



Keeping Business Liquid

**Management's Discussion and Analysis  
of Results of Operations and Financial  
Condition Third Quarter Report**

**2025**



## Flexible Financing Solutions from Accord



### Asset-based Lending

Accord's asset-based lending serves companies of all sizes across North America. Our flexible ABL solutions allow clients to unlock working capital from their accounts receivable, inventory and equipment. Accord also provides financing solutions to other lending companies, enabling them to grow more quickly than they would with traditional funding. Forty-seven years of superior service combined with exceptional financial strength makes us the most reliable finance partner for companies positioning for their next phase of growth.



### Small Business Finance

Accord provides a variety of financing solutions for Canadian small businesses, including equipment leasing and flexible working capital facilities. Under the AccordExpress banner, we offer a range of innovative programs designed with a streamlined approval process and fast funding. These programs deliver up to \$250,000 of working capital, and up to \$3 million when backed by receivables or equipment collateral, all with flexible terms designed to spur growth in 2025.



### Factoring

Accord has been factoring small- and medium-sized companies for more than forty years. Factoring – buying clients' accounts receivable – accelerates cash flow by unlocking the value of receivables for cash. In addition to improving liquidity, factoring also saves management time often tied up with cash flow planning, credit analysis and collections. Our experienced team has worked with companies in virtually every industry, which allows us to provide quick credit approvals for companies in transition or shifting into growth mode.



### Equipment Financing

Accord finances equipment for small- and medium-sized businesses, serving a broad base of Canada's most dynamic industries, from forestry and energy, to construction and manufacturing. We're equally comfortable financing incremental capex or business expansion, or refinancing existing assets to optimize balance sheet strength. Our success has been built on our commitment to supporting equipment leasing brokers, finance professionals and SMEs directly.

# ACCORD FINANCIAL CORP.

## MESSAGE FROM THE PRESIDENT AND CEO

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Enclosed is Management's Discussion and Analysis, for the quarter ended September 30, 2025, together with comparative figures for the third quarter of 2024, and December 31, 2024. These financial statements have not been reviewed by the Company's auditors but have been reviewed and approved by its Audit Committee and Board of Directors.

Throughout 2025 Accord's growth and profitability have been hampered by the debt side of the balance sheet. While we've achieved modest portfolio growth, and controlled operating expenses, we've been unable to realize the Company's profit potential. Through the period, the Company, working closely with its financial advisors, has continued to pursue its strategic initiatives to repay its outstanding debt and further simplify the business. On August 15th we announced an amendment to Accord's primary banking facility, extending the maturity to December 15, 2025, providing time for the Company to continue to actively pursue a broad range of strategic initiatives, including potential divestitures of portfolio assets or business units as well as other financing alternatives, to repay or refinance its debt obligations (with debt amounts of \$203 million due in December 2025 and \$26 million due on January 31, 2026).

The uncertain business environment also continues to present challenges, affecting many companies in our core markets. While interest rates continue to trend lower, many SMEs are facing conditions they haven't dealt with before, including shifting public policy moves in Canada and the U.S. and an unpredictable trade environment. Visibility into near term business conditions remains limited. In addition to dampening our credit appetite, these conditions have an impact on the Company's loan portfolio, with the allowance for expected credit losses remaining above historical averages.

Accord's finance receivables and loans ("portfolio" or "funds employed") closed at \$409 million on September 30, 2025, up 12.0% from \$366 million at the start of the year. Despite modest portfolio growth over the first nine months of 2025, average funds employed year-to-date slipped to \$394 million compared to \$439 million in the same period of 2024, the decline partly driven by the sale of the AEF portfolio on September 30, 2024. With average funds employed trending lower year-over-year and considering the one-time gain on sale of AEF in September 2024, third quarter revenue declined to \$15.8 million compared to \$21.2 million in the same period of 2024.

To address the year-over-year decline in revenue, the Company has reduced overhead, with third quarter general and administrative expenses coming in at \$7.0 million versus \$7.9 million in the same period last year. Within third quarter G&A is \$690,000 (\$1.1 million year-to-date) of professional fees primarily related to managing, and planning to repay, the Company's debt obligations. For the third quarter (and first

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nine months), the Company earned a modest pre-provision pre-tax operating profit, however, professional fees and the \$2.5 million provision for credit losses pushed the Company to a third quarter net loss attributable to shareholders of \$2.4 million. The loss of 28 cents per common share caused book value per share to slip to \$8.92.

Within the third quarter provision, actual net write-offs of \$2.7 million were stable compared to the same period last year (\$2.8 million); the provision also includes a \$0.3 million non-cash decrease in the allowance for expected credit losses, owing primarily to the declining balance of certain amortizing small business loans nearing end of term.

Successful execution of strategic initiatives to streamline the business, refinance outstanding debt and strengthen the balance sheet is the Company's priority over the balance of 2025 and early 2026. As Accord manages through these business challenges, our core mission continues – delivering much-needed capital to companies from coast to coast.



Simon Hitzig  
President and Chief Executive Officer  
November 10, 2025

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## FINANCIAL HIGHLIGHTS

(in thousands of Canadian dollars, except values per share, or as otherwise noted)	Three months ended		Nine months ended	
	September 30,		September 30,	
	2025	2024	2025	2024
Average funds employed (millions)	\$ 406.2	\$ 427.4	\$ 394.0	\$ 438.7
Revenue	15,766	21,213	47,469	61,836
Loss before income tax	(2,303)	(510)	(4,841)	(1,011)
Net loss attributable to shareholders	(2,421)	(772)	(4,643)	(1,290)
Gain on sale of AEF equipment lease portfolio	-	(1,068)	-	(1,068)
Restructuring and other expenses	690	312	1,069	2,059
Tax impact from adjustments	(183)	200	(283)	(262)
Adjusted net loss	(1,914)	(1,328)	(3,857)	(562)
Loss per common share (basic and diluted)	(0.28)	(0.09)	(0.54)	(0.15)
Adjusted loss per common share (basic and diluted)	(0.22)	(0.16)	(0.45)	(0.07)
Book value per share			\$ 8.92	\$ 9.69

## OVERVIEW

The following discussion and analysis explain trends in Accord Financial Corp.'s ("Accord" or the "Company") results of operations and financial condition for the quarter and nine months ended September 30, 2025 compared with the quarter and nine months ended September 30, 2024 and, where presented, the year ended December 31, 2024. It is intended to help shareholders and other readers understand the dynamics of the Company's business and the factors underlying its financial results. Where possible, issues have been identified that may impact future results.

This Management's discussion & analysis ("MD&A"), dated November 10, 2025, should be read in conjunction with the Company's condensed interim unaudited consolidated financial statements (the "Statements") and notes thereto for the quarter and nine months ended September 30, 2025 and 2024, which are included as part of this 2025 Third quarter Report ("Q3 Report"), and as an update to the discussion and analysis provided in the Company's 2024 Annual Report, which includes the audited consolidated financial statements and notes thereto for the fiscal year ended December 31, 2024.

All amounts discussed in this MD&A are expressed in thousands of Canadian dollars, except per share amounts and as otherwise noted and have been prepared in accordance with IFRS Accounting Standards ("IFRS"). Please refer to the Critical Accounting Policies and Estimates section below and note 2 and 3 to the Statements at Q3 Report regarding the Company's use of accounting estimates in the preparation of its financial statements in accordance with IFRS. Additional information pertaining to the Company, including its Annual Information Form, is filed under the Company's profile with SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca).

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## Forward-Looking Statements

In this document and in other documents filed with Canadian regulatory authorities or in other communications, the Company may from time to time make written or oral forward-looking statements within the meaning of applicable securities legislation. Forward-looking statements include, but are not limited to, statements regarding the Company's business plan and financial objectives. The forward-looking statements contained in this MD&A are used to assist readers in obtaining a better understanding of the Company's financial position and the results of operations as at and for the periods ended on the dates presented and may not be appropriate for other purposes. Forward-looking statements typically use the conditional, as well as words such as prospect, believe, estimate, forecast, project, expect, anticipate, plan, may, should, could and would, or the negative of these terms, variations thereof or similar terminology. By their very nature, forward-looking statements are based on assumptions and involve inherent risks and uncertainties, both general and specific in nature. The Company operates in a dynamic environment that involves various risks and uncertainties, many of which are beyond its control, which could have an effect on the Company's business, revenues, operating results, cash flow, financial condition and prospects. It is therefore possible that the forecasts, projections and other forward-looking statements will not be achieved or will prove to be inaccurate. Although the Company believes the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to be correct. The Company cautions readers against placing undue reliance on forward-looking statements when making decisions, as actual results could differ considerably from the opinions, plans, objectives, expectations, forecasts, estimates and intentions expressed in such forward-looking statements due to various factors. Among others, these factors include: dependence on continuing availability of capital resources and financing; maturing debt obligations; the outcome of strategic initiatives, including the potential sale of portfolio assets and business units; current state of economic conditions and business uncertainty, competition from alternative sources of capital; credit risk and ability to underwrite finance receivables and loan applications; interest rate risk; foreign currency risk; dependence on key personnel; income tax matters; fraud by lessees, borrowers, vendors or brokers; technology and cyber security; data management and privacy risk; risk of future legal proceedings. The Company further cautions that the foregoing list of factors is not exhaustive. For more information on the risks, uncertainties and assumptions that would cause the Company's actual results to differ from current expectations, please also refer to "Risk Factors" in this MD&A and in the Company's Annual Information Form, as well as to other public filings of the Company available at [www.sedarplus.com](http://www.sedarplus.com). The Company does not undertake to update any forward-looking statements, whether oral or written, made by itself or on its behalf, except to the extent required by securities regulation.

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## NON-IFRS FINANCIAL MEASURES

In addition to the IFRS prepared results and balances presented in the Statements and notes thereto, the Company uses a number of other financial measures to monitor its performance and some of these are presented in this MD&A. These measures may not have standardized meanings or computations as prescribed by IFRS that would ensure consistency and comparability between companies using them and are, therefore, considered to be non-IFRS measures. The Company primarily derives these measures from amounts presented in its Statements, which were prepared in accordance with IFRS. The Company's focus continues to be on IFRS measures and any other information presented herein is purely supplemental to help the reader better understand the key performance indicators used in monitoring its operating performance and financial position. The non-IFRS measures presented in this MD&A and elsewhere in the Company's 2025 Q3 Report are defined as follows:

- i) **Return on average equity ("ROE")** – this is a profitability measure that presents net earnings attributable to shareholders ("shareholders' net earnings") as an annualized percentage of the average shareholders' equity employed in the period to earn the income. The Company includes all components of shareholders' equity, as shown on the Company's balance sheet, calculated on a month-by-month basis to calculate the average thereof;
- ii) **Adjusted net earnings, adjusted earnings per common share and adjusted ROE** – adjusted net earnings presents shareholders net earnings adjusted for the gain on the AEF sale, stock-based compensation, business acquisition expenses and restructuring expenses. The Company considers these items as non-operating in nature. Management believes adjusted net earnings provide a more meaningful measure of ongoing operating performance than shareholders' net earnings as it excludes items that are not directly related to the Company's core business operating activities. Adjusted (basic and diluted) earnings per common share is calculated by dividing adjusted net earnings by the weighted average number of (basic and diluted) common shares outstanding during the period (see note 10 to the Statements). Adjusted ROE is calculated as adjusted net earnings for the period expressed on an annualized basis as a percentage of the average shareholders' equity employed during the period;
- iii) **Book value per share** – book value is defined as shareholders' equity and is the same as the net asset value of the Company (calculated as total assets minus total liabilities) less non-controlling interests in subsidiaries. Book value per share is the book value, or shareholders' equity, divided by the number of common shares outstanding as of a particular date;
- iv) **Average funds employed** – Funds employed is another name that the Company uses for its finance receivables and loans (also referred to as "Loans" in this MD&A), an IFRS measure. Average funds employed are the average finance receivables and loans calculated over a particular period; and

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- v) **Financial condition and leverage ratios** – The table on page 17 presents the following percentages: (i) total equity expressed as a percentage of total assets; and (ii) debt (bank indebtedness, loans payable, notes payable and debentures) expressed as a percentage of total equity. These percentages provide information on trends in the Company's financial condition and leverage.

### ACCORD'S BUSINESS

Accord is one of North America's leading independent finance companies serving clients throughout the United States and Canada. Accord's flexible finance programs cover the full spectrum of asset-based lending ("ABL"), including receivables and inventory finance, equipment and trade finance, working capital finance, and film and media finance. Its clients operate in a wide variety of industries, examples of which are set out in the Review of Financial Position section below.

The Company, founded in 1978, operates five finance companies in North America, namely, Accord Financial Inc. ("AFIC"), Accord Financial Canada Corp. ("AFCC") and Accord Financial Ltd. ("AFL") in Canada, and Accord Financial, Inc. ("AFIU"), BondIt Media Capital ("BondIt") in the United States.

The Company's business principally involves: (i) asset-based lending by AFIC and AFIU, which entails financing receivables or purchasing receivables on a recourse basis ("factoring"), as well as financing other tangible assets, such as inventory and equipment; (ii) equipment financing (leasing and equipment loans) by Accord Equipment Finance ("AEF") and AFCC. AFCC also provides working capital financing to small businesses; and (iii) film and media production financing by BondIt. Following the sale of its leasing portfolio in 2024, AEF is no longer originating new equipment leases.

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## QUARTERLY FINANCIAL INFORMATION

	Quarter ended	Revenue	Shareholders' net earnings (loss)	Earnings (loss) per share*
2025	<b>September 30</b>	<b>\$ 15,766</b>	<b>\$ (2,421)</b>	<b>\$ (0.28)</b>
	June 30	16,194	(876)	(0.10)
	March 31	15,509	(1,346)	(0.16)
2024	December 31	\$ 21,220	\$ (1,848)	\$ (0.22)
	September 30	21,213	(772)	(0.09)
	June 30	19,957	(1,149)	(0.13)
	March 31	20,666	632	0.07
Fiscal 2024**		\$ 83,056	\$ (3,139)	\$ (0.37)
2023	December 31	\$ 23,898	\$ (7,575)	\$ (0.89)
	September 30	19,430	(8,806)	(1.03)
	June 30	17,933	(263)	(0.03)
	March 31	18,444	2,019	0.24
Fiscal 2023		\$ 79,705	\$ (14,625)	\$ (1.71)

\* basic and diluted

\*\* due to rounding the total of the four quarters does not agree with the total for the fiscal year

## RESULTS OF OPERATIONS

### Quarter ended September 30, 2025 compared with the quarter ended September 30, 2024

Shareholders' net loss for the quarter ended September 30, 2025 was \$2,421 compared to a net loss of \$772 in the same quarter last year. The loss was driven by lower yields on funds employed and lower fee income compared to the same quarter in the prior year. Basic and diluted loss per common share ("LPS") was \$0.28 compared to \$0.09 in the third quarter of 2024.

Revenue for the third quarter of 2025 declined by 25.7%, or \$5,447, to \$15,766 compared to \$21,213 in the same period last year. Interest income decreased by 16.3%, or \$2,758, to \$14,191, from \$16,949 due to lower average yields and a decline in average funds employed. Average funds employed in the third quarter of 2025 fell \$21.2 million to \$406.2 million, down from \$427.4 million last year. The reduction in funds employed was partly due to the sale of the \$58.0 million AEF equipment portfolio ("AEF Sale") in September 2024, offset by new originations in 2025. Other income decreased by \$2,689 to \$1,575 compared to \$4,264 in the third quarter of 2024, primarily due to the AEF Sale, as fees including termination fees were previously earned from those equipment finance assets.

Total expenses decreased 16.8% or \$3,654 to \$18,069 in the third quarter of 2025 from \$21,723 in the same period last year. Interest expense declined by 5.3%, or \$472 to \$8,516 primarily due to lower average debt relative to the same period last year. G&A

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expenses decreased by 11.5%, or \$908, from the third quarter of 2024, primarily due to a year-over-year reduction in headcount, partially offset by higher professional fees related to management's ongoing execution of strategic initiatives. G&A expenses are comprised of personnel costs, which represent the largest component, professional fees, portfolio servicing costs, and information technology expenses, among others. The Company continues to closely manage its controllable expenses.

The provision for credit losses decreased by \$2,213 to \$2,469 in the third quarter of 2025 compared to \$4,682 in the same quarter last year.

Three months ended September 30	2025	2024
Net write-offs	\$ 2,737	\$ 2,782
Increase (decrease) in allowance for expected credit losses	(268)	1,900
Total provision for credit losses	\$ 2,469	\$ 4,682

Net write-offs declined by \$45 to \$2,737 in the third quarter of 2025 compared to \$2,782 last year. The majority of the write-offs in the third quarter of 2025 and 2024 relate to the small business loan portfolio at AFCC and media loans at BondIt and are consistent with management expectations. The non-cash allowance for expected credit losses ("ECL") decreased by \$2,168 compared to the same period last year. The decrease primarily reflects lower balances of certain small business amortizing term loans, which carry higher estimated credit losses than other portions of the small business portfolio, and the write-off of a large Stage 2 loan in the fourth quarter of last year. These factors were partially offset by higher provisions recorded for certain loans at BondIt and AFIC. The Company's allowance for ECL and its portfolio of Loans are discussed in detail below under Review of Financial Position and in note 14 to the Statements. While the Company manages its portfolio of Loans closely, as noted in the Risks and Uncertainties section below, financial results can be impacted by individually significant insolvencies or losses.

Depreciation expense decreased by \$26 to \$127 (2024 - \$153) in the third quarter of 2025. Depreciation of \$84 (2024 - \$113) was charged on the Company's right-of-use assets in the third quarter of 2025, while the balance of the expense related to capital assets. There were no business acquisition expenses in the third quarter of 2025 (2024 - \$35).

Income tax expense was \$343 in the third quarter of 2025 compared to \$99 in the same period last year.

Canadian operations, net of intercompany interest income reported a shareholders' net loss of \$3,790 in the third quarter of 2025 compared to a shareholders' net loss of \$5,032 in the same period of 2024 (see note 13 Segmented Information to the Statements). Revenue, net of intercompany interest income declined by 16.2% or \$2,291 to \$8,322 in the third quarter of 2025 due to lower average funds employed and lower yields. Total expenses decreased by 25.4% or \$3,959 to \$11,653, primarily due to a lower provision for credit losses and lower interest expense, which decreased by

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\$2,683 and \$1,500, respectively. G&A expense increased slightly by \$217 to \$5,014. In addition, income tax expense increased by \$426 to \$459 in the third quarter of 2025.

U.S. operations, net of intercompany interest expense, reported shareholders' net earnings of \$1,369 in the third quarter of 2025 compared to net earnings of \$4,260 in 2024 (see note 13 to the Statements). Revenue decreased by 29.8% or \$3,156 to \$7,444 in the third quarter of 2025, mainly reflecting lower revenue following the AEF Sale in September 2024 and lower fee income. Total expenses, net of intercompany interest expense, rose slightly by \$305 or 3.2% to \$6,416 due to increases in interest expense and the provision for credit losses which increased by \$1,028 and \$470, respectively. In addition, G&A expenses, depreciation expense, and business acquisition expenses decreased by \$1,125, \$33 and \$35, respectively compared to the prior year. Income tax expense decreased by \$182 resulting in a tax recovery of \$116 in the third quarter of 2025. Net loss attributable to non-controlling interests was \$225 in the third quarter of 2025 compared to net earnings of \$163 in the third quarter of 2024.

### ***Nine months ended September 30, 2025 compared with nine months ended September 30, 2024***

Shareholders' net loss for the first nine months of 2025 was \$4,643 compared to a net loss of \$1,290 in the first nine months of 2024. Shareholders' net loss increased compared to 2024 primarily due to a combination of lower yields and lower average funds employed, partially offset by lower total expenses. Basic and diluted LPS were \$0.54 compared to of \$0.15 in the first nine months of 2024.

Revenue for the first nine months of 2025 declined by 23.2% or \$14,367 to \$47,469 compared to \$61,836 last year. Interest income declined by 23.6% or \$12,428 to \$40,238 compared to \$52,666 in the first nine months of 2024 primarily due to a 10.2% decrease in average funds employed and lower average yields. Other income decreased by 21.1% to \$7,231 compared to \$9,170 in the first nine months of 2024 primarily due to the gain on the AEF Sale of \$1,068 on September 30, 2024 and a related decrease in fees, including termination fees that were previously earned from those equipment finance assets. Average funds employed in the first nine months of 2024 decreased to \$394.0 million compared to \$438.7 million in 2024 primarily due to the AEF Sale of \$58.0 million of equipment loans in September 2024 which was partially offset by an increase in funds employed of \$29.3 million from September 2024.

Total expenses for the first nine months of 2025 decreased by 16.8% or \$10,537 to \$52,310 compared to \$62,847 last year. Interest expense declined by 15.7% to \$23,876 compared to \$28,311 in the first nine months of 2024 due primarily due to a reduction in bank indebtedness. G&A decreased by 17.3% or \$4,424 to \$21,119 in the first nine months of 2025 compared to \$25,543 last year. The decrease in G&A compared to last year is 2024 mainly due to: (i) a reduction in headcount year over year related to cost-cutting measures and to a larger extent the AEF Sale, and (ii) lower professional fees.

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The provision for credit losses decreased by \$1,496 to an expense of \$6,947 in the first nine months of 2025 compared to an expense of \$8,443 last year. The provision comprised:

Nine months ended September 30	2025	2024
Net write-offs	\$ 4,835	\$ 6,630
Increase in allowance for expected credit losses	2,112	1,813
Total provision for credit losses	\$ 6,947	\$ 8,443

The decrease in the provision is comprised of lower net write-offs of \$1,795, partially offset by an increase in the non-cash allowance of \$299. The increase in the non-cash allowance reflects an increase in the provision related to certain Stage 2 accounts at AFIC offset by lower balances related to certain small business amortizing term loans, which carry higher estimated credit losses than other portions of the small business portfolio, at AFCC. See discussion under Review of Financial Position and in note 14 to the Statements.

Depreciation expense decreased by \$78 to \$368 in the first nine months of 2025. Depreciation of \$253 (2024 – \$333) was charged on the Company's right-of-use assets in the first nine months of 2025, while the balance of the expense related to capital assets.

There was income tax expense of \$111 in the first nine months of 2025 compared to an expense of \$501 in 2024.

Canadian operations, net of intercompany interest income, reported a shareholders' net loss of \$9,100 in the first nine months of 2025 compared to a shareholders' net loss of \$12,530 in the same period of 2024. Revenue, net of intercompany interest income declined by 18.1% or \$7,996 to \$25,500 in the first nine months of 2025 primarily due to lower average funds employed and lower yields. Total expenses decreased by 25.8% or \$11,831 to \$33,957, primarily due to reductions in interest expense, G&A expense and the provision for credit losses, which declined by \$6,650, \$1,516, and \$3,696 respectively. Income tax expense increased by \$405, resulting in a tax expense of \$643 in the first nine months of 2025.

U.S. operations, net of intercompany interest expense, reported shareholders' net earnings of \$4,457 in the first nine months of 2025 compared to net earnings of \$11,240 in 2024 (see note 13 to the Statements). Revenue declined by 22.5% or \$6,371 to \$21,969 in the first nine months of 2025, primarily due to lower average funds employed and lower yields. Total expenses, net of intercompany interest expense, increased by \$1,294 or 4.7% to \$18,353 primarily due to increases in the provision for credit losses and interest expense which increased by \$2,200 and \$2,215, respectively. In addition, G&A expenses, depreciation expense, and business acquisition expenses decreased by \$2,908, \$109 and \$104, respectively compared to the prior year. Income tax expense decreased by \$795 resulting in a tax recovery of \$532 in the first nine months of 2025. Net loss attributable to non-controlling interests was \$309 in the first nine months of 2025 compared to a net loss of \$222 in the first nine months of 2024.

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## REVIEW OF FINANCIAL POSITION

Shareholders' equity declined by \$4.4 million to \$76.4 million at September 30, 2025, compared to \$80.8 million at December 31, 2024. Book value per common share was \$8.92 at September 30, 2025 compared to \$9.44 at December 31, 2024.

Total assets were \$436.5 million at September 30, 2025, representing a 5.5% increase from \$413.9 million at December 31, 2024. Total assets primarily consist of Loans. Excluding intercompany loans, identifiable assets located in the United States represented 53.3% of total assets at September 30, 2025 up from 49.1% at December 31, 2024 (see note 13 to the Statements).

Gross finance receivables and loans, before the allowance for ECL, increased to \$409.3 million at September 30, 2025 from \$365.6 million at December 31, 2024. The increase was primarily driven by an increase in asset-based loan and media loan balances, offset partially by a decline in working capital loans. As detailed in the Statements, the Company's Loans comprised:

	<b>September 30, 2025</b>	December 31, 2024
Working capital loans	<b>\$ 80,582</b>	\$ 92,333
Receivable loans	<b>99,407</b>	81,723
Inventory & equipment loans	<b>114,051</b>	86,018
Media loans	<b>114,206</b>	102,450
Lease receivables	<b>1,099</b>	3,061
Finance receivables and loans, gross	<b>409,345</b>	365,585
Less allowance for expected credit losses	<b>10,091</b>	8,031
Finance receivables and loans, net	<b>\$ 399,254</b>	\$ 357,554

The Company's Loans principally represent advances provided by its asset-based lending subsidiaries, AFIC and AFIU, to approximately 37 clients (December 31, 2024 – 32), working capital and equipment loans and lease receivables provided by AFCC to approximately 643 clients (December 31, 2024 – 843) and media finance loans provided by Bondit to approximately 52 media productions (December 31, 2024 – 57). The largest individual credit exposure in the diversified loan portfolio is related to a client operating in the wholesale trade industry and is managed by AFIC. As at September 30, 2025, the outstanding balance of this loan was \$29.4 million, representing approximately 7.2% (December 31, 2024, 7.0%) of the Company's total finance receivables and loans. This exposure is being closely monitored given its classification as a Stage 2 loan, which reflects the presence of a significant unsecured over-advance and an elevated level of credit risk. An ECL allowance has been recognized for this exposure in an amount that management considers reasonable and supportable, based on information currently available. However, if certain conditions persist or emerge – including the continued negative impact of tariffs, prolonged underperformance of the business, or other unforeseen developments, the allowance may ultimately prove to be insufficient. Note 14 to the Statements provides

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details of the Company's credit exposure by industrial sector. See also "Critical Accounting Policies and Estimates" and "Risk Factors".

Credit approval for transactions in the Company's five operating businesses is delegated to senior credit officers within each business unit. Transactions exceeding \$1.0 million (or US\$1.0 million for U.S. Group companies) require approval from the two-member Corporate Credit Committee (comprised of the Company's President and CEO and its CFO). Transactions over \$2.5 million (or US\$2.5 million in the case of U.S. subsidiaries) must be approved by the Credit Committee of the Board of Directors, which consists of three members of the Board. The Company manages and monitors its credit exposure through a combination of financial, credit and legal systems and, believes that it has appropriate procedures in place for assessing and mitigating credit risk. Credit risk is subject to ongoing management review. Despite these controls, there will inevitably be defaults by clients or their customers for a variety of reasons.

For its factoring products, the Company's primary focus continues to be on the creditworthiness and collectability of its clients' receivables. The clients' customers have varying payment terms depending on the industries in which they operate, although most customers have payment terms of 30 to 60 days from invoice date.

Receivables become "ineligible" for lending purposes when they reach a certain pre-determined age, typically 75 to 90 days from invoice date, and are usually charged back to clients, thereby limiting the Company's credit risk on older receivables. Asset-based lending products additionally require focus on the performance of other collateral types (inventory, equipment and in certain cases real estate) as well as the underlying cash flows of the borrower. AFCC's lease receivables and equipment and working capital loans are usually structured as term loans with payments spread out evenly over the term of the lease or loan, with terms up to 60 months. AFCC also has revolving loan products which can be repaid and re-borrowed. These loans have no fixed repayment terms and can be fully repaid at any time.

The Company uses a credit risk rating system for assessing obligor and transaction risk for finance receivables and loan exposures. Risk rating models use internal and external data to assess and assign ratings to borrowers, predict future performance and manage limits for existing loans and collection activities. The credit rating of the borrower is used (in addition to other criteria) to assess the predicted credit risk for each initial credit approval or significant account management action. Credit ratings improve credit decision quality, adjudication time frames and consistency in the credit decision process and facilitate risk-based pricing. Please see note 4 to the Statements which presents tables summarizing the Company's finance receivables and loans, by the three stage credit criteria of IFRS 9, Financial Instruments ("IFRS 9"), as well as an aged analysis thereof. Credit risk is managed by ensuring that, as far as possible, the receivables financed are of good quality and any inventory, equipment or other assets securing loans are appropriately appraised. Collateral is monitored and managed on an ongoing basis to mitigate credit risk. In its asset-based lending and

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equipment finance operations, the Company assesses the financial strength of its clients and its clients' customers and the industries in which they operate on a regular and ongoing basis. Cash flows from a client's ongoing business operations represent the primary source of repayment.

The Company also manages credit risk by enforcing strict advance rates, disallowing certain types of receivables, applying concentration limits, charging back or making receivables ineligible for lending purposes as they become older, and taking cash collateral in certain cases. The Company also confirms the validity of the receivables that it purchases or lends against. In its factoring operations, the Company administers and collects the majority of its clients' receivables, allowing it to quickly identify problems as and when they arise and act promptly to minimize credit and loan losses. In the Company's Canadian small business finance operations, AFCC, security deposits are typically collected for equipment leases or loans, while the majority of AFCC's working capital loans are backed by a strong financial guarantor covering 75% to 80% of the loan balance in the event of a default.

As detailed in note 4 to the Statements, the Company had past due finance receivables and loans of \$60,119 at September 30, 2025, of which \$46,034 relates to BondIt, AFIU's 60% controlled media finance subsidiary, and \$14,020 relates to AFCC. As of September 30, 2025, 18.4% or \$75,328 of total finance receivables and loans were considered to have had a significant increase in credit risk ("SICR").

The Company had impaired finance receivables and loans of \$12,190 at September 30, 2025 representing 3.0% of total funds employed. The impaired loans, most of which have been written down to estimated fair value, are mainly secured by receivables, inventory and equipment. The estimated fair value of the impaired loans was \$10,864 at September 30, 2025. As the vast majority of the Company's finance receivables and loans are secured or backed by guarantee, past due or impaired loans do not necessarily lead to a significant ECL based on the fair value of the security or guarantee, which often results in a low or no loss given default ("LGD") in respect of these accounts.

The Company's credit exposure relating to its finance receivables and loans by industrial sector and geographic locations were as follows:

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Industry sector	September 30, 2025		December 31, 2024	
	Gross finance receivables and loans	% of total	Gross finance receivables and loans	% of total
Media	\$ 114,745	28.0	\$ 102,809	28.1
Wholesale Trade	91,257	22.3	64,651	17.7
Manufacturing	51,706	12.6	44,213	12.1
Finance and Insurance	50,594	12.4	40,576	11.1
Mining	18,064	4.4	17,935	4.9
Construction	14,765	3.6	17,064	4.7
Retail Trade	12,282	3.0	12,466	3.4
Waste Management and Remediation Services	10,898	2.7	13,320	3.6
Transportation and Warehousing	10,818	2.6	11,624	3.2
Information	8,329	2.0	6,503	1.8
Other	25,887	6.4	34,424	9.4
	<b>\$ 409,345</b>	<b>100.0</b>	<b>\$ 365,585</b>	<b>100.0</b>

  

	September 30, 2025	December 31, 2024
Canada	\$ 189,732	\$ 189,143
United States	219,613	176,442
	<b>\$ 409,345</b>	<b>\$ 365,585</b>

The Company maintains an allowance for ECL on its Loans at amounts which, in management's judgment, are adequate to cover expected credit losses. The Company's allowance for ECL on Loans, calculated under the ECL criteria of IFRS 9, totalled \$10,091 at September 30, 2025 compared to \$8,031 at December 31, 2024. This represents management's best estimate of ECL based on information available at those dates. The challenging economic environment continues to affect the Company's loan portfolio to varying degrees and the measurement of the allowance could fluctuate substantially in future periods (See "Critical Accounting Policies and Estimates" and "Risk Factors" and note 14 to the Statements).

The activity in the allowance for ECL in the first nine months of 2025 and 2024 is set out in note 4 to the Statements. The estimates of the allowances for ECL involve judgment which management considers to be reasonable and supportable.

Assets held for sale, reported at the lower of cost or fair value less costs of disposal, totalled \$488 at September 30, 2025 compared to \$422 at December 31, 2024 and comprised of certain assets securing defaulted finance receivables and loans from a number of clients and repossessed long-lived assets.

Cash decreased to \$6,626 at September 30, 2025 compared to \$16,674 at December 31, 2024. The Company endeavors to minimize cash balances as far as possible when it has bank indebtedness outstanding. Fluctuations in cash balances are normal.

Other assets decreased by \$8,343 to \$7,116 at September 30, 2025 compared to \$15,459 at December 31, 2024. The largest component of other assets represents \$4,481 (December 31, 2024 - \$7,573) due from Export Development Canada ("EDC") related to claims made on defaulted loans which benefit from an EDC guarantee ranging from 75% to 80%. Other assets also include prepaid expenses of \$1,571 at

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September 30, 2025 (December 31, 2024 - \$2,682) and amount held as a security for non-recourse borrowings provided by a lender of \$980 (December 31, 2024 - \$1,884). There was no royalty receivable at September 30, 2025 (December 31, \$2,922).

Deferred tax assets increased by \$606 to \$20,737 at September 30, 2025 compared to \$20,131 at December 31, 2024.

Income taxes receivable and property and equipment at September 30, 2025 and December 31, 2024 were not significant.

Total liabilities increased by \$27.5 million to \$354.7 million at September 30, 2025 compared to \$327.2 million at December 31, 2024. The increase since December 31, 2024 mainly resulted from an increase in bank indebtedness offset by reductions in Loans payable

Bank indebtedness increased by \$42,820 to \$188,044 at September 30, 2025 compared to \$145,224 at December 31, 2024 due to an increase in funds employed. The Company's senior revolving credit facility ("Senior Credit Facility") has a maximum commitment of \$200.0 million and a maturity date of December 15, 2025. On August 15, 2025, the Company negotiated an amendment to extend the maturity date to December 15, 2025 and reduce the maximum commitment to \$200.0 million from \$260.0 million. This amendment included a 100 basis-point increase in the margin over the applicable index on borrowings, along with revisions to the timing and composition of certain milestones related to strategic initiatives. A subsequent amendment, completed on November 7, 2025, increased the maximum commitment to \$205 million and extended the due date for a revised milestone tied to a strategic initiative. (See discussion under Liquidity and Capital Resources). Pricing for drawn amounts under the Senior Credit Facility are primarily based on the Canadian Overnight Repo Rate Average ("CORRA") plus a margin for Canadian dollar borrowings or the secured overnight financing rate ("SOFR") plus a margin for U.S. dollar borrowings. The margin is based on a measure of leverage at each month end. The Company was in compliance with all covenants as of September 30, 2025 and December 31, 2024. Subject to other debt borrowings, bank indebtedness principally fluctuates with the amount of funds employed. Please refer below to "Liquidity and Capital Resources" for further details.

Loans payable decreased by \$10,760 to \$105,174 at September 30, 2025 compared to \$115,934 at December 31, 2024. Loans payable comprise a revolving loan extended to BondIt which increased to \$85,633 (December 31, 2024 - \$78,452) and non-recourse debt of \$19,541 (December 31, 2024 - \$37,482). The decrease in loans payable is attributable to repayment of \$17,941 of non-recourse debt provided to ASBF, offset by an increase in the outstanding balance of the BondIt loan of \$7,181. ASBF was in compliance with all loan covenants at September 30, 2025 and December 31, 2024. BondIt was not in compliance with multiple covenants at September 30, 2025 and multiple covenants at December 31, 2024. BondIt received

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a waiver for the December 2024 breach after year-end. BondIt is currently negotiating a waiver for covenant breaches for the period ended September 30, 2025.

Accounts payable and other liabilities decreased by \$6,041 to \$6,205 at September 30, 2025 compared to \$12,246 at December 31, 2024.

Notes payable totalled \$24,860 at September 30, 2025 compared to \$24,541 at December 31, 2024. Notes payable comprised (i) \$4,500 (\$4,530 – December 31, 2024) of unsecured demand notes, which are due on or within a week of demand and bear interest at variable rates tied to the bank prime rate; and (ii) \$12,707 (\$11,742 - December 31, 2024) of unsecured term notes issued to related and third parties, with an original maturity date of July 31, 2025 which has been extended to December 20, 2025. These notes bear interest at a fixed rate of 10% per annum, payable quarterly; however, in accordance with the terms of the Company's Senior Credit Facility, interest accrues on these notes, but payments are currently suspended; and, (iii) \$7,653 (\$8,269 – December 31, 2024) of notes payable by BondIt. Of the amount referred to in (iii), \$2,435 is due in December 2025, \$1,043 is due in February 2026 and the balance is due in November 2027. Included in BondIt's notes payable, is \$5,218 (\$5,752 – December 31, 2024) owed to related parties. BondIt's notes bear interest at rates from 9.50% to 11.00%.

Convertible debentures with a face value of \$25,650 (25,650 convertible debentures of \$1,000 each) were issued by the Company in 2018 and 2019. Of these, 20,650 debentures are listed for trading ("Listed Debentures") on the Toronto Stock Exchange ("TSX"), while 5,000 ("Unlisted Debentures") are unlisted, together (the "Debentures"). All Debentures are unsecured and subordinated to all senior indebtedness which is defined to include all debt for borrowed money, such as principal, interest and fees related to bank indebtedness, the unsecured demand notes and the unsecured term notes along with other material obligations under lease liabilities, trade payables and financial instruments such as letters of credit. It also encompasses related guarantees, accrued interest and enforcement costs, unless expressly subordinated or stated to rank pari passu with the Debentures. The Debentures pay interest semi-annually on June 30 and December 31 each year and mature on January 31, 2026. The payment of interest is subject to the prior approval of the senior bank indebtedness. At September 30, 2025, Debentures totalled \$26,318 compared to \$25,678 at December 31, 2024. Please refer to "Liquidity and Capital Resources" below for further details regarding the Debentures.

Income taxes payable, lease liabilities and deferred income at September 30, 2025 and December 31, 2024 were not material.

Capital stock totalled \$9,448 at September 30, 2025 and December 31, 2024. There were 8,558,913 common shares outstanding at those dates.

Contributed surplus totalled \$1,883 at September 30, 2025 compared to \$1,844 at December 31, 2024.

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Retained earnings decreased by \$4,643 to \$57,826 at September 30, 2025 compared to \$62,469 at December 31, 2024. The decrease in 2025 is due to shareholders' net loss of \$3,975.

The Company's accumulated other comprehensive income ("AOCI") represents the cumulative unrealized foreign exchange income arising on the translation of the assets and liabilities of the Company's foreign operations. The AOCI balance increased to \$7,231 at September 30, 2025 compared to \$7,066 at December 31, 2024.

Non-controlling interests in subsidiaries totalled \$5,356 at September 30, 2025 compared with \$5,851 at December 31, 2024.

### LIQUIDITY AND CAPITAL RESOURCES

The Company considers its capital resources to include equity and debt, namely, its bank indebtedness, loans payable, notes payable and debentures. The Company is closely managing its capital to meet its financial obligations and continue as a going concern. It is currently working on addressing several upcoming debt maturities as shown in the table below.

The Company had the following debt obligations outstanding as at September 30:

	<b>Borrower</b>	<b>Amount</b>	<b>Maturity Date</b>
Senior Credit Facility	AFC	\$188.0 million	December 15, 2025
Unsecured Demand Notes	AFC	4.5 million	On demand within 7 days
Unsecured Term Notes*	AFC	12.7 million	December 20, 2025
Subordinated Debentures	AFC	26.3 million	January 31, 2026
Secured Non-recourse loan	ASBF	19.5 million	Amortizing from asset cash flows
Secured Revolving Facility**	BondIt	85.6 million	May 31, 2027
Unsecured Notes Payable	BondIt	7.7 million	Various dates December 2025 through November 2027
<b>Total</b>		<b>344.3 million</b>	

\* Note: Amount includes interest accrued to date

\*\* Note: currently in default due to multiple covenant breaches as at September 30, 2025

At September 30, 2025, the Company's Senior Credit Facility had a facility commitment of \$200.0 million and a maturity date of December 15, 2025. The Company executed two short-term amendments, first on July 25, 2025, and then on August 8, 2025, which extended the maturity date to August 15, 2025. On August 15, 2025, the Company negotiated further amendment extending the maturity date to December 15, 2025 and reducing the maximum commitment from \$260 million to \$200.0 million. This amendment included a 100 basis-point increase in the margin over the applicable index on borrowings, along with revisions to the timing and composition of certain milestones related to strategic initiatives. A subsequent amendment, completed on November 7, 2025, increased the maximum commitment to \$205 million and extended the due date for a revised milestone tied to a strategic initiative. The Company continues to work closely with its advisors on refinancing its outstanding debt ahead of applicable maturity dates and is collaborating with additional advisors

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to advance other strategic initiatives, including potential sales of portfolio assets or business divestitures.

The terms of the amended credit agreement provide limited flexibility for Accord to manage its level of borrowings while pursuing strategic initiatives. As a result, the Company has constrained growth capital available for investment in new business opportunities. (Refer to the Outlook section below).

BondIt has a revolving line of credit from a non-bank lender, which bears a fixed rate of interest. This facility, which is secured by all BondIt's assets, has a total commitment of US\$62.5 million and matures on May 31, 2027. BondIt is currently seeking a waiver for multiple breached covenants, including a minimum debt service coverage ratio, a net income threshold, a maximum credit loss ratio and a trailing six month rolling average delinquency rate.

Management believes that current cash balances and existing credit lines, together with cash flow from operations, will be sufficient in the immediate term to meet the cash requirements of working capital, operating expenditures, and interest payments. However, there is material uncertainty that the Company will be able to refinance its maturing debt facilities on a timely basis or at all. Please refer to the Outlook and Risk Factors sections.

### ***Cash flow for the nine months ended September 30, 2025 compared with the nine months ended September 30, 2024***

Cash inflow from net earnings before changes in operating assets and liabilities and income tax payments decreased to \$2,551 in the first nine months of 2025 compared to \$7,028 last year. After changes in operating assets and liabilities and income tax payments or refunds are taken into account, there was a net cash outflow from operating activities of \$47,222 in the first nine months of 2025 compared to an inflow of \$44,675 last year. A net cash outflow of \$54,710 in the first nine months of 2025 largely resulted from funding of new and existing Loans partially offset by loan repayments. The net cash inflow of \$34,540 in the first nine months of 2024 largely resulted from collections from or proceeds from the refinancing of Loans partially offset by funding of Loans. Changes in other operating assets and liabilities are discussed above and are detailed in the Company's consolidated statements of cash flows.

Cash outflows from investing activities totalled \$14 in the first nine months of 2025. Cash inflows from investing activities totalled \$59,899 in the first nine months of 2024 and comprised mainly of proceeds from the AEF Sale.

Net cash inflow from financing activities totalled \$33,833 in the first nine months of 2025 compared to an outflow of \$99,805 last year. The net cash inflow this year primarily resulted from an increase in bank indebtedness of \$42,883 and net proceeds from US dollar loans payable of \$9,565, partially offset by repayment of Canadian dollar loans payable of \$17,942. In the first nine months of 2024, the net cash outflow primarily

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resulted from a decrease in bank indebtedness of \$125,361, repayment of Canadian dollar loans payable of \$19,898, offset by an increase in US dollar loans payable of \$3,836 and Canadian dollar loans payable of \$42,002.

The effect of exchange rate changes on cash comprised an increase of \$3,355 in the first nine months of 2025 compared to an increase of \$562 in the first nine months of 2024.

Overall, there was a net cash outflow of \$10,048 in the first nine months of 2025 compared to a net cash inflow of \$5,331 in the first nine months of 2024.

### CONTRACTUAL OBLIGATIONS AND COMMITMENTS AT SEPTEMBER 30, 2025

	Payments due in				Total
	Less than 1 year	1 to 3 years	3 to 5 years	Thereafter	
Debt obligations	\$ 334,186	\$ 10,354	\$ -	\$ -	<b>\$ 344,540</b>
Operating lease obligations	438	687	643	710	<b>2,478</b>
	<b>\$ 334,624</b>	<b>\$ 11,041</b>	<b>\$ 643</b>	<b>\$ 710</b>	<b>\$ 347,018</b>

### RELATED PARTY TRANSACTIONS

The Company has borrowed funds (notes payable and debentures) on an unsecured basis from shareholders, other related individuals and third parties.

Notes payable, inclusive of accrued interest totalled \$24,860 at September 30, 2025 compared to \$24,541 at December 31, 2024.

Of the notes payable, \$21,215 (December 31, 2024 – \$20,876) inclusive of accrued interest was owing to related parties. Related party interest expense on these notes in the current quarter and first nine months of 2025 totalled \$480 (2024 – \$412) and \$1,485 (2024 – \$1,388), respectively. Please refer to note 8 to the Statements.

\$3,250 of Unlisted Debentures with a maturity date of January 31, 2026 are held by a related party.

The following table provides the principal amounts owed to related parties from the Company at September 30, 2025:

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<b>Demand notes payable</b>	<b>Relationship</b>	
Hitzig Bros., Hargreaves & Co. Inc.*	Director	\$ 4,000,000
Ken Hitzig	Founder	\$ 500,000
<b>Term notes payable</b>		
Hitzig Bros., Hargreaves & Co. Inc.*	Director	\$ 4,000,000
Hitzig Bros., Hargreaves & Co. LLC.*	Director	US \$ 3,750,000
Oakwest Corporation Inc.*	Director	\$ 3,000,000
Ken Hitzig	Founder	\$ 2,500,000
<b>Unlisted Debentures</b>		
Hitzig Bros., Hargreaves & Co. Inc.*	Director	\$ 3,250,000

\* a director of the Company has an ownership interest in the company

Accord pays a rate of interest related to Canadian prime (as of September 30, 2025, the rate was 4.70%) on its Canadian dollar unsecured demand notes payable. This interest rate is typically below the interest rate the Company pays on its primary Senior Credit Facility, resulting in interest savings to the Company.

The US\$3.8 million related-party term notes are extended to BondIt and pay interest rates between 10.50% and 11.00%.

Related-party term notes with an original principal amount of \$10.5 million and a maturity date of July 31, 2025 accrue interest at a rate of 10.00%. The maturity date of the term notes was extended to December 20, 2025, coincident with the amendment to the Company's Senior Credit Facility. The Senior Credit Facility allows these notes to be treated as "quasi equity" and be included in the Company's tangible net worth ("TNW") for the purposes of leveraging its bank line (up to 4.0 x TNW).

### FINANCIAL INSTRUMENTS

Financial assets and liabilities are recorded at amortized cost. Financial assets and liabilities, other than lease receivables and loans in our equipment and small business finance operations, term loans payable and lease liabilities, are short term in nature and, therefore, their carrying values approximate fair values.

At September 30, 2025 and December 31, 2024, there were no outstanding foreign exchange contracts entered into by the Company.

### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

A critical accounting estimate represents an estimate that is highly uncertain and for which changes in the estimate could materially impact the Company's financial results.

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The Company considers the estimate of the allowance for ECL on Loans as critical to its financial results. The Company maintains allowances for ECL at amounts which, in management's judgment, are sufficient to cover credit losses thereon. The allowances are based upon several considerations including current economic environment, condition of the loan and receivable portfolios, typical industry loss experience, macro-economic factors and forward-looking information ("FLI"). The key inputs in the measurement of ECL allowances for each loan are as follows: (i) the probability of default ("PD") which is an estimate of the likelihood of default over a given time horizon; (ii) the LGD which is an estimate of the loss arising in the case where a default occurs at a given time; and (iii) the exposure at default ("EAD") which is an estimate of the exposure at a future default date. These key inputs associated with each loan are sensitized to future market and macro-economic conditions through the incorporation of FLI. These estimates are particularly judgmental, and operating results may be adversely affected by significant unanticipated credit or loan losses, such as occur in a bankruptcy or insolvency, or may result from severe adverse economic conditions.

The Company's allowance for ECL on its Loans is provided for under the three-stage criteria set out in IFRS 9, where a Stage 1 allowance is established to reserve against accounts which have not experienced a SICR and which cannot be specifically identified as impaired on an item-by-item or group basis at a particular point in time. Stage 1 ECL results from default events on Loans that are possible within the twelve-month period after the reporting date. Stage 1 accounts are considered to be in good standing. The Company's Stage 2 allowances are based on a review of the loan and comprise an allowance for those Loans which have experienced a SICR since initial recognition. Lifetime ECL are recognized for all Stage 2 Loans. Stage 3 Loans are those that the Company has classified as impaired. The Company classifies a Loan as impaired when the future cash flows of the Loan could be adversely impacted by events after its initial recognition. Evidence of impairment includes indications that the borrower is experiencing significant financial difficulties, or a default or delinquency has occurred. Lifetime ECL are recognized for all Stage 3 Loan. In Stage 3, Loans are written off, either partially or in full, against the related allowance for ECL when the Company judges that there is no realistic prospect of future recovery in respect of those amounts after the collateral has been realized or transferred at net recoverable value. Any subsequent recoveries of amounts previously written off are credited to the respective allowance for ECL.

Management believes that its allowances for ECL, which require a high degree of reasonable and supportable judgment are sufficient and appropriate. The Company's allowances are discussed in notes 4 and 14 to the Statements.

### CONTROL ENVIRONMENT

Disclosure controls and procedures ("DC&P") are designed to provide reasonable assurance that all relevant information is gathered and reported to management, including the CEO and CFO, on a timely basis so that appropriate decisions can be

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made regarding public disclosure. Internal Controls over Financial Reporting ("ICFR") are designed by or under the supervision of the CEO and CFO, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The CEO, CFO and other members of management have assessed the design effectiveness of the Company's DC&P and ICFR at September 30, 2025, and have concluded that the design of the Company's DC&P and ICFR were effective as of that date. During the nine months ended September 30, 2025, there have been no significant changes to the Company's ICFR that would have or would be reasonably likely to materially affect the Company's ICFR.

Internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate and, as such, there can be no assurance that any design will succeed in achieving its stated goal under all potential conditions.

### **RISKS AND UNCERTAINTIES THAT COULD AFFECT FUTURE RESULTS**

Past performance is not a guarantee of future performance, which is subject to substantial risks and uncertainties. Management remains optimistic about the Company's long-term prospects. Factors that may impact the Company's results include, but are not limited to, the factors discussed below. Please refer to note 14 to the Statements, which discuss the Company's principal financial risk management practices.

#### **The Company's business is dependent on its capital resources**

The Company's ability to operate is dependent on future profitable operations and the future availability of equity and/or debt financing. The Company will require additional financing from debt, equity, and/or other alternatives to repay or refinance its existing debt obligations, operate the business and grow the portfolio. \$203.2 million of debt matures in 2025, and \$26.3 million of debt matures in January 2026, contributing to uncertainty about the Company's ability to secure the necessary resources in the near term. In response, the Company is working with external advisors to pursue a broad range of strategic initiatives, including potential divestitures of portfolio assets or subsidiaries and other financing alternatives to repay or refinance its debt obligations and maximize shareholder value. There is no assurance that any of these initiatives will be successful, timely or sufficient. While the Company focuses on these initiatives, profitable operating performance and growth will continue to be a challenge.

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### **Maturing debt obligations**

The Company depends on and will continue to depend on the availability of credit from external financing sources, to continue to finance new and refinance existing loans and satisfy the Company's other working capital needs, among other things. The Company believes current cash balances and existing credit lines, together with cash flow from operations, will be sufficient in the immediate term to meet its cash requirements for working capital and operating expenditures. There is no guarantee, however, that the Company will continue to have financing available to it or if the Company were to require additional financing that it would be able to obtain it on acceptable terms or at all.

Including the Company's Senior Credit Facility and its subordinated debentures, the Company has debt obligations of \$203.2 million due in December 2025 and \$26.3 million due on January 31, 2026. The Company is pursuing a broad range of strategic initiatives to repay or refinance its debt obligations prior to their maturity. If any or all of the Company's funding sources are not replaced or renewed on terms acceptable to the Company and/or if the Company is unsuccessful in generating sufficient additional capital from its strategic initiatives to repay its maturing debt, the Company may not have the financing necessary to conduct its business, which could have a material adverse impact on its business. The above conditions represent a material uncertainty as to the Company's ability to continue as a going concern. Please also see comments regarding Business Conditions, Liquidity and Capital Resources and notes 2 and 14 to the Statements.

### **Strategic initiatives and potential asset sales**

The Company is actively pursuing strategic initiatives, including the potential sale of subsidiaries or portfolio assets, with the objective of generating proceeds to repay or refinance its outstanding debt obligations. While these initiatives are intended to improve the Company's liquidity and financial flexibility, they are subject to risks related to execution, valuation, market conditions, and buyer interest. There can be no assurance that any transaction will be completed on acceptable terms or within the necessary timeframes. Sales of portfolio assets or subsidiaries may also lead to a decline in funds employed which may have an adverse impact on the Company's operating performance.

Proceeds from potential asset sales may be lower than expected and could be insufficient to fully address the Company's upcoming debt maturities. If the Company is unable to complete its strategic initiatives or arrange alternative financing, it may be unable to meet its obligations as they come due, resulting in a material adverse effect on its financial condition and ability to continue as a going concern.

In connection with potential strategic transactions, including the sale of portfolio assets or subsidiaries, there is uncertainty regarding the amount of proceeds the Company may ultimately realize. If market conditions or transaction outcomes result

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in proceeds that are lower than the carrying value of the related assets, the Company may be required to recognize cash or non-cash impairment charges, which could materially impact reported financial results in the period recognized.

### **Deterioration in economic conditions and business uncertainty**

The Company's operating results may be negatively impacted by various economic factors and business conditions, including the level of economic activity in Canada and the United States. Protectionist trade policies and the imposition of cross-border tariffs, whether broad based or targeted to specific industries, could affect input costs, lower investment and disrupt supply chains. Other potential negative conditions or significant events include public health emergencies including pandemics, geopolitical or military conflicts, sanctions and other trade disruptions, and related or unexpected changes in inflation and borrowing costs. To the extent that economic activity or business conditions deteriorate, delinquencies and credit losses may increase. As the Company extends credit primarily to small and medium-sized businesses, many of its customers are particularly susceptible to economic slowdowns or recessions and may be unable to make scheduled lease or loan payments during these periods.

Unfavorable economic conditions may also make it more difficult for the Company to maintain new origination volumes and the credit quality of new loans at levels previously attained. Unfavorable economic conditions could also increase funding costs or operating cost structures, limit access to credit facilities and other capital markets funding sources or result in a decision by the Company's lenders not to extend further credit. Any of these events could have a material adverse impact on the Company's business, financial conditions and results of operations.

### **Competition from alternative sources of financing**

The Company operates in an intensely competitive environment and its results could be significantly affected by the activities of other industry participants. The Company expects this level of competition to persist in the future as the markets for its services continue to develop and as additional companies enter its markets. There can be no assurance that the Company will be able to compete effectively with current or future competitors. If the Company's competitors engage in aggressive pricing policies with respect to services that compete with those of the Company's, the Company would likely lose some clients or be forced to lower its rates, both of which could have a material adverse effect on the Company's business, financial condition and results of operations. In addition, some of the Company's competitors may have greater access to capital or have higher risk tolerances or different risk assessments, which could allow them to establish more origination sources and customer relationships to increase their market share. Further, because there are fewer barriers to entry to the markets in which the Company operates, new competitors could enter these markets at any time. Because of all these competitive factors, the Company may be unable to sustain its operations at its current levels or generate growth in revenues or

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operating income, either of which could have a material adverse impact on the Company's business, financial condition and results of operations.

### **Credit risk, inability to underwrite finance receivables and loan applications**

The Company is in the business of financing its clients' receivables and making asset-based loans, including inventory and equipment loans, designed to serve small and medium-sized businesses, which are often owner-operated and have limited access to traditional financing. There is a high degree of risk associated with providing financing to such parties as a result of their lower creditworthiness. Even with an appropriately diversified lending business, operating results can be adversely affected by large bankruptcies and/or insolvencies. Losses from client loans in excess of the Company's expectations could have a material adverse impact on the Company's business, financial condition and results of operations. The Company's largest individual credit exposure had an outstanding balance of \$29.4 million as at September 30, 2025, representing approximately 7.2% of the Company's total finance receivables and loans. An ECL allowance has been recognized for this exposure in an amount that management considers reasonable and supportable, based on information currently available. However, if certain conditions persist or emerge – including the continued negative impact of tariffs, prolonged underperformance of the business, or other unforeseen developments, the allowance may ultimately prove to be insufficient. See also "Critical Accounting Policies and Estimates" and "Risk Factors".

### **Interest rate risk**

The Company has floating rate debt, as well as fixed rate debt. The Company's floating rate agreements with its clients (affecting interest revenue) and lenders (affecting interest expense) usually provide for rate adjustments in the event of changes in key interest rates, such as Prime, SOFR or CORRA. Fluctuations in interest rates may have a material adverse impact on the Company's business, financial condition and results of operations.

### **Foreign currency risk**

The Company has international operations in the United States. Accordingly, a significant portion of its financial resources are held in currencies other than the Canadian dollar. In recent years, the Company has seen the fluctuations in the U.S. dollar against the Canadian dollar affect its operating results when its foreign subsidiaries results are translated into Canadian dollars. It has also affected the value of the Company's net Canadian dollar investment in its foreign subsidiaries, which had, in the past, reduced the AOCI component of equity to a loss position, although it is now in a significant gain position. No assurances can be made that changes in foreign currency rates will not have a significant adverse effect on the Company's business, financial condition or results of operations.

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### **Dependence on key personnel**

Employees are a significant asset of the Company, and the Company depends to a large extent upon the abilities and continued efforts of its key operating personnel and senior management team. If any of these persons becomes unavailable to continue in such capacity, or if the Company is unable to attract and retain other qualified employees, it could have a material adverse impact on the Company's businesses (including its ability to originate new business opportunities), financial condition and results of operations. Market forces and competitive pressures may also adversely affect the ability of the Company to recruit and retain key qualified personnel.

### **Income tax matters**

The income tax of the Company must be computed in accordance with Canadian, U.S. and foreign tax laws, as applicable, and the Company is subject to Canadian, U.S. and foreign tax laws, all of which may be changed in a manner that could adversely affect the Company's business, financial condition or results of operation.

### **Fraud by lessees, borrowers, vendors or brokers**

The Company may be a victim of fraud by lessees, borrowers, vendors or brokers. In cases of fraud, it is difficult and often unlikely that the Company will be able to collect amounts owing under a lease/loan or repossess any related collateral. Increased rates of fraud could have a material adverse impact on the Company's business, financial condition and results of operations.

### **Technology and cyber security**

The Company remains focused on the confidentiality, integrity and availability of the information and cyber security controls that protect its network, data and infrastructure. The cyber security risk landscape includes numerous cyber threats such as hacking threats, identity theft, denial of service, and advanced persistent threats. These and other cyber threats continue to become more sophisticated, complex, and potentially damaging. Third party service providers that the Company uses may also be subject to these risks which can increase our risk of potential attack. The Company establishes the requirements and sets out the overall framework for managing cyber and information security related risks. These include developing and implementing the appropriate activities to detect, respond to and contain the impact of cyber security threats, along with implementing the appropriate safeguards to ensure the delivery of critical infrastructure services.

The Company is continuously improving the strength of its practices and capabilities. It works closely with our critical cyber security and software suppliers to ensure that its technology capabilities remain cyber resilient and effective in the event of any unforeseen cyber-attack. The Company has not experienced any material cyber

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security breaches and has not incurred any material expenses with respect to the remediation of such cyber events. Security risks continue to be actively monitored and reviewed, leveraging the expertise of the Company's service providers and vendors, reviewing industry best practices and regularly re-assessing controls in place to acknowledge, address and mitigate the risks identified. The Company maintains a cyber security insurance policy to provide coverage in the event of cyber security incidents.

### **Data management and privacy risk**

Data management and its governance are becoming increasingly important as the Company continues to invest in digital solutions and innovation and the ongoing expansion of business activities. Furthermore, there are regulatory compliance risks associated with data management and privacy. The Company establishes the requirements and sets out the overall framework for data management and managing privacy related risks.

### **Risk of future legal proceedings**

The Company is threatened from time to time with, or is named as a defendant in, or may become subject to, various legal proceedings, fines or penalties in the ordinary course of conducting its businesses. A significant judgment or the imposition of a significant fine or penalty on the Company could have a material adverse impact on the Company's business, financial condition and results of operation. Significant obligations may arise from settlements or judgments involving the Company, in addition to risks related to its financing facilities, such as acceleration or the potential loss of funding availability. Publicity regarding involvement in matters of this type, especially if there is an adverse settlement or finding in litigation, could result in adverse consequences to the Company's reputation that could, among other things, impair its ability to retain existing or attract further business. The continuing expansion of class action litigation in U.S. and Canadian court actions has the effect of increasing the scale of potential judgments. Defending such a class action or other major litigation could be costly, divert management's attention and resources and have a material adverse impact on the Company's business, financial condition and results of operations.

### **Dividends**

The Company pays dividends if, as and when declared by the board of directors. The Company suspended dividend payments in the fourth quarter of 2023 as a prudent measure to conserve cash and strengthen the Company's capital base. While the board will reassess the Company's dividend policy in the normal course, there is no assurance that the dividend will be reinstated at the same rate or at all.

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### OUTLOOK

The Company's near-term financial performance will be driven by its ability to address upcoming debt maturities and maintain financial flexibility in a challenging credit environment. The Company, together with its advisors, is focused on executing one or more strategic initiatives to manage several key maturities, including the Senior Credit Facility (\$188.0 million) and term notes (\$12.7 million) maturing on December 15, 2025 and December 20, 2025, respectively, as well as the unsecured subordinated debentures (\$26.3 million), maturing on January 31, 2026. These initiatives include pursuing refinancing alternatives, potential divestitures of non-core assets, and other strategic transactions designed to strengthen the balance sheet and streamline the business to preserve long-term value. There is no assurance that these initiatives will be successful. Please also see comments regarding Business Conditions, Liquidity and Capital Resources and notes 2 and 14 to the Statements.

Earnings and liquidity continue to be impacted by elevated professional fees associated with strategic initiatives, extended bank negotiations, and higher non-cash provisions for expected credit losses. Profitability is expected to remain constrained until refinancing activities are completed, and these temporary costs normalize.

The lending environment continues to support deal flow for non-bank lenders; however, trade uncertainty, including tariffs, and inflationary pressures contribute to market volatility and may affect portfolio credit quality. The Company's lending teams remain focused on disciplined portfolio management prioritizing credit quality and prudent use of available funding.

Operational efficiency initiatives are ongoing as the Company continues to streamline the business. These efforts are aimed at improving stability and performance over the long term.

The Company's top priority through the remainder of 2025 and early 2026 is the successful execution of refinancing efforts for its near-term debt maturities and advancement of strategic initiatives to restore financial strength and profitability, while continuing to deliver on its core mission, to simplify access to capital so that clients can thrive.



Irene Eddy  
Senior Vice President, Chief Financial Officer  
November 10, 2025

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## Appendix to MD&A: Non-IFRS Measures and Ratios (\$000s, except percentages)

	Three months ended Sep 30,	
	2025	2024
<b>Adjusted net loss</b>		
Net loss attributable to shareholders	\$ (2,421)	\$ (772)
Adjustments, net of tax:		
Gain on sale of AEF equipment lease portfolio	-	(785)
Restructuring and other expenses	507	229
<b>Adjusted net loss attributable to shareholders</b>	<b>\$ (1,914)</b>	<b>\$ (1,328)</b>

	Three months ended Sep 30,	
	2025	2024
<b>Adjusted loss per share</b>		
Adjusted net loss	\$ (1,914)	\$ (1,328)
Weighted average number of common shares outstanding in the period	8,559	8,559
<b>Adjusted loss per share</b>	<b>\$ (0.22)</b>	<b>\$ (0.16)</b>

	Three months ended Sep 30,	
	2025	2024
<b>Average funds employed (note)</b>		
Average fund employed	\$ 406,230	\$ 427,429

Note: average funds employed is average finance receivable and loans calculated for each month of the year or quarter and divided by the number of months in the period.

	Nine months ended Sep 30,	
	2025	2024
<b>Return on equity</b>		
Net loss attributable to shareholders	\$ (4,643)	\$ (1,290)
Weighted average shareholders' equity (note)	79,067	84,734
<b>Return on equity (annualized)</b>	<b>(7.8%)</b>	<b>(2.0%)</b>

Note: weighted average shareholders' equity is the average shareholder's equity calculated for each month of the fiscal year and divided by the number of months in the period.

	Nine months ended Sep 30,	
	2025	2024
<b>Adjusted net loss</b>		
Net loss attributable to shareholders	\$ (4,643)	\$ (1,290)
Adjustments, net of tax:		
Gain on sale of AEF equipment lease portfolio	-	(785)
Restructuring and other expenses	786	1,513
<b>Adjusted net loss attributable to shareholders</b>	<b>\$ (3,857)</b>	<b>\$ (562)</b>

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	Nine months ended Sep 30,	
	2025	2024
<b>Adjusted loss per share</b>		
Adjusted net loss	\$ (3,857)	\$ (562)
Weighted average number of common shares outstanding in the period	8,559	8,559
<b>Adjusted loss per share</b>	<b>\$ (0.45)</b>	<b>\$ (0.07)</b>

	Nine months ended Sep 30,	
	2025	2024
<b>Adjusted return on equity</b>		
Adjusted net loss	\$ (3,857)	\$ (562)
Weighted average shareholders' equity (note)	79,067	84,734
<b>Adjusted return on equity (annualized)</b>	<b>(6.5%)</b>	<b>(0.9%)</b>

*Note: weighted average shareholders' equity is the average shareholder's equity calculated for each month of the fiscal year, then totalled up and divided by the number of months in the period.*

	Nine months ended Sep 30,	
	2025	2024
<b>Average funds employed (note)</b>		
Average funds employed	\$ 393,966	\$ 438,675

*Note: average funds employed is average finance receivable and loans calculated for each month of the year or quarter and divided by the number of months in the period.*

	Sep 30,	Dec 31,
	2025	2024
<b>Book value per share</b>		
Shareholders' equity	\$ 76,388	\$ 80,827
Common shares outstanding	8,559	8,559
<b>Book value per share</b>	<b>\$ 8.92</b>	<b>\$ 9.44</b>

	Sep 30,	Dec 31,
	2025	2024
<b>Equity / assets</b>		
Total equity	\$ 81,744	\$ 86,678
Assets	436,472	413,882
<b>Equity / assets</b>	<b>18.7%</b>	<b>20.9%</b>

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	Sep 30, 2025	Dec 31, 2024
<b>Debt / equity</b>		
Debt (note)	\$ 344,396	\$ 311,377
Total equity	81,744	86,678
<b>Debt / equity</b>	<b>4.21x</b>	3.59x

*Note: debt comprises the bank indebtedness, loans payable, debentures and notes payable as taken from the Consolidated Statements of Financial Position.*

	Sep 30, 2025	Dec 31, 2024
<b>Portfolio</b>		
Finance receivables and loans	\$ 409,345	\$ 365,585
<b>Portfolio</b>	<b>\$ 409,345</b>	<b>\$ 365,585</b>