

Vecima Networks Inc.
MANAGEMENT'S DISCUSSION AND ANALYSIS
November 10, 2025

This Management's Discussion and Analysis ("MD&A") provides a review of significant developments that have affected the performance of Vecima Networks Inc. ("Vecima" or the "Company") during the three months ended September 30, 2025.

Our MD&A supplements, but does not form part of, our interim condensed consolidated financial statements and related notes for the three months ended September 30, 2025 and 2024. Consequently, the following discussion and analysis of the financial condition and results of operations should be read in conjunction with the interim condensed consolidated financial statements and accompanying notes for the three months ended September 30, 2025 and 2024 which have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). Our MD&A also includes certain non-IFRS financial measures which we use as supplemental indicators of our operating performance and financial position, as well as for internal planning purposes.

The content of this MD&A contains forward-looking statements, which are subject to risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements. Forward-looking statements include, but are not limited to, our expectations related to general economic conditions and market trends and their anticipated effects on our business segments and our expectations related to customer demand. For additional information related to forward-looking statements and material risks associated with them, please see the "Additional Information - Forward-Looking Information" section of this MD&A.

Additional information regarding Vecima, including our Annual Information Form, can be found on SEDAR+ at www.sedarplus.ca.

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1. Company Overview

Vecima Networks Inc. ("TSX: VCM") is a Canadian company founded in 1988 in Saskatoon, Saskatchewan. Today, Vecima has a global presence with offices in Victoria, Burnaby, Duluth, Raleigh, Qingdao, Shanghai, Tokyo, Gdynia, and Amsterdam, and manufacturing, warehousing and research and development ("R&D") facilities in Saskatoon. Vecima's corporate head office is located in Victoria, British Columbia.

Vecima is a global leader focused on developing integrated hardware and scalable software solutions for broadband access, content delivery, and telematics. We enable the world's leading innovators to advance, connect, entertain, and analyze. We build technologies that provide internet video delivery and storage (IPTV) and next-generation high-speed broadband network access.

Vecima's products incorporate sophisticated hardware and software developed within our R&D facilities. Examples of the types of technologies incorporated within our solutions include content workflow processing, content delivery networks, video storage, video transcoding, edge caching, high-speed digital signal processing, control, and digital modulation. In addition to these technologies, Vecima's embedded software also facilitates the implementation of other network functions, such as media access control, traffic management and embedded system management.

Vecima's diverse array of products across its business segments allows for strategic alignment with a broad array of global customers.

Vecima's business is organized into three segments:

1) Video and Broadband Solutions includes platforms that process data from the cable network and deliver high-speed internet connectivity to homes over cable and fiber as well as adapt video services to formats suitable to be consumed on televisions in commercial properties.

Our next-generation Entra® family of products and platforms addresses the network migration to DAA (as described below under Industry Overview). The Entra DAA platform is Vecima's realization of the next generation of hybrid fiber coaxial and FTTH nodes as optical transport moves away from analog distribution to fully digital distribution. Our goal is to provide the market's most flexible and complete portfolio of broadband access infrastructure products driving the future of ultra-high-speed networks to multi-gigabit per second symmetrical access.

The Entra® Broadband Access family of products is divided into the following core categories:

- Entra Cloud - An open, interoperable set of software applications to centralize orchestration, management, control, and virtualized data plane across all the Entra products, which includes:
 - The cloud-native Entra vCMTS virtual cable access core that allows broadband service providers to transform their networks for next-generation broadband access and designed to maximize performance while minimizing space, power, and cost through virtualization;
- Entra Access Controller virtualizes all the control components, allowing for the distribution of the data processing to the edge and into the Entra Cable and Entra Fiber nodes;
 - Entra Remote PHY Monitor, which offers unified control software for management, service assurance and monitoring of access nodes;
 - Entra Video QAM Manager, which allows for the integration of video in a DAA environment, leveraging existing video generation infrastructure by providing a direct pathway for video through to the Entra node;
 - Entra vPON Manager, which delivers provisioning and telemetry management for configuration, fault-monitoring, accounting, and analytics support for operators deploying PON with a subscriber service-based, orchestration model; and
 - Entra Automation, which includes unique applications that simplify and accelerate orchestration, provisioning, deployment, and management of Distributed Access Architecture (DAA) networks:
 - Entra Access Test Platform - Automated, seamless testing and optimized network deployment solutions to accelerate DAA device and service readiness with unmatched precision and scalability; and
 - Entra Access Simulators - Through simulation of RPDs, Optical Line Terminals (OLTs) and customer premises equipment (CPE), operators can identify bottlenecks, prevent failures, and make informed capacity planning decisions to ensure seamless operations.

- **Entra Cable Access**
 - **Entra Remote PHY** - Multiple variants of the Entra Access Node that can operate as Remote PHY, providing a modular and highly interoperable platform for deployment of access technologies, leveraging billions of dollars of investment in coaxial cable; and
 - **Entra Remote MACPHY** - Multiple variants of the Entra Access Node that can operate as Remote MACPHY, providing the full complete next-generation access network within the Entra digital node, leveraging billions of dollars of investment in coaxial cable.
- **Entra Optical Fiber Access** - Consists of both chassis and node node-based FTTH access technologies in areas of the service provider network where FTTH is practical and advantageous;
 - **EntraVideo Adapters and Management Devices** - a suite of products facilitating the migration from legacy architectures to next-generation distributed access architectures, including:
 - the **Entra Legacy QAM Adapter and DV-12**, which provides a simple solution to adapt existing video QAM infrastructure for distributed access; and
 - the **Entra Interactive Video Controller**, which supports essential two-way network connectivity for legacy STBs that are heavily deployed and in service today.
- Our **Terrace, Terrace QAM™, and Terrace IQ** product families meet the unique needs of the business services vertical, including multi-dwelling units and hospitality (hotels, motels, and resorts) by adapting video services to individual business requirements and leveraging existing televisions in rooms.

2) Content Delivery and Storage includes solutions and software, under the **MediaScale™** brand, for service providers and content owners that focus on ingesting, producing, storing, delivering, and streaming video for live linear, VOD, network Digital Video Recorder and time-shifted services over the internet.

MediaScale™

- **Transcode**: transforms live and OnDemand content utilizing state-of-the-art GPU technology, creating beautiful, cost-effective content for any device;
 - **Origin**: packages and secures video for streaming OTT or through a service provider managed network, regardless of network technology;
 - **Storage**: captures live, OnDemand, and DVR content, holds it indefinitely, and allows for future streaming, rewind, fast-forward and pause;
 - **Cache**: highly scalable, streaming platform, providing the ability to serve content to all IP and legacy devices, including Streaming Video Technology Alliance Open Cache technology to allow operators to cache and monetize OTT content. Strategically geographically located to minimize network latency and optimize the end user streaming experience;
 - **Ad Monetization with Dynamic Content**: provides dynamic ad insertion, content replacement, blackout, simultaneous substitution, official alert insertion, and other content personalization on a stream-by-stream basis at the edge of the customer network;
 - **Open CDN**: Streaming Video Technology Alliance standards-compliant Open Caching solution aimed at operator monetization of OTT content via partnerships with OTT content owners; and
 - **The KeyFrame™ Media Optimization Solution** enables Content Providers and BSPs to elevate video quality using real-time generative AI while simultaneously reducing bitrates. With KeyFrame, network operators can dramatically improve video quality while simultaneously reducing required bitrates. This patented technology not only ensures true 1080p and 4K, but also features advanced denoising and artifact removal, spatial and temporal anti-aliasing, and artifact-free upscaling. In addition, it can significantly reduce bitrates, resulting in substantial cost savings in both storage and transmission.
- 3) Telematics** provides fleet managers with the key information and analytics they require to optimally manage their mobile and fixed assets under the **Contigo** and **Nero Global Tracking** brands. Vecima's Telematics solutions allow fleets and high-value assets to be tracked, managed, reported on, and optimized over a subscription-based cloud portal serving commercial and municipal government customers.

2. Industry Developments

Video and Broadband Solutions

Over the last several years, the cable industry has been transitioning towards DAA under the latest data over cable system interface specification (“DOCSIS”) standards. Multiple top-tier and mid-tier players have initiated a roll-out of this new platform with further large-scale deployments anticipated over the next several years. DAA is a critical evolution for the industry in that it unlocks gigabit broadband speeds over existing coaxial cable by allowing data transmission up to 10 Gigabits per second (“Gbps”) for download speed and 3 Gbps for upload speed today and growing to 6 Gbps upload in the future. The speed provided by DAA using coaxial cable is comparable to that of fiber optic connections, thereby allowing cable operators to leverage their systems without the significant added infrastructure costs of building fiber to the home. Global cable operators expect to benefit from a flexible migration given that DOCSIS 3.1 and 4.0 modems can coexist with older versions and build on top of their previously deployed capacity. The higher efficiency of DAA technology also enables significant cost-per-bit reductions and network resiliency enhancements relative to legacy DOCSIS network solutions.

The cable market began its broad shift towards DAA in 2020 as more operators recognized its suitability for market needs in terms of speed, agility, user experience and cost savings. The impacts of the COVID-19 pandemic further increased demands on network bandwidth, and accelerated the push towards distributed access solutions.

Cable Television Laboratories or CableLabs, a not-for-profit innovation and research and development lab that works in cooperation with cable companies and cable equipment manufacturers, has subsequently released the DOCSIS 4.0 specifications, which include full duplex DOCSIS (“FDX”) and extended spectrum DOCSIS (“ESD”), allowing multi-system operators (“MSO”) to significantly increase their total capacity while leveraging their past coaxial infrastructure investment.

Increasingly, service providers are strategically extending their networks with an all-fiber architecture using cable specific fiber to the home (“10G EPON”) technology. Further, government funding is being made available to subsidize wide-scale fiber network build-outs with an emphasis on rural areas that are currently unserved or underserved. Operators have favoured architectures and products that allow them to cohesively orchestrate both coaxial cable and fiber access networks over a common cloud management platform.

Content Delivery and Storage

Global demand for Internet Protocol (“IP”) video content delivery and storage is growing, driven by the rapidly increasing consumption of IP video as consumers turn to streaming services, and cable operators make vast arrays of new IP video content available to subscribers. Service providers are also pursuing new DVR opportunities that shift delivery and storage away from traditional set-top storage to cloud-based models.

Content owners and broadcasters are also leveraging IPTV technologies to deliver services directly to subscribers using OTT business models. Open cache technology, such as that being standardized by the streaming video alliance is aimed at consolidating IPTV traffic utilizing strategically placed cache capacity that reduces cost and network latency.

Telematics

Traditional vehicle telematics is widely available for commercial fleets, but operations managers increasingly demand additional value to improve productivity of personnel and investment in the entire asset base. This has created additional opportunities to leverage asset tracking technology used in the Internet of Things to cost-effectively monitor mobile or fixed assets in the field, particularly in service-based industries where asset utilization can drive a stronger profit margin. Managers in these asset-intensive industries can use key information and analytics to optimally manage their mobile and fixed assets using subscription-based cloud portals.

Our Strategy

Our growth strategy focuses on the development of our core technologies, including next-generation platforms such as our Entra DAA platform, as well as our IP video storage and distribution technologies being sold and deployed under the MediaScale brand within the Content Delivery and Storage segment. We will continue to pursue profitable growth both organically and when appropriate, through value-enhancing strategic acquisitions.

3. Fiscal 2026 Q1 Highlights

Financial and Corporate

- Achieved first quarter consolidated sales of \$71.1 million, up 3.4% compared to \$68.8 million in Q4 fiscal 2025 (Q1 fiscal 2025: \$81.9 million).
- First quarter gross margin and adjusted gross margin increased to 42.1% and 43.9%, respectively, from 41.7% and 42.3%, respectively, in Q1 fiscal 2025 and 27.3% and 37.4%, respectively, in Q4 fiscal 2025.
- Generated strong adjusted EBITDA of \$11.5 million, compared to \$12.1 million in Q1 fiscal 2025. On a sequential quarterly basis, adjusted EBITDA increased 71% from \$6.7 million in Q4 fiscal 2025.
- Net income per share of \$0.01, compared to \$0.09 in Q1 fiscal 2025 and up significantly from a loss per share of \$(0.54) in Q4 fiscal 2025.
- Ended the first quarter in a strong financial position with working capital of \$53.8 million at September 30, 2025, compared to \$51.2 million at June 30, 2025. Our net debt position has decreased from a high of \$92.0 million in Q3 fiscal 2024 to \$60.7 million in Q1 fiscal 2026.

Video and Broadband Solutions (VBS)

- First quarter Video and Broadband Solutions segment sales of \$58.0 million compared to \$72.9 million in Q1 fiscal 2025 and on par with the \$58.1 million generated in Q4 fiscal 2025.

DAA (Entra Family)

- First quarter deployments of Entra DAA products generated revenue of \$55.0 million, a decrease of 19% year-over-year from the near record in Q1 fiscal 2025 and slightly higher than the \$54.6 million achieved in Q4 fiscal 2025.
 - Total customer engagements increased to 140 MSOs worldwide at year-end, from 123 a year earlier, with customer engagements continuing to deepen. Sixty-eight of these customers have ordered Entra products as broader DAA deployment progresses.
 - Vecima's new vCMTS solution significantly advanced in Q1 with the lead Tier 1 customer broadening trial activity while preparing to modernize and enhance its DOCSIS network using Entra vCMTS. Engagement with additional customers expanded considerably during the quarter and included a second customer win in the European market. Vecima's vCMTS solution is part of the Entra Cloud platform which enables operators to transform their networks for next-generation broadband access, including DOCSIS 4.0. Dell'Oro Group forecasts the global market for vCMTS will be worth approximately \$350 million annually by calendar 2028. Currently, Vecima is just one of three vendors worldwide offering a vCMTS solution.
 - Continued strong demand for the EN9000, the industry's only GAP node, as it continues to gain broad adoption with customers, widely seeding broadband networks with a future-proof platform capable of being upgraded with multiple successive generations of DOCSIS or FTTH technology.
 - Received first orders from a Tier 1 customer for the Entra EN3400, which builds on the success of the Entra EN9000 with a compact, standardized multi-services GAP node with a unique form factor optimized for enterprise and multi-dwelling unit (MDU) applications. The EN3400 offers both line-powered and AC-powered options, as well as an assortment of RPD and R-OLT options. Deliveries to the lead customer are expected to commence in Q2 fiscal 2026.
 - Deployed our new Entra Power Holdover Modules (PHM) in the field with our lead Tier 1 customer. Entra PHMs provide reliable protection from power fluctuations to Vecima's cable and fiber access platforms in the field and are expected to provide a significant contribution to revenues in fiscal 2026.
 - Continued growth in the Remote MACPHY category with a network expansion with a large US Tier 2 customer. Also achieved a new customer win for a shelf-based Remote MACPHY Device in the EMEA region, with revenue expected later in the fiscal year.
 - Demand continued to increase for Vecima's industry-leading SF-4X remote optical line terminals for FTTH across key customers.
 - Announced that Liberty Global, one of the world's leading converged video, broadband, and communications companies, is working with Vecima's Entra Access Test Platform to advance its network innovation strategy. Purpose-built to replicate production-scale environments and streamline testing workflows, the Entra Access Test Platform leverages last year's acquisition of Falcon V and our expanding R&D capabilities across Europe to accelerate DAA deployments by ensuring customers can fully test new software in a multi-core, multi-vendor environment.

- Demonstrated multiple industry firsts at the 2025 SCTE Tech Expo, further entrenching Vecima's technology leadership in the global cable and fiber access market.
 - Unveiled the industry's first-ever 50G-PON migration solution, enabling simultaneous operation of 10G-EPON and 50G ITU PON on the same optical port for maximum investment protection and simplified next-gen PON migration.
 - Featured the Entra EXS1610 All-PON Platform and vPON Manager, delivering scalable, open, and vendor-agnostic PON deployments through Vecima's Open Network Ecosystem (ONE).
 - Showcased further advances in DOCSIS 4.0 technology, including live demonstration of the cloud-native Entra vCMTS powering the world's first Dual Downstream Service Group DOCSIS 4.0 Remote PHY device, the Entra ERM422.

Commercial Video (Terrace Family)

- Commercial Video product sales were in line with expectations and included first quarter sales of \$2.9 million (Q1 fiscal 2025: \$4.5 million; Q4 fiscal 2025: \$3.4 million). These results reflect the continued transition to next-generation platforms, together with some of Vecima's newer DAA-driven Commercial Video solutions now being accounted for as part of Entra family sales.
- TerracelQ Commercial Video solution continued to gain traction with customers in the Americas.

Content Delivery and Storage (CDS)

- The Content Delivery and Storage segment grew first quarter sales to \$11.2 million, up 55% from \$7.2 million in Q1 fiscal 2025 and an increase of 30% from \$8.6 million in Q4 fiscal 2025.
- Achieved strong first quarter CDS gross margin performance of 60.7%, on par with Q1 fiscal 2025 results and significantly higher than the 51.6% generated in Q4 fiscal 2025.
 - Continued to expand our Targeted Dynamic Ad Insertion (DAI) solutions, kicking off implementation with a key customer, while also securing Phase 2 orders.
 - Introduced DAI Ingest Manager, streamlining the management of ad files across linear ad replacement, targeted and programmatic DAI, and programmer addressable DAI.
 - Undertook managed IPTV expansions with multiple customers during the quarter, contributing to segment growth.
 - Continued progress and development of the standards-driven MediaScale Open CDN platform.
 - Blue Stream Fiber, Florida's fastest-growing fiber-optic telecommunication provider, announced its deployment of Vecima's KeyFrame Media Optimization Solution to enhance video quality streaming experience for its Blue Stream Fiber TV service.

Telematics

- The Telematics segment grew first quarter sales to \$1.9 million, an increase of 10% from the \$1.7 million achieved in Q1 fiscal 2025, and 9% lower than the \$2.1 million achieved in Q4 fiscal 2025.
 - Completed the implementation of a large moveable asset customer with over 1,300 vehicles, adding significantly to the total subscriber count, with a total of 21,760 vehicles now being monitored.
 - Added 14 new customers for the NERO asset tracking platform during the fourth quarter, adding 224 new subscriptions and bringing total asset tags under management to over 103,000.
 - Achieved strong gross margin percentage of 67.6%.

4. Outlook

Throughout the past year and across the cable industry, MSOs have been preparing for major network upgrades as part of their transition to next-generation technologies like DOCSIS 4.0. While system-level changes of this magnitude are complex and typically challenging for operators to implement, once field level qualifications are complete the stage is set for technology uptake as rollouts commence.

Moving into the second quarter, a number of operators have begun their network upgrade programs, supported by Vecima's next-generation solutions. Customers' existing product inventories are also starting to come into better balance as more platforms are deployed. These developments translated into a 7.5% and 3.4% sequential strengthening of our quarterly sales pace in Q4 fiscal 2025 and Q1 fiscal 2026, respectively. We see multiple Entra product and program launches in the VBS segment and growing demand for our IPTV and DAI solutions in the CDS segment generating an overall growth trend for the business. While recent industry M&A activity is likely to shift some of the upcoming DAA growth acceleration to early fiscal 2027, we continue to anticipate solid sales and improved margin performance in fiscal 2026, supported by a higher-margin product mix and reduced foreign exchange volatility. Paired with strong operating discipline, our outlook for strong full-year fiscal 2026 adjusted EBITDA performance remains unchanged.

In the VBS segment, design wins for DOCSIS 4.0 and vCMTS, including our multi-year vCMTS contract with Cox Communications, are expected to be significant growth drivers over the next several years. Our outlook also reflects additions to our diverse Entra product roster, including the EN3400, a compact version of the EN9000 specifically designed for MDU and enterprise applications, the EEM210, a stand-alone 10G EPON module that fits both new and existing nodes and supports global deployments, and our new power holdover modules (PHMs) which support Entra's cable and fiber access products with innovative super-capacitor-based resiliency to power grid interruptions in the field. These new products are expected to build on continued strong contribution from our industry-leading Remote PHY device (RPD) solutions, EN9000 and EN8400 platforms, and highly successful Entra Optical fiber access portfolio. They also represent new and incremental use cases and market verticals for our broad and ever-more comprehensive portfolio of cable and fiber access IP.

Commercial Video sales, which include TerraceQAM and Terrace Family products, are expected to continue to trend slightly lower in fiscal 2026 as customers transition to our next-generation IQ solution and as a portion of our Commercial Video solutions become DAA-driven and are accounted for as part of Entra family sales.

In the Content Delivery and Storage segment we remain sharply focused on strengthening revenue in fiscal 2026, while continuing to note that CDS results can fluctuate significantly from quarter-to-quarter based on order and project timing. Our outlook for the CDS segment anticipates the addition of new IPTV customers in fiscal 2026, together with upgrades and expansions with existing IPTV customers. Together with this, Vecima's Dynamic Ad Insertion technology is also expected to provide meaningful contribution during the year. Longer term, we continue to see excellent opportunities for the CDS segment as IPTV builds momentum and our newer solutions, including open caching, gain traction.

In the Telematics segment, we anticipate stable revenue performance and continued strong profitability from our asset and fleet tracking business.

To date, trade actions have had a negligible impact on the approximately 90% of our sales made to the US. Our manufacturing is predominantly domiciled in Canada, exempting that portion of our production from tariff actions under the United States-Mexico-Canada Agreement (USMCA). While upcoming renegotiation of the USMCA could, in an unlikely case, result in changes to the tariff environment, Vecima is one of the few competitors in our industry that fully "owns" our manufacturing process. This gives us significant flexibility to adapt quickly to changing macroeconomic conditions, an agility we have demonstrated in the past, inclusive of rapidly transitioning manufacturing to different countries.

Moving forward, we are confident in our growth prospects. We have built the industry's deepest and broadest portfolio of innovative, interoperable cable and fiber access products and IPTV solutions that now give customers unprecedented choice and support as they move forward with their network-wide upgrades. And we are simultaneously leading the way forward with new investments in a comprehensive, highly innovative, cloud-native portfolio that will prepare them for the 50G future.

5. Consolidated Results of Operations

Amounts are presented in thousands of Canadian dollars except percentages, employees and per share amounts. This information should be read in conjunction with our financial statements for the relevant periods, including the related notes, and the balance of this MD&A.

Interim Condensed Consolidated Statements of Comprehensive Income Data <i>(in thousands of dollars except common share data)</i>	Three months ended September 30,				
	2025		2024		
Sales	\$	71,074	100%	\$	81,905 100%
Cost of sales:					
Cost of product and services		39,998	56%	47,385	58%
Write-down of inventory to net realizable value		1,171	2%	349	–%
Total cost of sales		41,169	58%	47,734	58%
Gross profit		29,905	42%	34,171	42%
Operating expenses					
Research and development ⁽¹⁾⁽⁷⁾		12,132	17%	11,624	14%
Sales and marketing		8,807	12%	9,442	12%
General and administrative ⁽⁷⁾		6,557	9%	7,720	9%
Share-based compensation		517	1%	546	1%
Other expense (income)		(14)	–%	293	–%
		27,999	39%	29,625	36%
Operating income		1,906	3%	4,546	6%
Finance expense		(2,901)	(4)%	(2,373)	(3)%
Foreign exchange gain		889	1%	508	–%
Income (loss) before taxes		(106)	–%	2,681	3%
Income tax expense (recovery)		(310)	–%	536	–%
Net income		204	–%	2,145	3%
Other comprehensive income (loss)		1,162	2%	(912)	(1)%
Comprehensive income	\$	1,366	2%	\$	1,233 2%
Net income per share⁽²⁾					
Basic – total	\$	0.01		\$	0.09
Diluted – total	\$	0.01		\$	0.09
Other Data:					
Research and Development Expenditures ⁽³⁾	\$	14,406		\$	14,815
Adjusted EBITDA ⁽⁴⁾	\$	11,482		\$	12,091
Adjusted earnings per share ⁽⁵⁾	\$	0.05		\$	0.12
Number of employees ⁽⁶⁾		600			612

(1) Net of investment tax credits and capitalized development costs.

(2) Based on weighted average number of common shares outstanding.

(3) See "Total Research and Development Expenditures".

(4) Adjusted EBITDA does not have any standardized meaning prescribed by IFRS Accounting Standards and may not be comparable to similar measures presented by other issuers. See "EBITDA and Adjusted EBITDA".

(5) Adjusted Earnings per Share does not have any standardized meaning prescribed by IFRS Accounting Standards and may not be comparable to similar measures presented by other issuers. See "Adjusted Earnings per Share".

(6) The number of employees is determined as of the end of the period.

(7) The Company has restated research and development and general and administrative costs for the classification of depreciation expense in the first quarter of fiscal 2025.

Interim Condensed Consolidated Statements of Financial Position <i>(in thousands of dollars except common share data)</i>	September 30,		June 30,	
	2025		2025	
Cash and cash equivalents	\$	8,566	\$	3,441
Working capital ⁽¹⁾	\$	53,767	\$	51,164
Total assets	\$	335,510	\$	332,069
Total debt	\$	37,521	\$	28,263
Shareholders' equity	\$	214,115	\$	213,569
Number of common shares outstanding ⁽²⁾		24,314,594		24,311,637

(1) Working capital does not have any standardized meaning prescribed by IFRS Accounting Standards and may not be comparable to similar measures presented by other issuers.

(2) Based on the weighted average number of common shares outstanding during Q1 fiscal 2026.

Adjusted Net Income and Adjusted Earnings per Share

The following table reconciles net income for the period to adjusted net income as well as earnings per share to adjusted earnings per share. The term “adjusted net income” refers to net income as reported in the interim condensed consolidated financial statements, excluding any amounts included in net income for write-downs and recoveries of inventory to net realizable value, gains and losses on the sale of non-core property, plant and equipment (“PP&E”), intangible assets, and assets held for sale, warrant expense and recovery, advisory fees and the tax effect of these adjusted items. We believe that adjusted net income and adjusted earnings per share provides supplemental information for management and our investors because they provide for the analysis of our results exclusive of certain items which do not directly correlate to our business of selling broadband access products, content delivery and storage products and services or supplying telematics services. Adjusted net income and adjusted earnings per share do not have a standardized meaning prescribed by IFRS Accounting Standards and may not be comparable to similar measures presented by other issuers.

Calculation of Adjusted Earnings per Share (in thousands of dollars)	Three months ended September 30,	
	2025	2024
Net income	\$ 204	\$ 2,145
Write-down of inventory to net realizable value, net of tax	878	409
Loss on sale of non-core PP&E, net of tax	9	16
Warrant expense, net of tax	104	85
Advisory fees, net of tax	–	206
Adjusted net income	\$ 1,195	\$ 2,861
Net income per share	\$ 0.01	\$ 0.09
Write-down of inventory to net realizable value, net of tax	0.04	0.02
Loss on sale of non-core PP&E, net of tax	–	–
Warrant expense, net of tax	–	–
Advisory fees, net of tax	–	0.01
Adjusted earnings per share⁽¹⁾⁽²⁾	\$ 0.05	\$ 0.12

⁽¹⁾ Adjusted earnings per share includes non-cash share-based compensation of \$0.5 million or \$0.02 per share for the three months ended September 30, 2025, and \$0.5 million or \$0.02 per share for the three months ended September 30, 2024. The non-cash share-based compensation primarily reflects certain performance-based vesting thresholds achieved under the Company's Performance Share Unit Plan.

⁽²⁾ Adjusted earnings per share includes foreign exchange gain of \$0.9 million or \$0.04 per share for the three months ended September 30, 2025, and \$0.5 million or \$0.02 per share for the three months ended September 30, 2024.

Adjusted Gross Margin

The following table reconciles Gross Margin for the period to Adjusted Gross Margin. The term “Gross Margin” refers to sales less cost of sales as reported in the IFRS Accounting Standards financial statements. The term “Adjusted Gross Margin” refers to gross margin adjusted for warrant expense and the write-downs and recoveries of inventory to net realizable value. We believe that Adjusted Gross Margin is useful supplemental information for management and for our investors because it provides for the analysis of our results exclusive of certain non-cash items and other items which do not directly correlate to our business of selling broadband access products, content delivery and storage products and services or supplying telematics services. Adjusted Gross Margin is not a recognized measure under IFRS Accounting Standards and, accordingly, investors are cautioned that adjusted margin should not be construed as alternatives to gross margin, determined in accordance with IFRS Accounting Standards, or as indicators of our financial performance or as measures of our liquidity and cash flows.

Calculation of Adjusted Gross Margin (in thousands of dollars)	Three months ended September 30,	
	2025	2024
Sales	\$ 71,074	\$ 81,905
Cost of sales	41,169	47,734
Gross profit	29,905	34,171
Warrant expense ⁽¹⁾	132	106
Write-down of inventory to net realizable value	1,171	349
Adjusted gross profit	\$ 31,208	\$ 34,626
Adjusted gross margin %	43.9 %	42.3 %

⁽¹⁾ Reflects non-cash expense associated with warrants issued to a customer which are recorded as sales incentives under IFRS Accounting Standards.

EBITDA and Adjusted EBITDA

The following table reconciles net income for the period to EBITDA and Adjusted EBITDA. The term “EBITDA” refers to net income as reported in the IFRS Accounting Standards financial statements, excluding any amounts included in net income for income taxes, interest expense, and depreciation and amortization for PP&E, right-of-use assets, deferred development and intangible assets. The term “Adjusted EBITDA” refers to EBITDA adjusted for: write-downs and recoveries of inventory to net realizable value; gains and losses on sale of PP&E, intangible assets, and assets held for sale; impairment of PP&E; impairment of deferred development costs and other intangible assets; warrant expense and recovery; share-based compensation expense and advisory fees. We believe that Adjusted EBITDA is useful supplemental information for management and for our investors because it provides for the analysis of our results exclusive of certain non-cash items and other items which do not directly correlate to our business of selling broadband access products, content delivery and storage products and services or supplying telematic services. EBITDA and Adjusted EBITDA are not recognized measures under IFRS Accounting Standards and, accordingly, investors are cautioned that EBITDA and Adjusted EBITDA should not be construed as alternatives to net income, determined in accordance with IFRS Accounting Standards, or as indicators of our financial performance or as measures of our liquidity and cash flows.

Calculation of Adjusted EBITDA (in thousands of dollars)	Three months ended September 30,	
	2025	2024
Net income	\$ 204	\$ 2,145
Income tax expense (recovery)	(310)	536
Interest expense	2,907	2,400
Depreciation of property, plant and equipment	752	859
Depreciation of right-of-use assets	402	362
Amortization of deferred development costs	4,934	3,534
Amortization of intangible assets	820	815
EBITDA	9,709	10,651
Write-down of inventory to net realizable value	1,112	511
Loss on sale of assets	12	20
Warrant expense	132	106
Share-based compensation	517	546
Advisory fees	–	257
Adjusted EBITDA	\$ 11,482	\$ 12,091
Percentage of sales	16%	15%

Total Research and Development Expenditures

The following table reconciles research and development expenses reported in accordance with IFRS Accounting Standards as shown on the consolidated statements of comprehensive income (research and development) to our actual cash research and development expenditures (total research and development expenditures) below:

Calculation of R&D Expenditures (in thousands of dollars)	Three months ended September 30,	
	2025	2024
R&D expense per interim condensed consolidated statements of comprehensive income	\$ 12,132	\$ 11,624
Deferred development costs	7,172	6,676
Investment tax credits	36	49
Amortization of deferred development costs	(4,934)	(3,534)
Total research and development expenditures	\$ 14,406	\$ 14,815
Percentage of sales	20%	18%

6. Summary of Quarterly Results of Operations

The following information has been derived from our interim condensed consolidated financial statements for the three months ended September 30, 2025 and 2024 in accordance with IFRS Accounting Standards. This information should be read in conjunction with those financial statements and their related notes as well as with the balance of this MD&A.

<i>(in thousands of dollars except per share amounts)</i>	Fiscal 2026		Fiscal 2025		Fiscal 2024			
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Sales	\$ 71,074	\$ 68,756	\$ 63,979	\$ 71,223	\$ 81,905	\$ 87,476	\$ 80,139	\$ 61,954
Cost of sales⁽¹⁾	41,169	49,959	33,443	45,307	47,734	45,548	41,312	31,109
Gross profit⁽¹⁾	29,905	18,797	30,536	25,916	34,171	41,928	38,827	30,845
Operating expenses								
Research and development ⁽²⁾	12,132	11,992	11,500	11,288	11,624	11,041	11,281	11,551
Sales and marketing ⁽¹⁾	8,807	9,814	8,238	7,257	9,442	9,529	7,721	7,674
General and administrative ⁽¹⁾⁽²⁾	6,557	6,655	6,945	7,320	7,720	8,757	8,123	6,607
Impairment expense	–	6,949	–	–	–	–	–	–
Restructuring costs	–	–	–	2,798	–	–	–	–
Share-based compensation	517	361	486	462	546	248	272	257
Other expense (income)	(14)	34	19	194	293	189	1,349	97
	27,999	35,805	27,188	29,319	29,625	29,764	28,746	26,186
Operating income (loss)	1,906	(17,008)	3,348	(3,403)	4,546	12,164	10,081	4,659
Finance expense	(2,901)	(3,249)	(2,033)	(2,345)	(2,373)	(3,184)	(1,580)	(1,660)
Foreign exchange gain (loss)	889	1,480	251	(4,272)	508	(2,029)	(1,159)	1,837
Income (loss) before income taxes	(106)	(18,777)	1,566	(10,020)	2,681	6,951	7,342	4,836
Income tax expense (recovery)	(310)	(5,573)	384	(2,135)	536	(1,306)	1,542	1,247
Net income (loss)	204	(13,204)	1,182	(7,885)	2,145	8,257	5,800	3,589
Other comprehensive income (loss)	1,162	(4,464)	(786)	6,001	(912)	959	1,361	(1,157)
Comprehensive income (loss)	\$ 1,366	\$ (17,668)	\$ 396	\$ (1,884)	\$ 1,233	\$ 9,216	\$ 7,161	\$ 2,432
Net income (loss) per share								
Basic – total	\$ 0.01	\$ (0.54)	\$ 0.05	\$ (0.32)	\$ 0.09	\$ 0.34	\$ 0.24	\$ 0.15
Diluted – total	0.01	(0.54)	0.05	(0.32)	0.09	0.34	0.24	0.15
Adjusted EBITDA as reported	\$ 11,482	\$ 6,706	\$ 10,317	\$ (258)	\$ 12,091	\$ 14,494	\$ 17,377	\$ 12,588

⁽¹⁾ The Company has restated the fiscal 2024 comparative periods for a change in commission expense presentation.

⁽²⁾ The Company has restated research and development and general and administrative costs for the classification of depreciation expense in the first and second quarters of fiscal 2025.

Quarter-to-Quarter Sales Variances

There are many factors that may contribute to the overall variances of our sales. Traditionally, one of the main factors has been that we continually develop new products to replace products that are reaching the end of their lifecycle. The timing of development can vary based on the size of the projects. The timing of regulatory certification and customer acceptance of new products can also affect the timing of sales.

Within the industry, spending by cable operators is impacted by major new technology adoption such as the industry-wide migration to distributed access architecture. The budgeting cycles of larger cable operators can also result in quarter-to-quarter variability in customer orders as do their installation schedules and any adjustments thereof. We are currently experiencing a transition in demand for some of our legacy Video and Broadband Solutions products as customers complete their digital networks and migrate their focus to distributed access architecture and next-generation commercial video platforms.

Our Content Delivery and Storage segment also influences potential variations of our quarterly sales. Pronounced quarterly sales fluctuations are typical of this business due to the typically large size of customer orders and associated IPTV projects that are subject to customer timing adjustments.

7. Segmented Information

Sales

Segment	Three months ended September 30,	
	2025	2024
Video and Broadband Solutions	\$ 57,950	\$ 72,937
Content Delivery and Storage	11,220	7,236
Telematics	1,904	1,732
Total sales	\$ 71,074	\$ 81,905

Three-Month Results

We achieved total sales of \$71.1 million in the first quarter of fiscal 2026, a decrease of 13% from \$81.9 million in Q1 fiscal 2025, and a 3% increase from \$68.8 million in Q4 fiscal 2025. The year-over-year change primarily reflects lower VBS segment sales, partially offset by higher CDS segment sales.

The Video and Broadband Solutions segment generated first quarter revenue of \$58.0 million, compared to \$72.9 million in Q1 fiscal 2025, a decrease of 21%. On a sequential quarterly basis, first quarter VBS revenue was similar to the revenue achieved in Q4 fiscal 2025.

- Next-generation Entra products sales of \$55.0 million were 19% lower than the \$68.3 million generated in Q1 fiscal 2025, and slightly higher than the \$54.6 million achieved in Q4 fiscal 2025. The year-over-year decrease reflects customers continuing to draw down inventory on in-flight projects as they plan for the next phase of large-scale network deployments.
- Commercial Video products contributed sales of \$2.9 million, compared to \$4.5 million in Q1 fiscal 2025 and \$3.4 million in Q4 fiscal 2025. Results were in line with expectations and reflect the continued transition to next-generation platforms and the impact of some of Vecima's newer DAA-driven Commercial Video solutions being accounted for as part of Entra family sales.

In the Content Delivery and Storage segment, first quarter revenue of \$11.2 million grew 55% from \$7.2 million in Q1 fiscal 2025 and increased 30% from \$8.6 million in Q4 fiscal 2025. The year-over-year increase primarily reflects a 277% increase in product sales and slightly higher service revenue. As always, we note that quarterly sales variances are typical for the CDS segment. Segment sales for the first quarter of fiscal 2026 included \$5.1 million of product sales (Q1 fiscal 2025 - \$1.4 million) and \$6.1 million of services revenue (Q1 fiscal 2025 - \$5.9 million).

First quarter Telematics sales grew to \$1.9 million, an increase of approximately 10% from \$1.7 million in Q1 fiscal 2025, and 9% lower than the \$2.1 million achieved in Q4 fiscal 2025. The year-over-year improvement reflects an increase in assets and tags monitored.

Cost of Sales

Cost of sales consists primarily of product manufacturing and assembly expenses, with component parts, employee and third-party supplier costs representing a significant portion of these costs. Costs associated with Video and Broadband Solutions sales include related overhead, compensation, final assembly, quality assurance, and inventory management costs, as well as support costs and payments to contract manufacturers that perform printed circuit board assembly functions. Costs associated with Content Delivery and Storage sales include the cost of the computer systems sold, depreciation, labour, material, overhead and third-party product costs, as well as the salaries, benefits and other costs of the maintenance, service and help desk personnel associated with product installation and support activities. Costs associated with Telematics sales consist of hardware amortization, inventory management costs, order fulfillment, wireless fees, server hosting services, and mapping licenses.

Segment	Three months ended September 30,	
	2025	2024
Video and Broadband Solutions	\$ 36,137	\$ 44,376
Content Delivery and Storage	4,415	2,878
Telematics	617	480
Total cost of sales	41,169	47,734
Write-down of inventory to net realizable value	(1,171)	(349)
Total cost of sales before net realizable value adjustments⁽¹⁾	\$ 39,998	\$ 47,385

⁽¹⁾ Total cost of sales before net realizable value adjustments is a non-GAAP measure, calculated by removing any recoveries or writedowns on inventory to net realizable value from cost of sales.

Three-Month Results

For the three months ended September 30, 2025, total cost of sales decreased to \$41.2 million, 14% lower than \$47.7 million in Q1 fiscal 2025 and 18% lower than \$50.0 million in Q4 fiscal 2025. The year-over-year decrease was primarily due to lower VBS sales, slightly offset by increased CDS sales.

First quarter cost of sales in the Video and Broadband Solutions segment decreased 19% to \$36.1 million, from \$44.4 million in Q1 fiscal 2025 and decreased 20% from \$44.9 million in Q4 fiscal 2025. The year-over-year decrease was primarily due to lower VBS sales.

In the Content Delivery and Storage segment, first quarter cost of sales increased 53% to \$4.4 million, from \$2.9 million in Q1 fiscal 2025 and \$4.2 in Q4 fiscal 2025. The year-over-year increase primarily reflects the significant increase in CDS sales.

First quarter cost of sales from the Telematics segment slightly increased to \$0.6 million, from \$0.5 million in the same period of fiscal 2025 and was lower than the \$0.8 million recognized in Q4 fiscal 2025. The year-over-year increase reflects higher sales and a change in accounting treatment of certain mobile asset tracking products.

Gross Profit and Gross Margin

Segment	Three months ended September 30,	
	2025	2024
Gross profit		
Video and Broadband Solutions	\$ 21,813	\$ 28,561
Content Delivery and Storage	6,805	4,358
Telematics	1,287	1,252
Total gross profit	\$ 29,905	\$ 34,171
Gross margin		
Video and Broadband Solutions	37.6 %	39.2 %
Content Delivery and Storage	60.7 %	60.2 %
Telematics	67.6 %	72.3 %
Total gross margin	42.1 %	41.7 %
Adjusted gross margin		
Video and Broadband Solutions	39.7 %	39.7 %
Content Delivery and Storage	61.4 %	61.0 %
Telematics	67.6 %	72.3 %
Total adjusted gross margin	43.9 %	42.3 %

Three-Month Results

For the three months ended September 30, 2025, we generated total gross profit of \$29.9 million, a decrease of 12% from \$34.2 million in Q1 fiscal 2025, but an increase of 59% from \$18.8 million in Q4 fiscal 2025. The year-over-year change in gross profit primarily reflects lower sales together with a \$1.2 million write-down of inventory to net realizable value. First quarter gross margin increased to 42.1% (adjusted gross margin of 43.9%), from 41.7% (adjusted gross margin of 42.3%) in Q1 fiscal 2025 and from 27.3% (adjusted gross margin of 37.4%) in Q4 fiscal 2025. The significant quarter-over-quarter increase in gross margin primarily reflects the \$7.0 million inventory allowance recorded in Q4 fiscal 2025, as well as a larger proportion of consolidated sales attributable to CDS in Q1 fiscal 2026, which generally contributes a higher gross margin.

Video and Broadband Solutions segment gross profit for the first quarter was \$21.8 million (gross margin of 37.6%; adjusted gross margin of 39.7%), compared to \$28.6 million (gross margin of 39.2%; adjusted gross margin of 39.7%) in Q1 fiscal 2025. On a sequential quarterly basis, first quarter VBS gross margin increased significantly from \$13.1 million in Q4 fiscal 2025 (gross margin of 22.6%; adjusted gross margin of 34.5%). The year-over-year change in gross profit primarily reflects the lower sales together with a \$1.1 million write-down of inventory to net realizable value. The quarter-over-quarter change primarily reflects the \$6.9 million inventory allowance recorded in Q4 fiscal 2025, as well as increased sales of higher-margin products.

In the Content Delivery and Storage segment, first quarter gross profit increased sharply to \$6.8 million (gross margin of 60.7%; adjusted gross margin of 61.4%), from \$4.4 million (gross margin of 60.2%; adjusted gross margin of 61.0%) in the same period last year and \$4.4 million (gross margin of 51.6%; adjusted gross margin of 51.8%) in Q4 fiscal 2025. The 56% year-over-year increase and the 53% quarter-over-quarter increase in CDS gross profit reflect higher sales.

First quarter gross profit from the Telematics segment was \$1.3 million (gross margin of 67.6%), similar to the \$1.3 million (gross margin of 72.3%) achieved in Q1 fiscal 2025, and an increase of 4% from \$1.2 million (gross margin of 59.4%) in Q4 fiscal 2025.

Operating Expenses

Segment	Three months ended September 30,	
	2025	2024
Video and Broadband Solutions	\$ 20,662	\$ 21,700
Content Delivery and Storage	6,222	7,002
Telematics	1,115	923
Total operating expense	\$ 27,999	\$ 29,625

Three-Month Results

For the three months ended September 30, 2025, total operating expenses decreased to \$28.0 million, from \$29.6 million in Q1 fiscal 2025 and \$35.8 million in Q4 fiscal 2025. As a percentage of sales, Q4 operating expenses were 39%, as compared to 36% in Q1 fiscal 2025.

Video and Broadband Solutions operating expenses decreased to \$20.7 million, from \$21.7 million in Q1 fiscal 2025 and \$28.6 in Q4 fiscal 2025. The year-over-year decrease primarily reflects lower salary expense realized as a result of the Q2 fiscal 2025 restructuring, as well as lower commissions expense, partially offset by higher deferred development amortization. The \$8.0 million quarter-over-quarter decrease primarily reflects the impairment expense of \$6.9 million recorded on certain deferred development assets in Q4 fiscal 2025.

Content Delivery and Storage operating expenses decreased to \$6.2 million in Q1 fiscal 2026, from \$7.0 million in the same period of fiscal 2025 and increased slightly from \$6.1 million in Q4 fiscal 2025. The year-over-year decrease was primarily driven lower salary expense resulting from the Q2 fiscal 2025 restructuring, partially offset by increased right-of-use assets.

Telematics operating expenses increased to \$1.1 million in Q1 fiscal 2026, from \$0.9 million in Q1 fiscal 2025, but remained consistent with Q4 fiscal 2025 operating expenses.

Research and development expenses for Q1 fiscal 2026 grew to \$12.1 million, or 17% of sales, from \$11.6 million, or 14% of sales in the same period of fiscal 2025. The increase primarily reflects higher deferred development cost amortization and added research and development expenses related to the Falcon V operations acquired in Q2 fiscal 2025, partially offset by higher capitalized development costs. Our investment in research and development supports the launch of new products. Until these products are in commercial production, the development costs are deferred to future periods. Total research and development costs before deferrals, amortization of deferred development costs and income tax credits for Q1 fiscal 2026 remained consistent at \$14.8 million, or 20% of sales, compared to \$14.8 million, or 18% of sales in Q1 fiscal 2025.

Sales and marketing expenses decreased to \$8.8 million, or 12% of sales in Q1 fiscal 2026, from \$9.4 million, or 12% of sales in the same period last year. This primarily reflects lower salary expense resulting from the Q2 fiscal 2025 restructuring, as well as decreased commissions expense and conference costs.

General and administrative expenses decreased to \$6.6 million, or 9% of sales, from \$7.7 million or 9% of sales in Q1 fiscal 2025. The year-over-year decrease primarily reflects lower salary expense resulting from the Q2 fiscal 2025 restructuring, lower fixed asset depreciation and decreased subcontractor expenses.

Stock-based compensation expense remained consistent at \$0.5 million in both Q1 fiscal 2026 and 2025.

Other income was \$nil in Q1 fiscal 2026, compared to an expense of \$0.3 million in Q1 fiscal 2025, reflecting advisory fees related to M&A activity in the prior-year period.

Operating Income (Loss)

Segment	Three months ended September 30,	
	2025	2024
Video and Broadband Solutions	\$ 1,151	\$ 6,861
Content Delivery and Storage	583	(2,644)
Telematics	172	329
Total operating income	\$ 1,906	\$ 4,546

Three-Month Results

Operating income for the first quarter of fiscal 2026 was \$1.9 million, compared to \$4.5 million in Q1 fiscal 2025. The \$2.6 million decrease primarily reflects lower VBS segment revenue, together with inventory allowances of \$1.2 million, partially offset by the reduction in operating costs.

The Video and Broadband Solutions segment generated first quarter operating income of \$1.2 million, as compared to \$6.9 million in Q1 fiscal 2025. The year-over-year decrease was primarily due to lower VBS segment revenue, together with inventory allowances of \$1.1 million.

The Content Delivery and Storage segment increased operating income to \$0.6 million in the first quarter, from an operating loss of \$2.6 million in the same period of fiscal 2025. The year-over-year improvement primarily reflects increased sales and lower operating costs.

Telematics operating income decreased slightly to \$0.2 million in the first quarter, from \$0.3 million in Q1 fiscal 2025.

Other Income (Expenses)

Finance expense increased to \$2.9 million in the first quarter of fiscal 2026, from \$2.4 million in Q1 fiscal 2025, reflecting higher accounts receivable factoring costs, partially offset by lower operating line interest expense resulting from a lower balance on our revolving line of credit.

Foreign exchange gain for the first quarter increased to \$0.9 million, from \$0.5 million in the same period of fiscal 2025, reflecting the positive impact of a weakening Canadian dollar on our outstanding U.S.-denominated intercompany receivables.

Income Tax Expense (Recovery), Net Income and Comprehensive Income (Loss)

Income tax recovery increased to \$0.3 million in Q1 fiscal 2026, from income tax expense of \$0.5 million in Q1 fiscal 2025, reflecting a net loss before taxes.

Net income for Q1 fiscal 2026 was \$0.2 million or \$0.01 per share, compared to \$2.1 million or \$0.09 per share in Q1 fiscal 2025.

Other comprehensive income increased to \$1.2 million in Q1 fiscal 2026, from other comprehensive loss of \$0.9 million in the same period in fiscal 2025. The increase reflects the impact of a weakening Canadian dollar on U.S. net assets.

Comprehensive income for Q1 fiscal 2026 increased to \$1.4 million, from \$1.2 million in Q1 fiscal 2025, reflecting the changes described above.

8. Liquidity and Capital Resources

We manage our liquidity and capital resources to ensure that there is sufficient cash to meet all financial commitments and obligations as they fall due. We believe that our current working capital position, access to loan facilities and anticipated cash flow from operations will be sufficient to meet our working capital requirements and capital expenditure requirements for the foreseeable future.

Cash Flow Provided by (Used in) Operating, Investing and Financing Activities

Operating Activities

During the first three months of fiscal 2026, cash flow provided by operating activities was \$6.8 million, compared to \$24.4 million in the same period of fiscal 2025. The \$17.7 million decrease reflects a \$17.4 million decrease in net working capital combined with a \$0.3 million decrease in operating cash flow.

Investing Activities

First quarter cash flow used in investing activities increased to \$8.0 million in Q1 fiscal 2026, from \$7.7 million in the same period of fiscal 2025. This increase reflects deferred development expenditures of \$7.2 million (Q1 fiscal 2025 - \$6.7 million) and the purchase of property, plant and equipment of \$0.8 million (Q1 fiscal 2025 - \$1.0 million).

Financing Activities

For the first three months of fiscal 2026, we repaid \$0.4 million of our long-term debt (Q1 fiscal 2025 - \$0.5 million), repaid lease liabilities of \$0.4 million (Q1 fiscal 2025 - \$0.2 million), had net repayments of \$2.2 million on our revolving line of credit (Q1 fiscal 2025 - \$15.8 million) and received proceeds from debt of \$10.0 million (Q1 fiscal 2025 - \$nil).

Working Capital

Working capital represents current assets less current liabilities. Our working capital increased to \$53.8 million at September 30, 2025, from \$51.2 million at June 30, 2025. We note that our working capital balances can be subject to significant swings from quarter to quarter. Our product shipments can be "lumpy", reflecting the requirements of our major customers. It is not unusual to ship \$5 to \$6 million of product in a one-week period. If this level of sales occurs in the first week of a succeeding quarter, we would expect to experience an increase in inventory levels and a drop in receivables in the prior quarter. Other timing issues, like contracts with greater than 30-day payment terms, also affect working capital, particularly if shipments are backend weighted for a quarter.

Accounts receivable balance decreased to \$20.1 million at September 30, 2025, from \$23.9 million at June 30, 2025. The change reflects the timing of revenue billings throughout the quarter.

Inventories decreased by \$2.8 million to \$107.8 million at September 30, 2025, from \$110.6 million as at June 30, 2025. Finished goods inventories decreased to \$27.2 million at September 30, 2025, from \$29.3 million at June 30, 2025. Raw material inventory decreased to \$70.4 million at September 30, 2025, from \$73.1 million at June 30, 2025. Work-in-progress inventories increased to \$10.3 million as at September 30, 2025, from \$8.2 million at June 30, 2025. We manufacture and assemble products with the result that inventory levels will be substantially higher than other companies in the industry that outsource manufacturing and assembly.

Prepaid expenses and other current assets balance increased to \$6.9 million at September 30, 2025, from \$6.7 million at June 30, 2025.

Revolving line of credit decreased to \$31.7 million at September 30, 2025 from \$33.9 million at June 30, 2025, reflecting a positive change in our net cash position.

Accounts payable and accrued liabilities decreased to \$36.4 million at September 30, 2025, from \$37.7 million at June 30, 2025.

Current portion of long-term debt, including the current portion and lease liabilities, increased to \$11.0 million at September 30, 2025, from \$8.3 million at June 30, 2025, reflecting the current portion of the second tranche of the Export Development Canada loan added in August 2025.

Revolving Line of Credit

As at September 30, 2025, we had an authorized line of credit of \$75.0 million (June 30, 2025 - \$75.0 million), subject to a general security agreement limit as described below, of which \$51.0 million was available and \$31.7 million was drawn (June 30, 2025 - \$50.0 million available; \$33.9 million drawn). The line of credit is secured by a general security agreement and is limited to a maximum amount available of 75% of accounts receivable plus 40% of the value, up to \$42,500, of certain inventory. Interest on the outstanding line of credit is calculated at prime plus 0.25% on the respective outstanding U.S. and Canadian denominated balances. The Canadian prime rate as at September 30, 2025 was 4.70% (June 30, 2025 - 4.95%) while the U.S. prime rate was 7.25% (June 30, 2025 - 7.50%).

The line of credit is subject to customary borrowing covenants, such as minimum current ratio, senior debt to EBITDA ratio, and debt service coverage ratio. As at September 30, 2025, we were in compliance with all covenants related to the line of credit.

Factoring Programs

Accounts Receivable

During the three months ended September 30, 2025, we recognized an accounts receivable factoring cost of \$1.8 million (September 30, 2024 - \$1.2 million) in accordance with our factoring arrangement with a major customer and US chartered bank. As at September 30, 2025, \$0.3 million of outstanding accounts receivable were selected for factoring and were received in October 2025 (June 30, 2025 - \$0.1 million received in July 2025). These amounts were included in accounts receivable as at September 30, 2025 and June 30, 2025.

Accounts Payable

During Q3 fiscal 2025, we entered into a supply-chain financing (or "reverse-factoring") arrangement with a third party for certain of our accounts payable. The new payable provides an extension of 120 days on the original invoice due date. We reverse-factored accounts payable of \$6,745, with the resulting payable to the third party due between June 6, 2025 and July 10, 2025, and incurred reverse-factoring expenses of \$36 for the three months ended September 30, 2025. As at September 30, 2025, \$nil remained in accounts payable and accrued liabilities (June 30, 2025 - \$2,961).

Dividends

Declaration Date	Dividend Amount (per share)	Record Date	Payable Date
February 11, 2025	\$0.055	February 28, 2025	March 24, 2025
May 13, 2025	\$0.055	May 30, 2025	June 23, 2025
September 23, 2025	\$0.055	October 10, 2025	November 3, 2025
November 10, 2025	\$0.055	November 28, 2025	December 22, 2025

Contractual Obligations

As at September 30, 2025, lease liabilities reported in our consolidated statements of financial position were \$4.8 million. Our lease liabilities do not include short-term leases and low-value asset leases, as permitted under IFRS 16, and are of nominal value.

As at September 30, 2025, our undiscounted future cash payments in respect of our lease liabilities were as follows: due within one year is \$1.4 million; due between two-to-five years is \$4.3 million; and thereafter is \$0.1 million.

At September 30, 2025, contractual purchase obligations to certain contract manufacturers due within a year that are not recognized as liabilities were \$29.3 million (June 30, 2025 - \$26.9 million). Related inventory deposits paid to these contract manufacturers and classified as prepaid expenses were \$2.0 million (June 30, 2025 - \$2.0 million).

Foreign Exchange

Approximately 98% of our revenues are denominated in U.S. dollars. We translate U.S. dollar sales to Canadian dollars on the date of delivery and subsequently when the accounts receivable is collected. If the U.S. dollar appreciates relative to the Canadian dollar after we collect the accounts receivable in U.S. dollars, we will receive more Canadian dollars when the U.S. dollars are converted to Canadian dollars in subsequent months. We also enjoy a natural hedge since the majority of our materials and components purchased are in U.S. dollars.

As at September 30, 2025, the exchange rate on the Canadian dollar relative to the U.S. dollar weakened to \$1.392 from \$1.368 as at June 30, 2025. This \$0.02 exchange difference increased the value of our \$61.7 million U.S. dollar net assets by approximately \$1.4 million Canadian.

Financial Instruments

We periodically enter into forward contracts to partially manage our exposure to currency fluctuations between Canadian and U.S. dollars. Forward contracts are entered into based on our projected requirements for converting U.S. to Canadian dollars. We do not recognize these contracts in the interim condensed consolidated financial statements when they are entered into, nor do we account for them as hedges. Instead, the contracts are marked to fair value at each balance sheet date. Changes to fair value are recorded in income. The fair value of these contracts is included in accounts receivable when in an asset position or accounts payable when in a liability position. We had no forward contracts outstanding at September 30, 2025.

9. Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial performance or financial condition.

10. Transactions Between Related Parties

Key management personnel consist of the Board of Directors and certain executives who have authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly.

We had the following related party transactions in the first quarter of fiscal 2026:

Building Lease

We entered into a building lease on August 1, 2022 with one of the principal shareholders, with lease terms at fair market value. The building was being used for additional inventory storage. As of February 1, 2025, the building was sold by the principal shareholders and therefore, no longer subject to a related party relationship. During the three months ended September 30, 2025, total lease payments, including interest, were \$nil (September 30, 2024 - \$47).

Shareholder Loan

We received a shareholder loan in the second quarter of fiscal 2025 of \$5,000 from 684739 B.C., a company owned by the principal shareholders, which is repayable on demand and requires monthly accrued interest payments only with no set terms for principal repayments. It carries an interest rate at the Bank of Canada prime rate of 4.70% plus 4.30% and is collateralized by a general security agreement. During the three months ended September 30, 2025, we incurred \$116 of interest expense pursuant to the shareholder loan. The loan agreement was executed at arms length, approximates fair value and will be used by us to fund short-term working capital requirements.

There were no other related party transactions in the first quarter of fiscal 2026.

11. Critical Accounting Estimates

See our 2025 annual MD&A and our 2025 annual audited consolidated financial statements and notes thereto for a discussion of the accounting policies and estimates that are critical to the understanding of our business operations and results of our operations.

12. Accounting Pronouncements and Standards

Recent accounting pronouncements

The following new and amended standards and interpretations issued by the IASB is effective after our September 30, 2025 quarter-end date and have not yet been adopted by us:

IFRS 18, "Presentation and Disclosure in Financial Statements"

On April 9, 2024, the IASB issued IFRS 18, "Presentation and Disclosure in Financial Statements" ("IFRS 18"), which will replace International Accounting Standard 1, "Presentation of Financial Statements". IFRS 18 will establish a revised structure for the Consolidated Statements of Comprehensive Income and improve comparability across entities and reporting periods. IFRS 18 is effective for annual periods beginning on or after January 1, 2027. The standard is to be applied retrospectively, with certain transition provisions. We are currently evaluating the impact of adopting IFRS 18 on our Consolidated Financial Statements.

Amendment to IFRS 9, "Financial Instruments", and IFRS 7, "Financial Instruments: Disclosures"

On May 30, 2024, the IASB issued amendments to IFRS 9, "Financial Instruments", and IFRS 7, "Financial Instruments: Disclosures". The amendments include clarifications on the derecognition of financial liabilities and the classification of certain financial assets. In addition, new disclosure requirements for equity instruments designated as FVOCI were added. The amendments are effective for annual periods beginning on or after January 1, 2026, and will be applied retrospectively. We are currently evaluating the impact of the amendments on our Consolidated Financial Statements.

13. Disclosure Controls and Procedures

Disclosure controls and procedures were designed to provide reasonable assurance that material information relating to Vecima is made known by us to others, particularly during the period in which annual filings are being prepared, and information required to be disclosed by us in our annual filings, interim filings or other reports filed or submitted by us under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

Our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have evaluated the effectiveness of our disclosure controls and procedures as defined under rules adopted by the Canadian securities regulatory authorities. Based on that evaluation, our CEO and CFO have concluded that our disclosure controls and procedures were effective as at September 30, 2025.

14. Internal Control over Financial Reporting

Internal controls over financial reporting ("ICFR") were designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with IFRS Accounting Standards. There are inherent limitations to the effectiveness of any system of internal controls, including the possibility of human error and the circumvention or overriding of internal controls. Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Accordingly, even if internal controls are effective, they can only provide reasonable assurance of achieving their controls.

Our CEO and CFO have evaluated the effectiveness of the internal control over financial reporting as at September 30, 2025 in accordance with Internal Control - Integrated Framework (2013), published by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this evaluation, our CEO and CFO have determined that the internal control over financial reporting is effective as at September 30, 2025. There has been no change in the internal controls over financial reporting that occurred during the period beginning on July 1, 2025 and ended on September 30, 2025 that has materially affected, or is reasonably likely to materially affect our internal controls on financial reporting.

15. Legal Proceedings

From time to time, we may be involved in certain claims and litigation arising out of the ordinary course and conduct of business. Management assesses such claims and, if considered likely to result in a loss, and when the amount of the loss is quantifiable, a provision for the loss is made based on management's assessment of the most likely outcome. We do not provide for claims for which the outcome is not determinable or claims where the amount of the loss cannot be reasonably estimated. Any settlements or awards under such claims are provided for when reasonably determinable.

If it becomes probable that we will be held liable for claims against the Company, we will recognize a provision during the period in which the change in probability occurs, which could be material to our consolidated statements of comprehensive income or consolidated statements of financial position.

16. Risks and Uncertainties

Our financial performance, share price, business prospects and financial condition are subject to numerous risks and uncertainties, and are affected by various factors outside the control of management. Prior to making any investment decision regarding Vecima, investors should carefully consider, among other things, the risks described herein (including the factors outlined under the heading "Forward-Looking Information" below) and the risk factors set forth in our Annual Information Form for our most recently completed fiscal year, which are incorporated by reference herein. These risks and uncertainties are not the only ones that we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business. If any of these risks occurs, our financial performance, share price, business prospects and financial condition could be materially adversely affected.

Cybersecurity incidents and other issues related to our information systems, technology and data may materially and adversely affect us.

Cybersecurity threats continue to grow in frequency, sophistication, and severity worldwide, with the cable and telecommunications industry remaining a significant target. These threats may arise through intentional or accidental actions by individuals or groups – including employees, contractors, vendors, customers, and unauthorized third parties – seeking access to our systems, data, or those of our clients and counterparties. The systems we and our service providers rely upon may be exposed to a broad range of threats, including ransomware, malware, phishing, denial-of-service attacks, unauthorized access, human error, software vulnerabilities, infrastructure failures, and state-sponsored cyber operations.

While we maintain multi-layered security controls and engage with third-party providers that implement similar controls, no system is immune. We continue to invest in enhancing our cyber defense posture, with recent initiatives focused on improving resilience, detection, and response capabilities. Additionally, our employees are required to participate in ongoing security awareness training, which consists of routine written communications, video-based training, quizzes, and simulated phishing attempts. As threat vectors evolve rapidly, we may need to commit additional resources to update or strengthen these capabilities.

A successful cyberattack could materially adversely affect our business, financial conditions, and results of operations. Threat actors are using increasingly advanced techniques, including those augmented by artificial intelligence, which can evade traditional detection methods and remain dormant until triggered. Such methods may make it more difficult to anticipate, detect, and respond to cybersecurity incidents.

In addition to traditional cybersecurity concerns, we recognize the emerging risks and benefits associated with the use of artificial intelligence across our operations. While artificial intelligence may offer enhanced productivity, threat detection, and automation capabilities, it may also introduce new vulnerabilities to cybersecurity threats, such as model exploitation, data poisoning, or unauthorized decision-making. We are actively assessing and adapting our risk-management framework and disclosure practices to ensure that such risks are evaluated, disclosed, and mitigated in line with industry standards.

Third-party risks remain a significant concern, particularly where we rely on integrated systems or data sharing arrangements with vendors and service providers. Although we require third parties to comply with ISO 27001 information security requirements and have contractual provisions in place addressing cybersecurity and data privacy, these efforts do not guarantee protection against breaches from third-party sources. Vulnerabilities in third-party software, inadequate vendor security controls, or operational failures could result in the compromise of the confidentiality, integrity or availability of our systems or the data housed in our third-party solutions. Due to applicable laws and regulations or contractual obligations, we may be held responsible for any information security failure or cybersecurity attack attributed to our vendors as they relate to the information we share with them. Given the complexity of our supply chain, our ability to monitor and enforce cybersecurity practices across all external relationships carries risks and uncertainties.

In the event of a security breach, we could be subject to public scrutiny, regulatory action, loss of customer trust, loss of trust from third parties with whom we conduct business, or adverse impacts on the market perception of our effectiveness. Such outcomes could have a material adverse effect on our business, financial condition, and results of operations.

The security of the information and technology systems used by us and our service providers may continue to be subjected to cybersecurity threats that could result in material failures or disruptions in our business. If these systems are compromised, become inoperable for extended periods of time or cease to function properly, we or a service provider may have to make a significant investment to fix or replace them. The failure of these systems or of disaster recovery plans for any reason could cause significant interruptions in operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to stockholders (and the beneficial owners of stockholders). Such outcomes could have a material adverse effect on our business, financial condition, and results of operations.

Although we maintain insurance coverage for certain cybersecurity incidents, there can be no assurance that such coverage would be adequate to cover all potential losses or liabilities arising from a significant cybersecurity event.

Changes in international trade policy may materially and adversely affect us.

Our operations rely on cross-border sourcing and shipments of electronic components, sub-assemblies, finished network equipment, and related services. Trade actions and countermeasures, including tariffs and quotas on telecom and network inputs, export controls and sanctions, domestic-sourcing requirements, and changes to customs enforcement and rules of origin (including CUSMA eligibility), can be introduced, expanded, or withdrawn with little notice. These measures may increase material, logistics, and compliance costs; delay or disrupt deliveries and product deployments; require re-sourcing of suppliers or contract manufacturers; compress pricing and margins under fixed-price or multi-year customer agreements; and increase foreign exchange volatility. We cannot predict the scope, timing, or duration of actions by the United States, Canada, or other jurisdictions relevant to our supply chain or customers. Prolonged uncertainty or escalation could materially affect our revenues, gross margins, cash flows, and overall financial condition.

Artificial intelligence technologies and related developments may materially and adversely affect us.

The exploration and adoption of artificial intelligence (“AI”), including machine learning and generative AI, may expose us to new and evolving risks that could materially adversely affect our business, financial condition, and results of operations. Although we have not yet fully implemented AI technologies across our operations, we are evaluating their applicability in areas such as predictive maintenance, network optimization, manufacturing automation, and support functions.

The integration of AI into our business carries operational risks and uncertainties. There can be no assurance that future AI initiatives will perform as intended, be cost effective, or deliver competitive advantages. However, any failure by us to implement AI capabilities as efficiently or successfully as competitors could result in a relative loss of market position or commercial opportunity. The pace of innovation in AI is accelerating, and the cable and telecommunications industry is likely to experience heightened competitive pressure based on advancing AI capabilities.

The regulatory landscape surrounding AI is evolving in Canada and internationally. Proposed Canadian measures (including the Artificial Intelligence and Data Act (AIDA) under Bill C-27) and existing privacy laws (such as PIPEDA and provincial reforms, including Québec’s Law 25), together with the EU AI Act and U.S. executive and agency actions, signal heightened scrutiny and potential compliance obligations. These frameworks may require new or enhanced controls, documentation, impact assessments, transparency and vendor oversight. Ensuring compliance could require significant legal, operational and technology investments. Failure to meet applicable standards could result in investigations, fines, litigation or reputational harm.

AI adoption also presents data privacy, cybersecurity and intellectual property risks, as well as new risks specific to AI, which are not yet fully understood or appreciated. Training or fine-tuning models on third-party or public content may raise licensing, database or derivative-works issues, and generative outputs may inadvertently infringe third-party rights or incorporate personal information. Employee use of public AI tools may lead to unauthorized disclosure of confidential or proprietary information. Reliance on third-party AI vendors or cloud models may create additional security, data transfer and contractual risks.

The legal, technical, and reputational risks associated with AI remain difficult to predict given the early-stage nature of these technologies and speed of development. Even preliminary use could draw public scrutiny, regulatory action, loss of customer trust, or loss of trust from third parties with whom we conduct business especially where perceived ethical or legal risks are present. Any of the foregoing could materially adversely affect our business prospects, financial performance and reputation as we evaluate broader integration of AI into our operations.

Failure to comply with anti-corruption, economic sanctions, and anti-money laundering laws could subject us to penalties and other adverse consequences.

We may conduct business in regions which have experienced high levels of business corruption and other criminal activity. We are required to comply with applicable anti-bribery laws, including the Canadian Corruption of Foreign Public Officials Act, as well as local laws in all areas in which we do business.

However, there can be no guarantee that these laws will be effective in identifying and preventing money laundering terrorism financing and sanctions circumvention and corruption. The failure of some of the governments where we do business to fight corruption or the perceived risk of corruption could have a material adverse effect on the local economies. Any allegations of corruption or evidence of money laundering in those countries could adversely affect the ability of those countries to attract foreign investment and thus have a material adverse effect on its economy which in turn could have a material adverse effect on our business, results of operations and financial condition.

Moreover, findings against us, our directors, our officers or our employees, or their involvement in corruption or other illegal activity could result in significant sanctions, including criminal fines, imprisonment, civil penalties, disgorgement of profits, injunctions and debarment from government contracts, as well as other remedial measures, against us, our directors, our officers or our employees. Any government investigations or other allegations against us, our directors, our officers or our employees, or finding of involvement in corruption or other illegal activity by such persons, could significantly damage our reputation and our ability to do business and could have a material adverse effect on our business, results of operations and financial condition.

Our financial priorities remain unchanged. Importantly we continue to have a very strong balance sheet. We are continuing with the payment of our quarterly dividend.

17. Outstanding Share Data

As at November 10, 2025, we had common shares outstanding as well as stock options outstanding that are exercisable for an additional 27,000 common shares, and performance share units outstanding that are exercisable for an additional 543,657 common shares.

Vecima was founded by Dr. Surinder Kumar in 1988. Voting control of Vecima is held by 684739 B.C. Ltd. (the "Principal Shareholder") which is beneficially owned by Dr. Surinder Kumar, Sumit Kumar and Saket Kumar. As at September 30, 2025, the Principal Shareholder collectively owned approximately 57% of Vecima's common shares outstanding. Each common share carries the right to one vote. We have no other classes of voting securities.

18. Additional Information

Financial Governance

Our management is responsible for the preparation and presentation of the interim condensed consolidated financial statements and notes thereto and the MD&A. Additionally, it is management's responsibility to ensure that we comply with the laws and regulations applicable to our activities.

Our management is accountable to the Board, each member of which is elected annually by the shareholders of the Company. The Board is responsible for reviewing and approving the interim condensed consolidated financial statements and the MD&A, after receiving the recommendation of the Audit Committee, which is composed of three directors, all of whom are independent.

External auditors are appointed annually by the shareholders to conduct an audit of the annual consolidated financial statements in accordance with generally accepted auditing standards. The external auditors have complete access to the Audit Committee to discuss audit, financial reporting and related matters resulting from the annual audit, as well as to assist the members of the Audit Committee in discharging their responsibilities.

Forward-Looking Information

This MD&A contains "forward-looking information" within the meaning of applicable securities laws. Forward-looking information is generally identifiable by use of the words "believes", "may", "plans", "will", "anticipates", "intends", "could", "estimates", "expects", "forecasts", "projects" and similar expressions, and the negative of such expressions.

Forward-looking information in this MD&A includes, but is not limited to, statements that: we believe that our current working capital position, access to loan facilities and anticipated cash flow from operations will be sufficient to meet our working capital requirements and capital expenditure requirements for the foreseeable future; with respect to the Company's EN3400 product, initial orders with a Tier 1 operator have been secured with deliveries expected to commence in Q2 fiscal 2026; with respect to Entra Power Holdover Modules (PHM), this product will provide reliable protection from power fluctuations to Vecima's cable and fiber access platforms in the field and are expected to provide a significant contribution to revenues in fiscal 2026; with respect to a new customer win for a shelf-based Remote MACPHY Device in the EMEA region, revenues are expected later in fiscal 2026; we are continuing with the payment of our quarterly dividend. Forward-looking information also includes our Strategy, our Industry Developments and our Outlook in this MD&A.

In connection with the forward-looking information contained in this MD&A, we have made numerous assumptions, regarding, among other things: stability in global supply chains and trade agreements; the scope and impact of recently announced tariffs between the United States, Canada, China, and Mexico including any potential retaliatory measures, remains within projected cost assumptions; our ability to mitigate tariff-related cost increases through pricing strategies, supplier negotiations, or operational efficiencies; the adoption of and risks related to AI; our ability to leverage advancements in technology, including AI; the strength of our balance sheet; the present or potential value of our core technologies, business operations and asset holdings; our

ability to continue our relationships with a few key customers; our ability to deliver products associated with key contracts; our ability to manage our business and growth successfully; our ability to meet customers' requirements for manufacturing capacity; our ability to develop new products and enhance our existing products; our ability to expand current distribution channels and develop new distribution channels; our ability to recruit and retain management and other qualified personnel crucial to our business; we are not required to change our pricing models to compete successfully; our third party suppliers and contract manufacturers upon which we rely continue to meet our needs; our intellectual property is not infringed upon; we are not subject to warranty or product liability claims that harm our business; our ability to successfully implement acquisitions; our ability to manage risks associated with our international operations; currency fluctuations do not adversely affect us; growth in our key markets continues; our ability to adapt to technological change, new products and standards; we are not subject to increased competition that has an adverse effect on our business; we are not subject to competition from new or existing technologies that adversely affect our business; we are not subject to any material new government regulation of our products; and, no third parties allege that we infringe on their intellectual property. While we consider these assumptions to be reasonable, these assumptions are inherently subject to significant uncertainties and contingencies.

There are known and unknown risk factors which could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained in this MD&A. Known risk factors include, among others: higher import duties on key raw materials and finished goods may raise production and procurement costs; disruptions in supply chains may lead to significant operational challenges; our statement of financial position, as well as the value of our core technologies, changes in trade policies could lead to delays, higher costs, and potential shortages of critical components; potential countermeasures between United States, Canada, China, and Mexico could impact our ability to export goods or maintain competitive pricing in those markets; business operations and asset holdings may be significantly weaker than we currently estimate; our operating results are expected to fluctuate; we derive a substantial part of our revenue from a few large customers; a small number of our shareholders control us; sale of common shares by our controlling shareholders could cause the share price to fall; volatility in our common share price; dilution from the exercise of stock options or settlement of performance share units; liquidity of common shares; our share price shall fluctuate; we may be unable to deliver products associated with key contracts; failure to manage our business or growth successfully may adversely affect our operating results; if we cannot meet our customers' requirements for manufacturing capacity, sales may suffer; our success depends on our ability to develop new products and enhance our existing products; we continue to adapt content delivery products to add features allowing deployments to cable, IPTV, and Internet CDN providers to enable multi-screen video delivery; the failure to execute on this transition or execute quickly enough, may adversely affect our business; if content providers, such as movie studios, limit the scope of content licensed for use in the digital content delivery market, our business, financial condition and results of operations could be negatively affected because the potential market for our products would be more limited than we currently believe; we are dependent on the expansion of our current distribution channels and the development of new distribution channels; the budgeting cycles of larger cable operators can also result in quarter-to-quarter variability in customer orders generally large in volume, while availability of parts and production capacity can influence the timing of product deliveries; our operations depend on information technology systems, which may be disrupted or may not operate as desired; our ability to recruit and retain management and other qualified personnel is crucial to our business; if we are required to change our pricing models to compete successfully, our margins and operating results may be adversely affected; our reliance on third party suppliers and contract manufacturers reduces our control over our performance; if our intellectual property is not adequately protected, we may lose our competitive advantage; failure to implement AI capabilities as efficiently or successfully as competitors could result in a relative loss of market position or commercial opportunity; adoption of AI may not yield benefits to the extent anticipated, if at all; we utilize open source software, which could enable our competitors to gain access to our source code and distribute it without paying us any license fees; we have software license agreements covering the use of our software as combined with software provided by specific key integrated circuit vendor(s) and the associated integrated circuits provided by those vendor(s), failure to maintain these agreements or maintain them with commercially reasonable terms could limit our ability to market certain products and affect our business; successful warranty or product liability claims could harm our business; acquisitions could divert management's attention and financial resources, may negatively affect our operating results and could cause significant dilution to shareholders; there are risks associated with our international operations; impacts to trade relationships between the United States and China may adversely affect Vecima's profitability; currency fluctuations may adversely affect us; changes in interest rates on debt securities may adversely affect us; growth in our key markets may not continue; our inability to adapt to technological change, new products and standards could harm our business; increased competition could have an adverse effect on our business; competition from new or existing technologies may adversely affect our business; the cable and telecommunications industries are experiencing consolidation, which could result in delays or reductions in purchases of products and services,

which could have a material adverse effect on Vecima's business; government regulation of our products and new government regulation could harm our business; third parties may allege that we infringe on their intellectual property; we may be subject to liability if private information supplied to our customers is misused; and epidemics, pandemics or other public health crises. A more complete discussion of the risks and uncertainties facing us is disclosed under the heading "Risks and Uncertainties" above and under the heading "Risk Factors" in our Annual Information Form for our most recently completed fiscal year, as well as in our continuous disclosure filings with Canadian securities regulatory authorities available at www.sedarplus.ca.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made and, other than as required by applicable securities laws, the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.