



WIRE & WIRE PRODUCTS

ESTABLISHED IN 1964



Management's Discussion and Analysis
September 30, 2024

Since 1964, Tree Island Steel has been making products from steel wire for a diverse range of customers for industrial, residential construction, commercial construction and agricultural applications.

Our products include welded wire mesh, fencing, galvanized wire, bright wire, a broad array of fasteners, stucco reinforcing products, and other fabricated wire products. We market these products under the Tree Island®, Halsteel®, TrueSpec®, K-Lath®, TI Wire®, ToughStrand® and ToughPanel® brand names.

Listed on the Toronto Stock Exchange (“TSX”), our shares trade under the symbol TSL.

MANAGEMENT DISCUSSION AND ANALYSIS 2

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MANAGEMENT DISCUSSION AND ANALYSIS

September 30, 2024

The following is a discussion of the financial condition and results of operations of Tree Island Steel ("Tree Island" or the "Company") and its wholly owned operating subsidiary Tree Island Industries (together with Tree Island Steel, referred to as "Tree Island"). This discussion is current to November 5, 2024 and should be read in conjunction with the interim unaudited condensed consolidated financial statements for the nine months ended September 30, 2024. Tree Island Steel's unaudited interim condensed consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and are reported in Canadian dollars. Additional information relating to Tree Island Steel, including the audited consolidated financial statements and Annual Information Form ("AIF") for the year ended December 31, 2023, can be found at www.sedarplus.ca or on Tree Island Steel's website at www.treeisland.com.

1 FORWARD LOOKING STATEMENTS AND RISK

This management's discussion and analysis ("MD&A") includes forward-looking information with respect to Tree Island Steel, including our business, operations and strategies, as well as financial performance and conditions. The use of forward-looking words such as, "may," "will," "expect" or similar variations generally identify such statements. Any statements that are not statements of historical fact should be considered to be forward-looking statements. Although we believe that the forward-looking statements are reasonable, they involve risks and uncertainties, including the risks and uncertainties discussed under the heading "Risks Relating to the Company's Business" in the Company's AIF for the year ended December 31, 2023.

The forward-looking statements contained herein reflect management's current beliefs and are based upon certain assumptions that management believes to be reasonable based on the information currently available to management. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and a number of factors could cause actual events or results to differ materially from the results discussed in the forward-looking statements. In evaluating these forward-looking statements, prospective investors should specifically consider various factors including the risks outlined herein under the heading "Risk Factors" which may cause actual results to differ materially from any forward-looking statement. Such risks and uncertainties include, but are not limited to: general economic, market and business conditions, public health epidemics, the economy and potentially its supply chain, the cyclical nature of our business and demand for our products, impact of any tax reassessments or appeals therefrom, financial condition of our customers, competition, deterioration in Tree Island Steel's liquidity, leverage, and restrictive covenants, disruption in the supply of raw materials, volatility in the costs of raw materials, dependence on the construction industry, transportation costs and availability, foreign exchange fluctuations, labour relations, trade actions, dependence on key personnel and skilled workers, reliance on key customers, environmental matters, intellectual property risks, energy costs, un-insured loss, credit risk, operating risk, management of growth, success of acquisition and integration strategies, and other risks and uncertainties set forth in our publicly filed materials.

Should one or more of the risks or uncertainties identified herein materialize, or should the assumptions underlying the forward-looking statements prove to be incorrect, then the actual results may vary materially from those described herein.

This MD&A has been reviewed by the Board of Directors of Tree Island Steel and its Audit Committee, and contains information that is current as of the date of this MD&A, unless otherwise noted. Events occurring after that date could render the information contained herein inaccurate or misleading in a material respect. Readers are cautioned not to place undue reliance on this forward-looking information and management of Tree Island undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise except as required by applicable securities law.

2 NON-IFRS MEASURES

References in this MD&A to “EBITDA” are to provide an adjusted EBITDA that we define as operating income adjusted by adding back total depreciation and foreign exchange gains or losses. EBITDA is not a measure recognized by IFRS and does not have a standardized meaning prescribed by IFRS. We believe that providing an EBITDA is an important supplemental measure for evaluating our performance. You are cautioned that our definition of EBITDA should not be construed as an alternative to net income or loss determined in accordance with IFRS, nor should it be used as an indicator of performance, cash flows from operating, investing and financing activities, as a measure of liquidity or cash flows. Our method of calculating EBITDA may differ from methods used by other issuers and, accordingly, our definition of EBITDA may not be comparable to similar measures presented by other issuers.

3 TREE ISLAND STEEL

Since 1964, Tree Island has been manufacturing products from steel wire for a diverse range of customers and applications. Tree Island Steel, following a conversion from an income trust to a corporate entity, was incorporated under the laws of Canada on August 2, 2012, and the units of the income fund were converted to common shares in Tree Island Steel. There were 26,055,986 Shares outstanding as of September 30, 2024.

3.1 ORGANIZATIONAL STRUCTURE

Our corporate structure has the following primary entities: Tree Island Industries (“TI Canada”), which is our Canadian operating company as well as the ultimate parent company to our operations in the United States, which are managed through our U.S. operating subsidiary, Tree Island Wire (“TI USA”).

3.2 PRODUCTS

Tree Island is a manufacturer and supplier of premium quality wire products for a broad range of applications. Our goal is to match the appropriate wire product with our customers’ needs. We achieve this by manufacturing most of our products at our own manufacturing facilities, while outsourcing others to qualified manufacturers. We market these products to customers in Canada, the United States and internationally.

We market our products under the following brands:



We offer consistent, high quality wire and wire products which meet or exceed customers’ needs, ASTM standards and applicable codes, as well as a broad range of applications, technical support and excellent customer service.

The products we source from other suppliers are generally limited to commodity items, or items we do not produce. Products within this group meet general industry specifications, but are not customized to individual customer requirements. Outsourced products allow us to enhance our relationship with those customers that require competitively priced commodity products. These products typically create complementary pull-through for our manufactured products.

3.3 MARKETS

The following summarizes the markets, key product groups, the specific end-use markets, and regions we serve with our products:

Markets	Brand	Key Product Groups	Specific End-Use Market	Regions
Industrial	Tree Island® TI Wire®	Bright/galvanized/annealed low and high carbon wire	Wire fabricating, industrial applications, OEM manufacturing	North America and International
Agricultural	Tree Island®, ToughStrand®, ToughPanel®	Game fence and farm fence Vineyard wire and barbed wire Livestock panels	Agriculture, farming	North America
Commercial Construction	Tree Island®	Welded wire mesh Concrete reinforcing products	Commercial construction, mining, infrastructure projects	North America and International
Residential Construction	Tree Island®, Halsteel®, TrueSpec®, K-Lath®	Collated, bulk and packaged nails Stucco reinforcing mesh Welded wire panels	Construction and renovation for new and existing homes	North America

3.4 SEASONALITY

Our operations are impacted by the seasonal nature of the various industries we serve, primarily the construction and agriculture industries. Accordingly, revenues, sales volumes and operating results for interim quarters are not necessarily indicative of the results that may be expected for the full fiscal year.

4 2024 BUSINESS OVERVIEW AND DEVELOPMENT

4.1 BUSINESS OVERVIEW

For the three-month period ended September 30, 2024, revenues, net of freight and distribution costs, decreased by \$1.8 million to \$51.6 million, compared to \$53.4 million in 2023. Gross profit for the quarter decreased to \$2.1 million, from \$6.0 million in the same period in 2023. Adjusted EBITDA amounted to \$6 thousand, compared to \$4.1 million during the same period in 2023. The largest drivers for the decreased earnings are the lower average selling prices and reduced spreads between selling prices and raw material costs. This was due to competitive pricing pressures across our market segments especially in the residential and industrial segments and declines in steel prices that influenced market prices for our products.

For the nine months ended September 30, 2024, revenues, net of freight and distribution costs, decreased by \$30.0 million to \$162.2 million compared to \$192.2 million in 2023 and gross profit decreased to \$11.5 million from \$26.9 million. The decrease is for the same factors as in the quarter and lower shipped volume in the US primarily due to the shutdown of Etiwanda site. This resulted in an Adjusted EBITDA of \$6.0 million, compared to \$20.6 million during the same period in 2023.

For the period January 1, 2024 to September 30, 2024, the Company repurchased 1,071,440 shares under the normal course issuer bid ("NCIB") at a total cost of \$3.4 million (at an average price of \$3.17 per share).

4.2 ANTI-DUMPING CASE IN CANADA

On March 8, 2024, Canada Border Services Agency ("CBSA") initiated an investigation regarding the alleged dumping of certain wire rod from China, Egypt, and Vietnam. TI Canada has responded to the CBSA's initial request for information and submitted a briefing to the Canadian International Trade Tribunal ("CITT"). On June 6, 2024, the CBSA released their preliminary determination and found that there has been dumping of wire rod from China, Egypt and Vietnam and injury to domestic producers.

On October 4, 2024, CITT issued their final determination that the domestic industry was injured by the imports of wire rod from China, Vietnam and Egypt. As a result of the final determination, the final duties prescribed by the CBSA will apply and range from 8.6% to 46.2%. The Company does not have any purchases that would be impacted by this determination.

4.3 CRA REASSESSMENT

TI Canada received Notices of Reassessment (NORs) from the Minister of National Revenue under the Income Tax Act (Canada) and from Alberta Corporate Tax Act for the tax years 2015 through 2018. These NORs indicate that the tax liability, including interest, for the 2015 to 2018 taxation years is approximately \$11.8 million (the "Tax Amount") under the NORs and approximately \$680,000 under the Alberta NORs. The Company disagrees with the disallowance of the bad debt deductions and capital losses and has contested the NORs and the Alberta NORs by filing notices of objection to start the appeals process. TI Canada continues to comply with the payment plan with the Canada Revenue Agency (CRA) and Alberta Tax and Revenue (TRA) to pay 50% of the tax amount. Should TI Canada be successful in defending some or all of its tax filing position, any amounts paid to the CRA and TRA in relation to the Tax Amount in respect of which such defence was successful will be payable to the Company by the CRA and TRA with interest. If TI Canada is not successful, then any remaining federal or provincial taxes payable plus interest would have to be remitted by TI Canada, less the amounts already submitted to the CRA and TRA under the payment plan. There can be no assurance regarding the outcome of the appeals process or when a resolution may be reached. The Company has not recorded accruals in connection with the NORs or the Alberta NORs. See financial statement note 14.

4.4 DUTIES ON CERTAIN U.S. WIRE EXPORTS

The Company has been advised that certain shipments of wire produced in Canada and then subsequently sold to the U.S. from 2019 onwards should be subject to unpaid U.S. duties. The Company disagrees and is assessing the matter.

5 SUMMARY FINANCIAL INFORMATION

(\$'000 unless otherwise stated)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023 Restated	2024	2023 Restated
Results from Operations:				
Revenue	54,948	56,890	173,256	203,901
Freight and distribution costs	(3,334)	(3,524)	(11,103)	(11,674)
Subtotal	51,614	53,366	162,153	192,227
Cost of sales	(48,179)	(46,114)	(146,600)	(161,576)
Depreciation	(1,384)	(1,213)	(4,066)	(3,747)
Gross Profit	2,051	6,039	11,487	26,904
Selling, general and administrative expenses	(3,340)	(3,213)	(10,019)	(10,049)
Operating Income (Loss)	(1,289)	2,826	1,468	16,855
Foreign exchange gain (loss)	(89)	22	495	39
Loss on disposition of property, plant, and equipment	-	(7)	-	(104)
Site closure costs	-	-	-	(1,340)
Reorganization costs	(33)	-	(44)	(2,097)
Interest income	80	122	415	513
Financing expenses	(659)	(551)	(1,787)	(1,359)
Income (Loss) before income taxes	(1,990)	2,412	547	12,507
Income tax (expense) recovery	144	(468)	(1,158)	(3,064)
Net Income (Loss)	(1,846)	1,944	(611)	9,443
Net income (loss) per share	(0.07)	0.07	(0.02)	0.34
Dividend per share	0.03	0.03	0.09	0.13

Financial position as of:	September 30, 2024	December 31, 2023
Total assets	170,484	174,260
Total non-current financial liabilities	29,840	28,439

Adjusted EBITDA:	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Operating Income (Loss)	(1,289)	2,826	1,468	16,855
Add back depreciation	1,384	1,213	4,066	3,747
Foreign exchange gain (loss)	(89)	22	495	39
Adjusted EBITDA	6	4,061	6,029	20,641

6 COMPARISON OF RESULTS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

<i>(\$'000 unless otherwise stated)</i>	2024	2023	Variance Fav/(Unfav)	
REVENUE NET OF FREIGHT AND DISTRIBUTION COSTS	51,614	53,366	(1,752)	(3.3%)

The decrease in revenue over the comparative period by 3.3% is due to declines in steel prices in the quarter that influenced market prices for our products, competitive pricing pressures and reduced demand on US end-markets.

Revenue Net of Freight and Distribution Costs by Market Segment

	Three Months Ended September 30,					
	2024		2023		Variance	
	Revenue	% of Total	Revenue	% of Total	Amount	%
Industrial	20,454	39.6%	21,638	40.6%	(1,184)	(5.5%)
Commercial	13,054	25.3%	11,810	22.1%	1,244	10.5%
Agricultural	4,626	9.0%	4,524	8.5%	102	2.3%
Residential	13,480	26.1%	15,394	28.8%	(1,914)	(12.4%)
Total	51,614	100.0%	53,366	100.0%	(1,752)	(3.3%)

Revenue Net of Freight and Distribution Costs by Location

	Three Months Ended September 30,					
	2024		2023		Variance	
	Revenue	% of Total	Revenue	% of Total	Amount	%
United States	31,541	61.1%	34,403	64.5%	(2,862)	(8.3%)
Canada	19,424	37.6%	18,002	33.7%	1,422	7.9%
International	649	1.3%	961	1.8%	(312)	(32.5%)
Total	51,614	100.0%	53,366	100.0%	(1,752)	(3.3%)

Average C\$/U.S.\$ 1.36 1.34

<i>(\$'000 unless otherwise stated)</i>	2024	2023	Variance Fav/(Unfav)	
COST OF SALES	48,179	46,114	(2,065)	(4.5%)

The cost of goods sold increased when compared with prior year due to the increase in sales volume.

<i>(\$'000 unless otherwise stated)</i>	2024	2023	Variance Fav/(Unfav)	
GROSS PROFIT	2,051	6,039	(3,988)	(66.0%)

Gross profit decreased to \$2.1 million, from \$6.0 million. The decreased gross profit for the period was impacted by lower market prices and the compression of the spread over raw material costs.

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
SG&A	3,340	3,213	(127)	(4.0%)

SG&A expenses are higher when compared to prior period as a result of higher legal fees offset with lower compensation costs.

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
INTEREST INCOME	80	122	(42)	(34.4%)

Interest income decreased compared to same period in 2023 due to decrease in cash and cash equivalents.

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
FINANCING EXPENSES	659	551	(108)	(20%)

Financing costs are higher as a result of increased financing costs for imported raw materials.

Financing Expenses

	Three Months Ended September 30,			
	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
			Amount	%
Fees on senior credit facility	3	10	7	70.7%
Interest on lease liability	299	262	(37)	(14.1%)
Other interest expense (income)	345	265	(80)	(30.2%)
Deferred financing costs	12	14	2	14.4%
Total financing expenses	659	551	(108)	(19.6%)

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
FOREIGN EXCHANGE GAIN (LOSS)	(89)	22	(111)	(504.5%)

Our Canadian operation, whose functional currency is the Canadian dollar, has a portion of its assets, liabilities, sales and expenses denominated in currencies other than the Canadian dollar, in particular the U.S. dollar. With raw material costs being denominated in U.S. dollars, having a significant portion of our sales also being denominated in U.S. dollars creates a natural partial hedge. Foreign currency forward contracts are used to manage a portion of the remaining currency risk. Foreign exchange gains and losses are unpredictable in nature and therefore can vary significantly over time. As at September 30, 2024, the Company did not have any U.S. dollar currency forward contracts outstanding.

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
REORGANIZATION COSTS	33	-	(33)	N/A

The reorganization costs were due to headcount reductions.

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
INCOME TAX EXPENSE (RECOVERY)	(144)	468	612	130.8%

The income tax expense for 2024 has decreased due to lower taxable income this year. Income tax expense is based on a statutory rate of 27.0% for Canadian taxable income applied to the income of the respective subsidiaries before taxes, with adjustments for permanent differences between accounting and taxable income. There is no US taxable income in the quarter.

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
NET INCOME (LOSS)	(1,846)	1,944	(3,790)	(195.0%)

The decrease in earnings over the comparative period is attributable to lower gross profits.

7 COMPARISON OF RESULTS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
REVENUE NET OF FREIGHT AND DISTRIBUTION COSTS	162,153	192,227	(30,074)	(15.6%)

For the nine-month period ended September 30, 2024, revenues of \$162.2 million were \$30.0 million (15.6%) lower than the same period of 2023. The reduction was the result of declines in steel prices that influenced market prices of our products, competitive pricing pressures and lower shipped volume primarily due to closure of Etiwanda facility partially offset by increased volume in the Agricultural segment.

Revenue Net of Freight and Distribution Costs by Market Segment

	Nine Months Ended September 30,					
	2024		2023		Variance	
	Revenue	% of Total	Revenue	% of Total	Amount	%
Industrial	59,510	36.7%	70,661	36.7%	(11,151)	(15.8%)
Commercial	38,961	24.0%	48,569	25.3%	(9,608)	(19.8%)
Agricultural	22,460	13.9%	23,958	12.5%	(1,498)	(6.3%)
Residential	41,222	25.4%	49,039	25.5%	(7,817)	(15.9%)
Total	162,153	100.0%	192,227	100.0%	(30,074)	(15.6%)

Revenue Net of Freight and Distribution Costs by Location

	Nine Months Ended September 30,					
	2024		2023		Variance	
	Revenue	% of Total	Revenue	% of Total	Amount	%
United States	95,459	58.9%	116,249	60.5%	(20,790)	(17.9%)
Canada	64,227	39.6%	73,193	38.1%	(8,966)	(12.2%)
International	2,467	1.5%	2,785	1.4%	(318)	(11.4%)
Total	162,153	100.0%	192,227	100.0%	(30,074)	(15.6%)

Average C\$/U.S.\$ 1.36 1.35

<i>(\$'000 unless otherwise stated)</i>	2024	2023	Variance Fav/(Unfav)	
COST OF SALES	146,600	161,576	14,976	9.3%

The cost of goods sold decreased when compared to the comparative period, primarily due to lower unit cost of raw materials and lower volumes with the shutdown of Etiwanda facility.

<i>(\$'000 unless otherwise stated)</i>	2024	2023	Variance Fav/(Unfav)	
GROSS PROFIT	11,487	26,904	(15,417)	(57.3%)

Gross profit decreased to \$11.5 million, from \$26.9 million. The decreased gross profit for the period was impacted by lower market prices impacting the spread over raw materials.

<i>(\$'000 unless otherwise stated)</i>	2024	2023	Variance Fav/(Unfav)	
SG&A	10,019	10,049	30	0.3%

SG&A expenses are lower when compared to prior period as a result of lower total compensation costs offset with higher legal costs of \$129 thousand.

<i>(\$'000 unless otherwise stated)</i>	2024	2023	Variance Fav/(Unfav)	
FOREIGN EXCHANGE GAIN	495	39	456	1169.2%

Our Canadian operation, whose functional currency is the Canadian dollar, has a portion of its assets, liabilities, sales and expenses denominated in currencies other than the Canadian dollar, in particular the U.S. dollar. With raw material costs being denominated in U.S. dollars, having a significant portion of our sales also being denominated in U.S. dollars creates a natural partial hedge. Foreign currency forward contracts are used to manage a portion of the remaining currency risk. Foreign exchange gains and losses are unpredictable in nature and therefore can vary significantly over time. As at September 30, 2024, the Company did not have any U.S. dollar currency forward contracts outstanding.

<i>(\$'000 unless otherwise stated)</i>	2024	2023	Variance Fav/(Unfav)	
SITE CLOSURE COSTS	-	1,340	1,340	100.0%

During the nine months ended September 2023, the Company had recorded \$0.5 million for severance, and \$0.8 million for other closure costs due to Etiwanda site closure.

<i>(\$'000 unless otherwise stated)</i>	2024	2023	Variance Fav/(Unfav)	
REORGANIZATION COSTS	44	2,097	2,053	97.9%

During the nine months ended September 2023, the Company had recorded \$2.1 million in restructuring costs associated with headcount reductions.

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
INTEREST INCOME	415	513	(98)	(19.1%)

Interest income decreased compared to same period in 2023 due to decrease in cash and cash equivalents.

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
FINANCING EXPENSES	1,787	1,359	(428)	(31.5%)

Financing costs are higher as a result of increased financing costs for imported raw materials.

Financing Expenses

	Nine Months Ended September 30,			
	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
			<u>Amount</u>	<u>%</u>
Fees on senior credit facility	10	43	33	77.0%
Interest on lease liability	863	786	(77)	(9.8%)
Other interest expense	880	496	(384)	(77.4%)
Deferred financing costs	34	34	(0)	(1.0%)
Total financing expenses	1,787	1,359	(428)	(31.5%)

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
INCOME TAX EXPENSE	1,158	3,064	1,906	62.2%

The income tax expense for the period has decreased due to lower taxable income. Income tax expense is based on a statutory rate of 27.0% for Canadian taxable income applied to the income of the respective subsidiaries before taxes, with adjustments for permanent differences between accounting and taxable income. There is no US taxable income.

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2023</u>	<u>Variance Fav/(Unfav)</u>	
NET INCOME (LOSS)	(611)	9,443	(10,054)	(106.5%)

Earnings decreased over the comparative period due to lower gross profits.

8 FINANCIAL CONDITION AND LIQUIDITY

8.1 WORKING CAPITAL

A summary of the composition of our working capital as at September 30, 2024 compared to 2023 is provided below:

<i>(\$'000 unless otherwise stated)</i>	As at September 30,	
	2024	2023
Cash and cash equivalents	8,283	22,897
Accounts receivable	28,178	26,832
Inventories	54,578	51,925
Other current assets	9,596	5,395
	<u>100,635</u>	<u>107,049</u>
Accounts payable and accrued liabilities	(17,439)	(14,593)
Dividends payable	(782)	(825)
Other current liabilities	-	(502)
	<u>(18,221)</u>	<u>(15,920)</u>
Net balance	82,414	91,129

We define working capital as current assets less current liabilities. Current assets include cash, accounts receivable, inventories and other current assets. Current liabilities includes accounts payable and accrued liabilities, dividends payable and other current liabilities and excludes current portions of long-term borrowings and ROU lease liabilities.

Our business requires an ongoing investment in working capital, comprised primarily of accounts receivable and inventories, financed primarily by credit in the form of accounts payable and accrued liabilities. Our largest investment in working capital is in our inventories. We have arrangements with our key suppliers to provide us with financing or trade credit for the purchase of the raw materials needed for our operations.

Our investment in working capital fluctuates from quarter-to-quarter, based on factors such as seasonal sales demand, strategic purchasing decisions taken by management, and the timing of collections from customers and payments made to our suppliers. Sales and working capital requirements may be higher during seasonal peaks.

Cash and cash equivalents funds have been invested in a money market mutual fund account to optimize returns while ensuring liquidity and safety of capital. Cash and cash equivalents are an integral part of the Company's working capital and are used to finance day-to-day operations, capital expenditures, and other strategic investments. The Company continuously evaluates its cash and cash equivalent balances to maintain an appropriate level to meet its operational and strategic needs while preserving financial stability.

Accounts receivable as at September 30, 2024 were higher than the same period last year due to timing of collections.

Inventories were higher as at September 30, 2024, when compared to the same period in 2023, primarily due to higher volumes in WIP and finished goods inventory, partially offset by lower costs due to lower raw materials prices.

Accounts payable was higher as at September 30, 2024, compared to the same period in 2023, due to timing of receipt of raw materials and payment of material cost.

Our objective for managing the investment in working capital is to maximize the turnover of productive current assets, specifically accounts receivable and inventories. We work with our key vendors to use vendor credit when available on advantageous terms.

We manage our inventories with an emphasis on a continuous inflow of raw materials to meet our production needs balanced with strategic purchases, barring unforeseen events, impacting potential end markets. We have also established processes to regularly adjust the production levels of finished goods stocked in our warehouses so that we can both satisfy customer needs, growth requirements and meet our objective of maintaining adequate inventories on hand.

We manage our accounts receivable and the related credit risk by focusing on the credit worthiness of customers, by assigning credit scores supplied by a third party and through direct monitoring of their financial well-being on a continual basis. We have established guidelines for customer credit, and appropriate precautions are taken to improve collectability or limit increasing credit exposure. We maintain provisions for potential credit losses (allowance for doubtful accounts) and such losses to date have been within our expectations.

8.2 CASH FLOW

Summary Cash Flow

	Three months ended		Nine Months Ended	
	September 30,		September 30,	
	2024	2023	2024	2023
<i>(\$'000 unless otherwise stated)</i>				
Cash provided by operating activities				
before working capital adjustments	(156)	3,824	5,476	13,625
Working capital adjustments	(267)	986	(8,434)	7,555
Net cash (used in) provided by operating activities	(423)	4,810	(2,958)	21,180
Investment income on cash equivalents	73	198	389	546
Property, plant and equipment expenditures	(155)	(1,296)	(1,569)	(3,299)
Net cash used in investing activities	(82)	(1,098)	(1,180)	(2,753)
Lease interest paid	(299)	(262)	(862)	(786)
Lease principal payments	(324)	(292)	(937)	(2,380)
Other interest paid	(319)	(286)	(858)	(532)
Deferred financing expenses	(14)	(46)	(14)	(131)
Dividend paid	(784)	(1,384)	(2,411)	(4,210)
Share buyback	(258)	(572)	(3,338)	(2,507)
Net cash used in financing activities	(1,998)	(2,842)	(8,420)	(10,546)
Exchange rate impact on foreign cash balances	(79)	88	501	40
Increase (decrease) in cash balances	(2,582)	958	(12,057)	7,921

8.3 SENIOR CREDIT FACILITY

The Company's senior secured committed banking facility with current lender Wells Fargo Capital Finance Corporation Canada ("WellsFargo") matures on July 1, 2026.

The facility enables the Company to borrow up to \$35.0 million in Canadian and/or U.S. funds. Interest payable on funds borrowed in Canadian and U.S. currency is at variable rates. For the revolving facility, up to \$25.0 million may be borrowed at any time in Canadian and/or U.S. dollars with the amount advanced under the revolving facility limited to a defined percentage of inventories and accounts receivable, machinery and equipment, and real estate less certain reserves. In addition, up to \$10.0 million may be borrowed as term debt, in Canadian and/or U.S. dollars.

The Senior Credit Facility is secured by a first charge over the Company's assets supported by the appropriate guarantees and pledges and assignments, and requires that certain covenants be met by Tree Island. The Senior Credit Facility has defined covenants, the primary one being that a certain amount of credit availability be maintained. Only if this amount falls below a certain threshold, then other covenants, which include a defined fixed charge coverage ratio, are tested. In addition, there are other restrictive covenants that limit the discretion of management with respect to certain business matters.

As at September 30, 2024 the Company was in compliance with its covenants on the Senior Credit Facility.

9 CAPITAL EXPENDITURES AND CAPACITY

For the nine months ended September 30, 2024, we made expenditures of \$1.6 million. These expenditures were for capital maintenance activities.

10 CONTRACTUAL OBLIGATIONS AND COMMITMENTS

As of September 30, 2024, we were committed to the contracts, operating leases and debt repayments (including scheduled interest payments on interest bearing debt) set out below, which will be financed through working capital and our Senior Credit Facility.

The production materials include raw materials, such as wire rod and zinc, and finished goods. These raw materials are used in the day-to-day operations of our manufacturing facilities, and are in the normal course of our business activities. Finished goods are purchased for resale without further processing and are also in the normal course of our business activities. All committed production material purchases are to be delivered by the end of the year.

From time to time, we make investments to update, replace or make additions to our existing capital assets, which includes, but is not limited to, the buildings we occupy and capital equipment. These investments are in the normal course of our business activity. For the capital assets we have committed to purchase but have not yet received, amounts remaining to be paid are disclosed as purchase commitments. As of September 30, 2024, the Company did not have any capital equipment commitments outstanding.

From time to time, the Company enters into U.S. dollar currency forward contracts for periods consistent with a portion of U.S. dollar currency transaction exposures, generally from one to three months. These are not designated as cash flow, fair value or net investment hedges. As of September 30, 2024, the Company did not have any U.S. dollar currency forward contracts outstanding.

Contractual Obligations and Commitments

<i>(\$'000 unless otherwise stated)</i>	<u>2024</u>	<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>2028</u>	<u>Thereafter</u>	<u>Total</u>
Production materials	27,312	-	-	-	-	-	27,312
AP and accrued liabilities	17,439	-	-	-	-	-	17,439
Tax reassessment deposit	877	1,867	-	-	-	-	2,744
Dividends	782	-	-	-	-	-	782
Lease liabilities	1,018	2,506	2,531	2,150	2,016	27,015	37,236
Total obligations and commitments	47,428	4,373	2,531	2,150	2,016	27,015	85,513

11 SUMMARY OF QUARTERLY FINANCIAL RESULTS

The table below provides selected quarterly financial information for the eight most recent fiscal quarters to September 30, 2024. Sales volumes in the fourth quarter of the year are traditionally lower in the year due to the seasonality of our business. Quarter-over-quarter results may also be impacted by unusual or infrequently occurring items.

Summary of Quarterly Financial Results

	Sep 30, <u>2024</u>	Jun 30, <u>2024</u>	Mar 31, <u>2024</u>	Dec 31, <u>2023</u>	Sep 30, <u>2023</u>	Jun 30, <u>2023</u>	Mar 31, <u>2023</u>	Dec 31, <u>2022</u>
<i>(\$'000 unless otherwise stated)</i>								
Revenue net of freight and distribution	51,614	53,986	56,553	47,344	53,366	63,591	75,271	67,116
Gross profit	2,051	4,608	4,828	3,387	6,039	9,082	11,785	8,317
Foreign exchange gain (loss)	(89)	202	381	(261)	22	(125)	141	4
Net income (loss)	(1,846)	610	625	(1,895)	1,944	1,651	5,850	(756)
Net income (loss) per unit - basic	(0.07)	0.02	0.02	(0.07)	0.07	0.06	0.21	(0.03)

Commentary:

- Net income decreased in Q4 2022 from lower gross profit and the additional costs incurred as a result of the Etiwanda facility site closure provision and equipment impairment related to the Etiwanda site closure.
- In the second half of fiscal year 2023, margins were impacted from lower unit sales prices and lower shipped volumes with the closure of the Etiwanda facility in 2023.
- During the nine months of 2024, margins decreased due to lower volumes and reduced spreads between sales prices and raw material costs.

These financial results are not necessarily indicative of results for any future period and should not be relied upon to predict future performance.

12 ACCOUNTING POLICIES AND STATEMENTS

Certain of our accounting policies involve critical accounting estimates that require us to make subjective or complex judgments about matters that are inherently uncertain and because of the likelihood that materially different amounts could be reported under differing conditions or using different assumptions. We evaluate these estimates and assumptions regularly.

Our significant accounting policies are described in Note 3 of the December 31, 2023 Consolidated Financial Statements and in the Annual Information Form for the year ended December 31, 2023.

12.1 CRITICAL ACCOUNTING ESTIMATES

The areas that we considered to have critical accounting estimates are: inventory valuation, allowance for doubtful accounts, assessment of impairment related to property, plant and equipment, lease discount rates applied and useful life and the execution of the two extension terms for our leased facility in the U.S.. These critical estimates and the judgments involved are discussed further in Note 3 to the Consolidated Financial Statements for December 31, 2023.

13 RELATED PARTY TRANSACTIONS

13.1 TRANSACTIONS WITH ASSOCIATED COMPANIES

The Futura Corporation ("Futura") is considered to be a related party to the Company because of its share ownership interest and the fact that Mr. Doman, the sole shareholder and president of Futura, sits on the Board of Directors.

Based on Tree Island Steel's outstanding Shares as at September 30, 2024, Futura owns 37.6% of the fully diluted Shares of the Company.

In addition, Mr. Doman is Chairman and CEO of Doman Building Materials Group Ltd. ("DBM"). For the three and nine months ended September 30 2024, Tree Island sold, net of rebates, approximately \$0.4 million and \$1.6 million (\$0.6 million and \$1.8 million in 2023) of goods to DBM and trade accounts receivable owing from DBM as at September 30, 2024 is approximately \$107 thousand (\$0.3 million in 2023). Outstanding trade accounts receivable from DBM at period end are unsecured, interest free and settlement occurs in cash.

13.2 TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL

Included in the definition of key management for purposes of disclosure of related party transactions are members of Board of Directors and officers of Tree Island Steel. Amounts for key management personnel for the three and nine months ended September 30, 2024, were approximately \$0.3 million and \$0.9 million (\$0.3 million and \$1 million approximately in 2023) which includes wages, salaries and retirement contributions, paid annual and sick leave, vehicle costs and also includes directors' fees paid to members of the Board.

14 RISKS AND UNCERTAINTIES

Investment in Tree Island Steel is subject to a number of risks. Our income is dependent upon the wire products business, which is susceptible to a number of risks. Risks pertaining to current economic conditions are discussed in the section above under the heading “2024 Business Overview and Development”. A detailed discussion of our significant business risks is provided in the 2023 Annual Information Form under the heading “Risk Factors” which can be found at www.sedarplus.ca

15 DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for designing disclosure controls and procedures that: (a) provide reasonable assurance that material information required to be disclosed by us is accumulated and communicated to management to allow timely decisions regarding required disclosure; and (b) ensure that information required to be disclosed by us is recorded, processed, summarized, and reported within the time periods specified in applicable securities legislation.

Our management is responsible for designing, establishing, and maintaining an adequate system of internal control over financial reporting. Our internal control system was designed based on the 2013 Internal Control – Integrated Framework (“2013 COSO Framework”) published by the Committee of Sponsoring Organizations of the Treadway Commission to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes, in accordance with IFRS.

The Chief Operating Officer, in the capacity of chief executive officer, and Chief Financial Officer certified the appropriateness of the financial disclosures in the interim financial report together with the other financial information included in the interim filings for the nine months ended September 30, 2024. These executives also certified that they are responsible for the design and effectiveness of disclosure controls and procedures and internal control over financial reporting. There have been no changes in internal control over financial reporting during the nine months ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

The Company’s Board of Directors and Audit Committee reviewed and approved the September 30, 2024 unaudited condensed consolidated financial statements and this MD&A prior to its release.

SHAREHOLDER INFORMATION

TREE ISLAND STEEL

Board of Directors:

Amar S. Doman –
Executive Chairman of
the Board

Peter Bull

Harry Rosenfeld

Sam Fleiser

Theodore A. Leja

Joe Downes

Executive Officers:

Nancy Davies
Chief Operating Officer

Brian Liu
*Vice President, Finance
and CFO*

Shares:

Market Information

Tree Island Steel is listed on
the Toronto Stock Exchange
trading symbol: TSL.

Registrar and Transfer Agent

Computershare Investor
Services Inc.

Corporate Head Office:

3933 Boundary Road
Richmond, B.C.
Canada, V6V 1T8

Website:

www.treeisland.com

Investor Relations:

Ali Mahdavi
Investor Relations
(416)-962-3300
amahdavi@treeisland.com

Auditors:

KPMG LLP Vancouver, B.C.

