



AEGIS BRANDS INC.  
**ANNUAL REPORT 2024**



## OUR VISION

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We created Aegis with the vision of building a portfolio of amazing brands within the food and beverage sector, that can grow and flourish with access to our resources and expertise.

We are committed to letting each company under the Aegis Brands umbrella operate as an independent brand, and to working with them to provide shared expertise – and shared services – to help them thrive.

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## Letter from the Chairman

Fiscal 2024 was our second full year of ownership of the St. Louis Bar & Grill business. The Management team, led by Steve Pelton, President and CEO, Melinda Lee, CFO and Chris Fountain, COO, has articulated the strategic plan very well, which will enable the growth and promise of St. Louis Bar into a best-in-class operator in the food service landscape. The three key critical areas include menu re-engineering to broaden the guest base of St. Louis and increase store level profitability, a brand refresh, and investment in training resources to ensure we have the best hospitality in our segment. I am pleased to report significant progress has been achieved in all three main strategic areas. Early results are very encouraging, and we are, without a doubt, in the best position for profitable long-term growth. New stores are achieving our average unit volume (AUV) targets. As we roll out the new menu and hospitality training, AUV is increasing in existing locations as well.

In 2024, we opened 4 new stores and renovated 2 stores. 2025 will see accelerated growth in new store openings as our experience and franchisee interest and confidence grows.

The team was proactive in closing our two experimental Wing City stores when we saw the model was not resonating with consumers. Additionally, the team was proactive in right-sizing our overhead costs with the reduction in SG&A and

repurposing some of those dollars to build our training team to ensure our hospitality focus thrives and becomes a key differentiator.

The board and I are very happy with the work being done by the Management team. They have our full confidence and gratitude in taking the St. Louis Bar & Grill business to new heights. We are well positioned for long-term profitable growth thanks to their unwavering dedication and leadership.

I would like to also thank the board for their full support as I complete my first year as Chairman, and in particular, to Michael Bregman, past Chair, who has been a key source of support and advice. The board is fully engaged and committed to the business as is evidenced in their engagement and constructive dialogue. We look forward to building significant shareholder value into 2025 and beyond.

Sincerely,

A handwritten signature in black ink, appearing to read 'Anthony Longo'.

**Anthony Longo**  
Chairman of the Board



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# Letter from the President and CEO

As we reflect on 2024, I want to take a moment to thank you—our shareholders, partners, team members and franchisees—for your continued trust and support. This past year has been a transformative one for Aegis Brands, marked by strategic growth, innovation, and a renewed focus on long-term success. We have made deliberate moves to strengthen our foundation, refine our brand identity, and unlock new opportunities for St. Louis Bar & Grill. Our achievements this year are a testament to the hard work of our people, all of whom share a relentless commitment to delivering exceptional experiences for our guests.

On behalf of Aegis Brands Inc., its Board of Directors, Management team, and employees, I am pleased to present our 2024 Annual Report. This report covers the fiscal year-ended December 29, 2024 (the “year”).

## HIGHLIGHTS

- System sales increased to \$133.1 million or 8.1% in 2024 over the prior year.
- Same store sales (SSS) increased 4.5% for the year.
- Operating income from continuing operations doubled to \$4.8 million in 2024.
- Net income from continuing operations for the year was \$1.5 million or \$0.02 per share compared to a loss of \$0.7 million or \$0.01 per share last year.
- EBITDA from continuing operations for the year increased 62% to \$6.0 million compared to \$3.7 million last year.
- St. Louis contributed \$10.1 million and \$11.4 million in Net Income and EBITDA respectively for the 2024 year.
- St. Louis opened a total of 4 new locations in the year.
- St. Louis, together with its guests and partners, raised over \$250,000 in 2024 for its “All in for Autism” charity, work St. Louis has supported since 2001. This brings the total donated to over \$3.25 million for the Shining Through Centre since the inception of fundraising efforts.

*Readers are cautioned that they should refer to the annual Audited Consolidated Financial Statements and Management’s Discussion and Analysis of Aegis Brands Inc. for the fiscal year ended December 29, 2024, available on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Aegis Brands Inc. website at [www.aegisbrands.ca](http://www.aegisbrands.ca), for a full description of Aegis’s financial results.*



The team at the Home Office has maintained its focus on restaurant profitability as we know this will lead to significant new store growth with both new and existing franchisees. This past year, we were able to add approximately \$22 thousand to the average store's contribution margin through increasing same store sales and managing input costs. Almost all the same store sales increases came from driving increased traffic rather than price increases on the menu. The main traffic drivers in the past year included two all-you-can-eat events, "Wingsanity" and "All-you-can eat Boneless", and driving additional off-premise traffic through Uber Eats and Skip the Dishes. The events contributed 14.74% same stores sales increases and off premise sales increased by 10.0%.

St. Louis continues to explore new ways to attract new guests and increase long-term profitability. As such, this past year the franchisees went through a significant kitchen investment to facilitate the launch of pizza in the fall and a new menu coming in spring 2025. The St. Louis menu will always focus on our world-famous wings, but this menu will also include items such as steak frites, pastas, bowls, and lettuce wraps. The team is excited as we believe these new items will attract a new segment of guest and create sustainable sales increases for our restaurants.

Additionally in 2024 we:

- Opened 4 new St. Louis locations that are trending 17% higher in average unit volume ("AUV") compared to the rest of the chain
- Completed the rebrand and re-design for the St. Louis brand. New and renovated locations will have the new look going forward.
- Restructured the Home Office team to better support our aggressive new store growth plans.
- Signed a master franchise agreement for the Sweet Jesus brand.
- Reconfigured and streamlined the kitchens to launch pizza and accommodate the new menu launch coming this spring.
- Partnered with Top Golf "Swing Suite" virtual golf for a trial in one location. If successful, St. Louis can occupy larger footprints and generate new revenue streams for the franchisees.
- Sold the Bridgehead assets and discontinued the Wing City trial to focus our resources and attention on the opportunities with St. Louis.
- In addition to our Angus burgers, St. Louis added our famous wings, boneless bites and dill sauce to our grocery store offerings.



St. Louis opened 4 new locations in the year. These locations encompassed our new menu, and our new franchisee selection and training protocols. Our goal is to have new stores open with a significantly higher AUV than the chain. These internal targets would create an enviable return on investment for all new locations, which is always our goal as franchisors. We are encouraged and excited that the 4 new locations we opened in 2024 are currently tracking 17% higher than the chain average. We expect that number to increase as 3 of the 4 new stores have not been open for the summer season which is our busiest. By hitting this target, we can accelerate new restaurant growth, create real wealth for our franchisees, increase revenue to the Home Office and create meaningful value for Aegis shareholders.

In closing, I would like to extend my sincere appreciation to our Board for their incredible support. I would also like to recognize our employees, business partners and especially our franchisees for their hard work and commitment to the St. Louis brand. Our team is focused on taking care of the foundation of the business: best in class hospitality, craveable and broadly appealing menus, and increasing top line sales which will lead to accelerated new store growth - and success for all stakeholders.

A handwritten signature in black ink, appearing to read 'Steven Pelton', written in a cursive style.

**Steven Pelton**  
President and CEO  
Aegis Brands Inc.



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# SLBG Brand Story

For over 30 years, St. Louis Bar & Grill has been a destination for Canadians looking for great food, a lively atmosphere, and extraordinary hospitality. What began as a single location has grown into a thriving franchise network spanning the country, all while staying true to its roots: high-quality food served in a fun, welcoming environment.

While best known for its signature wings, St. Louis offers a menu with something for everyone. A new and expanded menu launched in select markets, is set to expand across all locations, introducing new and innovative dishes while maintaining the fan favourites guests love.

More than just a restaurant, St. Louis is about the experience. From attentive service to a

laid-back, vibrant atmosphere, every visit is designed to make guests feel like VIPs—whether they're celebrating a special occasion or enjoying a casual night out.

The brand's franchise model continues to fuel its growth, offering entrepreneurs a proven business opportunity with strong support and brand recognition. With each new location, St. Louis Bar & Grill reinforces its reputation as one of Canada's premier casual dining destinations, dedicated to delivering great food, exceptional hospitality, and unforgettable experiences.

With the support of our loyal guests and the dedication of our team and franchisees, we are confident that the best is yet to come for St. Louis Bar & Grill.

# VISION

Create a world where **Everyone is a Regular**



# MISSION

To always deliver more than expected through **Entrepreneurship**

# VALUES

## Give A Damn

Demonstrate a willingness and enthusiasm to do whatever it takes.

## Be Real

Act with integrity that fosters trust.

## People First

Put every action on making connections.

## Create The Feels

Make sure you only remember how you made them. Make every moment count.

## Business As Unusual

Challenge the ordinary and defy expectations.



# Brand Refresh

In 2023, **St. Louis Bar & Grill** embarked on an ambitious **brand evolution** designed to enhance its position as **Canada's go-to destination for great food, a vibrant atmosphere, and extraordinary hospitality**. This rebrand was more than just a refresh—it was a strategic reinvestment in the **guest experience**, ensuring that St. Louis remains a **category leader** in casual dining.

The new brand direction builds upon St. Louis' strong foundation while **modernizing its visual identity, refining its messaging, and reinforcing its commitment to hospitality**. The updated branding reflects the energy and authenticity that have defined the St. Louis experience for over three decades, balancing its **iconic personality** with a fresh, forward-thinking approach.

From **revamped store aesthetics** to **enhanced digital engagement** and an expanded **CPG presence**, every touchpoint now reinforces the brand's promise: **Exceptional food. Legendary service. Unforgettable experiences.**

As St. Louis continues to **grow its footprint**, the rebrand strengthens its appeal to **both guests and franchisees**, ensuring it remains **bold, beloved, and unmistakably St. Louis** for years to come.





In November 2024, St. Louis Bar & Grill partnered with Topgolf Swing Suites at its Promenade Mall location in Thornhill, Ontario. This multi-year collaboration brings together two dynamic brands, both dedicated to delivering a first-class experience with extraordinary hospitality. Guests can immerse themselves in various golf and non-golf games while enjoying St. Louis' signature food and beverages in a vibrant, social atmosphere.

This partnership strengthens the connection between sports, entertainment, and dining, offering an innovative way to engage guests. By combining Topgolf's cutting-edge gameplay with St. Louis Bar & Grill's renowned service and food and beverage program, the two brands are redefining the way people experience sports and social gatherings. Together, they are committed to creating an exciting and immersive destination where guests can play, dine, and connect like never before.



## CPG & Retail

Expanding upon its initial launch of CPG branded product into retail in 2023, St. Louis Bar & Grill continues to develop its reach through an updated assortment and new retail outlets. The 2024 and 2025 portfolio includes St. Louis Boneless Bites, St. Louis Signature

Wings, St. Louis Back Ribs and its famous Garlic Dill Sauce in a new dippable format. The brand continues to strengthen its partnership with Sobey's, Foodland and Longo's, with new retailers to follow.



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## All In For Autism

Since 2001, St. Louis Bar & Grill has made the proud commitment to go 'All In For Autism'. We proudly support Autism Awareness, promoting acceptance through education. Each year, we host national fundraising campaigns at both a corporate and restaurant level, including our annual All In For Autism Gala, October Autism Awareness Month, and World Autism Day in April.

In 2023 alone, we raised \$250,000 for our chief cause and remain committed to supporting the communities that so generously support us.

To date, we've raised over \$3 million in support of our autism charity partners across Canada, including the Shining Through Centre, which provides services and programs to families of children diagnosed with Autism Spectrum Disorder.



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# New Store Openings

Aegis Brands is committed to strategic growth by placing the right operators in the right locations. We continue to expand in our core markets—Ontario and the Atlantic provinces—while actively developing our presence in the Western provinces. As part of our growth strategy, we are also capitalizing on second-generation restaurant opportunities to accelerate expansion and optimize market entry. Looking ahead, we are exploring opportunities for future expansion into new provinces.

## 2024 OPENINGS

June 24, 2024 – Charlottetown, PEI (162 Minna Jane Drive, Charlottetown, PEI C1E 0C4)

September 14, 2024 – Promenade Mall, Thornhill, ON (1 Promenade Circle, Unit 0135, L4J 4P8)

November 6, 2024 – St. Clair, Toronto, ON (11 St. Clair Avenue West, M4V 1K6)

November 19, 2024 – Burlington Walker's Line, Burlington, ON (1831 Walker's Line, Unit 2, L7M 0H6)

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# Looking Forward to 2025

2025 will be a year of introducing new guests to the St. Louis brand.

In 2024, we began our 3-step plan to drive top line sales and create unparalleled returns for our franchisees. We focused on improving hospitality at the store level by continually giving our guests more than they expected. We revamped our menu to specifically attract a new audience that currently don't consider St. Louis for a lunch or dinner option, finally, we evolved the brand look and feel to signal to the world that St. Louis has more to offer.

In 2025, St. Louis will use the foundational work of 2024 to accelerate growth in existing restaurants and new locations. The new menu will be available and marketed to our guests, both new and loyal guests, for much of the calendar year. The new menu and the new look will broaden our guest base and work to increase the chain's AUV and profitability.

In anticipation of hitting our target of \$2.5 million AUV with all new locations, our development team created a robust pipeline of new potential locations, and the franchisees are excited to open them. As a result, 2025 will see a significant increase in the number of new restaurants opened. The new restaurant growth will be focused primarily in Ontario and the Maritime provinces where the brand is well known and can achieve marketing efficiencies.

As we introduce new guests to our restaurants, we continue to build a foundation for future growth. The future years' restaurant performance will benefit from the new menu, new look and the hospitality that is ever improving. Future years' store count growth will be made possible by increasing the AUVs to \$2.5 million and beyond.



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# Financial Highlights





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# Management's Discussion and Analysis

# **Aegis Brands Inc.**

## **Management's Discussion and Analysis**

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### **CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this Management's Discussion and Analysis ("MD&A") may constitute forward-looking statements within the meaning of applicable securities legislation. The terms the "Company", "we", "us", "our", or "Aegis Brands" refer to Aegis Brands Inc. Forward-looking statements often include words such as "may", "will", "should", "expect", "anticipate", "believe", "plan", "intend" and other similar words. These statements reflect current expectations regarding future events and financial performance and speak only as of the date of this MD&A. The MD&A should not be read as a guarantee of future performance or results and will not necessarily be an accurate indication of whether or not those results will be achieved. These forward-looking statements include, but are not limited to, statements related to (i) the Company's growth through strategic acquisitions in the foodservice industry, and (ii) the seasonal trends in the Company's future income.

Forward-looking statements are based on a number of assumptions and are subject to known and unknown risks, uncertainties and other factors, many of which are beyond the Company's control that may cause the Company's actual results, performance or achievements, or those of the Company's restaurants, or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The following are some of the factors that could cause actual results to differ materially from those expressed in the underlying forward-looking statements: competition; the location of the Company's restaurants; the closure of restaurants; loss of key personnel; compliance with government regulations; potential litigation; the ability to exploit and protect the Company's trademarks; changing consumer preferences and discretionary spending patterns including, but not restricted to, the impact of weather and economic conditions on such patterns on consumer buying and spending trends and on the business environment; and the financial performance and financial condition of the Company. The foregoing list of factors is not exhaustive, and investors should refer to the risks described under "Risks and Uncertainties" below and in the Company's annual information form dated March 6, 2025, which is available at [www.sedarplus.ca](http://www.sedarplus.ca).

Although the forward-looking statements contained in this MD&A are based on what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements and, as a result, the forward-looking statements may prove to be incorrect.

As these forward-looking statements are made as of the date of this MD&A, the Company does not undertake to update any such forward-looking statements whether as a result of new information, future events or otherwise. Additional information about these assumptions and risks and uncertainties is contained in the Company's filings with securities regulators. These filings are also available on the Company's website at [www.aegisbrands.ca](http://www.aegisbrands.ca).

### **INTRODUCTION**

The following MD&A has been prepared as of March 6, 2025 and is intended to assist in understanding the financial performance and financial condition of the Company for the 52 weeks ended December 29, 2024, and should be read in conjunction with the audited consolidated financial statements of the Company for the 52 weeks ended December 29, 2024 ("the Audited Consolidated Financial Statements") and the audited consolidated financial statements of the Company for the 53 weeks ended December 31, 2023, and the Company's annual information form dated March 6, 2025. Past performance may not be indicative of future performance. All amounts are presented in Canadian dollars, except number of restaurants or franchises, per share amounts or unless otherwise indicated and have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS"). The Company also reports certain non-IFRS measures such as system sales of restaurants, same store sales, operating income (loss), EBITDA, adjusted EBITDA, adjusted net income (loss) and adjusted net income (loss) per share that are discussed in the "Definitions and Discussion of Certain non-IFRS Financial Measures" in this MD&A.

Additional information related to the Company, including the Company's annual information form dated March 6, 2025, can be found at [www.sedarplus.ca](http://www.sedarplus.ca).

# Aegis Brands Inc.

## Management's Discussion and Analysis

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# **Aegis Brands Inc.**

## **Management's Discussion and Analysis**

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### **CORE BUSINESS, STRATEGIC IMPERATIVES, AND KEY PERFORMANCE DRIVERS**

#### ***Core Business***

Aegis Brands Inc. (the "Corporation" or "Aegis") (together with its subsidiaries, the "Company") currently owns and operates St. Louis Bar & Grill. The St. Louis Bar & Grill ("St. Louis") franchise business is operated by the Corporation's wholly-owned subsidiary SLF Operations LP. The acquisition and construction of second generation locations for resale is operated by the Corporation's wholly-owned subsidiary 2707048 Ontario Corporation.

Aegis is a Canadian public company incorporated under the Business Corporations Act (Ontario) in 2011. The Company's registered office is at 703 Evans Avenue, Suite 501, Toronto, Ontario M9C 5E9. The Company's website is [www.aegisbrands.ca](http://www.aegisbrands.ca). The Company's common shares trade on the Toronto Stock Exchange under the ticker symbol "AEG". Each existing certificate reflecting the Company's prior name The Second Cup Ltd. continues to present a valid certificate until such certificate is transferred, re-registered or otherwise exchanged.

The Company's fiscal year is made up of 52 weeks or 53 weeks ending on the last Sunday of December. Fiscal year 2024 consists of 52 weeks (fiscal 2023 - 53 weeks).

#### ***Operating Brands***

As of December 29, 2024, the Company has 81 franchised St. Louis locations, all which operate under the St. Louis Bar & Grill brand.

On March 8, 2024, the Company closed the sale of substantially all the assets of the Bridgehead business. This has been further discussed in the audited condensed financial statements (the "financial statements"). In the financial statements, the operations of Bridgehead have been presented as discontinued operations.

On August 21, 2024, management closed the Wing City businesses and is actively trying to sell the fixed assets of the business and exit the leases. This has been further discussed in the financial statements. In the financial statements, the operations of Wing City have been presented as discontinued operations.

#### ***Strategic Imperatives and Key Performance Drivers***

Aegis was created with the vision of building a portfolio of brands that can grow and flourish by leveraging expertise developed over 40 years in the Canadian retail and foodservice industry. Aegis will continue to focus on its key strategies which include: the growth and expansion of its retail operating brands through retail and ancillary channels and the pursuit of strategic acquisitions in retail and foodservice. The last 2-3 years have been transformative ones for Aegis with the disposition of three business units, but with the acquisition of St. Louis in fiscal 2022, the Company is now well positioned to continue its vision.

On March 8, 2024, the Company sold substantially all the assets of the Bridgehead business. This has been further discussed in the financial statements. In accordance with IFRS 5, *Non-Current Assets Held for Sale and Discontinued Operations* ("IFRS 5"), the Company classified this disposal group of assets as held for sale on the consolidated statement of financial position at December 31, 2023 and has presented the after-tax loss from discontinued operations as a single amount in the current and comparative consolidated statement of operations and comprehensive loss.

On August 21, 2024, management closed the Wing City businesses and is actively trying to find a buyer for the fixed assets of the business and exit the leases. This has been further discussed in the financial statements. In accordance with IFRS 5, the Company classified this disposal group of assets as held for sale on the consolidated statement of financial position at December 29, 2024 and has presented the after-tax loss from discontinued operations as a single amount in the current and comparative consolidated statement of operations and comprehensive loss.

# **Aegis Brands Inc.**

## **Management's Discussion and Analysis**

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### **HIGHLIGHTS OF SIGNIFICANT EVENTS**

#### ***Acquisition of St. Louis***

On September 29, 2022, Aegis announced that it had entered into a definitive agreement to acquire substantially all of the assets and the intellectual property of the St. Louis Bar & Grill ("St. Louis") brand and trademark for \$50,000,000, subject to certain closing adjustments. The acquisition was funded through a combination of debt and equity, including \$30,000,000 from a senior debt facility with CWB and a private placement offering of \$25,045,000 of convertible debentures, and \$3,375,000 of equity. On November 17, 2022, the Company announced that it had completed the St. Louis transaction. Aegis' Business Acquisition Report dated January 31, 2023, FORM 51-102F4, in respect of the acquisition, can be found on Aegis' profile at [www.sedarplus.ca](http://www.sedarplus.ca).

#### ***Held for Sale and Discontinued Operations***

As discussed above in "Strategic Imperatives and Key Performance Drivers", the Company sold substantially all the assets of the Bridgehead business to an affiliate of Pilot Coffee Roasters Inc. ("Pilot") for \$3,500,000 in cash payable on closing (subject to customary closing adjustments).

As discussed above in "Strategic Imperatives and Key Performance Drivers", on August 21, 2024, management closed the Wing City businesses and is actively trying to sell the fixed assets of the business and exit the leases.

The disposal groups referenced above represented major lines of business, and the Company has a single coordinated plan to dispose of these separate major lines of business. As such, the Company has presented these disposal groups as discontinued operations as a single amount in the consolidated statement of operations and comprehensive loss, comprising the post-tax loss of discontinued operations and post-tax loss recognized on the measurement to fair value less costs to sell. The Company has further disclosed details of the discontinued operations in Note 2 to the Audited Consolidated Financial Statements.

### **CAPABILITIES**

This section documents factors that affect the Company's capabilities to execute strategies, manage key performance drivers and deliver results. This section is qualified in its entirety by the section "Caution Regarding Forward- Looking Statements" at the beginning of this MD&A.

#### ***The St. Louis Brand***

St. Louis Bar & Grill first opened its doors in Toronto in 1992. Famous for its "Devilishly Good!" service, signature wings, fries, and garlic dill sauce, their local neighbourhood restaurants offer exceptionally friendly service in a casual sports bar and grill setting. In 20 years of franchising, they've expanded to over 80 locations across Canada, with an aggressive national expansion now underway.

There is a total of 52 St. Louis team members at the Company's home office which includes personnel employed in marketing, training and operations, development, procurement, business intelligence and corporate. At year end, all St. Louis locations were operated by franchisees.

St. Louis' goal is to provide great tasting food, and fantastic service, in a casual, local neighbourhood bar and grill setting. St. Louis wings are best in class thanks to their proprietary marinade and a very selective choice of sauces and dry rubs. Certain of St. Louis' products are now available for purchase at selected grocery retailers in Canada and online through their App and Amazon.

# **Aegis Brands Inc.**

## **Management's Discussion and Analysis**

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### ***Liquidity, capital resources and management of capital***

The Company continues to proactively manage its cash flow position and liquidity requirements in the face of various uncertainties.

The Company entered into a Development Line of Credit ("DLOC") with CWB in fiscal 2021 for \$28,000,000 in anticipation of acquiring more businesses in the food and beverage space. In March 2022, changes were made to the DLOC to decrease the DLOC to \$27,000,000 and in August 2022, further amendments were made to increase the DLOC to \$30,000,000. On November 17, 2022, the Company drew \$30,000,000 from its DLOC with CWB to partially fund the acquisition of St. Louis. The loan is non-revolving, with an interest rate of prime + 2.75% and the term of the loan is 60 months, and consists of 59 monthly, consecutive and equal blended payments with one final balloon payment based on a 120-month amortization.

On October 28, 2024, 2707048 Ontario Corporation, a subsidiary of the Corporation, entered into a Revolving Line of Credit ("RLOC") agreement with Yogen Fruz Canada Inc. ("Yogen Fruz"). The credit line is for a maximum of \$3,000,000, is revolving, bears interest at prime + 3.25% and is subject to a loan fee. The credit line is available for 36 months. Yogen Fruz is 100% owned by family members of a member of the Board of Directors of Aegis.

At December 29, 2024 and at March 6, 2025, there were 85,287,167 common shares issued and outstanding.

## **COMPETITION**

### ***St. Louis***

St. Louis operates in a very competitive environment, with many direct competitors in both the casual restaurant space and the wing and bar space.

## **TECHNOLOGY**

The Company relies heavily on information technology network infrastructure including point of sale system ("POS") hardware and software in restaurants, gift and loyalty card transactions, and home office financial and administrative functions. The ability to manage operations effectively and efficiently depends on the reliability and capacity of these technology systems, most of which are administered by third party suppliers. The Company has made significant investments in POS systems across its store network as it relies on the POS system to help analysis for both marketing initiatives and royalty calculations.

## **SEGMENTED INFORMATION AND REPORTING**

The Company's retail brands operate as independent brands and management is organized based on the Company's operating brands rather than the specific revenue streams. Financial results and business performance indicators are provided to the Chief Executive Officer for each brand, and hence each brand represents its own reportable segment. The financial results of the brands are reported on a consolidated basis in the financial statements, with Bridgehead and Wing City presented as discontinued operations.

Included in St. Louis revenue is franchise fees and royalties from franchisees, supplier contributions, advertising fund revenue, and other service fees. Certain of St. Louis' products are also available for purchase at selected grocery retailers in Canada and online through their App and Amazon.

# Aegis Brands Inc.

## Management's Discussion and Analysis

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### SELECTED ANNUAL INFORMATION

The following table details specific financial information of the Company and should be read in conjunction with the Audited Consolidated Financial Statements of the Company for the three most recently completed financial years:

(In thousands of Canadian dollars, except per share amounts)	<b>52 weeks ended December 29, 2024</b>	<b>53 weeks ended December 31, 2023</b>	<b>52 weeks ended December 25, 2022</b>
Total revenue – St. Louis	\$ 17,913	\$ 16,929	\$ 1,952
Income (loss) from continuing operations as reported	\$ 1,482	\$ (677)	\$ (7,603)
Basic and diluted income (loss) per share from continuing operations as reported	\$ 0.02	\$ (0.01)	\$ (0.31)
Loss from discontinued operations	\$ (2,777)	\$ (4,030)	\$ (1,645)
Total loss from continuing and discontinued operations as reported	\$ (1,295)	\$ (4,707)	\$ (9,248)
Basic and diluted loss per share from continuing and discontinued operations as reported	\$ (0.01)	\$ (0.06)	\$ (0.38)
Total assets – end of period	\$ 56,341	\$ 67,317	\$ 73,880
Total non-current financial liabilities – end of period	\$ 26,062	\$ 32,360	\$ 55,966

On August 21, 2024, management closed the Wing City businesses and is actively trying to find a buyer for the fixed assets of the business and exit the leases.

On January 29, 2024, the Company announced it had entered into a definitive agreement to sell substantially all the assets of the Bridgehead business. The disposal group was sold for \$3,500,000 in cash payable on closing (subject to customary closing adjustments).

On September 29, 2022, Aegis announced that it had entered into a definitive agreement to acquire substantially all of the assets and the intellectual property of the St. Louis Bar & Grill® (“St. Louis”) brand and trademark for \$50,000,000. On November 17, 2022, the Company completed the St. Louis transaction. The results of St. Louis in the 52 week period ended December 25, 2022 are for 39 days only.

In the Consolidated Financial Statements for the 52 weeks ended December 29, 2024 and the 53 weeks ended December 31, 2023, the operations of Bridgehead and Wing City have been presented as discontinued operations.

# Aegis Brands Inc.

## Management's Discussion and Analysis

### SUMMARY OF QUARTERLY RESULTS

The following table is a summary of selected financial information from the Company's unaudited interim condensed consolidated financial statements for each of the eight most recently completed quarters:

(In thousands of Canadian dollars except per share amounts and number of shares)	Q4 Dec. 29, 2024	Q3 Sep. 29, 2024	Q2 Jun. 30, 2024	Q1 Mar. 31, 2024	Q4 Dec. 31, 2023	Q3 Sep. 24, 2023	Q2 Jun. 25, 2023	Q1 Mar. 26, 2023
Total revenue – St. Louis	\$ 3,823	\$ 4,210	\$ 5,344	\$ 4,536	\$ 4,309	\$ 4,285	\$ 4,812	\$ 3,524
Net earnings (loss) from continuing operations	\$ 336	\$ (287)	\$ 1,365	\$ 68	\$ (1,089)	\$ 641	\$ 156	\$ (385)
Net earnings (loss) from discontinued operations	\$ (583)	\$ (1,401)	\$ (341)	\$ (452)	\$ (2,967)	\$ (174)	\$ (301)	\$ (588)
Net earnings (loss)	\$ (247)	\$ (1,688)	\$ 1,024	\$ (384)	\$ (4,056)	\$ 467	\$ (145)	\$ (973)
Basic earnings (loss) per share from continuing operations	\$ 0.00	\$ (0.00)	\$ 0.02	\$ 0.00	\$ (0.02)	\$ 0.01	\$ (0.00)	\$ (0.01)
Basic earnings (loss) per share from discontinued operations	\$ (0.01)	\$ (0.02)	\$ (0.00)	\$ (0.00)	\$ (0.03)	\$ (0.00)	\$ (0.00)	\$ (0.01)
Total basic and diluted earnings (loss) per share	\$ (0.00)	\$ (0.02)	\$ 0.01	\$ (0.00)	\$ (0.05)	\$ 0.01	\$ (0.00)	\$ (0.02)
Number of weighted average common shares issued and outstanding, in thousands	85,287	85,287	85,287	85,287	85,287	85,287	85,287	61,843

On August 21, 2024, management closed the Wing City businesses and is actively trying to sell the fixed assets of the business and exit the leases. The Company has presented this disposal group as discontinued operations, as a result, the revenue of Wing City is not included in the table above.

On January 26, 2024, the Company entered into a definitive agreement with an affiliate of Pilot Coffee Roasters Inc. to sell substantially all the assets of its specialty coffee brand Bridgehead. The purchase price consists of \$3,500,000 in cash payable on closing (subject to customary closing adjustments). The transaction closed on March 8, 2024. The Company has presented this disposal group as discontinued operations, as a result, the revenue of Bridgehead is not included in the table above.

# Aegis Brands Inc.

## Management's Discussion and Analysis

### CONSOLIDATED HIGHLIGHTS: CONTINUING OPERATIONS OF ST. LOUIS AND AEGIS CORPORATE OVERHEAD

The following table sets out selected IFRS and certain non-IFRS financial measures of the Company and should be read in conjunction with the Audited Consolidated Financial Statements of the Company.

(In thousands of Canadian dollars, except same store sales, number of restaurants, per share amounts, and number of common shares)	13 weeks ended December 29, 2024	14 weeks ended December 31, 2023	52 weeks ended December 29, 2024	53 weeks ended December 31, 2023
System-wide sales of restaurants <sup>1</sup>	\$ 30,971	\$ 32,814	\$ 133,079	\$ 125,211
System-wide sales growth %	(5.6%)	18.2%	5.8%	11.8%
System-wide sales of restaurants <sup>1,3</sup>	\$ 30,971	\$ 30,714	\$ 133,079	\$ 123,111
System-wide sales growth % <sup>3</sup>	0.9%	10.7%	8.1%	10.0%
St. Louis Revenue	\$ 3,823	\$ 4,309	\$ 17,913	\$ 16,929
Number of restaurants – end of period	81	78	81	78
Net restaurant growth over the period	2.5%	2.6%	3.9%	5.4%
Same Store Sales – St. Louis <sup>2,3</sup>	(4.5%)	9.4%	4.5%	7.8%
Operating costs and expenses	\$ 2,909	\$ 4,597	\$ 13,156	\$ 14,503
Operating income (loss) <sup>1</sup>	\$ 914	\$ (292)	\$ 4,757	\$ 2,426
EBITDA <sup>1</sup>	\$ 1,205	\$ 112	\$ 6,051	\$ 3,727
Adjusted EBITDA <sup>1</sup>	\$ 1,034	\$ 87	\$ 5,021	\$ 3,699
Net income (loss)	\$ 336	\$ (1,089)	\$ 1,482	\$ (677)
Adjusted net income (loss) <sup>1</sup>	\$ 165	\$ (1,114)	\$ 1,065	\$ (705)
Basic and diluted income (loss) per share	\$ 0.00	\$ (0.01)	\$ 0.02	\$ (0.01)
Adjusted basic and diluted income (loss) per share <sup>1</sup>	\$ 0.00	\$ (0.01)	\$ 0.01	\$ (0.01)
Total assets - end of period	\$ 55,394	\$ 56,668	\$ 55,394	\$ 56,668
Number of weighted average common shares issued and outstanding	85,287,167	85,287,167	85,287,167	79,432,738

<sup>1</sup> See the section "Definitions and Discussion on Certain non-IFRS Financial Measures" for further analysis.

<sup>2</sup> Same store sales represent the percentage change, on average, in sales at St. Louis restaurants operating system-wide that have been open for more than 12 months.

<sup>3</sup> When the additional week is adjusted out of the 2023 period.

# Aegis Brands Inc.

## Management's Discussion and Analysis

### CONSOLIDATED HIGHLIGHTS: DISCONTINUED OPERATIONS OF BRIDGEHEAD AND WING CITY

The following table sets out selected IFRS and certain non-IFRS financial measures of the Company and should be read in conjunction with the Audited Consolidated Financial Statements of the Company.

(In thousands of Canadian dollars, except same store sales, number of coffeehouses, per share amounts, and number of common shares)	13 weeks ended December 31, 2024	14 weeks ended December 31, 2023	52 weeks ended December 29, 2024	53 weeks ended December 31, 2023
System sales of coffeehouses and restaurants	\$ -	\$ 4,785	\$ 2,832	\$ 16,427
Same store sales <sup>1,2,3</sup>	-	4.25%	0.00%	15.94%
Number of coffeehouses and restaurants - end of period	-	21	-	21
Wing City Revenue	\$ -	\$ 11	\$ 355	\$ 11
Operating costs and expenses	\$ 58	6,512	\$ 5,529	\$ 19,075
Operating loss <sup>1</sup>	\$ (58)	\$ (2,162)	\$ (2,331)	\$ (2,260)
EBITDA <sup>1</sup>	\$ (552)	\$ (2,162)	\$ (2,577)	\$ (2,222)
Adjusted EBITDA <sup>1</sup>	\$ (58)	\$ 371	\$ (974)	\$ 310
Net loss	\$ (583)	\$ (1,614)	\$ (2,777)	\$ (4,030)
Adjusted net loss <sup>1</sup>	\$ (89)	\$ (435)	\$ (1,349)	\$ (1,497)
Basic and diluted loss per share as reported	\$ (0.01)	\$ (0.02)	\$ (0.03)	\$ (0.05)
Adjusted basic and diluted loss per share <sup>1</sup>	\$ (0.00)	\$ (0.01)	\$ (0.02)	\$ (0.02)
Total assets - end of period	\$ 947	\$ 8,052	\$ 947	\$ 8,052
Number of weighted average common shares issued and outstanding	85,287,167	85,287,167	85,287,167	79,432,738

<sup>1</sup> See the section "Definitions and Discussion on Certain non-IFRS Financial Measures" for further analysis.

<sup>2</sup> Same store sales represent the percentage change, on average, in sales at Bridgehead coffeehouses operating system-wide that have been open for more than 12 months.

<sup>3</sup> System sales only include sales to March 7, 2024 for the 2024 period. Same store sales are calculated from January 1, 2024 – March 7, 2024 for the current period versus an equivalent number of days for the comparable 2023 period.

The Bridgehead and Wing City operations are shown in the consolidated financial statements as discontinued operations.

During the 52 weeks ended December 29, 2024, Aegis recorded a \$371,000 operating loss on the Bridgehead business, a \$174,000 adjustment to the gain on sale of the Bridgehead business, a \$978,000 operating loss on the Wing City business and a \$1,602,000 impairment charge on the Wing City assets held for sale.

During the 53 weeks ended December 31, 2023, Aegis recorded a \$1,172,000 operating loss on the Bridgehead business, a \$325,000 operating loss on the Wing City business and a \$2,533,000 asset impairment charge on the Bridgehead CGU.

# Aegis Brands Inc.

## Management's Discussion and Analysis

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### OPERATIONAL REVIEW

#### *Seasonality of system sales of restaurants*

Due to the nature of the retail foodservice industry, and the Company's extensive experience in this industry, the Company expects there to be an associated seasonality to its sales. Historically, the first fiscal quarter will generate weaker revenue than other quarters due to post-holiday season habits of people eating out less, however, this year intentional promotions were successfully run in the first quarter to increase sales.

The below table shows the percentage of annual system sales generated from St. Louis restaurants.

% of Annual system sales of restaurants	2024	2023
First Quarter	24.1	21.8
Second Quarter	28.0	25.9
Third Quarter	25.2	26.1
Fourth Quarter	22.6	26.2
	100.0	100.0

#### *Location network*

	13 Weeks ended December 29, 2024	14 weeks ended December 31, 2023	52 Weeks ended December 29, 2024	53 weeks ended December 31, 2023
Number of locations – beginning of period <sup>1,2</sup>	79	97	79	95
Acquired during the period	-	-	-	-
Locations opened	2	3	5	6
Locations closed	-	-	(1)	(1)
Locations reclassified to discontinued operations <sup>3,4</sup>	-	(22)	(2)	(22)
Number of locations – end of period	81	78	81	78

<sup>1</sup>The Company acquired the St. Louis business on November 17, 2022. Those 74 locations under the St. Louis brand are included in the 95 above.

<sup>2</sup>The first Wing City location opened in 2023 and is included in the 79 above.

<sup>3</sup>Bridgehead locations are presented as discontinued operations due to the sale of this business segment.

<sup>4</sup>Wing City locations are presented as discontinued operations due to the closure of this business segment.

Net new St. Louis restaurant growth in 2024 was 2.5% for the Fourth Quarter and 3.9% for the year.

# Aegis Brands Inc.

## Management's Discussion and Analysis

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### FOURTH QUARTER

#### *System sales of restaurants*

System sales of restaurants for the 13 weeks ended December 29, 2024 were \$30,249,000 compared to \$32,032,000 in the prior year, representing a decrease of \$1,783,000, or 5.6%. This system sales decrease is solely due to the extra week of sales in the 2023 reporting period as removing the extra week in the 2023 resulted in a system sales increase of 0.9%. This increase was the result of two new locations opening in the fourth quarter of 2024.

#### *Same store sales*

During the 13 weeks ended December 29, 2024, same store sales at St. Louis locations decreased by 4.5% over the period ended December 31, 2023 when the extra week in the 2023 reporting period was removed, which is predominantly the result of a decrease in traffic.

#### *Analysis of revenue*

The St. Louis brand generated revenue for the Quarter of \$3,823,000 (2023 - \$4,309,000), a decrease of \$486,000 or 11.3% entirely due to the decrease in corporate store revenue as the last corporate store was sold partway through Q4 2024 compared to three corporate stores in the results for all of Q4 2023. Advertising fund contributions are recognized with the associated spends which is why they don't necessarily correspond with the increase in Advertising funds collected from franchisees. The breakdown of sales by revenue channel is as follows:

	<b>13 weeks ended December 29, 2024</b>	<b>14 weeks ended December 31, 2023</b>
Royalties	\$ 1,336	\$ 1,091
Advertising Fund Contributions	513	377
Other franchise revenue	1,882	1,544
Corporate store revenue	92	1,297
	<b>\$ 3,823</b>	<b>\$ 4,309</b>

Revenue of discontinued operations includes sales from Bridgehead coffeehouses and wholesale and e-commerce sales and sales of Wing City locations. Total revenue for discontinued operations for the fourth quarter totaled \$nil (2023 - \$4,796,000), as the Bridgehead sale closed in the first quarter and the Wing City operations ceased in the third quarter.

#### *Operating costs and expenses*

Operating costs and expenses for continuing operations include the costs of products sold in corporately-owned restaurants, general and administrative expenses, franchise related expenses, depreciation and amortization, and other income or expenses.

Total operating costs and expenses for continuing operations for the fourth quarter totaled \$2,909,000 (2023 - \$4,597,000), representing a decrease of \$1,688,000 or 36.7%, primarily due to there only being one corporate store for part of the fourth quarter in 2024 versus three corporate stores for all of the fourth quarter of 2023.

Operating costs and expenses for discontinued operations include the costs of products sold in coffeehouses and Wing City restaurants, direct labour, occupancy and other, general and administrative expenses, depreciation and amortization, and other income or expenses.

# **Aegis Brands Inc.**

## **Management's Discussion and Analysis**

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Total operating costs and expenses for discontinued operations for the fourth quarter totaled \$58,000 (2023 - \$6,512,000), representing a decrease of \$6,454,000 or 99%, which is due to both Bridgehead and Wing City being in 2023 fourth quarter results but not in 2024 fourth quarter results. The \$58,000 expense in the fourth quarter of 2024 relates to additional expenses relating to the disposal of Wing City.

### ***EBITDA***

EBITDA from continuing operations for the fourth quarter was \$1,205,000 (2023 -\$112,000). Adjusted for revaluations of securities, warrants, and other income, EBITDA for the fourth quarter was \$1,034,000 (2023 -\$87,000). The improvement in EBITDA is mainly due to the improvement in the St. Louis franchise business, the decrease in corporate store losses, and the salary savings from the restructuring.

EBITDA from discontinued operations for the fourth quarter was a loss of \$58,000 (2023 - loss of \$2,162,000). Adjusted for impairment charges, EBITDA for the fourth quarter was a loss of \$58,000 (2023 - EBITDA of \$371,000). The impairment charge on the Bridgehead business was taken in the fourth quarter of 2023 where the majority of the impairment charge of the Wing City business was taken in the third quarter of 2024.

### ***Interest and Financing Costs***

The Company reported net interest and financing costs of \$586,000 (2023 - \$865,000) in the fourth quarter. This represents the interest charged on the CWB senior facility during the quarter which is down over the prior year as a result of both the decreasing principal balance and the lower prime rate. Also included are the Company's lease payments for right-of-use assets recognized in accordance with IFRS 16, *Leases* ("IFRS 16").

### ***Net loss***

The Company reported net income of \$336,000 (2023 - loss of \$4,056,000) for the fourth quarter or \$0.00 (2023 - (\$0.05)) per share. Adjusted for losses of discontinued operations, revaluations of securities, warrants, and other income, the net income was \$165,000 (2023 - loss of \$1,114,000) or \$0.00 (2023 - (\$0.01)) per share.

Reconciliations of net income (loss) to EBITDA, adjusted EBITDA, adjusted net income (loss) and adjusted net income (loss) per share are provided in the section "Definitions and Discussion of Certain non-IFRS Financial Measures".

# Aegis Brands Inc.

## Management's Discussion and Analysis

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### FULL YEAR

#### *System sales of restaurants*

System sales of restaurants for the 52 weeks ended December 29, 2024 were \$130,087,000 compared to \$122,929,000 in the prior year, representing an increase of \$7,158,000, or 5.8%. This system sales increase is due to the increase in same store sales and the opening of 4 new locations in fiscal 2024. Removing the extra week in the 2023 reporting period, the system sales increase was 8.1%.

#### *Same store sales*

During the 52 weeks ended December 29, 2024, same store sales at St. Louis locations increased by 4.5% over the 52 week period ended December 31, 2023 when the extra week in the 2023 reporting period was removed. This same store sales improvement is the result of many factors including increasingly successful evergreen promotional events, growing use of the Uber platform, and expansion of limited time offers.

#### *Analysis of revenue*

The St. Louis brand generated revenue for the year of \$17,913,000 (2023 - \$16,929,000), an increase of \$984,000 or 5.8% due to increases in system sales, and therefore royalties, and the contribution of having corporate stores for a longer period in 2024 versus 2023. Advertising fund contributions are recognized with the associated spends which is why they don't necessarily correspond with the increase in Advertising funds collected from franchisees. The breakdown of sales by revenue channel is as follows:

	52 weeks ended December 29, 2024	53 weeks ended December 31, 2023
Royalties	\$ 5,762	\$ 5,388
Advertising Fund Contributions	2,496	2,595
Other franchise revenue	7,493	7,141
Corporate store revenue	2,162	1,805
	\$ 17,913	\$ 16,929

Revenue of discontinued operations includes sales of Bridgehead coffeehouses and wholesale and e-commerce sales and sales of Wing City locations. Total revenue for discontinued operations for the year totaled \$3,187,000 (2023 - \$16,438,000), representing a decrease of \$13,251,000 or 80.6%. This decrease in sales is due to the Bridgehead sale closing in the first quarter and the Wing City operations ceasing operations in the third quarter.

#### *Operating costs and expenses*

Operating costs and expenses for continuing operations include the costs of products sold in restaurants, general and administrative expenses, franchise related expenses, depreciation and amortization, and other income or expenses.

Total operating costs and expenses for continuing operations for the year totaled \$13,156,000 (2023 - \$14,503,000), representing a decrease of \$1,347,000 or 9.3%, primarily due to the gain on sale of the corporate stores being included in this total.

Operating costs and expenses for discontinued operations include the costs of products sold in coffeehouses and Wing City restaurants, direct labour, occupancy and other, general and administrative expenses, depreciation and amortization, other income or expenses, and revaluations of securities, warrants, and other.

Total operating costs and expenses for discontinued operations for the year totaled \$5,529,000 (2023 - \$19,075,000), a decrease of \$13,546,000 or 71.0% year over year as a result of the disposal of the Bridgehead business in the first quarter of 2024 and the disposal of the Wing City business in the third quarter of 2024.

# **Aegis Brands Inc.**

## **Management's Discussion and Analysis**

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### ***Interest and Financing Costs***

The Company reported net interest and financing costs of \$2,683,000 (2023 - \$3,140,000). This represents interest charged on the CWB facility during the year which is down over the prior year as a result of the decreasing principal balance as well as the multiple prime rate cuts throughout the year. Also included are the Company's lease payments for right-of-use assets recognized in accordance with IFRS 16.

### ***EBITDA***

EBITDA from continuing operations for the year was \$6,051,000 (2023 -\$3,727,000). Adjusted for revaluation charges and gains on sales, EBITDA for the year was \$5,021,000 (2023 -\$3,699,000). The improvement in EBITDA is mainly due to the improvement of the St. Louis business and the gains on sales of three corporate stores.

EBITDA from discontinued operations for the year was a loss of \$2,577,000 (2023 - loss of \$2,222,000). Adjusted for impairment charges, EBITDA loss for the year was \$974,000 (2023 - EBITDA of \$310,000). The decrease in adjusted EBITDA loss is due to the impairment charge of \$2,533,000 taken on the Bridgehead business in 2023 being significantly larger than the impairment charge of \$1,603,000 taken on the Wing City business in 2024.

### ***Net income (loss)***

The Company reported net income from continuing operations of \$1,482,000 or \$0.02 per share for the fiscal year versus a net loss in 2023 of \$677,000 or \$0.01 per share. Adjusted for losses of discontinued operations, revaluations of securities, warrants, and other income, the net loss is \$1,295,000 or \$0.01 per share for the fiscal year versus a net loss \$4,707,000 or \$0.06 per share in 2023. The improvement in net income is primarily due to the improvement of the St. Louis business, the gains on sales of corporate stores, the exit of the Bridgehead business, and the decreasing prime rate.

Reconciliations of net income (loss) to EBITDA, adjusted EBITDA, adjusted net income (loss) and adjusted net income (loss) per share are provided in the section "Definitions and Discussion of Certain non-IFRS Financial Measures".

# Aegis Brands Inc.

## Management's Discussion and Analysis

### LIQUIDITY AND CAPITAL RESOURCES

The Company primarily generates revenue from the sale of products at its restaurants, through ancillary channels including grocery, wholesale and e-commerce, and through franchise and royalty fees, and supplier contributions. For a more detailed discussion of the risks and uncertainties affecting the Company's liquidity, see the general risks outlined below and the "Capabilities" section above.

#### *Summary of cash flows*

	<b>52 weeks ended December 29, 2024</b>	<b>53 weeks ended December 31, 2023</b>
Cash provided by (used in) operating activities – continuing operations	\$ 2,638	\$ (2,580)
Cash provided by (used in) operating activities – discontinued operations	(2,918)	1,601
Cash used in operating activities	(280)	(979)
Cash provided by (used in) investing activities – continuing operations	396	(36)
Cash provided by (used in) investing activities – discontinued operations	3,054	(1,320)
Cash provided by (used in) investing activities	3,450	(1,356)
Cash used in financing activities – continuing operations	(2,006)	(1,206)
Cash used in financing activities – discontinued operations	(555)	(1,713)
Cash used in financing activities	(2,561)	(2,919)
Net increase (decrease) in cash and cash equivalents during the period	\$ 609	\$ (5,254)

The Company used \$280,000 cash in its operating activities, all relating to the discontinued operations, specifically Wing City losses. The Company's continuing operating activities provided \$2,638,000 of cash and the discontinued operations used \$2,918,000 of cash.

Cash provided by investing activities was \$3,450,000, primarily attributable to the proceeds received on the sale of the Bridgehead business.

Cash used in financing activities of \$2,561,000 is comprised mainly of principal repayments of the CWB senior debt facility, offset by the advance of the short-term loan.

In fiscal 2024, as a result of the items mentioned above, the Company's cash position increased by \$609,000.

The following table outlines the total contractual obligations including lease liabilities and long-term debt, at December 29, 2024 over the next 4 years:

Year 1	\$ 5,986
Year 2	\$ 5,757
Year 3	\$ 5,448
Year 4	\$ 12,066
Year 5	\$ 267
Thereafter	<u>\$ 322</u>
	<u>\$ 29,846</u>

# Aegis Brands Inc.

## Management's Discussion and Analysis

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### *Working capital as at*

	December 29, 2024	December 31, 2023
Current assets	\$ 6,479	\$ 12,285
Current liabilities	10,652	14,096
Working capital	\$ (4,173)	\$ (1,811)

The Company has a net working capital deficiency of \$4,173,000 at December 29, 2024 compared to a working capital deficiency of \$1,811,000 at December 31, 2023. The majority of this change is explained by the net liabilities of discontinued operations being \$318,000 in 2024 compared to net assets of discontinued operations of \$1,478,000 in 2023. When removing the assets of the discontinued operations, the Company's working capital deficiency worsened by \$565,000 in 2024, mainly due to the increase in payables relating to employee severances and the increase in the CWB DLOC principal payments due in the next fiscal year.

The Company has unrestricted cash and cash equivalents of \$1,011,000 as at December 29, 2024 (2023 - \$728,000). As at December 29, 2024, the Company has cash held in short-term deposits of \$22,000 (2023 - \$22,000). The Company has segregated cash of \$830,000 (2023 - \$504,000) for the settlement of liabilities including the St. Louis gift card program administered by the Company, a charity in which funds are held on their behalf, and the Advertising Fund in St. Louis.

On November 17, 2022, the Corporation drew \$30,000,000 from its Development Line of Credit ("DLOC") with CWB to partially fund the acquisition of St. Louis. The loan is non-revolving, with an interest rate of prime + 2.75% and was interest-only for the first six months after disbursement. The term of the loan is 60 months, and consists of 59 monthly, consecutive and equal blended payments with one final balloon payment based on a 120-month amortization. At December 29, 2024, the Company was not in compliance with the Pre-Compensation Consolidated FCCR covenant or the Consolidated funded debt to Consolidated EBITDA covenant. CWB has provided a letter to waive these covenant defaults for the reporting period ending December 29, 2024.

On October 28, 2024, 2707048 Ontario Corporation, a subsidiary of the Corporation, entered into a Revolving Line of Credit agreement with Yogen Fruz Canada Inc. ("Yogen Fruz"). The credit line is for a maximum of \$3,000,000, is revolving, bears interest at prime + 3.25% and is subject to a loan fee. The credit line is available for 36 months. Yogen Fruz is 100% owned by family members of a member of the Board of Directors of Aegis. At December 29, 2024, there is \$600,000 in principal outstanding on this revolving line of credit.

### *Financial instruments*

The following table summarizes the nature of certain risks applicable to the Company's financial instruments. The risks are discussed below.

<b>Financial instruments</b>	<b>Risks</b>
<i>Financial assets</i>	
Cash and cash equivalents	Credit and interest rate
Trade and other receivables	Credit and interest rate
Notes receivable	Credit and interest rate
Investments in equity securities	Liquidity and market risk
<i>Financial liabilities</i>	
Accounts payable and accrued liabilities	Liquidity
Short-term debt	Liquidity and interest rate

# Aegis Brands Inc.

## Management's Discussion and Analysis

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Long-term debt

Liquidity, and interest rate

### *Fair value of financial instruments*

The carrying values of cash and cash equivalents, trade and other receivables, notes receivable, accounts payable and accrued liabilities, and short-term debt approximate their fair values due to their short-term maturity or market rate of interest and are carried at amortized cost.

The carrying values of long-term debt and lease obligations approximate fair values because the instruments bear interest at either floating rates or effective interest rates, which approximate current market rates for similar debt instruments.

The carrying value of leases receivable approximate their fair value as the implicit interest used to discount the base value is considered to be based on an appropriate credit and risk rate pertaining to the debtor.

Financial instruments that are measured subsequent to initial recognition at fair value are to be categorized in Levels 1 to 3 of the fair value hierarchy, based on the degree to which the fair value is observable. The three levels of the fair value hierarchy are:

- Level 1 - inputs derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 - fair value derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has not transferred any financial instruments between Levels 1, 2 or 3 of the fair value hierarchy during the 52 weeks ended December 29, 2024.

### *Financial Risk Management*

The Company's activities result in exposure to a variety of financial risks, including credit, liquidity, and market risk. The Company's approach to financial risk management has not changed during the current fiscal year.

#### *Credit Risk*

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

##### *a. Cash and cash equivalents*

Credit risk associated with cash and cash equivalents is managed by ensuring these assets are placed with Canadian financial institutions that have been assigned high credit ratings.

##### *b. Trade and other receivables, notes, and leases receivable.*

Trade and other receivables and notes and leases receivable are primarily comprised of amounts due from franchisees and suppliers. Credit risk associated with these receivables is mitigated by the review and evaluation of balances beyond a particular age. Credit risk associated with leases receivable is determined during the initial stages of lease negotiations and by monitoring account balances beyond a particular age. The overall credit risk of other receivables is mitigated due to Company-owned restaurants receiving payment for goods sold as they are selling them, and therefore, receivable balances are minimal.

The Company has applied the simplified approach contained in IFRS 9, *Financial Instruments* ("IFRS 9") and has calculated expected credit losses ("ECL") based on lifetime expected credit losses. Consistent with the prior fiscal year, the Company has leveraged a provision matrix that is based on the historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

# **Aegis Brands Inc.**

## **Management's Discussion and Analysis**

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### ***Liquidity Risk***

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk also includes the risk of not being able to liquidate assets in a timely manner at a reasonable price. Liquidity risk is managed through regular monitoring of forecast and actual cash flows, monitoring maturity dates of financial assets and liabilities, and also the management of the Company's capital structure and debt leverage.

### ***Market Risk***

Market risk is the risk to the Company that the fair value or future cash flows of financial instruments will fluctuate due to changes in market prices. Market risk comprises interest rate risk, currency risk and other price risk. Market risk arises as a result of the Company holding assets and liabilities with variable interest rates. Management believes the Company is not significantly exposed to currency or other price risk.

### ***Interest rate risk***

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company is exposed to interest rate risk on the variable rate of interest incurred on the amounts due under the credit facilities and on interest earned on bank deposits. The cash flow required to service the interest on these facilities will fluctuate as a result of changes to market rate. As at December 29, 2024 an increase or decrease of 1% in the bank prime rate would have an impact of \$265,000 on annual interest expense using the balance of the long-term debt at December 29, 2024 and expected loan payments.

### ***Obligations from Operating Leases***

With the adoption of IFRS 16, leases are reported in the consolidated statement of financial position as lease liabilities along with the associated right-of use assets and leases receivable.

### ***Other Obligations***

The Company is involved in certain litigation and other claims arising in the normal course of business. Judgement must be used to determine whether a claim has any merit, the amount of the claim and whether to record a provision which is dependent on the potential success of the claim. It is believed that no significant losses or expenses will be incurred with such claims above what has been accrued in the consolidated financial statements. However, there can be no assurance that unforeseen circumstances will not result in significant costs. The outcome of these actions is not determinable at this time, and adjustments, if any, will be recorded in the period of the settlement.

### ***Related Parties***

Related parties of the Company are identified as key management personnel and members of its board of directors that effectively exercise significant influence on the Company. Such related parties include any entities acting with or on behalf of the aforementioned parties.

# **Aegis Brands Inc.**

## **Management's Discussion and Analysis**

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### **EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

The Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) must acknowledge they are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting (“ICFR”) for the Company. The control framework used by the CEO and CFO to design the Company’s ICFR is Internal Control over Financial Reporting – Guidance for Smaller Public Companies as issued by the Committee of Sponsoring Organizations of the Treadway Commission. In addition, in respect of:

#### ***Disclosure controls and procedures***

The CEO and CFO must certify they have designed the disclosure controls and procedures, or caused them to be designed under their supervision, to provide reasonable assurance that material information relating to the Company is made known to them in a timely manner and that information required under securities legislation is recorded, processed, summarized, and reported in a timely manner.

As at March 7, 2025, the Company’s management, under the supervision of, and with the participation of, the CEO and CFO, evaluated the design of the disclosure controls and procedures. Based on this evaluation, the CEO and CFO have concluded that as at December 29, 2024, the Company’s disclosure controls and procedures were appropriately designed.

Consistent with the concept of reasonable assurance, the Company recognizes that the relative cost of maintaining these controls and procedures should not exceed their expected benefits. As such, the Company’s disclosure controls and procedures can only provide reasonable, and not absolute, assurance that the objectives of such controls and procedures are met.

During the 52 weeks ended December 29, 2024 and up to the date of the approval of the Audited Consolidated Financial Statements and MD&A, there has been no change that has materially affected, or is reasonable likely to materially affect the Company’s disclosure controls and procedures.

#### ***Internal controls over financial reporting***

The CEO and CFO must certify they have designed such internal controls over financial reporting, or caused them to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Annual Consolidated Financial Statements for external purposes in accordance with IFRS.

As at March 7, 2025, the Company’s management, under the supervision of, and with the participation of, the CEO and CFO, evaluated the design of the controls over financial reporting. No material weaknesses in the design of these controls over financial reporting were identified. Based on this evaluation, the CEO and CFO have concluded that, as at December 29, 2024, the Company’s controls over financial reporting were appropriately designed and were operating effectively.

Consistent with the concept of reasonable assurance, the Company recognized that the relative cost of maintaining these controls should not exceed their expected benefits. As such, the Company’s internal controls over financial reporting can only provide reasonable, and not absolute, assurance that the objectives of such controls are met.

During the 52 weeks ended December 29, 2024 and up to the date of the approval of the Audited Consolidated Financial Statements and MD&A, there has been no change in the Company’s internal control over financial reporting that has materially affected, or is reasonable likely to materially affect the Company’s internal control over financial reporting.

# Aegis Brands Inc.

## Management's Discussion and Analysis

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### CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements requires management to make estimates and assumptions and use judgement in applying its accounting policies and in determining estimates and assumptions about the future. Estimates and other judgements are continuously evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. The accounting estimates will, by definition, seldom equal the related actual results.

The following are examples of areas of critical estimates, assumptions, and judgements the Company makes in determining the amounts reported in the consolidated financial statements:

- impairment charges and/or the determination of the recoverable amounts of tangible and intangible assets subject to depreciation, amortization, or with indefinite lives, including the Company's right-of-use assets, property, equipment, trademark, and goodwill;
- the derivation of deferred tax assets and liabilities;
- the estimated useful lives of assets;
- the allowance for credit losses;
- the purchase price allocation in business combinations;
- the fair value of intangible assets acquired in business combinations;
- the classification, measurement and presentation of assets and liabilities held for sale and of discontinued operations of Wing City; and
- the ability of the Company to remain a going concern.

#### *(i) Impairment Charges*

Impairment analysis is an area involving management judgement in determining the recoverable amount of an asset. The recoverable amount of a cash generating unit ("CGU") is calculated as the higher of the fair value less costs of disposal, and its value in use. Value in use is determined by estimating the net present value of future cash flows derived from such assets using cash flow projections that have been discounted at an appropriate rate and based on a market participant's view. In calculating the net present value of the future cash flows, certain assumptions are required to be made in respect of highly uncertain matters including:

- growth in total revenue;
- change and timing of cash flows such as the increase or decrease of expenditures;
- selection of discount rates to reflect the risks involved;
- applying judgement in cash flows specific to CGUs.

Changing the assumptions selected by management, in particular the revenue projections, discount rates and the growth rates used in the cash flow projections, could significantly affect the impairment evaluations and recoverable amounts.

The Company's impairment tests include significant assumptions related to the scenarios discussed above.

#### *(ii) Deferred taxes*

The timing of reversal of temporary differences and the expected income allocation to various tax jurisdictions within Canada affects the effective income tax rate used to compute deferred taxes. Management estimates the reversals and income allocations based on historical and budgeted operating results and income tax laws existing at the reporting dates. In addition, management occasionally estimates the current or future deductibility of certain expenditures, affecting current or deferred tax balances and expenses.

# Aegis Brands Inc.

## Management's Discussion and Analysis

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### *(iii) Estimated useful lives*

The useful lives of property and equipment are based on the period during which the assets are expected to be available-for-use. The amounts and timing of recorded expenses for depreciation of property and equipment for any period are affected by these estimated useful lives. It is possible that changes in these factors may cause significant changes in the amount of depreciation recorded in respect of the Company's property and equipment in the future.

### *(iv) Fair value of intangible assets acquired in business combinations*

Management applied significant judgement in estimating the fair value of the intangible assets. To estimate the fair value of the trademarks, management, with the assistance of external valuation experts, used the royalty relief method to value the trademarks and contracts using a discounted cash flow model. Management developed significant assumptions related to revenue projections and growth rates, royalty rate and the discounted rate.

## **RISKS AND UNCERTAINTIES**

This section is qualified in its entirety by the section "Caution Regarding Forward-Looking Statements" at the beginning of this MD&A.

The performance of Aegis is primarily dependent on its ability to maintain and increase the sales of existing restaurants, add new profitable restaurants to the network, redevelop and modernize locations as their leases come due, and grow new St. Louis business lines. System sales of the restaurant networks are affected by various external factors that can affect the Canadian commercial foodservice industry as a whole. Potential risks include the following:

- The casual dining industry is characterized by intense competition with respect to price, location, food and beverage quality, and numerous factors affecting discretionary consumer spending. Competitors include national and regional chains, independent restaurants, all restaurants and food service outlets, and supermarkets.
- Growth of the St. Louis network depends on Aegis's ability to secure and build desirable locations for its retail operating brands. There can be no assurance that current locations will continue to be attractive, or that additional sites can be located and secured as demographic and traffic patterns change. It is possible that the current locations or economic conditions where its restaurants are located could decline in the future, resulting in reduced sales in those locations. There is no assurance that future sites will produce the same results as past sites.
- The Canadian casual dining industry is also affected by changes in discretionary spending patterns, which are in turn dependent on consumer confidence, disposable consumer income and general economic conditions. Factors such as changes in general economic conditions, recessionary or inflationary trends, job security and unemployment, equity market levels, consumer credit availability and overall consumer confidence levels may affect their business. These industries are also affected by demographic trends, traffic and weather patterns, as well as competing restaurants.
- The Company is dependent upon its ability to maintain and grow the current system of St. Louis franchisees and to obtain new qualified operators to become franchisees. The Company's inability to successfully obtain qualified franchisees could adversely affect its business development. The Company's success is also dependent on its relationship with its franchisees, there can be no assurances that the Company will be able to maintain positive relationships with all of its franchisees.
- The Company relies heavily on information technology (IT) network infrastructure. The ability to manage operations effectively and efficiently depends on the reliability and capacity of these IT systems, most of which are administered by third party suppliers. The Company relies on POS for system sales for both marketing trends and analyzing of key performance indicators. The restaurants rely on IT network infrastructure to order goods and process credit, debit and gift card transactions. Aegis' financial and

## **Aegis Brands Inc.**

### **Management's Discussion and Analysis**

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administrative functions rely on IT infrastructure for accurate and reliable information. The failure of these systems to operate effectively, or problems with upgrading or replacing systems, could cause a material negative financial result. The Company is continually reviewing its systems and procedures to minimize risk.

- Reduced earnings could impact the Company's ability to comply with its credit facility covenants.
- The loss of key personnel and/or a shortage of experienced management and hourly employees could have an adverse impact on restaurant operations.
- The Company does not currently have any agreement or commitment to acquire any new businesses, however Aegis continues to seek opportunities to acquire restaurant businesses that could complement its current operations.

A more detailed discussion of the risks and uncertainties is set out in the Company's annual information form dated March 7, 2025, which is available at [www.sedarplus.ca](http://www.sedarplus.ca).

# **Aegis Brands Inc.**

## **Management's Discussion and Analysis**

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### **DEFINITIONS AND DISCUSSION ON CERTAIN NON-IFRS FINANCIAL MEASURES**

In this MD&A, the Company reports certain non-IFRS financial measures such as system sales of restaurants, same store sales, operating income (loss), EBITDA, adjusted EBITDA, adjusted net income (loss) and adjusted net income (loss) per share. Non-IFRS measures are not defined under IFRS and are not necessarily comparable to similarly titled measures reported by other issuers.

#### ***System sales of restaurants***

System sales of restaurants reflect sales of St. Louis corporate and franchised restaurants after deducting amounts for discounts and promotional offerings and before applicable sales taxes. These sales are the basis for which royalty fees are calculated.

#### ***Same store sales***

Same store sales represent the percentage change, on average, in retail sales at restaurants that have been open for more than 12 months. It is one of the key metrics the Company uses to assess its performance and provides a useful comparison between fiscal quarters. The two principal factors that affect this metric are changes in customer traffic and changes in average check (the average dollar amount on a single transaction at the restaurant).

#### ***Operating income (loss)***

Operating income (loss) represents revenue, less cost of goods sold, less operating expenses, and less impairment charges. This measure is not defined under IFRS, although the measure is derived from input figures in accordance with IFRS. Management views this as an indicator of financial performance that excludes costs pertaining to interest and financing, and income taxes.

#### ***EBITDA and adjusted EBITDA***

EBITDA represents earnings before interest and financing, income taxes, and depreciation and amortization. Adjustments to EBITDA are for items that are not necessarily reflective of the Company's underlying operating performance. As there is no generally accepted method of calculating EBITDA, this measure is not necessarily comparable to similarly titled measures reported by other issuers. EBITDA is presented as management believes it is a useful indicator of the Company's ability to meet debt service and capital expenditure requirements and evaluate liquidity. Management interprets trends in EBITDA as an indicator of relative financial performance. EBITDA should not be considered by an investor as an alternative to net income or cash flows as determined in accordance with IFRS.

#### ***Adjusted net income (loss) and adjusted net income (loss) per share***

Adjustments to net earnings (loss) and net earnings (loss) per share are for items that are not necessarily reflective of the Company's underlying operating performance. These measures are not defined under IFRS, although the measures are derived from input figures in accordance with IFRS. Management views these as indicators of financial performance.

# Aegis Brands Inc.

## Management's Discussion and Analysis

Reconciliations of net loss, the most directly comparable IFRS financial measure, to operating loss, to EBITDA and adjusted EBITDA, to adjusted net loss and adjusted net loss per share are provided below.

### Fourth Quarter

13 weeks ended December 29, 2024 compared to 14 weeks ended December 31, 2023:

Net income (loss) to operating income (loss):

(in thousands of Canadian dollars)	<b>2024</b>		<b>2023</b>	
Net loss	\$	(247)	\$	(4,056)
Add (deduct):				
Net loss from discontinued operations		583		2,967
Income tax expense (recovery)		-		-
Interest and financing charges		586		828
Other loss (income)		(8)		(31)
Operating income (loss)	\$	914	\$	(292)

Net income (loss) to EBITDA and Adjusted EBITDA:

(in thousands of Canadian dollars)	<b>2024</b>		<b>2023</b>	
Net loss	\$	(247)	\$	(4,056)
Add (deduct):				
Net loss from discontinued operations		583		2,967
Income tax expense (recovery)		-		-
Interest and financing charges		586		828
Depreciation of property and equipment		6		23
Amortization of intangible assets		255		255
Amortization of right-of-use assets		22		95
EBITDA	\$	1,205	\$	112
Add impact of the following:				
Revaluations of securities, warrants, and other		7		6
Other loss (income)		(178)		(31)
Adjusted EBITDA	\$	1,034	\$	87

Net income (loss) to adjusted net income (loss):

(in thousands of Canadian dollars)	<b>2024</b>		<b>2023</b>	
Net loss	\$	(247)	\$	(4,056)
Add (deduct):				
Net loss from discontinued operations		583		2,967
Revaluations of securities, warrants, and other		7		6
Other loss (income)		(178)		(31)
Adjusted net income (loss)	\$	165	\$	(1,114)

# Aegis Brands Inc.

## Management's Discussion and Analysis

Net income (loss) per share to adjusted net income (loss) per share:

(in thousands of Canadian dollars)	<b>2024</b>		<b>2023</b>	
Net loss per share	\$	(0.00)	\$	(0.05)
Add (deduct):				
Net loss per share from discontinued operations		0.00		0.04
Revaluations of securities, warrants, and other per share		0.00		0.01
Other loss (income) per share		(0.00)		0.00
Adjusted net income (loss) per share	\$	0.00	\$	(0.01)

### Full Year

52 weeks ended December 29, 2024, compared to 53 weeks ended December 31, 2023:

Net loss to operating income:

(in thousands of Canadian dollars)	<b>2024</b>		<b>2023</b>	
Net loss	\$	(1,295)	\$	(4,707)
Add (deduct):				
Net loss from discontinued operations		2,777		4,030
Income tax expense (recovery)		-		-
Interest and financing charges		2,683		3,140
Restructuring costs		613		
Other loss (income)		(21)		(37)
Operating income	\$	4,757	\$	2,426

Net loss to EBITDA and Adjusted EBITDA:

(in thousands of Canadian dollars)	<b>2024</b>		<b>2023</b>	
Net loss	\$	(1,295)	\$	(4,707)
Add (deduct):				
Net loss from discontinued operations		2,777		4,030
Income tax recovery		-		-
Interest and financing charges		2,683		3,140
Restructuring costs		613		
Depreciation of property and equipment		48		51
Amortization of intangible assets		1,020		1,020
Amortization of right-of-use assets		205		193
EBITDA	\$	6,051	\$	3,727
Add impact of the following:				
Revaluations of securities, warrants, and other		4		9
Other loss (income)		(1,034)		(37)
Adjusted EBITDA	\$	5,021	\$	3,699

## Aegis Brands Inc.

### Management's Discussion and Analysis

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Net loss to adjusted net income (loss):

(in thousands of Canadian dollars)	<b>2024</b>	<b>2023</b>
Net loss	\$ (1,295)	\$ (4,707)
Add (deduct):		
Net loss from discontinued operations	2,777	4,030
Restructuring costs	613	-
Revaluations of securities, warrants, and other	4	9
Other income	(1,034)	(37)
Adjusted net income (loss)	\$ 1,065	\$ (705)

Net loss per share to adjusted net loss per share:

(in thousands of Canadian dollars)	<b>2024</b>	<b>2023</b>
Net loss per share	\$ (0.02)	\$ (0.06)
Add (deduct):		
Net loss per share from discontinued operations	0.03	0.05
Restructuring costs	0.01	-
Revaluations of securities, warrants, and other per share	0.00	0.00
Other loss (income) per share	(0.01)	(0.00)
Adjusted net income (loss) per share	\$ 0.01	\$ (0.01)



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# Financial Statements



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## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Aegis Brands Inc.:

### *Opinion*

We have audited the consolidated financial statements of Aegis Brands Inc. and its subsidiaries (together the "Company"), which comprise the consolidated statements of financial position as at December 29, 2024 and December 31, 2023, and the consolidated statements of operations and comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flow for the 52-week and 53-week periods then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 29, 2024 and December 31, 2023, and its consolidated financial performance and its consolidated cash flows for the 52-week and 53-week periods then ended in accordance with IFRS Accounting Standards.

### *Basis for Opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the 52-week period ended December 29, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our auditor's report.

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Key audit matter	How our audit addressed the key audit matter
<i>Impairment assessment of goodwill and intangible assets for St. Louis Franchise Cash Generating Unit</i>	
<p>Refer to Note 23 (in thousands of dollars)</p>	<p>Our approach to addressing the matter included the following procedures, among others:</p>
<p>As of December 29, 2024, the Company had trademarks of \$22,000, contracts of \$18,251 (net of amortization) and goodwill of \$7,430 allocated to the St. Louis Franchise cash generating unit, consisting of the St. Louis Franchise and SLF Corporate Stores (together the “SLF CGU”).</p> <p>Finite-lived intangible assets are assessed for any indications of impairment at the end of each reporting period. Trademarks and goodwill are assessed for impairment annually, or more frequently if events or circumstances indicate that the carrying amount may be impaired. Management performed its annual impairment test for the SLF CGU as at November 30, 2024.</p> <p>The recoverable amount for the SLF CGU was based on value in use using a discounted cash flow model. The significant assumptions applied by management in determining the value in use included revenue projections, a revenue growth rate and a discount rate. The recoverable amount of the SLF CGU exceeded its carrying amount and accordingly, no impairment was recognized.</p> <p>We considered this a key audit matter due to the judgment by management in determining the recoverable amount, including the use of significant assumptions. This, in turn, led to a high degree of subjectivity and audit effort in performing procedures to test the significant assumptions.</p>	<p>Evaluated how management determined the recoverable amount of the SLF CGU, which included the following procedures:</p> <ul style="list-style-type: none"> <li>• Tested the appropriateness of the value in use method used and the mathematical accuracy of the discounted cash flow model.</li> <li>• Tested the reasonableness of the estimated cash flows by considering data of comparable entities, historical performance of the Company and the budget approved by management.</li> <li>• Tested the reasonableness of the terminal growth rate and forecasted growth rate of sales applied by management in the discounted cash flow model by comparing to past performance and external market data.</li> <li>• Tested the underlying data and inputs used in the discounted cash flow model including the reasonableness of the projections and sensitivity of the inputs to changes in key assumptions.</li> <li>• Professionals with specialized skill and knowledge in the field of valuation assisted in testing the reasonableness of the discount rate applied by management based on available data for comparable companies.</li> </ul>

Key audit matter	How our audit addressed the key audit matter
<i>Classification, measurement and presentation of assets and liabilities held for sale and of discontinued operations of Wing City Inc.</i>	
<p>Refer to Note 2 (in thousands of dollars)</p>	<p>Our approach to addressing the matter included the following procedures, among others:</p>
<p>As of December 29, 2024, the Company classified the assets and liabilities pertaining to the Wing City operations as held for sale in the consolidated statement of financial position and presented the Wing City operations as discontinued operations in the consolidated statement of operations and comprehensive loss.</p> <p>The Company determined that the criteria for classifying the assets and liabilities of the Wing City operations as held for sale under IFRS 5, <i>Non-current Assets Held for Sale and Discontinued Operations</i> (“IFRS 5”) were met as at December 29, 2024. Accordingly, the Company determined that the Wing City operations met the definition of a discontinued operation under IFRS 5 and accordingly, the items of profit or loss related to these operations were presented as a discontinued operation in the consolidated statement of operations and comprehensive loss with a restatement of the prior period.</p> <p>We considered this as a key audit matter due to the significance of assets and liabilities held for sale and of discontinued operations in the Wing City operations and the significant judgment applied by management in evaluating whether the assets and liabilities of the Wing City operations met the criteria to be classified as held for sale and presented as a discontinued operation under IFRS 5. In addition, significant judgment was applied by management in estimating the fair value less costs to sell of the Wing City assets and liabilities. These factors have resulted in a high degree of subjectivity in performing audit procedures, related to the judgments and estimates applied by management.</p>	<ul style="list-style-type: none"> <li>• Assessed management’s analysis of whether the Wing City operations met the criteria under IFRS 5 for assets held for sale and a discontinued operation.</li> <li>• Tested the accuracy of the measurement of the assets classified as held for sale at the lower of the carrying amount and fair value less costs to sell.</li> <li>• Reviewed management’s calculations of fair value less costs to sell by comparing the estimate of fair value to the sales prices being negotiated.</li> <li>• Evaluated management’s assessment of costs to sell.</li> <li>• Assessed the appropriateness of management’s conclusion that there was an impairment as a result of the write-down of the Wing City assets to fair value less costs to sell.</li> <li>• Assessed the accuracy and completeness of the IFRS 5 disclosures in the notes to the consolidated financial statements.</li> </ul>

### ***Other Information***

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis filed with the relevant Canadian securities commissions.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

### ***Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Consolidated Financial Statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

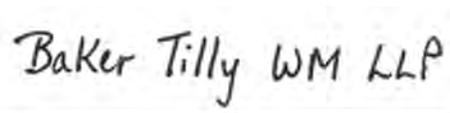
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Anna C. Moreton.



CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C.  
March 6, 2025

# Aegis Brands Inc.

## Consolidated Statements of Financial Position

As at December 29, 2024, and December 31, 2023

(Expressed in thousands of Canadian dollars)

<b>ASSETS</b>	<b>2024</b>	<b>2023</b>
<b>Current assets</b>		
Cash and cash equivalents (Note 8)	\$ 1,863	\$ 803
Trade, notes, leases and other receivables (Note 9)	2,437	3,163
Prepaid expenses and other assets	349	267
Assets held for sale (Note 10)	883	-
Assets of discontinued operations held for sale (Notes 2 and 31)	<u>947</u>	<u>8,052</u>
	6,479	12,285
<b>Non-current assets</b>		
Notes and leases receivable (Note 9)	1,834	2,561
Property and equipment (Note 11)	114	1,391
Right-of-use assets (Note 11)	233	2,379
Intangible assets (Note 12)	40,251	41,271
Goodwill (Note 12)	<u>7,430</u>	<u>7,430</u>
<b>Total assets</b>	<u>\$ 56,341</u>	<u>\$ 67,317</u>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 13)	\$ 3,109	\$ 2,615
Lease liabilities (Note 15)	822	1,322
Short-term debt (Note 16)	600	-
Current portion of long-term debt (Note 17)	2,841	1,831
Deferred revenue (Note 14)	1,712	1,754
Liabilities held for sale (Note 10)	303	-
Liabilities of discontinued operations held for sale (Notes 2 and 31)	<u>1,265</u>	<u>6,574</u>
	10,652	14,096
<b>Non-current liabilities</b>		
Provisions (Note 15)	487	747
Lease liabilities (Note 15)	1,918	4,564
Long-term debt (Note 17)	<u>23,657</u>	<u>27,049</u>
<b>Total liabilities</b>	<u>36,714</u>	<u>46,456</u>
<b>SHAREHOLDERS' EQUITY</b>	<u>19,627</u>	<u>20,861</u>
<b>Total liabilities and shareholders' equity</b>	<u>\$ 56,341</u>	<u>\$ 67,317</u>

See accompanying notes to the consolidated financial statements.  
Contingencies, commitments and guarantees (Note 29)

Approved by the Directors on March 6, 2025

Anthony Longo, Director

Stephen Kelley, Director

# Aegis Brands Inc.

## Consolidated Statements of Operations and Comprehensive Loss

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in thousands of Canadian dollars, except per share amounts)

	2024	2023
<b>Revenue (Note 19)</b>	<u>\$ 17,913</u>	<u>\$ 16,929</u>
<b>Operating costs and expenses (Note 20)</b>		
Cost of sales	2,061	1,811
General and administrative expenses	10,831	11,419
Depreciation of property and equipment	48	51
Amortization of right-of-use assets	205	193
Amortization of intangible assets	1,020	1,020
Gains on disposals (Note 21)	(1,013)	-
Revaluations of securities, warrants, and other (Note 24)	<u>4</u>	<u>9</u>
Total operating costs and expenses	<u>13,156</u>	<u>14,503</u>
<b>Income from continuing operations, before other income and expenses and income taxes</b>	4,757	2,426
Interest and financing expense (Note 22)	(2,683)	(3,140)
Restructuring costs (Note 25)	(613)	-
Other income	<u>21</u>	<u>37</u>
<b>Income (loss) from continuing operations</b>	1,482	(677)
<b>Discontinued operations, net of tax</b>		
Bridgehead Coffee (Notes 2 and 31)	(197)	(3,705)
Wing City (Notes 2 and 31)	<u>(2,580)</u>	<u>(325)</u>
<b>Loss from discontinued operations, net of tax</b>	<u>(2,777)</u>	<u>(4,030)</u>
<b>Net and comprehensive loss for the period</b>	<u>\$ (1,295)</u>	<u>\$ (4,707)</u>
<b>Basic and diluted income (loss) per share – continuing operations (Note 27)</b>	\$ 0.02	\$ (0.01)
<b>Basic and diluted loss per share – discontinued operations (Note 27)</b>	<u>\$ (0.03)</u>	<u>\$ (0.05)</u>
<b>Basic and diluted loss per share (Note 27)</b>	<u>\$ (0.01)</u>	<u>\$ (0.06)</u>

See accompanying notes to the consolidated financial statements.

## Aegis Brands Inc.

### Consolidated Statements of Changes in Shareholders' Equity

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in thousands of Canadian dollars, except per share amounts)

	<u>Common Shares</u>	<u>Share Capital</u>	<u>Reserves</u>	<u>Equity Component of Convertible Debentures</u>	<u>Deficit</u>	<u>Total</u>
<b>Balance, December 25, 2022</b>	33,647,992	\$ 35,970	\$ 62,305	\$ 4,927	\$ (96,157)	\$ 7,045
Net loss, continuing operations	-	-	-	-	(677)	(677)
Net loss, discontinued operations - Bridgehead	-	-	-	-	(3,705)	(3,705)
Net loss, discontinued operations - Wing City	-	-	-	-	(325)	(325)
Common shares issued on conversion of convertible debentures into equity (Note 18)	51,639,175	23,368	-	(4,927)	-	18,441
Stock option expense (Note 32)	-	-	82	-	-	82
<b>Balance, December 31, 2023</b>	<u>85,287,167</u>	<u>\$ 59,338</u>	<u>\$ 62,387</u>	<u>\$ -</u>	<u>\$ (100,864)</u>	<u>\$ 20,861</u>
Net income, continuing operations	-	-	-	-	1,482	1,482
Net loss, discontinued operations - Bridgehead	-	-	-	-	(197)	(197)
Net loss, discontinued operations - Wing City	-	-	-	-	(2,580)	(2,580)
Stock option expense (Note 32)	-	-	61	-	-	61
<b>Balance, December 29, 2024</b>	<u>85,287,167</u>	<u>\$ 59,338</u>	<u>\$ 62,448</u>	<u>\$ -</u>	<u>\$ (102,159)</u>	<u>\$ 19,627</u>

See accompanying notes to the consolidated financial statements.

# Aegis Brands Inc.

## Consolidated Statements of Cash Flow

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in thousands of Canadian dollars)

<b>CASH PROVIDED BY (USED IN)</b>	<u>2024</u>	<u>2023</u>
<b>Operating activities</b>		
Net loss for the period	\$ (1,295)	\$ (4,707)
<i>Adjusted for:</i>		
Net loss from discontinued operations	2,777	4,030
<i>Items not involving cash</i>		
Depreciation of property and equipment (Note 11)	48	51
Amortization of right-of-use assets (Note 11)	205	193
Amortization of intangible assets (Note 12)	1,020	1,020
Amortization of financing costs	21	43
Stock option expense (Note 32)	61	82
Interest expense – lease liabilities (Note 22)	341	447
Interest income – lease receivable (Note 22)	(284)	(372)
Gains on disposals (Note 21)	(1,013)	-
Revaluations of securities, warrants, and other (Note 24)	-	66
Changes in non-cash working capital and other (Note 28)	<u>757</u>	<u>(3,433)</u>
Cash provided by (used in) operating activities – continuing operations	2,638	(2,580)
Cash provided by (used in) operating activities – discontinued operations	<u>(2,918)</u>	<u>1,601</u>
Cash used in operating activities	<u>(280)</u>	<u>(979)</u>
<b>Investing activities</b>		
Acquisition of property and equipment	(749)	(36)
Proceeds received on sale of property	<u>1,145</u>	<u>-</u>
Cash provided by (used in) investing activities – continuing operations	396	(36)
Cash provided by (used in) investing activities – discontinued operations	<u>3,054</u>	<u>(1,320)</u>
Cash provided by (used in) investing activities	<u>3,450</u>	<u>(1,356)</u>
<b>Financing activities</b>		
Proceeds of short-term debt (Note 16)	600	-
Repayment of long-term debt (Note 17)	(2,403)	(1,006)
Lease payments (Note 15)	<u>(203)</u>	<u>(200)</u>
Cash used in financing activities – continuing operations	(2,006)	(1,206)
Cash used in financing activities – discontinued operations	<u>(555)</u>	<u>(1,713)</u>
Cash used in financing activities	<u>(2,561)</u>	<u>(2,919)</u>
<b>Increase (decrease) in cash and cash equivalents during the period – continuing operations</b>	1,028	(3,822)
<b>Decrease in cash and cash equivalents during the period – discontinued operations</b>	<u>(419)</u>	<u>(1,432)</u>
<b>Increase (decrease) in cash and cash equivalents during the period</b>	609	(5,254)
<b>Cash and cash equivalents – Beginning of the period</b>	<u>1,254</u>	<u>6,508</u>
<b>Cash and cash equivalents – End of the period (Note 8)</b>	<u>\$ 1,863</u>	<u>\$ 1,254</u>
<b>Supplementary information</b>		
Interest paid	\$ 2,360	\$ 3,633
Income taxes paid	\$ -	\$ -

See accompanying notes to the consolidated financial statements.

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

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### 1. Organization and nature of business

Aegis Brands Inc. (the “Corporation” or “Aegis”) (together with its subsidiaries, the “Company”) currently owns and operates St. Louis Bar & Grill (“St. Louis”). The St. Louis franchise business is operated by the Corporation’s wholly-owned subsidiary SLF Operations LP. The acquisition and construction of second generation locations for resale is operated by the Corporation’s wholly-owned subsidiary 2707048 Ontario Corporation.

Aegis is a Canadian public company incorporated under the Business Corporations Act (Ontario) in 2011. The Company’s registered and principal office is at 703 Evans Avenue, Suite 501, Etobicoke, Ontario M9C 5E9. The Company’s website is [www.aegisbrands.ca](http://www.aegisbrands.ca). The Company’s common shares trade on the Toronto Stock Exchange under the ticker symbol “AEG”. Each existing certificate reflecting the Company’s prior name The Second Cup Ltd. continues to present a valid certificate until such certificate is transferred, re-registered or otherwise exchanged.

As of December 29, 2024, the Company had 81 franchised St. Louis locations, all which operate under the St. Louis Bar & Grill brand.

On March 8, 2024, the Company closed the sale of substantially all the assets of the Bridgehead business. The operations of Bridgehead have been presented as discontinued operations.

On August 21, 2024, management closed the Wing City businesses and is actively trying to sell the fixed assets of the business and exit the leases. The operations of Wing City have been presented as discontinued operations.

### 2. Held for Sale and Discontinued Operations

On March 8, 2024, the Company sold substantially all the assets of the Bridgehead business. In accordance with IFRS 5, *Non-Current Assets Held for Sale and Discontinued Operations (“IFRS 5”)*, the Company classified this disposal group of assets as held for sale on the consolidated statement of financial position at December 31, 2023 and has presented the after-tax loss from discontinued operations as a single amount in the current and comparative consolidated statement of operations and comprehensive loss.

The Corporation had measured the disposal group classified as held for sale at the lower of its carrying amount and fair value less costs to sell being \$3,500,000 less \$976,000 in estimated costs to sell and \$530,000 in estimated working capital adjustments. As at December 31, 2023, the carrying value of the Bridgehead disposal group was \$3,175,000 and the goodwill in Aegis associated to the Bridgehead brand was \$1,352,000, which gave rise to a total impairment expense included in loss from discontinued operations of \$2,533,000.

The disposal group referenced above represents a major line of business, and the Corporation has a single coordinated plan to dispose of this separate major line of business. As such, the Corporation has presented the disposal group as discontinued operations as a single amount in the consolidated statement of operations and comprehensive loss, comprising the post-tax loss of discontinued operations and post-tax loss recognized on the measurement to fair value less costs to sell. The Corporation has further disclosed details of the discontinued operations in Note 31 in these consolidated financial statements.

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

The related assets and liabilities that are presented as held for sale at December 31, 2023 are as follows:

Cash and cash equivalents	\$	454
Trade, note, leases, and other receivables		313
Inventories		806
Prepaid expenses and other assets		114
Right-of-use assets		2,252
Property and equipment		1,329
Intangible assets		2,784
Assets of discontinued operations held for sale	\$	8,052
Accounts payable and accrued liabilities	\$	1,783
Lease liabilities		4,372
Deferred revenue		419
Liabilities of discontinued operations held for sale	\$	6,574
Net assets of discontinued operations held for sale	\$	1,478

The result of the discontinued operations are as follows:

	52 weeks ended Dec 29, 2024	53 weeks ended Dec 31, 2023
Revenue	\$ 2,832	\$ 16,427
Expenses	(3,203)	(17,599)
Gain on Sale	174	-
Impairment	-	(2,533)
Loss from discontinued operations	\$ (197)	\$ (3,705)

On August 21, 2024, management closed the Wing City businesses and is actively trying to sell the fixed assets of the business and exit the leases.

In accordance with IFRS 5, the Company classified this disposal group of assets as held for sale on the consolidated statement of financial position at December 29, 2024 and has presented the after-tax loss from discontinued operations as a single amount in the current and comparative consolidated statement of operations and comprehensive loss.

The Corporation has measured the disposal group classified as held for sale at the lower of its carrying amount and fair value less costs of \$947,000 giving rise to an impairment loss of \$1,603,000 included in the loss of discontinued operations.

The disposal group referenced above represents a major line of business, and the Corporation has a single coordinated plan to dispose of this separate major line of business. As such, the Corporation has presented the disposal group as discontinued operations as a single amount in the consolidated statement of operations and comprehensive loss, comprising the post-tax loss of discontinued operations and post-tax loss recognized on the measurement to fair value less costs to sell. The Corporation has further disclosed details of the discontinued operations in Note 31 in these consolidated financial statements.

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

The following table summarizes management's best estimate of the net realizable value of the net assets of the Wing City businesses at December 29, 2024:

Prepaid expenses and other assets	\$	90
Property and equipment		150
ROU assets		<u>707</u>
Assets of discontinued operations held for sale	\$	<u>947</u>
Accounts payable and accrued liabilities	\$	30
Lease liabilities		<u>1,235</u>
Liabilities of discontinued operations held for sale	\$	<u>1,265</u>
Net assets of discontinued operations held for sale	\$	<u>(318)</u>

The result of the discontinued operations are as follows:

	52 weeks ended Dec 29, 2024	53 weeks ended Dec 31, 2023
Revenue	\$ 355	\$ 11
Expenses	(1,332)	(336)
Impairment	<u>(1,603)</u>	<u>-</u>
Loss from discontinued operations	\$ <u>(2,580)</u>	\$ <u>(325)</u>

### 3. Material accounting policies

#### a. Basis of preparation

The consolidated financial statements have been prepared in accordance with and comply with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS"). The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period. The functional currency of the Corporation and its subsidiaries is the Canadian dollar.

The Company's fiscal year (the "period" or "year") follows the method implemented by many retail entities, such that each quarter consists of 13-weeks and ends on the Sunday (formerly Saturday) closest to the calendar quarter-end. The fiscal year is made up of 52 or 53-week periods ending on the last Sunday of December. Fiscal 2024 is a 52-week period and 2023 was a 53-week period. The Company's results in fiscal 2024 reflect the consolidated financial statements of Aegis and the St. Louis brand, with the Wing City brand and the Bridgehead brand presented as discontinued operations.

#### b. Segmented information and reporting

The Company's retail brands operate as independent brands. Financial results and business performance indicators are provided to the Chief Executive Officer for each brand, and hence each brand represents its own reportable segment. The financial results of the brands are reported on a consolidated basis in these consolidated financial statements, with the Wing City and Bridgehead segments presented as discontinued operations (see Note 31). The Company's consolidated operating revenues from continuing operations are comprised of the sales of goods from Company-operated restaurants, the sale of goods through retail and other ancillary channels, royalties from the St. Louis franchisees, supplier contributions, and other service fees. The Company's consolidated operating revenues from discontinued operations are comprised of the sales of goods from Company-operated coffeehouses and Wing City restaurants and the sale of goods through retail and other ancillary channels of the Bridgehead business. Management is organized based on the Company's operating brands rather than the specific revenue streams.

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

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### **c. Basis of consolidation**

These consolidated financial statements incorporate the financial statements of the Corporation and its wholly owned subsidiaries:

- Bridgehead (2000) Inc.
- 2707048 Ontario Corporation
- SLF Operations GP Inc.
- SLF Operations Limited Partnership
- SLF IP Operations Inc.
- SLF Corporate Stores Limited Partnership Wing City by St. Louis Limited Partnership

The entity is required to consolidate entities it controls. The Company controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Consolidation of a subsidiary begins on the date that control is acquired by a Company over the subsidiary and ceases when the Company loses control of the subsidiary. The income and expenses of new subsidiaries acquired or disposed during the year, as well as new subsidiaries incorporated during the year under Aegis Brands, are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

All intercompany transactions, including revenue and expenses, were eliminated on preparation of these consolidated financial statements.

### **d. Business combinations**

IFRS 3, Business Combinations, establishes principles and requirements for how an acquirer in a business combination recognizes and measures in its consolidated financial statements the assets and liabilities acquired; recognizes and measures the goodwill acquired in the business combinations; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. The Company accounts for business combinations by applying the acquisition method.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognized at their fair value. Goodwill is measured as the excess of the sum of the consideration transferred over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed.

### **e. Discontinued operations**

A discontinued operation is a component of the Company's business, the operations and cash flows of which can be clearly distinguished from the rest of the Company and which; represents a separate major line of business or geographical area of operations; is part of a single coordinated plan to dispose of a separate major line of business or geographic area of operations; or is a subsidiary acquired exclusively with a view to resale. Classification as discontinued operations occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale or distribution.

When an operation is classified as a discontinued operation, the comparative consolidated statements of operations and comprehensive loss are re-presented as if the operation had been discontinued from the start of the comparative year.

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

The Company's discontinued operations are excluded from the results of continuing operations and are presented as a single amount, after income taxes, as net earnings from discontinued operations in the consolidated statements of operations and comprehensive loss.

### f. Financial statement line items

#### Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when obligations are discharged, cancelled or they expire.

Financial assets and liabilities are offset, and the net amount reported in the consolidated statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. Hedge accounting is not used.

All financial assets are initially measured at fair value. Financial assets classified as fair value through profit or loss ("FVTPL") are measured at fair value with any gain or loss recognized in profit or loss. Financial assets classified as fair value through other comprehensive income ("FVTOCI") are subsequently measured at fair value with any subsequent remeasurement recognized in other comprehensive income. When FVTOCI financial assets are derecognized, the cumulative gain or loss previously recognized directly in equity is recognized in profit or loss. Financial assets held in order to collect contractual cash flows and where the contractual cash flows are solely payments of principal and interest are classified and subsequently measured at amortized cost. Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset. All financial liabilities are recognized initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs. Financial liabilities are classified and subsequently measured FVTPL, FVTOCI or at amortized cost using the effective interest method. The effective interest method calculates the amortized cost of a financial asset or financial liability and in the allocation and recognition of the interest revenue or expense in profit or loss over the relevant period. The Company has classified its financial instruments as follows:

#### Financial Instruments

##### *Financial assets*

Cash and cash equivalents  
Trade and other receivables  
Notes receivable  
Investments in equity securities

#### Recognition method

Amortized cost  
Amortized cost  
Amortized cost  
Fair value through profit or loss

##### *Financial liabilities*

Accounts payable and accrued liabilities  
Long-term debt  
Convertible debentures

Amortized cost  
Amortized cost  
Amortized cost

#### Leases receivable

The leases receivable balance primarily relates to leases that the Company has entered into with the landlord and has subsequently entered into a sublease agreement with the tenant. IFRS 16, Leases ("IFRS 16") requires the Company, as an intermediate lessor, to classify a sublease by reference to the right-of-use asset arising from the head lease, rather than by reference to the underlying property. The lease receivable for the sublease was measured at the amount equal to the lease liability and includes the underlying interest income resulting from the sublease agreement.

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

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### Property and equipment

Property and equipment are stated at cost less accumulated depreciation net of any impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying value or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying value of a replaced asset is removed when replaced. Repairs and maintenance costs are charged to profit or loss during the period in which they are incurred. Where property and equipment construction projects are of a sufficient size and duration, an amount is capitalized for the costs used to finance construction.

Depreciation is calculated using the straight-line basis as this approach best reflects consumption and benefit patterns pertaining to the asset's use. Depreciation is charged commencing when the asset is available for use. The following rates are based on the expected useful lives of the assets:

Leasehold improvements	Lesser of 10 years and the remaining term of lease
Equipment, furniture, fixtures, and other	3 to 7 years
Computer hardware	3 years

### Right-of-use assets

IFRS 16 requires the Company, as a lessee for Company-operated restaurants as well as the Home Office lease to recognize right-of-use assets and lease liabilities for leases with terms of more than 12 months, unless the underlying asset is of low value; and recognize depreciation for lease assets separately from interest on lease liabilities within profit or loss. Right-of-use assets are measured at cost which comprises the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

The balance of the Company's right-of-use assets is presented net of impairment recorded on the consolidated statements of financial position.

### Intangible assets

Intangible assets consist of trademarks and software, which are recorded at cost and subsequently amortized or assessed for impairment as follows:

#### *(i) Trademarks*

Trademarks consist of trade names, operating procedures and systems and other intellectual property used in connection with the operation of the St. Louis Bar and Grill in Canada and are recorded at the historical cost less impairment write-downs. Trademarks are tested annually for impairment or at any time an indicator of impairment exists. The trademark assets do not have continual renewal requirements nor is there any deterioration incurred due to usage.

#### *(ii) Contracts*

Contract assets consist of franchise agreements as well as supplier contracts and are recorded at cost less accumulated amortization. Contract assets are considered to have a life of 20 years and are amortized on a straight-line basis. Contracts are tested for impairment at any time an indicator of impairment exists.

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

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### ***(iii) Software***

Purchased software is recorded at cost and amortized commencing when the asset is available for use. Amortization is calculated using the straight-line basis as management believes this approach best reflects consumption and benefit patterns pertaining to its use. The amortization rate is based on the expected useful life of the asset of 3-7 years.

### ***(iv) Goodwill***

The Company has recorded Goodwill on its consolidated statement of financial position, which is carried at cost net of impairment losses. Goodwill is tested for impairment on an annual basis.

### **Provisions**

Provisions are recognized when there is a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are measured at the best estimate of the expenditure required to settle the obligation at the end of the reporting period.

### **Income taxes**

Income taxes comprise current and deferred taxes. Income taxes are recognized in profit or loss except to the extent that they relate to items recognized directly in equity, in which case the income tax is also recognized directly in equity. Current income taxes are the expected taxes payable on the taxable income for the period, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous periods.

Deferred taxes are recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted as at the reporting date. Deferred tax assets and liabilities are offset to the extent that they relate to income taxes levied on the same taxable entity by the same taxation authority.

A deferred tax asset is recognized for unused tax losses and tax credits and deductible temporary differences, to the extent that it is probable that future taxable income will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

### **Deferred revenue**

#### ***Gift card and loyalty program liability***

The gift card program allows customers to prepay for future purchases by loading a dollar value onto their gift cards through cash or credit/debit cards in the restaurants or online through credit cards, when and as needed. The gift card liability represents liabilities related to unused balances on the card net of estimated breakage. These balances are included as revenue at the time the customer redeems the amount in a restaurant for products. Gift cards do not have an expiration date and outstanding unused balances are not depleted for the Company's guests and will be honoured regardless of activation date.

The determination of the gift card breakage rate is based upon Company-specific historical load and redemption patterns. The Company has calculated a breakage rate of 2.57% in fiscal 2023 based on historical redemption patterns for St. Louis. Gift card breakage is recognized on a pro rata basis based on historical gift card redemption patterns. St. Louis administers the gift card program for its franchisees by collecting the funds from gift cards purchased and repaying franchisees when gift cards are redeemed. St. Louis holds these funds in a separate bank account and funds are collected or repaid monthly from and to the franchisees.

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

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### ***Other Franchise revenue***

Other franchise revenue consists of franchise fees, renewal fees, supplier contributions, construction administration fees, decor fees and other ancillary fees (such as training fees) and are recognized on the basis of the underlying contract on a straight-line basis over the contract's term.

### **Lease liabilities**

The Company enters into leases for its corporate restaurants, its Home Office, as well as equipment in the normal course of business operations. The Company has measured its lease liabilities at the net present value of its future lease payments, including fixed payments (including in-substance fixed payments), less any lease incentives receivable, variable lease payments that are based on an index or a rate, amounts expected to be payable by the lessee under residual value guarantees, the exercise price of a purchase option if reasonably certain to exercise that option, and payments of penalties for terminating the lease, if the lease term reflects exercising that option. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the Company's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. The non-cash interest expense on the lease liability is recorded in profit and loss.

### **Convertible debentures**

Convertible debentures issued by the Company are compound financial instruments under IAS 32 Financial Instruments Presentation ("IAS 32"). Under IAS 32, the Company must recognize separately the components that create a financial liability (the "liability component") and grant an option to the holder of the debentures to convert them into an equity instrument of the Company (the "equity component").

Proceeds received by the Company upon issuance of debentures are allocated between the liability and equity components. The fair value of the liability component is the present value of the stream of future cash flows discounted by a market rate of interest applicable to a similar non-convertible instrument. The Company initially recognizes the financial liability as the fair value of the liability component, reduced by the proportionate share of transaction costs. The financial liability is subsequently accreted to the face value of the liability component over the term of the debentures at the effective interest rate. The equity component is allocated the residual value being the difference between the proceeds received and the fair value of the liability component.

Under IAS 12 Income Taxes, for a compound financial instrument, the Company must account for the deferred tax effects upon recognition of an equity instrument. This assumes the tax basis of the financial liability recognized is equal to the sum of the liability and equity components. A resulting taxable temporary difference arises from the initial recognition of the equity component separately from the liability component. Upon initial recognition of an equity instrument, a deferred tax charge is accounted for directly in equity and a deferred tax liability is recognized.

### **Revenue recognition**

Revenue recognition is based on a five-step approach which includes identifying the contract with the customer, identifying the performance obligations, determining the individual transaction price, allocating the transaction price to the performance obligations in the contract and recognizing revenue when the relevant performance obligations are satisfied. Revenue is reduced for estimated customer returns, rebates, and other revenue related concessions.

Included in revenue related to continuing operations is revenue from Company-owned restaurants, supplier contributions, franchise and royalty fees, as well as other sales relating to the St. Louis business including products sold online through the Company website, as well as products sold in grocery stores through wholesale distribution channels and third-party licensing agreements.

Corporate restaurant and wholesale revenue is recognized at a point in time when the services are rendered, and the product is sold to the end consumer. Payment is collected at the time of sale and the consideration received is unconditional. For restaurant sales, the end customer is considered to be the guest whereas for wholesale, the end customer is the distributor.

# **Aegis Brands Inc.**

## **Notes to the Consolidated Financial Statements**

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Royalty and Advertising Fund revenue from franchised locations is based on agreed percentage rates of the franchise location sales. Royalty revenue is recognized on an accrual basis in accordance with the substance of the relevant agreement, provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. For Advertising Fund revenue, the revenue is recognized when corresponding expenses are made in accordance with the matching principle.

The Company generates supplier contributions on agreed upon terms made with vendors based on multiple factors. Signing bonuses are received at the time of signing of the contract and are recognized on a straight-line basis over the term of the contract. Other revenue includes franchise fees, services and other fees consist of initial franchise fees, renewal fees, construction administration fees, decor fees and other ancillary fees (such as training fees). This revenue is recognized on an accrual basis in accordance with the relevant agreement, provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably.

### **Directors' deferred share unit plan**

Units granted under the Directors' deferred share unit ("DSU") plan have graded vesting for each month of service completed over the course of one year. Units are paid out in cash upon the Director's departure from the Board. Units are granted based on a weighted average price of the Company's shares on the five most recent days preceding the grant date. The fair value of the grants is amortized over the respective vesting period using the graded amortization method. Any dividends paid during the vesting period are accrued based on the total number of units granted. Amounts recognized are recorded in general and administrative expenses. Recorded values of the plan are presented as accounts payable and accrued liabilities in the consolidated statements of financial position. All but one of the Directors currently receive their Directors' fees in cash, with one receiving their fees half in cash and half in DSUs. The balance in the Directors' deferred share unit plan relates to the balance owing to Directors who haven't had their DSU balance settled and one Director's balance. This DSU balance will be revalued every quarter based on the current market price of Aegis shares until it is paid out in accordance with the terms of the plan.

### **Impairment of financial assets and leases receivable**

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit loss (ECL) if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset's credit risk has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve-month ECL. The Company recognizes in profit or loss, as an impairment gain or loss, the amount of the ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

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### **Impairment of non-financial assets**

Property and equipment, intangible assets with finite lives, and right-of-use assets (resulting from the Company-owned restaurants and lease commitments) are tested for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Assets with indefinite lives, and goodwill are subject to an annual impairment test or any time an impairment indicator exists. November 30<sup>th</sup> has been selected as the mandatory annual test date.

For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets or group of assets, which represent a cash generating unit (CGU). The recoverable amount of each particular CGU is the higher of its fair value less costs of disposal and value in use.

The impairment analysis involves comparing the carrying value of a CGU with its estimated recoverable amounts. An impairment loss is recognized for the amount by which the CGU's carrying value exceeds its recoverable amount. Impairment losses for a CGU reduce first the carrying value of any goodwill allocated to that CGU. Any remaining impairment loss is charged pro rata to the other assets in the CGU. Impairment losses, other than goodwill impairment, are evaluated for potential reversals when events or circumstances warrant such consideration.

### **Share-based compensation**

For share option awards granted as part of the stock option plan, fair value is determined at the date of grant and that fair value is recognized in profit or loss over the vesting period. Proceeds arising from the exercise of share option awards are credited to share capital, as are the recognized grant-date fair values of the exercised share option awards. Share option awards that are determined to be settled on a net-equity basis are accounted for as equity instruments. Share option awards that are determined to be settled on a net-cash settlement basis are accounted as liability instruments. The stock option plan was introduced in May 2014, was since Amended and Restated and approved at the Annual and Special Meeting of Shareholders in fiscal 2020, and was ratified again at the Annual Meeting of Shareholders in fiscal 2023. The Amended and Restated Stock Option Plan ("the Plan") is substantially the same as the original Stock Option Plan, except for amendments, including: the replacement of the fixed limit of 990,304 Shares issuable under the Stock Option Plan with a new limit consisting of 10% of the then total issued and outstanding Shares of the Company, effectively converting the Amended and Restated Stock Option Plan into an "evergreen" plan.

### **Adoption of new and amended accounting pronouncements**

In October 2022, the IASB finalized issuance of Classification of Liabilities as Current or Non-current and Non-Current Liabilities with Covenants, which made amendments to IAS 1, "Presentation of Financial Statements". The amendments clarify that only covenants with which an entity is required to comply on or before the reporting date affect the classification of a liability as current or non-current. In addition, an entity has to disclose information in the notes that enables users of financial statements to understand the risk that non-current liabilities with covenants could become repayable within twelve months.

The amendments are effective for annual periods beginning on or after January 1, 2024. Effective January 1, 2024, the Corporation adopted these requirements. In Note 17, the Company disclosed that it had been in breach of certain of its financial covenants on its Development Line of Credit ("DLOC") facility with CWB Franchise Finance (CWB). CWB has provided a letter to waive the Pre-Compensation FCCR covenant and the Senior Leverage covenant defaults for the reporting period ending December 29, 2024.

### **Accounting standards issued but not yet applied**

The following are the standards, amendments, and interpretations that the Company expects may be applicable at a future date and, if so, intends to adopt when they become effective. Certain accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

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In April 2024, the IASB issued IFRS 18, Presentation and Disclosure of Financial Statements (“IFRS 18”), which replaces IAS 1, Presentation of Financial Statements. IFRS 18 introduces a specified structure for the income statement by requiring income and expenses to be presented into the three defined categories of operating, investing and financing, and by specifying certain defined totals and subtotals. Where company-specific measures related to the income statement are provided, IFRS 18 requires companies to disclose explanations around these measures, which are referred to as management-defined performance measures. IFRS 18 also provides additional guidance on principles of aggregation and disaggregation which apply to the primary financial statements and the notes. IFRS 18 will not affect the recognition and measurement of items in the financial statements, nor will it affect which items are classified in other comprehensive income and how these items are classified. The standard is effective for reporting periods beginning on or after January 1, 2027, including for interim financial statements. Retrospective application is required, and early application is permitted. We are currently assessing the effect of this new standard on our financial statements.

### 4. Critical accounting estimates, assumptions, and use of judgement

The preparation of consolidated financial statements requires management to make estimates and assumptions and use judgement in applying its accounting policies and in determining estimates and assumptions about the future. Estimates and other judgements are continuously evaluated and are based on management’s experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. The accounting estimates will, by definition, seldom equal the related actual results.

The following are examples of areas of critical estimates, assumptions, and judgements the Company makes in determining the amounts reported in the consolidated financial statements:

- impairment charges and/or the determination of the recoverable amounts of tangible and intangible assets subject to depreciation, amortization, or with indefinite lives, including the Company’s right-of-use assets, property, equipment, trademark, contracts, and goodwill;
- the derivation of deferred tax assets and liabilities;
- the estimated useful lives of assets;
- the allowance for credit losses;
- the purchase price allocation in business combinations;
- the fair value of intangible assets acquired in business combinations;
- the classification, measurement and presentation of assets and liabilities held for sale and of discontinued operations of Wing City; and
- the ability of the Company to remain a going concern.

#### *(i) Impairment Charges*

Impairment analysis is an area involving management judgement in determining the recoverable amount of an asset. The recoverable amount of a CGU is calculated as the higher of the fair value less costs of disposal, and its value in use. Value in use is determined by estimating the net present value of future cash flows derived from such assets using cash flow projections that have been discounted at an appropriate rate and based on a market participant’s view. In calculating the net present value of the future cash flows, certain assumptions are required to be made in respect of highly uncertain matters including:

- growth in total revenue;
- change and timing of cash flows such as the increase or decrease of expenditures;
- selection of discount rates to reflect the risks involved; and
- applying judgement in cash flows specific to CGUs.

Changing the assumptions selected by management, in particular the revenue projections, discount rates and the growth rates used in the cash flow projections, could significantly affect the impairment evaluations and recoverable amounts.

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The Company's impairment tests include significant assumptions related to the scenarios discussed above.

### ***(ii) Deferred taxes***

The timing of reversal of temporary differences and the expected income allocation to various tax jurisdictions within Canada affects the effective income tax rate used to compute the deferred taxes. Management estimates the reversals and income allocations based on historical and budgeted operating results and income tax laws existing at the reporting dates. In addition, management occasionally estimates the current or future deductibility of certain expenditures, affecting current or deferred tax balances and expenses.

### ***(iii) Estimated useful lives***

The useful lives of property and equipment and contracts are based on the period during which the assets are expected to be available-for-use. The amounts and timing of recorded expenses for depreciation of property and equipment and contract assets for any period are affected by these estimated useful lives. It is possible that changes in these factors may cause significant changes in the amount of depreciation recorded in respect of the Company's property and equipment and contracts in the future.

### ***(iv) Fair value of intangible assets acquired in a business combination***

Management applied significant judgement in estimating the fair value of the intangible assets. To estimate the fair value of the trademarks, and contract assets, management, with the assistance of external valuation experts, used the royalty relief method to value the trademarks using a discounted cash flow model. Management developed significant assumptions related to revenue projections and growth rates, royalty rate and the discount rate.

### ***(v) Classification, measurement and presentation of assets and liabilities held for sale and of discontinued operations***

Management applied significant judgement in determining that the criteria for classifying the assets and liabilities held for sale under IFRS 5 were met as at December 29, 2024 and in estimating the fair value less costs to sell including the development of key assumptions in estimating the selling costs and working capital adjustments.

### ***(vi) The ability of the Company to remain a going concern***

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. It is Management's position that the going concern assumption is appropriate for Aegis Brands Inc. for the fiscal 2024 year.

## **5. Share capital**

The Company is authorized to issue an unlimited number of common shares. Common shares are classified as equity and have no par value. Incremental costs directly attributable to the issue of new common shares are shown in equity as a deduction, net of tax, from the proceeds.

On July 3, 2019, in accordance with the terms of the employment agreement with the Company's President and CEO, the Company issued Mr. Steven Pelton 515,241 common shares in the capital of the Company at \$1.70 per share. Mr. Pelton paid \$200,000 in cash for 117,641 shares and 397,600 shares were paid with the proceeds of two loans advanced to Mr. Pelton by the Company – a five-year loan of \$500,000 repayable in June 2024 and a one-year loan of \$176,000 repayable in June 2020, both loans accruing interest at 4.0% per annum. The loan of \$176,000 plus accrued interest was repaid by Mr. Pelton on June 30, 2020, in accordance with the terms of the employment and loan agreement. Prior to June 30, 2024, the \$500,000 loan was extended to June 2026.

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### 6. Management of capital

The Company's objectives, which have not changed during the current fiscal year, relating to the management of its capital structure are to:

- safeguard its ability to continue as a going concern;
- maintain financial flexibility in order to preserve its ability to meet financial obligations; and
- deploy capital to provide an adequate return to its shareholders.

The Company's capital is comprised of its share capital and short and long-term debt:

	2024	2023
Share capital	\$ 59,338	\$ 59,338
Short-term debt	600	-
Long-term debt	26,498	28,880
	<u>\$ 86,436</u>	<u>\$ 88,218</u>

The Company's primary uses of capital are to finance growth in the St. Louis brand, growth by acquisition, and other corporate purposes. The Company manages its capital structure in accordance with changes in economic conditions. In order to maintain or adjust its capital structure, the Company may elect to issue or repay financial liabilities, issue shares, repurchase shares, or undertake any activities as deemed appropriate under the specific circumstances.

On December 7, 2020, the Company entered into a loan agreement with CWB Franchise Finance ("CWB"), a division of the Canadian Western Bank Financial Group, consisting of a revolving credit facility ("Credit Facility"), for \$2,000,000. Refer to note 17 for more information.

On December 7, 2021, the Company finalized a development line of credit ("DLOC") with CWB, for \$30,000,000, to continue the Company's growth in the foodservice industry through acquisition. Refer to note 17 for more information.

On November 17, 2022, the Company drew \$30,000,000 under the Company's DLOC with CWB to partially fund the St. Louis acquisition.

On January 23, 2023, the Company converted the entire outstanding principal amount of its 11.0% convertible unsecured subordinated debentures due November 17, 2027 into common shares of the Company at a conversion price of \$0.485 per common share in accordance with the terms and conditions of the Debentures. In connection with this forced conversion, the Company issued an aggregate of 51,639,175 common shares.

On October 28, 2024, 2707048 Ontario Corporation, a subsidiary of the Corporation, entered into a Revolving Line of Credit agreement with Yogen Fruz Canada Inc. ("Yogen Fruz"). The credit line is for a maximum of \$3,000,000, is revolving, bears interest at prime + 3.25% and is subject to a loan fee. The credit line is available for 36 months. As identified in Note 16, Yogen Fruz is 100% owned by family members of a member of the Board of Directors of Aegis. On October 30, 2024, the Company drew \$600,000 under this credit facility.

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

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### 7. Financial instruments and financial risk management

#### *Financial instruments*

The following summarizes the nature of certain risks applicable to the Company's financial instruments:

<b>Financial instrument</b>	<b>Risk</b>
<i>Financial assets</i>	
Cash and cash equivalents	Credit and interest rate
Trade and other receivables	Credit and interest rate
Notes receivable	Credit and interest rate
Investments in equity securities	Liquidity and market risk
<i>Financial liabilities</i>	
Accounts payable and accrued liabilities	Liquidity
Short-term debt	Liquidity, and interest rate
Long-term debt	Liquidity, and interest rate

#### *Fair value of financial instruments*

The carrying values of cash and cash equivalents, trade and other receivables, notes receivable, and accounts payable and accrued liabilities approximate their fair values due to their short-term maturity or market rate of interest and are carried at amortized cost. The carrying value of long-term debt approximate fair values because the instruments bear interest at either floating rates or effective interest rates, which approximate current market rates for similar debt instruments.

The Company currently does not have any financial instruments that are held at fair value.

Financial instruments that are measured subsequent to initial recognition at fair value are to be categorized in Levels 1 to 3 of the fair value hierarchy, based on the degree to which the fair value is observable. The three levels of the fair value hierarchy are:

- Level 1 – inputs derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – fair value derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has not transferred any financial instruments between Levels 1, 2 or 3 of the fair value hierarchy during the 52 weeks ended December 29, 2024.

#### *Financial risk management*

The Company's activities result in exposure to a variety of financial risks, including credit, liquidity, and market risk. The Company's approach to financial risk management has not changed during the current fiscal year.

#### *Credit risk*

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. During the year the Company's exposure to and management of this risk has not changed since the prior year.

#### **a. Cash and cash equivalents**

Credit risk associated with cash and cash equivalents is managed by ensuring these assets are placed with Canadian financial institutions that have been assigned high credit ratings.

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### b. Trade and other receivables, notes, and leases receivable

Trade and other receivables and notes and leases receivable are primarily comprised of amounts due from franchisees and suppliers. Credit risk associated with these receivables is mitigated by the review and evaluation of balances beyond a particular age. The overall credit risk of other receivables is mitigated due to Company-owned restaurants receiving payment for goods sold as they are selling them, and therefore, receivable balances are minimal.

The Company has applied IFRS 9's simplified approach and has calculated expected credit losses based on lifetime expected credit losses. Consistent with the prior fiscal year, the Company has leveraged a provision matrix that is based on the historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

#### Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk also includes the risk of not being able to liquidate assets in a timely manner at a reasonable price. Liquidity risk is managed through regular monitoring of forecast and actual cash flows, monitoring maturity dates of financial assets and liabilities, and also the management of the Company's capital structure and debt leverage. During the year the Company's exposure to and management of this risk has not changed since the prior year

The following are the contractual maturities of financial instruments as of December 29, 2024 and December 31, 2023. The amounts are undiscounted and do not include contractual interest payments:

#### December 29, 2024

	Under 1 year	Between 1- 2 years	Between 2- 3 years	Between 3-4 years	Over 5 years	Total
<b>Financial Assets</b>						
Cash and cash equivalents	\$ 1,863	\$ -	\$ -	\$ -	\$ -	\$ 1,863
Trade, notes, leases and other receivables	2,640	815	411	385	589	4,840
	<u>\$ 4,503</u>	<u>\$ 815</u>	<u>\$ 411</u>	<u>\$ 385</u>	<u>\$ 588</u>	<u>\$ 6,703</u>
<b>Financial Liabilities</b>						
Accounts payable and accrued liabilities	\$ 3,109	\$ -	\$ -	\$ -	\$ -	\$ 3,109
Short-term debt	600	-	-	-	-	600
Long-term debt	2,865	3,108	3,373	17,245	-	26,591
	<u>\$ 6,574</u>	<u>\$ 3,108</u>	<u>\$ 3,373</u>	<u>\$ 17,245</u>	<u>\$ -</u>	<u>\$ 30,300</u>

#### December 31, 2023

	Under 1 year	Between 1- 2 years	Between 2- 3 years	Between 3-4 years	Over 5 years	Total
<b>Financial Assets</b>						
Cash and cash equivalents	\$ 803	\$ -	\$ -	\$ -	\$ -	\$ 803
Trade, notes, leases and other receivables	3,447	950	795	411	975	6,578
	<u>\$ 4,250</u>	<u>\$ 950</u>	<u>\$ 795</u>	<u>\$ 411</u>	<u>\$ 975</u>	<u>\$ 7,381</u>
<b>Financial Liabilities</b>						
Accounts payable and accrued liabilities	\$ 2,615	\$ -	\$ -	\$ -	\$ -	\$ 2,615
Long-term debt	1,852	2,045	2,258	2,493	20,346	28,994
	<u>\$ 4,467</u>	<u>\$ 2,045</u>	<u>\$ 2,258</u>	<u>\$ 2,493</u>	<u>\$ 20,346</u>	<u>\$ 31,609</u>

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### **Market risk**

Market risk is the risk to the Company that the fair value or future cash flows of financial instruments will fluctuate due to changes in market prices. Market risk comprises interest rate risk, currency risk and other price risk. Market risk arises as a result of the Company holding assets and liabilities with variable interest rates. Management believes the Company is not significantly exposed to currency or other price risk. During the year the Company's exposure to and management of this risk has not changed since the prior year.

### **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company is exposed to interest rate risk on the variable rate of interest incurred on the amounts due under the credit facility and on interest earned on bank deposits. The cash flow required to service the interest on these facilities will fluctuate as a result of changes to market rate. As at December 29, 2024, an increase or decrease of 1% in the bank prime rate would have an impact of \$265,000 on annual interest expense using the balance of the short and long-term debt at December 29, 2024 and expected loan payments.

## **8. Cash and cash equivalents**

Cash and cash equivalents include cash on hand, deposits held with banks, and other short-term highly liquid investments with original maturities of 30 days, which are subject to insignificant risk of changes in value.

Cash and cash equivalents is comprised of the following:

	<b>2024</b>	<b>2023</b>
Cash	\$ 1,011	\$ 277
Term deposits	22	22
Segregated cash	830	504
Cash, continuing operations	1,863	803
Cash, discontinued operations	-	451
	<u>\$ 1,863</u>	<u>\$ 1,254</u>

Segregated cash is cash held on behalf of the St. Louis Advertising Fund, gift card account bank balances, and cash that has been collected for charity.

## **9. Trade and other receivables, notes, and leases receivable**

### **a. Trade and other receivables**

An analysis of aging of trade and other receivables from the billing date net of loss allowances are as follows:

	<b>0-30 Days</b>	<b>31-60 Days</b>	<b>61-90 Days</b>	<b>&gt;90 Days</b>	<b>Total</b>
Trade receivable – net amount as at December 31, 2023	\$ 1,015	\$ 661	\$ 83	\$ 148	\$ 1,907
Trade receivables – gross amount as at December 29, 2024	\$ 1,268	\$ 243	\$ 74	\$ 863	\$ 2,448
Loss allowance	(127)	-	-	(631)	(758)
Net	<u>\$ 1,141</u>	<u>\$ 243</u>	<u>\$ 74</u>	<u>\$ 232</u>	<u>\$ 1,690</u>

Trade receivables include a combined loss allowance of \$758,000 (December 31, 2023 - \$431,000). Credit terms vary by customer in the range of 30 to 90 days.

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### b. Notes and leases receivable

	<b>2024</b>	<b>2023</b>
Notes receivable	\$ 110	\$ 395
Leases receivable	2,471	3,422
	<u>\$ 2,581</u>	<u>\$ 3,817</u>

The notes and other leases receivable balance for December 29, 2024 is primarily made up of lease receivables related to Aegis and to franchised St. Louis Bar & Grill locations in which the Company is named on the head lease with the franchisee being the sublessor.

The following table outlines the total contractual discounted real estate lease receivables as at December 29, 2024 and December 31, 2023:

	<b>2024</b>	<b>2023</b>
Year 1	\$ 950	\$ 1,235
Year 2	705	950
Year 3	411	705
Year 4	385	411
Year 5	267	385
Thereafter	322	590
Less: future interest expense	(569)	(854)
Total lease receivables	<u>\$ 2,471</u>	<u>\$ 3,422</u>

### c. Total trade, notes, leases, and other receivables

	<b>2024</b>	<b>2023</b>
Trade and other receivables	\$ 1,690	\$ 1,907
Notes receivable	110	395
Leases receivable	2,471	3,422
	<u>\$ 4,271</u>	<u>\$ 5,724</u>
Trade, notes, leases, and other receivables – current	\$ 2,437	\$ 3,163
Notes and leases receivable – non-current	1,834	2,561
Trade, notes, leases, and other receivables	<u>\$ 4,271</u>	<u>\$ 5,724</u>

## 10. Assets Held for Sale

The Company, through its wholly-owned subsidiary 2707048 Ontario Corporation, acquired a restaurant business. The Company is renovating the location to resell as a St. Louis Bar & Grill. In accordance with IFRS 5, the Company classified this group of assets as held for sale on the consolidated statement of financial position at December 29, 2024.

The related assets that have been presented as held for sale are as follows:

	<b>2024</b>
Prepaid expenses and other assets	\$ 3
Property and equipment	571
ROU assets	309
Assets held for sale	<u>\$ 883</u>
Lease liabilities	<u>(303)</u>
Net assets held for sale	<u>\$ 580</u>

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

In accordance with IAS 23.26, \$24,000 of loan interest and fees have been capitalized.

### 11. Property, equipment, and right-of-use assets

#### a. Property and equipment

	Leasehold improvements	Equipment, furniture, fixtures, vehicles	Computer hardware	Total
As at December 25, 2022	\$ 1,205	\$ 819	\$ 56	\$ 2,080
Additions	714	503	77	1,294
Held for sale – Bridgehead	(1,138)	(759)	(28)	(1,925)
Accumulated depreciation	(17)	(19)	(22)	(58)
As at December 31, 2023	\$ 764	\$ 544	\$ 83	\$ 1,391
Cost	\$ 782	\$ 564	\$ 106	\$ 1,452
Accumulated depreciation	(18)	(20)	(23)	(61)
As at December 31, 2023	\$ 764	\$ 544	\$ 83	\$ 1,391
Additions	70	144	27	241
Disposals – original cost	(45)	(112)	(11)	(168)
Disposals – accumulated depreciation	-	3	5	8
Impairment charge	(644)	(466)	(35)	(1,145)
Impairment charge – accumulated depreciation	34	49	1	84
Held for sale – Wing City	(88)	(54)	(8)	(150)
Accumulated depreciation	(52)	(70)	(25)	(147)
As at December 29, 2024	\$ 39	\$ 38	\$ 37	\$ 114
Cost	\$ 712	\$ 532	\$ 112	\$ 1,356
Impairment charge	(610)	(417)	(34)	(1,061)
Accumulated depreciation	(63)	(77)	(41)	(181)
As at December 29, 2024	\$ 39	\$ 38	\$ 37	\$ 114

#### b. Right-of-use assets

	<u>2024</u>	<u>2023</u>
Opening balance	\$ 2,379	\$ 3,062
Additions	589	2,657
Disposals – cost	(1,239)	-
Disposals – accumulated depreciation	344	-
Amortization	(354)	(1,088)
Asset impairment charges	(470)	-
Held for sale	(309)	-
Held for sale – discontinued operations	(707)	(2,252)
Closing balance	<u>\$ 233</u>	<u>\$ 2,379</u>

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

### 12. Intangible assets and goodwill

	Trademarks	Contracts	Goodwill	Total
As at December 25, 2022	\$ 25,911	\$ 20,291	\$ 8,782	\$ 54,984
Additions	61	-	-	61
Held for sale - Bridgehead	(3,972)	-	(1,352)	(5,324)
Amortization	-	(1,020)	-	(1,020)
As at December 31, 2023	\$ 22,000	\$ 19,271	\$ 7,430	\$ 48,701
Cost	\$ 22,000	\$ 20,400	\$ 7,430	\$ 49,830
Accumulated amortization	-	(1,129)	-	(1,129)
As at December 31, 2023	\$ 22,000	\$ 19,271	\$ 7,430	\$ 48,701
Amortization	-	(1,020)	-	(1,020)
As at December 29, 2024	\$ 22,000	\$ 18,251	\$ 7,430	\$ 47,681
Cost	\$ 22,000	\$ 20,400	\$ 7,430	\$ 49,830
Accumulated amortization	-	(2,149)	-	(2,149)
As at December 29, 2024	\$ 22,000	\$ 18,251	\$ 7,430	\$ 47,681

### 13. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities consists of:

	2024	2023
Accounts payable – trade <sup>(1)</sup>	\$ 1,725	\$ 1,312
Accrued liabilities	926	796
Deferred share unit plan liabilities	63	51
Accrued salaries, wages, benefits and incentives	314	336
Other payables	81	120
	\$ 3,109	\$ 2,615

<sup>(1)</sup> This amount includes short term provisions

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

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### 14. Deferred revenue

The movement of deferred revenue for the 52-week period ended December 29, 2024 is presented in the table below:

	Gift cards and loyalty program	Other franchise revenue	Advertising fund	Total
As at December 25, 2022	\$ 606	\$ 935	\$ 254	\$ 1,795
Additions	77	809	3,034	3,920
Held for sale – Bridgehead	(419)	-	-	(419)
Recognition into revenue	(14)	(698)	(2,830)	(3,542)
As at December 31, 2023	<u>\$ 250</u>	<u>\$ 1,046</u>	<u>\$ 458</u>	<u>\$ 1,754</u>
Additions	220	714	2,912	3,846
Recognition into revenue	(363)	(580)	(2,945)	(3,888)
As at December 29, 2024	<u>\$ 107</u>	<u>\$ 1,180</u>	<u>\$ 425</u>	<u>\$ 1,712</u>

### 15. Provisions and lease liabilities

#### a. Provisions

As at December 25, 2022	<u>\$ 1,431</u>
Provisions charged during the period	-
Provisions utilized during the period	<u>(541)</u>
As at December 31, 2023	<u>\$ 890</u>
Provisions charged during the period	881
Provisions utilized during the period	<u>(746)</u>
As at December 29, 2024	<u>\$ 1,025</u>
Current portion (in accounts payable)	\$ 538
Non-current portion	<u>487</u>
As at December 29, 2024	<u>\$ 1,025</u>

#### b. Lease liabilities

The following table outlines the total contractual discounted real estate lease liabilities as at December 29, 2024 and December 31, 2023:

	2024	2023
Year 1	\$ 1,047	\$ 1,829
Year 2	818	1,526
Year 3	509	1,294
Year 4	385	910
Year 5	267	814
Thereafter	322	1,149
Less: future interest expense	(608)	(1,636)
Less: lease liabilities – current	(822)	(1,322)
Lease liabilities- non-current	<u>\$ 1,918</u>	<u>\$ 4,564</u>

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

The following table outlines the movement in lease liabilities for the 52-week period ended December 29, 2024 and the 53-week period ended and December 31, 2023:

	<b>2024</b>	<b>2023</b>
Lease liabilities, beginning of period	\$ 5,886	\$ 10,091
Lease additions	590	2,661
Lease disposals	(966)	-
Cash lease payments	(452)	(1,918)
Lease payments from subleases	(1,235)	(1,344)
Add back interest included in payments	455	768
Held for sale – Wing City	(1,235)	-
Held for sale – Bridgehead	-	(4,372)
Held for sale – 2707048 Ontario Corp.	(303)	-
Lease liabilities, end of period	2,740	5,886
Less current portion	(822)	(1,322)
	<u>\$ 1,918</u>	<u>\$ 4,564</u>

### 16. Short-term debt

On October 28, 2024, 2707048 Ontario Corporation, a subsidiary of the Corporation, entered into a Revolving Line of Credit agreement with Yogen Früz. The credit line is for a maximum of \$3,000,000, is revolving, bears interest at prime + 3.25% and is subject to a loan fee. The credit line is available for 36 months and is secured by Aegis, as a second charge and subordinate to CWB, and the assets associated with each advance. Yogen Früz is 100% owned by family members of a member of the Board of Directors of Aegis.

	<b>2024</b>	<b>2023</b>
Short-term debt, beginning of period	\$ -	\$ -
Proceeds of Credit Facility	600	-
Repayment of Credit Facility	-	-
Short-term debt, end of period	<u>\$ 600</u>	<u>\$ -</u>

### 17. Long-term debt

The Corporation entered into the DLOC with CWB in fiscal 2021 in anticipation of acquiring more businesses in the food and beverage space.

On November 17, 2022, the Corporation drew \$30,000,000 from its DLOC with CWB to partially fund the acquisition of St. Louis. The loan is non-revolving, with an interest rate of prime + 2.75% and was interest-only for the first six months after disbursement. The term of the loan is 60 months, and consists of 59 monthly, consecutive and equal blended payments with one final balloon payment based on a 120-month amortization.

The loan is secured by a General Security Agreement creating a first priority lien on all present and after acquired personal property including any and all intellectual property, equipment used at or in connection with any

# Aegis Brands Inc.

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corporately-owned St. Louis locations, as well as all improvements, additions, replacements and substitutions of the equipment, and all proceeds thereof (including insurance proceeds), from Aegis and SLF Corporate Stores LP (the Corporate Guarantors) and any control agreement with a third party bank as required to perfect cash collateral security.

As of the end of the reporting period, the Company must have a Pre-Compensation Consolidated Fixed Charge Coverage Ratio “FCCR” equal to or greater than 1.3:1 and a Post-Compensation Consolidated FCCR equal to or greater than 1.1:1. The loan also states a covenant of Consolidated funded debt to Consolidated EBITDA “Senior Leverage” equal to or less than 4:1, reducing to 3.75:1 beginning in fiscal 2026.

At December 29, 2024, the Company was not in compliance with the Pre-Compensation Consolidated FCCR covenant or the Senior Leverage covenant. CWB has provided a letter to waive the Pre-Compensation FCCR covenant and the Senior Leverage covenant defaults for the reporting period ending December 29, 2024.

The following table outlines the movement in long-term debt:

	<b>2024</b>	<b>2023</b>
Long-term debt, beginning of the year	\$ 28,880	\$ 29,874
Deferred financing costs	21	12
Principal repayments	(2,403)	(1,006)
Long-term debt, end of the year	26,498	28,880
Less current portion	(2,841)	(1,831)
	<u>\$ 23,657</u>	<u>\$ 27,049</u>

The following table outlines the repayment schedule (does not reflect amortization of deferred financing fees or interest costs):

Year 1	\$ 2,865
Year 2	3,108
Year 3	3,373
Thereafter	17,245
Total	<u>\$ 26,591</u>

### 18. Convertible debentures

On November 17, 2022, the Corporation issued convertible unsecured subordinated debentures (the “Debentures”) for a total amount of \$25,045,000. The debentures bear 11% interest per annum and have a maturity date of sixty (60) months from the closing of the Offering.

Each Debenture Subscription Receipt entitled the holder thereof to receive, upon the satisfaction of certain conditions, one \$1,000 principal amount, unsecured Debenture. The Debentures were convertible at the holder’s option into Common Shares at any time prior to the close of business on the Maturity date at a conversion price of \$0.485. The Debentures could not be redeemed at any date that is 2 years prior to the maturity date. The Corporation may exercise its right of Forced Conversion if the weighted average trading price of the Common Shares on the Toronto Stock Exchange for 20 consecutive trading days, ending on and including the fifth trading day before the date of the notice to convert, exceeds 125% of the conversion price of CAD \$0.485.

The Corporation performed an assessment and determined that the Debentures are a compound financial instrument under IFRS as the Debentures contain both a liability and equity component. Using IAS 32, the fair value of the liability component was calculated using a market interest rate that would be used for a similar liability that does not

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

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have a conversion feature with the residual value being recognized as the equity conversion component. The market rate of interest was determined to be 15%.

At initial recognition the equity conversion component resulted in a taxable temporary difference. The Corporation recognized a deferred tax liability of \$753,000, which was charged directly to the carrying amount of the equity conversion component. Subsequent changes in the deferred tax liability are recognized in profit or loss as deferred tax recovery.

On December 23, 2022, Aegis announced that it would convert the entire outstanding principal amount of its 11.0% convertible unsecured subordinated debentures due December 17, 2027 into common shares of the Corporation at a conversion price of \$0.485 per common share in accordance with the terms and conditions of the Debentures. In connection with this forced conversion, the Corporation issued an aggregate of 51,639,175 common shares effective January 23, 2023.

The carrying amount of both liability and equity components of the convertible debentures, net of issuance costs are as follows:

Liability component as of December 25, 2022	\$	18,407
Amortization of discount		13
Amortization of issuance costs		21
Conversion of debentures		<u>(18,441)</u>
Liability component as of December 31, 2023 and December 29, 2024	\$	<u>-</u>

## 19. Revenue

### Franchise Revenue

	<u>2024</u>	<u>2023</u>
Royalties	\$ 5,762	\$ 5,388
Advertising fund contributions	2,496	2,595
Other franchise revenue	7,493	7,141
Corporate store revenue	<u>2,162</u>	<u>1,805</u>
	<u>\$ 17,913</u>	<u>\$ 16,929</u>

# Aegis Brands Inc.

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For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

### 20. Operating costs and expenses

	<u>2024</u>	<u>2023</u>
<b>Cost of Sales</b>		
Cost of product sales	\$ 828	\$ 804
Labour and related expenses	719	594
Overhead and other	<u>514</u>	<u>413</u>
	<u>2,061</u>	<u>1,811</u>
<b>General and administrative expenses</b>		
Labour and related expenses (Note 30)	6,406	6,530
Overhead and other	<u>4,425</u>	<u>4,889</u>
	<u>10,831</u>	<u>11,419</u>
<b>Other</b>		
Depreciation and amortization	48	51
Amortization of right-of-use assets	205	193
Amortization of intangible assets	1,020	1,020
Gains on disposals (Note 21)	(1,013)	-
Revaluation of securities, warrants and other	<u>4</u>	<u>9</u>
	<u>264</u>	<u>1,273</u>
	<u>\$ 13,156</u>	<u>\$ 14,503</u>

### 21. Gains on disposals

During the year, the Company sold the assets of three of its corporate stores. In accordance with IAS 16 (“Property plant and equipment”) and IFRS 16, a gain on sale was recorded.

	<u>2024</u>
Net proceeds on sale	\$ 1,145
Net assets (liabilities) disposed	<u>(162)</u>
Gains on disposals of corporate stores	\$ 983
Gain on disposal of former Home Office lease	30
Total gains on disposals	<u>\$ 1,013</u>

### 22. Interest and financing expense

	<u>2024</u>	<u>2023</u>
Interest expense – lease liabilities	\$ 341	\$ 447
Interest expense	2,680	3,186
Interest income – finance leases	(284)	(372)
Interest income	<u>(54)</u>	<u>(121)</u>
	<u>\$ 2,683</u>	<u>\$ 3,140</u>

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

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### 23. Impairment of trademarks and goodwill

As at November 30, 2024, the Company performed an impairment test of its trademarks and goodwill. Management determined that the CGU for the purpose of testing impairment of goodwill and trademarks is the St. Louis operating segment (the St. Louis CGU). An impairment charge is recorded when the carrying value of the CGU exceeds its recoverable amount. The recoverable amount of the St. Louis CGU was determined using the value in use method using a discounted cash flow model. The significant assumptions used by management in determining the recoverable amount of the St. Louis CGU included: (i) a discount rate of 32.8% and (ii) revenue projections which were based on management's projections for 2025 and beyond and factoring in an average revenue growth rate of 26.6%, is detailed in the business plan. Management's projections around revenue are sources of significant estimation uncertainty and changes to those assumptions may result in material changes to the recoverable amount of the St. Louis CGU.

### 24. Revaluation of securities, warrants, and other

Units granted under the Directors' deferred share unit ("DSU") plan have graded vesting for each month of service completed over the course of one year. Units are paid out in cash upon the Director's departure from the Board. Units are granted based on a weighted average price of the Company's shares on the five most recent days preceding the grant date. The fair value of the grants is amortized over the respective vesting period using the graded amortization method. Any dividends paid during the vesting period are accrued based on the total number of units granted. Amounts recognized are recorded in general and administrative expenses. Recorded values of the plan are presented as accounts payable and accrued liabilities in the consolidated statements of financial position. All but one of the Directors currently receive their Directors' fees in cash, with one receiving their fees half in cash and half in DSUs. The balance in the Directors' deferred share unit plan relates to the balance owing to Directors who haven't had their DSU balance settled and one Director's balance. This DSU balance will be revalued every quarter based on the current market price of Aegis shares until it is paid out in accordance with the terms of the plan. Revaluation of the DSUs for the period ended December 29, 2024 was \$4,000 (2023 - \$57,000).

### 25. Restructuring Costs

On September 27, 2024, the Company approved a plan to restructure its business, including reduction of headcount. The restructuring began in the third quarter during which the Company recognized a restructuring expense of \$613,000. The costs are expected to be paid into 2025. The December 29, 2024 balance is in Accrued Liabilities.

Restructuring charges and their utilization are summarized in the table below:

	<u>Employee - related</u>
Liability, December 31, 2023	\$ -
Charged	613
Payments	<u>(83)</u>
Liability, December 29, 2024	<u>\$ 530</u>

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

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### 26. Income taxes

Income taxes, as reported, differ from the amount that would be computed by applying the combined Canadian federal and provincial statutory income tax rate to income before income taxes. The reasons for these differences are as follows:

	<u>2024</u>	<u>2023</u>
Net loss before income taxes	\$ (1,295)	\$ (4,707)
Combined Canadian federal and provincial tax rate	26.5%	26.5%
Tax recovery at statutory rate	(344)	(1,247)
Permanent differences	(294)	722
Return to provision	(239)	361
Other	-	4
Rate differences	2	(2)
Equity	-	80
Change in unrecognized deferred taxes	875	82
Income tax recovery	\$ -	\$ -
Current income tax recovery	\$ -	\$ -
Deferred tax recovery	-	-
Income tax recovery	\$ -	\$ -

The significant components of the Company's temporary differences and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	<u>2024</u>	<u>2023</u>
Non-capital loss carryforwards	\$ 7,219	\$ 6,650
Reserves	512	447
Property and equipment and leases	180	(384)
Financing fees	163	(86)
Investments	916	737
Equity portion of convertible debentures	(162)	13
Lease termination fees	42	-
Other	-	-
	\$ 8,870	\$ 7,377
Unrecognized deferred tax assets	(8,870)	(7,377)
	\$ -	\$ -

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

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The Company has non-capital losses of approximately \$27,000,000 which are available to apply against its future taxable income. If not utilized, the non-capital losses will expire as follows:

Year of expiration	
2034	\$ 261
2035	254
2036	850
2037	1,651
2038	827
2039	5,057
2040	5,303
2041	3,058
2042	3,348
2043	3,908
2044	2,325
Total	\$ 26,842

## 27. Basic and diluted loss per share

Loss per share is based on the weighted average number of shares outstanding during the period. Certain share option awards to purchase shares are excluded due to anti-dilutive impact. Basic and diluted loss per share is determined as follows:

	2024	2023
<b>Basic</b>		
Net income (loss) from continuing operations	\$ 1,482	\$ (677)
Weighted average number of shares issued and outstanding	85,287,167	79,432,738
Basic income (loss) per share from continuing operations	\$ 0.02	\$ (0.01)
Net loss from discontinued operations	\$ (2,777)	\$ (4,030)
Weighted average number of shares issued and outstanding	85,287,167	79,432,738
Basic loss per share from discontinued operations	\$ (0.03)	\$ (0.05)
Total basic loss per share	\$ (0.01)	\$ (0.06)
<b>Diluted</b>		
Weighted average number of shares issued and outstanding	85,287,167	79,432,738
Effect of stock options and DSUs	387,172	-
Weighted average number of shares (diluted)	85,674,339	79,432,738
Diluted income (loss) per share from continuing operations	\$ 0.02	\$ (0.01)
Diluted loss per share from discontinued operations	\$ (0.03)	\$ (0.05)
Total basic and diluted loss per share	\$ (0.01)	\$ (0.06)

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

### 28. Supplemental cash flow information

Changes in non-cash working capital of continuing operations	2024	2023
Trade, and other receivables	\$ 218	\$ (2,474)
Inventories	81	1
Prepaid expenses and other assets	(196)	(34)
Notes receivable	285	411
Accounts payable and accrued liabilities	671	(1,343)
Provisions	(260)	(300)
Deferred revenue	(42)	306
	<u>\$ 757</u>	<u>\$ (3,433)</u>

### 29. Contingencies, commitments and guarantees

The Company is involved in litigation and other claims arising in the normal course of business. Judgement is used to determine whether or not a claim has any merit, the amount of the claim and whether to record a provision, which is dependent on the potential success of the claim. It is believed that no significant losses or expenses above the amounts provided for in the consolidated financial statements will be incurred with such claims. However, there can be no assurance that unforeseen circumstances will not result in significant costs. The outcome of these actions is not determinable at this time, and adjustments, if any, will be recorded in the period of settlement.

### 30. Related parties

Related parties are identified as key management that effectively exercise significant influence over the Corporation. Such related parties include any entities acting with or on behalf of the aforementioned parties. For the purposes of these consolidated financial statements, a party is considered related to the Corporation if such party or the Corporation has the ability to, directly or indirectly, control or exercise significant influence over the other entity's financial and operating decisions, or if the Corporation and such party are subject to common influence.

#### Related party transactions during the year outside of compensation

The following table summarizes the related party transactions that occurred during the year outside of compensation of key management personnel:

	2024	2023
Franchise fee expense	\$ -	\$ 3
Interest income on related party loan (Note 5)	20	20
Total transactions	<u>\$ 20</u>	<u>\$ 23</u>

The balance of the accrued interest in the loan noted above was \$110,000 (2023 - \$90,000).

#### Compensation of key management personnel

The following summarizes the annual remuneration and related compensation costs of the Board members and key corporate management, defined as the President and Chief Executive Officer and the other senior executive officers:

	2024	2023
Salaries and short-term employee benefits (Note 21)	\$ 1,418	\$ 1,291
Directors' deferred share option plan (Note 33)	13	(57)
Directors' fees	169	150
Share-based compensation	48	64
Total compensation	<u>\$ 1,648</u>	<u>\$ 1,448</u>

# **Aegis Brands Inc.**

## **Notes to the Consolidated Financial Statements**

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

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During the year, the Company incurred \$29,083 (2023 - \$2,726) of royalty and marketing fees and \$24,301(2023 - \$nil) in interest expense (see Note 16) from companies controlled by family members of a member of the Board of Directors of Aegis.

### **31. Segmented reporting**

The Corporation's reportable operating segments are organized in a manner that reflects how management views those business activities, and the manner that reflects how internal financial results and key performance indicators are reported to the Chief Executive Officer.

The following is a summary of each reportable business segment and its business activity.

#### ***Aegis (Corporate)***

Corporate amounts are public company expenses and amounts relating to shared groups who provide services, such as back-office functions, to support its operating brands.

#### ***St. Louis***

The Corporation owns 100% of the partnership interest of the St. Louis brand, which has 81 franchised locations Canada-wide. St. Louis products, such as sauces and frozen food products, are also sold in a growing number of grocery stores across Canada.

#### **Discontinued Operations:**

##### ***Bridgehead***

The Corporation owns 100% of the issued and outstanding shares of Ottawa-based Bridgehead Coffee, which had 21 Company-operated coffeehouses. Bridgehead products, such as coffee and tea products, are also sold on Bridgehead's website as well as in a growing number of grocery stores across Ontario. The Corporation sold substantially all the assets of the Bridgehead business on March 8, 2024 and as a result, the Bridgehead segment is presented as discontinued operations in the 2024 consolidated financial statements.

##### ***Wing City***

The Corporation owns 100% of the partnership interest of the Wing City brand, which had 2 corporate locations in Toronto, Ontario. On August 21, 2024, management closed the Wing City businesses and is actively trying to sell the assets and exit the leases and as a result, has classified this disposal group of assets as held for sale in the financial statements.

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

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### a. Segmented Operations 2024

#### Segmented Operations – 52 weeks ended December 29, 2024

	Corporate	Bridgehead	St. Louis	Wing City	Total
Revenue from external customers	\$ -	\$ -	\$ 17,913	\$ -	\$ 17,913
Cost of sales	-	-	(2,061)	-	(2,061)
Other amounts in loss	-	-	(6,780)	-	(6,780)
Gains on disposals	-	-	1,013	-	1,013
Corporate overhead	(8,603)	-	-	-	(8,603)
Net income (loss) before income taxes	\$ (8,603)	\$ -	\$ 10,085	\$ -	\$ 1,482
Income tax recovery	-	-	-	-	-
Net income (loss) from continuing operations	\$ (8,603)	\$ -	\$ 10,085	\$ -	\$ 1,482
Discontinued operations after income taxes	-	(197)	-	(2,580)	(2,777)
Net income (loss)	\$ (8,603)	\$ (197)	\$ 10,085	\$ (2,580)	\$ (1,295)

### b. Segmented Operations 2023

#### Segmented Operations – 53 weeks ended December 31, 2023

	Corporate	Bridgehead	St. Louis	Wing City	Total
Revenue from external customers	\$ -	\$ -	\$ 16,929	\$ -	\$ 16,929
Cost of sales	-	-	(1,811)	-	(1,811)
Other amounts in loss	-	-	(10,532)	-	(10,532)
Corporate overhead	(5,263)	-	-	-	(5,263)
Net income (loss) before income taxes	\$ (5,263)	\$ -	\$ 4,586	\$ -	\$ (677)
Income tax recovery	-	-	-	-	-
Net income (loss) from continuing operations	\$ (5,263)	\$ -	\$ 4,586	\$ -	\$ (677)
Discontinued operations after income taxes	-	(3,705)	-	(325)	(4,030)
Net income (loss)	\$ (5,263)	\$ (3,705)	\$ 4,586	\$ (325)	\$ (4,707)

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

### c. Segmented net assets 2024

	Cash & Cash Equivalents	Right-of-Use Assets	Property & Equipment	Intangible Assets & Goodwill	Other Assets	Total
Bridgehead	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
St. Louis	1,798	-	105	47,681	4,217	53,801
Wing City	-	707	150	-	90	947
Aegis	65	542	580	-	406	1,593
	\$ 1,863	\$ 1,249	\$ 835	\$ 47,681	\$ 4,713	\$ 56,341
Less: Assets of Discontinued Operations	-	(707)	(150)	-	(90)	(947)
Less: Assets Held for Sale	-	(309)	(571)	-	(3)	(883)
Total	\$ 1,863	\$ 233	\$ 114	\$ 47,681	\$ 4,620	\$ 54,511

	Accounts Payable & Accruals	Lease Liabilities	Other Liabilities	Total
Bridgehead	\$ -	\$ -	\$ -	\$ -
St. Louis	1,076	2,424	1,711	5,211
Wing City	30	1,235	-	1,265
Aegis	2,033	619	27,586	30,238
	\$ 3,139	\$ 4,278	\$ 29,297	\$ 36,714
Less: Liabilities of Discontinued Operations	(30)	(1,235)	-	(1,265)
Less: Liabilities Held for Sale	-	(303)	-	(303)
Total	\$ 3,109	\$ 2,740	\$ 29,297	\$ 35,146

### d. Segmented net assets 2023

	Cash & Cash Equivalents	Right-of-Use Assets	Property & Equipment	Intangible Assets & Goodwill	Other Assets	Total
Bridgehead	\$454	\$ 2,252	\$ 1,329	\$ 2,785	\$ 1,319	\$ 8,139
St. Louis	794	1,052	147	48,701	5,485	56,179
Wing City	1	1,327	1,244	-	25	2,597
Aegis	8	-	-	-	394	402
	\$ 1,257	\$ 4,631	\$ 2,720	\$ 51,486	\$ 7,223	\$ 67,317
Less: Assets of Discontinued Operations	(454)	(2,252)	(1,329)	(2,785)	(1,232)	(8,052)
Total	\$ 803	\$ 2,379	\$ 1,391	\$ 48,701	\$ 5,991	\$ 59,265

	Accounts Payable & Accruals	Lease Liabilities	Other Liabilities	Total
Bridgehead	\$ 1,783	\$ 4,460	\$ 419	\$ 6,662
St. Louis	1,214	4,435	1,754	7,403
Wing City	177	1,363	-	1,540
Aegis	1,224	-	29,627	30,851
	\$ 4,398	\$ 10,258	\$ 31,800	\$ 46,456
Less: Liabilities of Discontinued Operations	(1,783)	(4,372)	(419)	(6,574)
Total	\$ 2,615	\$ 5,886	\$ 31,381	\$ 39,882

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

### 32. Share-based compensation

#### *Stock option plan*

The stock option plan was introduced in May 2014, subsequently Amended and Restated at the Annual and Special Meeting of Shareholders held virtually on September 24, 2020, and ratified at the Meeting of Shareholders held on May 5, 2023. The Corporation may grant options to buy up to 10% of its then issued and outstanding Common Shares, a total of 8,528,717. At December 29, 2024, there were 1,665,000 options outstanding. The stock options outstanding have a term of 8-10 years from the initial grant date, depending on the option. Each stock option is exercisable into one Common Share at the price specified in the terms of the option agreement.

Stock options are to be settled on a net-equity basis. Compensation expense/gain for stock awards is recognized using the fair value when the stock awards are granted using the Black-Scholes option pricing model. Significant assumptions used for the newly issued grants for the period are detailed below:

Expected volatility	44.1%
Risk-free interest rate	3.41%
Expected dividends	\$0.00
Expected life (in years)	5.2
Weighted-average share price	\$0.365
Forfeiture rate	nil

The expected volatility is based on comparable industry stocks and the risk-free interest rate is based on Government of Canada bond yields with maturities that coincide with the exercise period and terms of the grant.

Option Grant Date	Number of Options	Exercise Price	Expected Time to Expiry from Grant Date	Stock Price Volatility	Risk-Free Interest Rate	Grant Date Fair Value of Option
May 28, 2019 <sup>(1)</sup>	750,000	\$0.64	6.5 years	25.2%	1.6%	\$0.66
December 29, 2020 <sup>(1)</sup>	145,000	\$0.64	6.5 years	23.9%	0.6%	\$0.28
August 12, 2021 <sup>(1)</sup>	150,000	\$0.64	6.5 years	25.3%	1.1%	\$0.27
March 18, 2022	205,000	\$0.71	5.2 years	26.0%	1.9%	\$0.19
September 1, 2022	25,000	\$0.40	5.2 years	26.0%	2.8%	\$0.12
November 17, 2022	300,000	\$0.52	5.2 years	26.0%	3.3%	\$0.16
March 17, 2023	180,000	\$0.45	5.2 years	44.1%	3.7%	\$0.20
October 27, 2023	100,000	\$0.25	5.2 years	44.1%	3.7%	\$0.11
March 8, 2024	265,000	\$0.26	5.2 years	44.1%	3.4%	\$0.16

<sup>(1)</sup> On December 23, 2022, the Board of Directors approved the repricing of these 1,045,000 stock options of the Corporation. The repricing decision was taken as existing strike prices did not achieve the goal of rewarding senior management with long-term rewards linked directly to the market value of the Corporation's shares after the Corporation's recapitalization. The Options were repriced at \$0.64 per Common Share, being the five-day volume weighted average closing price of the Common Shares prior to the decision. The repricing of the Options was approved by the TSX and disinterested shareholders at the Corporation's annual general meeting of shareholders on May 5, 2023.

All options vest in tranches and are amortized over the awards' vesting period using the graded vesting method. Recognition of the expense/gain is recorded as a charge to profit or loss with a corresponding increase/decrease to reserves. For the 52-week period ended December 29, 2024, the Corporation recognized a stock-based compensation expense of \$61,000 (2023 - \$82,000) with a corresponding increase to reserves.

# Aegis Brands Inc.

## Notes to the Consolidated Financial Statements

For the 52 weeks ended December 29, 2024, and 53 weeks ended December 31, 2023

(Expressed in Canadian dollars, except tabulated amounts, which are expressed in thousands of Canadian dollars)

The table below summarizes all option activities for the 52 weeks ended December 29, 2024:

	Number of share options outstanding	Weighted-average exercise price/share
Outstanding Options, December 31, 2023	1,510,000	\$0.58
Granted	265,000	\$0.26
Exercised	-	-
Forfeited	(110,000)	\$0.37
Outstanding Options, December 29, 2024	1,665,000	\$0.54
Options exercisable, end of period	1,155,000	\$0.62

### 33. Director's deferred share option plan

A summary of the status of the Corporation's directors' deferred share unit plan is presented below:

	Notional Units	2024	Notional Units	2023
Beginning of year	149,196	\$ 50	149,196	\$ 107
Deferred units granted	22,172	8	-	-
Deferred units paid out	-	-	-	-
Change in fair value	-	5	-	(57)
End of year	171,368	\$ 63	149,196	\$ 50
Expense (recovery) during the period		\$ 13		\$ (57)



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# Shareholder Information

## **CORPORATE HOME OFFICE**

Aegis Brands Inc.  
703 Evans Avenue, Suite 501  
Toronto, ON M9C 5E9

## **REGISTRAR AND TRANSFER AGENT**

Computershare Investor Services Inc.

## **AUDITORS**

Baker Tilly WM LLP

## **MARKET INFORMATION**

Shares Listed: Toronto Stock Exchange  
Symbol: AEG

## **INVESTOR INQUIRIES**

Melinda Lee, Chief Financial Officer  
[investors@aegisbrands.ca](mailto:investors@aegisbrands.ca)

## **WEBSITE**

[www.aegisbrands.ca](http://www.aegisbrands.ca)

## **AEGIS BRANDS INC. BOARD OF DIRECTORS**

Anthony Longo, Chairman<sup>(1)(2)</sup>

Michael Bregman<sup>(1)(2)</sup>

Steven Pelton

Michael Serruya<sup>(1)</sup>

Alton McEwen<sup>(2)</sup>

Stephen Kelley<sup>(1)</sup>

Sarah Green<sup>(2)</sup>

## **COMMITTEES OF THE BOARD**

<sup>(1)</sup> Audit Committee

<sup>(2)</sup> Governance, Human Resources and  
Compensation Committee

## **AEGIS BRANDS INC. SENIOR MANAGEMENT**

Steven Pelton  
President and Chief Executive Officer

Melinda Lee  
Chief Financial Officer

Chris Fountain  
Chief Operating Officer

Tara Ramsay  
Vice President, People

**St. Louis**  
BAR & GRILL