvest or unplanned growth in demand.

The PPAQ is responsible to manage policy with respect to production and marketing quotas for production volume allocated to each maple syrup business in the Province of Québec. The main objective of the policy is to adjust the supply of maple syrup in response to consumer demand, and more specifically, to stabilize selling prices for producers and, ultimately, the buying price for consumers, foster investments in the maple industry and maintain a steady number of maple-producing businesses in operation, regardless of their size.

Outside of Québec, the maple syrup industry is generally organized through producer-based organizations or associations, which promote maple syrup in general and its industry and serve as the official voice for maple syrup producers with the public.

TMTC has relationships with more than 1,400 maple syrup producers, mainly in Québec and Vermont. Most of these producers sell 100% of their production to TMTC. Through our strong relationships with these producers, we have been able to develop a leading position in certified organic maple syrup.

PRICING

Pursuant to a marketing agreement entered into annually between the PPAQ and the Conseil de l'industrie de l'érable (the Maple Industry Council) (the "Marketing Agreement"), authorized buyers must pay a minimum price to the PPAQ for any maple syrup purchased from the producers. The price is fixed on an annual basis and depends on the grade of the maple syrup. In addition, a premium is added to the minimum price for any organic maple syrup. Pursuant to the Marketing Agreement, authorized buyers must buy maple syrup from the PPAQ.

USE OF FINANCIAL DERIVATIVES FOR HEDGING

Sugar

In order to protect against fluctuations in the world raw sugar market, we follow a rigorous hedging program for all purchases of raw cane sugar and sales of refined sugar.

The Raw #11 market is only traded on the ICE, which trades in US dollars. Sugar futures can be traded forward for a period of three years against four specific contract months per year (March, May, July and October). The contract month values are used to determine the price settlement upon the receipt of a raw sugar vessel or the delivery of sugar to our customers. The ICE rules are strict and are governed by the New York Board of Trade. Any amount owed, due to the movement of the commodity being traded, must be settled in cash the following day.

For the purchasing of raw sugar, we enter into long-term supply contracts with reputable raw sugar suppliers (the "Seller"). These long-term agreements will, amongst other things, specify the yearly volume to be purchased, the delivery period of each vessel, the contract month against which the sugar will be priced, and the freight rate to be charged for each delivery. The price of raw sugar will be determined later by the Seller, based upon the delivery period. The delivery period will correspond to the contract month against which the sugar will be priced.

Our process of selling refined sugar is also done under the Raw #11 market. When a sales contract is negotiated with a customer, the sales contract will determine the period of the contract, the expected delivery period against specific contract months and the refining margin and freight rate to be charged over and above the value of the sugar. The price of the sugar is not yet determined but needs to be fixed by the customer prior to delivery. The customer will make the decision to fix the price of the sugar against the sugar contract month, as per the anticipated delivery period.

We purchase sugar beets from the Growers, for our Taber sugar refining facility under a fixed price negotiated from time to time.

Natural Gas

The Company has an energy hedging policy to mitigate the overall price risks in the purchase of natural gas.

We purchase between 3.5 million gigajoules and 4.0 million gigajoules of natural gas per year for use in our refining operations. To protect against large and unforeseen fluctuations, we hedge forward our estimated usage on a longer-term basis based on prevailing market conditions.

Our gas hedges are unwound in the months that the commodity is used in the operations, at which time any gains or losses incurred are then recognized for the determination of gross margins and earnings.

Foreign Exchange

Raw sugar costs for all sales contracts are denominated in US dollars. We also buy natural gas in US dollars. In addition, sugar export sales and some Canadian sugar sales are denominated in US dollars. To protect ourselves against the movement of the Canadian dollar versus the US dollar, we reconcile all of our exposure to the US dollar on a daily basis, and we hedge the net position against various forward months, estimated from the date of the various transactions.

Certain export sales of maple syrup are denominated in US dollars, Euros, Australian dollars, and British pounds. In order to mitigate against the movement of the Canadian dollar versus these currencies, we enter into foreign exchange hedging contracts. These foreign exchange hedging contracts are unwound when the money is received from the customer, at which time any gains or losses incurred are then recognized for the determination of gross margins and earnings. Foreign exchange gains or losses on any unhedged sales contracts are recorded when realized.

BUSINESS HIGHLIGHTS

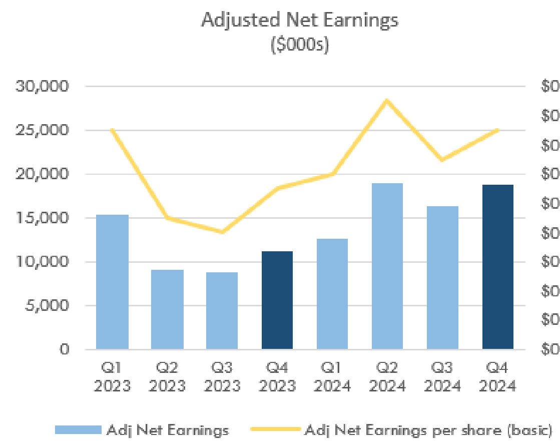
- Consolidated adjusted EBITDA(1) for the 2024 fiscal year was $141.6 million, up by 28% from the same period in 2023, mainly driven by a strong performance from both of our business segments.
- Consolidated adjusted net earnings for fiscal 2024 were $66.7 million or $0.56 per share, as compared to $44.5 million or $0.42 per share for the same period in 2023, largely driven by the strong performance of our Sugar and Maple segments.
- Consolidated revenues for fiscal year 2024 amounted to $1.2 billion, an increase of 12% as compared to last year, due mainly to higher average pricing for refining-related activities in the Sugar segment, as well as higher pricing and higher sales volume in the Maple segment, partially offset by lower sales volume in the Sugar segment.
- Consolidated adjusted EBITDA(1) for the fourth quarter was $38.3 million, representing an increase of $9.7 million as compared to the same period last year.
- Adjusted EBITDA(1) in the Sugar segment was $34.2 million for the fourth quarter of fiscal 2024, an increase of $10.6 million compared to the same period last year.
- Adjusted EBITDA(1) in the Maple segment for fiscal year 2024 was higher than last year by $4.8 million, largely driven by improved average selling prices and incremental sales volume.
- Free cash flow for the trailing 12 months ended September 28, 2024 was $73.3 million, an increase of $27.6 million from the same period last year, largely driven by higher consolidated adjusted EBITDA(1).
- In the fourth quarter of fiscal 2024, we distributed $0.09 per share to our shareholders for a total amount of $11.5 million.
- The construction phase of the Montréal portion of our expansion project aimed at enhancing the production and logistic capacity of our Eastern sugar refining operations in Montréal and Toronto (formerly referred to as the “Expansion Project” and now referred to as the “LEAP Project”) has begun. Orders for sugar refining equipment and other large production and logistic-related equipment have been placed with suppliers, with several pieces of equipment already on site. Based on the work performed in recent months, and considering the most recent data available, we now estimate the expected total project cost to range between $280 million and $300 million, representing an increase of 40% to 50% over the initial estimate.
- On November 27, 2024, the Board of Directors declared a quarterly dividend of $0.09 per share, payable on or before January 9, 2025.

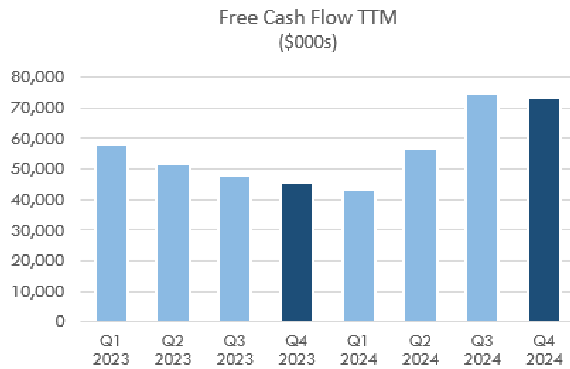
(1) See “Non-IFRS Measures” for definition and reconciliation to IFRS measures

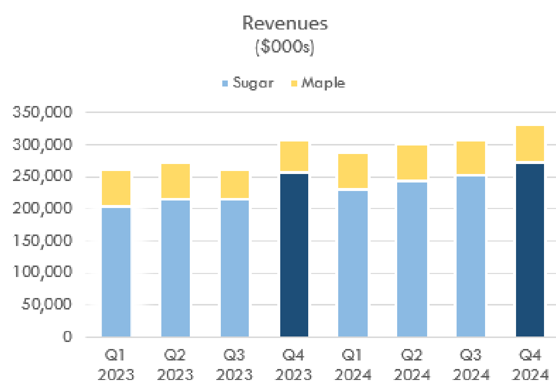
SELECTED FINANCIAL DATA AND HIGHLIGHTS

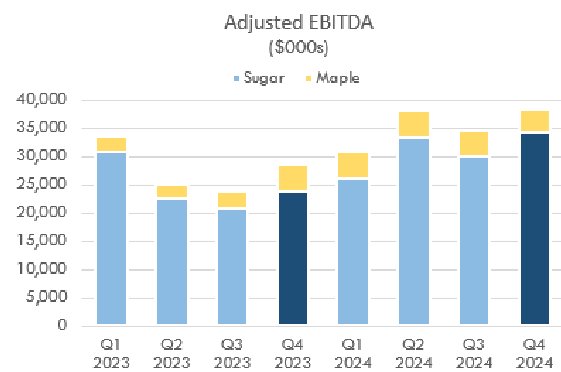
(unaudited) (In thousands of dollars, except volume and per share information)	**Q4 2024**	Q4 2023	**YTD 2024**	YTD 2023
Sugar (metric tonnes)	**204,540**	215,500	**753,333**	795,307
Maple syrup (000 pounds)	**11,927**	10,363	**46,947**	43,871
Total revenues	**333,029**	308,036	**1,231,763**	1,104,713
Gross margin	**49,732**	41,192	**175,872**	165,726
Adjustment to cost of sale(2)	**(338)**	999	**(15,551)**	10,395
Adjusted gross margin(1)	**50,070**	40,193	**191,423**	155,331
Results from operating activities	**30,080**	22,815	**97,209**	94,963
Adjusted results from operating activities(1)	**30,418**	21,816	**112,760**	84,568
EBITDA(1)	**37,971**	29,568	**126,052**	121,249
Adjusted EBITDA(1)	**38,309**	28,569	**141,603**	110,854
Net earnings	**18,562**	11,876	**53,729**	51,789
per share (basic)	**0.14**	0.12	**0.45**	0.50
per share (diluted)	**0.13**	0.09	**0.41**	0.44
Adjusted net earnings(1)	**18,819**	11,283	**66,660**	44,494
Adjusted net earnings per share (basic)(1)	**0.14**	0.11	**0.56**	0.42
Trailing twelve months free cash flow(3)	**73,341**	45,765	**73,341**	45,765
Dividends per share	**0.09**	0.09	**0.36**	0.36

(1) See "Non-IFRS Measures" for definition and reconciliation to IFRS measures
(2) See "Adjusted results"
(3) See "Free cash flow"









Adjusted results

In the normal course of business, we use derivative financial instruments consisting of sugar futures, foreign exchange forward contracts, natural gas futures and interest rate swaps. We have designated our natural gas futures and our interest rate swap agreements entered into in order to protect us against natural gas price and interest rate fluctuations as cash flow hedges. Derivative financial instruments pertaining to sugar futures and foreign exchange forward contracts are marked-to-market at each reporting date and are charged to the consolidated statement of earnings. The unrealized gains/losses related to natural gas futures and interest rate swaps that qualify under hedged accounting are accounted for in other comprehensive income. The unrealized gain/losses related to interest rate swaps that do not qualify under hedged accounting are accounted in the consolidated statement of earnings and comprehensive income. The amount recognized in other comprehensive income is removed and included in net earnings under the same line item in the consolidated statement of earnings and comprehensive income as the hedged item, in the same period that the hedged cash flows affect net earnings, reducing earnings volatility related to the movements of the valuation of these derivatives hedging instruments.

We believe that our financial results are more representative of our business to management, investors, analysts, and any other interested parties when financial results are adjusted by the gains/losses from financial derivative instruments that do not qualify for hedge accounting. These adjusted financial results provide a more complete understanding of factors and trends affecting our business. This measurement is a non-IFRS measurement. See "Non-IFRS measures" section.

We use the non-IFRS adjusted results of the operating company to measure and to evaluate the performance of the business through our adjusted gross margin, adjusted gross margin percentage, adjusted gross margin rate, adjusted results from operating activities, adjusted EBITDA, adjusted net earnings, adjusted net earnings per share and trailing twelve months free cash flow. These non-IFRS measures are evaluated on a consolidated basis and at a segmented level, excluding adjusted gross margin percentage, adjusted gross margin rate, adjusted net earnings per share and trailing twelve months free cash flow. In addition, we believe that these measures are important to our investors and parties evaluating our performance and comparing such performance to past results. We also use adjusted gross margin, adjusted EBITDA, adjusted results from operating activities, adjusted net earnings, adjusted net earnings per share and trailing twelve months free cash flow when discussing results with the Board of Directors, analysts, investors, banks, and other interested parties. See "Non-IFRS measures".

OUR RESULTS ARE ADJUSTED AS FOLLOWS:

Income (loss) (In thousands of dollars)	**Q4 2024**			Q4 2023		
	Sugar	**Maple Products**	**Total**	Sugar	Maple Products	Total
Mark-to-market on:						
Sugar futures contracts	**(3,757)**	**-**	**(3,757)**	3,444	-	3,444
Foreign exchange forward contracts	**1,047**	**719**	**1,766**	(94)	(727)	(821)
Total mark-to-market adjustment on derivatives	**(2,710)**	**719**	**(1,991)**	3,350	(727)	2,623
Cumulative timing differences	**1,470**	**183**	**1,653**	(1,560)	(64)	(1,624)
Total adjustment to costs of sales	**(1,240)**	**902**	**(338)**	1,790	(791)	999

Income (loss) (In thousands of dollars)	**YTD 2024**			YTD 2023		
	Sugar	**Maple Products**	**Total**	Sugar	Maple Products	Total
Mark-to-market on:						
Sugar futures contracts	**(12,533)**	**-**	**(12,533)**	11,018	-	11,018
Foreign exchange forward contracts	**2,862**	**822**	**3,684**	1,085	(111)	974
Total mark-to-market adjustment on derivatives	**(9,671)**	**822**	**(8,849)**	12,103	(111)	11,992
Cumulative timing differences	**(6,900)**	**198**	**(6,702)**	(3,728)	2,131	(1,597)
Total adjustment to costs of sales	**(16,571)**	**1,020**	**(15,551)**	8,375	2,020	10,395

Fluctuations in the mark-to-market adjustment on derivatives are due to the price movements in Raw #11 sugar and foreign exchange variations.

We recognize cumulative timing differences, as a result of mark-to-market gains or losses, only when sugar or maple product is sold to a customer. The gains or losses on sugar and related foreign exchange paper transactions are largely offset by corresponding gains or losses from the physical transactions, namely sale and purchase contracts with customers and suppliers.

The above-described adjustments are added to or deducted from the mark-to-market results to arrive at the total adjustment to cost of sales. For the three- and twelve-months periods ended on September 28, 2024, the total cost of sales adjustment is a loss of $0.3 million and $15.6 million, respectively to be added to the consolidated results. For comparable periods last year, the total cost of sales adjustment is a gain of $1.0 million and $10.4 million, respectively to be deducted from the consolidated results.

See the “Non-IFRS measures” for more information on these adjustments.

SEGMENTED INFORMATION

Segmented Results (In thousands of dollars)	**Q4 2024**			Q4 2023		
	Sugar	**Maple Products**	**Total**	Sugar	Maple Products	Total
Revenues	**272,811**	**60,218**	**333,029**	256,229	51,807	308,036
Gross margin	**43,150**	**6,582**	**49,732**	35,512	5,680	41,192
Administration and selling expenses	**9,305**	**2,919**	**12,224**	7,703	2,777	10,480
Distribution costs	**7,079**	**349**	**7,428**	7,414	483	7,897
Results from operating activities	**26,766**	**3,314**	**30,080**	20,395	2,420	22,815
Adjustment to cost of sales[2]	**1,240**	**(902)**	**338**	(1,790)	791	(999)
Adjusted Gross margin[1]	**44,390**	**5,680**	**50,070**	33,722	6,471	40,193
Adjusted results from operating activities[1]	**28,006**	**2,412**	**30,418**	18,605	3,211	21,816
EBITDA[1]	**32,985**	**4,986**	**37,971**	25,453	4,115	29,568
Adjusted EBITDA[1]	**34,225**	**4,084**	**38,309**	23,663	4,906	28,569
Additional information:						
Additions to property, plant and equipment and intangible assets, net of disposals	**24,545**	**492**	**25,037**	8,949	252	9,201
Increase in asset retirement obligation provision included in property, plant and equipment	**3,778**	**-**	**3,778**	350	-	350
Additions to right-of-use assets	**-**	**19**	**19**	10,056	33	10,089

(1) See “Non-IFRS Measures” for definition and reconciliation to IFRS measures

(2) See “Adjusted results”

Segmented Results (In thousands of dollars)	**YTD 2024**			YTD 2023		
	Sugar	**Maple Products**	**Total**	Sugar	Maple Products	Total
Revenues	**998,029**	**233,734**	**1,231,763**	893,482	211,231	1,104,713
Gross margin	**150,860**	**25,012**	**175,872**	144,397	21,329	165,726
Administration and selling expenses	**40,502**	**11,429**	**51,931**	33,250	10,979	44,229
Distribution costs	**25,494**	**1,238**	**26,732**	24,637	1,897	26,534
Results from operating activities	**84,864**	**12,345**	**97,209**	86,510	8,453	94,963
Adjustment to cost of sales[2]	**16,571**	**(1,020)**	**15,551**	(8,375)	(2,020)	(10,395)
Adjusted Gross margin[1]	**167,431**	**23,992**	**191,423**	136,022	19,309	155,331
Adjusted results from operating activities[1]	**101,435**	**11,325**	**112,760**	78,135	6,433	84,568
EBITDA[1]	**107,033**	**19,019**	**126,052**	106,021	15,228	121,249
Adjusted EBITDA[1]	**123,604**	**17,999**	**141,603**	97,646	13,208	110,854
Additional information:						
Additions to property, plant and equipment and intangible assets, net of disposals	**74,716**	**1,120**	**75,836**	36,151	951	37,102
Increase in asset retirement obligation provision included in property, plant and equipment	**9,670**	**-**	**9,670**	350	-	350
Additions to right-of-use assets, net of disposals	**3,046**	**128**	**3,174**	11,667	78	11,745

(1) See “Non-IFRS Measures” for definition and reconciliation to IFRS measures

(2) See “Adjusted results”

Sugar

IMPACT OF LABOUR DISRUPTION AT VANCOUVER REFINERY

On February 1, 2024, the unionized employees of the Vancouver sugar refinery, represented by the Public and Private Workers of Canada Local 8, ratified a new five-year collective agreement, concluding a strike that began on September 28, 2023. Throughout the labour disruption, which lasted over 4 months, the Vancouver refinery operated at a reduced capacity, estimated at approximately 30%, and production from our Taber and Montréal facilities was used to support our customers in Western Canada.

The unionized employees have returned to work and the Vancouver refinery is now operating at its normal capacity. The overall unfavourable impact of the strike which occurred mainly in the first two quarters of the current fiscal year is a net reduction in volume of approximately 23,500 metric tonnes, and a reduction of adjusted EBITDA estimated at $5.4 million.

LEAP PROJECT

On August 11, 2023, the Board of Directors of Lantic approved the LEAP Project, consisting of an investment in the expansion of its Eastern Canada capacity. LEAP is expected to provide approximately 100,000 metric tonnes of incremental refined sugar capacity to the growing Canadian market and includes sugar refining assets, along with logistic assets to increase the delivery capacity to the Ontario market. The total cost for the LEAP Project was initially estimated at $200 million, with an expected delivery date scheduled in the first half of fiscal 2026.

The planning and design phases associated with the LEAP Project are now mostly completed and the construction phase has begun. Site preparation and permitting processes are completed for the main construction site in Montréal. Detailed planning for the Toronto portion of the project is now completed. Orders for sugar refining equipment and other large production and logistic-related equipment have been placed with suppliers, with several pieces of equipment already on site.

In the second half of 2024, we identified incremental costs to the LEAP Project, primarily due to design additions driven by the complexity of the project, market-driven price increases for construction, and new safety regulations. Many of the incremental costs are related to challenges associated with the repurposing of a section of the Montréal building for the sugar refining portion of the LEAP Project. Following this assessment, we worked closely with our design and construction partners to fully assess the overall impact of such issues on the total cost of the LEAP Project. Based on the work performed in recent months, and considering the most recent data available, we now estimate the expected total project costs to range between $280 million and $300 million, representing an increase of 40% to 50% over the initial estimate.

The changes described above are also impacting the expected completion date for the LEAP Project. Based on our most recent analysis, we now anticipate the LEAP Project to be in-service at the end of fiscal 2026, representing a delay of approximately six months from the initial schedule.

We remain confident in the investment's value, which is supported by the robust economic fundamentals of the sugar industry in Canada and in North America. We expect the strong demand seen in recent years, along with the related improved pricing in the market to largely off-set the unfavourable impact of the incremental cost, and the longer construction schedule for the LEAP Project.

We are funding the execution of the LEAP Project, including the expected incremental costs, with a combination of debt, equity and our existing revolving credit facility. In connection with the financing plan of the LEAP Project, RSI issued new common shares in the second quarter of 2024, for net proceeds of $112.5 million. In the second half of 2023, also in connection with the financing of the LEAP Project, Lantic entered into two secured loan agreements with Investissement Québec for up to $65 million. We anticipate drawing funds from the approved loans from Investissement Québec at the beginning of fiscal 2025. In the first quarter of fiscal 2024, to support the LEAP Project, we increased the amount available under our revolving credit facility by $75 million, to $340 million.

As at September 28, 2024, $53.8 million, including $1.7 million in interest costs, has been capitalized in construction in progress on the balance sheet for the LEAP Project. Thus far, most of the costs incurred are related to the design and planning phases of the project, the site preparation in Montréal and sugar refining, production, and logistic equipment ordered and received from suppliers. For fiscal 2024, $42.6 million has been capitalized in connection with the LEAP Project, while $11.2 million was capitalized in fiscal 2023.

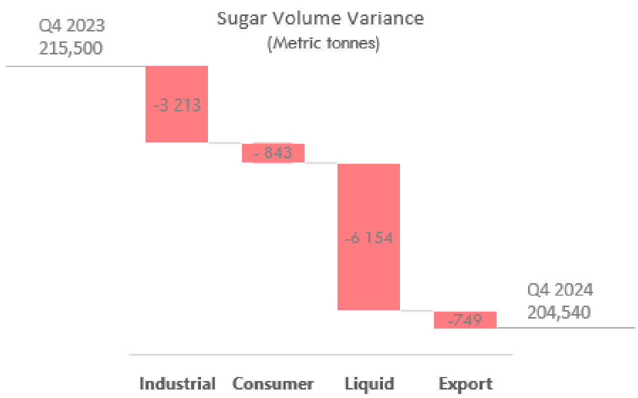
See “Forward-Looking Statements” and “Risks and Uncertainties”.

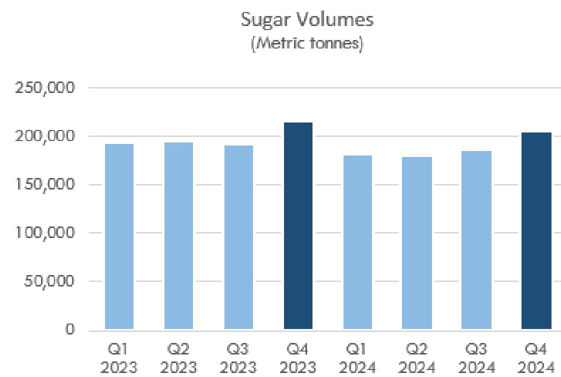
REVENUES

	Q4 2024	Q4 2023	Δ	**YTD 2024**	YTD 2023	Δ
(In thousands of dollars)	**272,811**	256,229	16,582	**998,029**	893,482	104,547

In the fourth quarter of 2024, revenues increased by $16.6 million, compared to the same period last year. The positive variance was driven mainly by higher contribution from refining-related activities, partially offset by lower sales volume. In the 2024 fiscal year, revenues increased by $104.5 million compared to last year. The variance was driven mainly by higher contribution from refining-related activities and higher average price for Raw #11, partially offset by lower sales volume.

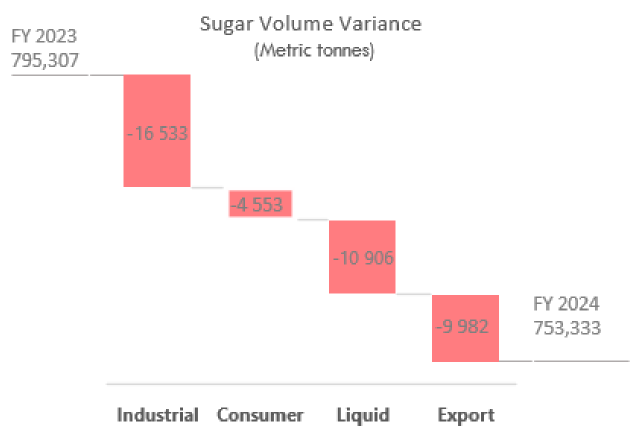
The average prices for Raw #11 component included in our revenue increased by US 2.7 cents per pound to US 22.51 cents per pound for the 2024 fiscal year, when compared to last year. This increase was not fully correlated to the average price of Raw #11 traded on the ICE in fiscal 2024, as some contracts with customer were booked in previous years with Raw #11 at a higher price.

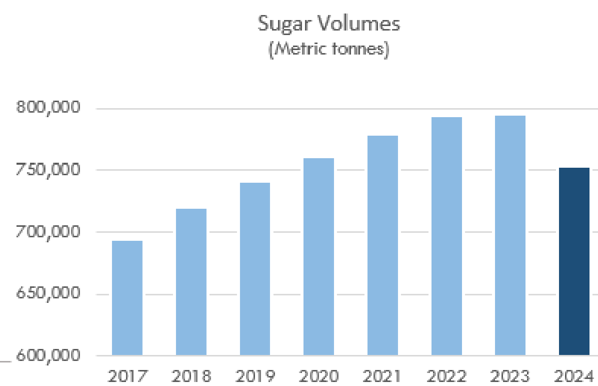




The demand trends for sugar in the long-term remain strong. However, in the fourth quarter of fiscal 2024, sugar sales volume totaled approximately 204,500 metric tonnes, a decrease of approximately 5% or 11,000 metric tonnes compared to the same period last year. This was mainly driven by the following:

- Lower volume from the industrial customer segment of approximately 3,200 metric tonnes, reflecting a small reduction in North American demand attributable to external macroeconomic factors including food inflation and high prices of other related commodities such as cocoa.
- Lower liquid volume sold of approximately 6,200 metric tonnes, mainly related to a temporary reduction in purchases from specific customers, along with timing of orders.
- Lower volume from the consumer retail segment of approximately 800 metric tonnes attributable mainly to timing of orders and promotions by large retail customers.
- Export volume decreased by approximately 700 metric tonnes compared to the same period last year as a result of timing related to specific customers' shipments.





During fiscal year 2024, sugar volume totaled approximately 753,000 metric tonnes, a decrease of approximately 42,000 metric tonnes compared to last year. The negative variance was driven mainly by the unfavourable net impact of the labour disruption at the Vancouver refinery, estimated at approximately 23,500 metric tonnes. The unfavourable variance was also attributable to lower sales volume across our customer segments in the second half of fiscal 2024, as a result external macroeconomic factors including food inflation and high prices of other related commodities such as cocoa. The specific impacts by customer segment were as follows:

- Industrial volume decreased by approximately 16,500 metric tonnes.
- Liquid volume decreased by approximately 10,900 metric tonnes.

- Consumer volume decreased by approximately 4,500 metric tonnes.
- Export volume decreased by approximately 10,000 metric tonnes. In the first half of fiscal 2024, we focused our sales efforts on serving the domestic market during the labour disruption in Vancouver.

GROSS MARGIN

(In thousands of dollars, except per metric tonne information)	**Q4 2024**	Q4 2023	Δ	**YTD 2024**	YTD 2023	Δ
Gross margin	**43,150**	35,512	7,638	**150,860**	144,397	6,463
Total adjustment to cost of sales[(2)]	**1,240**	(1,790)	3,030	**16,571**	(8,375)	24,946
Adjusted gross margin[(1)]	**44,390**	33,722	10,668	**167,431**	136,022	31,409
Adjusted gross margin per metric tonne[(1)]	**217**	156	61	**222**	171	51
Included in gross margin:						
Depreciation of property, plant and equipment and right-of-use assets	**5,092**	4,022	1,070	**17,678**	15,396	2,282

(1) See “Non-IFRS Measures” for definition and reconciliation to IFRS measures

(2) See “Adjusted results”

Gross margin was $43.2 million and $150.9 million for the current quarter and the 2024 fiscal year, and included losses of $1.2 million and $16.6 million respectively, for the mark-to-market of derivative financial instruments. For the same periods last year, gross margin was $35.5 million and $144.4 million, respectively, with mark-to-market gains of $1.8 million and $8.4 million, respectively.

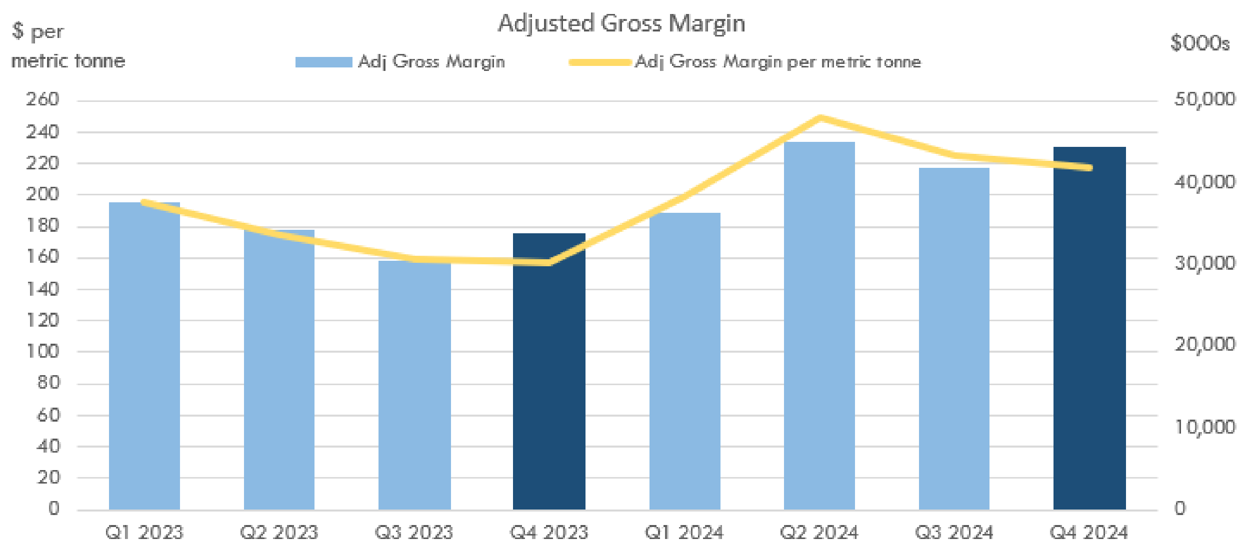
Adjusted gross margin was $44.4 million and $167.4 million for the current quarter and for the 2024 fiscal year, respectively, as compared to $33.7 million and $136.0 million in the same periods of 2023.

Adjusted gross margin increased by $10.7 million in the current quarter compared to the same quarter last year mainly as a result of higher sugar sales margin from increased average pricing on sugar refining-related activities. This positive variance was partially offset by higher production costs mainly driven by increased maintenance activities and market-based inflationary pressures on costs, along with the unfavourable impact of lower sales volume.

On a per-unit basis, adjusted gross margin for the fourth quarter was $217 per metric tonne, as compared to $156 per metric tonne for the same period last year. The favourable variance was mainly due to and increase in overall margin from improved selling prices, partially offset by higher production costs.

For the 2024 fiscal year, adjusted gross margin increased by $31.4 million driven mainly by higher sugar sales margin from increased average pricing on sugar refining-related activities. This positive variance was partially offset by higher production costs mainly driven by increased maintenance activities and market-based inflationary pressure on costs, along with the unfavourable impact of lower sales volume.

On a per-unit basis, for the fiscal 2024, adjusted gross margin amounted to $222 per metric tonne compared to $171 per metric tonne for the same period last year. The favourable variance of $51 per metric tonne was mainly due to increase in overall margin from improved selling prices, partially offset by higher production costs.



OTHER EXPENSES

(In thousands of dollars, except per metric tonne information)	**Q4 2024**	Q4 2023	Δ	**YTD 2024**	YTD 2023	Δ
Administration and selling expenses	**9,305**	7,703	1,602	**40,502**	33,250	7,252
Distribution costs	**7,079**	7,414	(335)	**25,494**	24,637	857
Included in Administration and selling expenses:						
Depreciation of property, plant and equipment and right-of-use assets	**180**	194	(14)	**755**	929	(174)
Included in Distribution costs:						
Depreciation of right-of-use assets	**947**	842	105	**3,736**	3,186	550

In the fourth quarter of fiscal 2024, administration and selling expenses were higher by $1.6 million compared to the same quarter last year. The variance was mainly due to higher cash-settled share-based compensation expense, driven by a higher variation in share price used to value the associated liability in the current quarter,

Distribution costs were lower by $0.3 million compared to the same quarter last year, mainly due to a lower transfer of sugar to our beet sugar facility in Taber compared to the same period last year as our cane sugar facilities were supporting lower-than-expected production volume from our beet sugar facility in fiscal 2023.

For the fiscal year 2024, administration and selling expenses were $7.2 million higher than the comparable period last year. The variance was mainly due to market-based incremental compensation costs and related employee benefits of $3.4 million compared to the same period last year, along with higher cash-settled share-based compensation expense of $1.7 million, driven by a higher variation in share price used to value the associated liability in the current year. The variance was also driven by market-based inflationary pressure on administrative business support costs.

Distribution costs for the fiscal year 2024 increased by $0.9 million compared to the same period last year, mainly due to higher transfer of sugar between our facilities to support the needs of our customers. This was partially offset by lower transfer of sugar to our facility in Taber compared to the same period last year as our cane sugar facilities were supporting lower-than-expected production volume from our beet sugar facility in fiscal 2023.

RESULTS FROM OPERATING ACTIVITIES AND ADJUSTED EBITDA

	Q4 2024	Q4 2023	Δ	**YTD 2024**	YTD 2023	Δ
(In thousands of dollars)						
Results from operating activities	**26,766**	20,395	6,371	**84,864**	86,510	(1,646)
Total adjustment to cost of sales (2)	**1,240**	(1,790)	3,030	**16,571**	(8,375)	24,946
Adjusted results from operating activities(1)	**28,006**	18,605	9,401	**101,435**	78,135	23,300
Depreciation of property, plant and equipment, right-of-use assets, and amortization of intangible assets	**6,219**	5,058	1,161	**22,169**	19,511	2,658
EBITDA(1)	**32,985**	25,453	7,532	**107,033**	106,021	1,012
Adjusted EBITDA(1)	**34,225**	23,663	10,562	**123,604**	97,646	25,958

(1) See "Non-IFRS Measures" for definition and reconciliation to IFRS measures

(2) See "Adjusted results"

Results from operating activities for the fourth quarter and the 2024 fiscal year were $26.8 million and $84.9 million, respectively, an increase of $6.4 million and a decrease of $1.6 million respectively, as compared to same periods last year. These results include gains and losses from the mark-to-market of derivative financial instruments.

Adjusted results from operating activities in the fourth quarter of fiscal 2024 were $9.4 million higher than the same period last year, mainly due to higher adjusted gross margin and lower distribution costs, partially offset by higher administration and selling expenses. Adjusted results from operating activities for the 2024 fiscal year were $23.3 million higher than the same period last year as higher adjusted gross margin was partially offset by higher distribution costs and higher administration and selling expenses.

EBITDA for the fourth quarter and the 2024 fiscal year were $33.0 million and $107.0 million, respectively, an increase of $7.5 million and $1.0 million, respectively, as compared to same periods last year. These results include gains and losses from the mark-to-market of derivative financial instruments.

Adjusted EBITDA for the fourth quarter increased by $10.6 million compared to the same period last year, largely due to higher adjusted gross margin and lower distribution costs, partially offset by higher administration and selling expenses. Adjusted EBITDA for the 2024 fiscal year increased by $26.0 million largely due to higher adjusted gross margin, partially offset by higher distribution costs and higher administration and selling expenses, as mentioned above.

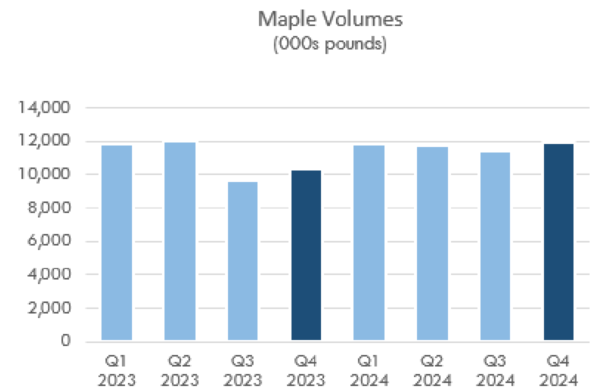
Maple Products

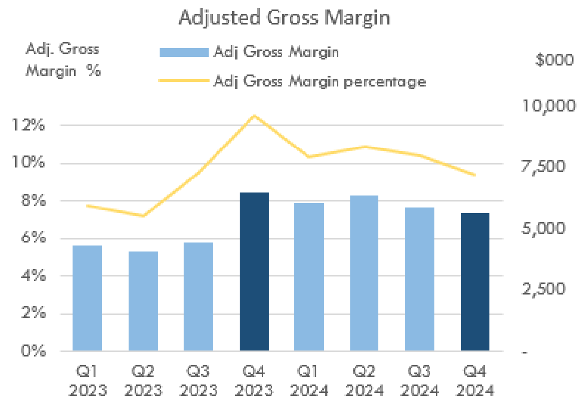
REVENUES

	Q4 2024	Q4 2023	Δ	**YTD 2024**	YTD 2023	Δ
(In thousands of dollars, except volume)						
Volume (000 pounds)	**11,927**	10,363	1,564	**46,947**	43,871	3,076
Revenues	**60,218**	51,807	8,411	**233,734**	211,231	22,503

Revenues for the fourth quarter were $8.4 million higher than the same period last year due to improved average selling prices and an increase in sales volume. For the 2024 fiscal year, revenues were $22.5 million higher than last fiscal year largely due to higher average selling price and higher sales volume.

For the fourth quarter and the 2024 fiscal year, volume sold increased by 1.6 million lbs and 3.1 million lbs, respectively, compared to the same periods last year. The increases in volume were mainly attributable to higher customer demand.





GROSS MARGIN

	Q4 2024	Q4 2023	Δ	**YTD 2024**	YTD 2023	Δ
(In thousands of dollars, except adjusted gross margin rate information)						
Gross margin	**6,582**	5,680	902	**25,012**	21,329	3,683
Total adjustment to cost of sales (1) (2)	**(902)**	791	(1,693)	**(1,020)**	(2,020)	1,000
Adjusted gross margin (1)	**5,680**	6,471	(791)	**23,992**	19,309	4,683
Adjusted gross margin percentage (1)	**9.4%**	12.5%	(3.1) %	**10.3%**	9.1%	1.2%
Included in Gross margin:						
Depreciation of property, plant and equipment and right-of-use assets	**789**	818	(29)	**3,143**	3,265	(122)

(1) See "Non-IFRS Measures" for definition and reconciliation to IFRS measures
(2) See "Adjusted results"

Gross margin was $6.6 million and $25.0 million for the three months and the full fiscal year and includes gains of $0.9 million and $1.0 million respectively, for the mark-to-market of derivative financial instruments. For the same periods last year, gross margin was $5.7 million and $21.3 million, respectively, with a mark-to-market loss of $0.8 million and a gain of $2.0 million, respectively.

Adjusted gross margin for the fourth quarter of fiscal 2024 was lower by $0.8 million. The negative variance was largely due to the net impact of non-recuring adjustments recorded in the last quarters of 2024 and 2023. Such adjustments were related to inventory valuation, purchase of maple syrup and packaging components, and had a negative impact in the last quarter of 2024 and a positive impact in the last quarter of 2023.

Adjusted gross margin for fiscal 2024 was $4.7 million higher than the prior year. The favourable variance was mainly related to higher average pricing, incremental sales volume and lower operating costs from savings related to continuous improvement and automation initiatives.

Adjusted gross margin percentage for the fourth quarter of 2024 was 9.4% as compared to 12.5% for the same quarter last year. The unfavourable variance was mainly related to lower gross margin. Adjusted gross margin percentage for fiscal year 2024 was 10.3% as compared to 9.1% for fiscal year 2023. The favourable variance was mainly related to higher average pricing and lower operating costs.

OTHER EXPENSES

	Q4 2024	Q4 2023	Δ	**YTD 2024**	YTD 2023	Δ
(In thousands of dollars)						
Administration and selling expenses	**2,919**	2,777	142	**11,429**	10,979	450
Distribution costs	**349**	483	(134)	**1,238**	1,898	(660)
Included in Administration and selling expenses:						
Amortization of intangible assets	**883**	877	6	**3,531**	3,510	21

Administration and selling expenses for the last three months and for the twelve months ended in the current fiscal year were $0.1 million and $0.5 million higher than the comparable periods last year. These variances were largely due to market-based cost increases for compensation-related expenses and administrative business support costs.

Distribution costs for the fourth quarter and the current fiscal year were lower by $0.1 million and $0.7 million, respectively, compared to the same period last year, mainly due to lower logistic costs and higher recovery of such costs from customers.

RESULTS FROM OPERATING ACTIVITIES AND ADJUSTED EBITDA

	Q4 2024	Q4 2023	Δ	**YTD 2024**	YTD 2023	Δ
(In thousands of dollars)						
Results from operating activities	**3,314**	2,420	894	**12,345**	8,453	3,892
Total adjustment to cost of sales (1)	**(902)**	791	(1,693)	**(1,020)**	(2,020)	1,000
Adjusted results from operating activities (1)(3)	**2,412**	3,211	(799)	**11,325**	6,433	4,892
Depreciation and amortization	**1,672**	1,695	(23)	**6,674**	6,775	(101)
EBITDA (1)	**4,986**	4,115	871	**19,019**	15,228	3,791
Adjusted EBITDA (1)	**4,084**	4,906	(822)	**17,999**	13,208	4,791

(1) See "Non-IFRS Measures" section for definition and reconciliation to IFRS measures
(2) See "Adjusted results" section
(3) Adjusted results for operating activities exclude goodwill impairment

Results from operating activities for the fourth quarter and the 2024 fiscal year were $3.3 million and $12.3 million respectively, compared to $2.4 million and $8.5 million respectively, in the same periods last year. These results include gains and losses from the mark-to-market of derivative financial instruments.

Adjusted results from operating activities for the current quarter were $0.8 million lower than the comparable period last year, due mainly to lower adjusted gross margin and higher administration and selling expenses, partially offset by lower distribution costs.

Adjusted results from operating activities for the 2024 fiscal year were $4.9 million higher than the comparable period last year, due mainly to higher adjusted gross margin and lower distribution expenses, partially offset by higher administration and selling expenses, as explained above.

EBITDA for the fourth quarter and the 2024 fiscal year were $5.0 million and $19.0 million, respectively, an increase of $0.9 million and $3.8 million, respectively, as compared to same periods last year. These results include gains and losses from the mark-to-market of derivative financial instruments.

Adjusted EBITDA for the current quarter of fiscal 2024 decreased by $0.8 million, due to lower gross margin as explained above. Adjusted EBITDA for the 2024 fiscal year increased by $4.8 million, compared to the same period last year, largely driven by higher adjusted gross margins and lower distribution costs, partially offset by higher administration and selling expenses, as explained above.

OUTLOOK

Following a strong performance in both of our business segments in 2024, we expect to deliver a strong financial performance in 2025. The continued strength in demand and pricing is expected to support organic growth for our Sugar business segment going forward. We also expect the recovery in our Maple segment in 2024 to set the pace for another strong year in 2025, as the overall maple market is showing growth.

Sugar Segment

We expect the Sugar segment to perform well in fiscal 2025. Underlying North American demand for sugar remains historically strong, despite a slight decrease over the last two quarters. Gross margin for the sugar segment for 2025 is expected to align with previous year, reflecting market-based price increases for sugar and sugar containing products, and should continue to have a positive impact on our financial results, allowing us to mitigate the expected increase in costs associated with our operations.

Our sales volume expectation for fiscal year 2025 is set at 800,000 metric tonnes, which is aligned with the initial 2024 expectations, excluding the impact of the labour disruption at the Vancouver plant. Overall, this would represent an increase of over 5% year over year. We expect to continue to prioritize domestic sales and to take advantage of export sales opportunities in fiscal 2025, with the objective to consistently meet our commitments to our customers.

The harvest period for our sugar beet facility in Taber was completed in early November and we have received the expected quantity of beets from the growers. We are currently in the processing stage of the 2024 sugar beet campaign, with expected completion by the end of February. Based on our early assessment, we anticipate the 2024 crop to deliver between 105,000 metric tonnes and 110,000 metric tonnes of beet sugar, consistent with our expectations. The volume expectation aligns with the acreage contracted with the ASBG and the expected volume of sugar beets we anticipated receiving.

Production costs and maintenance programs for our three production facilities are expected to increase moderately in 2025, as such related expenditures continue to be impacted by market-based increase in costs and annual wage increases for employees. For 2025, we plan to continue to perform the necessary maintenance activities to ensure a smooth production process to meet the needs of our customers. We remain committed to managing our costs responsibly to properly maintain our production assets and related facilities.

Distribution costs are expected to decrease slightly in 2025. These expenditures reflect the current market dynamics requiring the transfer of sugar produced between our refineries to meet demand from customers, and some of the costs associated with servicing customers with imported refined sugar, pending the completion of our LEAP Project.

Administration and selling expenses are expected to be stable in 2025 as compared to 2024.

We anticipate our financing costs to be stable in fiscal 2025, as excess cash related to the timing of the equity financing portion of the LEAP project is providing a temporary increase in our available cash, which is mitigating the impact of a higher net interest rate on our credit facility. We have been able to partially mitigate the impact of recent increases in interest rates and energy costs through our multi-year hedging strategy. We expect our hedging strategy will continue to mitigate such exposure in fiscal 2025.

Spending on regular business capital projects is expected to decrease slightly in fiscal 2025 as compared to 2024. We anticipate spending between $25.0 million to $30.0 million on various initiatives. This capital spending estimate excludes expenditures relating to our LEAP Project, which are currently estimated to be approximately $122 million for fiscal 2025.

Maple

We expect financial results in our Maple segment to continue to be strong in 2025, following the recovery seen over the last year. Throughout the recovery period, we focused on negotiating market-based price increases and optimizing our operations at our Granby and Dégelis plants through automation and continuous improvement initiatives.

The sales volume for fiscal 2025 is expected to grow moderately by 0.5 million lbs. The sales volume expectation reflects current market conditions, and the anticipated availability of maple syrup from the producers. The 2024 maple syrup crop was significantly better than anticipated and should support the current market demand, while also allowing for the partial replenishment of the reserve held by the PPAQ. The reserve of PPAQ has been depleted in recent years from below average crops.

We expect to spend between $1 million and $1.5 million annually on capital projects for the Maple business segment. The main driver for the selected projects is improvement in productivity and profitability through automation.

See "Forward-Looking Statements" and "Risks and Uncertainties".

CONSOLIDATED RESULTS AND SELECTED FINANCIAL INFORMATION

	Q4 2024	Q4 2023	**YTD 2024**	YTD 2023
(unaudited) (In thousands of dollars, except volume and per share information)				
Sugar (metric tonnes)	**204,540**	215,500	**753,333**	795,307
Maple syrup (000 pounds)	**11,927**	10,363	**46,947**	43,871
Total revenues	**333,029**	308,036	**1,231,763**	1,104,713
Gross margin	**49,732**	41,192	**175,872**	165,726
Adjusted gross margin(1)	**50,070**	40,193	**191,423**	155,331
Results from operating activities	**30,080**	22,815	**97,209**	94,963
Adjusted results from operating activities(1)	**30,418**	21,816	**112,760**	84,568
EBITDA(1)	**37,971**	29,568	**126,052**	121,249
Adjusted EBITDA(1)	**38,309**	28,569	**141,603**	110,854
Net finance costs	**5,286**	6,687	**23,783**	24,577
Income tax expense	**6,232**	4,252	**19,697**	18,597
Net earnings	**18,562**	11,876	**53,729**	51,789
per share (basic)	**0.14**	0.12	**0.45**	0.50
per share (diluted)	**0.13**	0.09	**0.41**	0.44
Adjusted net earnings(1)	**18,819**	11,283	**66,660**	44,494
per share (basic)(1)	**0.14**	0.11	**0.56**	0.42
Dividends per share	**0.09**	0.09	**0.36**	0.36

(1) See "Non-IFRS Measures" for definition and reconciliation to IFRS measures

Total revenues

Revenues increased by $25.0 million and $127.1 million for the fourth quarter and for the 2024 fiscal year, respectively, compared to the same periods last year. The increase in revenues was mainly attributable to higher prices received from customers for Raw #11 sugar and higher average pricing for refining related activities in the Sugar segment, as well as higher pricing and increased sales volume in the Maple segment. The positive variance was partially offset by lower sales volume in the Sugar segment.

Gross margin

Gross margin increased by $8.5 million and $10.1 million respectively for the current quarter and for fiscal 2024 compared to the same periods last year. Excluding the mark-to-market of derivative financial instruments, adjusted gross margin for the current quarter and for the 2024 fiscal year increased by $9.9 million and $36.1 million respectively, compared to the same period last year. The positive variance in the current quarter was mainly due to higher adjusted gross margin in the Sugar segment largely driven by improved selling price, partially offset by a slight decrease to adjusted gross margin in the Maple segment. The favourable variance for fiscal 2024 was mainly due to higher adjusted gross margin in both the Sugar and Maple segments largely driven by improved selling price.

For the Sugar segment, the adjusted gross margin for the current quarter amounted to $217 per metric tonne, an increase of $61 per metric tonne compared to the same period last year. Adjusted gross margin per metric tonne for fiscal 2024 in the Sugar segment at $222 per metric tonnes, was higher by $51 per metric tonne compared to last year, mainly due to improved average pricing, partially offset by higher production costs. For the Maple segment, the adjusted gross margin percentage for the current quarter was 9.4%, a decrease of 3.1% compared to the same period last year due to non-recuring adjustments. Adjusted gross margin percentage for fiscal 2024 in the Maple segment was 1.2% higher compared to last year, largely driven by higher average pricing, incremental sales volume and lower operating costs from savings related to continuous improvement and automation initiatives.

Results from operating activities

Results from operating activities for the current quarter were $30.1 million compared to $22.8 million in the same quarter last year, representing an increase of $7.3 million. For fiscal 2024, results from operating activities were $97.2 million compared to $95.0 million last year, representing an increase of $2.2 million. Adjusted results from operating activities for the current quarter amounted to $30.4 million compared to $21.8 million in the same quarter last year, an increase of $8.6 million. For fiscal 2024, adjusted results from operating activities were $112.8 million compared to $84.6 million, representing an increase of $28.2 million. The positive variance in the current quarter was mainly due to higher contribution from the Sugar segment, partially offset by a slight decrease in adjusted results from operating activities in the Maple segment. The favourable variance for fiscal 2024 was mainly due to higher contribution from both the Sugar and Maple segments.

Net finance costs

	Q4 2024	Q4 2023	Δ	**YTD 2024**	YTD 2023	Δ
(In thousands of dollars)						
Interest expense on convertible unsecured subordinated debentures, including accretion of $1,130 (2023 - $1,024)	**2,203**	2,140	63	**8,636**	8,530	106
Interest on revolving credit facility	**736**	1,946	(1,210)	**4,695**	7,293	(2,598)
Interest on senior guaranteed notes, including accretion of $213 (2023- $158)	**924**	917	7	**3,694**	3,639	55
Amortization of deferred financing fees	**333**	308	24	**1,328**	1,231	97
Interest on Producteurs et Productrices Acérioles du Québec supplier balance	**656**	840	(184)	**1,822**	2,265	(443)
Other interest expense	**(11)**	-	(11)	**43**	21	22
Interest accretion on discounted lease obligations	**437**	335	102	**1,720**	1,075	645
Net change in fair value of interest rate swaps	**8**	201	(193)	**1,845**	523	1,322
Net finance costs	**5,286**	6,687	(1,401)	**23,783**	24,577	(794)

For the fourth quarter of 2024, net finance costs were lower by $1.4 million compared to the same period last year, largely driven by lower interest expense on our revolving credit facility from lower average borrowing due mainly to the net cash proceeds received in connection with the issuance of common shares in March 2024. The decrease was also associated with lower interest expense related to the purchase of maple syrup from PPAQ and the impact of market-based changes in fair value related to interest rate swaps contracts.

For the fiscal year 2024, net finance costs were lower by $0.8 million compared to the same period last year, largely from lower average borrowing due to the net cash proceeds received in connection with the issuance of common shares in March 2024, and lower interest expense related to the purchase of maple syrup from PPAQ. The variance was partially offset by the impact of market-based changes in fair value related to interest rate swaps contracts and the increase in interest accretion on discounted lease obligations.

Taxation

	Q4 2024	Q4 2023	Δ	**YTD 2024**	YTD 2023	Δ
(In thousands of dollars)						
Current	**2,168**	3,606	(1,438)	**15,496**	14,676	820
Deferred	**4,064**	646	3,418	**4,201**	3,921	280
Income tax expense	**6,232**	4,252	1,980	**19,697**	18,597	1,100

The variations in current and deferred tax expense for the current quarter and the fiscal 2024 are consistent with the variation in earnings before income taxes compared to the same periods last year.

Deferred income taxes reflect temporary differences, which result primarily from the difference between depreciation claimed for tax purposes and depreciation amounts recognized for financial reporting purposes, losses carried forward, employee future benefits and derivative financial instruments. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates anticipated to apply to income in the years in which temporary differences are expected to be realized or reversed. The effect of a change in income tax rates on future income taxes is recognized in income in the period in which the change occurs.

Net earnings

Net earnings in the fourth quarter and for the fiscal 2024 were higher by $6.7 million and $1.9 million, respectively, compared to the same periods last year. These variances were mainly attributable to non-cash variances in the mark-to-market of derivative financial instruments associated with sugar futures contracts and foreign exchange forward contracts, higher adjusted results from operating activities and lower net finance costs, partially offset by higher income tax expenses.

Adjusted net earnings in the fourth quarter were $7.5 million higher compared to the same period last year, mainly due to higher adjusted results from operating activities and lower net finance costs, partially offset by higher income tax expense. Adjusted net earnings for the 2024 fiscal year were higher by $22.2 million compared to the same periods last year, largely attributable to higher adjusted results from operating activities and lower net finance costs, partially offset by higher income tax expense.

Summary of Quarterly Results

The following is a summary of selected financial information of the consolidated financial statements and non-IFRS measures of the Company for the last eight quarters:

(In thousands of dollars, except for volumes and per share information)	QUARTERS[2]							
	2024				2023			
	Fourth	Third	Second	First	Fourth	Third	Second	First
Sugar volumes (MT)	**204,540**	185,799	180,618	182,376	215,500	191,411	195,547	192,849
Maple products volumes ('000 pounds)	**11,927**	11,392	11,777	11,852	10,363	9,630	12,059	11,819
Total revenues	**333,029**	309,091	300,944	288,699	308,036	262,285	272,949	261,443
Gross margin	**49,732**	36,635	44,861	44,644	41,192	41,685	41,659	41,191
Adjusted gross margin[1]	**50,070**	47,742	51,292	42,319	40,193	34,912	38,233	41,993
Results from operations	**30,080**	16,315	24,704	26,110	22,815	24,008	21,856	26,284
Adjusted results from operations[1]	**30,418**	27,422	31,135	23,785	21,816	17,235	18,431	27,086
EBITDA[1]	**37,971**	23,372	31,664	33,045	29,568	30,523	28,445	32,713
Adjusted EBITDA[1]	**38,309**	34,479	38,095	30,720	28,569	23,750	25,020	33,515
Net earnings	**18,562**	7,379	13,936	13,852	11,876	14,177	11,062	14,674
Per share - basic	**0.14**	0.06	0.13	0.13	0.12	0.13	0.11	0.14
Per share - diluted	**0.13**	0.06	0.11	0.11	0.09	0.12	0.10	0.13
Adjusted net earnings[1]	**18,819**	16,337	18,891	12,613	11,283	8,749	9,115	15,347
Per share - basic	**0.14**	0.13	0.17	0.12	0.11	0.08	0.09	0.15
Per share - diluted	**0.13**	0.11	0.15	0.10	0.10	0.08	0.09	0.31
Sugar - Adjusted gross margin rate per MT[1]	**217**	225	249	199	156	159	175	195
Maple - Adjusted gross margin percentage[1]	**9.4%**	10.4%	10.9%	10.3%	12.5%	9.5%	7.2%	7.7%

(1) See "Non-IFRS Measures" section for definition and reconciliation to IFRS measures
(2) All quarters are 13 weeks

Historically the first quarter (October to December) and the fourth quarter (July to September) of the fiscal year are the best quarters for the sugar segment for adjusted gross margin, adjusted EBITDA, and adjusted net earnings due to the favourable sales product mix associated with an increased proportion of consumer sales during these periods of the year. At the same time, the second quarter (January to March) and the third quarter (April to June) historically have the lowest volumes as well as an unfavourable sales product mix, resulting in lower adjusted gross margins, adjusted EBITDA, and adjusted net earnings. From a sales volume perspective, fiscal 2024 did not follow the historical trend due mainly to the impact of reduced activities at our Vancouver sugar refinery in connection with the labour disruption. From a profitability perspective, the current favourable trend associated with strong contribution from sugar refining activities over the last fiscal year reflects the strong fundamentals of this business segment.

Usually, there is minimal seasonality in the Maple products segment. However, over the last two years, we have experienced volatility in sales volume partially attributable to the highly competitive market and the global volatility in economic conditions.

Financial condition

(In thousands of dollars)	**September 28, 2024**	September 30, 2023	October 1, 2022
Total assets	**$ 1,078,744**	$ 960,901	$ 937,956
Total liabilities	**656,331**	654,005	646,537

The increase in total assets of $117.8 million in the current fiscal year was mainly due to higher inventory of $23.0 million from higher volume of raw sugar associated with timing of arrival of vessels and an increase in property plant, and equipment of $65.9 million mainly associated with the LEAP Project. The favourable variance in total assets was also driven by an increase in cash of $19.1 million due to timing of cash flow management associated to the revolving credit facility, and an increase in employee benefits assets of $23.2 million reflecting the market-based impact on the actuarial valuation performed at the end of fiscal 2024. The increase in total assets was partially offset by a market-based decrease in derivative financial instruments assets of $8.7 million, a decrease in intangible assets of $3.5 million and a decrease in right-of-use assets of $2.5 million resulting from the depreciation and amortization recognized during the year.

Total liabilities increased by $2.3 million compared to the same quarter last year due mainly to a decrease of $58.0 million in the revolving credit facility partially attributable to the net cash proceeds received in connection with the issuance of common shares from the equity offering, which closed in March 2024. This variance was partially offset by an increase in trade and other payables of $31.1 million largely associated with timing of payments to the PPAQ for maple syrup purchases, market-based increase in derivative financial instruments liabilities of $5.5 million and the increase in asset retirement obligations of $6.8 million mainly related to the recent revision of our estimated liability related to future remediation costs associated with our Montréal facility. The decrease was also offset by an increase in in employee benefits liabilities of $16.8 million reflecting the market-based impact on the actuarial valuation performed at the end of fiscal 2024.

Liquidity

Cash flow generated by Lantic is mainly paid to Rogers by way of interest on the subordinated notes of Lantic held by Rogers, after taking a reasonable reserve for capital expenditures, debt reimbursement and working capital. The cash received by Rogers is used to pay administrative expenses, interest on the convertible debentures, income taxes and dividends to its shareholders. Lantic had no restrictions on distribution of cash arising from compliance with financial covenants for the year.

(In thousands of dollars)	**FY 2024**	FY 2023
Net cash flow from operating activities	**79,790**	44,318
Cash flow from (used in) financing activities	**5,364**	(8,886)
Cash flow used in investing activities	**(66,075)**	(35,398)
Effect of changes in exchange rate on cash	**(4)**	(139)
Net increase (decrease) in cash	**19,075**	(105)

Cash flow from operating activities for the current year increased by $35.5 million compared to last year, due mainly to higher net earnings adjusted for non-cash items of $7.4 million, a positive non-cash working capital variation of $24.5 million and lower interest paid of $4.5 million. These positive variances were partially offset by higher income taxes paid of $0.9 million.

Cash flow from financing activities increased by $14.3 million for the current year compared to last year. The variance was largely driven by the decrease of our revolving credit facility of $90.0 million compared to last year, due mainly to the net proceeds of $112.5 million received in connection with the issuance of common shares in March 2024. This variance was partially offset by an increase of $4.3 million in the dividend paid in the current fiscal year in relation with the newly issued shares, and higher payment of lease obligations of $1.3 million.

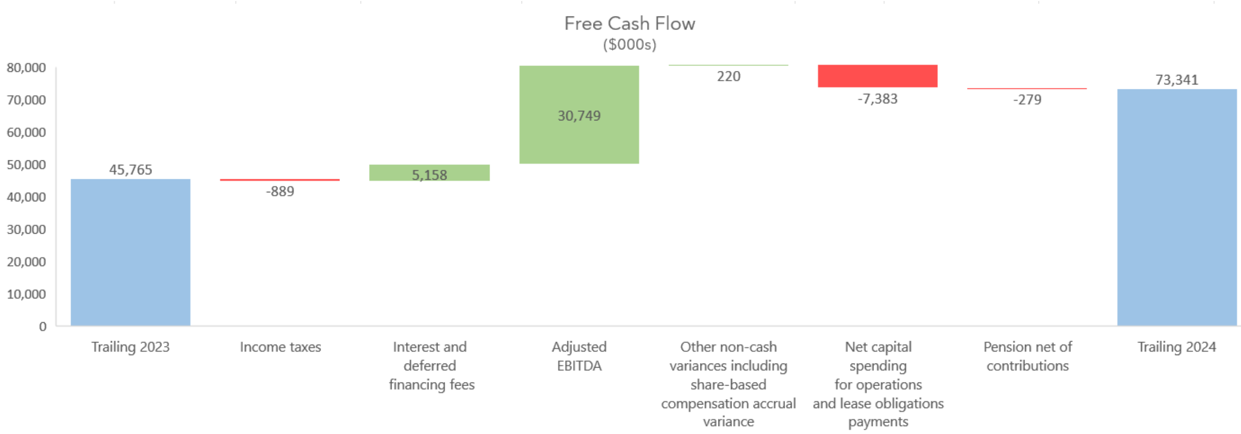
The cash flow used in investing activities increased by $30.7 million in the current year compared to last year. The variances were mainly related to the payment of $33.6 million for the 2024 fiscal year in expenditures in connection with the LEAP Project, as compared to $9.7 million for the same period last year, and an increase of $6.1 million in capital expenditures on regular operations in fiscal year 2024 as compared to fiscal year2023.

In order to provide meaningful information, we believe it is appropriate to measure free cash flow that is generated by our operations. Free cash flow is a non-IFRS measure and is defined as cash flow from operations excluding changes in non-cash working capital, mark-to-market and derivative timing adjustments and financial instruments' non-cash amounts, and including capital expenditures and intangible assets, net of value-added capital expenditures, and the payment of lease obligations.

FREE CASH FLOW

	Trailing twelve months	
(In thousands of dollars)	**2024**	2023
Cash flow from operations	**79,790**	44,318
Adjustments:		
Changes in non-cash working capital	**10,572**	35,039
Mark-to-market and derivative timing adjustments	**17,396**	(9,871)
Payment of deferred financing fees	**(646)**	(1,308)
Financial instruments non-cash amount	**1,712**	5,687
Payment of lease obligations	**(6,700)**	(5,419)
Capital expenditures and intangible assets, excluding LEAP Project related capital expenditures	**(32,506)**	(25,654)
Value-added capital expenditures	**3,723**	2,973
Net capital expenditures and intangible assets for operations	**(28,783)**	(22,681)
Free cash flow [(1)]	**73,341**	45,765
Declared dividends	**43,996**	37,752

(1) See "Non-IFRS Measures" for definition and reconciliation to IFRS measures.



Free cash flow for the trailing twelve months ending September 28, 2024, amounted to $73.3 million, representing an increase of $27.6 million compared to the same period last year. This increase in free cash flow was mainly due to higher adjusted EBITDA of $30.7 million and a decrease in interest payments and deferred financing fees of $5.2 million. The favourable variance was partially offset by higher capital expenditures and intangible assets related to normal operations of $6.1 million and higher payment of lease obligations of $1.3 million.

Capital and intangible assets expenditures related to ongoing operations increased by $6.1 million compared to last year's rolling twelve months due mainly to higher investment in production assets. Free cash flow is not reduced by value-added capital expenditures and LEAP Project related expenditures, as such projects are not necessary for the regular operations of the plants.

Payment of lease obligations increased by $1.3 million compared to last year's rolling twelve months due mainly to incremental leases for storage facilities and logistic related equipment.

The increase in the amount spent on value-added capital expenditures for the trailing twelve months ended September 28, 2024, amounted to $0.8 million and was largely driven by timing of projects.

Interest paid for the trailing twelve months ended September 28, 2024, decreased by $4.5 million compared to last year due mainly to lower interest paid on our revolving credit facility and lower interest paid to PPAQ.

Deferred financing fees for the trailing twelve months ended September 28, 2024, decreased by $0.7 million compared to last year, largely due to costs incurred in the prior year in connection with amendments to our credit facility and private placement agreements, associated with the financing of our LEAP Project.

The Board of Directors declared a quarterly dividend of $0.09 per common share every quarter, totalling $0.36 for the trailing twelve-month periods.

Changes in non-cash operating working capital represent year-over-year movements in current assets, such as accounts receivable and inventories, and current liabilities, such as accounts payable. Movements in these accounts are due mainly to timing in the collection of receivables, receipts of raw sugar and payment of liabilities. Increases or decreases in such accounts are due to timing issues and therefore do not constitute free cash flow. Such increases or decreases are financed from available cash or from our available credit facility. Increases or decreases in bank indebtedness are also due to timing issues from the above and therefore do not constitute available free cash flow.

The combined impact of the mark-to-market and derivative timing adjustments and financial instruments non-cash amount of $19.1 million for the current rolling twelve months does not represent cash items as these contracts will be settled when the physical transactions occur, which is the reason for the adjustment to free cash flow.

Contractual obligations

The following table identifies the outstanding contractual obligations of our company as at year-end, and the effects such obligations are expected to have on liquidity and cash flow over the next several years:

	Total	Under 1 year	1 to 3 years	4 to 5 years	After 5 years
(In thousands of dollars)					
Revolving credit facility	**100,000**	-	100,000	-	-
Convertible unsecured subordinated debentures-Sixth series	**57,425**	57,425	-	-	-
Senior Guaranteed Notes	**100,000**	-	-	-	100,000
Sugar futures contracts[1]	**40,313**	25,284	15,029	-	-
Interest on convertible debentures	**4,194**	4,194	-	-	-
Interest on swap agreements	**16,599**	4,875	11,724	-	-
Forward exchange contracts (net) [1]	**(151,364)**	(137,714)	(13,650)	-	-
Natural gas contracts(1)	**55,661**	9,834	15,387	10,825	19,615
Interest on Senior Guaranteed Notes	**22,976**	3,490	6,980	3,490	9,016
Lease obligations	**35,569**	6,726	10,882	6,315	11,646
Purchase obligations	**361,250**	361,250	-	-	-
	642,623	335,364	46,352	120,630	140,277
Sugar purchase obligations ('000 MT)	**1,554**	678	711	165	-
Maple purchase obligations ('000 pounds)	**2,000**	2,000	-	-	-

The Sixth series debentures, which mature in December 2024 have been included in this table as the Company intends to repay the outstanding amount thereof at maturity using a combination of available cash on hand and available borrowing under its revolving credit facility.

The Seventh series debentures, which mature in June 2025, have been excluded from the above table due to the holders' conversion option and the Company's option to satisfy the obligations at redemption or maturity in common shares. Interest has been included in the above table to the date of maturity. The Company is currently assessing it options regarding the upcoming maturity of the Seventh series. The options include, but are not limited to, conversion to shares, refinancing the obligation using a similar financial instrument or repayment of the obligation using other equity and/or debt instruments.

Lantic has a revolving credit facility to support its financial and operational needs. The revolving credit facility is syndicated with six Canadian chartered banks and includes an accordion feature allowing for the borrowing of up to $400 million. This agreement has been amended and extended from time to time. The revolving credit facility is subject to covenants and is secured by the assets of Lantic and TMTC.

As of September 28, 2024, Lantic has a total of $340.0 million of available working capital under the revolving credit facility, which matures on October 31, 2027, from which it can borrow at prime rate, SOFR rate or under Adjusted Daily compounded or Term CORRA loan (which is Daily compounded or Term CORRA plus an adjustment varying between 30 to 32 basis points), plus 20 to 250 basis points, subject to achieving certain financial ratios. As of September 28, 2024, Lantic has drawn $100 million under the revolving credit facility.

On April 30, 2021, Lantic issued a private placement of $100 million in the form of senior guaranteed notes (the "Notes") under a note purchase agreement entered into with certain institutional investors. The Notes are guaranteed and rank *pari-passu* with our existing revolving credit facility. The Notes mature on April 30, 2031. The interest of the Notes was set at 3.49% and the interest is payable semi-annually in arrears in equal installments on April 30th and October 30th of each year, commencing on October 30, 2021. The proceeds received from the private placement of the Notes were used to repay existing credit facility indebtedness.

As at September 28, 2024, Lantic was in compliance with all the covenants under its revolving credit facility and its private placement and a total of $722.8 million has been pledged as security, compared to $630.0 million as at September 30, 2023 including trade receivables, inventories and property, plant and equipment.

In order to fix the interest rate on a substantial portion of the expected drawdown of the revolving credit facility, we enter into interest rate swap agreements from time to time. The following table provides the outstanding swap agreements as at September 28, 2024 as well as their respective value, interest rate and time period:

Fiscal year contracted	Date	Total value $
		(In thousands of dollars)
Fiscal 2020 (2)	February 24, 2020 to June 28, 2025 – 1.327%	20,000
Fiscal 2020 (2)	June 28, 2024 to June 28, 2025 – 0.907%	80,000
Fiscal 2024 (1)	December 30, 2024 to December 30, 2026 – 3.94%	100,000
Fiscal 2024 (1)	June 27, 2025 to June 27, 2027 – 3.70%	100,000

(1) Interest rate swap agreements entered in fiscal 2024

(2) The terms of the interest rate swap agreements have been amended to conform with the IBOR reform.

Lease obligations relate mainly to the leasing of facilities and various mobile equipment for our Sugar and Maple products segment operations.

Purchase obligations represent all open purchase orders as at year-end along with an amount of approximately $45.5 million for sugar beets that will be harvested and processed in fiscal 2025. However, it excludes any raw sugar priced against futures contracts. The purchase obligation regarding the sugar beets represents our best estimate of the amount expected to be payable in fiscal 2025 as of the date of this MD&A.

A significant portion of our sales are made under fixed-price, forward-sales contracts, which extend up to three years. Lantic also contracts to purchase raw cane sugar substantially in advance of the time it delivers the refined sugar produced from the purchase. To mitigate our exposure to future price changes, we manage the volume of refined sugar sales contracted for future delivery in relation to the volume of raw cane sugar contracted for future delivery.

We use derivative instruments to manage exposures to changes in raw sugar prices, natural gas prices and foreign exchange. Our objective for holding derivatives is to minimize risk using the most efficient methods to eliminate or reduce the impacts of these exposures.

To reduce price risk, our risk management policy is to manage the forward pricing of purchases of raw sugar in relation to its forward refined sugar sales. We attempt to meet this objective by entering into futures contracts to reduce our exposure. Such financial instruments are used to manage our exposure to variability in fair value attributable to the firm commitment purchase price of raw sugar.

We have hedged the majority of our exposure to raw sugar price risk movement through to May 2027.

As at September 28, 2024, we had a net long sugar position of 78,897 metric tonnes with a current net contract value of $40.3 million. This long position is mainly related to a larger volume of sugar priced with customers than sugar priced from suppliers.

We use forward contracts and commodity swaps to help manage our natural gas costs. As at September 28, 2024, we had $58.4 million in natural gas derivatives, with a current contract value of $55.7 million.

Our activities, which result in exposure to fluctuations in foreign exchange rates, consist of the purchasing of raw sugar, the selling of refined sugar and maple products and the purchasing of natural gas. We manage this exposure by creating offsetting positions through the use of financial instruments. These instruments include forward contracts, which are commitments to buy or sell at a future date and may be settled in cash.

The credit risk associated with foreign exchange contracts arises from the possibility that counterparties to a foreign exchange contract in which we have an unrealized gain, fail to perform according to the terms of the contract. The credit risk is much less than the notional principal amount, being limited at any time to the change in foreign exchange rates attributable to the principal amount.

Forward foreign exchange contracts have maturities of less than three years and relate mostly to US dollar, and to a much smaller extent, to Euro, Sterling pound and Australian dollar. The counterparties to these contracts are major Canadian financial institutions. We do not anticipate any material adverse effect on our financial position resulting from our involvement in these types of contracts, nor do we anticipate non-performance by the counterparties.

As at September 30, 2023, we had a net short position of $151.4 million in foreign currency forward contracts with a current contract value of $148.9 million, representing an unrealized gain of $2.5 million.

As part of our normal business practice, we also enter into multi-year supply agreements with raw sugar processors for raw cane sugar. Contract terms will state the quantity and estimated delivery schedule of raw sugar. The price is determined at specified periods of time before such raw sugar is delivered based upon the value of Raw #11 as traded on the ICE world raw sugar market. As at September 28, 2024, we had commitments to purchase a total of 1,554,000 metric tonnes of raw sugar, of which approximately 254,786 metric tonnes had been priced, for a total dollar commitment of $175.8 million.

TMTC has $6.8 million remaining to pay related to an agreement to purchase approximately 2.0 million pounds of maple syrup from the PPAQ.

We have no other off-balance sheet arrangements.

Capital resources

As at September 28, 2024, Lantic had a total of $340.0 million of available working capital from its revolving credit facility, from which it can borrow at prime rate, SOFR rate or under Adjusted Daily compounded or Term CORRA loan (which is Daily compounded or Term CORRA plus an adjustment varying between 30 to 32 basis points), plus 20 to 250 basis points, based on achieving certain financial ratios. As at September 28, 2024, a total of $722.8 million of assets have been pledged as security for the revolving credit facility, compared to $630.0 million as at September 28, 2023; including trade receivables, inventories and property, plant and equipment.

As at September 28, 2024, $100.0 million had been drawn from the working capital facility and $25.9 million in cash was also available.

The Taber beet operation requires seasonal working capital in the first half of the fiscal year, when inventory levels are high and a substantial portion of the payments due to the Growers is made. TMTC also has seasonal working capital requirements. Although the syrup inventory is received during the third quarter of the fiscal year, its payment terms with the PPAQ requires cash payment in the first half of the fiscal year. We have sufficient cash and availability under our line of credit to meet such requirements.

Future commitments of approximately $133.2 million have been approved for completing capital expenditures presently in progress, including capital expenditures related to the LEAP Project. In addition, after year end, the Company entered into additional commitments related to the LEAP Project for a total value of $33.7 million.

We also have funding obligations related to our employee future benefit plans, which include defined benefit pension plans. As at September 28, 2024, our Montréal and Taber registered defined benefit pension plans were in a net asset position. The most recent actuarial valuation of the pension plans for funding purposes was as of January 1, 2022, and the next required valuation will be as of December 31, 2024. We monitor our pension plan assets closely and follow strict guidelines to ensure that pension fund investment portfolios are diversified in line with industry best practices. Nonetheless, pension fund assets are not immune to market fluctuations and, as a result, we may be required to make additional cash contributions in the future. In fiscal 2024, cash contributions to defined benefit pension and other plans amounted to $4.1 million. In total, we expect to incur cash contributions of approximately $4.2 million for fiscal 2025 relating to employee defined benefit pension plans. For more information regarding our employee benefits and related assets and liabilities, please refer to Note 20 of the audited consolidated financial statements.

Cash requirements for working capital and other capital expenditures are expected to be paid from available cash resources and funds generated from operations.

LEAP Project is financed using a combination of various financial instruments, including the revolving credit facility, approved loans from Investissement Quebec for up to $65 millions, and other debt and/or equity instruments.

The financing plan of the LEAP Project includes support from the Government of Québec in the form of two loans from Investissement Québec. The IQ Loans are subject to covenants and are secured by designated LEAP Project specific assets.

A first loan in the amount of up to $40 million was made to Lantic under the ESSOR program, a Québec government program designed to provide financing to Québec businesses (the “IQ Essor Loan”) and is to be used by Lantic for the acquisition of certain new equipment, included in the context of the LEAP Project. Lantic, as borrower, will benefit from a 36-month capital repayment moratorium period as of the date of the first disbursement of the IQ Essor Loan. At the end of such moratorium period, Lantic will repay the principal of the IQ Essor Loan in 60 consecutive monthly installments.

A second term loan in the amount of $25 million was extended to Lantic by Investissement Québec (the “IQ Term Loan”, and collectively with the IQ Essor Loan, the “IQ Loans”), such IQ Term Loan to be used to finance certain expenses and other acquisition of equipment, including in connection with the LEAP Project. Lantic, as borrower, will benefit from a 24-month capital repayment moratorium period as of the date of the first disbursement of the IQ Term Loan. At the end of such moratorium period, Lantic will repay the principal of the IQ Term Loan in 20 consecutive quarterly installments.

No amount had been drawn on the IQ Loans as at September 28, 2024. On November 26, 2024, a first draw of $7.4 million was received under the IQ Loans, $5 million of which was borrowed under the Essor Loan and $2.4 million was borrowed under the IQ Term Loan.

In March 2024, the Company issued 22,769,232 common shares for net proceeds after all transaction related fees of $112.5 million to finance the expected equity portion of the LEAP Project.

Management believes that the unused available credit under the revolving facility, the available IQ Loans and the net proceeds received from the recent equity issue are adequate to meet the revised expected cash requirements to fund the LEAP Project and the repayment of the Sixth series debentures.

OUTSTANDING SECURITIES

A total of 127,916,834 shares were outstanding as at September 28, 2024 and November 27, 2024, respectively (105,096,120 as at September 30, 2023).

In 2024, the Company issued 22,769,232 common shares at a price of $5.18 per common share for gross proceeds of $117.9 million pursuant to a bought deal public offering in Canada, and private offerings to Fonds de Solidarité des Travailleurs du Québec and an existing shareholder, Belkorp Industries Inc.

Share issuance costs of $5.4 million ($4.0 million after tax) were accounted for as a reduction in common equity in the consolidated statements of financial position.

Net proceeds from the issuance of common shares amounted to $112.5 million and will be used to finance the LEAP Project, in accordance with the use of proceeds stated in the prospectus supplement filed on February 28, 2024, in connection with this common share offering.

During fiscal 2024, the total amount outstanding under the Sixth and Seventh series debentures were $57.4 million and $97.6 million respectively. No conversion of debentures into common shares has been done during the current fiscal year or the last fiscal year.

We currently have a share option plan that was established in 2011 and amended in 2021. Under this plan, we have set aside 6,000,000 common shares to be granted to key personnel. As at September 28, 2024, a total of 2,525,487 options were outstanding, at exercise prices ranging between $4.28 per share and $6.51 per share. These share options are exercisable to a maximum of twenty percent per year, starting after the first anniversary date of the granting of the options and will expire after a term of ten years.

In fiscal 2018, a Performance Share Unit plan ("PSU") was created. The following table provides the detail of the grants under the PSU:

Grant Date	PSUs	Additional PSUs(1)	Total PSUs	Performance Cycle
December 6, 2021	386,709	71,566	458,275	2022-2024
December 12, 2022	310,964	36,464	347,428	2023-2025
December 11, 2023	559,963	28,122	588,085	2023-2025

(1) Additional PSUs refer to aggregate of PSUs that were allocated from the dividend earned during the quarters since inception.

During fiscal 2024, the grant related to fiscal 2021 was cash settled for an amount of $3.8 million. The grant related to fiscal 2022 will be cash settled in December 2024, representing an expected payout of $1.1 million.

The PSUs were granted to executives and other key management employees and will vest at the end of the Performance Cycle based on the achievement of total shareholder returns and other performance matrix as set by the Human Resources and Compensation Committee ("HRCC") and the Board of Directors. If the level of achievement of total shareholder returns and such other performance matrix is within the specified range, the value to be paid-out to each participant will be equal to the result of: the number of PSUs granted to the participant which have vested, multiplied by the volume weighted average closing price of the Common Shares on the Toronto Stock Exchange (the "TSX") for the five trading days immediately preceding the day on which the Company shall pay the value to the participant under the PSU Plan. If the level of achievement of total shareholder returns and the other performance matrix is below the minimum threshold, the PSU will be forfeited without any payments made.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")

Rogers and its Board of Directors recognize the importance of corporate governance in effectively managing the business, protecting employees and shareholders, and enhancing shareholder value. We believe that our corporate governance practices are in compliance with applicable Canadian requirements for TSX-listed issuers. The Company is committed to monitoring governance developments to ensure its practices remain current and appropriate.

The board of directors of the Rogers has appointed an environmental, social and governance committee (the "ESG Committee") responsible for:

- overseeing and assessing the functioning of the Board of Directors of the Company and the committees thereof;
- developing, recommending to the Board of Directors, implementing and assessing effective governance principles;
- overseeing and advising the Board of Directors on management of the Company's strategy, initiatives, risks, opportunities and reporting in respect of material ESG matters;
- as may be required, identifying candidates for director and recommending to the Board of Directors of Rogers qualified director candidates for election at the next annual meeting of shareholders of the Company; and

- reviewing and/or approving any other matter specifically delegated to it by the Board of Directors of Rogers and undertake on behalf of the Board of Directors such other governance initiatives as may be necessary or desirable to enable the Board of Directors to provide effective governance for the Company and contribute to the success of Rogers.

The ESG Committee is composed of four members: Dean Bergmame (Chair), M. Dallas H. Ross, Gary M. Collins and Stephanie Wilkes, all of whom are considered independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators ("NI 58-101). Bill Maslechko, who sits on the Lantic Board of Directors and has extensive governance expertise, attends all meetings of the ESG Committee as guest, and is also considered independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrator.

Our governance and business management systems are designed to monitor compliance with relevant environmental regulatory standards. We comply, in all material respects, with environmental laws and regulations and we maintain an open dialogue with regulators and the various levels of government, with respect to awareness and adoption of new environmental standards. The economic and reputational importance of energy and natural resources in our business is managed with a continuous improvement mindset, which includes the review of new available technologies and business practices that minimize our environmental footprint and in parallel, when possible, strengthen our financial position. We have made significant commitments over the past years to leverage new technologies and process improvements to recover waste energy, improve energy efficiency and lower energy intensity.

With respect to potential environmental remediation of our properties, which could occur in the event of a building demolition or a sale, it is worth noting that the Vancouver and Montréal facilities have a lengthy history of industrial use, and fill materials have been used on the properties in the normal course of business. We recorded provisions under asset retirement obligations for known and quantifiable potential remediation activities in connection with these properties. No assurance can be given that material expenditures will not be required in excess of the current asset retirement obligation provisions in connection with contamination from such industrial use or fill materials.

Although we are not aware of any specific problems at the Toronto distribution centre, the Taber plant and any of the TMTC properties, no assurance can be given that expenditures will not be required to deal with known or unknown contamination at these properties or other facilities or offices currently or formerly owned, used or controlled by Lantic.

Rogers is engaged socially and promotes core values aligned with environmental stewardship, respect, diversity, equity and inclusion. We promote a workplace that focuses on workplace safety, empowerment, leadership, accountability, and recognition. We expect all suppliers, including contractors, agents, and consultants, to adhere to the business ethics and behaviours described in our code of conduct, and to comply with all applicable and relevant labour, employment, health and safety, and environmental laws and regulations.

The Board of Directors of Rogers has overall responsibility for monitoring, evaluating, and contributing to the strategic and operational direction of the business. This includes establishing a governance framework to support the business and meet all the applicable regulatory and legal requirements. Since 2022, Rogers has had an ESG team within its management group to support the ESG strategy.

During the third quarter of 2024, we published our annual ESG report. The report can be accessed on SEDAR or on our website at www.Lanticrogers.com.

ESG Reports

In May 2024, we published the 2023 ESG Report, the report which incorporates key performance indicators from the Agricultural Products Sustainability Accounting Standard Board ("SASB"), this report builds on the 2022 ESG Report and the previous two ESG Reports and includes more information around our sustainability program, including our efforts to improve ethical and sustainable sourcing, reduce our environmental footprint, and conserve energy and other resources.

In fiscal 2023, we continued to prioritize the reduction of our environmental footprint. Total energy consumption for the year was 3,990,319 gigajoules ("GJ"), with 233,759 tonnes CO_2e of greenhouse gas (GHG) emissions from Scope 1 and Scope 2 activities. The decrease in the emission intensity from 0.325 tCO_2e/ MT of product in fiscal 2022 to 0.295 tCO_2e/ MT product in fiscal 2023 reflects ongoing efficiency improvements and investments in cleaner technologies.

Our waste diversion rate rose to 98.5%, an improvement driven by enhanced recycling efforts at our Vancouver and Taber facilities, and operational waste initiatives across all sites. Water use efficiency also improved, with total water withdrawals decreasing from 30.7 million cubic meters in fiscal 2022 to 28.7 million cubic meters in fiscal 2023.

Key initiatives included the implementation of the first phase of our Vancouver Strategic Energy Management program, which reduced natural gas consumption by 37,788 GJ and electricity use by 418,197 kWh.

Rogers is committed to addressing climate risks through systematic efforts to reduce our carbon footprint. Our 2023 ESG Report also introduced expanded reporting on Scope 3 emissions, offering a more complete picture of our climate impact, particularly from upstream agricultural activities.

Our sustainable packaging initiative continues to advance, with the successful transition to recycle-ready mono-polyethylene packaging for Nature's RAW and the removal of black caps from our maple syrup products. These steps are part of our broader strategy to meet increasing regulatory demands from initiatives such as the Canada Plastics Pact.

Rogers maintained a strong focus on social responsibility in fiscal 2023. Charitable donations amounted to $350,000, and the proportion of women in management roles increased to 28%, reflecting ongoing efforts to enhance diversity and inclusion. Health and safety remain top priorities, and all facilities continue to maintain Global Food Safety Initiative certification, ensuring robust safety standards across our operations.

Effective governance is fundamental to Rogers' sustainability efforts and to support these efforts, Management's incentive pay is linked to ESG-related objectives, underscoring our commitment to integrating sustainability into our corporate culture.

Rogers also made significant progress in responsible sourcing. We continue to pursue our target of certified sustainable raw sugar. In FY23, we partnered with Raízen, a Bonsucro-certified supplier, for our Eastern Canada operations, a key milestone in sustainable sourcing.

Copies of the ESG Reports are available on the Corporation's website at www.lanticrogers.com or under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

RISKS AND UNCERTAINTIES

We are committed to proactive risk governance and oversight practices. The Board of Directors is responsible for reviewing and assessing material risks associated with the business. The governance process ensures that we implement systems that effectively identify, manage, and monitor the principal risks associated with both of our business segments, to mitigate or reduce potential negative impacts. Management provides periodic updates to the Board of Directors on the risks and the related mitigation strategies and activities. Responsibility for risk management is shared across the organization and is an integral part of our management reporting system.

We maintain policies and a Code of Business Conduct (the "Code"), applicable to all directors, officers, and employees, as well as consultants and contractors. Such documents are reviewed at least annually by the Board of Directors. These policies and the Code aim to promote sound risk management throughout the organization, delegate appropriate authority among officers and set limits for authorizations required to approve and execute certain business transactions. The Code addresses specifically the measures put forward to prevent corruption, anti-competitive practices, and unethical behaviors. It also includes clear directions to govern relationships with customers, suppliers, and other stakeholders. The Code is available on our website at www.lanticrogers.com or under Rogers' profile on SEDAR+ at www.sedarplus.ca.

Our business and operations are substantially affected by many factors and as such, are exposed to various risks and uncertainties. We have outlined below the risks and uncertainties that we believe are currently material. There may also exist additional risks and uncertainties that are not currently known to us or that are not considered material at this time. Those risks could have a material adverse effect on our business, operation, financial conditions, and results.

Dependence Upon Lantic

Rogers is entirely dependent upon the operations and assets of Lantic through its ownership of securities of this company. Accordingly, interest payments to debenture holders and dividends to shareholders are dependent upon the ability of Lantic and/or TMTC to pay its interest obligations under the subordinated notes and to declare and pay dividends on or return capital in respect of the common shares. The terms of Lantic's bank and other indebtedness restricts its ability to pay dividends and make other distributions on its shares or make payments of principal or interest on subordinated debt, including debt which may be held, directly or indirectly, by Rogers, in certain circumstances. In addition, Lantic may defer payment of interest on the subordinated notes at any given time for a period of up to 18 months.

No Assurance of Future Performance

Historic and current performance of the business of Rogers, Lantic and TMTC may not be indicative of success in future periods. The future performance of the business may be influenced by economic downturns and other factors beyond the control of Rogers, Lantic and TMTC. As a result of these factors, the operations and financial performance of Lantic and TMTC may be negatively affected, which may materially adversely affect our performance, and financial results and conditions.

Changes in General Economic Conditions

Changes in general economic conditions could have a material effect on the profitability of both of our business segments and on the assessment of the value of our assets, affecting our ability to execute our business strategy. The current inflationary pressures are increasing operating costs and there is no assurance that we will be able to recover the extent of such costs with timely commensurate increases in price to our customers. The potential for worsening of the global economy could impact the performance, and the financial results and conditions of Rogers.

Government Regulations and Foreign Trade Policies with regard to the Sugar Segment

In 1995, Revenue Canada made a determination that there was dumping of refined sugar from the US, Denmark, Germany, the United Kingdom ("UK"), the Netherlands and the Republic of Korea into Canada, and that subsidized refined sugar was being imported into Canada from the European Union ("EU"). The Canadian International Trade Tribunal ("CITT") conducted an inquiry and ruled that the dumping of refined sugar from the US, Denmark, Germany, the UK, and the Netherlands, as well as the subsidizing of refined sugar from the EU, was threatening material injury to the Canadian sugar industry. The ruling resulted in the imposition of protective duties on these unfairly traded imports.

Under Canadian laws, these duties must be reviewed every five years. In August 2021, the CITT concluded its fifth review of the 1995 findings and issued its decision to continue the duties for another five-year period against (i) dumped sugar from the US, Denmark, Germany, the Netherlands, and the UK, and (ii) subsidized sugar from the EU. The Canadian Sugar Institute ("CSI") and its members, including Lantic, participated fully in the review and submitted detailed evidence and witness testimony to the CITT. The CITT agreed that imports of dumped and subsidized sugar would likely cause material injury to the Canadian industry if the duty protection was removed.

Following the CITT's review, the Canadian Border Services Agency ("CBSA") concluded a re-investigation in March 2022 to update the levels of duty protection applicable to dumped sugar from the US, Denmark, Germany, the Netherlands, and the UK and subsidized sugar from the EU. The CBSA determined that anti-dumping duties will continue to apply to imports of dumped sugar from the US, Denmark, Germany, the Netherlands and the UK and ruled that a countervailing duty will continue to apply to imports of subsidized EU sugar.

The duties on imports of US, EU, and UK refined sugar are important to Lantic and to the Canadian refined sugar industry in general because they protect the market from the adverse effects of unfairly traded imports from these sources. The government support and trade distorting attributes of the US and EU sugar regimes continue to generate surplus refined sugar production and exports that threaten the Canadian sugar market.

Although the recent ruling is for a period of five years, it could be challenged by market participants for review if there is a material change in market conditions. If the duties were to be eliminated or significantly reduced in the future, there could be a material financial impact to Lantic and other members of the Canadian refined sugar industry.

Our Sugar segment exports some sugar directly to the US and sells sugar to industrial customers in Canada that are exporting sugar containing products to the US. These sales are subject to inherent risks, including change in the free flow of food products between Canada and the US, discriminatory fiscal policies, unexpected changes in local regulations and laws and the uncertainty of enforcement of remedies. On November 25, 2024, President-elect Donald Trump announced his intention to impose a 25% tariff on imports from Canada into the US. In the event the US were to so change the current structure for these transactions and impose such tariffs, or otherwise modify the current flow of these transactions, there could be a material financial impact to Lantic and its industrial customers exporting sugar containing product in the US.

Supply of Raw Cane Sugar

There are approximately 183 million metric tonnes of sugar produced worldwide. Of this, approximatively 56 million metric tonnes of sugar are traded on the world market. Lantic, through its cane refining plants, buys approximately 0.7 million metric tonnes of raw sugar per year. Even though worldwide raw sugar supply is much larger than Lantic's yearly requirements, concentration of supply in certain countries like Brazil, combined with an increase in cane refining operations in certain countries, may create tightness in raw sugar availability at certain times of the year. To prevent any raw sugar supply shortage, Lantic normally enters into long-term supply contracts with reputable suppliers. For raw sugar supply not under contract, significant premiums may be paid on the purchase of raw sugar on a nearby basis, which may have a material impact on our performance, and financial results and conditions.

Supply and Quality of Sugar Beets in Alberta

The availability of sugar beets to be processed in Taber, Alberta is dependent on a supply contract with the Growers, and on the Growers planting the necessary acreage every year. In the event that sufficient acreage is not planted in a certain year, or that Lantic and the Growers cannot agree on a supply contract, sugar beets might not be available for processing, thus requiring transfer of products from Lantic's cane refineries to the Prairie market, normally supplied by Taber. This would increase Lantic's distribution costs and may have a material impact on our performance, and financial results and conditions.

Sugar beets, as is the case with most other crops, are affected by weather conditions during the growing season. Additionally, weather conditions during the harvesting and processing season could affect Lantic's total beet supply and sugar extraction from beets stored for processing. A significant reduction in the quantity or quality of sugar beets harvested due to adverse weather conditions, disease or other factors could result in decreased production, with negative financial consequences to Lantic.

Raw #11 Price and Foreign Exchange Risk for Sugar Segment

The price of raw sugar cane purchased for the Montréal and Vancouver refineries is based on the Raw #11 sugar market traded on the ICE. The price of refined sugar sold to customers is also based on the Raw #11 sugar market. All purchase of raw cane sugar and sales of refined sugar are economically hedged with financial instruments such as future contracts to mitigate risk, thus eliminating the impact of volatility in Raw #11 sugar price.

These purchases of raw cane sugar and sales of refined sugar are denominated in US dollars and could potentially expose us to fluctuation in the value of the Canadian dollar. Our strategy is to hedge the foreign exchange exposure of these transactions using available financial instruments, such as future contracts, to eliminate the impact of volatility.

There can be no assurance that we will be able to continue to mitigate efficiently this exposure to Raw #11 price and related foreign exchange risk in the future. If effective financial instruments were not available to mitigate such exposures, there could be material impacts on our performance, and financial results and conditions.

LEAP Project

The completion of our LEAP Project is subject to several conditions and risks, certain of which are outside of the control of Lantic. The planning and design phases associated with the LEAP Project are now mostly completed and the construction phase has begun. Sugar refining equipment and other large production and logistic-related equipment orders have been placed with suppliers, with several pieces of equipment already on site. Based on recent developments, the expected construction costs of the LEAP Project, initially estimated at $200 million has been revised. Based on the work performed over recent months, and considering the most recent data available, we now estimate the expected total project cost to range between $280 million and $300 million, representing an increase of 40% to 50% over the initial estimate.

Delays and further cost overruns may occur in completing the LEAP Project. Several factors that could cause such delays or cost overruns include, without limitation, permitting delays, construction pricing escalation, changing engineering and design requirements, the performance of contractors, labour disruptions, adverse weather conditions, and the availability of financing. Even when complete, the new installed capacity and other related assets may not operate as planned due to design or manufacturing flaws, which may not all be covered by warranty. Mechanical breakdown could occur in equipment after the period of warranty has expired, resulting in loss of production as well as the cost of repair.

In addition, to complete the project, Lantic might need to further amend existing credit facilities and potentially enter into additional financing agreements in order to finance the construction. Lantic's ability to secure the overall financing for the project is related to several factors, including market demand for refined sugar, the final cost for the project, and the borrowing conditions in the financial market.

There can be no assurance that the LEAP Project will be completed, or that it will be completed by the revised expected in-service timeframe, currently estimated to be the end of fiscal 2026. Furthermore, there can be no assurance that the LEAP Project will provide the expected incremental volume at the expected cost. Failure by Lantic to complete the LEAP Project under the expected conditions could have a material impact on the performance and financial results and conditions of Rogers.

Competition in the Sugar Segment

For the Sugar segment, Lantic faces domestic competition from Redpath Sugar Ltd. and smaller regional operators and or distributors of both foreign and domestic refined sugar, such as Sucro Sourcing LLC. Differences in proximity to various geographic areas within Canada and elsewhere result in differences in freight and shipping costs, which in turn affect pricing and competitiveness in general.

In addition to sugar, the overall sweetener market also includes corn-based sweeteners, such as HFCS, an alternative liquid sweetener, which can be substituted for liquid sugar in soft drinks and certain other applications; and non-nutritive, high intensity sweeteners such as aspartame, sucralose and stevia. Differences in functional properties and prices have tended to define the use of these various sweeteners. The substitution of other sweeteners for sugar has occurred in certain products in the past. We are not able to predict the availability, development or potential use of these sweeteners and their possible impact on Lantic's business.

Price of Natural Gas

Natural gas represents an important cost in our refining operations. Our three sugar refineries consume natural gas in their refining process. The Taber beet factory production also includes agricultural processing and as a result, uses more energy in its operations than the cane facilities in Vancouver and Montréal, principally from the need to heat the sliced sugar beets, to evaporate water from juices containing sugar, and to dry wet beet pulp. Our Maple segment bottling plants also use natural gas in their process although to a lesser extent.

Changes in the costs and sources of energy may affect the financial results of Lantic's operations. In addition, all natural gas purchased is priced in US dollars. Therefore, fluctuations in the Canadian/US dollar exchange rate will also impact the cost of energy. Lantic hedges a portion of its natural gas price exposure through the use of natural gas contracts to lessen the impact of fluctuations in the price of natural gas. Provincial application of some form of carbon tax has been increasingly important across Canada and for some provinces with a carbon tax, rates have been increasing, which could increase the overall energy costs for Lantic.

Regulatory Regime Governing the Purchase and Sale of Maple Syrup in Québec

Producers of maple syrup in Québec are required to operate within the framework provided for by the Marketing Act, which empowers the PPAQ to manage the production and marketing of Maple syrup in Québec. As part of its regulating and organizing functions, the PPAQ is responsible for establishing and managing a governance framework aimed at maintaining supply to the market and fair prices for all producers for bulk maple syrup sold in container of five litres or more. This includes managing production surpluses and their storage to stabilize the pricing of maple syrup.

Bulk maple syrup may be sold to the PPAQ or to authorized buyers accredited by the PPAQ. In Québec, nearly 90% of the total production of maple syrup is sold to the PPAQ or the authorized buyers, leaving only approximately 10% of the total production being sold directly by the producers to consumers or grocery stores. TMTC is an authorized buyer with the PPAQ. The authorized buyer status is renewed on an annual basis. There is no certainty that TMTC will be able to maintain its status as an authorized buyer with the PPAQ. Failure by TMTC to remain an authorized buyer with the PPAQ would affect our capacity to supply our bottling facilities and therefore would impact materially the performance, and financial results of the Maple segment.

The PPAQ, in its capacity as bargaining and sales agent for the producers of maple syrup in Québec sets the minimum purchase price for Maple syrup for the authorized buyers. The PPAQ sets price based on market intelligence, available supply and expected demand. If the PPAQ increases the price of maple syrup significantly, there could be no assurance that TMTC will be able to recover such increase from its customers and therefore this could impact materially the performance, and financial results of the Maple segment.

Pursuant to the PPAQ rules and regulations, authorized buyers must commit to buying Maple syrup in barrels corresponding to their anticipated sales volume. The anticipated volume must be realistic and in line with volumes purchased in previous years. The refusal from the PPAQ to accept our anticipated volume or failure by us to properly estimate the anticipated volume for a given year may affect our ability to increase our production capacity and therefore this could impact materially the performance, and financial results of the Maple segment.

Supply of Maple Syrup

The PPAQ set up a strategic maple syrup reserve to mitigate production fluctuations caused by weather conditions and prevent such fluctuations from causing maple syrup prices to spike or drop significantly. The PPAQ objective is to have in reserve the equivalent to half of year of production. The reserve fluctuates yearly based on the size of the crop. Each year, the PPAQ may organize a sale of a portion of its accumulated reserve. There can be no assurance that TMTC will have access to some of such reserve to offset decreases in production due to weather conditions or that such reserve will be sufficient to cover a gap in the production in any given year. Any decrease in production or incapacity to purchase additional reserves from the PPAQ may affect TMTC's supply of its sales of maple syrup and other Maple products and, ultimately, its performance and financial results.

Maple Segment Relying Substantially on Exports

The size of the global market for maple syrup is currently estimated at US $1.5 billion, the US being by far the world's largest importer, followed by Japan and Germany. Despite the increase of sales of maple products that the Canadian market has experienced in recent years, the industry largely relies on the international market. Over the last few years, New York, Vermont and Maine have increased their production of maple syrup and have now become competitors of Québec, which however remains the largest producer and exporter of maple syrup in the world.

While we continue to develop our selling efforts outside of Canada, including increasing our sales efforts in countries where the maple syrup market is developing, we are facing high competition from other bottlers and distributers, including from other Canadian and US companies, for our share of the international market.

Our Maple segment international operations are also subject to inherent risks, including change in the free flow of food products between countries, fluctuations in currency values, discriminatory fiscal policies, unexpected changes in local regulations and laws and the uncertainty of enforcement of remedies in foreign jurisdictions. Such jurisdictions could impose tariffs, quotas, trade barriers and other similar restrictions on our international sales and subsidize competing agricultural products. On November 25, 2024, President-elect Donald Trump announced his intention to impose a 25% tariff on imports from Canada into the US. In the event that the US were to impose such higher tariffs, there could be a material financial impact to Lantic and its Maple segment.

All of these risks could result in increased costs or decreased revenues, either of which could materially adversely affect the performance and financial results of the Maple segment.

Competition in the Maple Segment

Our Maple segment is the largest branded and private label maple syrup bottling and distributing company in the world. We have five major competitors located in Canada, and we also compete against a multitude of US bottlers and distributing companies.

A large majority of our Maple segment revenues are made under the private label line. We anticipate that for a foreseeable future, the relationship with our top private label customers will continue to be key and will continue to have a material impact on our sales. Although we consider the relationship with our top private label customers to be excellent, the loss of, or a decrease in the amount of business from, such customers, or any default in payment on their part could significantly reduce our sales and negatively impact the performance and, financial results of the Maple segment.

Foreign Exchange Exposure in the Maple Segment

A significant portion of sales of maple syrup are exports and are denominated in US dollars, in Euros or in Australian dollars. Fluctuations in the value of the Canadian dollar impacts the profitability of these sales. In order to mitigate against the movement of the Canadian dollar versus the US dollar, Euro or Australian dollar, we enter into foreign exchange hedging contracts with certain customers to mitigate the currency risk.

There is no assurance that we will be able to continue to mitigate efficiently this exposure to foreign exchange risk in the future. If effective financial instruments were not available to mitigate such risk, there could be a material impact for the performance, and financial results of the Maple segment.

Cybersecurity

We face various security threats, including cybersecurity threats to gain unauthorized access to sensitive information, to render data or systems unusable, or otherwise affect our ability to operate. Our business operations are dependent on various information technology systems. A cyber intrusion, such as, and not limited to, unauthorized access, confidential information leak (or identity theft), malicious software or other violations on systems that control our production operations and financial management could severely disrupt or otherwise affect our business. Such attacks on our data information systems and the inability to recover promptly could impact individuals, business partners, our operation capabilities, generate unexpected expenses impacting profitability, damage our reputation and result in additional liabilities.

We seek to manage cybersecurity risk by continuing to invest in appropriate information technology systems, infrastructure, and security, including disaster plans, reviewing our existing technologies, processes and practices on a regular basis and ensuring employees understand and are aware of their role in protecting the integrity of our technological security and information. We rely on third-party products and services to assist us in protecting our information technology infrastructure and our proprietary and confidential information. We seek to be proactive in the area of cybersecurity and consequently anticipate that we will continue to incur expenses in relation to these increasingly complex threats and risks.

The security measures we have put in place cannot provide absolute security, and our information technology infrastructure may be vulnerable to cyberattacks in the future. The impacts of such attack may subject our operations to increased risks, as well as increased costs, and, depending on their ultimate magnitude, could materially and adversely affect our operations, performance, and financial results and conditions.

Employee Relations with Unionized Employees

The majority of our operations are unionized, and agreements are currently in place in each unionized facility.

In the second quarter of 2024, the unionized employees of the Vancouver sugar refinery signed a new collective agreement, concluding a strike that began on September 28, 2023.

In the fourth quarter of 2024, the unionized employee of our distribution center in Toronto signed a new collective agreement.

We have contingency plans in place to mitigate the potential impact of labour disruptions at our facilities. However, such potential disruptions in current and future years could restrict our ability to service our customers in the affected regions, consequently affecting our performance and, financial results and conditions.

Interest Rate Fluctuations

We use our revolving credit facility to finance our day-to-day operations and a portion of the LEAP Project. We face interest rate risks in respect to the floating rate nature of our revolving short term credit facility. We are mitigating the risk of volatility in short term interest rate by hedging a portion of our exposure using interest rate swap agreements. There is no assurance that effective interest rate swap agreements will be available to mitigate such risk in the future.

Pandemics, Epidemics or Other Public Health Emergencies

Our business, results of operations, financial conditions, cash flows and stock price can by adversely affected by pandemics, epidemics, or other public health emergencies. Such events could result in health or other government authorities requiring the closure of offices or other businesses and could also result in a general economic decline, impacting economic activity through disruption in supply and delivery chains.

Food Safety and Consumer Health

Our Sugar and Maple business segments are subject to risks that affect the food industry in general, including risks posed by accidental contamination, product tampering, consumer product liability, and the potential costs and disruptions of a product recall. We actively manage these risks by maintaining strict and rigorous controls and processes in our manufacturing facilities and distribution systems.

Our facilities are subject to audit by federal health agencies in Canada and similar institutions outside of Canada. We also perform our own audits designed to ensure compliance with our internal standards, which are generally at, or higher than, regulatory agency standards in order to mitigate the risks related to food safety.

Consumers, public health officials and government officials are increasingly concerned about the public health consequences of obesity, particularly among young people. In addition, some researchers, health advocates and dietary guidelines are suggesting that consumption of sugar, in various forms, is a primary cause of increased obesity rates and are encouraging consumers to reduce their consumption of sugar. Increasing public concern about obesity and other health conditions; possible new or increased taxes on products containing sugar, such as sugar-sweetened beverages by government entities to reduce consumption or to raise revenues; shift in consumer preferences from sugar to other types of sweeteners; additional governmental regulations concerning the marketing, labeling, packaging or sale of products and negative publicity may reduce demand for our products and each of the aforementioned factors could materially adversely affect our performance, financial results and conditions.

Health, Safety and Environmental Risks

Our operations carry inherent risk of liability related to employee health and safety and the environment, including the risk of government-imposed orders to remedy unsafe conditions or address potential environmental issues. Compliance with current and future health, safety and environmental laws remains material for our business to operate efficiently. We have incurred and will continue to incur expenditures to comply with related federal, provincial, and municipal regulations to manage our potential liability exposure.

We believe RSI and its subsidiaries are currently in compliance, in all material respects, with health, safety and environmental laws and regulations. This includes environmental regulations relating to the treatment and disposal of wastewater and cooling water, air emissions, contamination, and spills of substances. However, these regulations have become progressively more stringent, and we anticipate this trend will continue, potentially resulting in incremental compliance expenditures. Violation of these regulations can result in fines or other penalties, which in certain circumstances can include clean-up costs. Consequently, no assurance can be given that additional health, safety and environmental issues relating to currently known and unknown matters will not require expenditures in the future, or result in fines, penalties or other consequences material to our business and operations and potentially impacting our performance, financial results and conditions.

Global Climate Change

Global climate change, including the impacts of global warming and sudden change in weather conditions causing extreme weather events, represents a risk that could adversely affect both of our business segments. This risk has increased in recent years as average temperatures are rising, and extreme weather events are more frequent.

The production of refined sugar for our Sugar segment is based on the availability of raw cane sugar and sugar beets. Extreme weather events create a risk of damage for the annual crops of sugar cane and sugar beet. The size and quality of the crops are directly impacted by weather conditions. The adverse effect of global climate change could result in supply disruption and or significant increase in purchase price for our Sugar segment.

The production of maple syrup takes place over a period of six to eight weeks during the months of March and April of each year. Maple syrup production is intimately tied to the weather as sap only flows when temperatures rise above freezing level during the day and drop below it during the night, such temperature difference creating enough pressure to push sap out of the maple tree. Given the sensitivity to temperature in the process of harvesting maple sap, climate change and global warming may have a material impact on such process as the maple syrup production season may become shorter. Reducing the production season for maple syrup may also have an impact on the level of production.

These risks associated with global climate change could result in lower sales, increased costs and market disruptions, which could materially adversely affect our performance, and financial results and conditions.

Carbon Pricing Mechanisms

The Company operates three facilities that are regulated under provincial carbon pollution pricing in Canada, our Montréal and Vancouver refineries and our Taber sugar beet processing plant. We have completed a detailed risk assessment of the different provincial regulatory regimes to understand the level of risk and identify potential mitigation measures.

Potential future changes to the current rules and regulations, including increases to the current related taxation level could materially adversely affect our performance, and financial results and conditions.

Water Stress

Our sugar refining operations and the farming activities of our suppliers depend on the availability of usable water. To better understand this risk, we conduct water risk assessments periodically to prioritize actions and investments in our facilities, with the objective of optimizing the water consumption in our production process. We also engage with our suppliers relying on water for their farming activities to monitor our potential exposure and to ensure a steady and sustainable supply of raw material for our production facilities.

Potential future changes to the current rules and regulations regarding the use of water, including increases to the current cost of water supporting our production process could materially adversely affect our performance, and financial results and conditions.

Ability to Retain Officers and Key Employees or to Attract New Talent

The officers and other key employees of Rogers, Lantic and TMTC play a significant role in our success. Our future performance and growth depend to a significant extent on the abilities, experience, and efforts of our management team. Our ability to retain our management team or to attract suitable replacements should key members of the management team leave is dependent on the competitive nature of the employment market.

The loss of services from key members of the management team or a limitation in their availability could adversely impact the performance, financial results, and condition of Rogers. Further, such a loss could be negatively perceived in the capital markets. Our success depends largely upon our continuing ability to attract, develop, and retain skilled employees to meet the needs of the business.

Income Tax Matters

The income of Rogers and its subsidiaries must be computed and is taxed in accordance with Canadian and US tax laws, all of which may be changed in a manner that could adversely affect the ability to pay dividends in the future. There can be no assurance that taxation authorities will accept the tax positions adopted including the determination of the amounts of taxable income, which could materially adversely affect dividends.

The corporate structure involves inter-company or similar debt, generating interest expense, which impacts earnings and therefore income tax payable. There can be no assurance that taxation authorities will not seek to challenge the amount of interest expense deducted currently and in prior years. If such a challenge were to succeed against Lantic, it could adversely affect the amount of cash transferred to Rogers for dividend payment. Management believes that the interest expense inherent in the structure is supportable and reasonable considering the terms of the debt owed by Lantic to Rogers.

Management and Operation of Lantic

The Board of Directors of Lantic is currently controlled by Lantic Capital, an affiliate of Belkorp Industries. As a result, holders of shares have limited say in matters affecting the operations of Lantic; if such holders disagree with the decisions of the Board of Directors of Lantic, they have limited recourse. The control exercised by Lantic Capital over the Board of Directors of Lantic may make it more difficult for others to attempt to gain control of or influence the activities of Lantic and Rogers.

NON-IFRS MEASURES

In analyzing results, we supplement the use of financial measures that are calculated and presented in accordance with IFRS with a number of non-IFRS financial measures. A non-IFRS financial measure is a numerical measure of a company's performance, financial position or cash flow that excludes (includes) amounts or is subject to adjustments that have the effect of excluding (including) amounts, that are included (excluded) in most directly comparable measures calculated and presented in accordance with IFRS. Non-IFRS financial measures are not standardized; therefore, it may not be possible to compare these financial measures with the non-IFRS financial measures of other companies having the same or similar businesses. We strongly encourage investors to review the audited consolidated financial statements and publicly filed reports in their entirety, and not to rely on any single financial measure.

We use these non-IFRS financial measures in addition to, and in conjunction with, results presented in accordance with IFRS. These non-IFRS financial measures reflect an additional way of viewing aspects of the operations that, when viewed with the IFRS results and the accompanying reconciliations to corresponding IFRS financial measures, may provide a more complete understanding of factors and trends affecting our business.

The following is a description of the non-IFRS measures we used in the MD&A:

- Adjusted gross margin is defined as gross margin adjusted for "the adjustment to cost of sales", which comprises the mark-to-market gains or losses on sugar futures and foreign exchange forward contracts as shown in the notes to the consolidated financial statements and the cumulative timing differences as a result of mark-to-market gains or losses on sugar futures and foreign exchange forward contracts.
- Adjusted results from operating activities are defined as results from operating activities adjusted for the adjustment to cost of sales.
- EBITDA is defined as earnings before interest, taxes, depreciation and amortization.
- Adjusted EBITDA is defined as adjusted results from operating activities adjusted to add back depreciation and amortization expenses.
- Adjusted net earnings is defined as net earnings adjusted for the adjustment to cost of sales and the income tax impact on these adjustments.
- Adjusted gross margin rate per MT is defined as adjusted gross margin of the Sugar segment divided by the sales volume of the Sugar segment.
- Adjusted gross margin percentage is defined as the adjusted gross margin of the Maple segment divided by the revenues generated by the Maple segment.
- Adjusted net earnings per share is defined as adjusted net earnings divided by the weighted average number of shares outstanding.
- Free cash flow is defined as cash flow from operations excluding changes in non-cash working capital, mark-to-market and derivative timing adjustments, financial instruments non-cash amount, and includes deferred financing charges, funds received from stock options exercised, capital and intangible assets expenditures, net of value-added capital expenditures and capital expenditures associated to LEAP Project, and payments of capital leases.

In the MD&A, we discuss the non-IFRS financial measures, including the reasons why we believe these measures provide useful information regarding the financial condition, results of operations, cash flows and financial position, as applicable. We also discuss, to the extent material, the additional purposes, if any, for which these measures are used. These non-IFRS measures should not be considered in isolation, or as a substitute for, analysis of our results as reported under IFRS. Reconciliations of non-IFRS financial measures to the most directly comparable IFRS financial measures are as follows:

RECONCILIATION OF NON-IFRS FINANCIAL MEASURES TO IFRS FINANCIAL MEASURES

	Q4 2024			Q4 2023		
Consolidated results (In thousands of dollars)	**Sugar**	**Maple Products**	**Total**	Sugar	Maple Products	Total
Gross margin	**43,150**	**6,582**	**49,732**	35,512	5,680	41,192
Total adjustment to the cost of sales(1)	**1,240**	**(902)**	**338**	(1,790)	791	(999)
Adjusted gross margin	**44,390**	**5,680**	**50,070**	33,722	6,471	40,193
Results from operating activities	**26,766**	**3,314**	**30,080**	20,395	2,420	22,815
Total adjustment to the cost of sales(1)	**1,240**	**(902)**	**338**	(1,790)	791	(999)
Adjusted results from operating activities	**28,006**	**2,412**	**30,418**	18,605	3,211	21,816
Results from operating activities	**26,766**	**3,314**	**30,080**	20,395	2,420	22,815
Depreciation of property, plant and equipment, amortization of intangible assets and right-of-use assets	**6,219**	**1,672**	**7,891**	5,058	1,695	6,753
EBITDA(1)	**32,985**	**4,986**	**37,971**	25,453	4,115	29,568
EBITDA(1)	**32,985**	**4,986**	**37,971**	25,453	4,115	29,568
Total adjustment to the cost of sales(1)	**1,240**	**(902)**	**338**	(1,790)	791	(999)
Adjusted EBITDA	**34,225**	**4,084**	**38,309**	23,663	4,906	28,569
Net earnings			**18,562**			11,876
Total adjustment to the cost of sales(1)			**338**			(999)
Net change in fair value in interest rate swaps(1)			**8**			201
Income taxes on above adjustments			**(89)**			205
Adjusted net earnings			**18,819**			11,283
Net earnings per share (basic)			**0.14**			0.12
Adjustment for the above			**0.00**			(0.01)
Adjusted net earnings per share (basic)			**0.14**			0.11

(1) See "Adjusted results"

RECONCILIATION OF NON-IFRS FINANCIAL MEASURES TO IFRS FINANCIAL MEASURES (CONTINUED)

	Fiscal 2024			Fiscal 2023		
Consolidated results (In thousands of dollars)	**Sugar**	**Maple Products**	**Total**	Sugar	Maple Products	Total
Gross margin	**150,860**	**25,012**	**175,872**	144,397	21,329	165,726
Total adjustment to the cost of sales(1)	**16,571**	**(1,020)**	**15,551**	(8,375)	(2,020)	(10,395)
Adjusted gross margin	**167,431**	**23,992**	**191,423**	136,022	19,309	155,331
Results from operating activities	**84,864**	**12,345**	**97,209**	86,510	8,453	94,963
Total adjustment to the cost of sales(1)	**16,571**	**(1,020)**	**15,551**	(8,375)	(2,020)	(10,395)
Adjusted results from operating activities	**101,435**	**11,325**	**112,760**	78,135	6,433	84,568
Results from operating activities	**84,864**	**12,345**	**97,209**	86,510	8,453	94,963
Depreciation of property, plant and equipment, amortization of intangible assets and right-of-use assets	**22,169**	**6,674**	**28,843**	19,511	6,775	26,286
EBITDA(1)	**107,033**	**19,019**	**126,052**	106,021	15,228	121,249
EBITDA(1)	**107,033**	**19,019**	**126,052**	106,021	15,228	121,249
Total adjustment to the cost of sales(1)	**16,571**	**(1,020)**	**15,551**	(8,375)	(2,020)	(10,395)
Adjusted EBITDA(1)	**123,604**	**17,999**	**141,603**	97,646	13,208	110,854
Net earnings			**53,729**			51,789
Total adjustment to the cost of sales(1)			**15,551**			(10,395)
Net change in fair value in interest rate swaps(1)			**1,845**			523
Income taxes on above adjustments			**(4,465)**			2,577
Adjusted net earnings			**66,660**			44,494
Net earnings per share (basic)			**0.45**			0.50
Adjustment for the above			**0.11**			(0.08)
Adjusted net earnings per share (basic)			**0.56**			0.42

(1) See "Adjusted results"

RECONCILIATION OF NON-IFRS FINANCIAL MEASURES TO IFRS FINANCIAL MEASURES (CONTINUED)

(In thousands of dollars, except for volumes and per share information)	QUARTERS[1] For the fiscal year ended September 28, 2024				
	2024				
	Fourth	Third	Second	First	**Total**
Gross margin	49,732	36,635	44,861	44,644	**175,871**
Total adjustment to the cost of sales[2]	338	11,107	6,431	(2,325)	**15,551**
Adjusted gross margin	50,070	47,742	51,292	42,319	**191,422**
Results from operating activities	30,080	16,315	24,704	26,110	**97,208**
Total adjustment to the cost of sales[2]	338	11,107	6,431	(2,325)	**15,551**
Adjusted results from operating activities	30,418	27,422	31,135	23,785	**112,759**
Results from operating activities	30,080	16,315	24,704	26,110	**97,209**
Depreciation of property, plant and equipment, amortization of intangible assets and right-of-use assets	7,891	7,057	6,960	6,935	**28,843**
EBITDA	37,971	23,372	31,664	33,045	**126,052**
EBITDA	37,971	23,372	31,664	33,045	**126,052**
Total adjustment to the cost of sales[2]	338	11,107	6,431	(2,325)	**15,551**
Adjusted EBITDA	38,309	34,479	38,095	30,720	**141,603**
Net earnings	18,562	7,379	13,936	13,852	**53,729**
Total adjustment to the cost of sales[2]	338	11,107	6,431	(2,325)	**15,551**
Net change in fair value in interest rate swaps[2]	8	943	236	658	**1,845**
Income taxes on above adjustments	(89)	(3,092)	(1,712)	428	**(4,465)**
Adjusted net earnings	18,819	16,337	18,891	12,613	**66,660**

(1) All quarters are 13 weeks
(2) See “Adjusted results”

RECONCILIATION OF NON-IFRS FINANCIAL MEASURES TO IFRS FINANCIAL MEASURES (CONTINUED)

(In thousands of dollars, except for volumes and per share information)	QUARTERS[(1)] For the fiscal year ended September 30, 2023				
	2023				
	Fourth	Third	Second	First	**Total**
Gross margin	41,192	41,685	41,658	41,191	**165,726**
Total adjustment to the cost of sales[(2)]	(999)	(6,773)	(3,425)	802	**(10,395)**
Adjusted gross margin	40,193	34,912	38,233	41,993	**155,331**
Results from operating activities	22,815	24,008	21,856	26,284	**94,963**
Total adjustment to the cost of sales[(2)]	(999)	(6,773)	(3,425)	802	**(10,395)**
Adjusted results from operating activities	21,816	17,235	18,431	27,086	**84,568**
Results from operating activities	22,815	24,008	21,856	26,284	**94,963**
Depreciation of property, plant and equipment, amortization of intangible assets and right-of-use assets	6,753	6,515	6,589	6,429	**26,286**
EBITDA	29,568	30,523	28,445	32,713	**121,249**
EBITDA	29,568	30,523	28,445	32,713	**121,249**
Total adjustment to the cost of sales[(2)]	(999)	(6,773)	(3,425)	802	**(10,395)**
Adjusted EBITDA	28,569	23,750	25,020	33,515	**110,854**
Net earnings	11,876	14,177	11,062	14,674	**51,789**
Total adjustment to the cost of sales[(2)]	(999)	(6,773)	(3,425)	802	**(10,395)**
Net change in fair value in interest rate swaps[(2)]	201	(203)	479	46	**523**
Income taxes on above adjustments	205	1,548	999	(175)	**2,577**
Adjusted net earnings	11,283	8,749	9,115	15,347	**44,494**

(1) All quarters are 13 weeks
(2) See "Adjusted results"

CRITICAL ACCOUNTING ESTIMATES

The preparation of our audited consolidated financial statements in conformity with IFRS requires us to make estimates and judgements that affect the reported amounts of assets and liabilities, net revenues and expenses, and the related disclosures. Such estimates include the valuation of goodwill and intangible assets. These estimates and assumptions are based on management's best estimates and judgments. Management evaluates its estimates and assumptions on an ongoing basis using historical experience, knowledge of economics and market factors, and various other assumptions that management believe to be reasonable under the circumstances. We adjust such estimates and assumptions when facts and circumstances dictate. Our actual results could differ from these estimates. Changes in those estimates and assumptions are recognized in the period in which the estimates are revised. Refer to note 2 (D) to the audited consolidated financial statements for more detail.

CHANGES IN ACCOUNTING PRINCIPLES AND PRACTICES NOT YET ADOPTED

A number of new standards and amendments to standards and interpretations are not yet effective for the year ended September 28, 2024 and have not been applied in preparing these consolidated financial statements. New standards and amendments to standards and interpretations that are currently under review include:

- Classification of Liabilities as Current or Non-current (Amendments to IAS 1)
- Lease liability in a sale and leaseback (Amendments to IFRS 16 Leases)
- Supplier finance arrangements (Amendments to IAS 7 and IFRS 7)
- Amendments to the classification and measurement of financial instruments (Amendments to IFRS 9 and IFRS 7)
- Annual improvements to IFRS Accounting Standards (includes Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10, and IAS 7)
- Presentation and disclosure in financial statements (IFRS 18)

We do not intend to adopt the Amendments in our consolidated financial statements before the annual period beginning on September 29, 2024 and we do not expect the amendments to have a material impact on the consolidated financial statements, with the exception of Amendments to IFRS 9 and IFRS 7, and adoption of IFRS 18, for which the impact is being assessed by management.

CONTROLS AND PROCEDURES

In compliance with the provisions of Canadian Securities Administrators' Regulation 52-109, we have filed certificates signed by the President and Chief Executive Officer ("CEO") and by the Vice-President Finance and Chief Financial Officer ("CFO"), in that, among other things, report on:

- their responsibility for establishing and maintaining disclosure controls and procedures and internal control over financial reporting for RSI; and
- the design and effectiveness of disclosure controls and procedures and the design and effectiveness of internal controls over financial reporting.

DISCLOSURE CONTROLS AND PROCEDURES

The CEO and the CFO, have designed the disclosure controls and procedures ("DC&P"), or have caused them to be designed under their supervision, in order to provide reasonable assurance that:

- material information relating to the Company is made known to the CEO and CFO by others, particularly during the period in which the interim and annual filings are being prepared; and
- information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

As at September 28, 2024, an evaluation was carried out, under the supervision of the CEO and the CFO, of the design and operating effectiveness of the Company's DC&P. Based on this evaluation, the CEO and the CFO concluded that the Company's DC&P were appropriately designed and were operating effectively as at September 28, 2024.

INTERNAL CONTROL OVER FINANCIAL REPORTING

The CEO and CFO have also designed internal controls over financial reporting ("ICFR"), or have caused them to be designed under their supervision, in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS using the framework established in "Internal Control – Integrated Framework (COSO 2013 Framework) published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)". As at September 28, 2024, an evaluation was carried out, under the supervision of the CEO and the CFO, of the design and operating effectiveness of Rogers' ICFR. Based on that evaluation, they have concluded that the design and operation of the Company's internal controls over financial reporting were effective as at September 28, 2024.

In designing and evaluating such controls, it should be recognized that, due to inherent limitations, any controls, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and may not prevent or detect misstatements. Projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Additionally, management is obliged to use judgement in evaluating controls and procedures.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes in the Company's internal controls over financial reporting during the year that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

FORWARD-LOOKING STATEMENTS

This report contains statements or information that are or may be “forward-looking statements” or “forward-looking information” within the meaning of applicable Canadian securities laws. Forward-looking statements may include, without limitation, statements and information which reflect our current expectations with respect to future events and performance. Wherever used, the words “may,” “will,” “should,” “anticipate,” “intend,” “assume,” “expect,” “plan,” “believe,” “estimate,” and similar expressions and the negative of such expressions, identify forward-looking statements. Although this is not an exhaustive list, we caution investors that statements concerning the following subjects are, or are likely to be, forward-looking statements:

- Future demand and related sales volume for refined sugar and maple syrup;
- our LEAP Project;
- future prices of Raw #11;
- natural gas costs;
- beet sugar production forecast for our Taber facility;
- the level of future dividends;
- the status of government regulations and investigations; and
- projections regarding future financial performance.

Forward-looking statements are based on estimates and assumptions made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate and reasonable in the circumstances, but there can be no assurance that such estimates and assumptions will prove to be correct. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Actual performance or results could differ materially from those reflected in the forward-looking statements, historical results or current expectations. Readers should also refer to the section “Risks and Uncertainties” in this MD&A for additional information on risk factors and other events that are not within our control. These risks are also referred to in our Annual Information Form in the “Risk Factors” section.

Although we believe that the expectations and assumptions on which forward-looking information is based are reasonable under the current circumstances, readers are cautioned not to rely unduly on this forward-looking information as no assurance can be given that it will prove to be correct. Forward-looking information contained herein is made as at the date of this MD&A and we do not undertake any obligation to update or revise any forward-looking information, whether a result of events or circumstances occurring after the date hereof, unless so required by law.