AutoCanada

2025

Annual Information Form

March 27, 2026

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General Disclosure Matters

Certain References and Glossary

In this Annual Information Form ("AIF"), unless the context otherwise requires, references to "AutoCanada", "ACI", the "Company", "we", "us", "our" or similar terms refer to AutoCanada Inc. together with its subsidiaries.

The "Glossary of Terms" attached as Schedule A to this AIF contains definitions of terms used in this AIF.

Presentation of Continuing Operations and Discontinued Operation

On December 31, 2025, the Company continued to be engaged in an active program to locate buyers for its retail automobile dealerships in its U.S. Operations segment. The Company's retail automobile dealerships in its U.S. Operations segment represent a geographical area of the Company's operations, therefore, its results have been presented as a discontinued operation.

The Company's retail automobile dealerships, collision operations, and related businesses in its Canadian Operations and its collision operations in its U.S. Operations are presented herein as continuing operations. The Company's RightRide division in its Canadian Operations and retail automobile dealerships in its U.S. Operations have been classified and presented as discontinued operations. Refer to Section 5 Acquisitions, Divestitures, and Other Recent Developments in the Annual MD&A and the Annual Financial Statements for further information.

Date of Information

The information in this AIF is presented as of December 31, 2025, unless otherwise indicated.

Forward Looking Information

Certain statements contained in this AIF are forward-looking statements and information (collectively "forward-looking statements"), within the meaning of the applicable Canadian securities legislation. We hereby provide cautionary statements identifying important factors that could cause actual results to differ materially from those projected in these forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, or future events or performance (often, but not always, through the use of words or phrases such as "will likely result", "are expected to", "will continue", "is anticipated", "projection", "vision", "goals", "objective", "target", "schedules", "outlook", "anticipate", "expect", "estimate", "could", "should", "plan", "seek", "may", "intend", "likely", "will", "believe", "shall" and similar expressions) and the financial outlook with respect to the transformation plan are not historical facts and are forward-looking and may involve estimates and assumptions and are subject to risks, uncertainties and other factors some of which are beyond our control and difficult to predict.

Accordingly, these factors could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements and financial outlook. Therefore, any such forward-looking statements and financial outlook are qualified in their entirety by reference to the factors discussed throughout this document.

In particular, material forward-looking statements and financial outlook in this AIF include, but are not limited to, statements on the following:

- intentions for future growth and its effect on financial operations;
- expectations regarding the future of the Canadian and U.S. automotive retail industry and consumer habits;
- expectations that an extended manufacturer's warranty will increase our potential to retain pre-owned vehicle purchasers as future parts and service customers;
- expectations regarding the accuracy of information from internal research, independent industry publications, government publications and reports by market research firms or other published independent sources;
- statements regarding the impact of cybersecurity incidents or other privacy incidents;
- expectations regarding macroeconomic factors including fuel prices, recessions, and interest rates;
- expectations regarding the imposition of tariffs and the resulting consequences;
- intentions to improve our used vehicle trade-in valuation process;
- intentions surrounding our incentive and compensation plans;
- future focus of marketing efforts;
- expectations of the effect of credit conditions on our future operations;
- expectations that a higher percentage of all repair work will be performed at dealerships;
- expectations on the retention of long-term customers;
- anticipation that lease options will be exercised for dealership land and buildings;

- statements regarding the acquisition of franchises in which we currently do not have a relationship;
- statements regarding the amount of time it takes for acquisitions and open points to achieve normalized performance;
- statements regarding our competitive strengths and their effect on operations in the future;
- expectations that our supply of vehicles will meet the demand in our markets;
- statements regarding acquisition opportunities and AutoCanada's acquisition plans;
- statements regarding the timing, cost, and structure of dealership and collision centre acquisitions;
- statements regarding the timing and estimated construction costs of dealership relocations and reimagings;
- statements regarding the timing of open point franchises commencing operations, estimated construction costs, and sales targets;
- the impact of and estimates related to dealership real estate relocations and purchases and its impact on liquidity, financial performance and the Company's capital requirements;
- guidance with respect to the number of future acquisitions and open point opportunities;
- targets for used vehicle sales and the used-to-new retail ratio and expectations with respect to the benefit of used vehicle sales;
- potential future impact of provisions in our credit agreements;
- the future impact of internet and e-commerce on the Company;
- anticipated compliance with governmental regulations and assumptions with respect to changes in regulations;
- statements we have made regarding future dividends of the Company including the effect of acquisitions on earnings of the Company and the payment of dividends;
- the impact of currency fluctuations on dealerships' performance;
- the trend of more expansive and stricter environmental legislation and regulations being likely to continue;
- statements regarding future environmental liabilities;
- expectations regarding seasonal variations in revenues;
- statements regarding S&P issuer credit ratings;
- expectations to incur additional administrative and legal costs as the Company adds additional dealerships and collision centres;
- the impact of working capital requirements and its impact on future liquidity;
- the anticipated benefits of initiatives for the Company, including the initiatives that form part the Company's strategic transformation plan, and the impact of these initiatives on the Company's results of operations and leverage;
- expectations relating to the strategy, development and milestones of the Company's Used Digital Division, Service Bay Occupancy and Business Development Centre, Parts and Service department, Collision Repair department, including the Direct Repair Program, collision centres and the Company's wholesale initiative;
- intentions regarding optimization of the Company's finance and insurance segment; and
- expectations regarding the impact of the Ukrainian and Middle East conflicts and the impact of global pandemics, and extreme weather events on vehicle production, shipping and parts shortages.

Forward-looking statements and financial outlook provide information about management's expectations and plans for the future and may not be appropriate for other purposes. Forward looking statements and financial outlook are based on various assumptions, and expectations that AutoCanada believes are reasonable in the circumstances. No assurance can be given that these assumptions and expectations will prove correct. Those assumptions and expectations are based on information currently available to AutoCanada, including information obtained from third-party consultants and other third-party sources, and the historic performance of AutoCanada's businesses. AutoCanada cautions that the assumptions used to prepare such forward-looking statements and financial outlook could prove to be incorrect or inaccurate.The following list of assumptions is not exhaustive. The material factors and assumptions used to develop the forward-looking statements and financial outlook include, but are not limited to, the following:

- no significant adverse changes to the automotive market, competitive conditions, the supply and demand of vehicles, parts and service, and finance and insurance products;
- stability of general domestic economic, market, and business conditions;

- no significant disruption of our operations such as may result from harsh weather, natural disaster, accident, civil unrest, epidemic, pandemic or other calamitous event;
- stability of our supply chain;
- demand for our products and our cost of operations;
- assumptions regarding stability of our automobile manufacturers and our platform agreements with automobile manufacturers;
- no significant unexpected technological events or commercial difficulties that adversely affect our operations, including any cybersecurity incidents;
- the market's ability to continue to adapt to the impacts of the Ukrainian and Middle East conflicts;
- the development of the Company's Used Digital Retail initiative and the future operating results of the Company's Used Digital Division;
- continuing availability of economical capital resources;
- executing our U.S. divestiture strategy depends on market demand, the satisfactory completion of due diligence, OEM approvals, and other necessary consents;
- staffing optimization, improved store efficiencies and productivity gains, and consolidation of operations will decrease labour and overhead costs within the transformation plan;
- our ability to maintain our credit rating and achieve our performance targets; and
- no significant construction delays that may adversely affect the timing of dealership relocations and renovations.

By their very nature, forward-looking statements and financial outlook involve numerous assumptions, risks and uncertainties, both general and specific. Should one or more of these risks and uncertainties materialize or should underlying assumptions prove incorrect, as many important factors are beyond our control, AutoCanada's actual performance and financial results may vary materially from those estimates and expectations contemplated, expressed or implied in the forward-looking statements and financial outlook. The forward-looking statements and financial outlook are subject, but not limited to, the following risks and uncertainties: The risks, uncertainties and other factors, many of which are beyond our control, that could influence actual results include, but are not limited to:

- levels of unemployment in our markets and other macroeconomic factors including fuel prices, recessions, and interest rates;
- a sustained downturn in consumer demand and economic conditions in key geographic markets;
- the impact of global pandemics, technological failures, fires, extreme weather conditions, including any impacts on the supply of vehicles, general economic conditions and local operations at the Company's dealerships or offices;
- successful execution of the transformation plan;
- the impact of data protection breaches and cyber-attacks;
- rapid appreciation or depreciation of the Canadian dollar relative to the U.S. dollar;
- the ability to import vehicles and parts that are manufactured outside of Canada, including as a result of any instability to our supply chain or the imposition of any tariffs, duties or other trade restrictions;
- changes in consumer protection legislation impacting pricing, returns, warranties, data privacy, or other other compliance matters impacting automotive retailers or OEMs;
- adverse conditions affecting one or more automobile manufacturers, including but not limited to bankruptcies/insolvency proceedings, recalls or class actions;
- the ability of consumers to access automotive loans and leases;
- competitive actions of other companies and generally within the automotive industry;
- our dependence on sales of new and used vehicles to achieve sustained profitability;
- our OEMs ability to provide a desirable mix of popular new vehicles;
- our OEMs ability to produce cost-effective new vehicles under new laws and regulations designed to address climate change concerns;
- the impact of the conflicts in Ukraine and in the Middle East on, among others, vehicle production, parts shortages and shipping;
- the ability to continue financing inventory under similar interest rates;
- our OEMs ability to continue to provide manufacturer incentive programs;
- the loss of key personnel and limited management and personnel resources;

- the ability to refinance or renew credit agreements in the future;
- the ability to renew dealership properties and stand-alone collision centres leases in the future;
- changes in applicable environmental, taxation and other laws and regulations as well as how such laws and regulations are interpreted and enforced;
- fluctuations in foreign exchange rates and tax rates;
- fluctuating general economic cycles, consumer confidence, discretionary spending, fuel prices, interest rates and credit availability;
- risks inherent in the ability to generate sufficient cash flow from operations to meet current and future obligations;
- the risk that the cost-out initiatives and operational efficiencies realized under the transformation plan may not be sustained or durable over the long term;
- risk factors with respect to the successful execution of our U.S. divestiture strategy are the willingness of buyers, economic stability, and other external factors;
- the impact of manufacturers who sell vehicles direct-to-consumers;
- the impact of all-electric vehicles, autonomous vehicles, and ride-sharing services;
- the ability to renew automobile dealership franchise agreements;
- the ability to obtain OEM approvals for acquisitions, and the uncertainty related to the successful integration of such acquisitions; and
- the other risk factors set forth herein under the heading "Risk Factors" and elsewhere in this AIF and the documents incorporated by reference herein.

Accordingly, these factors could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements and financial outlook. Therefore, any such forward-looking statements and financial outlook are qualified in their entirety by reference to the factors discussed throughout this document.

When relying on our forward-looking statements and financial outlook to make decisions with respect to AutoCanada, investors and others should carefully consider the preceding factors, other uncertainties and potential events. Any forward-looking statements and financial outlook are provided as of the date of this document and, except as required by law, AutoCanada does not undertake to update or revise such statements to reflect new information, subsequent or otherwise. For the reasons set forth above, investors should not place undue reliance on forward-looking statements or financial outlook.

Documents Incorporated by Reference

Information has been incorporated by reference in this AIF from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of the Company at 200-15511 123 Avenue NW, Edmonton, Alberta T5V 0C3, telephone: (780) 732-3157. In addition, copies of documents incorporated by reference may be obtained from the securities commissions or similar authorities in Canada through the System for Electronic Document Analysis and Retrieval ("SEDAR+") website at www.sedarplus.ca.

The following documents of AutoCanada are specifically incorporated by reference in this AIF:

(1) the Company's audited consolidated financial statements and the notes thereto as at and for the years ended December 31, 2025 and 2024, and the auditor's report thereon (the "Annual Financial Statements"); and

(2) the management's discussion and analysis of the financial condition and results of operations of the Company for the year ended December 31, 2025 (the "Annual MD&A").

Documents referenced in any of the documents incorporated by reference in this AIF but not expressly incorporated by reference therein or herein are not incorporated by reference in this AIF.

Non-GAAP and Other Financial Measures

Cautionary Note Regarding Non-GAAP Measures

Adjusted EBITDA is not an earnings measure recognized by GAAP and does not have a standardized meaning prescribed by GAAP. Investors are cautioned that this non-GAAP measure should not replace net earnings or loss (as determined in accordance with GAAP) as an indicator of the Company's performance, of its cash flows from operating, investing and financing activities, or as a measure of its liquidity and cash flows. The Company's methods of calculating the referenced non-GAAP measure may differ from the methods used by other issuers. Therefore, this measure may not be comparable to similar measures presented by other issuers. This measure is identified and described under section "13. Non-GAAP and Other Financial Measures" of the Annual MD&A. Refer to section "14. Non-GAAP and Other Financial Measure Reconciliations" of the Annual MD&A for reconciliations of non-GAAP and other financial measures.

Supplementary Financial Measures

This AIF contains "SUPPLEMENTARY FINANCIAL MEASURES". See Section "13. Non-GAAP and Other Financial Measures" of the Annual MD&A for further information regarding these measures.

Reader Advisory

This AIF typically refers to the operating results for the year ended December 31, 2025 of the Company and compares these to the operating results of the Company for previous years. All amounts presented in this AIF are reported in Canadian dollars and have been rounded to the nearest thousand dollars, unless otherwise stated.

Corporate Structure

AutoCanada Inc. was incorporated under the *Canada Business Corporations Act* ("CBCA") on October 29, 2009 in connection with participating in the Arrangement. ACI amalgamated with its wholly-owned subsidiary, AutoCanada GP Inc., on January 1, 2011 and continued under the name AutoCanada Inc.

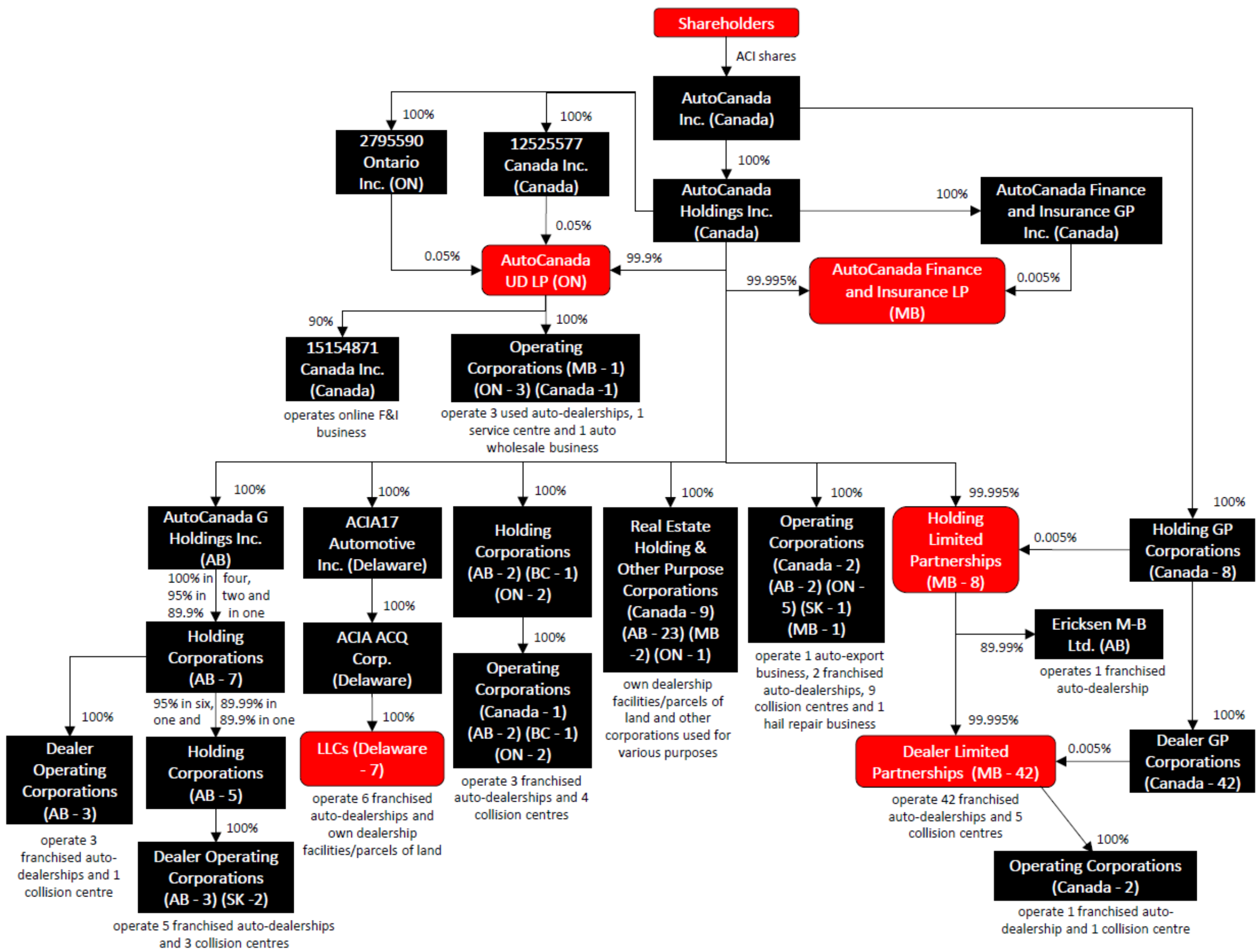
The principal and head office of ACI is located at 200 – 15511 123 Avenue NW, Edmonton, Alberta T5V 0C3. The registered office of ACI is located at 1900, 520 3rd Avenue SW, Calgary, Alberta T2P 0R3.

Intercorporate Relationships

The significant subsidiaries of ACI are AutoCanada Holdings Inc., a wholly-owned subsidiary incorporated under the CBCA, and each of the Holding LPs and Dealer LPs. AutoCanada Holdings Inc. was incorporated under the CBCA on October 29, 2009.

Each of the Holding LPs and Dealer LPs is a limited partnership formed under the laws of the Province of Manitoba. Each Dealer LP had been formed to acquire the assets and undertaking relating to one of the franchised automobile dealerships. Each of the Holdings GPs and the Dealer GPs were incorporated under the CBCA.

The following chart illustrates our corporate structure as at December 31, 2025:



Overview and Development of Our Business

In 2001, after growing the business to five franchised automobile dealerships, the Company’s predecessor entity, the Fund, began to implement a strategy to become a national multi-location automobile dealership group in Canada, a strategy that had been successfully executed by that time by owners of several franchised automobile dealers in the United States. By the end of 2005, the Fund had expanded the number of franchised dealerships owned or operated by it to fourteen and in 2006, the Fund completed an IPO on the TSX and continued to execute its business strategy.

Three-Year History

The following is a three-year business history of the Company’s significant events, including acquisitions, dispositions, Open Points, and debt and equity offerings:

- January 2023 - S&P Global Ratings ("S&P") issued a research update where the Company's Issuer Credit Rating remains unchanged at 'B+'
- February 2023 - The Company entered into the third amending agreement, which amended the third amended and restated credit agreement ("Third ARCA"), and amended and extended its existing credit facility to increase its total aggregate bank facilities to $1.6 billion (the "Existing Credit Facility"). This included increasing the Company's revolving credit limit to $375 million from $275 million. The Company maintained a three-year tenor by extending the maturity date to April 14, 2026
- February 2023 - Acquired 100% of the shares of 5121175 Manitoba Ltd. ("DCCHail"), a paintless dent repair business located in Calgary, Alberta. DCCHail operates with a national presence and specializes in the insurance claim management process and repair of hail damaged vehicles
- March 2023 - The Company announced the continuation of Kijiji’s role as the Company’s preferred online marketplace partner in Canada, as well as the integration of consumer solutions developed by the Company’s Used Digital Division on Kijiji, including a solution to offer F&I products as well as an instant cash offer to Kijiji users
- April 2023 - Acquired substantially all of the assets of Premier Chevrolet Cadillac Buick GMC dealership and collision centre located in Windsor, Ontario
- May 2023 - Acquired 100% of the shares of London Auto Collision, a collision centre located in London, Ontario
- June 2023 - S&P issued a research update where the Company's Issuer Credit Rating remained unchanged at 'B+'
- September 2023 - The Company and CanadaOne Auto agreed to resolve their legal proceedings that were commenced in 2019. As part of this resolution, AutoCanada agreed to sell to CanadaOne Auto properties on which two of CanadaOne Auto’s dealerships are located, and CanadaOne Auto agreed to amend the leases for two AutoCanada dealerships located on properties owned by CanadaOne Auto
- September 2023 - Announced that Jeff Thorpe, who joined the Company as President, Canadian Operations in April 2022, will have responsibility for all operations in North America as President, North American Operations and Brian Feldman, who joined as Senior Vice President, Canadian Operations and Disruptive Technologies in April 2022, was promoted to Chief Operating Officer of the Company
- October 2023 - Drew Forret joined the Company as Chief Administrative and Transformation Officer
- December 2023 - The Company announced the investment by iA Financial Group of $25 million for a 10% equity interest in AutoCanada's new business unit that will sell finance, insurance and warranty products to buyers of private owner-sold vehicles on Kijiji's online marketplaces (the "Online C2C F&I Business"). AutoCanada also announced the purchase of the minority 19.1% interest in its Used Digital Division that is owned by AutoCanada UD LP ("UDLP") from Paul Antony, the Executive Chair of the Company, and others for $23.9 million in cash, funded from the proceeds of the iA Financial Group investment, and $7.5 million in share units issuable to Paul Antony
- February 2024 - Entered into a $75 million interest rate swap with a fixed one-month Canadian Dollar Offered Rate ("CDOR") of 3.77%
- February 2024 - Completed the sale of two properties located in British Columbia and Alberta
- March 2024 - The newly built open point dealership, Maple Ridge GM, located in Maple Ridge, B.C., commenced operations

- April 2024 - Entered into an amended and restated credit agreement that matures on April 22, 2027 (the "Fourth ARCA", which amended and restated the Third ARCA. The Fourth ARCA created a new $25 million capital expenditure term facility and a corresponding $25 million accordion facility, increased aggregate bank facilities from $1.610 billion to $1.635 billion with no changes to the revolving, wholesale flooring, and wholesale leasing facilities, included administrative enhancements to the Company's ability to floor more used vehicles, and transitioned from CDOR to the Canadian Overnight Repo Rate Average ("CORRA")
- May 2024 - Completed the sale of specific land and building in Alberta
- May 2024 - Dennis DesRosiers and Lee Matheson retired from the Board of Directors
- May 2024 - Steve Carlisle and Christopher Harris were elected to the Board of Directors
- June 2024 - Announced the resignation of Azim Lalani from the role of Chief Financial Officer and appointment of Samuel Cochrane as the new Chief Financial Officer
- June 2024 - Acquired substantially all of the assets of Nurse Chevrolet Cadillac dealership and collision centre located in Oshawa, Ontario
- June 2024 - Announced that CDK Global ("CDK"), a third-party provider of information systems used by the Company, was experiencing a cyber incident and had shut down a majority of its systems, including systems necessary to support our dealer management system (the "CDK Outage")
- June 2024 - Lenders under the Fourth ARCA agreed to increase Total Net Funded Debt to Bank EBITDA Ratio covenant requirement from 4.00 to 4.50 for the period from June 28, 2024 to September 29, 2024
- July 2024 - S&P issued a research update where the Company's Credit Rating was reaffirmed at 'B+' and outlook was revised from 'Stable' to' Negative'
- August 2024 - The Company announced that it identified a cybersecurity incident that has impacted its internal IT systems
- September 2024 - Completed the strategic divestiture of two Stellantis stores located in Ponoka, Alberta and Airdrie, Alberta
- September 2024 - The Company announced the restructuring of its RightRide operations, including the closure of several underperforming locations within RightRide
- September 2024 - Amended the Fourth ARCA for additional covenant headroom for the period from September 30, 2024 to September 30, 2025
- November 2024 - Completed the strategic sale of Okanagan Chrysler, located in Kelowna, British Columbia
- November 2024 - Entered into a $127.8 million forward interest rate swap with a fixed one-month CORRA of 3.12% effective March 3, 2025 and a $50 million forward interest rate swap with a fixed one-month CORRA of 3.11% effective June 2, 2025
- December 2024 - Amended the Fourth ARCA pursuant to which the lenders, borrowers and guarantors thereunder agreed to amend the definition of EBITDA to include add-backs of up to CAD $35 million for specific one-time expenses, including USD $20 million provisioned for the Federal Trade Commission settlement cost
- February 2025 - The Company terminated its Volvo franchise at Bloomington/Normal Auto Mall, located in Illinois, for cash consideration of $0.9 million
- March 2025 - The Company closed all remaining locations within RightRide
- March 2025 - Terminated an agreement with a subsidiary within the Canadian Operations segment, which impacts the contractual rights over the subsidiary. The termination agreement requires the counterparty to pay the Company $14.5 million for repayment of loans in addition to $15.6 million for accrued interest, accrued royalty fees, and a termination fee
- March 2025 - Lenders under the Fourth ARCA agreed to increase the Company's maximum permitted Total Net Funded Debt to Bank EBITDA Ratio from 5.50:1.00 to 6.00:1.00 for the period from April 1, 2025 to June 30, 2025
- April 2025 - Completed the sale of North Toronto Auction, a used vehicle auction business operating in Innisfil, Ontario
- May 2025 - The Company terminated its Alfa Romeo and FIAT franchise at Maple Ridge Chrysler Dodge Jeep Ram & Fraser Valley Alfa Romeo, located in Maple Ridge, British Columbia
- July 2025 - The Company announced that Paul Antony will transition from his role as Executive Chair
- July 2025 - The Company announced that it has entered into definitive agreements to sell 13 franchised dealerships in its U.S. Operations segment for expected aggregate proceeds of approximately $82.7 million which includes approximately $6.4 million for real estate
- July 2025 - Completed the sale of Crystal Lake Chrysler Dodge Jeep Ram, located in Crystal Lake, Illinois
- August 2025 - Felix-Etienne Lebel was appointed to the Board of Directors

- August 2025 - Completed the sale of Chevrolet of Palatine and Hyundai of Palatine, located in Palatine, Illinois
- August 2025 - Completed the sale of North City Honda, located in Chicago, Illinois
- September 2025 - S&P revised the Company's outlook from 'Negative' to 'Stable'
- October 2025 - Acquired Doug's Place Strathcona, a collision and refinish repair facility located in Edmonton, Alberta
- October 2025 - The Company announced the appointment of Samuel Cochrane, AutoCanada's Chief Financial Officer, to the role of Interim Chief Executive Officer. Concurrently, the Executive Chair transitioned out of his role as AutoCanada's Executive Chair and as a director of the Company
- October 2025 - The Company announced Peter Hong will be transitioning out of his role as Chief Strategy Officer & General Counsel of the Company at the end of the year
- November 2025 - Announced that Brian Feldman, Chief Operating Officer, and Jeff Thorpe, President, North American Operations, will be transitioning out of their respective roles. Mikel Pestrak was promoted to Interim President, Dealership Operations. Art Crawford was promoted to President, Collision Operations. Cynthia Hill was promoted to Executive Vice President, General Counsel and Corporate Secretary
- December 2025 - Fade Bouras joined the Company as the Chief Operating Officer and John North was appointed to the Board of Directors
- December 2025 - Received TSX approval for the Company's normal course issuer bid
- January 2026 - Completed the acquisition of Modern Autobody, a single-location collision and refinish repair facility located in Edmonton, Alberta
- January 2026 - Completed the sale of Toyota of Lincoln Park, located in Chicago, Illinois
- February 2026 - The Company announced the appointment of Samuel Cochrane, AutoCanada's Chief Financial Officer, to the role of Chief Executive Officer. Mr. Cochrane will also serve as Interim Chief Financial Officer while the Company initiates a search for a permanent Chief Financial Officer
- March 2026 - Completed the sale of Kia of Lincolnwood, located in Lincolnwood, Illinois
- March 2026 - The Company announced it had received consent from its lending syndicate to increase its maximum permitted Total Net Funded Debt to Bank EBITDA Ratio from 4.00:1.00 to 4.50:1.00 through to June 30, 2026

Please refer to "Description of the AutoCanada Business – Acquisitions, Divestitures, and Relocations" for further information on the above acquisitions and divestitures and "Description of the AutoCanada Business – Financing".

DESCRIPTION OF THE AUTOCANADA BUSINESS

Overview

AutoCanada is a leading North American multi-location automobile dealership group currently operating 75 franchised dealerships, comprised of 25 brands. The Company has operations in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick and Nova Scotia, as well as Illinois, USA. AutoCanada operates through two reportable segments: the Canadian Operations segment and the U.S. Operations segment. Each reportable segment is comprised of retail automobile dealerships and related businesses. In addition, AutoCanada's Canadian Operations segment currently operates three independent used vehicle dealerships, and 18 stand-alone collision centres within our group of 33 collision centres. In 2025, our Canadian dealerships sold approximately 71,000 new and used retail vehicles.

See the table in "Description of the AutoCanada Business – Locations" for a list of the franchised automobile dealerships owned by us as at December 31, 2025 and the year such dealerships were opened or acquired.

We are currently authorized to sell through our dealerships the following new vehicle brands: Acura, Audi, BMW, Buick, Cadillac, Chevrolet, Chrysler, Dodge, Ford, GMC, Honda, Hyundai, Infiniti, Jeep, Kia, Lincoln, Mazda, Mercedes-Benz, MINI, Nissan, Porsche, Ram, Subaru, Toyota, and Volkswagen. In addition, we sell a broad range of used vehicles. We also offer a full range of vehicle parts, vehicle maintenance and collision repair services and facilitate the sale of third party finance and insurance products, extended warranties and replacement and after-market automotive products.

Our current multi-location model of dealerships enables us to serve a diversified geographic customer base and enjoy benefits and advantages not available to single location dealerships. Our Canadian operations span across eight provinces, and are also diversified within these provinces serving numerous communities and regions. In the U.S., we expanded our footprint into the Chicago metropolitan area and in August 2019, we rebranded our U.S. operations as the Leader Automotive Group. As a result of our geographical footprint, we are able to gain the advantages associated with a "platform" of dealerships in a geographic area, including centralized administrative functions, cost-sharing and communication of best practices specific to a local market.

We have more than doubled the number of dealerships owned since 2013 through both acquisitions and new open point locations, being those new franchised automobile dealerships opened, or to be opened, pursuant to the right to open a new franchised automobile dealership in a specific location granted to a dealer by an automobile manufacturer.

AutoCanada owns some of the top performing dealerships in Canada and strives to be a "dealer of choice" for its original equipment manufacturer partners. Our goals are to maximize the profit potential of every dealership and to generate additional long-term growth both organically and through strategic, accretive acquisitions. We believe there is a strong pipeline of potential acquisitions and we review opportunities on an ongoing basis; however, we take a conservative approach to potential acquisitions, focusing on opportunities that are accretive, conservative to our balance sheet and allow for portfolio diversification and/or other strategic benefits to the Company.

Our franchised automobile dealerships are operated as distinct profit centres in which the general managers are given significant autonomy within overall operating guidelines. This autonomy, combined with the general managers' understanding of their local markets, enables the general managers to effectively run day-to-day operations, market to customers and recruit new employees. Our general managers are required to take an active, hands-on approach to operating their respective dealerships. Each general manager is supported by a complete management team that provides oversight and management of the business. The financial controllers report directly to the head office finance group. Our reporting structure is designed to facilitate the sharing of ideas and market intelligence in an efficient and effective manner.

Sources of Revenue

We generate revenues from five inter-related business operations: new vehicle sales; used vehicle sales; parts and service; collision repair; and finance and insurance. The following table shows the revenues from the five business operations for each reportable segment for the two most recently completed financial years.

	As at December 31, 2025			As at December 31, 2024 Revised [1]		
	Canada $	U.S. $	Total $	Canada $	U.S. $	Total $
New vehicles	2,228,326	279,405	2,507,731	2,306,112	352,832	2,658,944
Used vehicles	1,752,478	124,885	1,877,363	2,054,855	254,932	2,309,787
Parts and service	515,217	84,239	599,456	556,297	101,955	658,252
Collision repair	149,543	2,088	151,631	130,913	—	130,913
Finance, insurance and other	258,674	22,539	281,213	303,495	37,581	341,076
Revenue	4,904,238	513,156	5,417,394	5,351,672	747,300	6,098,972
Revenue from discontinued operation	(10,006)	(511,068)	(521,074)	(80,123)	(747,300)	(827,423)
Revenue from continuing operations	4,894,232	2,088	4,896,320	5,271,549	—	5,271,549

[1] *Comparative period revised to reflect current period presentation. See Note 18 Discontinued operations in the Annual Financial Statements for additional information.*

New Vehicle Sales

Our retail new vehicle sales include new vehicle sales and other similar agreements, which are made by our franchised automobile dealerships. In addition to the profit from the sale itself, a typical new vehicle sale or lease transaction creates key profit opportunities for our dealerships from the resale of any trade-in vehicle purchased by the dealer, sale of third party finance or lease transactions and vehicle service and insurance contracts in connection with the retail sale, and service and repair of the vehicle during and after the warranty period.

New vehicle leases, which are generally provided by third parties, typically have shorter terms, resulting in customers returning to a dealership more frequently than in the case of financed purchases.

In addition, leases provide us with a source of late-model, off-lease vehicles for our used vehicle inventory. Generally, leased vehicles remain under factory warranty for the term of the lease, allowing franchised automobile dealers to provide repairs and service to the customer throughout the lease term.

We acquire our new vehicle inventory from automobile manufacturers. Automobile manufacturers allocate products among their dealerships based primarily on historical sales volume and planned future sales. We monitor dealership ordering process (including quantity by model and trim level), inventory stocking levels for in-transit and landed units, inventory turnover and projected days' supply.

We finance our inventory purchases through floorplan financing provided by The Bank of Nova Scotia ("Scotiabank"), Canadian Imperial Bank of Commerce ("CIBC"), Royal Bank of Canada ("RBC"), ATB Financial ("ATB"), Bank of Montréal ("BMO"), The Toronto-Dominion Bank ("TD"), VW Credit Canada Inc. ("VCCI"), BMW Financial Services Canada ("BMW Financial"), Mercedes-Benz Financial ("MB Financial"), General Motors Financial of Canada, Ltd. ("GM Financial"), and Ally Financial Inc. ("Ally Financial").

Used Vehicle Sales

Our new vehicle operations (excluding our Used Digital Division) provide a large supply of high quality trade-ins and some off-lease vehicles, both of which are sources of attractive used vehicle inventory. Our dealers supplement their used vehicle inventory with purchases at auctions and from approved wholesalers.

Used vehicle sales give us an opportunity to further increase our revenues by aggressively pursuing customer trade-in vehicles, increase service contract sales, provide parts and services required in the maintenance of a used vehicle, perform reconditioning work on trade-ins and provide financing to used vehicle purchasers. Used vehicles are sold either as retail sales through our franchised dealerships, or as wholesale sales through auction, used vehicle dealerships or vehicle wholesalers. Vehicles that are acquired through trade-in are assessed for certain criteria to determine if they meet our requirements to be sold as a used retail unit. Vehicles that do not meet our criteria are sold at auction, or in limited circumstances, via wholesale. We actively manage the quality and age of our used vehicle inventory and monitor our used inventory appraisal values, reconditioning costs, pricing, online marketing, stocking levels, turnover, and return on investment. We believe that monitoring these various processes results in greater sales volumes, higher turnover, and ultimately greater return on investment.

Various manufacturers provide franchised automobile dealers the opportunity to sell certified pre-owned vehicles by participating in automobile manufacturer certification programs. These vehicles are often eligible for new vehicle benefits such as preferred vehicle finance rates, better automobile warranties and an extension of the manufacturer's warranty. Manufacturer certified pre-owned vehicles typically sell at a premium compared to other used vehicles and are available only at franchised automobile dealerships. We believe that an extended manufacturer's warranty increases our potential to retain the pre-owned vehicle purchaser as a future parts and service customer since certified pre-owned warranty work can only be performed at franchised automobile dealerships.

Depending on the selling and economic cycle, used vehicle margins can exceed those for new vehicles. More significantly and more consistently, the downstream benefits associated with growing used retail vehicle sales drive higher returns and profitability as used retail vehicles represent an opportunity for our higher margin F&I (as defined below), parts and service, and collision repair segments (as defined below) while also adding stability to the business model.

Used vehicle sales have been a significant focus of the Company as we strive to increase our used-to-new retail units ratio. Used vehicle sales are typically less exposed to the cyclicality of the auto industry, as compared to new vehicle sales. Increasing our used-to-new retail units ratio is expected to diversify our revenue profile, as well as drive ancillary revenues in the higher margin parts and service, collision repair, and F&I divisions.

Used vehicles which have not been sold to a retail buyer are generally offered at auction, or in limited circumstances, sold to a wholesaler. Certain used vehicles acquired by us as "trade-ins" may not be suitable for sale in our used vehicle business because of their age, mileage or physical condition. Rather than reconditioning these vehicles for resale by us, we typically sell these vehicles immediately in the auction market, or in limited circumstances, sell them to a wholesaler. We do not regularly transfer used vehicles among our dealerships, except to provide balanced inventories of used vehicles at each of our dealerships. We monitor our dealerships' used inventory appraisal values, reconditioning costs, pricing, online marketing, stocking levels, turnover, and return on investment. We also monitor the amount of time it takes from purchasing the vehicle at auction or trade-in until the unit is marketed to the public. We believe that monitoring these various processes will result in greater sales volumes, higher turnover, and ultimately greater return on investment.

Parts and Service

Parts and service revenues consist of warranty and non-warranty vehicle maintenance and repairs. Additionally, this includes the sale of factory approved parts that are used in repairs made in the service department, sold at retail to customers, or sold at the wholesale level to independent repair shops and other dealerships. Certain dealerships have agreements with the automobile manufacturers that provide pricing to support wholesale operations. Our dealers employ parts managers who oversee parts inventories and sales. We continually monitor our parts inventories and make necessary adjustments frequently. Given our large network of dealers, we are also able to frequently share parts with each other, thereby increasing efficiencies. We continually monitor our parts inventories and make necessary adjustments to optimize operations.

Historically, the automotive repair industry has been highly fragmented, consisting of numerous small, independently owned service and repair garages. However, management believes that the advanced technology used in vehicles has made it difficult for independent repair shops to have the expertise required to perform higher margin repairs. Most of the service and repair facilities at gasoline service stations have closed as retail gasoline operators have largely abandoned this business. Additionally, automobile manufacturers generally require warranty work to be performed at their franchised automobile dealerships. We believe that an increasing percentage of all repair work will be performed at dealerships that have the sophisticated equipment and skilled personnel necessary to perform repairs and warranty work on today's complex vehicles. To maintain the necessary knowledge and skills required to service vehicles, we provide regular manufacturer-specific training to our new and existing technicians.

Our profitability in parts and service can be attributed to our comprehensive management system, including the use of variable rate pricing structures, cultivation of strong customer relationships through an emphasis on preventive maintenance, and the efficient management of parts inventory.

We use variable rate structures in both the compensation paid to our service employees and the rates charged to our customers that are designed to reflect the difficulty and sophistication of different types of repairs. The percentage mark-ups on parts are also variably priced based on market conditions for different parts.

Our franchised automobile dealers' parts departments support their sales and service departments, selling factory-approved parts for the vehicle makes and models sold by a particular franchised automobile dealer. Parts are either used in repairs made in the service department, sold at retail to customers, or sold at wholesale to independent repair shops and other dealerships.

One of our major goals is to retain each vehicle purchaser as a long-term customer of our parts and service department. To achieve this, some of our dealerships offer pre-paid maintenance packages at the time the vehicle is purchased. Through targeted marketing, we provide our customers with timely reminders to return for maintenance and servicing work. Additionally, some of our dealerships also offer loyalty programs. As a result of our efforts, a substantial number of our customers return to our dealerships for services.

We have a dedicated business development centre ("BDC") for the service departments of the Company's Canadian dealerships. This reduces decision-making at the individual dealer level and allows for the BDC to act as a centralized booking point for parts and service appointments to ensure operational efficiency of our respective facilities to drive increased profitability for AutoCanada.

Collision Repair

Collision repair revenues consist of damage repair to vehicles primarily from insurance claim repairs. Certain collision centres perform certified repair procedures in accordance with OEM certified repair standards.

Our profitability in collision repair can be attributed to our focus on OEM certified repair procedures, our dealership distribution network, and our strong customer relationships.

We use variable rate structures in both the compensation paid to our collision repair employees and the rates charged to our customers that are designed to reflect the difficulty and sophistication of different types of repairs. The percentage mark-ups on parts are also variably priced based on market conditions for different parts.

Finance and Insurance ("F&I")

Each sale of a vehicle provides us with the opportunity to sell OEM and third-party lease and finance products, creditor insurance, gap and replacement insurance, extended warranty, maintenance plans, vehicle protection products (i.e. rust proofing, tire & rim, dent & ding, and windshield protection) and other related products. We have the ability to offer financing solutions to customers across all credit profiles, including more credit-challenged individuals who normally only qualify for near-prime or sub-prime vehicle financing.In return for arranging third-party lease or financing for our customers, we receive a fee ("Finance Commissions") from the third-party lender upon completion of funding. These third-party lenders include the automobile manufacturers' captive finance companies and warranty divisions, selected commercial banks and a variety of other third-party lenders, including credit unions and regional auto finance lenders. We do not own a finance company and do not retain credit risk after a customer has received financing.

In addition to Finance Commissions, each vehicle sale creates opportunities to sell other profitable optional products, such as life, dismemberment and disability insurance, extended warranties and various other products for the customer. Our size and volume capabilities enable us to acquire these products at reduced fees compared to the industry average, which results in competitive advantages as well as acquisition related revenue opportunities.

Our key product portfolio is comprised of: Finance Commissions, creditor insurance, gap and replacement insurance, extended warranty, maintenance plans and vehicle protection plans (i.e. rust proofing, tire & rim, dent & ding, and windshield protection).

Restructuring and Operational Excellence Transformation Plan

In 2024, AutoCanada engaged Bain & Company, Inc. ("Bain") to assist in the creation and execution of a transformation plan (the "ACX Operating Method"). Consequently, the Company implemented a series of operational improvements to streamline costs, enhance profitability, and reduce financial leverage. Additionally, the Company conducted a strategic review of its non-core and underperforming assets. The Company remained almost singularly focused on completing the ACX Operating Method in 2025, dedicating significant management and operational attention to embedding sustainable cost and process efficiencies. This focus temporarily constrained frontline sales capacity and execution, as resources were directed toward ensuring long-term implementation success. As of December 31, 2025, the Company reached its cumulative annual run-rate cost savings target of $115.0 million. This result is consistent with the savings objectives and financial guidance previously disclosed by management. With the transformation now complete, the Company is positioning to refocus on normalizing sales activity in line with the broader market during 2026. This will enable the Company to realize operating leverage from a leaner, more durable cost structure, supporting sustained profitability and efficiency gains over the long term.

The ACX Operating Method is expected to drive structural operational efficiencies, ensuring a seamless experience for customers and employees while delivering sustainable shareholder value. By standardizing operations, the Company will enhance profitability, strengthen operational stability, and unlock significant synergies, reinforcing its long-term competitive position:

- *Economies of Scale* – AutoCanada's size and purchasing power offer the opportunity to realize both cost and revenue benefits related to its scale through deployment of the ACX Operating Method. Centralized shared services drive cost synergies in insurance, advertising, benefits, software, IT systems, car rentals, and dealership services. Revenue synergies stem from preferred provider status for retail service and warranty contracts, higher finance and insurance commissions, and standardized store operations.
- *Consistent and Efficient Regional Operations* – The ACX Operating Method ensures consistent profitability and stronger local market relationships.
- *Continuous Improvement* – Benchmarking across dealerships enables swift adoption of innovative strategies, enhances market adaptability, and fosters a culture of continuous improvement essential for industry-leading performance.
- *Geographic Diversification* – Optimizing stores through the ACX Operating Method strengthens the benefits of the Company's nationwide presence, mitigating economic risks in any single market.
- *Inventory Management Optimization* – Best practices in inventory management streamline allocation, minimize holding costs, and allow strategic inventory distribution to align with shifting consumer demand.

- *Attracting and Retaining Key Talent* – The Company's scale, performance, public status, and manufacturer partnerships enhance its appeal as an employer, supporting long-term talent retention at both dealership and corporate levels.

Locations

The following table lists the count and same store count for franchised dealerships, independent used dealerships, and collision centres, organized by province and state as at December 31, 2025.

Location	Franchised Dealerships	Same Store Franchised Dealerships [1]	Independent Used Dealerships	Same Store Independent Used Dealerships [1]	Collision Centres [2]	Same Store Stand-Alone Collision Centres [1]
Canada	**64**	**64**	**3**	**3**	**32**	**15**
Alberta	17	17	—	—	7	4
Atlantic	2	2	—	—	1	—
British Columbia	9	9	—	—	2	1
Manitoba	5	5	1	1	4	—
Ontario	23	23	2	2	10	7
Quebec	4	4	—	—	4	2
Saskatchewan	4	4	—	—	4	1
U.S.	**13**	**—**	**—**	**—**	**—**	**—**
Illinois [3]	13	—	—	—	—	—
Total	**77**	**64**	**3**	**3**	**32**	**15**

1. *Same store means the franchised automobile dealership, independent used dealerships, and stand-alone collision centre has been owned for at least one full year since opening or acquisition. After one full year, the operating location is then considered in the quarter, thereafter,as same store. Same store results are based on continuing operations.*
2. *Collision centres includes 17 stand-alone collision centres within our group of 32 collision centres.*
3. *This franchise dealership count includes 2 individual storefronts that consists of multiple franchises. One including: Audi, Mercedes-Benz, Lincoln, Subaru, and Volkswagen and another including: Porsche, Audi, Mercedes-Benz and Volkswagen.*

The following table shows the location of our franchised dealerships as at December 31, 2025.

Dealership (Name, Location)	Franchise Represented	Year Established	Year Acquired by ACI
BRITISH COLUMBIA			
Abbotsford Volkswagen, Abbotsford	Volkswagen	1986	2011
Chilliwack Volkswagen, Chilliwack	Volkswagen	2002	2011
Maple Ridge Chrysler Dodge Jeep Ram, Maple Ridge	Stellantis	1975	2005
Maple Ridge Chevrolet Buick GMC, Maple Ridge	General Motors	2024	2024
Maple Ridge Volkswagen, Maple Ridge	Volkswagen	1999	2008
Northland Chrysler Dodge Jeep Ram, Prince George	Stellantis	1990	2002
Northland Hyundai, Prince George	Hyundai	1990	2005
Northland Nissan, Prince George	Nissan	2007	2007
Island Chevrolet Buick GMC, Duncan	General Motors	1971	2013
ALBERTA			
Courtesy Chrysler Dodge Jeep Ram, Calgary	Stellantis	1987	2013
Crowfoot Hyundai, Calgary	Hyundai	2005	2014
Northland Volkswagen, Calgary	Volkswagen	1972	2014
Fish Creek Nissan, Calgary	Nissan	2003	2014
Hyatt Infiniti, Calgary	Infiniti	2001	2014
Tower Chrysler Dodge Jeep Ram, Calgary	Stellantis	1976	2014
Crosstown Chrysler Dodge Jeep Ram, Edmonton	Stellantis	1951	1994
Capital Chrysler Dodge Jeep Ram, Edmonton	Stellantis	1978	2003
Mercedes Benz Heritage Valley, Edmonton	Mercedes Benz	2007	2018
Grande Prairie Chrysler Dodge Jeep Ram, Grande Prairie	Stellantis	1986	1998
Grande Prairie Hyundai, Grande Prairie	Hyundai	2005	2005
Grande Prairie Nissan, Grande Prairie	Nissan	1969	2007
Grande Prairie Subaru, Grande Prairie	Subaru	1995	1998
Grande Prairie Volkswagen, Grande Prairie	Volkswagen	1975	2013
Sherwood Park Hyundai, Sherwood Park	Hyundai	2006	2006
Sherwood Park Volkswagen, Sherwood Park	Volkswagen	2017	2017
Parkland Chrysler Dodge Jeep Ram, Spruce Grove	Stellantis	2015	2015

Dealership (Name, Location)	Franchise Represented	Year Established	Year Acquired by ACI
SASKATCHEWAN			
Dodge City Chrysler Dodge Jeep Ram, Saskatoon	Stellantis	1969	2014
Mann-Northway Auto Source, Prince Albert	General Motors	1914	2014
Bridges Chevrolet Buick GMC, North Battleford	General Motors	1976	2014
Saskatoon Motor Products, Saskatoon	General Motors	1973	2014
MANITOBA			
Eastern Chrysler Dodge Jeep Ram, Winnipeg	Stellantis	1946	2013
McNaught Cadillac Buick GMC, Winnipeg	General Motors	1976	2014
Audi Winnipeg, Winnipeg	Audi	1972	2013
St. James Volkswagen, Winnipeg	Volkswagen	1972	2013
Kelleher Ford, Brandon	Ford	1990	2022
ONTARIO			
Brantford Honda, Brantford	Honda	1987	2021
Guelph Kia, Guelph	Kia	1999	2021
Acura of Hamilton, Hamilton	Acura	2004	2021
Kia of Hamilton, Hamilton	Kia	1999	2021
Plaza Nissan, Hamilton	Nissan	2015	2021
Subaru of Hamilton, Hamilton	Subaru	2002	2021
London Honda, London	Honda	1976	2021
London Kia, London	Kia	2003	2021
South London Nissan, London	Nissan	1997	2021
London Infiniti, London	Infiniti	1997	2021
Waterloo Honda, Waterloo	Honda	2019	2021
401 Dixie Hyundai, Mississauga	Hyundai	1996	2010
Wellington Motors, Guelph	Stellantis	1940	2016
Guelph Hyundai, Guelph	Hyundai	1984	2016
417 Nissan, Ottawa	Nissan	2015	2015
Cambridge Hyundai, Cambridge	Hyundai	1996	2008
Hunt Club Nissan, Ottawa	Nissan	2015	2015
Rose City Ford, Windsor	Ford	1981	2018
Porsche Centre London, London	Porsche	2010	2022
Audi Windsor, Windsor	Audi	2015	2022
Sterling Honda, Hamilton	Honda	1974	2022
Premier Chevrolet Cadillac Buick GMC, Windsor	General Motors	1977	2023
Nurse Chevrolet Cadillac	General Motors	1966	2024
QUEBEC			
BMW Montréal Centre and MINI Montréal Centre, Montréal	BMW/MINI	1970	2014
BMW Laval and MINI Laval, Laval	BMW/MINI	1973	2014
Mercedes-Benz Rive Sud, Greenfield Park	Mercedes-Benz	1965	2017
Planète Mazda, Mirabel	Mazda	1987	2017
NEW BRUNSWICK			
Moncton Chrysler Dodge Jeep Ram, Moncton	Stellantis	1986	2001
NOVA SCOTIA			
Dartmouth Chrysler Dodge Jeep Ram, Dartmouth	Stellantis	1970	2006
ILLINOIS			
Toyota of Lincoln Park, Chicago	Toyota	1928	2018
Hyundai of Lincolnwood, Lincolnwood	Hyundai	1928	2018
Kia of Lincolnwood, Lincolnwood	Kia	1928	2018
Toyota of Lincolnwood, Lincolnwood	Toyota	1928	2018
Bloomington/Normal Auto Mall, Bloomington/Normal	Mercedes Benz, Audi, Subaru, Volkswagen, Lincoln	1928	2018
Autohaus of Peoria, Peoria	Porsche, Audi, Mercedes-Benz, Volkswagen	2009	2020

The following table shows the location of our Used Digital Division operations as at December 31, 2025.

Used Digital Division Dealership (Name, Location)	Franchise Represented	Year Established	Year Acquired by ACI
MANITOBA			
Auto Gallery of Winnipeg, Winnipeg	Used Vehicles	2002	2022
ONTARIO			
Haldimand Motors, Cayuga	Used Vehicles	1984	2020
Mark Wilson's Better Used Cars, Guelph	Used Vehicles	2015	2021

The following table shows the location of our stand-alone collision centres as at December 31, 2025. Remaining collision centres are embedded within our franchised dealerships.

Collision Centre (Name, Location)	Franchise Represented	Year Established	Year Acquired by ACI
BRITISH COLUMBIA			
ACX Prince George, Prince George	Various (Certified)	1971	2021
ALBERTA			
ACX Airdrie, Airdrie	Various (Certified)	1996	2021
DCCHail, Calgary	Various (Certified)	2001	2023
ACX Doug's Place Strathcona, Edmonton	Various (Certified)	1971	2025
SASKATCHEWAN			
ACX Kavia, Saskatoon	Various (Certified)	1983	2022
ONTARIO			
ACX Burwell, London	Various (Certified)	1970	2022
ACX London, London	Various (Certified)	2004	2023
ACX Auto Services Scarborough, Scarborough	N/A	2024	N/A
Excellence Auto Collision Heritage, Markham	Various (Certified)	2003	2022
Excellence Auto Collision Silver Star, Scarborough	Various (Certified)	2009	2022
Excellence Auto Collision Midwest, Toronto	Various (Certified)	1986	2022
QUEBEC			
ACX Auto Bugatti, Dorval	Various (Certified)	1989	2020
ACX Autolux, Montréal	Various (Certified)	1989	2021
ILLINOIS			
DCCHail, Illinois	N/A	2024	N/A

Acquisitions, Divestitures, and Other Recent Developments

The Company made no significant acquisitions during the most recently completed fiscal year that required filing of a business acquisition report.

The following is a summary of acquisitions, divestitures, and other recent developments during the year ended December 31, 2025.

Acquisitions

Doug's Place Strathcona

On October 3, 2025, the Company acquired 100% of the shares of Doug's Place Collision Repair Inc., a collision and refinish repair facility in Edmonton, Alberta, which is included within the Canadian Operations segment. The acquisition supports management's strategic objectives of expanding the Company's collision repair capacity in the Edmonton market and enhances OEM and insurance partner coverage.

Divestitures

Sale of Property in New Brunswick

On May 29, 2025, the Company completed the sale of a property consisting of land and buildings in New Brunswick for cash consideration of $0.8 million. A gain of $0.1 million was recognized on the sale.

Sale of Used Vehicle Auction Business

On April 30, 2025, the Company completed the sale of Northern Auto Auctions of Canada Inc. ("North Toronto Auction") in the Canadian Operations segment for cash consideration of $3.3 million. A loss of $1.5 million was recognized on the sale.

Sale of U.S. Dealerships

During the year ended December 31, 2025, the Company terminated its Volvo franchise at Bloomington/Normal Auto Mall and sold substantially all of the operating assets and associated liabilities of Crystal Lake Chrysler Dodge Jeep Ram, Hyundai of Palatine, Chevrolet of Palatine, and North City Honda for cash consideration of $41.8 million, net of transaction costs. A gain of $1.7 million was recognized on the sale which is included in net (loss) income from discontinued operations.

Wind-downs and Restructuring

Termination of loan agreement with a subsidiary

On March 7, 2025, the Company terminated an agreement with a Subsidiary within the Canadian Operations segment, which impacted the contractual rights that provided control over the subsidiary, such that it is no longer controlled by the Company upon termination of the agreement. The termination agreement required the counterparty to pay the Company $14.5 million for repayment of loans in addition to $15.6 million for accrued interest, accrued royalty fees, and a termination fee. A gain of $11.6 million was recognized on the termination in net income for the period from continuing operations.

Discontinued Operations

U.S. Dealerships

On December 31, 2024, the Company was engaged in an active program to locate buyers for its retail automobile dealerships in its U.S. Operations segment. The Company's retail automobile dealerships in its U.S. Operations segment continue to be reported as a discontinued operation for the year ended December 31, 2025.

Sale of Crystal Lake Chrysler Dodge Jeep Ram

On July 29, 2025, the Company sold substantially all of the operating assets and associated liabilities of Crystal Lake Chrysler Dodge Jeep Ram, located in Crystal Lake, Illinois, for cash consideration. Gross proceeds of $11.9 million resulted in a pre-tax loss on divestiture of $2.4 million.

Sale of Hyundai of Palatine

On August 20, 2025, the Company sold substantially all of the operating assets and associated liabilities of Hyundai of Palatine, located in Palatine, Illinois, for cash consideration. Gross proceeds of $6.3 million resulted in a pre-tax gain on divestiture of $2.6 million.

Sale of Chevrolet of Palatine

On August 20, 2025, the Company sold substantially all of the operating assets and associated liabilities of Chevrolet of Palatine, located in Palatine, Illinois, for cash consideration. Gross proceeds of $5.8 million resulted in a pre-tax gain on divestiture of $1.6 million.

Sale of North City Honda

On August 26, 2025, the Company sold substantially all of the operating assets and associated liabilities of North City Honda, located in Chicago, Illinois, for cash consideration. Gross proceeds of $19.8 million resulted in a pre-tax loss on divestiture of $0.9 million.

RightRide

In 2024, the Company announced the restructuring of its RightRide operations in the Canadian Operations segment, including the closure of several underperforming locations within RightRide. As part of this initiative, AutoCanada initially closed seven unprofitable locations, while maintaining a select number of performing RightRide stores.

On March 4, 2025, the Company closed all remaining locations within its RightRide division, which are included within the Canadian Operations segment. The Company's RightRide division is reported as a discontinued operation for the year ended December 31, 2025. The Company recorded an impairment charge of $3.4 million related to right-of-use assets that were determined to be impaired as a result of the classification as a discontinued operation.

Other Recent Developments

Lawsuits and legal claims

Civil investigation

On December 21, 2022, the Company received a Civil Investigative Demand ("CID") from the Federal Trade Commission ("FTC") requesting information and documents concerning the Company's U.S. Operations ("Leader Automotive Group" or "Leader"). The Company responded to the CID by producing information and documents for the period from April 1, 2018, to January 20, 2023. On July 8, 2024, the FTC staff counsel sent to the Company a proposed consent order and draft complaint, alleging that Leader had violated Section 5 of the Federal Trade Commission Act ("FTC Act"), the FTC's Used Motor Vehicle Trade Regulation Rule ("Used Car Rule"), and Illinois law in connection with advertising, sale, lease, and financing of vehicles, and advising that it would recommend the filing of an enforcement action if Leader did not settle the FTC's claims. On August 9, 2024, FTC staff informed the Company that the complaint recommendation of the Bureau of Consumer Protection had been forwarded to the Commissioners of the FTC.

On December 19, 2024, the Company announced that it had reached an agreement with the FTC to resolve the FTC's civil investigation. As part of the resolution, on January 8, 2025, the Company paid $28.9 million ($20.0 million USD) to the FTC and the State of Illinois in monetary relief, with no civil penalties. The agreement contains no admission of wrongdoing by the Company, brought the FTC's investigation to a close, and put this matter behind the Company.

Wholesale transactions at Capital Chrysler Dodge Jeep Ram

On November 5, 2024, the Company received a decision from the Court of King's Bench of Alberta that decided that certain factual and legal opinions of the investigative receiver were binding on the parties to the action. The action was commenced by Capital Chrysler Dodge Jeep Ram respecting an ownership claim to certain new and used vehicles that were allegedly sold in a series of wholesale transactions in 2018 ("Wholesale Transactions in 2018"). The Decision is not final, as it is in the process of being appealed by Capital Chrysler Dodge Jeep Ram.

Dealership Open Points

The retail automotive industry is a mature industry and rights to open new franchised automobile dealerships are rarely awarded by the automobile manufacturers. However, from time to time automobile manufacturers may seek to establish new dealerships in attractive markets. The right to open a new franchised automobile dealership in a specific location granted by an automobile manufacturer to a dealer is referred to in the industry as an Open Point.

Capital Commitments

At December 31, 2025, the Company is committed to capital expenditure obligations in the amount of approximately $2.5 million related to dealership reimagings and other renovations with expected completion of these commitments in 2030. The Company is in discussions with OEMs to adjust spending and/or capital commitments as appropriate for changing conditions.

Dealership relocations and re-imagings are usually associated with manufacturer standards and requirements, and many manufacturers provide assistance in the form of additional incentives or contribute funding if facilities meet specified standards and requirements. We expect that certain facility upgrades and re-imaging will generate additional manufacturer incentive payments. In certain cases these capital commitments will be reimbursed by the landlords that own or will own the land in conjunction with an increase in rent.

We manage our liquidity to ensure access to sufficient funding at acceptable costs to fund our ongoing operating requirements and future capital expenditures. We expect to pay for our future capital commitments out of existing cash balances and financing through borrowings on our existing credit facility.

Organic Growth Opportunities

We continue to focus on those areas of our business that enable us to increase the profitability of our operations. Key areas include:

Optimization of Finance & Insurance

As a result of our operational review, we recognized an opportunity to increase sales in our F&I segment to increase overall profitability of the Company.

We first established a team dedicated to our F&I business line. We further evolved this business line to narrow our third-party product providers to drive increased economies of scale, expanded our portfolio of F&I offerings available for sale to customers, and standardized our offerings across our dealerships to create a common product portfolio.

In addition, an opportunity existed for further training at the dealership level to educate sales professionals on best practices for selling F&I products. We established a robust, in-house F&I training program and team to educate our dealership network on our standardized product portfolio. Our training program is focused on education related to our newly developed product portfolio across the platform, as well as recognition of sales opportunities at various customer touchpoints throughout the sale process.

We also began monitoring F&I performance at our dealerships more closely with industry leading data analytics. This initiative provides us with valuable feedback on the effectiveness of our uniform F&I training program and highlights our most significant opportunities. We believe this also provides us with further opportunities for improvement in this high margin segment.

Variable compensation is adjusted and aligned with data and training initiatives to drive success.

While we continue to enhance and strengthen our efforts, positive results have been evident since implementation. The sustainable success of this division is the result of leveraging industry-leading data analytics paired with in-house national training and development focused on products per deal and gross margin.

Service Bay Occupancy & Business Development Centre (BDC)

Our parts and service and collision repair segments are also highly profitable driven by various initiatives to improve margin retention. Despite the historical performance and steady margin contribution from these segments, we recognized additional opportunities for our dedicated operational leaders to further drive stability in revenues and increase sales in parts and service and collision repair. We identified tangible opportunities to grow revenues by increasing service bay occupancy. In addition, we recognized that as a result of significant transaction volume in our network, we had an opportunity to analyze our customer data to provide more timely customer service at each location through more proactive outreach.

We continue to see an opportunity to increase our service bay occupancy across our dealership network to drive stability of revenues and strengthen gross margins.

Wholesale Initiative (Export)

We have identified potential to capture higher profit margin opportunities for used cars across our Canadian dealership network. These opportunities consist of relocating used or trade-in vehicles to optimal dealerships within our network, as well as relocating certain vehicles to the U.S. where they can draw the highest selling price and margin.

To capture this potential profit stream, we established a wholesale division in late 2018 to identify and execute on such opportunities and allow us to take advantage of arbitrage opportunities over the Canada-U.S. border. Given the position of the Canadian Dollar relative to the U.S. Dollar over the past few years, an opportunity exists to generate significant profit while also leveraging the used vehicle exporting business as a hedge by creating profit opportunities in market situations that negatively impact core vehicle operations. Additionally, the wholesale division collaborates with our Canadian dealership network to source inventory for distribution across the group while also assisting with re-positioning units to specific locations to optimize profitability.

Used Retail Vehicles

We remain focused on increasing our ratio of used-to-new retail units (excluding the Used Digital Division), with the purpose of diversifying our revenue profile, as well as driving higher margin ancillary revenues in our parts and service, collision repair, and F&I divisions. Used vehicle sales are typically less exposed to the cyclicality of the auto industry as compared to new vehicle sales.

Collision Operations

OEMs have identified that certified collision repair improves brand loyalty, increases parts & vehicle sales and enhances profits. Unique in the marketplace, AutoCanada is aligning its collision consolidation strategy with the OEMs. By leveraging our relationship with the OEMs, our dealership distribution network and our existing customer base, we expect to be able to increase revenue and drive improved margins through collision consolidation.

We have consolidated our existing collision centres under one leadership team, which allows us to implement and optimize the use of a collision management system, drive supplier compliance and implement operational best practices. In the long term, we look to grow the operations through acquisitions. We will target collision centres that are strategic in geographic location and with OEM certifications. We are also actively pursuing direct repair program agreements with insurance providers that recognize OEM Certification and that compensate fairly for certified repairs.

We currently operate 18 stand-alone collision centres within our group of 33 collision centres.

Competition

We operate in a highly competitive industry. In each of our geographic markets, consumers have a number of choices in deciding where to purchase a new or used vehicle or where to have a vehicle serviced. According to various industry sources, there are approximately 3,700 franchised automobile dealerships in the retail automotive industry in Canada. There are numerous independent used vehicle dealers in our geographic markets and we have seen an uptick in the number of car manufacturers selling directly to consumers, particularly in the EV space. In 2021, a U.S. publicly traded automotive retailer expanded into Canada and other U.S. publicly traded automotive retailers or other dealership groups may enter the Canadian market and compete with AutoCanada.

New Vehicles – In the new vehicle market, our dealerships compete with other franchised automobile dealerships in their markets. We believe the principal competitive factors in the retail new vehicle business are consumer brand and model preferences, location, quality of facility and service, and price. We are subject to competition from franchised automobile dealers that sell the same brands of new vehicles and other new vehicle brands. We do not have any cost advantage in purchasing new vehicles from the automobile manufacturers.

Used Vehicles – In the used vehicle market, our dealerships compete for the supply and resale of used vehicles with other franchised automobile dealerships, local independent used vehicle dealers, vehicle rental agencies and private sellers. We believe the principal competitive factors in the retail used vehicle business are location, quality of facility and service, the suitability of a franchise to the market in which it is located, price and selection. Improvements in online private sales technologies have enhanced the ability of private individuals to sell their vehicles outside of dealerships, increasing the competition the Company faces. We believe that auto dealerships have a distinct competitive advantage over private sellers due to our ability to provide multiple sources of financing, the ability to offer extended warranty and our direct access to dealer auctions which offer competitive pricing, and we intend to focus our efforts on these advantages.

Parts and Service – In the parts and service repair market, our dealerships compete with other franchised automobile dealerships to perform warranty repairs and with franchised and independent service centre chains, and independent repair shops for non-warranty repair and maintenance business. We believe the principal competitive factors in the parts, service and collision repair business are location, quality of facility and service, the use of factory-approved replacement parts, familiarity with an automobile manufacturer's brands and models, convenience, competence of technicians and price.

Collision Repair – In the collision repair market, our collision centres compete with other collision centres to perform damage repairs to vehicles. We believe the principal competitive factors in the collision repair business are location, quality of facility and service, the use of OEM certified repair procedures, the use of factory-approved replacement parts, familiarity with an automobile manufacturer's brands and models, convenience, competence of technicians and price.

Finance and Insurance – In the finance and insurance market, we face competition in arranging financing for our customers' vehicle purchases from a broad range of financial institutions. We believe the principal competitive factors in the finance and insurance business are convenience, interest rates and flexibility in contract length. We also face competition in the sale of third party warranty, insurance and other vehicle maintenance and protection products from independent businesses which sell similar products.

Acquisitions – We compete with owners of other franchised automobile dealerships and, in some cases, individual and corporate investors for acquisitions. An acquisition of an existing franchised automobile dealership requires the approval of the automobile manufacturer and the manufacturer may approve our competitors as a purchaser of the dealership rather than us.

Inventories

Effective management of our inventory levels is critical to our business. Careful monitoring of inventories of new and used vehicles and parts by days of supply, both in units and dollar amount leads to increased profitability by minimizing interest expense incurred from financing our inventory, while maximizing our cash flow through prudent management of our working capital requirements.

New Vehicles

Automobile manufacturers allocate their budgeted production among franchised automobile dealerships largely based on historical selling patterns of the given dealership. Automobile manufacturers also take into account the dynamics of each marketplace and look to the number of new vehicle registrations by type to assess the automobile manufacturers' expected market share for each of their product offerings. Through their own analysis, automobile manufacturers determine a "minimum sales responsibility" for each of their dealers which is effectively a minimum selling volume.

Although automobile manufacturers determine a targeted volume of product that each dealer is expected to sell, the decision to purchase inventory is the dealer's, subject to meeting the minimum inventory levels required by the franchise or sales and service agreements with the automobile manufacturers. Our dealers prepare an annual plan at the start of each year, which is then revised and updated throughout the year with the filing of monthly plans.

We finance our inventory purchases (known in the industry as floorplan financing) through revolving floorplan facilities which we have arranged through various floorplan lenders, including Scotiabank, CIBC, RBC, ATB, BMO, TD, VCCI, BMW Financial, MB Financial, GM Financial, and Ally Financial. See "Financing – Floorplan Financing". The various floorplan lenders establish credit limits for each of our dealerships based on individual dealership needs.

We are able to mitigate interest expense from floorplan financing by effectively managing new vehicle inventories and turning our inventory regularly through continuing sales and smaller but more frequent orders, while complying with the minimum inventory requirements in our agreements with the automobile manufacturers.

Used Vehicles

Used vehicle inventory is typically acquired either through trade-ins on new or used vehicle sales, lease returns or auctions. In order to facilitate a new vehicle sale, we often take a customer's previously owned vehicle as partial consideration. If the used vehicle fits our criteria for used vehicle inventory, we recondition the vehicle in our service department before returning the vehicle to our sales lot. In evaluating used vehicles for our inventory, we consider age, brand, mileage and general fit within the respective marketplace. If a trade-in vehicle does not meet our criteria, we typically sell the vehicle through auction, or in limited circumstances, to a wholesaler.

We acquire a significant amount of our used vehicle inventory through trade-ins and use auctions to supplement this inventory. Most automobile manufacturers regularly conduct closed auctions exclusively for its franchised automobile dealers to purchase off-lease and fleet vehicles. These vehicles typically meet our inventory criteria.

We also acquire vehicles through several other auto auctions. Some of these auctions are limited to franchised automobile dealers, while others are open to all interested parties. The used vehicle inventory at each of our dealerships is monitored at both the dealership and at head office.

If vehicles are not receiving interest from potential customers, our dealers either reduce the suggested price or sell the vehicle through auction, or in limited circumstances, to a wholesaler.

Our used vehicle inventory is financed by a combination of working capital, our revolving floorplan facilities and revolving line of credit.

Parts Inventory

Each of our franchised automobile dealerships has a parts manager who is responsible for the procurement and management of our parts inventories. Each of our dealerships' parts managers monitors inventories for stale parts. Certain automobile manufacturers allow us to return up to a specified percentage of our purchases each year for full refund. The effective identification of stale parts inventory allows us to reduce our working capital requirements. In addition, our parts managers monitor lost sales resulting from not having a customer's requested part in our inventory. Measuring these lost sales enables us to change our stocking patterns and minimize future lost sales while at the same time improving customer service. Our parts inventory is financed by our working capital and revolving line of credit.

Automobile Dealership Franchise Agreements

Each of our franchised automobile dealerships is operated by one of our subsidiaries pursuant to automobile dealership franchise or sales and service agreements between the applicable automobile manufacturer and the subsidiary. The typical dealership franchise or sales and service agreement specifies the location at which the subsidiary has both the right and obligation to sell the automobile manufacturer's vehicles and related parts and products and to perform certain approved services. The agreement grants the subsidiary the non-exclusive right to use and display the automobile manufacturer's trademarks, service marks and designs in the form and manner approved by the automobile manufacturer. The dealer principal must be an active participant in the business of the subsidiary and its dealership, and must be approved by the automobile manufacturer under the franchise or sales and service agreement for that dealership.

The allocation of new vehicles among franchised automobile dealers is subject to the discretion of the automobile manufacturer, which generally does not guarantee dealers exclusivity within a given territory. An OEM agreement may impose requirements on the franchised automobile dealer concerning such matters as the showrooms, the facilities and equipment for servicing vehicles, the maintenance of minimum levels of vehicles and parts inventories, the maintenance of minimum net working capital, the achievement of certain sales targets, minimum customer service and satisfaction standards and the training of personnel. Compliance with these requirements is closely monitored by the automobile manufacturer. In addition, most automobile manufacturers require each franchised automobile dealer to submit monthly and annual financial statements.

We are subject to additional provisions contained in supplemental agreements, framework agreements or franchise addenda. These agreements impose requirements similar to those discussed above, as well as limitations on changes in our ownership or management and limitations on our market share of total vehicles sold by a particular automobile manufacturer.

Termination or Non-renewal of Franchise Agreements

AutoCanada's OEM Agreements include provisions that permit the OEM to terminate the agreement or direct AutoCanada to divest the subject franchised automobile dealership if the franchised automobile dealership undergoes a change of control or if the dealer principal named in the agreement changes without the approval of the OEM. However, historically in the franchised automobile dealership industry, in the case of well managed and well capitalized dealerships, the OEM Agreements are rarely terminated involuntarily or not renewed by the manufacturer.

In the event of a breach by AutoCanada of the provisions of an OEM Agreement, AutoCanada may be required to sell franchised automobile dealerships operating under agreements with the OEMs to purchasers approved by the OEMs, or the agreement may be terminated by the manufacturer. The OEM Agreement may also provide the OEM with the right to purchase from AutoCanada any franchise that AutoCanada seeks to sell. Provisions such as these may provide OEMs with superior bargaining positions in the event that they seek to terminate franchise agreements or renegotiate the agreements on terms that are disadvantageous to AutoCanada. AutoCanada's results of operations may be materially and adversely affected to the extent that the franchise rights become compromised or operations restricted due to the terms of an OEM Agreement or if AutoCanada loses substantial franchises.

Provisions Affecting a Change of Control or Ownership

The Chrysler Approval Agreement was restated, effective December 31, 2009, and prohibits a change of control of ACI without the prior approval of FCA Canada unless ACI thereafter disposes of the Chrysler Dealer LPs within certain timelines. It also prohibits: (i) a change in control of the Chrysler Holding LP; (ii) the acquisition of more than 10% of Shares by an OEM, or (iii) the sale of all or substantially all of the assets of Chrysler Holding LP or of the shares of any of the general partners of the Chrysler Dealer LPs, except to an affiliate.

Under a supplemental agreement with Nissan Canada if any person or entity acquires more than 20% of ACI, or a group of persons or entities acquire more than 50% of ACI, and, in either case, Nissan Canada, acting reasonably, determines that such persons or entities do not have interests compatible with those of Nissan Canada, or are otherwise not qualified to have an ownership interest in a Nissan or Infiniti dealership, then Nissan Canada shall be entitled to require ACI to divest its ownership interest in those Nissan and Infiniti dealerships owned by ACI.

The GM PCMA was entered into on December 7, 2017 and it prohibits without the prior written consent of GM: (i) the acquisition of 20% of more of the voting securities of ACI or an acquisition which otherwise results in a change of control of ACI; (ii) the acquisition of Shares by an OEM for the purposes of changing the Management of ACI, (iii) the change of any Management of ACI; or (iv) certain other material events or circumstances which may impact ACI or its GM dealerships. In such circumstances, unless the prior approval of GM Canada is obtained, ACI may be required to dispose of its GM dealerships in certain timeframes. Some of these circumstances are generally outside of AutoCanada's control and may result in the termination of one or more franchises, which may have an adverse effect on ACI.

The Ford PTOA was entered into in November, 2018 and it prohibits without the prior written consent of Ford: (i) a person acquiring enough voting securities in ACI to exert a change of control of ACI; (ii) a sale or transfer of all or substantially all of the assets of ACI, (iii) a change in the composition of a majority of the board of ACI; or (iv) certain other material events or circumstances which may impact ACI or its Ford dealerships. In such circumstances, unless the prior approval of Ford is obtained, ACI may be required to dispose of its Ford dealerships in certain timeframes. Some of these circumstances are generally outside of AutoCanada's control and may result in the termination of one or more franchises, which may have an adverse effect on ACI.

The American Honda ("AHM") framework agreement was entered into on January 24, 2018. The agreement permits certain remedies to AHM, which may require ACI to perform certain actions within certain timeframes. Some of these actions may not be able to be completed by ACI within such a timeframe, which may have an adverse effect on ACI. These remedies may be available to AHM if the following occur that are not cured within a certain period of time: (i) there is an acquisition of 20% or greater interest in ACI or control (meaning power to direct management and policies of ACI) by an OEM or a person who has a criminal record in connection with automobile manufacturers, distributors or dealerships or has been convicted of a felony or charged with any crime involving fraud or moral turpitude or (ii) ACI or a related party acquires an OEM or automobile manufacturer. AHM also has the right to deny consent to the acquisition of control of ACI, if such acquisition of control is reasonably determined to be detrimental to AHM's interests in any material respect.

Under a supplemental agreement with General Motors LLC (GM US), ACI's subsidiary that holds all of its US subsidiaries ("ACI US") must notify GM US if there is an agreement or plans/proposals (i) to divest or acquire 20% or more of the voting securities of ACI US, (ii) a transaction that may involve the sale or transfer of a material amount of assets held by ACI US, (iii) any change to ACI US' management structure resulting in a material change in control, or (iii) the acquisition by an entity that produces or is under common control by an entity that produces motor vehicles or is a motor vehicle franchiser. If GM US determines the event described in any such notice may have a material adverse effect on GM US, then ACI US may be required to take remedial action to remedy the event to GM US's satisfaction. Under certain circumstances, ACI may not be able to take the remedial action required to meet GM US's satisfaction, in which case it may have an adverse effect on ACI.

The Toyota Motor Sales US ("TMS") letter agreement was entered into in March 2018. Under the agreement, TMS is entitled to certain remedies, which may require ACI to perform certain actions within certain timeframes. Some of these actions may not be able to be completed by ACI within such a timeframe, which may have an adverse effect on ACI. The remedies may be available to TMS if one or more of the following occur: (i) there is a merger, consolidation, IPO or similar transaction that results in the shareholders of ACI and certain subsidiaries having less than majority voting power in a successor entity; (ii) any person or group of persons acquiring more than 20% of the voting power of ACI, unless it is a person or group of persons that is a motor vehicle manufacturer, distributor, or provider of automotive related products, in which the percentage shall be 5%; (iii) any person or group of persons acquires control of ACI within the continental United States owned or controlled by ACI; (iv) a material change in the board of directors of ACI or certain subsidiaries; or (v) there is a change in ownership or control of ACI and certain subsidiaries without TMS's approval.

We may be required to enter into similar agreements with the other automobile manufacturers, or those related to same, with whom we deal or wish to deal.

Our dealership franchise or sales and service agreements require the approval of the applicable automobile manufacturer to any change in the ownership of the franchised automobile dealership.

Actions by our Shareholders or prospective Shareholders that would violate certain of the above restrictions are generally outside of our control. For example, we cannot control a change of control of ACI or the acquisition by another automobile manufacturer of more than 10% of our outstanding Shares. In addition, these restrictions may also limit our ability to finance future acquisitions through the issue of additional Shares or other equity securities. If we are unable to renegotiate these restrictions, we may be inhibited in our ability to acquire additional franchised automobile dealerships. These restrictions also may impede our ability to raise required capital or to issue Shares, or securities exchangeable into Shares, as consideration for future acquisitions.

Although our franchise or sales and service agreements may not be renewed and may be terminated by the automobile manufacturer in certain circumstances, automobile manufacturers have rarely chosen to take such action in the case of well managed and well capitalized dealerships – See "Risk Factors". If any of our franchise or sales and service agreements are terminated, or if certain automobile manufacturers' rights under their agreements with us are triggered, our operations could be significantly compromised.

Indemnities and other Agreements

The Chrysler Approval Agreement, Hyundai Framework Agreement, GM PCMA and Ford PTOA also contain provisions which require us to indemnify the respective automobile manufacturer for breaches of the applicable agreement, for claims made against the automobile manufacturer arising out of the creation of ACI or in respect of the IPO and, in the case of Hyundai and GM, from any acts or omissions under any applicable securities laws, including any claim arising from any misrepresentation or public oral statement made by us.

In addition, these agreements may require us to obtain approval of management and directors of dealerships and in certain instances to issue equity interest to management. We are also required to maintain directors' and officers' and certain other types of insurance.

Automobile Manufacturers' Limitations on Acquisitions

We are required to obtain the consent of the applicable automobile manufacturer before we can acquire any additional franchised automobile dealerships that can sell the vehicles produced by that automobile manufacturer. Our automobile manufacturers impose limits on the number of franchised automobile dealerships we are permitted to own at the national, regional and metropolitan levels. These limits vary according to the agreements we have with each of the automobile manufacturers but are generally based on fixed numerical limits or on a fixed percentage of the aggregate sales of the automobile manufacturer.

The Chrysler Multi-Dealer Group Policy, which is applicable to all Chrysler dealers, currently limits the number of additional FCA Canada franchised automobile dealerships which can be acquired if it would result in the 36 month average sales of new FCA Canada vehicles from our dealerships to exceed the following percentages of 36 month average sales of new FCA Canada vehicles: 8% of sales in Canada (increased by FCA Canada from the original mandate of 5%); 15% of sales in any province; and 30% of sales in a major metropolitan market (as defined in the Multi-Dealer Group Policy), except as approved by FCA Canada.

Subject to Nissan's consent otherwise, the Nissan Multiple Market Ownership Agreement limits ACI's ownership, to that number of Nissan or Infiniti dealerships, which aggregated, do not have sales greater than:

(i) 5% of Nissan's national sales and Infiniti's national sales, respectively;

(ii) 5% of Nissan's total sales within a Region; and

(iii) 5% of all Nissan dealerships or 10% of all Infiniti dealerships.

In addition, ACI shall not own or manage more than one Nissan or Infiniti dealership in a metropolitan market comprised of two to three dealerships of the same brand; more than two Nissan or Infiniti dealerships in a metropolitan market comprised of between four and ten dealerships of the same brand; or more than three Nissan or Infiniti dealerships in a metropolitan market comprised of eleven or more dealerships of the same brand, except as approved by Nissan Canada.

The GM PCMA provides that ACI shall not own or manage more than: i) one GM dealership in a metropolitan market area with two or three GM dealerships; ii) two GM dealerships in a metropolitan market area with four, five or six GM dealerships; and iii) three GM dealerships in a metropolitan market area with seven or more GM dealerships. In addition, ACI may not acquire a GM dealership in a single dealer area or province if ACI's GM and other dealerships have greater than: i) 50% of the current industry volume in the single dealer area; or ii) 30% of the current industry volume in a metropolitan area or province.

Other automobile manufacturers have similar requirements. Unless we renegotiate these agreements or receive the consent of the automobile manufacturers, we may be prevented from making further acquisitions upon reaching the limits provided for in these agreements. We are near or in excess of the sales volume limits imposed by FCA Canada which may limit the acquisition of additional Chrysler dealerships in certain provinces and metropolitan areas. The sales volume limits imposed by FCA Canada are continuously under review and are subject to amendment. During the previous three fiscal years we were approved to acquire additional Chrysler dealerships despite being in excess of the stated limits of the Multi-Dealer Group Policy.

Financing

Floorplan Financing

Franchised automobile dealerships finance their new vehicle inventory (and in some instances a portion of their used vehicle inventory) by way of floorplan financing, which is offered by the automobile manufacturers' captive finance companies, banks and specialty lenders. Although the structures used in floorplan financing vary, a floorplan lender typically finances 100% of the purchase price of a new vehicle from the time of purchase by the dealership (which occurs when production of the new vehicle is completed).

On February 11, 2020, the Company entered into the $950 million First Amended and Restated Credit Facility ("First ARCA") with Scotiabank, CIBC, RBC, HSBC Bank Canada ("HSBC"), BMO and ATB Financial. The First ARCA provided for specified-use tranches and provided the Company with revolving credit capacity for operational and growth purposes as well as floorplan financing to assist with the purchasing of inventory. The facility included an accordion feature that allowed the Company to increase any one or more of the specified-use tranches by an aggregate amount of up to $100 million. The accordion feature specifically limits the revolving credit facility increase to up to $50 million. The maturity of the First ARCA was February 11, 2023.

On April 20, 2020, October 28, 2020 and on December 15, 2020, the Company executed the first, second and third amendments which amended the First ARCA respectively. Following the first, second and third amendments, the Company was provided with a $750 million wholesale floorplan financing facility, including a $25 million used export carveout facility, a $25 million facility for floorplan financing of leased vehicles, a $175 million revolving credit facility for general corporate purposes, and a $100 million accordion feature.

On April 14, 2021, the Company entered into the Second Amended and Restated Credit Facility ("Second ARCA") with Scotiabank, CIBC, RBC, HSBC, BMO and ATB. The Second ARCA increased the revolving credit facility by $50 million to $225 million and included a $1.06 billion revolving wholesale floorplan financing facility and a $15 million revolving wholesale leasing facility, for total aggregate bank facilities of $1.3 billion. The used export carveout facility, included in the revolving wholesale floorplan financing facility, was increased to $35 million. The maturity of the Second ARCA was extended to April 14, 2024.

On December 1, 2021, the Company entered into the Third Amended and Restated Credit Facility ("Third ARCA") with Scotiabank, CIBC, RBC, HSBC, BMO and ATB concurrent with the closing of the acquisition of the dealership assets from the Autopoint Group. The maturity of the Third ARCA remained unchanged at April 14, 2024.

On February 7, 2022 and December 12, 2022, the Company executed the first and second amendments which amends the Third ARCA. As part of the first and second amendments, the Company added TD to its existing syndicate of lenders. The used export carveout was increased to $50 million from $35 million. The amendments were executed to support the Company's operational needs, and to support both the issuance of the $350 million senior unsecured notes issued on February 7, 2022 and the repayment of the previous $250 million senior unsecured notes. The maturity of the Third ARCA was extended to April 14, 2025.

Concurrently on December 12, 2022, the Company executed the accordion feature to increase the revolving credit facility limit by $50 million to $275 million from $225 million.

On February 3, 2023, the Company executed the third amendment which amends the Third ARCA. The third amendment included increases to the revolving and flooring facility limits, changes to the pricing grid, and other administrative and structural changes to add flexibility to meet the Company's operational needs on an ongoing basis. The amended facility limits are comprised of a $1.22 billion facility for wholesale floorplan financing of new and used vehicles, including a $50 million used export carveout, a $15 million facility for wholesale floorplan financing of leased vehicles, and a $375 million revolving credit facility. The structure of the $375 million revolving credit facility is now comprised of a $225 million borrowing base facility tranche and up to $150 million goodwill facility tranche. The third amendment included an accordion feature that allows the Company to increase the revolving credit facility limit by $75 million and the inventory floorplan financing facility by $75 million, an aggregate amount of up to $150 million. The maturity of the Third ARCA was extended to April 14, 2026.

On April 22, 2024, the Company entered into the fourth amended and restated $1,635 million syndicated credit agreement ("Fourth ARCA") with Scotiabank, CIBC, RBC, BMO, ATB, and TD. The Fourth ARCA included the creation of a new $25.0 million leasehold capital expenditure term facility, with a corresponding $25.0 million accordion facility, to support anticipated leasehold spending. There are no changes to the revolving credit, wholesale flooring, and wholesale leasing facilities. Other changes included administrative enhancements to the Company's ability to floor a higher proportion of used vehicles and extending the maturity date to April 22, 2027.

On June 28, 2024, due to the CDK Outage, the Company obtained lender consent to increase the Company's maximum permitted Total Net Funded Debt to Bank EBITDA Ratio from 4.00:1.00 to 4.50:1.00 for the period June 28, 2024 to September 29, 2024.

On September 27, 2024, the Company amended the Fourth ARCA to increase the Company's maximum permitted Total Net Funded Debt to EBITDA Ratio and the minimum permitted Fixed Charge Coverage Ratio from July 1, 2024 to September 30, 2025 (the "Covenant Relief Period"). No changes were made to the Company's Senior Net Funded Debt to EBITDA Ratio. After September 30, 2025, the Company's covenants will revert to original covenant until the end of the agreement term. Refer to "Revolving Credit Facilities" for further information concerning the Covenant Relief Period. Other changes included increased interest rates across the revolver, leasehold, floorplan and lease facilities, a reduction in the proportion of used floorplan, and other administrative limitations that are applicable during the Covenant Relief Period.

On December 27, 2024, the Company executed the second amendment which amends the Fourth ARCA. Key terms include lender approval to amend the definition of EBITDA to include add-backs of up to $35.0 million for specific one-time expenses, including USD $20.0 million provisioned for Federal Trade Commission settlement cost.

On March 28, 2025, the Company obtained lender consent to increase the Company’s maximum permitted Total Net Funded Debt to Bank EBITDA Ratio from 5.50:1.00 to 6.00:1.00 for the period April 1, 2025 to June 30, 2025.

On August 23, 2025, the Company executed the third amendment which amends the Fourth ARCA. Key term includes the reduction of the Wholesale Leasing Facility limit from $15,000,000 to $5,000,000.

On December 19, 2025, the Company executed the third amendment which amends the Fourth ARCA (the “Existing Credit Facility”). Key terms include lender approval to amend the definition of EBITDA to include add-backs of up to $20.0 million for specific one-time expenses in connection with the transition of certain senior officers of the Company.

As of December 31, 2025, the floorplan facility under the Existing Credit Facility has been provided to 45 of the 80 dealerships which AutoCanada operates. The Existing Credit Facility has certain reporting requirements and financial covenants. The floorplan facility is collateralized by each individual dealership’s inventories that are directly financed by the facility. The revolving credit facility is collateralized by certain of the Company’s real property and fixed assets, as well as certain current receivable and inventory assets not otherwise pledged as collateral.

In addition, the Company maintains floorplan facilities with each of RBC, BMW Financial, VCCI, MB Financial, Ally Financial, and GM Financial. In aggregate, these floorplan facilities and the floorplan facility under the Existing Credit Facility provide a total of $1,856 million.

Our ability to finance our new, used and demonstrator inventory is a significant factor in the Company's liquidity management. The Company is generally able to increase or decrease the number of vehicles it finances, subject to limits imposed by floorplan lenders, as part of its treasury management function. If floorplan limits are reduced, the Company may not be able to maintain its current level of inventories, which may negatively impact our future results. As at December 31, 2025, all financial covenants relating to all floorplan financing agreements had been met.

Capitalized terms not otherwise defined in this section have the meanings given to them in the Existing Credit Facility, copies of which, along with the associated Material Changes Reports, are available on SEDAR+ at www.sedarplus.ca.

Revolving Credit Facilities

The Existing Credit Facility provides for a $375 million revolving facility that may be used for ongoing working capital and general corporate purposes, including permitted acquisitions and permitted capital expenditures.

The total amount available for borrowing under the revolving facility in the Existing Credit Facility is subject to a borrowing base restriction calculated by reference to, among other things, the value of collateralized real estate. The total amount available under the borrowing base as of December 31, 2025 is $245 million.

With respect to financial covenants, the Borrowers are required to maintain the following covenants on a consolidated basis:

(i) the Fixed Charge Coverage Ratio shall not be less than 1.20:1.00;

(ii) the Total Net Funded Debt to Bank EBITDA Ratio shall not exceed 4.00:1.00[1]; and

(iii) the Senior Net Funded Debt to Bank EBITDA Ratio shall not exceed 2.50:1.00.

The Existing Credit Facility also contains certain additional negative covenants and affirmative covenants and events of default.

"**Fixed Charge Coverage Ratio**" means, at any time of determination, on a Rolling Four Quarter Basis, the ratio of (A) EBITDA less (i) Unfunded Capital Expenditures of ACI on a consolidated basis, (ii) Cash Taxes paid by ACI on a consolidated basis, and (iii) Distributions by ACI on a consolidated basis, to (B) the sum of (i) Interest Expense, excluding any wholesale flooring interest expense, paid by ACI on a consolidated basis, and (ii) scheduled principal repayments (including Capital Lease payments) by ACI on a consolidated basis.

"**Total Net Funded Debt to Bank EBITDA Ratio**" means, at any time of determination, on a Rolling Four Quarter Basis, the ratio of (A) Total Funded Debt including (i) Senior Funded Debt, (ii) interest bearing liabilities, indebtedness secured by purchase money security interests, (iii) Capital Lease Obligations, (iv) securities having attributes substantially similar to debt and (v) contingent obligations including letters of credit, (vi) any other indebtedness for borrowed money not considered by the Lenders to be equity, (vii) excluding Wholesale Flooring Debt and Wholesale Leasing Debt, (viii) netting of up to $70 million of cash and cash equivalents to (B) (i) EBITDA less (ii) interest payable under the Wholesale Flooring Debt and Wholesale Leasing Debt.

"**Senior Net Funded Debt to Bank EBITDA Ratio**" means, at any time of determination, on a Rolling Four Quarter Basis, the ratio of: (A) Senior Funded Debt including (i) Obligations (excluding the Wholesale Flooring Debt and the Wholesale Leasing Debt), (ii) the Other Secured Obligations and (iii) all other Total Funded Debt of ACI on a consolidated basis, (iv) excluding any part of such Debt not ranking, or capable of ranking, senior to or pari passu with the Obligations or Other Secured Obligations, (v) netting of up to $70 million of cash and cash equivalents to (B) (i) EBITDA less (ii) interest payable under the Wholesale Flooring Debt and Wholesale Leasing Debt.

Capitalized terms not otherwise defined in this section have the meanings given to them in the Existing Credit Facility, a copy of which is available on SEDAR+ at www.sedarplus.ca.

Non-Recourse Mortgage Financing

On June 22, 2022, the Company executed a non-recourse mortgage for the land, as well as construction costs associated with the development of two dealerships on a property in Maple Ridge, British Columbia. The mortgage is comprised of three facilities with an aggregate limit of $39.0 million, at a variable interest rate of prime + 1.50% (combined total rate of 8.70% as at December 31, 2023). The mortgage has a three-year term, twenty-year amortization, and require monthly interest-only payments until construction is complete.

On June 30, 2022, the Company executed two non-recourse mortgages totaling $18.6 million to fund the acquisition of properties in Windsor, Ontario and London, Ontario. The mortgages have a five-year term with a fixed interest rate of 7.07% and require quarterly installments of principal and interest based on a 25-year amortization, with the outstanding mortgage balance due at the end of the term. As at December 31, 2025, the amount of the mortgages, net of unamortized deferred financing costs, was $16.0 million.

[1] *On March 26, 2026, AutoCanada announced it had received consent from its lending syndicate to increase its maximum permitted ratio from 4.0x to 4.5x through June 30, 2026.*

On September 27, 2024, the Company updated the mortgage terms and advanced an additional $10.0 million on the Maple Ridge non-recourse mortgage. The updated mortgage has a one-year term with a variable interest rate of prime + 1.00% (combined total rate of 6.45% as at December 31, 2025). On September 26, 2025, the Company renewed the mortgage. The extended mortgage has a two-year term with a variable interest rate of CORRA + 2.45% (combined total rate of 4.98% as at December 31, 2025) and requires monthly installments of principal and interest based on a twenty-five-year amortization. The outstanding balance is due at the end of the two-year term. As at December 31, 2025, the value of this mortgage, net of unamortized deferred financing costs, was $22.4 million.

As at December 31, 2025, the combined amount of the mortgages, net of unamortized deferred financing costs, was $38.4 million. The Existing Credit Facility allows for up to $100 million of non-recourse mortgages. The non-recourse mortgages are not considered a liability for purposes of calculating the Existing Credit Facility financial covenants.

Marketing

ACI's marketing strategy has evolved from traditional advertising to a sophisticated, data-driven digital ecosystem. While we maintain a presence in local markets through selective traditional media, our primary focus is on high-efficiency digital channels that drive a higher and more measurable ROI. Our approach is centralized to leverage the scale of the ACI network while maintaining the local brand equity of our individual dealerships.

Performance Marketing and Digital Advertising

ACI utilizes advanced advertising technologies, including dynamic inventory ads, search engine marketing, and dynamic social media advertising. By leveraging real-time data, we deliver personalized vehicle offers to consumers based on their specific intent and browsing behavior, ensuring our marketing spend is optimized for high-conversion leads.

Customer Data Platform & Personalization

At the core of our marketing transformation is the implementation of a Customer Data Platform ("CDP"). The CDP aggregates fragmented data points from across our dealership network, including sales, service, and web interactions, into a single, unified "360-degree" view of the customer. This allows ACI to move away from "one-to-many" marketing toward "one-to-one" personalized journeys. We work with a 3rd party business development centre to utilize driving data to predict when a customer is likely to require maintenance or be in the market for a new vehicle, delivering timely, relevant communications that drive service absorption and repeat sales.

Automation

ACI is increasingly experimenting with, and integrating, automation into core operations to enhance efficiency and the customer experience. We employ tools to handle basic customer requests and appointment generation, allowing our sales teams focus on the highest-intent buyers. These tools are used to enhance vehicle descriptions and review photos, helping to eliminate manual high effort, low yield tasks at the store level. Online ad spending is enhanced through the use of these tools to maximize the effectiveness of spending.

By shifting our focus toward first-party data and automation, ACI is building a scalable marketing infrastructure that reduces reliance on third-party lead providers, lowers customer acquisition costs, and strengthens brand loyalty across our national footprint.

Management Information Systems

We consolidate financial, accounting and operational data received from our franchised automobile dealerships nationwide through an exclusive private communications network.

Our financial information, operational and accounting data and other related statistical information are consolidated, processed and maintained at our headquarters in Edmonton, Alberta and stored in a cloud-based data lakehouse. There is also off-site storage maintained by CDK Global in a Las Vegas data centre. CDK Global provides software for many companies in Canada, including franchised automobile dealerships. All sales and expense information, and other data related to the operations of each of our dealerships are entered at each location. This management information system allows our senior management to access detailed information on a near "real time" basis from all of our dealerships regarding, for example, the makes and models of vehicles in our inventory, the mix of new and used vehicle sales, the number of vehicles being sold or leased, the percentage of vehicles for which we arranged financing or sold ancillary products and services, the profit margins achieved on sales and the relative performances of our dealerships to each other. This information is also available to each of our general managers. Reports can be generated within the management information system itself and via a Business Intelligence software (available to decision makers across the Company), allowing management to quickly analyze the results of operations, identify trends in the business and focus on areas that require attention or improvement.

We believe that our management information system is a key factor to successfully incorporating newly acquired businesses. Following each acquisition, we install our management information system at the dealership location as soon as possible, making financial, accounting and other operational data easily and quickly accessible to senior management. With access to this data, we can more efficiently incorporate our operating strategy at the newly acquired dealership. As our management information system is scalable, we can integrate new acquisitions without significantly increasing the cost of operating the system.

Employees

As of December 31, 2025, we employed approximately 5,000 full time equivalent employees.

In Canada, our employees in parts, service and collision repair and/or sales activities at Moncton Chrysler Dodge Jeep Ram, Maple Ridge Chrysler Dodge Jeep Ram, Island Chevrolet Buick GMC, Wellington Motors, Mercedes-Benz Rive-Sud and BMW Montréal Centre are represented by labour unions.

- The collective bargaining agreement with the union at Moncton Chrysler Dodge Jeep Ram expired on December 31, 2025 and a new agreement was ratified on January 27, 2026.
- The collective bargaining agreement with the union at Island Chevrolet Buick GMC was renegotiated in February 2023 and will expire on December 31, 2026.
- There are two collective bargaining agreements at Mercedes-Benz Rive-Sud. The collective bargaining agreement with the union representing the technicians and parts employees at Mercedes-Benz Rive-Sud was renegotiated in 2021 and expires on July 15, 2027. The collective bargaining agreement with the service advisors' union at Mercedes-Benz Rive-Sud was renegotiated in 2024 and will expire on December 31, 2028.
- The collective bargaining agreement with the union at BMW Montréal Centre was renegotiated in July 2025 and will expire on August 1, 2028.
- The collective bargaining agreement at Wellington Motors was renegotiated in November 2025 and will expire on November 27, 2028.
- The collective bargaining agreement with the union at Maple Ridge Chrysler Dodge Jeep Ram was successfully renegotiated in January 2025 and will expire May 2028.

In the U.S., our employees in service activities at Hyundai of Lincolnwood and Toyota of Lincoln Park are represented by the Automobile Mechanics' Local 701 pursuant to agreements which expire on September 27, 2026 and September 27, 2029, respectively. Our employees in parts and porter activities at Hyundai of Lincolnwood and Toyota of Lincoln Park are represented by the Teamsters Local 731 pursuant to agreements which expire on July 31, 2026.

We have never experienced a strike, lock-out or other labour disturbance.

Our Intellectual Property and Proprietary Rights

Registration of the trademark "AutoCanada" along with the corresponding logo has been applied for in Canada by ACI. ACI also owns other trademarks, trade names and over 3,000 domain names, including autocan.ca.

Regulatory Matters and Policies

National Automobile Dealer Arbitration Program ("NADAP")

In addition to our dealership franchise or sales and service agreements, our relationships with automobile manufacturers are governed by NADAP. NADAP is a program organized by the Canadian Vehicle Manufacturers' Association, the Association of International Automobile Manufacturers of Canada and CADA that provides rules for dispute resolution between the automobile manufacturers and the franchised automobile dealers in the Canadian automobile industry.

The NADAP Rules provide for the mediation and arbitration of disputes between an automobile manufacturer and its franchised automobile dealers involving: the interpretation or application of the dealership agreement; the renewal or termination of the dealership agreement; the length of a cure period provided by the automobile manufacturer in light of any franchised automobile dealer deficiencies to be cured; the sale or transfer of the franchised automobile dealership; whether a dealer owes money to an automobile manufacturer (or vice versa); and the decision of an automobile manufacturer to appoint or relocate a dealership into the market of an existing dealer. The NADAP Rules provide that an existing franchised automobile dealer can challenge an automobile manufacturer's proposal to create a new dealership or relocate a dealership, with identical brands, in a location that is within eight kilometres (in metropolitan areas) of the existing dealership's location (20 kilometres if relocated more than two kilometres closer to the existing dealership in non-metropolitan areas). Some of our agreements with the automobile manufacturers contain waivers by us of certain NADAP Rules.

Code of Conduct

We have developed and implemented a code of conduct that reflects our commitment to conducting our business in accordance with the highest ethical standards. Our code of conduct is intended to provide guidance on recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty, integrity and accountability. The code of conduct applies to all of our directors, officers and employees and sets policies and standards that go beyond mere compliance with the minimum legal standards. A copy of the code of conduct may be obtained from our website at www.autocan.ca or from SEDAR+ at www.sedarplus.ca.

Governmental Regulations

A number of federal, provincial, state and local regulations affect our marketing, selling, financing and servicing of vehicles.

Each of the jurisdictions in which we operate regulates the licensing of franchised automobile dealers. Our dealers and salespeople must be licensed, and must comply with ongoing regulations in order to maintain their licensed status. Dealerships are also generally prohibited under applicable laws from employing individuals in certain automobile repair positions unless the individuals are appropriately certified. In addition, our dealerships are subject to various consumer protection laws which regulate sales transactions, pricing, and advertising. Dealerships that offer financing products must also comply with regulations concerning matters such as credit agreement provisions, cost of borrowing disclosure and advertising regarding the terms of credit. Other jurisdictions into which we may expand our operations in the future are likely to have similar requirements.

Certain of the provinces in which we operate as well as the State of Illinois have established regulatory bodies which are responsible for licensing automobile dealers and their sales and management personnel, as well as overseeing consumer protection legislation applicable to motor dealers, including standard setting and enforcement, compliance with advertising restrictions, complaint resolution and public industry education. Operating under delegated authority from their respective provincial governments, these bodies administer and enforce compliance with many of the laws which affect the day-to-day operations of automobile dealers. The Company's operations are subject to evolving government regulations, and may be subject to orders or settlements, from time to time. Currently, the Company's U.S. Operations are subject to conditions outlined in the FTC Order.

The sale of third party financing products to our customers is subject to truth-in-lending, consumer leasing, financing regulations, installment finance laws and insurance laws.

Although we believe that we comply substantially with all laws and regulations affecting our business, such laws and regulations and their interpretation and enforcement are changed frequently. There can be no assurance that compliance with such laws and regulations will not require material expenditures or changes in business practices that could materially impact our business.

Environmental Matters

We are subject to a wide range of environmental laws and regulations, including those governing discharges into the air and water, the storage of petroleum substances and chemicals, the handling and disposal of wastes and the remediation of contamination. Compliance with such laws and regulations is very complex and it has become difficult for businesses that routinely handle hazardous and non-hazardous wastes to achieve and maintain full compliance with all applicable environmental laws. Like any business involved in the repair and servicing of vehicles, from time to time we experience incidents and encounter conditions that are not in compliance with environmental laws and regulations. However, none of our dealerships have been subject to any material environmental liabilities in the past and we do not anticipate that any material environmental liabilities will be incurred in the future.

Environmental laws and regulations and their interpretation and enforcement are changed frequently and we believe that the trend of more expansive and stricter environmental legislation and regulations is likely to continue. Hence, there can be no assurance that compliance with environmental laws or regulations or the future discovery of unknown environmental conditions will not require additional expenditures by us, or that such expenditures would not be material. See "Risk Factors – Risks Related to Our Business – Governmental Regulations and Environmental Regulation Compliance Costs".

Risk Factors

The risks and uncertainties described below are not the only risks and uncertainties we face. Additional risks and uncertainties not currently known to us or that we currently deem immaterial also may impair our business operations. If any of the following risks actually occur, our business, results of operations and financial condition, as well cash flows, could suffer.

Risks Related to Our Business and the Industry in Which We Operate

Risks Related to the Retail Automotive Industry

Sensitivity to Economic Conditions

Many factors affect the sale of new and used vehicles, and automotive retailers' profitability, particularly national and regional Canadian and U.S. economic conditions. These conditions include, but are not limited to, recession, inflation, interest rates, unemployment levels, the state of the housing market, gasoline prices, consumer credit availability, consumer credit delinquency and loss rates, personal discretionary spending levels, and consumer sentiment about the economy in general.

The Canadian economy faces uncertainty, influenced by evolving trade policies and tariff implementations, particularly in relation to the United States. Trade disruptions could lead to supply chain inefficiencies, increased costs of goods, and shifts in consumer confidence and demand. Moreover, tariffs could have broader economic consequences, negatively impacting both the Canadian and U.S. economies by reducing consumer spending and slowing economic activity. For Canadian automotive retailers, the imposition of tariffs, quotas, duties, or other trade restrictions may escalate vehicle and parts acquisition costs, compress profit margins, and create inventory management challenges. Additionally, the uncertainty surrounding potential tariffs could lead to consumer hesitancy in making significant purchases such as vehicles, potentially moderating sales activity in the near term. These factors could have a material impact on the Company's financial results.

The Canadian and global economies are subject to a heightened risk of a global debt crisis and significant sovereign debt instability. Such a crisis could lead to extreme volatility in global financial markets, a severe contraction in available credit, and sharply increased borrowing costs. For AutoCanada, this could result in a diminished ability to refinance existing credit facilities, an increase in the cost of our floor plan facilities, and a significant reduction in consumer demand due to limited access to affordable credit. Furthermore, a global debt crisis could exacerbate inflationary pressures or trigger a prolonged recession, materially and adversely affecting our business, financial condition, and results of operations.

The Company’s operations and financial performance are subject to significant risks arising from heightened geopolitical tensions, specifically the 2026 military conflict in Iran and the broader instability across the Middle East. The conflict in March 2026 has resulted in substantial volatility in global energy markets, characterized by spikes in the prices of crude oil and natural gas and increased uncertainty regarding the security of critical maritime chokepoints, such as the Strait of Hormuz. Sustained disruptions to regional energy production or global shipping routes may lead to prolonged increases in fuel and transportation costs, which may lead to intensified inflationary pressures across a broad range of consumer goods and industrial inputs, potentially reducing discretionary consumer spending and increasing supply costs. A protracted conflict could also prompt central banks to maintain or increase elevated interest rates to combat persistent inflation, which may increase our borrowing costs and restrict our access to capital markets. If the conflict in the Middle East continues to escalate or remains unresolved for an extended period, the resulting macroeconomic instability, supply chain disruptions and inflationary environment could have a material adverse effect on our business, results of operations and financial condition.

If economic conditions worsen or stagnate, it could have a material adverse effect on consumer demand for vehicles generally, demand from particular consumer categories or demand for particular vehicle types. It can also negatively impact availability of credit to finance vehicle purchases for all or certain categories of consumers. This could result in lower sales, decreased margins on units sold, and decreased profits. Worsening or stagnating economic conditions can also have a material adverse effect on the supply of late-model used vehicles, as automotive manufacturers produce fewer new vehicles and consumers retain their current vehicles for longer periods of time. This could result in increased costs to acquire used vehicle inventory and decreased margins on units sold. Any significant change or deterioration in economic conditions could have a material adverse effect on AutoCanada’s business, sales, results of operations and financial condition.

Interest Rates

AutoCanada currently finances purchases of new and, to a lesser extent, used vehicle inventory under the floor plan facilities provided under the Existing Credit Facility and the Additional Floor Plan Facilities under which AutoCanada is charged interest at floating rates. AutoCanada may obtain capital for acquisitions and for some working capital purposes under a similar arrangement. The imposition of tariffs may increase inflation, which would likely result in interest rates not decreasing as fast as expected. AutoCanada's debt service expenses may rise with increases in interest rates.

Changes in interest rates can also impact new and pre-owned vehicle sales and vehicle affordability due to the direct relationship between interest rates and loan payments, a critical factor for many vehicle buyers. In addition, interest rates can impact customers' borrowing capacities and disposable income. The imposition of tariffs or other restrictions could result in consumer demand for vehicles declining as a result of increases of costs in vehicle ownership.

As a result, changes in interest rates may have the effect of simultaneously increasing costs and reducing revenues.

As part of its financial risk management strategy, the Company has implemented an interest rate hedging policy as approved by its Board of Directors and has entered into interest rate swaps to hedge its interest rate exposure. In doing so, variable interest-rate exposure has been transformed into fixed-rate obligations to assist with protecting against further interest rate fluctuations. However, there can be no assurance that the Company will be successful in such hedging activities.

Overall Consumer Demand

AutoCanada's business is heavily dependent on consumer demand and preferences. AutoCanada's revenues will be materially and adversely affected if there is a severe or sustained downturn in overall levels of consumer spending. Retail vehicle sales are cyclical and historically have experienced periodic downturns characterized by oversupply and weak demand. These cycles are often dependent on general economic conditions and consumer confidence, as well as the level of discretionary personal income and credit availability.

Import Product Restrictions and Foreign Trade Risks

AutoCanada's new vehicle business relies significantly on the import of vehicles, parts, and vehicles containing imported parts. Additionally, AutoCanada's service and collision businesses also rely heavily on the availability of parts. This exposes AutoCanada to inherent import risks, including import duties, currency fluctuations, exchange controls, trade restrictions, labour disruptions, and general political and socio-economic conditions in foreign countries. Governments in Canada or the countries where AutoCanada (or its OEM partners) source its products may implement or modify quotas, duties, tariffs, or other trade restrictions. Such changes could negatively impact operations and the availability of imported vehicles and parts at competitive prices. The risk of increased protectionist measures, particularly in the United States, could significantly amplify these challenges.

Dependence Upon OEMs and Other Third Parties

AutoCanada's franchised automobile dealerships rely entirely on OEMs for new vehicle inventory, making us vulnerable to any issues the OEMs face in design, production, and distribution. Our franchised automobile dealerships also rely on OEMs for parts, training, marketing materials, and other essential items. Supply chain problems, unattractive product mix, or incorrect pricing at the OEM level directly impacts a dealership's ability to sell cars. OEMs are subject to numerous risks, including economic downturns, tariffs, declining sales, weather events, interest rate hikes, currency fluctuations, supply chain disruptions, labour strikes, rising costs, recalls, negative publicity, product defects, litigation, regulatory changes, change in the industry driven by new technologies, and competition from new companies and ride-sharing services. Any of these issues impacting a manufacturer could then cascade down and negatively affect AutoCanada's franchised dealerships. Our business could also be materially impacted by any material adverse event, including financial distress, impacting any of our OEMs or their major suppliers.

OEM Incentive Programs

AutoCanada's franchised automobile dealerships also depend on OEMs for certain sales incentives, warranties and other programs that are intended to promote and support new vehicle sales. Some key incentive programs will include customer rebates on new vehicles, franchised automobile dealership incentives on new vehicles, special financing or leasing terms, warranties on new and used vehicles and sponsorship of used vehicle sales by authorized new vehicle franchised automobile dealerships. A reduction or discontinuation of key OEMs' incentive programs may reduce AutoCanada's new vehicle sales volume resulting in decreased vehicle sales and related revenues. Our OEM partners regularly audit AutoCanada's dealerships to ensure they are in compliance with incentive programs. If dealerships are found not to be compliant with specific requirements such as documentation and other requirements, dealerships can be charged back for the amounts claimed under incentive programs. Future chargebacks relating to incentive program claims may have an adverse effect on AutoCanada's future earnings.

In addition to OEMs, AutoCanada relies on various other third-party suppliers for key products and services to support our business. If any of our suppliers fail to deliver essential products or services in a timely manner or at reasonable prices, or if their services are interrupted, we could face difficulties operating our business, which could have a material adverse affect on our operational results and financial condition. For example, in June 2024, CDK, the provider of our dealer management system, which supports our dealership operations, experienced a cybersecurity event, which resulted in service outages on CDK's dealers' systems, resulting in lost sales of vehicles and related F&I deals, lost service repair orders, and other one-time incremental costs to support the business.

Mix of New Vehicles

AutoCanada depends on OEMs to provide a desirable mix of popular new vehicles. OEMs generally allocate their vehicles among their franchised automobile dealerships based on the sales history of each franchised automobile dealership. If AutoCanada's franchised automobile dealerships experience prolonged sales slumps, OEMs may cut back their allotments of popular vehicles to AutoCanada's franchised automobile dealerships and new vehicle sales and profits may decline.

In addition, new laws and regulations designed to address climate change concerns could affect an OEMs' ability to produce desired new vehicle models or cost-effective vehicles. For example, laws and regulations enacted that directly or indirectly affect OEMs (through an increase in the cost of production or their ability to produce satisfactory products) or our business (through an impact on our inventory availability, cost of sales, operations or demand for the vehicles we sell) could materially adversely impact our business, results of operations and financial condition.

Substantial Competition in Vehicle Sales and Services

The retail automotive industry is highly competitive. Depending on the geographic market, AutoCanada is in competition with: franchised automobile dealerships in markets that sell the same or similar makes of new and used vehicles offered, in some cases at lower prices than AutoCanada, certain car manufacturers who sell vehicles direct-to-consumers, private market buyers and sellers of used vehicles, service centre chain stores, independent service and repair shops, and other providers of financing and insurance contracts.

AutoCanada is also in competition with regional and national vehicle rental companies that sell their used rental vehicles. AutoCanada may face significant competition while striving to gain market share. Some of AutoCanada's competitors may have greater financial, marketing and personnel resources and lower overhead and sales costs. AutoCanada does not have any cost advantage in purchasing new vehicles from OEMs and typically relies on advertising, merchandising, sales expertise, service reputation and dealership location in order to sell new vehicles.

AutoCanada's OEM Agreements do not grant AutoCanada the exclusive right to sell a manufacturer's product within a given geographic area. AutoCanada's revenues and profitability may be materially and adversely affected if competing dealerships expand their market share or are awarded additional franchises by manufacturers that supply AutoCanada's dealerships.

In addition to competition for vehicle sales, AutoCanada's franchised automobile dealerships compete with other franchised automobile dealerships to perform warranty repairs and with other franchised automobile dealerships, franchised and independent service centre chains and independent garages for non-warranty repair and routine maintenance business. AutoCanada's franchised automobile dealerships compete with other franchised automobile dealerships, service stores and automobile parts retailers in their parts operations. AutoCanada believes that the principal competitive factors in service and parts sales are the quality of customer service, the use of factory-approved replacement parts, familiarity with an OEM's brands and models, convenience, the competence of technicians, location, and price. A number of regional or national chains offer selected parts and services at prices that may be lower than AutoCanada's franchised automobile dealerships' prices. AutoCanada is also in competition with a broad range of financial institutions in arranging financing for customers' vehicle purchases.

Dependence upon Vehicle Sales

The success of AutoCanada's franchised automobile dealerships and used automobile dealerships will depend in large part on the level of vehicle sales generally, and the level of demand for and sales of the brands of vehicles AutoCanada sells, noting that a number of new car manufacturers have adopted a direct-to-consumer model.

New and used vehicle sales will generate the majority of AutoCanada's total revenue and lead to sales of higher-margin products, including the sales of parts, service and collision repair operations and finance products. If one or more of the brands that separately or collectively account for a significant percentage of AutoCanada's new vehicle sales suffer from decreasing consumer demand, or are no longer offered for sale by the manufacturers, AutoCanada's new vehicle sales and related revenues may be materially reduced.

Any significant changes in prices for used vehicles could have a material adverse effect on AutoCanada's used vehicles revenue and gross profit. A significant portion of our inventories are used vehicles, which are subject to price fluctuations driven by the level of demand by consumers and availability of used vehicles in the market. Holding used vehicles for an extended period of time when used vehicle prices are declining could have an adverse effect on our financial performance.

Currency Fluctuations

Rapid appreciation or depreciation of the Canadian dollar relative to the U.S. dollar impacts the relative price of used and new vehicles, as well as vehicle parts in Canada relative to the U.S., making the same either more attractive, in the case of a depreciation, or less attractive, in the case of appreciation, thus posing risks to some of AutoCanada's operations. In response to the rapid change in the value of the Canadian dollar when compared to the U.S. dollar, manufacturers may or may not adjust prices or incentives to accommodate such changes, and, if adjusted, manufacturers could amend or discontinue such adjustments or incentives at any time. In addition, such currency appreciation could have a negative impact on businesses that operate in the communities in which AutoCanada's dealerships are located which could in turn, negatively impact the dealerships' performance.

Artificial Intelligence

The Internet, including artificial intelligence, has become a significant part of the sales process in the automotive industry. Customers are using the Internet and artificial intelligence for vehicle price comparisons and related finance and insurance services, which may further reduce margins for new and used vehicles and profits related to the finance and insurance services and products that AutoCanada provides. If AutoCanada is unable to optimize its online presence to attract customers to its own online channels, and, in turn, to its stores, its business, financial condition, results of operations and cash flows could be materially adversely affected.

Seasonality

The retail automotive industry is subject to seasonal variations in revenues. Demand for vehicles is generally lower during the first and fourth quarters of each year. Accordingly, AutoCanada's revenues and operating results will generally be lower in the first and fourth quarters than in the second and third quarters. Therefore, if circumstances arise during the second or third quarters that adversely affect vehicle sales, such as depressed economic conditions or similar adverse conditions, revenues for the year will be disproportionately adversely affected.

Capital Markets

Uncertainty in the global economy and in local markets, including a deterioration of global economic conditions, a lack of market liquidity, and increased volatility in the credit markets may increase costs associated with debt instruments due to the increased spreads over relevant interest rate benchmarks and affect AutoCanada's ability to access those markets. In addition, should there be volatility or uncertainty in the capital markets in the future, access to financing may be uncertain, or more costly, which may have an adverse effect on the retail automotive industry and our business operations, including future operating results.

Operational Risk

Operational risk is the risk that a direct or indirect loss may result from an inadequate or failed technology, from a human process or from external events. The impact of this loss may be financial loss, loss of reputation or legal and regulatory proceedings. Management endeavours to minimize losses in this area by ensuring that effective infrastructure and controls exist. These controls are regularly reviewed and, if deemed necessary, improvements are implemented.

Increased Competition with Companies Entering into the Transportation Industry

Large and well-capitalized technology-focused companies have continued to enter into the automotive space in recent years. Companies including, but not limited to, Amazon, Google, Lyft, Tesla, BYD, VinFast, and Uber may challenge the existing automotive manufacturing, retail sales, maintenance and repair, and transportation models.

In January 2026, the Canadian government announced a strategic trade shift with China, moving away from 100% tariffs on Chinese electric vehicles to allow for an annual import quota of 49,000 vehicles to enter Canada at a significantly reduced 6.1% tariff rate. This shift could increase competition in the Canadian automotive market leading to an increased supply of vehicles and thereby potentially lower sales prices, which could adversely affect AutoCanada's operating and financial performance.

Our competitors may also develop and market new technologies that render our existing or future business model, products and services less competitive, unmarketable or obsolete. Technology is currently being developed to produce automated, driverless vehicles that could reduce the demand for, or replace, traditional vehicles including the vehicles that AutoCanada sells. Additionally, if our competitors develop business models, products or services with similar or superior functionality to our solutions, it may adversely impact our business.

In addition, these large technology-based companies may change consumers' view on how automobiles should be manufactured, equipped, retailed, maintained and utilized in the future. Because these companies have the ability to connect with each individual consumer easily through their existing or future technology platforms, AutoCanada may ultimately be at a competitive disadvantage in marketing, selling, financing and servicing vehicles. Certain automobile manufacturers have expressed interest in or begun selling directly to customers. The franchised dealer's participation in that potential future transaction type is unclear and AutoCanada's operations and financial results may be negatively impacted if the role of franchised dealers diminishes.

Continuity of Business Operations

Our operations could be disrupted by global pandemics, such as COVID-19, telecommunications failures, fires, extreme weather conditions or other natural calamities. These events could have significantly adverse effects on all aspects of our operations. Such events may also require substantial expenditures and recovery time and create delays and inefficiencies in our supply chain and result in changes to our business practices and changes in consumer behavior. Our operations and those of our OEM partners could be adversely affected if manufacturing, logistics, or other operations in key locations, are disrupted for any reason, such as those described above or other economic, business, labor, environmental, public health, regulatory or political reasons.

Risks Related to Our Business

Implementation of the Transformation Plan

Our ongoing transformation plan, which aims to drive operational improvements, carries inherent risks. There is a potential for disruptions to our core business operations, which could lead to decreased productivity and revenue. We also face the risk of negatively impacting the quality of our customer service, potentially decreasing our customer satisfaction index levels. Unforeseen operational inefficiencies or increased long-term costs could also arise, and there is no guarantee that the anticipated cost savings will be realized, or that they will be achieved at a reasonable cost. The successful execution of this transformation plan is also contingent upon our ability to execute the transformation plan, effectively manage change, maintain employee morale, and adapt to evolving market conditions. If we are unable to effectively mitigate these risks, our financial performance and business prospects could be materially adversely affected.

New Business Strategies

AutoCanada has invested in new business strategies, services and technologies, including its Used Digital Division. Such endeavours may involve significant risks and uncertainties, including allocating management resources away from current operations, insufficient revenues to offset expenses associated with these new investments, inadequate return of capital on our investments and unidentified issues not discovered in our due diligence of such strategies and offerings. Because new ventures are inherently risky, no assurance can be given that such strategies and offerings will be successful and will not have a material adverse effect on our reputation, financial condition and operating results.

The Loss of Key Personnel and Limited Management and Personnel Resources

AutoCanada’s success depends to a significant degree upon the continued contributions of the AutoCanada management team, particularly the senior management, general managers, and service and sales personnel. Additionally, OEM franchise agreements may require the prior approval of the applicable OEM before any change is made in franchised automobile dealership dealer principals and/or general managers. Consequently, the loss of the services of one or more of these key employees may materially impair the efficiency and productivity of operations.

In addition, AutoCanada may need to hire additional managers during expansionary periods. The market for qualified employees in the industry and in the regions in which AutoCanada operates, particularly for general managers and sales and service personnel, is highly competitive and may lead to increased labour costs during periods of low unemployment. The loss of the services of key employees or the inability to attract additional qualified managers or senior leadership team members may adversely affect the ability of AutoCanada’s dealerships and collision centres to conduct their operations in accordance with the standards set by the head office management. Furthermore, there is a recognized shortage of automotive trades personnel throughout Canada and the United States. The inability to attract, train or retain qualified service personnel may have adverse impacts our service revenues and results from operations.

The Company experienced turnover within its senior leadership team during the 2025 fiscal year, resulting in the replacement of a number of its executive officers. While the Company has taken steps to recruit qualified successors and implement transition plans, this high level of executive turnover subjects our business to various risks, including the potential loss of institutional knowledge, disruption of long-standing industry relationships, and delays in the implementation of our business objectives. The transition to a new leadership team may lead to shifts in strategic direction and corporate culture, which could create uncertainty among employees, investors, and business partners. Furthermore, any inability to effectively integrate new personnel or additional future departures of key executives could place strain on company resources. If our new leadership team is unable to successfully manage this transition or execute on business strategies, it could have a material adverse effect on our business, financial condition, and results of operations. To mitigate these risks, the Board is working closely with the new executive team to ensure a cohesive transition, while maintaining rigorous oversight of our operational and financial reporting frameworks to prevent disruption to our core business functions.

Failure of Our Information Technology Systems

The Company is dependent on its information technology systems and those of third-party service providers in all aspects of our sales and service efforts. Digital transformation continues to increase the number of, and complexity of, such systems. AutoCanada relies on information systems to manage, among other things, sales, inventory, and service efforts, including through digital channels, and customer information, as well as to prepare the Company’s consolidated financial and operating data. Additionally, AutoCanada collects, processes, and retains sensitive and confidential information and personally identifiable information (PII) about the Company’s employees, customers and prospective customers in the normal course of its business. The failure of information technology systems, including those of third-party suppliers, to perform as anticipated or the failure to maintain and enhance or protect the integrity of these systems could disrupt AutoCanada’s business operations, impact sales and results of operations, expose the Company to customer or third party claims, or result in adverse publicity that may negatively impact AutoCanada's reputation.

Risks Related to Cybersecurity

The Company is subject to risks relating to cybersecurity threats and incidents, including those impacting our third-party suppliers and other service providers. The Company's information technology systems may be vulnerable to data protection breaches and cyber-attacks beyond our control and the Company may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyber-attacks. AutoCanada invests in security technology to protect its data and business processes against these risks. Despite the security measures in place and any additional measures the Company may implement in the future, the Company's facilities and systems, and those of its third-party service providers, could experience security breaches, cyber threats, cyber extortion, computer viruses, malware, lost or misplaced data, programming errors, human errors, acts of vandalism, or other disruptions, including natural disasters and acts of war. Although companies across all industries are subject to cyber risks, the automotive dealership industry appears to be a particular target for criminals seeking access to confidential information or personal identifiable information ("PII") about our customers, or employees. During the second quarter of 2024, AutoCanada was negatively impacted by the cyber incident with CDK, our dealer management system used across our dealership operations to support many critical aspects to our business, including the management of our sales, parts and service, inventory, business development, and accounting functions. While our dealership operations were able to transition to a manual dealership operating process, our second quarter results were ultimately negatively impacted by lost sales of new and used vehicles and related F&I deals, lost service repair orders, and other one-time incremental costs to support the business. Additionally, AutoCanada identified cybersecurity incidents in August 2024 and March 2025 that impacted its internal information technology systems. Immediately upon detecting each incident, AutoCanada took action to safeguard its network and data. This included engaging with leading cybersecurity experts to assist us with containment and remediation efforts, as well as conducting a thorough investigation to understand the scope and impact of each incident.

Our efforts to improve security and protect data have increased capital and operating costs. Despite ongoing efforts to improve our ability to protect data from compromise, we may not be able to protect all of our data across our diverse systems and third-party vendors, particularly PII. Any security breach or event resulting in the misappropriation, loss, or other unauthorized disclosure of restricted information (including PII), whether by AutoCanada directly or its third-party service providers, could damage AutoCanada's reputation, negatively impact customer satisfaction, expose it to the risks of litigation and liability (including liability under laws that protect the privacy of personal information), investigations, regulatory fines, significantly disrupt the Company's business, or otherwise adversely affect AutoCanada's business, results of operations or financial condition.

While not all cyber-risks are insurable, the Company purchases insurance to mitigate the potential financial impact of certain cyber-risks. Our cyber insurance provider may not fully cover an insured loss, including the internal incidents discussed above, depending on multiple factors, including the magnitude and nature of the claim(s). Additionally, changes in the cost of cyber insurance or the availability of cyber insurance in the future could substantially increase our costs to maintain our current level of coverage or could cause us to reduce our insurance coverage and increased the portion of our risks that we self-insure.

Unfavourable Conditions in Key Geographic Markets

AutoCanada's performance is subject to local economic, competitive and other conditions prevailing in the particular geographic areas of AutoCanada's franchised automobile dealerships. Because a significant portion of AutoCanada's dealerships are located in Alberta, British Columbia, Ontario, Quebec, Illinois and Manitoba, the Company's performance may be subject to local economic, competitive and other conditions prevailing in some or all of those regions.

Ability to Refinance Credit Agreements in the Future

The Credit Agreement provides for total aggregate bank facilities of $1.6 billion and has a maturity date of April 22, 2027 (subject to an annual extension of 364 days upon approval of the lenders). At the time the Credit Agreement will become due for repayment, if not extended by the lenders, AutoCanada will be obliged to repay the outstanding amount or seek refinancing which may not be available on favourable terms. If agreement on a new facility is not reached, it may have negative consequences such as:

- AutoCanada may be required to dedicate a substantial amount of its cash flow from operations to required payments on indebtedness, thereby reducing the availability of cash flow for working capital, capital expenditures, acquisitions, dividends, and other general activities;
- covenants relating to new credit agreements may limit the Company's ability to obtain financing for working capital, capital expenditures, acquisitions, dividends and other general activities; and
- covenants relating to new credit agreements may limit the Company's flexibility in planning for, or reacting to, changes in our business and the industry in which we operate.

AutoCanada is subject to liquidity risk if these loans are not refinanced at the end of their respective terms or if the loans cannot be refinanced under favourable terms.

As is standard with these types of facilities, AutoCanada's syndicated floorplan facility is a discretionary line of credit and may be modified, suspended, or terminated at any time, at the floorplan lenders' sole discretion. Any material modification, suspension or termination of the wholesale floorplan financing may have a material adverse effect on the Company's financial condition.

Credit Agreements

The degree to which AutoCanada and its subsidiaries are currently leveraged or may be leveraged in the future could have important consequences to AutoCanada, including:

- AutoCanada's ability to obtain additional financing for working capital, capital expenditures or acquisitions in the future may be limited;
- a significant portion of AutoCanada's cash flow from operations could become dedicated to the payment of the principal of and interest on its indebtedness, thereby reducing funds available for future operations;
- certain borrowings are at variable rates of interest, which exposes AutoCanada to the risk of increased interest rates; and
- AutoCanada may be more vulnerable to economic downturns and be limited in its ability to withstand competitive pressures.

AutoCanada needs significant amounts of cash to service and repay its indebtedness, including the Senior Unsecured Notes. AutoCanada's ability to generate cash in the future will be, to a certain extent, subject to general economic, financial, competitive, and other factors that may be beyond its control. In addition, AutoCanada's ability to borrow funds in the future to service its debt, if necessary, will depend on covenants in the Indenture governing the Senior Unsecured Notes, the credit agreements governing the secured facilities and other debt agreements it enters in the future. Future borrowings may not be available to AutoCanada under the Secured Facilities or from the capital markets in amounts sufficient to enable it to pay its obligations as they mature or to fund other liquidity needs. If AutoCanada is not able to obtain such borrowings or generate cash flow from operations in an amount sufficient to enable it to service and repay its indebtedness, it will need to refinance its indebtedness or be in default under the agreements governing its indebtedness and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations. Such refinancing or alternative measures may not be available on favourable terms or at all or, if available, may not allow AutoCanada to successfully meet its obligations under its indebtedness. The Secured Facilities and the Indenture restrict AutoCanada's ability to dispose of assets and use the proceeds from such disposition. AutoCanada may not be able to consummate such dispositions or obtain the proceeds that AutoCanada could realize from them, and any proceeds may not be adequate to meet any obligations then due under the indebtedness. The inability to service, repay and/or refinance its indebtedness could negatively impact AutoCanada's financial condition and results of operations.

Indebtedness contains Restrictive Covenants

The Credit Agreement and the Indenture impose significant operating and financial restrictions on AutoCanada. These restrictions limit AutoCanada's ability and that of its restricted subsidiaries to, among other things:

- pay dividends on, repurchase (buyback shares) or make distributions in respect of its capital stock or make other restricted payments;
- incur additional indebtedness and issue preferred or disqualified stock;
- create liens;
- create or permit to exist restrictions on the ability of its restricted subsidiaries to make certain payments and distributions;
- engage in amalgamations, mergers or consolidations or sell or otherwise dispose of all or substantially all of its assets;
- make certain dispositions and transfers of assets;
- alter the businesses it conducts;
- engage in transactions with affiliates; and
- designate subsidiaries as unrestricted subsidiaries.

In addition, under the Secured Facilities, AutoCanada is and will, be required to satisfy and maintain certain financial ratio tests. AutoCanada's ability to meet such tests could be affected by events beyond its control, and it may not be able to meet such tests. These ratios may be changed by the lenders in certain circumstances.

A breach of any of the covenants under the Credit Agreement and the Indenture could result in a default. Upon the occurrence of an event of default under the Credit Agreement, the lenders could elect to declare all amounts outstanding under the Credit Agreement to be immediately due and payable and terminate all commitments to extend further credit. If AutoCanada is unable to repay those amounts, the lenders under the Credit Agreement could proceed to realize upon the collateral granted to them to secure that indebtedness. If the lenders under the Credit Agreement accelerate the repayment of borrowings, AutoCanada may not have sufficient assets to repay amounts due under the Credit Agreement as well as its unsecured indebtedness, including the Senior Unsecured Notes. The acceleration of AutoCanada's indebtedness under one agreement may permit acceleration of indebtedness under other agreements that contain cross default or cross acceleration provisions. If AutoCanada's indebtedness is accelerated, it may not be able to repay its indebtedness or borrow sufficient funds to refinance it. Even if AutoCanada is able to obtain new financing, it may not be on commercially reasonable terms or on terms that are acceptable to AutoCanada. The restrictions contained in the Credit Agreement or the Indenture may adversely affect its ability to finance its future operations and capital needs and to pursue available business opportunities. Moreover, any new indebtedness AutoCanada incurs may impose financial restrictions and other covenants on it that may be more restrictive than its Credit Agreement or the Indenture.

Senior Unsecured Notes

We may be required to repay or refinance the remaining principal balances on the Senior Unsecured Notes (as described below) with lump-sum payments at or prior to the Senior Unsecured Notes' maturity date on February 7, 2029. The amounts to be repaid or refinanced at the date of redemption could be significant. The Company may not have sufficient liquidity to make such payments at the Senior Unsecured Notes' maturity dates. In the event we do not have sufficient liquidity to completely repay the remaining principal balances at maturity, we may not be able to refinance the Senior Unsecured Notes at interest rates that are acceptable to us or, depending on market conditions, refinance the Senior Unsecured Notes at all. Our inability to repay or refinance the Senior Unsecured Notes could have a material adverse effect on the Company's business, financial condition and results of operations.

Similarly, the Company may not be able to satisfy our debt obligations upon the occurrence of a change of control. Upon the occurrence of a change of control (as defined in the indenture governing the Senior Unsecured Notes), holders of the Senior Unsecured Notes will have the right to require us to purchase all or any part of such holders' notes at a price not greater than 101% of the principal amount thereof, plus accrued and unpaid interest, if any. The events that constitute a change of control under the Indenture governing the Senior Unsecured Notes may also constitute a default under the Credit Agreement. The agreements or instruments governing any future debt that the Company may incur may contain similar provisions regarding repurchases in the event of a change of control triggering event. There can be no assurance that we would have sufficient resources available to satisfy all of our obligations under these debt instruments in the event of a change of control. In the event we were unable to satisfy these obligations, it could have a material adverse impact on our business and our shareholders.

Liquidity

If the Company is unable to generate sufficient operating cash flow, it may need to enter into certain extraordinary transactions in order to generate sufficient cash to sustain operations, which may include, but not be limited to selling certain dealerships or other assets and borrowing under existing credit facilities. There can be no assurance that, if necessary, the Company will be able to enter into any such transactions in a timely manner or on reasonable terms, if at all. Furthermore, in the event AutoCanada is required to sell dealership assets to enhance its liquidity, the sale of any material portion of such assets could have an adverse effect on the Company's revenue stream, the size of operations and certain corporate efficiencies. If AutoCanada is unable to generate sufficient cash flow or enter into any such transactions in a timely manner, its liquidity may be materially adversely affected.

The Company is actively managing an increased liquidity risk as a result of the current financial performance.

Under the Credit Agreement, the Company is required to comply with the following covenants: i) Total Net Funded Debt to Bank EBITDA Ratio; ii) Senior Net Funded Debt to Bank EBITDA Ratio, and iii) Fixed Charge Coverage Ratio.

As explained in the Annual Financial Statements, on March 28, 2025, the Company obtained lender consent to change its syndicated credit agreement to increase the Company's maximum permitted Total Net Funded Debt to Bank EBITDA Ratio to address the increased risk of non-compliance with covenants associated with the revolving term facilities. On October 1, 2025, the Company's maximum permitted Total Net Funded Debt to Bank EBITDA Ratio reverted to 4.00:1.00[1].

On December 19, 2025, the Company amended its syndicated credit agreement to obtain lender consent to amend the definition of EBITDA, for purposes of determining compliance with the Company's financial covenants under the syndicated credit agreement for the rolling four quarter period from December 31, 2025, to December 31, 2026, to include add-backs of up to $20.0 million for specific one-time expenses incurred by the Company from July 1, 2025 to December 31, 2026 in connection with the settlement and termination of certain senior officers of the Company.

At this time, the Company's ability to comply with its financial covenants in the next twelve months is dependent on continued agreement with the Company's lenders, accelerating initiatives to improve profitability, suspending capital return initiatives, completing the sale of dealerships classified as held for sale, and actively reviewing strategic alternatives for non-core and underperforming assets. It is the Company's view that those efforts will be successful, however this is an area of significant judgment that is reliant on the outcomes of those efforts and there are no assurances that those efforts will be successful.

[1] *On March 26, 2026, AutoCanada announced it had received consent from its lending syndicate to increase its maximum permitted ratio from 4.0x to 4.5x through June 30, 2026.*

Governmental Regulations and Changes in Legislation

AutoCanada is subject to a wide range of federal, provincial, state, and municipal laws and regulations, such as local licensing requirements, consumer protection laws, business permitting and environmental, health and safety requirements governing, among other things, discharges into the air and water, above ground and underground storage of petroleum substances and chemicals, handling and disposal of wastes and remediation of contamination arising from spills and releases. AutoCanada is also subject to rules imposed by self-regulatory authorities in various jurisdictions. This includes potential orders and settlements issued by regulatory bodies. Notably, the Company's U.S. Operations are currently subject to conditions outlined in the FTC Order. If AutoCanada fails or is alleged to fail to comply with any applicable regulation, whether in the future or in the past, AutoCanada may be unable to continue to operate successfully at a particular location and/or may be subject to civil and criminal penalties. AutoCanada's future acquisitions may also be subject to governmental regulation, including antitrust reviews. AutoCanada is subject to various laws and regulations with respect to motor vehicle sales, advertising, leasing, and the sale of finance, insurance, and other products at its stores, the violation of which could subject it to lawsuits or government investigations and adverse publicity. AutoCanada believes that all of its operations comply in all material respects with all applicable laws and regulations relating to AutoCanada's business, but future laws and regulations may be more stringent and require AutoCanada to incur significant additional costs. AutoCanada is unable to predict what legislation or regulations may be proposed that might affect its business or when any such proposal, if enacted, might become effective. Such changes, however, could require increased capital and operating expenditures and could prevent or delay certain operations by the Company.

Litigation Risks

In the normal course of AutoCanada's operations, whether directly or indirectly, it may become involved in, named as a party to or the subject of various legal proceedings, including regulatory proceedings, tax proceedings and legal actions relating to contractual disputes, franchise disputes, personal injuries, property damage, property taxes, land rights and the environment. The outcome with respect to outstanding, pending or future proceedings cannot be predicted with certainty and may be determined in a manner adverse to AutoCanada and, as a result, could have a material adverse effect on AutoCanada's assets, liabilities, business, financial condition and results of operations. Even if AutoCanada prevails in any such legal proceeding, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel from AutoCanada's business operations, which could have a material adverse effect on AutoCanada's cash flows, financial condition or results of operations.

Goodwill and Intangible Assets

Goodwill represents the excess of the consideration transferred over the fair value of the identifiable net assets of an acquired subsidiary at the date of acquisition. Intangible assets acquired in a business combination include rights under franchise agreements with automobile manufacturers. Goodwill and intangible assets with indefinite lives are subject to impairment assessments at least annually (or more frequently when events or circumstances indicate that an impairment may have occurred) by applying a fair-value based test. AutoCanada may be required to incur impairment charges or reversals of impairment charges in the future which may have a material effect on our results from operations and financial position.

Insurance Coverage

AutoCanada maintains insurance coverage in respect of various potential liabilities, including property losses, business interruption, cyber-attacks, public liability, automotive liability, directors and officers and crime, in amounts and on such terms as considered appropriate and prudent by the Company. However, there is no assurance that such coverage will be sufficient to cover all losses that AutoCanada may suffer, including because of risk retention by AutoCanada, the fact that not all losses are insurable and the fact that not all claims may be paid due to conditions and exclusions.

The impact of certain weather and other natural disasters may not be fully insurable, wholly or in part. When AutoCanada's current insurance policies expire, it may encounter difficulty in obtaining or renewing property or casualty insurance at the same levels of coverage and under similar terms. Such insurance may be more limited and, for catastrophic risks (e.g., earthquake, hurricane, hail, flood and terrorism), may not be generally available to fully cover potential losses. If AutoCanada is unable to obtain adequate insurance for certain risks, it could result in an event of default under the existing leases and/or could cause AutoCanada to be in default under specific covenants on certain of its indebtedness or other contractual commitments that it has which require it to maintain adequate insurance on its properties to protect against the risk of loss. For example, over the last few years, the insurance market has faced significant losses as a result of hail storms and many insurers and reinsurers have abandoned hail coverage in some of the markets in which AutoCanada has dealerships. In light of this, AutoCanada has instituted a self-insurance program combined with excess insurance placement to manage its hail risk. However, there can be no assurance that such program will be sufficient to manage AutoCanada's hail risk. If AutoCanada were unable to obtain adequate insurance or to sufficiently manage the related risks, and its assets experienced damages that would otherwise have been covered by insurance, it could have a material adverse effect on AutoCanada's business, cash flows, financial condition or results of operations.

Furthermore, the cyber insurance landscape is evolving as the frequency and severity of cyber-attacks continues to increase, so incidents that were covered in the past may no longer be fully insurable. Capacity in the insurance market has been reduced as increased claims have forced insurers to limit their underwriting appetite or abandon cyber coverage altogether. When AutoCanada's current insurance policies expire, it can expect to encounter difficulty in obtaining cyber insurance at the same level of coverage and premium. AutoCanada has initiated a risk management program to adapt to the current insurance market conditions and proactively manage its cyber risk. If AutoCanada is unable to obtain adequate cyber insurance or sufficiently mitigate the related risks, it could have a material adverse effect on AutoCanada's business, cash flows, financial condition or results of operations.

Foreign Exchange Risk

AutoCanada's U.S. operations have revenue, expenses, assets, and liabilities denominated in U.S. dollars. This means that currency exchange rates can affect the Company's income statement, balance sheet and statement of cash flow. The Company may engage in some hedging activities to mitigate the risk of identified exchange rate exposure. To the extent the Company may seek to implement more substantial hedging strategies in the future with respect to foreign currency transactions, there can be no assurance that the Company will be successful in such hedging activities.

Translation into Canadian Dollars

When preparing the Company's consolidated financial statements, the Company translates the financial statements for U.S. operations into Canadian dollars. AutoCanada translates assets and liabilities at exchange rates in effect at the period end date. The Company translates revenues and expenses using average exchange rates for the month of the transaction. The Company initially recognizes gains or losses from these translation adjustments in other comprehensive income and reclassifies them from equity to net earnings on disposal or partial disposal of the foreign operation. Changes in currency exchange rates could materially increase or decrease AutoCanada's foreign currency-denominated net assets, which would increase or decrease shareholders' equity. Changes in currency exchange rates will affect the amount of revenues and expenses the Company records for its U.S. operations, which will increase or decrease net earnings. If the Canadian dollar strengthens against the U.S. dollar, the net earnings the Company records in Canadian dollars from its U.S. operations will be lower.

Broad-scale Change to the Automotive Industry

Changes to the automotive industry and consumer views on car ownership could materially adversely affect our business, results of operations, financial condition and cash flows.

The automotive industry is predicted to experience rapid change in the years to come, including increases in ride-sharing services, advances in electric vehicle production and driverless technology. Ride-sharing services provide consumers with mobility options outside of the traditional car ownership and lease alternatives. The overall impact of these options on the automotive industry is uncertain, and may include lower levels of new vehicle sales. The Government of Canada recently overhauled the country's zero-emission vehicle (ZEV) policy in February 2026. This shift effectively repealed the formal sales mandate established in December 2023 requiring zero emission vehicles to comprise 75% of new light-duty vehicle sales by 2035 and 90% by 2040. This new framework could adversely affect demand for vehicles, annual miles driven, or the vehicles we sell, or lead to changes in automotive technology. Manufacturers have made significant investments in the production of AEVs (all-electric vehicles), which generally require less maintenance than traditional cars and trucks. The effects of AEVs on the automotive industry are uncertain and may include reduced parts and service revenues, as well as changes in the level of sales of certain products such as extended warranty and lifetime lube, oil and filter contracts. Technological advances are also facilitating the development of driverless vehicles. The eventual timing of availability of driverless vehicles is uncertain due to regulatory requirements, technological hurdles, and uncertain consumer acceptance of these technologies. The effect of AEVs and driverless vehicles on the automotive industry is uncertain and could include changes in the level of new and used vehicle sales, the price of new vehicles, and the role of franchised dealers, any of which could materially and adversely affect AutoCanada's business.

Risks Related to AutoCanada's Acquisition Strategy

Integration of Acquisitions

AutoCanada's inorganic growth depends in large part on the ability to acquire target businesses, manage expansion, control costs in operations and integrate acquired franchised automobile dealerships and collision centres. In pursuing this strategy of acquiring businesses, AutoCanada faces risks commonly encountered with growth through acquisition strategies. These risks include, but are not limited to, incurring significantly higher capital expenditures and operating expenses, failing to integrate the operations and personnel of the automobile dealerships or collision centres, entering new markets with which AutoCanada is unfamiliar, incurring undiscovered liabilities at acquired franchised automobile dealerships or collision centres, disrupting ongoing business, diverting management resources, failing to maintain uniform standards, controls and policies, impairing relationships with employees, OEMs and customers as a result of changes in management, causing increased expenses for accounting and computer systems and incorrectly valuing acquired entities.

AutoCanada may not adequately anticipate all the demands that growth will impose on personnel, procedures and structures, including financial and reporting control systems, data processing systems and management structure. Moreover, failure to retain qualified management personnel at any acquired business may increase the risk associated with integrating the acquired business. If AutoCanada cannot adequately anticipate and respond to these demands, AutoCanada may fail to realize acquisition synergies and resources will be focused on incorporating new operations into AutoCanada's structure, rather than on areas that may be more profitable. In addition, although AutoCanada will conduct a prudent level of investigation regarding the operating condition of the businesses purchased, in light of the circumstances of each transaction, there is an unavoidable level of risk that remains regarding the actual operating condition of these businesses. Until AutoCanada assumes operating control of such business assets, AutoCanada may not be able to ascertain the actual financial and operating condition of the acquired business.

Due Diligence Investigations

While the Company conducts what it believes to be reasonable and appropriate due diligence investigations in the pursuit of its acquisitions, such assessments may fail to identify all material issues, liabilities or operational deficiencies associated with a target business. The discovery of any significant undisclosed liabilities, environmental issues or regulatory non-compliance post-acquisition could result in unanticipated costs and legal exposure, which may not be fully covered by contractual indemnities and strain the Company's capital allocation plans.

Restrictions Imposed by OEMs on Acquisitions

AutoCanada is required to obtain the consent of the applicable OEM before acquiring any additional franchised automobile dealerships. The Company will consider acquisition opportunities if a favourable opportunity presents itself and if the acquisition would provide incremental value to the Company. Brands with which the Company does not currently have a relationship, or who are related to same, may be reluctant to entertain a relationship with AutoCanada. As a result, management offers no assurance that any manufacturer with whom it does not have a relationship, or who are related to same, will approve the Company as a franchisee. Obtaining OEM consent for acquisitions may also take a significant amount of time, which may negatively affect the ability to acquire an attractive target. In addition, under an applicable franchise agreement, an OEM may have a right of first refusal to acquire a franchised automobile dealership that AutoCanada seeks to acquire. Many OEMs place limits on the total number of franchises, or the market share of its vehicles, that any group of affiliated franchised automobile dealerships may obtain. The OEMs have also placed generic limits on the number of franchises (or share of total franchises or vehicle sales) maintained by an affiliated franchised automobile dealership group on a national, regional or local basis. OEMs may also tailor these types of restrictions to particular franchised automobile dealership groups. AutoCanada may have difficulty in obtaining additional franchises from OEMs once franchise limits have been reached.

As a condition to granting their consent to acquisitions, OEMs may impose additional restrictions. OEMs' restrictions typically prohibit changes of control or extraordinary corporate transactions such as mergers, sales of a substantial amount of assets or the removal of a dealer principal without the consent of the OEM and the use of franchised automobile dealership facilities to sell or service new vehicles of other OEMs.

Open Point Locations

The success and profitability of AutoCanada's open point locations, being those new franchised automobile dealerships opened, or to be opened, pursuant to the right to open a new franchised automobile dealership in a specific location granted to a dealer by an automobile manufacturer ("Open Points"), depends on a number of factors, including consumer demographics, consumer shopping patterns, the condition of local property markets, availability of real estate financing, taxes, zoning and environmental issues. If AutoCanada fails to profitably operate such Open Points once they open, AutoCanada's financial performance could be adversely affected.

Financing Constraints and Limitations on Capital Resources

There is substantial indebtedness represented by the Floorplan Facilities used to finance new and used vehicle inventories. This debt is repayable on demand and in the event that repayment is demanded, AutoCanada cannot provide assurances that AutoCanada could find an alternative floor plan lender.

AutoCanada has financed past acquisitions from a combination of the cash flow from its operations and borrowings under its Existing Credit Facility. If the financing of acquisitions through the use of cash flow from operations or borrowings is not available due to constraints, the Company may also finance through the issuance of common shares, preferred shares, convertible debt, private debt offerings or other sources of funds. The use of any of these sources of financing could have the effect of reducing earnings per share. The Company may not be able to obtain financing in the future due to limitations in its credit arrangements, the market price of its common shares and overall market conditions. Furthermore, using cash to complete acquisitions could substantially limit the Company's operating or financial flexibility. Substantially all of the assets of AutoCanada's dealerships are pledged to secure the indebtedness under the Secured Facilities. These pledges may limit the Company's ability to borrow from other sources in order to fund acquisitions.

AutoCanada has financed the past repurchase and cancellation of the Company's common shares from a combination of the cash flow from its operations and borrowings under its Existing Credit Facility. The Company may not be able to obtain financing in the future due to limitations in its credit arrangements and overall market conditions. Using cash to complete share repurchases could substantially limit the Company's operating or financial flexibility. Substantially all of the assets of AutoCanada's dealerships are pledged to secure the indebtedness under the Secured Facilities. These pledges may limit the Company's ability to borrow from other sources in order to fund share repurchases.

Management cannot determine the costs of equity at a future point in time and if new equity cannot be issued at a favourable cost, AutoCanada may not be able to continue to grow through acquisitions or through opening new dealerships.

Competition with Others

AutoCanada believes that the Canadian retail automotive and collision centre market is fragmented and offers many potential acquisition candidates that meet acquisition target criteria. However, AutoCanada will compete with other publicly traded companies, privately owned companies, and private investors to acquire other franchised automobile dealerships, and this competition for attractive acquisition targets may result in fewer acquisition opportunities and increased acquisition costs. AutoCanada will have to forego acquisition opportunities to the extent that acquisitions cannot be negotiated on acceptable terms.

U.S. Divestiture Strategy

The successful execution of our U.S. divestiture strategy is subject to the willingness of buyers, satisfaction of customary closing conditions, and securing all necessary OEM approvals, which may be difficult to obtain and could lead to delays or the termination of a transaction.

Risks Related to Our Dependence on Automobile Manufacturers

Adverse Conditions Affecting One or More OEMs

Further to the risk factor on "Dependence on OEMs and Other Third Parties" described above, the success of AutoCanada's franchised automobile dealerships depends to a great extent on OEMs' financial condition, marketing efforts, vehicle design, production capabilities, reputation, management, and labour relations. Adverse conditions such as recalls, class actions and regulatory compliance, affecting these and other important aspects of OEMs' operations and public relations may adversely affect the ability to market vehicles to the public and, as a result, significantly and detrimentally affect profitability. Similarly, the late delivery of vehicles from OEMs, which sometimes occurs during periods of new product introductions, can lead to reduced sales during those periods. AutoCanada has no control over labour disturbances at any OEMs, and labour disturbances at OEMs may restrict the supply of new vehicles, and therefore have an adverse effect upon operations.

Our ability to sell new vehicles is dependent on a vehicle manufacturer's ability to produce and allocate to our dealerships an attractive, high quality and desirable product mix at the right time in order to satisfy customer demand. Vehicle manufacturers may also be adversely impacted by economic downturns or recessions, significant declines in the sales of their new vehicles, increases in interest rates, adverse fluctuations in currency exchange rates, declines in their credit ratings, reductions in access to capital or credit, supply shortages, rising raw material costs, rising employee benefit costs, adverse publicity that may reduce consumer demand for their products, including due to bankruptcy, product defects, litigation, ability to keep up with technology and business model changes, poor product mix or unappealing vehicle design, governmental laws and regulations, natural disasters or other adverse events. In particular, all our OEMs are investing material amounts to develop AEVs and autonomous vehicles. These investments could cause financial strain on our OEMs or fail to deliver attractive vehicles for customers which could lead to adverse impacts on our business.

The OEMs are also impacted by trade policies and tariff implementations, disruptions such as a global health crisis, and geopolitical conflicts, such as those in the Middle East, Ukraine, and Venezuela and their impacts on the economy, transportation costs, factory production, parts shortages. These and other risks could have a material adverse effect on the financial condition of any manufacturer and impact its ability to profitably design, market, produce or distribute new vehicles, which would likely have a significant and adverse impact on the industry as a whole, including us, particularly if the events impact any of the manufacturers whose franchises generate a significant percentage of AutoCanada's revenue.

Certain of our principal vehicle manufacturers have had ongoing production and other supply chain disruptions. While pandemic-era supply chain disruption has stabilized, new challenges to our principal vehicle manufacturers' supply chains emerged in 2025 primarily due to a 25% blanket tariff on automobiles and parts entering the U.S. from Canada and Mexico, as well as tariffs on steel and aluminum components. As a result, higher production and administrative costs have been imposed on these manufacturers due to their deeply integrated supply chains, where vehicle parts often cross the U.S./Canada/Mexico borders multiple times before final assembly. Automotive production supply chain issues may be further negatively impacted with the renegotiation or expiry of CUSMA in 2026 and/or the withdrawal of a country that is a party to the agreement. If our principal manufacturers' production and administration costs remain at elevated levels, continue to increase or new disruptions arise that consequently leads to an increase in the sales price or delays in the supply of new vehicles produced by those manufacturers, these issues in turn could have a material and adverse impact on our sales, financial and operating results.

Manufacturers generally support their franchisees by providing direct financial assistance in various areas, including, among others, incentives, floorplan assistance and advertising assistance. A discontinuation or change in our manufacturers' warranty and incentive programs could adversely affect our dealerships.

Certain of our manufacturers have extensive global sales operations and from time to time may, in the case of certain models, face situations where global demand exceeds global supply thereby constraining the ability of the Canadian arm of the manufacturer from securing adequate supply of popular vehicles which may adversely impact the Company's financial performance.

The supply chain required to manufacture and supply the parts for the vehicles we sell is highly complex and integrated. Any failure of that supply chain could materially and adversely affect our business.

Ability of Automotive Manufacturers to Deliver High Quality, Defect-Free Vehicles

AutoCanada depends on its manufacturers to deliver high-quality, defect-free vehicles. If manufacturers experience future quality issues, the Company's financial performance may be adversely impacted. In addition, the discontinuance of a particular brand could negatively impact revenues and profitability.

AutoCanada Automobile Dealership Franchise Agreements

Each of AutoCanada's franchised automobile dealerships operates under the terms of a franchise agreement (an "OEM Agreement") with the OEM of each vehicle brand it carries. AutoCanada's franchised automobile dealerships may obtain new vehicles from OEMs, sell new vehicles and display OEMs' trademarks only to the extent permitted under these agreements. As a result of AutoCanada's dependence on the rights under these agreements, OEMs exercise a great deal of control over the day-to-day operations and the terms of an OEM Agreement implicate key aspects of operations, acquisition strategy and capital spending. Each of AutoCanada's OEM Agreements provides the OEM with the right to terminate the agreement under specified circumstances and, in certain agreements, to elect not to renew the agreement on an annual basis.

AutoCanada's OEM Agreements include provisions that permit the OEM to terminate the agreement or direct AutoCanada to divest the subject franchised automobile dealership if the franchised automobile dealership undergoes a change of control or if the dealer principal named in the agreement changes without the approval of the OEM. However, historically in the franchised automobile dealership industry, in the case of well managed and well capitalized dealerships, the OEM Agreements are rarely terminated involuntarily or not renewed by the manufacturer.

In the event of a breach by AutoCanada of the provisions of an OEM Agreement, AutoCanada may be required to sell franchised automobile dealerships operating under agreements with the OEMs to purchasers approved by the OEMs, or the agreement may be terminated by the manufacturer. The OEM Agreement may also provide the OEM with the right to purchase from AutoCanada any franchise that AutoCanada seeks to sell. Provisions such as these may provide OEMs with superior bargaining positions in the event that they seek to terminate franchise agreements or renegotiate the agreements on terms that are disadvantageous to AutoCanada. AutoCanada's results of operations may be materially and adversely affected to the extent that the franchise rights become compromised or operations restricted due to the terms of an OEM Agreement or if AutoCanada loses substantial franchises.

Relationships with Automobile Manufacturers

AutoCanada depends on the manufacturers to provide it with a desirable mix of new vehicles. The most popular vehicles usually produce the highest profit margins and are frequently in short supply. If a relationship with a manufacturer deteriorates, the Company may not be able to obtain sufficient quantities of popular models, therefore the Company's profitability could be materially affected. AutoCanada depends on a dealership distribution model. If one or more of AutoCanada's manufacturers pursue an agency distribution model or a direct-to-consumer sales model, or a version thereof, the Company's franchised dealerships could be materially negatively impacted.

Manufacturers exert significant control over AutoCanada stores through the terms and conditions of their franchise agreements. Such agreements contain provisions for termination or non-renewal for a variety of causes, including customer satisfaction scores and sales and financial performance. There is no assurance that AutoCanada stores will be able to fully comply with these provisions in the future; therefore, it is possible that manufacturers could terminate or fail to renew franchise agreements for one or more of AutoCanada's stores. Any such action, although not experienced in the past, could result in a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

OEMs may direct AutoCanada to apply resources to capital projects that it may not otherwise have chosen to participate in. OEMs may direct AutoCanada to implement costly capital improvements to franchised automobile dealerships as a condition for maintaining existing franchise agreements with them. OEMs also typically require that their franchises meet specific standards of appearance. These factors, either alone or in combination, could cause AutoCanada to divert financial resources to capital projects from uses that management believes may be of higher long-term value. In addition, the Company may experience increased costs, delays, suspensions and technical challenges associated with the construction of any of its capital projects, which could result in increased costs or disruptions that may impact AutoCanada's operations, which in turn could adversely affect the Company's results of operations and financial position.

Restrictions on Ownership Thresholds and the Sale of AutoCanada's Business

AutoCanada has entered into platform agreements with FCA Canada, Hyundai Auto Canada Corp., Nissan Canada Inc., General Motors of Canada and Ford Motor Company of Canada. These agreements all place restrictions on a change of control of AutoCanada or certain of its dealerships and if AutoCanada is unable to obtain the requisite approval to a change of control or sale of the business in a timely manner AutoCanada may not be able to take advantage of a market opportunity. These restrictions may also prevent or deter prospective acquirers from acquiring control of AutoCanada and, therefore, may materially and adversely impact the value of AutoCanada Shares.

Maintenance of Minimum Working Capital

The OEM Agreements require AutoCanada to maintain a specified minimum amount of working capital at each of AutoCanada's franchised automobile dealerships. Compliance with these minimum working capital requirements may affect the amount of cash available for other corporate purposes.

Risks Related to ACI's Shares

Payment of Dividends

As a corporation, AutoCanada's dividend policy is at the discretion of the Board of Directors. AutoCanada does not currently pay dividends. Future dividends, if any, will depend on results of operations, cash requirements, financial condition, contractual restrictions, business opportunities, provisions of applicable law and other factors that the board of directors may deem relevant. Accordingly, the payment of dividends by AutoCanada and the level thereof will be uncertain.

The ability of the Dealer LPs and other subsidiaries to make advances and distributions to AutoCanada to enable AutoCanada to make dividend payments to Shareholders is subject to applicable laws and contractual restrictions contained in various agreements.

Unpredictability and Volatility of Shares

The market price of AutoCanada Shares could be subject to significant fluctuations in response to variations in quarterly operating results, dividends, and other factors. In addition, industry specific fluctuations in the stock market may adversely affect the market price of the AutoCanada Shares regardless of operating performance. There can be no assurance that the price of the AutoCanada Shares will remain at certain levels. In addition, the securities markets have experienced significant price and volume fluctuations from time to time in recent years that often have been unrelated or disproportionate to the operating performance of particular issuers.

These broad fluctuations may adversely affect the market price of AutoCanada Shares.

Dilution

AutoCanada is authorized to issue an unlimited number of AutoCanada Shares and an unlimited number of preferred shares issuable in series for consideration and on terms and conditions as established by the Board of Directors of ACI without the approval of its shareholders. The Shareholders have no pre-emptive rights in connection with such further issues.

Substantial Interest of Shareholders and OEM Restrictions

A concentration of ownership in AutoCanada Shares which is outside of the control of AutoCanada, as well as various provisions contained in the OEM Agreements, could have the effect of discouraging, delaying or preventing a change in control of AutoCanada or unsolicited acquisition proposals that an AutoCanada shareholder might consider favourable. These provisions include ownership requirements and limits and approval rights with respect to the composition of the board of directors of the general partners of certain of the Dealer LPs along with the board of directors of other subsidiaries. Thus, the concentration of ownership and such provisions may materially and adversely impact the value of the AutoCanada Shares.

Capital Structure

AutoCanada Inc.

The authorized capital of ACI consists of an unlimited number of common shares and an unlimited number of preferred shares.

Common Shares

Holders of common shares are entitled to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote. Holders of common shares are also entitled to receive any dividend declared by the Board of Directors of ACI on the common shares and, subject to the rights of any other class of shares of ACI, to receive the remaining property of ACI upon dissolution in equal rank with the holders of all other common shares.

Preferred Shares

The preferred shares may from time to time be issued in one or more series, and the Board of Directors may fix from time to time before such issue the number of preferred shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attached to each series of preferred shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provision. With respect to the payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of ACI, whether voluntary or involuntary, the preferred shares are entitled to preference over the Shares and any other shares ranking junior to the preferred shares from time to time and may also be given such other preferences over the Shares and any other shares ranking junior to the preferred shares as may be determined at the time of creation of such series. There are currently no preferred shares issued.

Senior Unsecured Notes

On February 11, 2020, the Company completed a private placement of $125 million aggregate principal amount of notes (the "2025 Notes"). The 2025 Notes bore interest at 8.75% per annum, payable semi-annually on February 11 and August 11 of each year, and were to mature on February 11, 2025. On April 14, 2021, the Company issued an additional $125 million aggregate principal amount of its existing 2025 Notes.

On February 7, 2022, the Company completed a private placement of $350 million aggregate principal amount of Senior Unsecured Notes. The Senior Unsecured Notes bear interest at 5.75% per annum, payable semi-annually on February 7 and August 7 of each year and mature on February 7, 2029. The Company used the net proceeds from the sale of the Senior Unsecured Notes to, *inter alia*, redeem all of the outstanding 2025 Notes.

If the Company undergoes certain changes of control, each holder of the Senior Unsecured Notes has the right to require the Company to offer to repurchase the Senior Unsecured Notes from such holders at a purchase price equal to 101% of the aggregate principal amount of the Senior Unsecured Notes so repurchased plus accrued and unpaid interest to, but not including, the date of repurchase.

The Senior Unsecured Notes are senior unsecured obligations of the Company and are guaranteed, jointly and severally, on a senior unsecured basis by the Company's current and future material subsidiaries that are or become guarantors under the Credit Agreement (the "Guarantors").

The Senior Unsecured Notes rank (i) equally in right of payment with all existing and future senior indebtedness of the Company and the Guarantors that is not expressly subordinated in right of payment to the Senior Unsecured Notes and (ii) senior in right of payment to all existing and future indebtedness of the Company that is expressly subordinated in right of payment to the Senior Unsecured Notes. The Senior Unsecured Notes are effectively subordinated to any secured debt and other secured obligations of the Company and the Guarantors, including under the Credit Agreement, to the extent of the value of the assets securing such secured debt or other obligations. The Senior Unsecured Notes are structurally subordinated to all existing and future obligations, including indebtedness and trade payables, of any of the Company's subsidiaries that are not Guarantors.

The Senior Unsecured Notes were issued pursuant to an indenture (the "Indenture") dated February 7, 2022. Subject to certain exceptions and qualifications set forth in the Indenture, the Senior Unsecured Notes limit the ability of the Company and certain of its subsidiaries that are considered to be "restricted subsidiaries" to, among other things (i) make restricted payments; (ii) incur additional indebtedness and issue disqualified or preferred stock; (iv) create or permit to exist liens; (v) create or permit to exist restrictions on the ability of the restricted subsidiaries to make certain payments and distributions; (vi) make certain dispositions and transfers of assets; (vii) engage in amalgamations, mergers or consolidations; and (viii) engage in certain transactions with affiliates.

Capitalized terms not otherwise defined in this section have the meaning given in the Indenture, a copy of which is available on SEDAR+ at www.sedarplus.ca

Credit Ratings

The following information relating to the Company’s credit ratings is provided as it relates to the Company’s financing costs, liquidity and operations. Specifically, credit ratings affect the Company’s ability to obtain short-term and long-term financing and the cost of such financing. A reduction in the current rating on the Company’s debt by its rating agencies, particularly a downgrade below current ratings, or a negative change in the Company’s ratings outlook could adversely affect the Company’s cost of financing and its access to sources of liquidity and capital.

On January 30, 2023 and June 26, 2023, Standard & Poor's Ratings Services ("S&P"), an independent credit rating agency, issued a research update providing that the Company's issuer credit rating remained unchanged at 'B+' rating to the Company's Senior Unsecured Notes.

On July 30, 2024, S&P issued a research update where the Company's Credit Rating was reaffirmed at 'B+' and outlook was revised from 'Stable' to' Negative'.

On September 22, 2025, S&P revised our outlook from 'Negative' to 'Stable'.

An S&P issuer credit rating is a forward-looking opinion about an obligor’s overall creditworthiness in order to pay its financial obligations. S&P’s opinion focuses on the obligor’s capacity and willingness to meet its financial commitments as they come due. It does not apply to any specific financial obligation, as it does not take into account the nature of and provisions of the obligation, its standing in bankruptcy or liquidation, statutory preferences, or the legality and enforceability of the obligation. A BB rating is the sixth highest of ten major rating categories used by S&P in its long-term issuer credit rating scale. Generally, these major rating categories may be modified by the addition of a “+” or “-” to show relative standing within the category, while the absence of either a “+” or “-” designation indicates the rating is in the middle of the category. Obligors rated BB, B, CCC, and CC are regarded as having significant speculative characteristics. BB indicates the least degree of speculation and CC the highest. While such obligors will likely have some quality and protective characteristics, these may be outweighed by large uncertainties or major exposures to adverse conditions. An obligor rated B currently has the capacity to meet its financial commitments, however, it faces major ongoing uncertainties and exposure to adverse business, financial, or economic conditions which could lead to the obligor’s inadequate capacity to meet its financial commitments. The Company’s long-term issuer credit rating has been assigned a positive outlook by S&P. An S&P rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. A positive outlook means that a rating may be raised in the intermediate term.

S&P's issue credit ratings are based, in varying degrees, on its analysis of the following considerations: i) likelihood of payment; ii) nature of and provisions of the obligation; and iii) protection afforded by, and relative position of, the obligation in the event of bankruptcy. S&P rates long-term debt instruments by rating categories ranging from a high of “AAA” to a low of “D”. Generally, these major rating categories may be modified by the addition of a “+” or “-” to show relative standing within the category, while the absence of either a “+” or “-” designation indicates the rating is in the middle of the category. According to S&P, an obligation rated “B” is more vulnerable to non-payment than higher-rated obligations, but the issuer currently has the capacity to meet its financial commitment on the obligation. However, exposure to adverse business, financial, or economic conditions, will likely impair the issuer’s capacity or willingness to meet its financial commitments on the obligation. S&P’s recovery ratings focus solely on expected recovery in the event of a payment default of a specific issue, and utilize a numerical scale that runs from 1 to 6. The recovery rating is not linked to, or limited by, the corporate credit rating or any other rating, and provides a specific opinion about the expected recovery. The '4' recovery rating, which has been assigned to the Senior Unsecured Notes, indicates S&P’s expectations of average (30%-50%; rounded estimate 40%) recovery in the event of default.

Credit ratings are intended to provide investors with an independent measure of the credit quality of an issuer of securities. The credit ratings accorded to the Senior Unsecured Notes are not recommendations to purchase, hold or sell such securities and are not a comment upon the market price of the Company’s securities or their suitability for a particular investor. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future if, in its judgment, circumstances so warrant. A revision or withdrawal of a credit rating could have a material adverse effect on the pricing or liquidity of the Senior Unsecured Notes or the Shares in any secondary markets. The Company does not undertake any obligation to maintain the ratings or to advise holders of the Senior Unsecured Notes or Shares of any change in ratings.

The Company has made payments in the ordinary course to S&P in connection with the assignment of the rating on the Company and the Senior Unsecured Notes.

Dividends/Distributions

Dividend Policy

AutoCanada does not currently pay any dividends. Management reviews ACI's financial results on a monthly basis. The Board of Directors of ACI reviews the financial results on a quarterly basis, or as requested by Management, and determine whether a dividend shall be declared and paid based on a number of factors.

The Board of Directors will review our dividend policy on a regular basis in the context of a number of factors. Our ability to pay dividends and the actual amount of such dividends will be dependent upon, among other things, our financial performance, our debt covenants and obligations, our ability to refinance our debt obligations on similar terms and at similar interest rates, our working capital requirements, our future tax obligations, our future capital requirements, potential share repurchases, and the Company's acquisition opportunities and growth prospects.

As per the terms of the Credit Agreement, we are restricted from declaring dividends if we are in breach of our financial covenants or our available margin and facility limits or if such dividend would result in a breach of our covenants or our available margin and facility limits. At this time, the Company is in compliance with its covenants.

Considering current market risk factors, see "Risk Factors" for further details, and our capital allocation priorities, the Board of Directors has decided to defer any reinstatement of a dividend until further notice.

Historical Distributions

No dividends were declared by ACI from January 1, 2023 to December 31, 2025 on Shares.

Market For Securities

Trading Price and Volume

Shares are listed and posted for trading on the Toronto Stock Exchange under the symbol “ACQ”. The following table sets forth certain trading information for the Shares on the TSX for the most recently completed financial year based on information from the Historical Data Access section of the TSX website, believed to be reliable by ACI:

	Month	High ($)	Low ($)	Close ($)	Volume (shares)
2025	January	20.42	16.68	19.85	331,718
	February	19.55	17.11	17.43	441,485
	March	18.56	15.24	16.31	357,482
	April	16.28	14.03	15.59	360,871
	May	22.40	15.29	21.89	943,528
	June	23.27	21.00	21.92	466,647
	July	30.65	21.56	26.51	1,011,800
	August	34.55	25.81	33.26	1,236,574
	September	35.48	30.75	31.25	781,872
	October	33.01	24.52	25.29	1,110,901
	November	25.99	17.24	20.60	1,952,200
	December	24.30	20.17	23.65	949,287

Prior Sales

For information in respect of options to purchase common shares of the Company, common shares issued upon the exercise of options and other share based payments, see the Share-Based Payments note to the 2025 Annual Financial Statements, which is incorporated by reference into this AIF and available on SEDAR+ at www.sedarplus.ca

Directors and Officers

The following table sets forth the name, place of residence, positions for each of the directors and officers of ACI as at December 31, 2025, together with their principal occupations during the last five years. The directors of ACI shall hold office until the next annual meeting of shareholders or until their respective successors have been duly elected or appointed.

Name and Province or State, and Country of Residence	Position	Principal Occupation
STEPHEN CARLISLE[(3)] Ontario, Canada	Director since May 2, 2024	• Corporate Director, prior thereto President, North America, General Motors and President, Cadillac
SAMUEL COCHRANE British Columbia, Canada	Chief Executive Officer and Interim Chief Financial Officer since February 18, 2026	• Prior thereto Chief Financial Officer since June 30, 2024 • Prior to appointment with ACI, Chief Financial Officer at Telit Cinterion, Chief Financial Officer at Sierra Wireless, and Chief Financial Officer at Avigilon
ART CRAWFORD Quebec, Canada	President, Collision Operations since November 13, 2025	• Prior thereto Vice President, Collision and Hail
RHONDA ENGLISH[(1)(3)] Ontario, Canada	Director since May 5, 2022	• Corporate Director, prior thereto Chief Marketing Officer, CAA Club Group, prior thereto Vice President, CAA Insurance Company
DREW FORRET Ontario, Canada	Chief Administrative and Transformation Officer since October 16, 2023	• Prior to appointment with ACI, Chief Operating Officer/Chief Financial Officer at Voices
STEPHEN GREEN[(2)] New York, USA	Director since August 9, 2018	• Corporate Director, prior thereto Executive Vice President of Legal and Corporate Secretary, IHS Markit Ltd.
CHRISTOPHER HARRIS[(2)(3)] Ontario, Canada	Chair of the Board since October 28, 2025; Director since May 2, 2024	• Founder and Chief Investment Officer, Rutland Gate Partners, prior thereto Partner, Imperial Capital
CYNTHIA HILL Ontario, Canada	Executive Vice President, General Counsel and Corporate Secretary since November 13, 2025	• Prior thereto Vice President, Legal & Sustainability
BARRY L. JAMES[(1)(2)] Alberta, Canada	Director since November 6, 2014	• President, Barry L. James Advisory Services Ltd. and Corporate Director, prior thereto Partner, PricewaterhouseCoopers LLP
FELIX-ETIENNE LEBEL[(1)] Ontario, Canada	Director since August 13, 2025	• Founder and Managing Partner, Rowanwood Equity, prior thereto Partner, Birch Hill Equity Partners
JOHN NORTH Oregon, USA	Director since December 15, 2025	• Chief Financial Officer, Grindr Inc., prior thereto Chief Executive Officer, Lazydays RV, Senior Vice President and Chief Financial Officer, Copart Inc., and Chief Financial Officer, Lithia & Driveway
MIKEL PESTRAK Manitoba, Canada	Interim President, Dealership Operations since November 13, 2025	• Prior thereto Vice President, Finance & Insurance

Notes:
(1) Member of the Audit Committee of ACI.
(2) Member of the Governance and Nominating Committee of ACI.
(3) Member of the Human Resources Committee of ACI.

As of March 27, 2026, directors and executive officers of ACI, as a group, beneficially own or control or direct, directly or indirectly, an aggregate of 98,037 Shares, representing approximately 0.42% of the issued and outstanding Shares.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company no director or executive officer of the Company is, or within the 10 years prior to the date hereof, has been, a trustee, director, chief executive officer or chief financial officer of any company that, while that person was acting in that capacity: (i) was the subject of a cease trade order or similar order, or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued after such person ceased to be a trustee, director, chief executive officer or chief financial officer and which resulted from an event that occurred while such person was acting in the capacity of a trustee, director, chief executive officer or chief financial officer.

To the knowledge of the Company, other than as disclosed herein, no director or executive officer of the Company, or a Shareholder holding a sufficient number of shares to affect materially the control of the Company, is, or within the 10 years prior to the date hereof, has been, a trustee, director or executive officer of any company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

To the knowledge of the Company, no director or executive officer of the Company or a Shareholder holding a sufficient number of Shares to affect materially the control of ACI has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities authority, or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

To the knowledge of the Company, no director or executive officer of the Company or a Shareholder holding a sufficient number of Shares to affect materially the control of ACI has, within the 10 years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Conflicts of Interest

The officers and directors of ACI may also become officers and/or directors of other companies engaged in the automotive industry generally and which may own interests in automotive dealerships in which ACI holds or may in the future, hold an interest. As a result, situations may arise where the interests of such directors and officers conflict with their interests as directors and officers of other companies. In the case of the directors, the resolution of such conflicts is governed by applicable corporate laws which require that directors act honestly, in good faith and with a view to the best interests of ACI and, in respect of the *Canada Business Corporations Act*, ACI's governing statute, that directors declare, and refrain from voting on, any matter in which a director may have certain conflicts of interest.

AUDIT COMMITTEE INFORMATION

Charter of the Audit Committee

The Audit Committee charter of ACI is attached as Schedule B to this AIF.

Composition of the Audit Committee

The Audit Committee of ACI consists of Barry James (Chair), Rhonda English, and Felix-Etienne Lebel.

Each member of the Audit Committee of ACI is independent and financially literate; as such terms are defined in *National Instrument 52-110 – Audit Committees* ("NI 52-110").

Relevant Education and Experience

The education and experience of each member of the Audit Committee of ACI that is relevant to the performance of his responsibilities as an audit committee member is described below:

Barry James – Mr. James is a Corporate Director and the President of Barry L. James Advisory Services Ltd. Prior thereto, he was the Chief Corporate Development Officer at Lloyd Sadd Insurance Services Ltd. and a Partner at PricewaterhouseCoopers LLP. He received a Bachelor of Commerce (with Distinction) degree from the University of Alberta in 1980, qualified as a Chartered Accountant in 1983 and became a Fellow of the Chartered Accountants in 2007. He joined PricewaterhouseCoopers LLP in 1977 and was admitted to the partnership in 1989. He was the Managing Partner of the Edmonton office from July 2001 to June 2011. Mr. James is currently a member of the Alberta Chapter of the Young Presidents' Organization. He also sits on the Board of Corus Entertainment, serving as the Audit Committee Chair. Mr. James was previously the Audit Committee Chair of Melcor Real Estate Investment Trust, the Minister-appointed Chair of the Audit Committee of the Province of Alberta, the Vice-Chair and Audit Committee Chair of ATB Financial, and sat on the University of Alberta Board of Governors. Mr. James has been granted the ICD.D designation by the Institute of Corporate Directors. Mr. James' education and experience provide him with the necessary knowledge and ability to fulfill the requirements as the chair of the ACI Audit Committee.

Rhonda English – Ms. English was, up until December 2023, the Chief Marketing Officer of CAA Club Group, the largest independent automobile club in Canada and owner of several companies in the Property & Casualty and Travel insurance businesses. Previously she held executive roles at CAA Insurance Company and Lombard Insurance Company. Throughout her extensive career, she has successfully driven company growth and profitability through thoughtful leadership and strategic direction in the automotive and insurance industries. Ms. English served on the Board of the Markham Stouffville Hospital Foundation, retiring as Past Chair of the Foundation in 2019. Ms. English currently sits on the Markham Stouffville Hospital Board, having served as Chair of the Finance & Audit Committee and Chair of the Quality & Safety Committee. Ms. English is a CPA, CMA and received her undergraduate degree and MBA from the Ivey Business School. Ms English's education and experience provide her with the necessary knowledge and ability to fulfill the requirements of a member of the ACI Audit Committee.

Felix-Etienne Lebel – Mr. Lebel is the Founder and Managing Partner of Rowanwood Equity, a Toronto based investment firm. Prior to that, he spent 13 years at Birch Hill Equity Partners, a leading mid-market private equity fund, where he was a Partner and served on the investment committee. He currently sits on the board of Alaris Equity Partners Income Trust, Midland Appliance, Morningside Capital, and the advisory board of Sherweb. Over his career, he has been actively involved in sourcing, executing and exiting investments. Mr. Lebel previously played an active role on the boards of many companies including Chair and Lead Independent Director of Softchoice Corporation, Chair of Citron Hygiene, Chair of Groupe Maskatel, Sigma Systems, and Harbour Air Seaplanes. He has experience investing across various b2b and b2c sectors including IT Solutions, software, fixed-route logistics, facility services, equipment rental, manufacturing, fast transit and telecom. Prior to joining Birch Hill, he was at EdgeStone Capital Partners and in the Investment Banking division of CIBC World Markets. Mr. Lebel received a Bachelor of Commerce degree from McGill University (Great Distinction) and is a CFA charterholder. Mr. Lebel's education and experience provide him with the necessary knowledge and ability to fulfill the requirements of a member of the ACI Audit Committee.

Reliance on Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied upon an exemption, in whole or in part, from NI 52-110 other than the exemption in Section 2.4 (De-Minimus Non-audit Services) of NI 52-110.

Prior Approval of Policies and Procedures

The Audit Committee of ACI must pre-approve all non-audit services to be provided to ACI or its subsidiaries by ACI's external auditor, other than non-audit services where:

(a) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute no more than 5% of the total amount of fees paid by ACI and its subsidiaries to ACI's external auditor during the fiscal year in which the services are provided;

(b) ACI or its subsidiaries, as the case may be, did not recognize the services as non- audit services at the time of the engagement; and

(c) the services are promptly brought to the attention of the Audit Committee of ACI and approved, prior to the completion of the audit, by the Audit Committee of ACI or by one or more of its members to whom authority to grant such approvals had been delegated by the Audit Committee of ACI.

Audit Committee Oversight

At no time since the beginning of the Company's most recently completed financial year has a recommendation of the Audit Committee of ACI to nominate or compensate an external auditor not been adopted by the Board of Directors of ACI.

External Auditor Service Fees (by category)

The following table sets forth, by category, the fees billed by PricewaterhouseCoopers LLP, ACI's auditors, for the years ended December 31:

Fee category		2025		2024
Audit fees	$	1,113,000	$	997,500
Audit-related fees	$	457,634	$	268,700
Tax fees	$	254,790	$	317,150
All other fees	$	7,090	$	7,930
Total	$	1,832,514	$	1,591,280

"**Audit fees**" include audit fees, system conversion, and acquisition related testing.

"**Audit-related fees**" include fees for the review of the interim consolidated financial statements, securities offerings, other assurance review engagements, accounting analysis over various matters and other services in connection with regulatory filings.

"**Tax fees**" consist of fees for tax compliance and tax consulting services.

"**All other fees**" consist of fees for consulting services and research software subscription and publications.

Legal Proceedings and Regulatory Actions

From time to time, we are named in claims involving the manufacture of vehicles, contractual disputes and other matters arising in the ordinary course of our business. There are no legal proceedings that involve a claim for damages exceeding 10% of the Company's current assets in respect of which the Company is or was a party, or in respect of which any of the Corporation's property is or was the subject during the year ended December 31, 2025, nor are there any such proceedings known to the Company to be contemplated. Information related to the Company's legal proceedings can be found in Note 28 of the Annual Financial Statements, which are incorporated by reference in this AIF and available on SEDAR+.

During the year ended December 31, 2025, other than as otherwise disclosed in this AIF, there have not been any: (i) penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority; (ii) other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision; or (iii) settlement agreements entered into by the Company before a court relating to securities legislation or with a securities regulatory authority.

For information with respect to the nature of regulation and material regulatory decisions and applications associated with the Company, refer to the "Lawsuits and Legal Claims" in section 5 Acquisitions, Divestitures, and Other Recent Developments in the Annual MD&A and to Note 28 of the Annual Financial Statements, each of which are incorporated by reference in this AIF and available on SEDAR+.

Interest of Management and Others in Material Transactions

As previously disclosed by the Company, in connection with Mr. Antony's transition from his role as Executive Chair, the Company entered into a number of arrangements with Mr. Antony. In addition to a transition agreement which provided for certain severance payments and acceleration of certain equity-based awards, (i) the Company entered into an advisory agreement with Mr. Antony through the end of 2026, (i) the Company granted Mr. Antony an option to acquire a Porsche dealership in London, Ontario, including associated lands and buildings and certain vacant lands in Windsor, Ontario for a purchase price equal to the greater of the Company's aggregate cost of such assets and the fair market value of such assets (determined by third party appraisers), in each case plus certain adjustments which are customary in the industry and on other customary terms and conditions, and (ii) the Company granted to a company controlled by Mr. Antony a multi-year license to certain collision and mechanical data in exchange for an upfront and annual license fee and certain other covenants.

Except as described above and in this AIF under the headings "Description of the AutoCanada Business – Acquisitions, Divestitures, and Other Recent Developments", and "Description of the AutoCanada Business – Locations", none of the Company's directors, executive officers or persons or companies that beneficially own or control or direct, directly or indirectly or a combination of both, more than 10% of the Shares, or their associates and affiliates, had any material interest, direct or indirect, in any transaction with the Company within the three most recently completed financial years or during the current financial year that has materially affected or would reasonably be expected to materially affect the Company.

Transfer Agent and Registrar

The transfer agent and registrar for the Shares is Computershare Trust Company at its principal offices in Calgary, Alberta and Toronto, Ontario.

Material Contracts

The only material contracts entered into by the Company within the most recently completed financial year, or before the most recently completed financial year, and which remain in effect, are as follows:

1. Credit Agreement described under "Financing – Credit Facilities";
2. Indenture relating to the Senior Unsecured Notes; and

3. Unit Purchase Agreement relating to the purchase of the Used Digital Division Minority Interest described under "Interest of Management and Others in Material Transactions".

The contracts listed above are filed on SEDAR+ at www.sedarplus.ca.

Interest of Experts

There is no person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing, made under NI 51-102 by ACI during, or related to, its most recently completed financial year other than PricewaterhouseCoopers LLP, the external auditors of ACI. PricewaterhouseCoopers LLP has advised that they are independent with respect to ACI within the meaning of the Rules of Professional Conduct of the Institute of the Chartered Professional Accountants of Alberta.

Additional Information

Additional information relating to us may be found on SEDAR+ at www.sedarplus.ca. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of our securities and securities authorized for issuance under equity compensation plans, as applicable, will be contained in our information circular for the annual meeting of Shareholders to be held on May 14, 2026. Additional financial information is provided in our audited consolidated financial statements and management's discussion and analysis for our most recently completed financial year.

Schedule A – Glossary of Terms

"**ACI**" or the "**Company**" means AutoCanada Inc., a corporation incorporated under the CBCA;

"**ACI Stock Option Plan**" means the stock option plan of ACI;

"**affiliate**" has the meaning provided for in the CBCA;

"**AIF**" means this annual information form of the Company for the year ended December 31, 2025;

"**Arrangement**" means the arrangement involving the Fund, ACI and certain other entities that was carried out pursuant to the CBCA on December 31, 2009;

"**AutoCanada**" means AutoCanada Inc. and its subsidiaries, the Holding LPs, the Dealer LPs and any other franchised automobile dealership owned or operated by the foregoing parties;

"**AutoCanada GP**" means AutoCanada GP Inc., a corporation incorporated under the CBCA;

"**CADA**" means Canadian Automobile Dealers Association;

"**CBCA**" means the Canada Business Corporations Act and the regulations thereto, as amended;

"**CDK**" means CDK Dealer Services Ltd. (formerly ADP Dealer Services Ltd.);

"**Chrysler Approval Agreement**" means the approval agreement as restated, effective December 31, 2009, among FCA Canada, the Company, COAG, certain Dealer LP's and other parties;

"**FCA Canada**" means FCA Canada Inc. (formerly known as DaimlerChrysler Canada Inc.);

"**Credit Agreement**" means the fourth amended and restated credit agreement made as of December 1, 2021, as further amended on February 7, 2022, December 12, 2022, February 3, 2023, and April 22, 2024 among, *inter alia*, ACI, AutoCanada Holdings Inc. and certain Subsidiaries as borrowers and/or guarantors, and a syndicate of Canadian chartered banks, including any related notes, guarantees, collateral and security documents, instruments and agreements executed in connection therewith, and, in each case, as amended, restated, modified, renewed, refunded, replaced (whether upon or after termination or otherwise) or refinanced, in whole or in part, from time to time;

"**Dealer GPs**" means a corporation incorporated under the CBCA to operate as a general partner of each Dealer LP;

"**Dealer LPs**" means the limited partnerships established under the laws of the Province of Manitoba to carry on the business of owning and operating one of AutoCanada LP's franchised automobile dealerships, as well as activities ancillary thereto;

"**Dealer Principal**" means an individual, approved by the automobile manufacturer, who is responsible for the day-to-day management and operations of a franchised automobile dealership;

"EBITDA" means earnings before interest, taxes, depreciation, and amortization;

"**floorplan financing**" is a type of asset-based financing used by franchised automobile dealerships to finance their new (and in some instances used) vehicle inventories. See "Financing – Floorplan Financing";

"**Ford**" means Ford Motor Company of Canada;

"**Ford PTOA**" means the Publicly Traded Owner Agreement entered into with Ford in November 2018

"**fully-diluted**" in respect to the number of securities of any person to be issued and outstanding at such time means the number of such securities of such person that would be issued and outstanding at such time if all rights to acquire or be issued such securities under all issued and outstanding rights of conversion, exchange, issue or purchase had been exercised at such time;

"**Fund**" means the former AutoCanada Income Fund, an unincorporated, open-ended trust established under the laws of the Province of Alberta;

"**GAAP**" means generally accepted accounting principles in Canada;

"**GM**" means General Motors of Canada;

"**Holding GPs**" means the corporations incorporated under the CBCA to operate as a general partner of each Holding LP;

"**Holding LPs**" means the limited partnerships established under the laws of the Province of Manitoba to carry on certain franchised automobile dealerships of AutoCanada, as well as activities ancillary thereto;

"**Holdings**" means AutoCanada Holdings Inc., a corporation incorporated under the CBCA;

"**Hyundai**" means Hyundai Auto Canada, a division of Hyundai Motor America, a California corporation;

"**Hyundai Framework Agreement**" means the framework agreement dated April 28, 2006, as amended on April 2, 2007, among Hyundai Auto Canada Corp. (by way of assignment from Hyundai Auto Canada), the Company, COAG and certain Dealer LP's;

"**IPO**" means the initial public offering of trust units issued and sold by the former Fund (including the over-allotment option);

"**Management**" mean the executive officers of ACI;

"**NADAP Rules**" means the rules adopted by the Canadian Vehicle Manufacturer's Association, the Association of International Automobile Manufacturers of Canada and CADA that provide for dispute resolution between the automobile manufacturers and the franchised automobile dealerships in the Canadian automobile industry;

"**NI 51-102**" means National Instrument 51-102 – Continuous Disclosure Obligations issued by the Canadian Securities Administrators;

"**Nissan Multiple Market Ownership Agreement**" means the multiple market ownership agreement dated March 20, 2008, between Nissan Canada Inc. and ACI;

"**OEM**" means original equipment manufacturer;

"**OEM Agreements**" means the dealership franchise or sales and service agreements entered into by each of the Dealer LPs with the applicable OEM;

"**Open Point**" means a new franchised automobile dealership opened, or to be opened, pursuant to the right to open a new franchised automobile dealership in a specific location granted to a dealer by an automobile manufacturer;

"**PCMA**" means the Public Company Master Agreement entered into with GM Canada dated December 7, 2017;

"**Senior Unsecured Notes**" means the $350 million aggregate principal amount of 5.75% senior unsecured notes sold by the Company and due February 7, 2029;

"**Share**" means a common share in the capital of ACI;

"**Shareholders**" mean the holders of Shares;

"**Subaru**" means Subaru Canada Inc.;

"**Subsidiary**" has the meaning provided for in the CBCA, read as if the word "body corporate" includes a trust, partnership, limited liability company or other form of business organization;

"**Trust**" means the former AutoCanada Operating Trust, an unincorporated, open-ended trust established under the laws of the Province of Alberta;

"**TSX**" means the Toronto Stock Exchange;

"**VCCI Facilities**" means the agreement dated September 19, 2011, between AutoCanada and VW Credit Canada Inc.;

"**VW Canada**" means Volkswagen Canada Inc.; and

"**U.S.**" means the United States of America.

Schedule B – Audit Committee Charter

The Audit Committee (the "**Committee**") is a standing committee appointed by the Board of Directors (the "**Board**") of AutoCanada Inc. (the "**Company**") to assist the Board in fulfilling its oversight responsibilities with respect to the Company's financial reporting, including responsibility to:

- oversee the integrity of the Company's consolidated financial statements and financial reporting process, including the audit process and the Company's internal accounting controls and procedures and compliance with related legal and regulatory requirements;
- oversee the qualifications and independence of the Company's internal and external auditors;
- oversee the work of the Company's financial management and internal and external auditors in these areas; and
- provide an open avenue of communication between the Board and the officers of the Company ("**Management**") and the internal and external auditors of the Company.
- In addition, the Committee may perform such other activities consistent with this Charter and will review and/or approve any other matter specifically delegated to the Committee by the Board.

AUTHORITY

The Audit Committee Charter (the "**Charter**") sets out the authority of the Committee to carry out the responsibilities established for it by the Board as articulated within the Charter.

In discharging its responsibilities, the Committee will have unrestricted access to members of Management, employees, and relevant information it considers necessary to discharge its duties. The Committee also will have unrestricted access to records, data, and reports. If access to requested documents is denied due to legal or confidentiality reasons, the Committee and/or vice president of internal audit will follow a prescribed, Board approved mechanism for resolution of the matter.

The Committee is entitled to receive any explanatory information that it deems necessary to discharge its responsibilities. The Company's Management and staff shall cooperate with Committee requests.

The Committee is empowered to:

a. appoint, compensate, and oversee all audit and non-audit services performed by auditors, including the work of any registered public accounting firm engaged by the Company;

b. resolve any disagreements between Management and the external auditor regarding financial reporting and other matters; and

c. pre-approve all audit and non-audit services performed by auditors or other external assurance providers.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's consolidated financial statements are complete and accurate or are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of Management and the Company's external auditors. The Committee, its Chair and any Committee members identified as having accounting or related financial expertise are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Company, and are specifically not accountable or responsible for the day-to-day operation or performance of such activities. Although the designation of a Committee member as having accounting or related financial expertise for disclosure purposes or otherwise is based on that individual's education and experience, which that individual will bring to bear in carrying out his or her duties on the Committee, such designation does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Committee and Board in the absence of such designation. Rather, the role of a Committee member who is identified as having accounting or related financial expertise, like the role of all Committee members, is to oversee the process, not to certify or guarantee the internal or external audit of the Company's financial information or public disclosure.

COMPOSITION AND PROCEDURES

In addition to the procedures and powers set out in any resolution of the Board, the Committee will have the following composition and procedures:

1. Composition

The Committee shall consist of no fewer than three members. None of the members of the Committee shall be an officer or employee of the Company or any of its subsidiaries and each member of the Committee shall be an "independent director" (in accordance with the definition of "independent director" from time to time under the requirements or guidelines for Committee service under applicable securities laws and the rules of any stock exchange on which the Company's shares are listed for trading). A minimum of two-thirds of the members of the Committee shall constitute a quorum of the Committee.

At the time of the annual appointment of the members of the Committee, the Board shall appoint a Chair of the Committee. The Chair shall be a member of the Committee and shall preside over all Committee meetings including ensuring compliance with this Charter. The Chair may vote on any matter requiring a vote by the Committee and shall provide a second vote in the case of a tie vote. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for that purpose.

2. Appointment and Replacement of Committee Members

Any member of the Committee may be removed or replaced at any time by ordinary resolution of the Board and shall automatically cease to be a member of the Committee upon ceasing to be a member of the Board. The Board may fill vacancies on the Committee by election from among the directors of the Company. The Board shall fill any vacancy if the membership of the Committee is less than three. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its power so long as a quorum remains in office. Subject to the foregoing, the members of the Committee shall be elected by the Board annually and each member of the Committee shall hold office as such until the next annual meeting of shareholders after his or her election or until he or she resigns, is removed or his or her successor shall be duly elected.

3. Financial literacy

All members of the Committee must be "financially literate" (as that term is defined under securities laws and the rules of any stock exchange on which the Company's shares are listed for trading) or must become financially literate within a reasonable period of time after his or her appointment to the Committee.

4. Invitees and Separate In Camera Meetings

The Committee may invite any Directors, officers or employees of the Company or any other person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee. The external auditor shall receive notice of and attend, at the expense of the Company, each meeting of the Committee. The Committee will endeavour to meet at least once every quarter, and more often as warranted, with the Chief Financial Officer of the Company, the internal auditors, the external auditors and with only the members of the Committee in separate in camera sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. The time, place and procedures for each Committee meeting will be determined by the Committee.

5. Professional Assistance

The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at the Company's expense.

6. Reliance

Absent actual knowledge to the contrary (which will be promptly reported to the Board), each member of the Committee shall be entitled to rely on (i) the integrity of those persons or organizations within and outside the Company from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations and (iii) representations made by Management of the Company and the external auditors, as to any information, technology, internal audit and other non-audit services provided by the external auditors or other assurance providers to the Company and its subsidiaries.

7. Review of Charter

The Committee will periodically review and reassess the adequacy of this Charter as it deems appropriate and recommend changes to the Board. The Committee will evaluate its performance with reference to this Charter. The Committee will approve the form of disclosure of this Charter, where required by applicable securities laws or regulatory requirements, in the annual proxy circular or annual information form of the Company.

8. Delegation

The Committee may delegate from time to time to any individual Committee member any of the Committee's responsibilities, where the Committee determines it is appropriate to do so in order for necessary decisions to be made between meetings of the Committee and where such delegation is permitted by law. Any such decisions will be reported to the Committee at its next meeting.

9. Reporting to the Board

The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter. The person designated as secretary shall prepare minutes of all meetings to be filed in the corporate records.

SPECIFIC MANDATES OF THE COMMITTEE

I. In Respect of the Company's Internal Auditors

The Committee will:

a. review and approve the internal audit charter at least annually. The internal audit charter should be reviewed to ensure that it accurately reflects the internal audit activity's purpose, authority, and responsibility, consistent with the mandatory guidance of the IIA's *International Professional Practices Framework* and the scope and nature of assurance and consulting services, as well as changes in the financial, risk management, and governance processes of the Company and reflects developments in the professional practice of internal auditing;

b. advise the Board about increases and decreases to the requested resources to achieve the internal audit plan. Evaluate whether any additional resources are needed permanently or should be provided through outsourcing;

c. perform the following in regards to the vice president of internal audit:

    i. advise the Board regarding the qualifications and recruitment, appointment, and removal of the vice president of internal audit;

    ii. provide input to Management related to evaluating the performance of the vice president of internal audit;

    iii. review and approve Management's recommendation for the appropriate compensation of the vice president of internal audit;

d. review and provide input on the internal audit activity's strategic plan, objectives, performance measures, and outcomes. Review and approve proposed risk-based internal audit plan and make recommendations concerning internal audit projects;

e. review and approve the internal audit plan and engagement work program, including reviewing internal audit resources necessary to achieve the plan and review the internal audit activity's performance relative to its audit plan;

f. review internal audit reports and other communications to Management and review and track Management's action plans to address the results of internal audit engagements;

g. review the assistance internal audit provides Management in the creation of a testing plan over Internal Controls over Financial Reporting ("ICFR") for the Company to obtain assurance over ICFR activities;

h. review and advise Management on the results of any special investigations;

i. inquire of the vice president of internal audit whether any internal audit engagements or non-audit engagements have been completed but not reported to the Committee; if so, inquire whether any matters of significance arose from such work;

j. inquire of the vice president of internal audit whether any evidence of fraud has been identified during internal audit engagements and evaluate what additional actions, if any, should be taken;

k. inquire of the vice president of internal audit about steps taken to ensure that the internal audit activity conforms with the IIA's *International Standards for the Professional Practice of Internal Auditing* (Standards); and

l. ensure that the internal audit activity has a quality assurance and improvement program and the following steps are taken:

    i. ensure the results of these periodic assessments are presented to the Committee;

    ii. ensure that the internal audit activity has an external quality assurance review every five years;

    iii. review the results of the independent external quality assurance review and monitor the implementation of the internal audit activity's action plans to address any recommendations; and

    iv. advise the Board about any recommendations for the continuous improvement of the internal audit activity.

II. In Respect of the Company's External Auditors

The Committee will:

a. review the performance of the external auditors (including the lead partner of the independent audit team) of the Company who are accountable to the Committee and the Board. Make recommendations to the Board as to the reappointment or appointment of the external auditors of the Company to be nominated in the Company's proxy circular for shareholder approval and shall have authority to terminate the external auditors; in reviewing the performance of the external auditors, the Committee will consider annual and comprehensive assessments including Audit Quality Indicators using the CPA Canada Tool (or equivalent);

b. review the reasons for any proposed change in the external auditors of the Company which is not initiated by the Committee or Board and any other significant issues related to the change, including the response of the incumbent auditors, and enquire as to the qualifications of the proposed replacement auditors before making its recommendation to the Board;

c. recommend to the Board the terms of engagement and the compensation to be paid by the Company to the Company's external auditors;

d. review the independence of the Company's external auditors, including a written report from the external auditors respecting their independence and consideration of applicable auditor independence standards;

e. approve in advance all permitted non-audit services to be provided to the Company or any of its affiliates by the external auditors or any of their affiliates, subject to any *de minimus* exception allowed by applicable law; the Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals required by this subsection, subject to any such matters being presented to the Committee at its first scheduled meeting following such pre-approval;

f. review the disclosure with respect to its pre-approval of audit and non-audit services provided by the Company's external auditors;

g. approve any hiring by the Company or its subsidiaries of partners or employees or former partners or employees of the Company's present or former external auditors;

h. review a written or oral report describing:

    i. critical accounting policies and practices to be used in the Company's financial statements,

    ii. alternative treatments of financial information within IFRS that have been discussed with Management and that are significant to the Company's consolidated financial statements, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors, and

    iii. other material written communication between the Company's external auditors or Management, such as any management letter or schedule of unadjusted differences;

i. review with the external auditors and Management the general audit approach and scope of proposed audits of the consolidated financial statements of the Company, including reviewing any significant changes to the external auditors' audit plan, the objectives, staffing, locations, co-ordination and reliance upon Management in the audit, the overall audit plans, the audit procedures to be used and the timing and estimated budgets of the audits;

j. if a review engagement report is requested of the external auditors, review such report before the release of the interim consolidated financial statements of the Company or any of its subsidiaries;

k. discuss with the external auditors any difficulties or disputes that arose with Management during the course of the audit, any restrictions on the scope of activities or access to requested information and the adequacy of Management's responses in correcting audit-related deficiencies;

l. review and resolve disagreements between Management and the Company's external auditors regarding financial reporting or the application of any accounting principles or practices;

m. obtain from the external auditors, and review, (i) a summary of the external auditors' internal quality-control procedures, and consider any material issues in respect thereof, and (ii) details of each category of service provided by the external auditors and the related fees;

n. review the Annual Report of the Canadian Public Accountability Report (CPAB) concerning audit quality and discuss the implications, if any, for the Company; and

o. review the rotation of partners on the audit engagement for the external auditors in accordance with the applicable requirements and assess the competencies and capabilities of the incoming partner;

III. In Respect of the Company's Financial Disclosure

The Committee will:

a. review with the external auditors and Management:

    i. the Company's audited consolidated financial statements and the notes and Management's Discussion and Analysis relating to such consolidated financial statements, the recommendations for approval of each of the foregoing from each of the Chief Executive Officer or Executive Chair, and Chief Financial Officer, and based on such recommendations provide, where applicable, its own recommendations to the Board for their approval and release of each of the foregoing to the public;

    ii. the Company's interim consolidated financial statements and the notes and Management's Discussion and Analysis relating to such consolidated financial statements, the recommendations for approval of each of the foregoing from each of the Chief Executive Officer or Executive Chair, and Chief Financial Officer, and based on such recommendations provide, where applicable, its own recommendations to the Board for their approval and release of each of the foregoing to the public;

iii. the quality, appropriateness and acceptability of the Company's accounting principles and practices used in its financial reporting, changes in the Company's accounting principles or practices and the application of particular accounting principles and disclosure practices by Management to new transactions or events;

iv. all significant financial reporting issues and judgments made in connection with the preparation of the Company's consolidated financial statements, including the effects of alternative methods in respect of any matter considered significant by the external auditor within IFRS on the consolidated financial statements and any "second opinions" sought by Management from an independent or other audit firm or advisor with respect to the accounting treatment of a particular item;

v. the effect of regulatory and accounting initiatives on the Company's consolidated financial statements and other financial disclosures, including any related regulatory reports;

vi. any reserves, accruals, provisions or estimates that may have a significant effect upon the consolidated financial statements of the Company;

vii. the use of special purpose entities and the business purpose and economic effect of off balance sheet transactions, arrangements, obligations, guarantees and other relationships of the Company and their impact on the reported financial results of the Company;

viii. any legal matter, claim or contingency that could have a significant impact on the consolidated financial statements, the Company's compliance policies and any material reports, inquiries or other correspondence received from regulators or governmental agencies and the manner in which any such legal matter, claim or contingency has been disclosed in the Company's consolidated financial statements;

ix. review the treatment for financial reporting purposes of any significant transactions that are not a normal part of the Company's operations; and

x. the use of any "pro forma" or "adjusted" information not in accordance with IFRS.

b. review, or establish procedures for the review of, all public disclosure documents containing audited, unaudited or forward-looking financial information before release by the Company, including any prospectus, management information circulars, offering memoranda, annual reports, management certifications, management’s discussion and analysis, annual information forms and press releases;

c. review earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies, it being understood that such discussions may, in the discretion of the Committee, be done generally (i.e., by discussing the types of information to be disclosed and the type of presentation to be made) and that the Committee need not discuss in advance each earnings release or each instance in which the Company gives earning guidance;

d. establish and monitor policies and procedures for (A) the receipt and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters, and (B) the anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and will review periodically with the Management these procedures and any significant complaints received and recommendations in response to such complaints;

e. receive from the Chief Executive Officer or Executive Chair, and Chief Financial Officer, a certificate certifying in respect of each annual and interim report the matters such officers are required to certify in connection with the filing of such reports under applicable securities laws;

f. review and discuss the Company's major financial risk exposures and the steps taken to monitor and control such exposures, including the use of any financial derivatives and hedging activities; and

g. review annually insurance programs relating to the Company and its investments.

IV. In Respect of Internal Controls

The Committee will:

a. review the adequacy and effectiveness of the Company's internal accounting and financial controls based on recommendations from Management, the internal auditors, and the external auditors for the improvement of accounting practices and internal controls;

b. review Management’s assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year; and

c. oversee compliance with internal controls.

V. In Respect of Related Party Transactions

The Committee or the Chair of the Committee, as applicable, will review related party transactions in accordance with the related party transactions policy of the Company. The Committee will periodically review and reassess the adequacy of the related party transactions policy of the Company as it deems appropriate and recommend changes to the Board. The Committee shall review and make recommendations with respect to the Company’s expense reimbursement policy and the rules relating to the standardization of the Company's expense reporting practices.

VI. In Respect of Risk Assessment and Risk Management

The Committee will assist Management in assessing and managing the Company's major risks (including data privacy and cyber security), including by:

a. reviewing and discussing the Company's major risks with Management and the systems implemented and strategies taken by Management to monitor and manage such major risks; and

b. making periodic reports to the Board regarding risk management and recommendations to the Board whether any new risk management systems or strategies should be considered or implemented.

VII. In Respect of Other Items

The Committee will:

a. on an annual basis review and assess Committee member attendance and performance and report thereon to the Board and review this Charter and, if required implement amendments to this Charter;

b. on an annual basis review the dividend reinvestment plan and normal course issuer bid, if any;

c. on a quarterly basis review compliance with the Disclosure Policy of the Company; and

d. review and carry out the activities set forth on the attached Appendix "A" as well as other actions which may be necessary for the Committee to carry out the spirit and intent of this Charter. The schedule shall be reviewed from time to time by the Committee.

APPENDIX A
AUTOCANADA INC.
AUDIT COMMITTEE
ANNUAL MEETING TIMETABLE

Legend:

* - As needed

X - Recommended timing

ITEM	March	May	August	November
I. Audit Committee Purpose				
Conduct Special Investigations	*	*	*	*
II. Audit Committee Composition and Meetings				
Assess independence and financial literacy of audit committee				X
Establish number and timing of meetings			X	
Audit Committee Chair to establish meeting agenda	X	X	X	X
Enhance financial literacy update on current financial events	X	X	X	X
In camera session with Auditors	X	X	X	X
In camera session with committee members	X	X	X	X
In camera session with CFO	X	X	X	X
III. Audit Committee Responsibilities and Duties (financial statements)				
Review and approve for recommendation to the Board of Directors:				
• Interim Financial Statements		X	X	X
• Interim MD&A		X	X	X
• Procedures adopted for certification by CEO, or Executive Chairman, and CFO of interim financial statements and disclosure controls		X	X	X
• Annual Financial Statements	X			
• Annual MD&A	X			
• Procedures adopted for certification by CEO, or Executive Chairman, and CFO of annual financial statements and disclosure controls	X			
Review external auditor's report	X			

ITEM	March	May	August	November
III. Audit Committee Responsibilities and Duties (financial statements) (continued)				
Review CFO Risks Memo addressing Financial Risk, Legal and Regulatory Risk, and Technology and Data Risk; Treasury, Hedging and cash management	X	X	X	X
Review of management analysis of financial reporting issues and judgmental stances taken	X	X	X	X
Review debt summary/capacity and covenant calculations	X	X	X	X
Taxation Matters Review (At least annually)	*	*	*	*
Information Systems/Cybersecurity Review (At least annually)	*	*	*	*
Review of Material Events and Transactions – Review management reports on any significant or unusual events, transactions that may have a material impact on Financial Statements and/or Disclosures	*	*	*	*
IV. Audit Committee Responsibilities and Duties (non-financial statements)				
Review charter				X
Review and approve internal audit charter				X
Review internal audit strategic plan				X
Review and approve internal audit plan	X			
Review external audit plan		X		
Approve audit fees		X		
Review Information Circular and recommend approval	X			
Recommend appointment of external auditors	X			
Review regulatory reports	X	X	X	X
Consider internal controls and financial risks				X
Review related party transactions in accordance with the related party transaction policy	X	X	X	X
Review and assess the adequacy of the related party transaction policy		X		
Review the expense reimbursement policy and the rules relating to the standardization of expense reporting practices		X		
Review and discuss major risks and management's reports thereon	X	X	X	X
Review the qualifications of external auditors				X
Complete internal audit quality assessment (External quality assurance review every 5 years)				X
Complete External Auditor assessment (Comprehensive review every 5 years)				X (2028)
Review independence and discuss auditor independence	*	*	*	*
Discuss and review appropriateness of accounting principles, critical accounting policies and management judgments and estimates	*	*	*	*
Approve the hiring of employees or former employees of the auditors	*	*	*	*
Approve in advance any non-audit services and receive report thereon	X	X	X	X
Review legal matters with counsel	X	X	X	X
Maintain minutes and report to the Board	X	X	X	X
Perform self-assessment of audit committee performance and its members				X
Prepare report of Audit Committee effectiveness and compliance with its charter				X
Review the disclosure of the audit committee charter to the Shareholders in the Annual Information Form	X			

ITEM	March	May	August	November
Review financial personnel succession planning				X
IV. Audit Committee Responsibilities and Duties (non-financial statements) (continued)				
Review effectiveness of Vice President, Internal Audit, as a whole against annual objectives and approve Management's recommendation for the appropriate compensation of the Vice President, Internal Audit	X			
Review effectiveness of CFO and Finance Department as a whole against annual objectives (At least annually)	*	*	*	*
Appointment of audit committee members	*	*	*	*
Review internal audit reports and other communications to Management	X	X	X	X
Review the assistance internal audit provides Management in the creation of a testing plan over Internal Controls over Financial Reporting ("ICFR")	X	X	X	X
Review and advise Management on the results of any special investigations	*	*	*	*
Inquire of internal audit whether any evidence of fraud has been identified during internal audit engagements	X	X	X	X
Review any material written communication between external auditors and the Management such as management letters and the schedule of unadjusted differences	X	*	*	*
Review earnings news releases	X	X	X	X
Monitor procedures for the receipt and treatment of complaints received regarding accounting internal control or audit matters	X	X	X	X
Review and discuss the corporate insurance program				X
Review the prior quarter dividends if the dividends are approved quarterly	X	X	X	X
On a quarterly basis review compliance with the Disclosure Policy of the Company	X	X	X	X
Perform other activities as appropriate	*	*	*	*

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